



PROSTEN HEALTH HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

長達健康控股有限公司

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號：8026

THIRD QUARTERLY REPORT 2017
第三季度業績報告

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This report, for which the directors (the “Directors”) of Prosten Health Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）之特色

創業板之定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險之公司提供一個上市之市場。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他經驗豐富之投資者。

由於創業板上市公司新興之性質所然，在創業板買賣之證券可能會較於主板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

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本報告乃遵照聯交所《創業板證券上市規則》（「創業板上市規則」）之規定而提供有關長達健康控股有限公司（「本公司」）之資料，本公司董事（「董事」）願就本報告共同及個別承擔全部責任。董事在作出一切合理查詢後確認，就彼等所知及所信，本報告所載資料在各重大方面均屬準確及完整，且並無誤導或欺騙成分；及本報告並無遺漏任何事項，致使本報告內任何聲明或本報告產生誤導。

HIGHLIGHTS

- Revenue of the Group for the nine months ended 31 December 2017 amounted to approximately HK\$31,820,000, representing an increase of approximately 92.5% as compared to the corresponding period of the previous financial year.
- The Group's gross profit for the nine months ended 31 December 2017 was approximately HK\$5,878,000, increased by approximately HK\$1,246,000 as compared with the same period of the last financial year.
- Profit attributable to owners of the Company for the nine months ended 31 December 2017 amounted to approximately HK\$29,852,000 (for the nine months ended 31 December 2016: loss HK\$15,991,000).
- The Board does not recommend the payment of any interim dividend for the nine months ended 31 December 2017.

摘要

- 本集團截至二零一七年十二月三十一日止九個月之收益為約31,820,000港元，較上一個財政年度同期增加約92.5%。
- 本集團截至二零一七年十二月三十一日止九個月之毛利為約5,878,000港元，較上一個財政年度同期增加約1,246,000港元。
- 截至二零一七年十二月三十一日止九個月，本公司擁有人應佔溢利為約29,852,000港元（截至二零一六年十二月三十一日止九個月：虧損15,991,000港元）。
- 董事會不建議就截至二零一七年十二月三十一日止九個月派發任何中期股息。

UNAUDITED CONSOLIDATED RESULTS

The board of Directors (the “Board”) of the Company is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the “Group”) for the nine months and three months ended 31 December 2017 together with the unaudited comparative figures for the corresponding periods in 2016 as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

未經審核綜合業績

本公司董事會（「董事會」）欣然宣佈，本公司及其附屬公司（「本集團」）截至二零一七年十二月三十一日止九個月及三個月之未經審核綜合業績，連同二零一六年同期之未經審核比較數字如下：

簡明綜合損益及其他全面收益表

	Notes 附註	Nine months ended 31 December 截至十二月三十一日 止九個月		Three months ended 31 December 截至十二月三十一日 止三個月	
		2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	4	31,820	16,527	8,099	8,312
Cost of sales		(25,942)	(11,895)	(6,085)	(6,538)
Gross profit		5,878	4,632	2,014	1,774
Other income and gains		371	189	71	—
Selling expenses		(2,744)	(2,328)	(734)	(801)
Administrative expenses		(16,171)	(17,131)	(5,038)	(7,357)
Other expenses		(629)	(12)	(291)	(12)
Gain on disposal of subsidiaries	8	1,371	—	—	—
Loss before tax		(11,924)	(14,650)	(3,978)	(6,396)
Income tax expense	5	(5)	(33)	(5)	—
Loss for the period from continuing operations		(11,929)	(14,683)	(3,983)	(6,396)
Discontinued operations					
Profit/(loss) for the period from discontinued operations	6	41,770	(1,308)	—	(306)
Profit/(loss) for the year		29,841	(15,991)	(3,983)	(6,702)
Other comprehensive income/(expenses):					
<i>Item that may be reclassified subsequently to profit or loss:</i>					
Foreign current translation arising on translation of foreign operations:					
Foreign current translation arising during the period		2,586	(1,487)	(1,439)	(828)
Share of foreign currency translation reserve of associate		134	—	—	—
Reclassification adjustments relating to foreign operations disposed of during the period		(13,169)	—	—	—
Net loss on revaluation of available-for-sale financial assets		(1,583)	—	—	—
Total comprehensive income/(expenses) for the period		17,809	(17,478)	(5,422)	(7,530)

