



Pizu Group Holdings Limited

比優集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 8053

INTERIM REPORT
中期報告 2016/2017

HIGHLIGHTS

- Revenue of the Group for the six months ended 30 September 2016 (the "Interim Period") was approximately RMB2,464.55 million, representing an increase of approximately 52.89% as compared to the corresponding period in the previous fiscal year.
- The Group recorded a profit attributable to owners of approximately RMB23.58 million for the Interim Period.
- The Group recorded a total comprehensive income attributable to owners approximately RMB20.49 million for the Interim Period.
- Basic earnings per share of the Group was approximately RMB0.007 for the Interim Period.
- The Board does not recommend the payment of any dividend for the Interim Period.

摘要

- 本集團截至二零一六年九月三十日止六個月期間(「中期期間」)之收益約為人民幣246,455萬元，較上個財政年度同期增加約52.89%。
- 本集團於中期期間之擁有人應佔溢利約為人民幣2,358萬元。
- 本集團於中期期間之擁有人應佔全面收益總額約為人民幣2,049萬元。
- 本集團於中期期間之每股基本盈利約為人民幣0.007元。
- 董事會並不建議就中期期間派發任何股息。

REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION

中期財務資料審閱報告



Tel : +852 2218 8288
Fax : +852 2815 2239
www.bdo.com.hk

25th Floor Wing On Centre
111 Connaught Road Central
Hong Kong

電話 : +852 2218 8288
傳真 : +852 2815 2239
www.bdo.com.hk

香港干諾道中111號
永安中心25樓

To the Board of directors of Pizu Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

致比優集團控股有限公司董事會

(於開曼群島註冊成立之有限公司)

Introduction

We have reviewed the interim financial information set out on pages 4 to 25 which comprise the condensed consolidated statement of financial position of Pizu Group Holdings Limited and its subsidiaries as of 30 September 2016, the related condensed consolidated statement of comprehensive income for the three-month period then ended, the related condensed consolidated statement of comprehensive income, changes in equity and cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). The directors are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review. This report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

BDO Limited

香港立信德豪會計師事務所有限公司

BDO Limited, a Hong Kong limited company, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

引言

本核數師已審閱第4至第25頁所載的中期財務資料，包括比優集團控股有限公司及其附屬公司於二零一六年九月三十日的簡明綜合財務狀況表，以及截至該日止三個月期間的相關簡明綜合全面收益表、截至該日止六個月相關的簡明綜合全面收益表、權益變動及現金流量表，以及主要會計政策概要及其他解釋附註。根據香港聯合交易所有限公司創業板證券上市規則規定，中期財務資料報告須按照其相關條文以及香港會計師公會（「香港會計師公會」）頒佈之香港會計準則第34號「中期財務報告」（「香港會計準則第34號」）編製。 貴公司董事負責按照香港會計準則第34號編製及呈報本中期財務資料。本核數師之責任基於審閱就本中期財務資料發表結論。於根據受聘之協定條款，本報告僅向閣下全體匯報，而不作任何其他用途。本核數師不就本報告之內容向任何其他人士承擔或負上任何責任。

REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION

Scope of Review

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" ("HKSRE 2410") issued by the HKICPA. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with HKAS 34.

BDO Limited

Certified Public Accountants

Hong Kong, 14 November 2016

中期財務資料審閱報告

審閱範圍

本核數師根據香港會計師公會頒布之香港審閱委聘準則第2410號「實體之獨立核數師審閱中期財務資料」(「香港審閱委聘準則第2410號」)進行審閱。中期財務資料之審閱包括詢問(主要對負責財務及會計事務之人士)，以及採納分析及其他審閱程序。審閱之範圍遠小於根據香港審核準則進行之審核，故本核數師行無法確保本核數師行已知悉可通過審核辨別之所有重要事項。因此，本核數師並不表達審核意見。

結論

基於本核數師之審閱，本核數師並無注意到任何事宜可引起本核數師相信該等中期財務資料在所有重大方面並非按照香港會計準則第34號編製。

香港立信德豪會計師事務所有限公司

執業會計師

香港，二零一六年十一月十四日

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months and the six months ended 30 September 2016

簡明綜合全面收益表

截至二零一六年九月三十日止三個月及六個月

		(Unaudited) (未經審核)		(Unaudited) (未經審核)		
		Six months ended 30 September 截至九月三十日止六個月		Three months ended 30 September 截至九月三十日止三個月		
		2016 二零一六年	2015 二零一五年	2016 二零一六年	2015 二零一五年	
		RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	
Revenue	收益	4	2,464,554	1,612,026	472,145	1,407,490
Cost of goods sold and services provided	銷售貨品成本及所提供服務成本		(2,364,118)	(1,498,122)	(415,283)	(1,337,322)
Gross profit	毛利		100,436	113,904	56,862	70,168
Other income and gain	其他收入及收益		256	486	107	308
Share of losses of associates	應佔聯營公司之虧損		(93)	(399)	(80)	(117)
Share of loss of a joint venture	應佔一間合營企業之虧損		(100)	-	(100)	-
Selling and distribution expenses	銷售及分銷支出		(7,054)	(12,640)	(3,543)	(6,029)
Administrative and other operating expenses	行政及其他經營開支		(27,505)	(31,254)	(13,870)	(17,042)
Other gains	其他收益		-	-	-	-
Change in fair value of derivative financial investments	衍生金融工具之公平值變動		-	405	-	3
Gain on disposal of subsidiaries	出售附屬公司之收益		-	14	-	14
Operating profit	經營溢利		65,940	70,516	39,376	47,305
Finance costs	融資成本		(7,873)	(13,741)	(4,099)	(12,987)
Profit before income tax	除所得稅前溢利		58,067	56,775	35,277	34,318
Income tax	所得稅	6	(10,125)	(12,458)	(5,807)	(7,280)
Profit for the period	本期間溢利	7	47,942	44,317	29,470	27,038
Other comprehensive income for the period	本期間其他全面收入					
Items that may be reclassified subsequently to profit or loss	隨後可能重新分類至損益之項目					
Exchange differences arising from	下列各項產生之滙兌差額					
- translation to presentation currency	- 換算至呈列貨幣		(3,085)	(10,452)	(9)	(8,578)
- reclassification upon disposal of a subsidiary	- 於出售附屬公司後重新分類		-	3	-	-
Total comprehensive income for the period	本期間全面收益總額		44,857	33,868	29,461	18,460

**CONDENSED CONSOLIDATED STATEMENT OF
COMPREHENSIVE INCOME**For the three months and the six months ended
30 September 2016**簡明綜合全面收益表**截至二零一六年九月三十日止三個月及
六個月

		(Unaudited) (未經審核)		(Unaudited) (未經審核)	
		Six months ended 30 September 截至九月三十日止六個月		Three months ended 30 September 截至九月三十日止三個月	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Profit attributable to:	以下應佔溢利：				
Owners of the Company	本公司擁有人	23,579	3,810	14,792	2,596
Non-controlling interests	非控股權益	24,363	40,507	14,678	24,442
		<u>47,942</u>	<u>44,317</u>	<u>29,470</u>	<u>27,038</u>
Total comprehensive income attributable to:	以下應佔全面收益總額：				
Owners of the Company	本公司擁有人	20,494	(6,639)	14,783	(5,802)
Non-controlling interests	非控股權益	24,363	40,507	14,678	24,442
		<u>44,857</u>	<u>33,868</u>	<u>29,461</u>	<u>18,640</u>
Earnings per share	每股盈利				
Basic and diluted	基本及攤薄	RMB 人民幣	RMB 人民幣	RMB 人民幣	RMB 人民幣
		<u>0.007</u>	<u>0.003</u>	<u>0.005</u>	<u>0.002</u>

Note
附註

9

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 September 2016

簡明綜合財務狀況表

於二零一六年九月三十日

		(Unaudited) (未經審核)	(Audited) (經審核)
		30 September	31 March
		2016	2016
		二零一六年	二零一六年
		九月三十日	三月三十一日
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
Non-current assets	非流動資產		
Property, plant and equipment	物業、機器及設備	10 241,976	96,424
Prepaid lease payments for land	土地預付租賃款項	5,975	6,076
Prepayment for purchase of property, plant and equipment	購買物業、廠房及設備的預付款項	15,063	44,432
Intangible assets	無形資產	168	183
Interests in associates	於聯營公司之權益	3,434	3,527
Investment in a joint venture	於一間合營企業之投資	14 2,600	-
		269,216	150,642
Current assets	流動資產		
Inventories	存貨	12,678	8,823
Trade and bills receivables	應收貿易賬款及應收票據	11 139,785	78,546
Other receivables, prepayments and deposits	其他應收款、預付款及按金	72,711	8,223
Prepaid lease payments for land	土地預付租賃款項	203	203
Amounts due from shareholders	應收股東款項	335	324
Amounts due from associates	應收聯營公司款項	1,432	388
Amounts due from related companies	應收關連公司款項	-	432
Pledged deposit	已抵押按金	5,120	-
Cash and cash equivalents	現金及現金等價物	27,779	38,226
		260,043	135,165
Current liabilities	流動負債		
Trade payables	應付貿易賬款	12 85,939	27,084
Other payables and accruals	其他應付賬款及應計費用	127,192	14,522
Borrowings	借款	4,816	-
Dividend payable	應付股息	14,150	14,150
Amount due to a director	應付董事款項	860	1,726
Amounts due to related companies	應付關連公司款項	14,446	4,998
Income tax payable	應付所得稅	5,896	2,979
		253,299	65,459
Net current assets	流動資產淨值	6,744	69,706
Total assets less current liabilities	資產總值減流動負債	275,960	220,348

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 September 2016

簡明綜合財務狀況表

於二零一六年九月三十日

	Note 附註	(Unaudited) (未經審核) 30 September 2016 二零一六年 九月三十日 RMB' 000 人民幣千元	(Audited) (經審核) 31 March 2016 二零一六年 三月三十一日 RMB' 000 人民幣千元
Non-current liabilities			
Convertible bonds – liability component	13	89,614	78,859
Net assets		186,346	141,489
Equity			
Share capital		36,757	36,757
Reserves		33,619	13,125
Equity attributable to owners of the Company	本公司擁有人應佔權益	70,376	49,882
Non-controlling interests	非控股權益	115,970	91,607
Total equity	總權益	186,346	141,489

Approved and authorised for issue by the Board

經董事會批准及授權刊發

Ding Baoshan

丁宝山

Director

董事

Xiong Zeke

熊澤科

Director

董事

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2016
(Unaudited)

簡明綜合權益變動表

截至二零一六年九月三十日止六個月
(未經審核)

