

深圳市佳创视讯技术股份有限公司

2012 第三季度报告

一、重要提示
本公司董事会、监事会及董事、高级管理人员保证本报告所载资料不存在虚假记载、误导性陈述或者重大遗漏，并对其内容的真实性、准确性和完整性承担个别及连带责任。
所有董事均已出席了审议本报告的董事会会议。
非独立董事姓名 未亲自出席原因 被委托人姓名
谭民强 独立董事 出差外地 陈广见
赵子昂 独立董事 出差外地 陈雁在
刘军 独立董事 出差外地 陈雁在

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□适用 √不适用
其他重大事项进展情况
√适用 □不适用
2012年9月28日公司第二届董事会第十五次会议审议通过《关于使用募集资金的部分“其他”与主营业务相关的营运资金收购天创网络技术有限公司北京有限公司其股权的议案》，同意公司使用募集资金2,000万元收购天创网络技术有限公司北京有限公司100%的股权，收购完成后使用募集资金1,800万元对全资子公司增资，剩余200万元由董事会决定使用。

1.现金分红政策的制定及执行情况
现金分红政策的制定情况
根据中国证监会《上市公司监管指引第3号——上市公司现金分红》（证监会公告〔2012〕44号）及《上市公司章程指引》（2012年修订）等相关规定，结合公司实际情况，经第二届董事会第十五次会议审议通过，修订了《公司章程》中关于现金分红的条款，修订后的《公司章程》自2012年10月25日起生效。

2.现金分红政策的执行情况
2012年前三季度，公司实现营业收入1,486.54万元，归属于上市公司股东的净利润为1,447.45万元。截至2012年9月30日，公司未分配利润为153,000,000.00元。根据《公司章程》及《现金分红管理制度》的规定，公司2012年前三季度拟派发现金股利1,447.45万元，占当期归属于上市公司股东净利润的100%。

3.现金分红政策的变更情况
报告期内，公司现金分红政策未发生变更。公司将继续严格执行《公司章程》及《现金分红管理制度》的规定，切实保障投资者的合法权益。

4.其他重大事项进展情况
报告期内，公司无其他重大事项发生。

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