**CONDENSED CONSOLIDATED STATEMENT OF
PROFIT OR LOSS AND OTHER COMPREHENSIVE
INCOME (CONTINUED)**

**簡明綜合損益及其他全面收益表
(續)**

		Nine months ended 31 December 截至十二月三十一日 止九個月		Three months ended 31 December 截至十二月三十一日 止三個月	
		2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
	Notes 附註				
Profit/(loss) for the period attributable to:	以下人士應佔期內 溢利/(虧損)：				
— Owners of the Company	— 本公司擁有人	29,852	(15,991)	(3,983)	(6,702)
— Non-controlling interest	— 非控股權益	(11)	—	—	—
		29,841	(15,991)	(3,983)	(6,702)
Total comprehensive income/(expenses) for the period attributable to:	以下人士應佔期內 全面收益/(開支) 總額：				
— Owners of the Company	— 本公司擁有人	17,820	(17,478)	(5,422)	(7,530)
— Non-controlling interest	— 非控股權益	(11)	—	—	—
		17,809	(17,478)	(5,422)	(7,530)
Earnings/(loss) per share from continuing and discontinued operations	持續及已終止 經營業務 之每股盈利/(虧損)				
— Basic and diluted	— 基本及攤薄	7	HK2.47 cents 港仙	HK(1.44) cents 港仙	HK(0.59) cents 港仙
				HK(0.33) cents 港仙	
Loss per share from continuing operations	持續經營業務 之每股虧損				
— Basic and diluted	— 基本及攤薄	7	HK(0.98) cents 港仙	HK(1.33) cents 港仙	HK(0.56) cents 港仙
				HK(0.33) cents 港仙	
Earnings/(loss) per share from discontinued operations	已終止經營業務之 每股盈利/(虧損)				
— Basic and diluted	— 基本及攤薄	7	HK3.45 cents 港仙	HK(0.11) cents 港仙	HK(0.03) cents 港仙
				HK0.00 cents 港仙	

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2017

簡明綜合權益變動表

截至二零一七年十二月三十一日止九個月

Attributable to equity holders of the Company

本公司權益持有人應佔

	Share capital	Statutory premium	Statutory reserve fund	Available-for-sale financial assets	Foreign currency reserve	Share option reserve	Accumulated losses	Sub-total	Non-controlling interest	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
			(note a)	(note b)	(note c)					
			(附註a)	(附註b)	(附註c)					
As at 1 April 2017 (audited)	120,826	479,598	3,349	1,583	11,922	316	(542,868)	74,726	(35)	74,691
Loss for the period (unaudited)	—	—	—	—	—	—	29,852	29,852	(11)	29,841
Other comprehensive income/ (expenses) for the period (unaudited):										
Foreign currency translation arising on translation of foreign operations:										
Foreign currency translation arising during the period	—	—	—	—	2,586	—	—	2,586	—	2,586
Share of foreign currency translation reserve of an associate	—	—	—	—	134	—	—	134	—	134
Reclassification adjustments relating to foreign operations disposed of during the period	—	—	—	—	(13,169)	—	—	(13,169)	—	(13,169)
Net loss on revaluation of available-for-sale financial assets	—	—	—	(1,583)	—	—	—	(1,583)	—	(1,583)
Total comprehensive (expenses)/income for the period (unaudited)	—	—	—	(1,583)	(10,449)	—	29,852	17,820	(11)	17,809
Exercise of share options	270	491	—	—	—	(316)	—	445	—	445
Disposal of subsidiaries	—	—	(3,348)	—	—	—	3,348	—	46	46
As at 31 December 2017 (unaudited)	121,096	480,089	1	—	1,473	—	(509,668)	92,991	—	92,991

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

For the nine months ended 31 December 2017

簡明綜合權益變動表(續)