		Equity attributable to owners of the Company 本公司擁有人應佔權益												
		Share capital	Share premium	Capital distributable reserve	Contributed surplus	Restructuring reserve	Merger reserve	Convertible bonds-equity reserve	Foreign currency translation reserve	Statutory and other reserves	Accumulated losses	Total	Non-controlling interests	Total
		股本	股份溢價	資本可分派儲備	實繳溢利	重組儲備	合併儲備	可換股債券—儲備	外幣換算儲備	法定及其他儲備	累計虧損	總計	權益	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 April 2016	於二零一六年四月一日	36,757	634,729	25,141	933	89,227	(613,604)	48,638	(25,675)	38,012	(184,276)	49,882	91,607	141,469
Profit for the period	本期間溢利	-	-	-	-	-	-	-	-	-	23,579	23,579	24,363	47,942
Other comprehensive income for the period:	本期間其他全面收益：													
Exchange differences arising from translation to presentation currency	下列各項產生之匯兌差額 —換算至呈列貨幣	-	-	-	-	-	-	-	(3,085)	-	-	(3,085)	-	(3,085)
Total comprehensive income for the period	本期間全面收益總額	-	-	-	-	-	-	-	(3,085)	-	23,579	20,494	24,363	44,857
Transfer to statutory and other reserves	撥充法定及其他儲備	-	-	-	-	-	-	-	-	3,308	(3,308)	-	-	-
Utilisation of other reserves	動用其他儲備	-	-	-	-	-	-	-	-	(3,339)	3,339	-	-	-
At 30 September 2016	於二零一六年九月三十日	36,757	634,729	25,141	933	89,227	(613,604)	48,638	(28,760)	37,391	(160,666)	70,376	115,970	166,346
At 1 April 2015	於二零一五年四月一日	21,186	72,452	25,141	933	31,230	107	-	(17,459)	16,142	(133,909)	17,823	108,277	126,100
Profit for the period	本期間溢利	-	-	-	-	-	-	-	-	-	3,610	3,610	40,507	44,317
Other comprehensive income for the period:	本期間其他全面收益：													
Exchange differences arising from translation to presentation currency	下列各項產生之匯兌差額 —換算至呈列貨幣	-	-	-	-	-	-	-	(10,452)	-	-	(10,452)	-	(10,452)
Reclassification of shares upon disposal of a subsidiary	—於出售附屬公司後重新分類	-	-	-	-	-	-	-	3	-	-	3	-	3
Total comprehensive income for the period	本期間全面收益總額	-	-	-	-	-	-	-	(10,449)	-	3,610	(6,639)	40,507	33,668
Transaction with owners: Dividend declared to non-controlling interests of a subsidiary	與擁有人進行之交易： 向一間附屬公司之非控股權益派發股息	-	-	-	-	-	-	-	-	-	-	-	(20,000)	(20,000)
Issue of convertible bonds	發行可換股債券	-	-	-	-	-	(613,910)	280,915	-	-	-	(332,995)	-	(332,995)
Conversion of convertible bonds	兌換可換股債券後發行股份	889	31,544	-	-	-	-	(13,425)	-	-	-	19,008	-	19,008
De-recognition of non-controlling interests of Ample Ocean Holdings Limited and its subsidiaries ("Ample Ocean Group") previously recognised from Mr. Ma Qiang's ("Mr. Ma") perspective upon completion of Ample Ocean Group	於收購 Ample Ocean Holdings Limited及其附屬公司 ("Ample Ocean Group") 先前確認為 馬亮先生(「馬先生」) 角度此前已確認的 Ample Ocean集團 非控股權益	-	-	-	-	57,997	199	-	58	17,916	(42,244)	33,928	(33,928)	-
		889	31,544	-	-	57,997	(613,711)	267,490	58	17,916	(42,244)	(280,059)	(53,928)	(333,987)
Transfer to statutory and other reserves	撥充法定及其他儲備	-	-	-	-	-	-	-	-	3,436	(3,436)	-	-	-
Utilisation of other reserves	動用其他儲備	-	-	-	-	-	-	-	-	(2,458)	2,458	-	-	-
At 30 September 2015	於二零一五年九月三十日	22,075	103,996	25,141	933	89,227	(613,604)	267,490	(27,650)	37,038	(173,321)	(268,673)	94,668	(174,019)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2016

簡明綜合現金流量表

截至二零一六年九月三十日止六個月

(Unaudited)
(未經審核)**Six months ended
30 September**
截至九月三十日止六個月

		2016 二零一六年 RMB' 000 人民幣千元	2015 二零一五年 RMB' 000 人民幣千元
Net cash generated from operating activities	經營業務所得現金淨額	22,445	47,736
Cash flows from investing activities	投資活動所得現金流量		
Interest received	已收利息	256	146
Proceed from disposal of property, plant and equipment	出售物業、機器及設備之所得款項	4,291	-
Purchase of property, plant and equipment	購買物業、機器及設備	(43,346)	(8,127)
Investment in a joint venture	於合營企業之投資	(2,700)	-
Increase in pledged deposit	已抵押按金增加	(5,120)	-
Decrease in amounts due from related companies	應收關連公司之款項減少	432	-
Net cash used in investing activities	投資活動所用現金淨額	(46,187)	(7,981)
Cash flows from financing activities	融資活動所得現金流量		
Dividend paid to non-controlling interest of a subsidiary	已付一間附屬公司之非控股權益之股息	-	(20,000)
Dividend paid	已付股息	-	(33,350)
Decrease in amount due to a director	應付一名董事款項減少	(866)	-
Increase in amounts due from shareholders	應收股東款項增加	(11)	-
Increase in amounts due to related companies	應付關連公司之款項增加	9,448	-
Interest paid	已付利息	(61)	-
Proceeds from bank borrowing	來自銀行借貸之所得款項	4,760	-
Net cash generated from/(used in) financing activities	融資活動所得/(所用)現金淨額	13,270	(53,350)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(10,472)	(13,595)
Cash and cash equivalents at beginning of the period	期初之現金及現金等價物	38,226	55,130
Effect of foreign exchange rate changes	匯率變動之影響	25	86
Cash and cash equivalent at end of the period	期終之現金及現金等價物	27,779	41,621

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2016

1. Corporate information

Pizu Group Holdings Limited (the "Company") is incorporated in the Cayman Islands as an exempted company with limited liability. The address of its registered office is Royal Bank of Canada Trust Company (Cayman) Limited, 4th Floor, Royal Bank House, 24 Shedden Road, George Town, Grand Cayman, KY1-1110, Cayman Islands. The address of its principal place of business is Flat A, 11/F., Two Chinachem Plaza, 68 Connaught Road Central, Hong Kong. The Company's shares are listed on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 6 August 2004.

The Company and its subsidiaries (collectively, the "Group") are principally engaged in bulk mineral trade, manufacturing and sale of explosives and provision of blasting operation and related services.

During the period, the Group acquired 50% equity interest in an entity engaging in construction of mining trails, tunnels, public and residential buildings. Details of the acquisition are set out in note 14. In addition, the acquisition of blasting assets was completed during the period. Details of the acquisition are set out in note 15.

The Group principally operates in the People's Republic of China (the "PRC") with its business activities principally transacted in Renminbi ("RMB"), the results of the Group are therefore prepared in RMB.

The condensed consolidated financial statements of Group for the six months ended 30 September 2016 (the "interim financial statements") have not been audited but have been reviewed by the Audit Committee, and were approved for issue by the board of directors on 14 November 2016.

2. Basis of preparation

The interim financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the applicable disclosure provisions of the Rules Governing the Listing of Securities on GEM of the Stock Exchange ("GEM Listing Rules").

The interim financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements for the year ended 31 March 2016 (the "2016 Annual Financial Statements").

簡明綜合財務報表附註

截至二零一六年九月三十日止六個月

1. 公司資料

比優集團控股有限公司（「本公司」）乃於開曼群島註冊成立之獲豁免有限公司。其註冊辦事處地址為Royal Bank of Canada Trust Company (Cayman) Limited, 4th Floor, Royal Bank House, 24 Shedden Road, George Town, Grand Cayman KY1-1110, Cayman Islands。其主要營業地點的地址為香港干諾道中68號華懋廣場二期11樓A室。本公司股份自二零零四年八月六日起於香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）上市。

本公司及其附屬公司（統稱為「本集團」）主要從事大宗礦產貿易、生產及銷售爆炸物品及提供爆破作業和相關服務。

於本期間，本集團收購一間從事建設採礦場、隧道、公共及住宅建築物的實體之50%股本權益。收購事項的詳情載於附註14。此外，收購爆破資產於本期間完成。收購事項之詳情載於附註15。

本集團主要在中華人民共和國（「中國」）經營業務，其業務活動主要以人民幣（「人民幣」）進行，因此本集團之業績乃以人民幣編製。

本集團截至二零一六年九月三十日止六個月之簡明綜合財務報表（「中期財務報表」）未經審核，惟經審核委員會審閱並經董事會於二零一六年十一月十四日批准刊發。

2. 編製基準

中期財務報表乃根據香港會計師公會（「香港會計師公會」）頒布之香港會計準則第34號「中期財務報告」及聯交所創業板證券上市規則（「創業板上市規則」）之適用披露條文所編製。

中期財務報表不包括年度財務報表所規定的所有資料及披露，以及應與本集團截至二零一六年三月三十一日止年度的年度財務報表（「二零一六年度財務報表」）一併閱讀。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2016

2. Basis of preparation (Continued)

The interim financial statements have been prepared in accordance with the same accounting policies and methods of computation as adopted by the Group in the 2016 Annual Financial Statements except for the adoption of new accounting policies set out below, and as a result of applying those new or amended HKFRSs as mentioned in note 3.

Accounting policies not included in the 2016 Annual Financial Statements but are adopted in these interim financial statements are as follows:

Joint arrangements

The Group is a party to a joint arrangement where there is a contractual arrangement that confers joint control over the relevant activities of the arrangement to the Group and at least one other party. Joint control is assessed under the same principles as control over subsidiaries.

The Group classifies its interests in joint arrangements as either:

- *Joint ventures*: where the Group has rights to only the net assets of the joint arrangement; or
- *Joint operations*: where the Group has both the rights to assets and obligations for the liabilities of the joint arrangement.

In assessing the classification of interests in joint arrangements, the Group considers:

- The structure of the joint arrangement;
- The legal form of joint arrangements structured through a separate vehicle;
- The contractual terms of the joint arrangement agreement; and
- Any other facts and circumstances (including any other contractual arrangements).

簡明綜合財務報表附註

截至二零一六年九月三十日止六個月

2. 編製基準(續)

中期財務報表乃根據本集團於二零一六年年度財務報表所採納的相同會計政策及計算方法編製，惟採納下文所載新會計政策以及應用附註3所述之該等新訂及經修訂香港財務報告準則除外。

會計政策並未納入二零一六年年度財務報表但於該等中期財務報表採納者如下：

共同安排

當有合約安排賦予本集團及至少一名其他訂約方對安排之相關活動之共同控制權時，則本集團為共同安排之訂約方。共同控制權乃根據與附屬公司控制權之相同原則予以評估。

本集團將其於共同安排之權益分類為：

- 合營企業：本集團僅對共同安排的資產淨值擁有權利；或
- 合營業務：本集團對共同安排的資產擁有權利並有責任承擔共同安排之負債。

評估於共同安排之權益之分類時，本集團會考慮：

- 共同安排之架構；
- 透過獨立工具組織之共同安排之法定形式；
- 共同安排協議之合約條款；及
- 任何其他事實及情況(包括任何其他合約安排)。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2016

2. Basis of preparation (Continued)

The Group has classified the investment acquired during the period (note 14) as a joint venture and accounts for it in the same manner as investments in associates (i.e. using the equity method). Any premium paid for an investment in a joint venture above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the investment in a joint venture. Where there is objective evidence that the investment in a joint venture has been impaired the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

3. Adoption of new or amended HKFRSs

- (a) *Adoption of new or amended HKFRSs effective on 1 April 2016*

During the current period, the Group has applied for the first time the following new standards, amendments and interpretations issued by the HKICPA which is relevant to and effective for the Group's financial statements for the annual period beginning on 1 April 2016:

Amendments to HKAS 1	Disclosure Initiative
HKAS 34	Interim Financial Reporting

簡明綜合財務報表附註

截至二零一六年九月三十日止六個月

2. 編製基準(續)

本集團已將期內所收購的投資(附註14)分類為合營企業以及按照於聯營公司之投資的相同方式入賬計算(即使用權益法)。任何就於合營企業之投資支付高於本集團應佔所收購可識別資產、負債及或然負債公平值之溢價會撥充資本,並計入於合營企業投資的賬面值。倘有客觀證據表明於合營企業之投資已減值,則有關投資的賬面值按與其他非金融資產相同之方式測試減值。

3. 採納新訂或經修訂香港財務報告準則

- (a) *採納於二零一六年四月一日生效的新訂或經修訂香港財務報告準則*

於本期間,本集團已首次應用下列香港會計師公會頒佈之下列新準則、修訂及詮釋,並與本集團有關,且於二零一六年四月一日開始之年度期間之本集團財務報表生效:

香港會計準則 第1號(修訂本)	主動披露
香港會計準則 第34號	中期財務報告

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2016

3. Adoption of new or amended HKFRSs (Continued)

(a) *Adoption of new or amended HKFRSs effective on 1 April 2016 (Continued)*

The adoption of the above new or amended HKFRSs had no material effect on the reported results or financial position of the Group for both the current and prior reporting periods. The nature and the impact of each of the new or amended HKFRSs above is described below:

Amendments to HKAS 1 – Disclosure initiative

The amendments to HKAS 1 clarify, rather than significantly change, existing HKAS 1 requirements. The amendments clarify:

- The materiality requirements in HKAS 1;
- That specific line items in the statement of comprehensive income and the statement of financial position may be disaggregated;
- That entities have flexibility as to the order in which they present the notes to financial statements; and
- That the share of other comprehensive income of associates and joint ventures accounted for using the equity method must be presented in aggregate as a single line item, and classified between those items that will or will not be subsequently reclassified to profit or loss.

Furthermore, the amendments clarify the requirements that apply when additional subtotals are presented in the statement of financial position and the statement of comprehensive income. These amendments do not have any impact on the Group.

簡明綜合財務報表附註

截至二零一六年九月三十日止六個月

3. 採納新訂或經修訂香港財務報告準則(續)

(a) *採納於二零一六年四月一日生效的新訂或經修訂香港財務報告準則(續)*

採納上述新訂或經修訂香港財務報告準則對本集團於當前及過往報告期間的呈報業績或財務狀況並無重大影響。上述各項新訂或經修訂香港財務報告準則的性質及影響如下：

香港會計準則第1號(修訂本) – 主動披露

香港會計準則第1號(修訂本)釐清現行香港會計準則第1號的規定，而非對其進行大幅變動。該等修訂釐清：

- 香港會計準則第1號內的重大性規定；
- 全面收益表及財務狀況表內之特定項目可予細分；
- 實體就彼等呈列財務報表附註的順序具有靈活性；及
- 使用權益法入賬的分佔聯營公司及合營企業的其他全面收益必須作為單獨項目匯總呈列，並在將會或不會其後重新分類至損益的該等項目間進行分類。

此外，該等修訂釐清在財務狀況表及全面收益表呈列額外小計時適用的規定。預期該等修訂本不會對本集團構成任何影響。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2016

3. Adoption of new or amended HKFRSs (Continued)

- (a) *Adoption of new or amended HKFRSs effective on 1 April 2016 (Continued)*

HKAS 34 – Interim Financial Reporting

The amendment clarifies that the required interim disclosures must either be in the interim financial statements or incorporated by cross-reference through the interim financial statements and wherever they are included within the interim financial report (e.g., in the management commentary or risk report). The other information within the interim financial report must be available to users on the same terms as the interim financial statements and at the same time. This amendment must be applied retrospectively. The amendment does not have any impact on the Group.

- (b) *New or amended HKFRSs that have been issued but are not yet effective*

The following new or amended HKFRSs, potentially relevant to the Group's financial statements, have been issued, but are not yet effective and have not been early adopted by the Group.

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
HKFRS 9 (2014)	Financial Instruments ¹
HKFRS 15	Revenue from Contracts with Customers ¹
Amendments to HKFRS 15	Clarifications to HKFRS 15 Revenue from Contracts with Customers ¹
HKFRS 16	Leases ²

¹ Effective for annual periods beginning on or after 1 January 2018

² Effective for annual periods beginning on or after 1 January 2019

³ Effective date deferred indefinitely

The Group is in the process of making an assessment of the potential impact of these new pronouncements. The Group is not yet in a position to state whether the application of these new pronouncements will result in substantial changes to the Group's accounting policies or financial statements.

簡明綜合財務報表附註

截至二零一六年九月三十日止六個月

3. 採納新訂或經修訂香港財務報告準則 (續)

- (a) *採納於二零一六年四月一日生效的新訂或經修訂香港財務報告準則 (續)*

香港會計準則第34號 – 中期財務報告

該修訂本釐清，所規定的中期披露必須在中期財務報表中作出或以中期財務報表與該等披露在中期財務報告中載列的任何部分（例如管理層評論或風險報告）交叉援引的方式作出。中期財務報告內的其他資料必須以與中期財務報表相同的詞彙在相同時間向使用者提供。該修訂本必須追溯應用。該修訂本對本集團不構成任何影響。

- (b) *已頒佈但尚未生效之新訂或經修訂香港財務報告準則*

下列新訂或經修訂香港財務報告準則（與本集團財務報表潛在相關）已頒佈，但尚未生效及未獲本集團提早採納。

香港財務報告準則第10號及香港會計準則第28號 (修訂本)	投資者與其聯營公司或合營公司之間的資產出售或注資 ³
香港財務報告準則第9號 (二零一四年)	金融工具 ¹
香港財務報告準則第15號	與客戶之間的合約產生的收入 ¹
香港財務報告準則第15號 (修訂本)	香港財務報告準則第15號與客戶之間的合約產生的收入的澄清 ¹
香港財務報告準則第16號	租賃 ²

¹ 於二零一八年一月一日或之後開始之年度期間生效

² 於二零一九年一月一日或之後開始之年度期間生效

³ 生效日期無限期延長

本集團現正評估該等新訂及經修訂準則之潛在影響。本集團尚未能確定，應用該等新訂及經修訂準則是否會對本集團的會計政策或財務報表產生重大影響。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2016

簡明綜合財務報表附註

截至二零一六年九月三十日止六個月

4. Revenue

An analysis of the revenue from the Group's principal activities is as follows:

4. 收益

本集團主要活動之收益分析如下：

		(Unaudited) (未經審核)		(Unaudited) (未經審核)	
		Six months ended 30 September 截至九月三十日止六個月		Three months ended 30 September 截至九月三十日止三個月	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Sales of commodity goods	銷售礦產品	2,259,419	1,420,329	338,443	1,292,484
Sale of explosives	銷售爆炸物品	149,319	186,749	83,404	113,493
Provision of blasting operations	提供爆破作業	55,816	4,948	50,298	1,513
Total revenue	總收益	<u>2,464,554</u>	<u>1,612,026</u>	<u>472,145</u>	<u>1,407,490</u>

5. Segmental information

Operating segments are identified on the basis of internal reports which provide information about components of the Group. The information is reported to and reviewed by the board of directors, the chief operating decision-makers, for the purpose of resource allocation and performance assessment.

The Group has identified and presented the segment information for the following reportable operating segments. These segments are managed separately.

- Bulk mineral trade: trading of non-ferrous metals and minerals in Hong Kong and the PRC
- Explosives trading and blasting services: manufacturing and sale of explosives and provision of blasting operations in the PRC

No segment assets and liabilities are presented as the information is not reported to the board of directors in the resource allocation and assessment of performance.