截至二零一七年十二月三十一日止九個月

Attributable to equity holders of the Company

本公司權益持有人應佔

	Share capital	Share premium account	Statutory reserve fund	Available-for-sale financial assets	Foreign currency translation reserve	Share option reserve	Accumulated losses	Total equity
				equity reserve				
	股本	溢價賬	儲備基金	可供出售金融資產權益儲備	匯兌儲備	購股權儲備	虧損	總計
	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元 (附註a)	HKS'000 千港元 (附註b)	HKS'000 千港元 (附註c)	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元
As at 1 April 2016 (audited)								
	109,536	455,438	3,349	6,760	14,766	316	(519,211)	70,954
Loss for the period (unaudited)								
Other comprehensive expense for the period (unaudited):								
Foreign currency translation arising on translation of foreign operations:								
Exchange differences on translation of foreign operations (unaudited)					(1,487)			(1,487)
Total comprehensive expense for the period (unaudited)					(1,487)		(15,991)	(17,478)
Issue of shares on a conversion of convertible note (unaudited)	11,290	23,709						34,999
As at 31 December 2016 (unaudited)	120,826	479,147	3,349	6,760	13,279	316	(535,202)	88,475

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

For the nine months ended 31 December 2017

簡明綜合權益變動表(續)

截至二零一七年十二月三十一日止九個月

Notes:

附註：

(A) STATUTORY RESERVE FUND

Pursuant to the relevant laws and regulations for business enterprises in the People's Republic of China (the "PRC"), a portion of the profits of the entities which are registered in the PRC has been transferred to the statutory reserve fund which is restricted as to use. When the balance of such reserve fund reaches 50% of the capital of that entity, any further appropriation is optional. The statutory reserve fund can be utilised, upon approval of the relevant authority, to offset prior years' losses or to increase capital. However, the balance of the statutory reserve fund must be maintained at least 25% of capital after such usage.

(A) 法定儲備基金

根據中華人民共和國(「中國」)的相關企業法律及條例，於中國註冊之實體之部分溢利已轉撥至有限用途之法定儲備基金。當該等儲備基金結餘達該實體資本之50%時，可選擇是否作出進一步劃撥。法定儲備基金僅在獲得相關部門批准後方可動用，以抵銷以往年度之虧損或增資。然而，運用法定儲備基金後之結餘須至少維持在資本之25%。

(B) AVAILABLE-FOR-SALE FINANCIAL ASSETS EQUITY RESERVE

Available-for-sale financial assets equity reserve relates to the cumulative gains or losses arising on the change in fair value of available-for-sale financial assets that have been recognised in other comprehensive income, net of amounts reclassified to profit or loss when those financial assets are disposed or impaired.

(B) 可供出售金融資產權益儲備

可供出售金融資產權益儲備乃與因可供出售金融資產之公平價值變動(已於其他全面收益確認)而產生之累計收益或虧損有關，當中已扣減於該等金融資產出售或減值時重新分類至損益之金額。

(c) Foreign currency translation reserve

Foreign currency translation reserve represents exchange differences relating to the translation of the net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. Hong Kong dollar) are recognised directly in other comprehensive income and accumulated in the foreign currency translation reserve. Such exchange differences accumulated in the foreign currency translation reserve are reclassified to profit or loss on the disposal or de-consolidation the foreign operations.

(C) 外幣匯兌儲備

外幣匯兌儲備指有關本集團海外業務之資產淨值由其功能貨幣換算為本集團之呈列貨幣(即港元)產生之匯兌差額，直接於其他全面收益中確認及於外幣匯兌儲備中累計。該等於外幣匯兌儲備累計之匯兌差額於出售或取消海外業務綜合入賬時重新分類至損益賬內。

1. ORGANISATION AND PRINCIPAL ACTIVITY

The Company is a limited liability company incorporated in the Cayman Islands. The address of its registered office is Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, the Cayman Islands. The address of its principal place of business in Hong Kong is Unit 715, Star House, 3 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong. The Company's shares are listed on the GEM.

These unaudited consolidated results are presented in Hong Kong dollar, which is also the functional currency of the Company and all values are rounded to the nearest thousand except when otherwise indicated. The Group's major subsidiaries are operated in the PRC with Renminbi as their functional currency.