5. 分部資料

經營分類按提供有關本集團組成部分資料之內部報告區分。該等資料乃提呈予董事會(主要經營決策者)，並由其進行審閱，以分配資源及評估表現。

本集團已按以下可呈報經營分類呈列分類資料。該等分類乃分開進行管理。

- 大宗礦產貿易：於香港及中國買賣有色金屬及礦產
- 爆炸物品貿易及爆破服務：在中國生產及銷售爆炸物品以及提供爆破作業

並無呈列分部資產及負債，原因是董事會並無獲呈報資源分配及評估表現方面之資料。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2016

簡明綜合財務報表附註

截至二零一六年九月三十日止六個月

5. Segmental information (Continued)

Six months ended 30 September 2016 (Unaudited)

截至二零一六年九月三十日止六個月
(未經審核)

		Bulk mineral trade 大宗礦產貿易	Explosives trading and blasting services 爆炸物品貿易及爆破服務	Consolidated 綜合
		RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元
Segment revenue	分部收益			
External sales	對外銷售	<u>2,259,419</u>	<u>205,135</u>	<u>2,464,554</u>
Segment (loss)/profit	分部(虧損)/溢利	<u>(1,516)</u>	<u>70,915</u>	<u>69,399</u>
Other income	其他收入			256
Unallocated corporate expenses	未分配企業開支			(3,715)
Finance costs	融資成本			<u>(7,873)</u>
Profit before income tax	除所得稅前溢利			<u>58,067</u>

Six months ended 30 September 2015 (Unaudited)

截至二零一五年九月三十日止六個月
(未經審核)

		Bulk mineral trade 大宗礦產貿易	Explosives trading and blasting services 爆炸物品貿易及爆破服務	Consolidated 綜合
		RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元
Segment revenue	分部收益			
External sales	對外銷售	<u>1,420,329</u>	<u>191,697</u>	<u>1,612,026</u>
Segment profit	分部溢利	<u>749</u>	<u>76,300</u>	77,049
Other income	其他收入			486
Unallocated corporate expenses	未分配企業開支			(7,019)
Finance costs	融資成本			<u>(13,741)</u>
Profit before income tax	除所得稅前溢利			<u>56,775</u>

**NOTES TO THE CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS**

For the six months ended 30 September 2016

簡明綜合財務報表附註

截至二零一六年九月三十日止六個月

5. Segmental information (Continued)**5. 分部資料(續)****Three months ended 30 September 2016 (Unaudited)**截至二零一六年九月三十日止三個月
(未經審核)

		Bulk mineral trade 大宗礦產貿易 RMB' 000 人民幣千元	Explosives trading and blasting services 爆炸物品貿易 及爆破服務 RMB' 000 人民幣千元	Consolidated 綜合 RMB' 000 人民幣千元
Segment revenue	分部收益			
External sales	對外銷售	<u>338,443</u>	<u>133,702</u>	<u>472,145</u>
Segment (loss)/profit	分部(虧損)/溢利	<u>(746)</u>	<u>42,475</u>	<u>41,729</u>
Other income	其他收入			107
Unallocated corporate expenses	未分配企業開支			(2,460)
Finance costs	融資成本			<u>(4,099)</u>
Profit before income tax	除所得稅前溢利			<u><u>35,277</u></u>

Three months ended 30 September 2015 (Unaudited)截至二零一五年九月三十日止三個月
(未經審核)

		Bulk mineral trade 大宗礦產貿易 RMB' 000 人民幣千元	Explosives trading and blasting services 爆炸物品貿易 及爆破服務 RMB' 000 人民幣千元	Consolidated 綜合 RMB' 000 人民幣千元
Segment revenue	分部收益			
External sales	對外銷售	<u>1,292,484</u>	<u>115,006</u>	<u>1,407,490</u>
Segment profit	分部溢利	<u>71</u>	<u>50,014</u>	50,085
Other income	其他收入			308
Unallocated corporate expenses	未分配企業開支			(3,088)
Finance costs	融資成本			<u>(12,987)</u>
Profit before income tax	除所得稅前溢利			<u><u>34,318</u></u>

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2016

6. Income tax

No provision for profits tax in the Cayman Islands, the British Virgin Islands ("BVI") or Hong Kong has been made as the Group has no assessable profit in these jurisdictions.

Tax on profits assessable in the PRC has been calculated at the applicable PRC enterprise income tax ("EIT") rates of 15% or 25%.

簡明綜合財務報表附註

截至二零一六年九月三十日止六個月

6. 所得稅

並無就開曼群島、英屬處女群島（「英屬處女群島」）或香港之利得稅作出撥備，原因是本集團並無於該等司法權區擁有應課稅溢利。

於中國之應課稅溢利之稅項已根據適用中國企業所得稅（「企業所得稅」）稅率15%或25%計算。

		(Unaudited) (未經審核) Six months ended 30 September 截至九月三十日止六個月		(Unaudited) (未經審核) Three months ended 30 September 截至九月三十日止三個月	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Current tax – PRC EIT	本期稅項－ 中國企業 所得稅				
– Charge for the period	－本期間扣除	<u>10,125</u>	<u>12,458</u>	<u>5,807</u>	<u>7,280</u>

7. Profit for the period

Profit for period is arrived at after charging the followings:

7. 期內溢利

期內溢利於扣除以下各項後達致：

		(Unaudited) (未經審核) Six months ended 30 September 截至九月三十日止六個月		(Unaudited) (未經審核) Three months ended 30 September 截至九月三十日止三個月	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Depreciation of property, plant and equipment	物業、機器及 設備折舊	9,257	5,412	5,122	2,882
Amortisation of prepaid lease payment for land	預付土地租賃 款項攤銷	101	101	51	51
Amortisation of intangible assets	無形資產攤銷	15	15	8	8
Finance costs	融資成本				
– Imputed interest on convertible bonds (note 13)	－可換股債券 之推算利息 (附註13)	7,812	12,755	4,063	12,755
– Interest charge on bank and other borrowings	－銀行及 其他借貸 之利息支出	61	986	36	232
		<u>7,873</u>	<u>13,741</u>	<u>4,099</u>	<u>12,987</u>

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2016

8. Dividends

The Board does not recommend payment of any dividend for the period (Six months ended 30 September 2015: Nil).

9. Earnings per share

The calculation of the basic earnings per share is based on the following data:

簡明綜合財務報表附註

截至二零一六年九月三十日止六個月

8. 股息

董事會並不建議就本期間派付任何股息(截至二零一五年九月三十日止六個月:無)。

9. 每股盈利

每股基本盈利乃根據下列數據計算:

		(Unaudited) (未經審核)		(Unaudited) (未經審核)	
		Six months ended 30 September 截至九月三十日止六個月		Three months ended 30 September 截至九月三十日止三個月	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Profit for the period attributable to owners of the Company	本公司擁有人應佔本期間溢利	<u>23,579</u>	<u>3,810</u>	<u>14,792</u>	<u>2,596</u>

		(Unaudited) (未經審核)		(Unaudited) (未經審核)	
		Six months ended 30 September 截至九月三十日止六個月		Three months ended 30 September 截至九月三十日止三個月	
		2016 二零一六年 '000 千股	2015 二零一五年 '000 千股	2016 二零一六年 '000 千股	2015 二零一五年 '000 千股
Number of shares	股份數目				
Weighted average number of ordinary shares for the purpose of basic earnings per share	計算每股基本盈利的普通股加權平均數	<u>3,156,168</u>	<u>1,237,338</u>	<u>3,156,168</u>	<u>1,240,911</u>

For the calculation of diluted earnings per share, no adjustment has been made to the basic earnings per share for the three months and six months ended 30 September 2016 and 2015 as the convertible bonds (note 13) outstanding during the periods had an anti-dilutive effect on the basic earnings per share.

就計算每股攤薄盈利而言,於截至二零一六年及二零一五年九月三十日止三個月及六個月,並無就每股基本盈利作出調整,原因是該等期間已發行可換股價券(附註13)對每股基本盈利具反攤薄影響。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2016

10. Property, plant and equipment

During the six months ended 30 September 2016, additions to property, plant and equipment amounted to RMB159,100,000. Such additions mainly comprised of the blasting assets acquired as detailed in note 15 including machinery, equipment and vehicles as well as buildings totalling RMB152,915,000.

11. Trade and bills receivables

Bills receivables generally have credit terms ranging from three months to one year. Customers of commodity trade are usually required to pay deposit or even make provisional payment ranging from 95% to 105% of the cargo value before goods delivery. Trade receivables of sale of explosives and provision of blasting operations are due upon presentation of invoices.

簡明綜合財務報表附註

截至二零一六年九月三十日止六個月

10. 物業、機器及設備

於截至二零一六年九月三十日止六個月，物業、廠房及設備之添置為人民幣159,100,000元。該等添置主要包括所收購的爆破資產（詳情見附註15），包括機器、設備及汽車，以及建築物，合計人民幣152,915,000元。

11. 應收貿易賬款及應收票據

	(Unaudited) (未經審核)	(Audited) (經審核)
	30 September 2016	31 March 2016
	二零一六年 九月三十日	二零一六年 三月三十一日
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Trade receivables	91,338	61,496
Bills receivables	48,447	17,050
	139,785	78,546

應收票據一般具有三個月至一年的信貸期。商品貿易客戶通常必須支付按金，甚至支付貨物付運前貨物價值95%至105%的臨時款項。銷售爆炸物品及提供爆破作業的應收貿易賬款於出示發票時付款。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2016

11. Trade and bills receivables (Continued)

The ageing analysis of trade receivables, based on invoice date, as of the end of the reporting period is as follows:

		(Unaudited) (未經審核)	(Audited) (經審核)
		30 September 2016 二零一六年 九月三十日 RMB'000 人民幣千元	31 March 2016 二零一六年 三月三十一日 RMB'000 人民幣千元
0-30 days	0至30日	61,085	18,196
31-90 days	31至90日	12,141	10,626
91 days to 1 year	91日至1年	14,802	29,517
Over 1 year	1年以上	3,310	3,157
		91,338	61,496

12. Trade payables

Ageing analysis of trade payables, based on the invoice date, is as follows:

		(Unaudited) (未經審核)	(Audited) (經審核)
		30 September 2016 二零一六年 九月三十日 RMB'000 人民幣千元	31 March 2016 二零一六年 三月三十一日 RMB'000 人民幣千元
0-180 days	0至180日	82,444	25,756
181-365 days	181至365日	3,376	855
Over 1 year	1年以上	119	473
		85,939	27,084

簡明綜合財務報表附註

截至二零一六年九月三十日止六個月

11. 應收貿易賬款及應收票據(續)

於報告期末，應收貿易賬款，其按發票日期呈列之賬齡分析如下：

		(Unaudited) (未經審核)	(Audited) (經審核)
		30 September 2016 二零一六年 九月三十日 RMB'000 人民幣千元	31 March 2016 二零一六年 三月三十一日 RMB'000 人民幣千元
0-30 days	0至30日	61,085	18,196
31-90 days	31至90日	12,141	10,626
91 days to 1 year	91日至1年	14,802	29,517
Over 1 year	1年以上	3,310	3,157
		91,338	61,496

12. 應付貿易賬款

根據發票日期呈列之應付貿易賬款之賬齡分析如下：

		(Unaudited) (未經審核)	(Audited) (經審核)
		30 September 2016 二零一六年 九月三十日 RMB'000 人民幣千元	31 March 2016 二零一六年 三月三十一日 RMB'000 人民幣千元
0-180 days	0至180日	82,444	25,756
181-365 days	181至365日	3,376	855
Over 1 year	1年以上	119	473
		85,939	27,084

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2016

簡明綜合財務報表附註

截至二零一六年九月三十日止六個月

13. Convertible bonds

On 28 July 2015, the Company issued zero coupon convertible bonds due on 28 July 2018 with a principal amount denominated in HK\$ of HK\$837,000,000. The bonds are convertible into ordinary shares of the Company at an initial conversion price of HK\$0.36 per conversion share (subject to adjustments in accordance with the terms of the convertible bonds) at any time during the period commencing from the date of issue of the convertible bonds up to the seventh business day prior to the maturity date, provided such conversion will not result in the Company breaching the minimum public float requirement under the GEM Listing Rules or trigger a mandatory general offer under the Takeovers Code.

During the year ended 31 March 2016, certain convertible bonds with principal amount of HK\$692,079,400 were converted at the conversion price of HK\$0.36 into 1,922,442,770 ordinary shares of the Company. The conversion resulted in derecognition of liability component of the convertible bonds to the extent of RMB345,571,000 and transfer of convertible bond equity reserve amounting to RMB232,277,000 to the share premium account. There was no conversion of convertible bonds during the six months ended 30 September 2016.

The movements of the liability component and equity component of the convertible bonds during the period are set out below:

13. 可換股債券

於二零一五年七月二十八日，本公司發行於二零一八年七月二十八日到期的零票息可換股債券，本金額以港元計值為837,000,000港元。債券可於可換股債券發行日期起至到期日前第七個營業日之期間隨時按每股轉換股份0.36港元之初步轉換價（可根據可換股債券之條款作出調整）轉換為本公司之普通股，惟該轉換不會導致本公司違反創業板上規例的最低公眾持股量或觸發收購守則項下的強制全面收購建議。

於截至二零一六年三月三十一日止年度，本金額為692,079,400港元之若干可換股債券已按轉換價0.36港元轉為1,922,442,770股本公司普通股。該轉換引致終止確認可換股債券之負債部份最多人民幣345,571,000元，並轉撥為數人民幣232,277,000元之可換股債券權益儲備至股份溢價賬。於截至二零一六年九月三十日止六個月，概無兌換可換股債券。

於本期間，可換股債券負債部份及權益部份之變動載列如下：

		Liability component	Equity component	Total
		負債部分	權益部分	總計
		RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元
At 1 April 2015	於二零一五年四月一日	-	-	-
Value on initial recognition	最初確認時之價值	385,938	280,915	666,853
Imputed interest expense	推算利息開支	31,767	-	31,767
Conversion into ordinary shares	轉換為普通股	(345,571)	(232,277)	(577,848)
Exchange realignment	匯兌調整	6,725	-	6,725
		<u>78,859</u>	<u>48,638</u>	<u>127,497</u>
At 31 March 2016 (audited) and 1 April 2016	於二零一六年三月三十一日 (經審核)及二零一六年 四月一日	78,859	48,638	127,497
Imputed interest expense	推算利息開支	7,812	-	7,812
Exchange realignment	匯兌調整	2,943	-	2,943
		<u>89,614</u>	<u>48,638</u>	<u>138,252</u>
At 30 September 2016 (unaudited)	於二零一六年九月三十日 (未經審核)	89,614	48,638	138,252

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2016

13. Convertible bonds (Continued)

Imputed interest expense on the convertible bonds is calculated using the effective interest method by applying the effective interest rate of 20.14% per annum.

14. Acquisition of a joint venture

On 18 August 2016, the Group completed the acquisition from a third party (the "Vendor") 50% equity interest in a PRC entity, 陝西小山川礦產資源開發建設有限公司 ("Shaanxi Mining") and entered into joint arrangement with the Vendor regarding the management and operations of Shaanxi Mining. Shaanxi Mining is principally engaged in construction of mining trails, tunnels, public and residential buildings. The acquisition was made with the aims to expand the Group's existing scale of operation and enlarge the Group's market presence.

The Group's interest in Shaanxi Mining is accounted for as joint venture. The fair value of consideration and identifiable assets and liabilities of Shaanxi Mining attributable to the Group, as at the completion date of the acquisition, are set out below:

簡明綜合財務報表附註

截至二零一六年九月三十日止六個月

13. 可換股債券(續)

可換股債券之推算利息開支乃使用實際利率法計算，應用之實際利率為每年20.14%。

14. 收購一間合營企業

於二零一六年八月十八日，本集團完成從一名第三方(「賣方」)收購一間中國實體陝西小山川礦產資源開發建設有限公司(「陝西礦產」)的50%股本權益並與賣方就陝西礦產的管理及經營訂立共同安排。陝西礦產主要從事礦場、隧道、公共及住宅建築物的建設。收購事項的進行旨在擴展本集團的現有經營規模及擴大本集團的市場佔有率。

本集團於陝西礦產的權益當作合營企業列賬。於收購事項完成之日，代價及本集團應佔陝西礦產的可識別資產及負債之公平值載列如下：

		(Unaudited) (未經審核) RMB'000 人民幣千元
Fair value of consideration satisfied by cash	以現金支付的代價之公平值	<u>2,700</u>
Fair value of identifiable assets and liabilities of Shaanxi Mining attributable to the Group:	本集團應佔陝西礦產的可識別資產及負債之公平值	<u>2,700</u>
The carrying value of the joint venture as at 30 September 2016 is as follows:	合營企業於二零一六年九月三十日之賬面價值如下：	
		(Unaudited) (未經審核) RMB'000 人民幣千元
Share of net assets	應佔資產淨值	<u>2,600</u>

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2016

15. Acquisition of blasting assets

On 11 May 2016, the Group entered into an acquisition agreement with independent third parties (the "Sellers") pursuant to which the Group has conditionally agreed to acquire and the Sellers have conditionally agreed to sell certain blasting assets including equipment, machinery, vehicles, buildings, mining facilities, inventories and accessories etc. at a cash consideration of RMB175 million. Such blasting assets are used/to be used for the provision of mining services for the mining projects that the Group has successfully bid in early 2016.

The acquisition was completed during the period. The acquisition is accounted for as acquisition of assets. As at 30 September 2016, the outstanding consideration for the acquisition of the blasting assets amounted to RMB106,000,000 which is included in other payables and accruals.

16. Capital commitments

The following is the detail of capital expenditure contracted for but not provided in the interim financial statements:

Commitment for acquisition of property, plant and equipment 購置物業、廠房及設備之承擔

簡明綜合財務報表附註

截至二零一六年九月三十日止六個月

15. 收購爆破資產

於二零一六年五月十一日，本集團與獨立第三方（「該等賣方」）訂立收購協議，據此，本集團有條件同意收購而該等賣方有條件同意出售若干爆破資產，包括設備、機器、汽車、建築物、採礦設施、存貨及配件等，現金代價為人民幣17,500萬元。該等爆破資產用於／將用於為本集團於二零一六年初中標的採礦項目提供採礦服務。

收購事項於期內完成。收購事項按收購資產列賬。於二零一六年九月三十日，收購爆破資產的尚未支付代價達人民幣106,000,000元，計入其他應付款項及應計費用。

16. 資本承擔

以下為於中期財務報表中已訂約但未撥備的資本開支詳情：

	(Unaudited) (未經審核)	(Audited) (經審核)
	30 September 2016	31 March 2016
	二零一六年 九月三十日	二零一六年 三月三十一日
	RMB' 000	RMB' 000
	人民幣千元	人民幣千元
Commitment for acquisition of property, plant and equipment	21,220	1,730

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2016

17. Related party transactions

- (a) In addition to the transactions detailed elsewhere in the interim financial statements, the Group entered into the following transactions with related parties:

Name of related party	Related party relationship	Type of transaction	Transaction amount (Unaudited)	
			Six months ended 30 September 交易金額 (未經審核)	2015
關聯方名稱	關聯方關係	交易類型	截至九月三十日止六個月 2016	2015
			二零一六年 RMB'000 人民幣千元	二零一五年 RMB'000 人民幣千元
內蒙古盛安保安有限責任公司 (Inner Mongolia Shengan Security Limited)	Entity under common control by Mr. Ma, controlling shareholder 受控股股東馬先生共同控制的實體	Security services provided by the related party 由關聯方提供保安服務	294	85
烏海市天潤爆破服務有限責任公司 (Wuhai City Tianrun Blasting Services Company Limited)	Associate 聯營公司	Sales to the related party 出售予關聯方	481	932
巴彥淖爾盛安運輸有限責任公司 (Bayannur Shengan Transportation Limited)	Entity owned by a close family member of Mr. Ma 馬先生近親家庭成員擁有的實體	Freight services provided by the related party 由關聯方提供貨運	<u>6,712</u>	<u>9,474</u>

Notes:

The terms of the above transactions were based on those agreed among the Group and the related parties in normal course of business.

- (b) Members of key management personnel of the Group during the reporting period comprised only the directors of the Company and remuneration paid/payable to them for the period amounted to RMB740,000 (Six months ended 30 September 2015: RMB648,000).

簡明綜合財務報表附註

截至二零一六年九月三十日止六個月

17. 關聯方交易

- (a) 除於本中期財務報表其他部分所詳細披露者外，本集團與關聯方訂立以下交易：

Name of related party	Related party relationship	Type of transaction	Transaction amount (Unaudited)	
			Six months ended 30 September 交易金額 (未經審核)	2015
關聯方名稱	關聯方關係	交易類型	截至九月三十日止六個月 2016	2015
			二零一六年 RMB'000 人民幣千元	二零一五年 RMB'000 人民幣千元
內蒙古盛安保安有限責任公司 (Inner Mongolia Shengan Security Limited)	Entity under common control by Mr. Ma, controlling shareholder 受控股股東馬先生共同控制的實體	Security services provided by the related party 由關聯方提供保安服務	294	85
烏海市天潤爆破服務有限責任公司 (Wuhai City Tianrun Blasting Services Company Limited)	Associate 聯營公司	Sales to the related party 出售予關聯方	481	932
巴彥淖爾盛安運輸有限責任公司 (Bayannur Shengan Transportation Limited)	Entity owned by a close family member of Mr. Ma 馬先生近親家庭成員擁有的實體	Freight services provided by the related party 由關聯方提供貨運	<u>6,712</u>	<u>9,474</u>

附註：

上述交易條款乃基於本集團與關聯方於正常業務過程中議定。

- (b) 本集團於報告期間的主要管理人員僅由本公司之董事組成，本期間已付／應付予彼等的薪酬達人民幣740,000元（截至二零一五年九月三十日止六個月：人民幣648,000元）。

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Revenue of the Group for the six months ended 30 September 2016 increased by 52.89% as compared with the same period in 2015. The increase was mainly attributable to the Group's development of its bulk mineral trade business and provision of blasting operation.