2. BASIS OF PREPARATION

The Group's unaudited consolidated results have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all individual HKFRSs, Hong Kong Accounting Standards ("HKAS") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants and accounting principles generally accepted in Hong Kong. In addition, the unaudited consolidated results include applicable disclosures required by the GEM Listing Rules. The measurement basis used in the preparation of the unaudited consolidated results is the historical cost convention, except for the available-for-sale financial assets and financial assets at fair value through profit or loss which have been measured at fair value.

The accounting policies applied in the preparation of the unaudited consolidated results are consistent with those adopted in the preparation of the annual consolidated financial statements of the Group for the year ended 31 March 2017, except that the Group has adopted a number of new and amendments to HKFRSs, which are newly effective for the period under review. The adoption of these new and amendments to HKFRSs had no material effect on the financial results of the current periods. Accordingly, no change in significant accounting policies and no prior period adjustment is required.

The Group has not applied any new and amendments to HKFRSs that have been issued but are not yet effective for the current accounting period.

The unaudited consolidated results have not been audited but have been reviewed by the audit committee of the Company ("Audit Committee").

1. 組織及主要業務

本公司為一間於開曼群島註冊成立之有限公司。其註冊辦事處地址為Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, the Cayman Islands。其香港主要營業地點地址為香港九龍尖沙咀梳士巴利道3號星光行715室。本公司之股份於創業板上市。

除另有指明外，此等未經審核綜合業績以港元（亦為本公司之功能貨幣）呈列，所有金額均調整至最接近千位數。本集團之主要附屬公司乃於中國經營業務，其功能貨幣為人民幣。

2. 編製基準

本集團之未經審核綜合業績乃根據香港會計師公會頒佈之香港財務報告準則（「香港財務報告準則」）（包括所有個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）及香港普遍採納之會計原則而編製。此外，未經審核綜合業績包括創業板上市規則所規定之適用披露。用於編製此等未經審核綜合業績之計量基準乃歷史成本慣例，惟可供出售金融資產以及按公平價值列賬及在損益賬處理之金融資產以公平價值列賬。

編製未經審核綜合業績採用之會計政策，乃與編製本集團截至二零一七年三月三十一日止年度之全年綜合財務報表所採納者貫徹一致，惟本集團採納多項於回顧期內新生效的新訂及經修訂香港財務報告準則。採納該等新訂及經修訂香港財務報告準則對本期間的財務業績並無重大影響。因此，毋須對重大會計政策作出變更及毋須作出往期調整。

本集團並無應用任何於當前會計期間已經頒佈但尚未生效的新訂及經修訂香港財務報告準則。

未經審核綜合業績未經審核，惟已經本公司之審核委員會（「審核委員會」）審閱。

3. OPERATING SEGMENT INFORMATION

The Group's operating activities are currently attributable to three operating segments focusing on trading and retailing of jewelry ("Jewelry Business"), money lending ("Lending Business") and trading and distributing pharmaceutical and healthcare products ("Pharmaceutical Business"). These operating segments have been identified on the basis of internal management reports prepared in accordance with accounting policies conformed to HKFRSs, that are regularly reviewed by the executive Directors (the "Executive Directors") (being the chief operating decision maker of the Company). The Executive Directors review the Group's internal reporting in order to assess performance and allocate resources. The details of operating and reportable segments of the Group are as follows:

- Jewelry Business
- Lending Business
- Pharmaceutical Business

The following is an analysis of the Group's revenue and results from continuing operations:

For the nine months ended

31 December 2017

截至二零一七年

十二月三十一日止九個月

		Jewelry Business 珠寶業務 HK\$'000 千港元 (Unaudited) (未經審核)	Lending Business 借貸業務 HK\$'000 千港元 (Unaudited) (未經審核)	Pharmaceutical Business 藥業業務 HK\$'000 千港元 (Unaudited) (未經審核)	Consolidation 合計 HK\$'000 千港元 (Unaudited) (未經審核)
REVENUE	收益				
External sales	外部銷售	19,197	2,630	9,993	31,820
RESULTS	業績				
Segment results (loss)/profit	分部業績 (虧損) / 溢利	(1,592)	1,090	(5,368)	(5,870)
Unallocated income and expenses	未分配收入及開支				(6,054)
Loss before tax	除稅前 (虧損)				(11,924)