The selling and distribution expenses for the six months ended 30 September 2016 decreased by 44.19% as compared with the same period in 2015. It was mainly due to the significant decrease in transportation expenses as a result of the reduction of oil price.

During the period for the six months ended 30 September 2016, the total comprehensive income attributable to owners of the Company for the period changed from loss to profit. Other than the reasons above, the increase was mainly attributable to reduction of the interest expense incurred on the convertible bonds with principal amount of HK\$837 million issued in July 2015 in relation to the acquisition of Ample Ocean Group using effective interest rate and the related exchange differences since certain convertible bonds have been converted to shares.

During the period for the six months ended 30 September 2016, the profit attributable to the owners of the Company increased by 6.19 times as compared with the same period in 2015 which is mainly due to the abovementioned reasons. As a result of applying merger accounting on the acquisition of Ample Ocean Group in the last interim period, the profit attributable to owners of the Company up to 28 July 2015 (completion date of the acquisition of Ample Ocean Group) has only reflected the equity interests of the controlling shareholder, Mr. Ma Qiang.

管理層討論及分析

財務回顧

本集團截至二零一六年九月三十日六個月期間之收益較二零一五年同期上升52.89%。營業額上升之主要原因是本集團正發展大宗礦產貿易業務及提供爆破作業。

截至二零一六年九月三十日止六個月的銷售及分銷開支較二零一五年同期減少44.19%。此乃主要由於因油價下降使運輸開支大幅減少所致。

截至二零一六年九月三十日止六個月期間，本期間本公司擁有人應佔全面收益總額扭虧為盈。除上述原因外，增加之主要原因為就收購Ample Ocean集團而於二零一五年七月發行的本金額為837,000,000港元的可換股債券使用實際利率法計算的利息開支減少及由於若干可換股債券已兌換為股份而產生相關匯兌差額。

截至二零一六年九月三十日止六個月期間，本公司擁有人應佔溢利較二零一五年同期相比增加6.19倍，此乃主要由於上述原因所致。由於上一個中期收購Ample Ocean集團應用合併會計，直至二零一五年七月二十八日（收購Ample Ocean集團的完成日期）本公司擁有人應佔溢利僅反映了控股股東馬強先生的持股權益。

Liquidity and Financial Resources

As at 30 September 2016, the net assets of the Group amounted to approximately RMB186.35 million (31 March 2016: net assets of RMB141.49 million). Current assets amounted to approximately RMB260.04 million (31 March 2016: RMB135.17 million) of which approximately RMB27.78 million (31 March 2016: RMB38.23 million) were cash and bank balances and approximately RMB72.71 million (31 March 2016: RMB8.22 million) were other receivables, prepayments and deposits. The Group's current liabilities amounted to approximately RMB253.30 million (31 March 2016: RMB65.46 million).

Capital Structure

Capital structure of the Group comprises equity plus debts raised by the Group net with cash and cash equivalents. There is no movement in share capital for the six months ended 30 September 2016.

Significant Investments

As at 30 September 2016, the Group did not have any significant investments (31 March 2016: nil).

Segment Information

The segment information of the Group is covered in note 5 to the interim financial statements.

Material Acquisitions

In July 2016, in relation to the acquisition of blasting assets which amount to RMB175 million between the Group and China Tenth Metallurgy (Beijing) International Mining Co., Ltd is completed. The assets acquired constitute the necessary blasting assets for the Group to perform the work of construction contracts. For the details, please refer to the circular dated 20 June 2016.

流動資金及財務資源

於二零一六年九月三十日，本集團之資產淨值約為人民幣18,635萬元（二零一六年三月三十一日：資產淨值人民幣14,149萬元）。流動資產約為人民幣26,004萬元（二零一六年三月三十一日：人民幣13,517萬元），其中約人民幣2,778萬元（二零一六年三月三十一日：人民幣3,823萬元）為現金及銀行結餘，另約人民幣7,271萬元（二零一六年三月三十一日：人民幣822萬元）為其他應收款、預付賬款及按金。本集團之流動負債約為人民幣25,330萬元（二零一六年三月三十一日：人民幣6,546萬元）。

資本架構

本集團之資本架構由權益加本集團所借之債務扣除現金及現金等值物所組成。截至二零一六年九月三十日止六個月，股本並無變動。

重大投資

於二零一六年九月三十日，本集團並無任何重大投資（二零一六年三月三十一日：無）。

分類資料

本集團之分類資料已詳列於本中期財務報告附註5。

重大收購

於二零一六年七月，有關本集團與中十冶（北京）國際礦業有限公司之間進行為數人民幣17,500萬元之爆破資產收購事項已完成。所購置之資產構成本集團履行建築合約工程的必備爆破資產。有關詳情，請參閱日期為二零一六年六月二十日之通函。

Gearing Ratio

As at 30 September 2016, the Group's gearing ratio, calculated as total debts of approximately RMB94.43 million (31 March 2016: RMB78.86 million) divided by total assets of approximately RMB529.26 million (31 March 2016: RMB285.81 million) was 17.84% (31 March 2016: 27.59%). The decrease in gearing ratio was due to the blasting assets amounting to RMB155.38 million acquired as detailed in note 15.

Charge of Assets

As at 30 September 2016, a bank deposit with carrying amount of RMB5,120,000 (31 March 2016: nil) was pledged to secure a bank borrowing of the Group.

Capital Commitment

The Group's material capital commitments as at 30 September 2016 and 31 March 2016 are set out in note 16 to the interim financial statements.

Foreign Exchange Exposure and Hedging Policy

Since most of the income and expenses as well as assets and liabilities of the Group are denominated in Renminbi, the Board considers that the Group has no material foreign exchange exposure and no hedging policy has been taken.

Contingent Liabilities

As at 30 September 2016, the Group did not have any material contingent liabilities (31 March 2016: nil).

Human Resources

As at 30 September 2016, the Group had 316 (31 March 2016: 293) full time and 3 part-time (31 March 2016: nil) employees in the PRC and Hong Kong. Staff remuneration packages are determined by reference to prevailing market rates. Staff benefits include mandatory provident fund, personal insurance and discretionary bonus which are based on their performance and contribution to the Group.

資產負債比率

於二零一六年九月三十日，本集團之資產負債比率（債務總額約人民幣94,430,000元（二零一六年三月三十一日：人民幣78,860,000元）除以總資產約人民幣529,260,000元（二零一六年三月三十一日：人民幣285,810,000元））為17.84%（二零一六年三月三十一日：27.59%）。資產負債比率減少乃由於收購人民幣155,380,000元之爆破資產（詳情見附註15）所致。

資產抵押

於二零一六年九月三十日，賬面值為人民幣5,120,000元（二零一六年三月三十一日：無）的銀行存款被抵押以取得本集團的銀行借貸。

資本承擔

於二零一六年九月三十日及二零一六年三月三十一日本集團之重大資本承擔載於中期財務報表附註16。

外匯風險及對沖政策

由於本集團大部份收支及資產負債乃以人民幣為單位，董事會認為本集團並無重大外匯風險，亦無採取任何對沖政策。

或然負債

於二零一六年九月三十日，本集團並無任何重大或然負債（二零一六年三月三十一日：無）。

人力資源

於二零一六年九月三十日，本集團在中國及香港共聘用316名全職僱員（二零一六年三月三十一日：293名）及3名（二零一六年三月三十一日：無）兼職僱員。員工酬金計劃乃參考現行市場價格釐定。員工福利包括強制性公積金、個人保險及酌情花紅，乃按彼等於本集團之表現及對本集團之貢獻而定。

BUSINESS REVIEW AND OUTLOOK

Business Review

For the period ended 30 September 2016, the primary income source of the Group mainly came from civil explosive business and the bulk mineral trade business. After reviewing the business operation in recent years, the Group will focus on civil explosive business due to the fact that this operation can generate substantial and sustainable profit for the Group. Also, the Group will continue to positively expand the provision of blasting operation.

As disclosed in the announcement of the Group dated 11 May 2016 and the circular dated 20 June 2016 with respect to the major transaction relating to the acquisition of blasting assets, and as mentioned in the announcement of poll results passed on the extraordinary general meeting held on 8 July 2016, during the period ended 30 September 2016, the relevant income generated by Tibet Branch Company of Inner Mongolia Juli Engineering Blasting Co., Ltd., a subsidiary of the Group, amounted to be approximately RMB54 million and the gross profit will be approximately RMB9.90 million. As such, the Group will continue to focus on the expansion of the provision of blasting operation.

Business Outlook

The Group will continue to focus on the development of civil explosive business.

The Group will continue to put more efforts on developing the manufacturing of explosives business and make steady profit. We endeavor to expand to the downstream business and we shall continuously strive to develop mine engineering operation just as we are developing the Tibet engineering business. The Group will seek progress amidst stability, make the best of government policies such as “the Belt and Road” initiative and explore new market.

業務回顧與前景展望

業務回顧

截至二零一六年九月三十日止期間，本集團的主要收入主要來自民用爆破業務及礦產品貿易業務。本集團審視近年來的業務運作，會將注意力集中在民用爆破業務上，因該業務可為集團帶來豐厚且穩定的利潤，集團也將繼續大力拓展提供爆破作業的業務。

正如本集團日期為二零一六年五月十一日有關收購爆破資產的主要交易的公告，及二零一六年六月二十日有關收購爆破資產的主要交易的通函，及二零一六年七月八日的特別股東大會上表決通過之公告上所介紹，本集團之子公司 - 內蒙古聚力工程爆破有限公司西藏分公司於截至二零一六年九月三十日止期間，產生的相關收入為人民幣約5,400萬元，毛利約為人民幣990萬元。故本集團將繼續大力拓展提供爆破作業的業務。

業務展望

本集團仍將專注發展民用爆破業務。

本集團會繼續做好炸藥生產業務，獲取穩定收益並積極向下游拓展，正如西藏工程業務一樣繼續大力發展礦山工程業務。本集團也會穩中求新，充分利用「一帶一路」等政策，積極拓展新市場。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 September 2016, the interests or short positions of the Directors (the "Directors") and the chief executive of the Company in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which is taken or deemed to have under such provisions of the SFO), or which were required, to be entered in the register required to be kept under section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

The Company – interests in Shares and underlying Shares

董事及主要行政人員於本公司及其相聯法團股份及相關股份之權益或淡倉

於二零一六年九月三十日，本公司之董事（「董事」）及主要行政人員在本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份及相關股份中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例有關規定被認為或視作擁有之權益或淡倉），或根據證券及期貨條例第352條須載入該條例所述登記名冊內之權益及淡倉，或根據創業板上市規則第5.46至5.67條須知會本公司及聯交所之權益或淡倉，如下：