For the three months ended

31 December 2017

截至二零一七年

十二月三十一日止三個月

		Jewelry Business 珠寶業務 HK\$'000 千港元 (Unaudited) (未經審核)	Lending Business 借貸業務 HK\$'000 千港元 (Unaudited) (未經審核)	Pharmaceutical Business 藥業業務 HK\$'000 千港元 (Unaudited) (未經審核)	Consolidation 合計 HK\$'000 千港元 (Unaudited) (未經審核)
REVENUE	收益				
External sales	外部銷售	3,368	1,056	3,675	8,099
RESULTS	業績				
Segment results (loss)/profit	分部業績 (虧損) / 溢利	(614)	547	(1,184)	(1,251)
Unallocated income and expenses	未分配收入及開支				(2,727)
Loss before tax	除稅前虧損				(3,978)

3. 經營分部資料

本集團之經營業務目前歸屬於三個專注於珠寶買賣及零售（「珠寶業務」）、放債（「借貸業務」）以及藥業及健康護理產品買賣及分銷（「藥業業務」）之經營分部。該等經營分部乃基於遵循香港財務報告準則之會計政策而編製之內部管理報告予以識別，並由執行董事（「執行董事」，為本公司之主要經營決策者）定期審閱。執行董事審閱本集團之內部報告以評估表現及分配資源。本集團之經營及可申報分部詳情如下：

- 珠寶業務
- 借貸業務
- 藥業業務

本集團來自持續經營業務之收益及業績分析如下：

3. OPERATING SEGMENT INFORMATION (Continued)

3. 經營分部資料 (續)

For the nine months ended

31 December 2016

截至二零一六年

十二月三十一日止九個月

	Jewelry Business 珠寶業務 HK\$'000 千港元 (Unaudited) (未經審核)	Lending Business 借貸業務 HK\$'000 千港元 (Unaudited) (未經審核)	Pharmaceutical Business 藥業業務 HK\$'000 千港元 (Unaudited) (未經審核)	Consolidation 合計 HK\$'000 千港元 (Unaudited) (未經審核)
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REVENUE

收益

External sales	外部銷售	9,340	2,785	4,402	16,527
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RESULTS

業績

Segment results (loss)/profit	分部業績(虧損)/溢利	(1,320)	1,626	(3,283)	(2,977)
Unallocated income and expenses	未分配收入及開支				(11,673)
Loss before tax	除稅前虧損				(14,650)

For the three months ended

31 December 2016

截至二零一六年

十二月三十一日止三個月

	Jewelry Business 珠寶業務 HK\$'000 千港元 (Unaudited) (未經審核)	Lending Business 借貸業務 HK\$'000 千港元 (Unaudited) (未經審核)	Pharmaceutical Business 藥業業務 HK\$'000 千港元 (Unaudited) (未經審核)	Consolidation 合計 HK\$'000 千港元 (Unaudited) (未經審核)
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REVENUE

收益

External sales	外部銷售	6,503	1,042	767	8,312
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RESULTS

業績

Segment results (loss)/profit	分部業績(虧損)/溢利	(225)	622	(2,251)	(1,854)
Unallocated income and expenses	未分配收入及開支				(4,542)
Loss before tax	除稅前虧損				(6,396)

Segment (loss)/profit represents the (loss suffered)/profit by each segment without allocation of central administration costs, certain other income and gains and other expenses. This is the measure reported to the Executive Directors for the purposes of resource allocation and performance assessment.

分部(虧損)/溢利指各分部所(產生之虧損)/賺取之溢利，當中並未分配中央行政成本、若干其他收入及收益以及其他開支。此乃為分配資源及評估表現而向執行董事匯報之基準。

4. REVENUE

Revenue represents the invoiced value of goods sold and services rendered during the periods.

4. 收益

收益指期內產品銷售及所提供服務之發票值。

5. INCOME TAX EXPENSE

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for the nine months ended 31 December 2017. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries or jurisdictions in which the Group operates.

From the continuing operation:

5. 所得稅開支

截至二零一七年十二月三十一日止九個月，香港利得稅乃按估計應課稅溢利之16.5%計算。其他地區之應課稅溢利乃根據本集團經營業務所在之國家或司法權區當地之現行稅率計算稅項。

來自持續經營業務：

	Nine months ended 31 December 截至十二月三十一日 止九個月		Three months ended 31 December 截至十二月三十一日 止三個月	
	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Current — Hong Kong: Charge for the period	5	33	5	—
Current — Overseas: Charge for the period	—	—	—	—
Total tax charged for the period	5	33	5	—

6. DISCONTINUED OPERATION

On 2 June 2017, the Group entered into a sale and purchase agreement to dispose of the entire issued share capital of Prosten (BVI) Limited and its subsidiaries, which is principally engaged in wireless value-added services operation ("Wireless Value-added Business"). The disposal of the Wireless Value-added Business is consistent with the Group's long-term policy to focus its activities on the Group's other operations. The disposal was completed on 5 June 2017, on which date the control of Prosten (BVI) Limited passed to the acquirer.

6. 已終止經營業務

於二零一七年六月二日，本集團訂立一份買賣協議，以出售 Prosten (BVI) Limited 及其附屬公司之全部已發行股本，其主要從事無線增值服務業務（「無線增值業務」）。出售無線增值業務符合本集團專注於其他業務活動之長遠政策。出售已於二零一七年六月五日完成，而 Prosten (BVI) Limited 之控制權已於同日轉移予收購方。

6. **DISCONTINUED OPERATION** (Continued)

Profit/(loss) for the period from the discontinued operation is analysed as follows:

		Period from 1 April 2017 to respective date of disposal of subsidiaries	For the nine months 31 December 2016
		自二零一七年 四月一日 起至出售附屬 公司之相關 日期期間	截至二零一六年 十二月三十一日 止九個月
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Loss for the period from Wireless Value-added Business	無線增值業務 之期內虧損	(65)	1,308
Gain on disposal of Wireless Value-added Business	出售無線增值 業務之收益	41,835	—
Profit/(loss) for the period from discontinued operation attributable to owners of the Company	本公司擁有人應佔 已終止經營業務 之期內溢利/(虧損)	41,770	1,308

Loss of the Wireless Value-added Business for the period, which have been included in the condensed consolidated statement of profit or loss and other comprehensive income, were as follows:

6. **已終止經營業務** (續)

來自已終止經營業務之期內溢利/(虧損)分析如下:

		Period from 1 April 2017 to respective date of disposal of subsidiaries	For the nine months 31 December 2016
		自二零一七年 四月一日 起至出售附屬 公司之相關 日期期間	截至二零一六年 十二月三十一日 止九個月
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Revenue	收益	—	—
Other income and gains	其他收入及收益	—	6
Administrative, selling and other expenses	行政、銷售及其他開支	(65)	(1,308)
Loss before tax	除稅前虧損	(65)	(1,302)
Income tax expense	所得稅開支	—	(6)
Loss for the period from discontinued operation	已終止經營業務 之期內虧損	(65)	(1,308)

無線增值業務之期內虧損(已計入簡明綜合損益及其他全面收益表)如下:

		Period from 1 April 2017 to respective date of disposal of subsidiaries	For the nine months 31 December 2016
		自二零一七年 四月一日 起至出售附屬 公司之相關 日期期間	截至二零一六年 十二月三十一日 止九個月
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Revenue	收益	—	—
Other income and gains	其他收入及收益	—	6
Administrative, selling and other expenses	行政、銷售及其他開支	(65)	(1,308)
Loss before tax	除稅前虧損	(65)	(1,302)
Income tax expense	所得稅開支	—	(6)
Loss for the period from discontinued operation	已終止經營業務 之期內虧損	(65)	(1,308)

7. EARNINGS/(LOSS) PER SHARE

The calculation of basic earnings per share from continuing and discontinued operations for the nine months and three months ended 31 December 2017 is based on the unaudited profit for the period attributable to owners of the Company of approximately HK\$29,852,000 and loss of HK\$3,983,000 (nine months and three months ended 31 December 2016: loss of HK\$15,991,000 and HK\$6,702,000) and the weighted average number of ordinary shares of approximately 1,210,168,482 and 1,210,963,755 respectively for the nine months and three months ended 31 December 2017 (nine months and three months ended 31 December 2016: 1,108,087,773 and 1,133,403,978).