本公司 – 股份及相關股份權益

Name of Director 董事姓名	Capacity/nature of interest 身份／權益性質	Number and class of securities held 所持證券數目及類別 (Note 1) (附註1)	Approximate percentage of shareholding 持股概約百分比 (Note 2) (附註2)
Mr. Ma Qiang 馬強先生	Interest of a controlled corporation (Note 3) 受控制法團之權益(附註3)	1,209,329,665 ordinary shares (L) 1,209,329,665股普通股 (L)	38.32%
	Interests of any parties to an agreement to acquire interests in the Company required to be disclosed under sections 317(1)(a) and 318 of the SFO 任何協議訂約方的權益，藉以收購一間根據證券及期貨條例第317(1)(a)條及318條須予披露的本公司的權益	888,053,557 ordinary shares (L) (Note 4) 888,053,557股普通股 (L) (附註4)	28.14%

Name of Director 董事姓名	Capacity/nature of interest 身份／權益性質	Number and class of securities held 所持證券數目及類別 (Note 1) (附註1)	Approximate percentage of shareholding 持股概約百分比 (Note 2) (附註2)
Mr. Xiong Zeke 熊澤科先生	Interest of a controlled corporation (Note 5) 受控制法團之權益 (附註5)	80,811,927 ordinary shares (L) 80,811,927股普通股 (L)	2.56%
	Beneficial owner 實益擁有人	8,333,333 ordinary shares (L) 8,333,333股普通股 (L)	0.26%
Ms. Qin Chunhong 秦春紅女士	Beneficial owner 實益擁有人	34,024,908 ordinary shares (L) 34,024,908股普通股 (L)	1.08%
Mr. Liu Fali 劉發利先生	Beneficial owner 實益擁有人	240,215,854 ordinary shares (L) 240,215,854股普通股 (L)	7.61%
	Interests of any parties to an agreement to acquire interests in the Company required to be disclosed under sections 317(1)(a) and 318 of the SFO 任何協議訂約方的權益，藉以收購一間根據證券及期貨條例第317(1)(a)條及318條須予披露的本公司的權益	1,857,167,368 ordinary shares (L) (Note 4) 1,857,167,368股普通股 (L) (附註4)	58.84%

Notes:

1. The letter "L" denotes a long position in the shares or underlying shares of the Company or any of its associated corporations.
2. The approximate percentage of shareholding is calculated based on the number of issued shares of the Company as at 30 September 2016, taking no accounts of any shares to be issued upon the exercise in full of the conversion rights (the "Conversion Shares") attached to the Convertible Bonds due on 28 July 2018.
3. These shares were held by Shiny Ocean, the entire issued share capital of which was owned by Mr. Ma Qiang. Accordingly, Mr. Ma Qiang was deemed to be interested in all the shares in which Shiny Ocean was interested by virtue of the SFO.
4. These shares represented the interest of Ms. Ma Ye in 324,005,000 Conversion Shares to be issued by the Company upon her exercise in full of the conversion rights attached to the Convertible Bonds held by her at the initial conversion price of HK\$0.36 (subject to adjustment) per Conversion Share and the interests of Ms. Ma Xia, Mr. Liu Fali and Mr. Ma Suocheng in 172,166,037, 240,215,854 and 151,666,666 shares of the Company respectively.

Pursuant to an irrevocable undertaking (the "Irrevocable Undertaking") dated 22 June 2015 given by Mr. Ma Suocheng, Ms. Ma Xia, Ms. Ma Ye and Mr. Liu Fali in favour of Mr. Ma Qiang, Mr. Ma Suocheng, Ms. Ma Xia, Ms. Ma Ye and Mr. Liu Fali had undertaken, among others, (i) to exercise the conversion rights attached to the respective Convertible Bonds held by them in accordance with the direction of Mr. Ma Qiang; (ii) to exercise their voting rights as shareholders of the Conversion Shares (upon the exercise of the conversion rights attached to the respective Convertible Bonds held by them) in the shareholders' meeting of the Company in accordance with the direction of Mr. Ma Qiang; and (iii) not to transfer the conversion rights nor Conversion Shares they obtained upon the exercise of the conversion rights to any third party without prior written consent from Mr. Ma Qiang.

Accordingly, Mr. Ma Qiang was deemed to be interested in all the Shares in which Mr. Ma Suocheng, Ms. Ma Xia, Ms. Ma Ye and Mr. Liu Fali were interested by virtue of the SFO and Mr. Liu Fali was deemed to be interested in all the Shares in which Ms. Ma Xia, Ms. Ma Ye, Mr. Ma Suocheng and Mr. Ma Qiang were interested by virtue of the SFO.

附註:

1. 字母「L」指本公司或任何其相聯法團股份或相關股份之好倉。
2. 股權概約比例乃根據本公司於二零一六年九月三十日之已發行股份數目計算，惟未計及根據二零一八年七月二十八日到期可換股債券所附的兌換權獲悉數行使時將予發行的任何股份（「換股股份」）。
3. 該等股份由耀洋持有，其全部已發行股本由馬強先生擁有。因此根據證券及期貨條例，馬強先生被視為於耀洋持有的所有股份中擁有權益。
4. 該等股份為馬擘女士持有的按初始換股價每股換股股份0.36港元（可予調整）向其將予發行的可換股債券所附兌換權獲悉數行使時本公司將予發行的324,005,000股換股股份以及馬霞女士、劉發利先生及馬鎖程先生分別持有的172,166,037股、240,215,854股及151,666,666股本公司股份之權益。

根據馬鎖程先生、馬霞女士、馬擘女士及劉發利先生於二零一五年六月二十二日向馬強先生作出的不可撤銷承諾（「不可撤銷承諾」），馬鎖程先生、馬霞女士、馬擘女士及劉發利先生承諾（其中包括）(i)根據馬強先生的指示行使根據向彼等發行的可換股債券所附的兌換權；(ii)根據馬強先生的指示於本公司股東大會上以股東身份行使換股股份（於可換股債券所附兌換權行使時）之投票權；及(iii)未經馬強先生事先書面同意，不會向任何第三方轉讓兌換權及彼等於任何兌換權獲行使時獲得的換股股份。

因此根據證券及期貨條例，馬強先生被視為於馬鎖程先生、馬霞女士、馬擘女士及劉發利先生持有的所有股份中擁有權益以及鑑於證券及期貨條例，劉發利先生被視為於馬霞女士、馬擘女士、馬鎖程先生及馬強先生擁有權益之所有股份中擁有權益。

5. These shares represented the interests of Fabulous Seeker Holdings Limited in 78,552,222 Conversion Shares to be issued by the Company upon the exercise in full of the conversion rights attached to the Convertible Bonds held by Fabulous Seeker Holdings Limited at the initial conversion price of HK\$0.36 (subject to adjustment) per Conversion Share and interest in 2,259,705 shares of the Company respectively. As the entire issued share capital of Fabulous Seeker Holdings Limited was owned by Mr. Xiong Zeke, he was deemed to be interested in all the shares in which Fabulous Seeker Holdings Limited was interested by virtue of the SFO.

5. 該等股份為Fabulous Seeker Holdings Limited持有的根據按初始換股價每股換股股份0.36港元(可予調整) Fabulous Seeker Holdings Limited持有的可換股債券所附兌換權獲悉數行使時本公司分別將予發行的78,552,222股換股股份以及於本公司2,259,705股股份中擁有權益。由於Fabulous Seeker Holdings Limited的全部已發行股本由熊澤科先生擁有，根據證券及期貨條例，彼被視為於Fabulous Seeker Holdings Limited持有的所有股份中擁有權益。

Save as disclosed above, as at 30 September 2016, none of the Directors or chief executives of the Company had any interests or short positions in any shares, underlying shares or debentures of, the Company or any associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were otherwise required, pursuant to the minimum standards of dealing by directors of listed issuers as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

除上文所披露者外，於二零一六年九月三十日，董事或本公司之任何主要行政人員概無在本公司或任何相聯法團(定義見證券及期貨條例第XV部)之任何股份、相關股份或債券中擁有任何根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉(包括彼等根據證券及期貨條例有關規定被認為或視作擁有之權益或淡倉)，或根據證券及期貨條例第352條須載入該條例所述登記名冊內之權益或淡倉，或根據創業板上市規則第5.46至5.67條上市發行人的董事進行交易的最低標準而須知會本公司及聯交所之權益或淡倉。

SUBSTANTIAL SHAREHOLDERS AND PERSONS WITH DISCLOSEABLE INTEREST AND SHORT POSITION IN SHARES UNDER SFO

So far as is known to any Director or chief executive of the Company, as at 30 September 2016, the following persons (other than the Directors or chief executive of the Company as disclosed above) had an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who is expected, directly or indirectly, to be interested in 10 per cent. or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group:

Long positions in shares

Name of shareholder 股東名稱	Capacity/nature of interest 身份／權益性質	Number and class of securities held 所持證券數目及類別 <i>(Note 1)</i> <i>(附註1)</i>	Approximate percentage of shareholding 持股概約百分比 <i>(Note 2)</i> <i>(附註2)</i>
Shiny Ocean 耀洋	Beneficial owner 實益擁有人	1,209,329,665 ordinary shares (L) 1,209,329,665股普通股 (L)	38.32%

根據證券及期貨條例擁有須予披露之股份權益及淡倉之主要股東及人士

就任何董事或本公司之主要行政人員所知，於二零一六年九月三十日，下列人士（上文所披露之本公司董事或主要行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露之權益或淡倉，或預期將直接或間接擁有有權於任何情況在本集團任何其他成員公司之股東大會上表決之任何類別股本面值的10%或以上之權益：

股份之好倉

Name of shareholder 股東名稱	Capacity/nature of interest 身份／權益性質	Number and class of securities held 所持證券數目及類別 (Note 1) (附註1)	Approximate percentage of shareholding 持股概約百分比 (Note 2) (附註2)
Mr. Ma Suocheng 馬鎖程先生	Beneficial owner 實益擁有人	151,666,666 ordinary shares (L) (Note 3) 151,666,666股普通股 (L) (附註3)	4.81%
	Interests of any parties to an agreement to acquire interests in the Company required to be disclosed under sections 317(1)(a) and 318 of the SFO 任何協議訂約方的權益，藉以收購一間根據證券及期貨條例第317(1)(a)條及318條須予披露的本公司的權益	1,945,716,556 ordinary shares (L) (Note 4) 1,945,716,556股普通股 (L) (附註4)	61.65%
Ms. Ma Xia 馬霞女士	Beneficial owner 實益擁有人	172,166,037 ordinary shares (L) (Note 3) 172,166,037股普通股 (L) (附註3)	5.45%
	Interests of any parties to an agreement to acquire interests in the Company required to be disclosed under sections 317(1)(a) and 318 of the SFO 任何協議訂約方的權益，藉以收購一間根據證券及期貨條例第317(1)(a)條及318條須予披露的本公司的權益	1,925,217,185 ordinary shares (L) (Note 4) 1,925,217,185股普通股 (L) (附註4)	61.00%

Name of shareholder 股東名稱	Capacity/nature of interest 身份／權益性質	Number and class of securities held 所持證券數目及類別 (Note 1) (附註1)	Approximate percentage of shareholding 持股概約百分比 (Note 2) (附註2)
Ms. Ma Ye 馬擘女士	Beneficial owner 實益擁有人	324,005,000 ordinary shares (L) (Note 3) 324,005,000股普通股 (L) (附註3)	10.27%
	Interests of any parties to an agreement to acquire interests in the Company required to be disclosed under sections 317(1)(a) and 318 of the SFO 任何協議訂約方的權益，藉以收購一間根據證券及期貨條例第317(1)(a)條及318條須予披露的本公司的權益	1,773,378,222 ordinary shares (L) (Note 4) 1,773,378,222股普通股 (L) (附註4)	56.19%
Mr. Yang Tao 楊濤先生	Beneficial owner 實益擁有人	272,199,268 ordinary shares (L) 272,199,268股普通股 (L)	8.62%
Mr. Li Man 李滿先生	Beneficial owner 實益擁有人	272,199,268 ordinary shares (L) 272,199,268股普通股 (L)	8.62%
Mr. Lv Wenhua (Note 5) 呂聞華先生 (附註5)	Beneficial owner 實益擁有人	240,215,854 ordinary shares (L) 240,215,854股普通股 (L)	7.61%
Mr. Liu Fali (Note 6) 劉發利先生 (附註6)	Beneficial owner 實益擁有人	240,215,854 ordinary shares (L) 240,215,854股普通股 (L)	7.61%

Notes:

1. The letter "L" denotes a long position in the shares or underlying shares of the Company or any of its associated corporations.
2. The approximate percentage of shareholding is calculated based on the number of issued shares of the Company as at 30 September 2016, taking no accounts of any Conversion Shares to be issued upon the exercise in full of the conversion rights attached to the Convertible Bonds due on 28 July 2018.
3. These shares represented the interest of Ms. Ma Ye in 324,005,000 Conversion Shares to be issued by the Company upon her exercise in full of the conversion rights attached to the Convertible Bonds held by her at the initial conversion price of HK\$0.36 (subject to adjustment) per Conversion Share and the interests of Ms. Ma Xia, Mr. Liu Fali and Mr. Ma Suocheng in 172,166,037, 240,215,854 and 151,666,666 shares of the Company.
4. By virtue of the SFO and the Irrevocable Undertaking given by Mr. Ma Suocheng, Ms. Ma Xia, Ms. Ma Ye and Mr. Liu Fali in favour of Mr. Ma Qiang, (1) Mr. Ma Suocheng was deemed to be interested in all the Shares in which Ms. Ma Xia, Ms. Ma Ye, Mr. Liu Fali and Mr. Ma Qiang were interested; (2) Ms. Ma Xia was deemed to be interested in all the Shares in which Mr. Ma Suocheng, Ms. Ma Ye, Mr. Liu Fali and Mr. Ma Qiang were interested; and (3) Ms. Ma Ye was deemed to be interested in all the Shares in which Mr. Ma Suocheng, Ms. Ma Xia, Mr. Liu Fali and Mr. Ma Qiang were interested; and (4) Mr. Liu Fali was deemed to be interested in all the Shares in which Mr. Ma Suocheng, Ms. Ma Xia, Ms. Ma Ye and Mr. Ma Qiang.
5. Mr. Lv Wenhua is a senior management of the Group.
6. Mr. Liu Fali is an executive director of the Group.

Save as disclosed herein, as at 30 September 2016, the Company had not been notified of any other person (other than the Directors or chief executive of the Company) who had an interest or short position in the Shares and underlying Shares for the Company as recorded in the register required to be kept by the Company under section 336 of the SFO.

附註：

1. 字母「L」指本公司或任何其相聯法團股份或相關股份之好倉。
2. 股權概約比例乃根據本公司於二零一六年九月三十日之已發行股份數目計算，惟未計及二零一八年七月二十八日到期可換股債券所附兌換權獲悉數行使時將予發行的任何換股股份。
3. 該等股份為馬曄女士持有的根據按初始換股價每股換股股份0.36港元(可予調整)向其將予發行的可換股債券所附兌換權獲悉數行使時本公司將予發行的324,005,000股換股股份及馬霞女士、劉發利先生及馬鎖程先生分別持有172,166,037股、240,215,854股及151,666,666股本公司股份之權益。
4. 根據證券及期貨條例以及馬鎖程先生、馬霞女士、馬曄女士及劉發利先生向馬強先生作出的不可撤銷承諾，(1)馬鎖程先生被視為於馬霞女士、馬曄女士、劉發利先生及馬強先生擁有權益之所有股份擁有權益；(2)馬霞女士被視為於馬鎖程先生、馬曄女士、劉發利先生及馬強先生擁有權益之所有股份擁有權益；(3)馬曄女士被視為於馬鎖程先生、馬霞女士、劉發利先生及馬強先生擁有權益之所有股份擁有權益；及(4)劉發利先生被視為於馬鎖程先生、馬霞女士、馬曄女士及馬強先生擁有權益之所有股份中擁有權益。
5. 呂聞華先生是本集團管理層成員。
6. 劉發利先生是本集團執行董事。

除本報告所披露者外，本公司並不知悉有任何其他人士(本公司之董事或主要行政人員除外)於二零一六年九月三十日於本公司股份及相關股份中擁有須記錄於根據證券及期貨條例第336條本公司存置之登記名冊之權益或淡倉。

Save as disclosed herein, as at 30 September 2016, the Company had not been notified of any other person (other than the Directors or chief executive of the Company) who had a discloseable interest or short position in the Shares as recorded in the register which was required to be kept under section 336 of the SFO concerning persons carrying rights to vote in all circumstances at general meetings of any other members of the Group.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SHARES

During the six months ended 30 September 2016, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares (six months ended 30 September 2015: nil).

COMPETING INTERESTS

For the six months ended 30 September 2016, none of the Directors or the controlling shareholders or any of their respective associates (as defined in the GEM Listing Rules) of the Company had an interest in a business which causes or may cause any significant competition with the business of the Group.

COMPLIANCE WITH CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has applied the principles and has complied with all the code provisions as set out in the Code on Corporate Governance Practices ("Code") contained in Appendix 15 of the GEM Listing Rules throughout the period under review.

除本報告所披露者外，本公司並不知悉有任何其他人士（董事或本公司之主要行政人員除外）於二零一六年九月三十日於股份中擁有根據證券及期貨條例第336條須載入該條例所述之登記名冊內之須予披露權益或淡倉（有權在任何情況於本集團任何其他成員公司之股東大會上投票者）。

購買、出售或贖回本公司上市股份

於截至二零一六年九月三十日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市股份（截至二零一五年九月三十日止六個月：無）。

競爭權益

截至二零一六年九月三十日止六個月期間，本公司之董事、控股股東或彼等各自之聯繫人士（定義見創業板上規規則）概無於對本集團業務構成或可能構成任何重大競爭之業務中擁有權益。

遵守《企業管治常規守則》

於回顧期間內，本公司已一直應用《創業板上規規則》附錄15《企業管治常規守則》（「該守則」）所載之原則，並已遵守其中所列載之所有守則條文。

SECURITIES TRANSACTIONS BY DIRECTORS

During the six months ended 30 September 2016, the Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, the Company was not aware of any non-compliance with such code of conduct and required standard of dealings throughout the six months ended 30 September 2016.

AUDIT COMMITTEE

The Company established an audit committee with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and code provisions C.3.1 to C.3.6 of the Code. The primary duties of the audit committee are, among others, to review and supervise the financial reporting processes and internal control procedures of the Group and to provide advice and comments to the Board accordingly. The audit committee is composed of the three independent non-executive Directors of the Company, namely Ms. Zhang Lin, Mr. Enhe Bayaer and Ms. Liu Talin.

The interim report of the Group for the six months ended 30 September 2016 has been reviewed and commented by the members of the audit committee.

The Company has engaged BDO Limited, who has reviewed the interim financial statements in accordance with HKSRE 2410 issued by the HKICPA.

董事進行證券交易

截至二零一六年九月三十日止六個月期間內，本公司已就董事進行證券交易採納一套比《創業板上市規則》第5.48至第5.67條所載之交易必守標準更高的董事證券交易守則。本公司亦已向各董事作出特定查詢，而本公司並不知悉截至二零一六年九月三十日止六個月期間內任何時間未有遵守該守則及交易必守標準之任何事項。

審核委員會

本公司已遵照《創業板上市規則》第5.28條至第5.33條及該守則條文C.3.1至C.3.6成立審核委員會並以書面方式列明其職權範圍。審核委員會之主要職責為(其中包括)審閱及監督本集團之財務匯報過程及內部監控程序，並就此向董事會提供建議及意見。審核委員會由本公司的三位獨立非執行董事張琳女士，恩和巴雅爾先生和劉塔林女士。

本集團截至二零一六年九月三十日止六個月期間之中期報告已由審核委員會成員審閱並由其對此提供意見。

根據香港會計師公會頒佈之香港審閱委聘準則第2410號，本公司已委聘香港立信德豪會計師事務所有限公司，而且其已審閱中期財務報表。

As at the date of this report, the Board comprises the following directors:

Executive directors:

Mr. Ding Baoshan (*Chairman*)
Mr. Xiong Zeke (*Chief Executive Officer*)
Mr. Liu Fali
Ms. Qin Chunhong

Non executive director:

Mr. Ma Qiang

Independent non-executive directors:

Mr. Enhe Bayaer
Ms. Zhang Lin
Ms. Liu Talin

By order of the Board

Pizu Group Holdings Limited
Ding Baoshan
Chairman

China, 14 November 2016

於本報告日期，董事會成員由以下董事組成：

執行董事：

丁宝山先生 (*主席*)
熊澤科先生 (*行政總裁*)
劉發利先生
秦春紅女士

非執行董事：

馬強先生

獨立非執行董事：

恩和巴雅爾先生
張琳女士
劉塔林女士

承董事會命

比優集團控股有限公司
主席
丁宝山

中國，二零一六年十一月十四日

Pizu Group Holdings Limited
比優集團控股有限公司