The calculation of basic loss per share from continuing operations for the nine months and three months ended 31 December 2017 is based on the unaudited loss from continuing operations for the period attributable to owners of the Company of approximately HK\$11,918,000 and HK\$3,983,000 (nine months and three months ended 31 December 2016: HK\$14,683,000 and HK\$6,396,000).

The calculation of basic earnings per share from discontinued operation for the nine months and three months ended 31 December 2017 is based on the unaudited profit from discontinued operation for the period attributable to owners of the Company of approximately HK\$41,770,000 and nil (nine months and three months ended 31 December 2016: loss of HK\$1,308,000 and HK\$306,000).

The weighted average number of ordinary shares used are same as those described above for the calculation of basic loss per share from continuing operations and the basic earnings per share from discontinued operation.

As there were no dilutive potential equity shares in existence as at 31 December 2017 and 2016, the basic and diluted earning/(loss) per share were the same for the periods.

7. 每股盈利／（虧損）

截至二零一七年十二月三十一日止九個月及三個月，來自持續經營業務及已終止經營業務的每股基本盈利乃根據本公司擁有人應佔期內未經審核溢利約29,852,000港元及虧損3,983,000港元（截至二零一六年十二月三十一日止九個月及三個月：虧損15,991,000港元及6,702,000港元）及截至二零一七年十二月三十一日止九個月及三個月之普通股加權平均數分別為約1,210,168,482股及1,210,963,755股（截至二零一六年十二月三十一日止九個月及三個月：1,108,087,773股及1,133,403,978股）計算。

截至二零一七年十二月三十一日止九個月及三個月，來自持續經營業務的每股基本虧損乃根據本公司擁有人應佔期內來自持續經營業務之未經審核虧損約11,918,000港元及3,983,000港元（截至二零一六年十二月三十一日止九個月及三個月：14,683,000港元及6,396,000港元）計算。

截至二零一七年十二月三十一日止九個月及三個月，來自已終止經營業務的每股基本盈利乃根據本公司擁有人應佔期內來自已終止經營業務之未經審核溢利約41,770,000港元及零港元（截至二零一六年十二月三十一日止九個月及三個月：虧損1,308,000港元及306,000港元）計算。

所採用之普通股加權平均數與上述用作計算持續經營業務之每股基本虧損及已終止經營業務之每股基本盈利所採用者相同。

由於於二零一七年及二零一六年十二月三十一日並無存在潛在攤薄權益股份，期內之每股基本及攤薄盈利／（虧損）相同。

8. DISPOSAL OF SUBSIDIARIES

Prosten (BVI) Limited

On 2 June 2017, the Group entered into a sale and purchase agreement to dispose of the entire issued share capital of Prosten (BVI) Limited and its subsidiaries which is principally engaged in the Wireless Value-added Business, and a shareholder loan with amounts of approximately HK\$8,151,000 at a consideration of HK\$4,600,000. The disposal was completed on 5 June 2017.

8. 出售附屬公司

Prosten (BVI) Limited

於二零一七年六月二日，本集團訂立一份買賣協議，以出售Prosten (BVI) Limited及其附屬公司（其主要從事無線增值業務）之全部已發行股本及股東貸款約8,151,000港元，代價為4,600,000港元。出售已於二零一七年六月五日完成。

		HK\$'000 千港元
Consideration transferred:	轉讓代價：	
Cash consideration	現金代價	4,600

Analysis of assets and liabilities

資產及負債分析

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	960
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	74
Cash and cash equivalents	現金及現金等值物	92
Trade payables	應付賬款	(2,703)
Other payables and accruals	其他應付款項及應計款項	(3,939)
Amount due to de-consolidated former subsidiaries	應付取消綜合入賬之前附屬公司之款項	(18,155)
Amount due to ultimate holding company	應付最終控股公司之款項	(8,151)
Tax payable	應付稅項	(12)
Deferred tax liabilities	遞延稅項負債	(169)
Net liabilities disposed of	所出售負債淨值	(32,003)
Gain on disposal of subsidiaries:	出售附屬公司之收益：	
Consideration	代價	4,600
Net liabilities disposed of	所出售負債淨值	32,003
Amount due to ultimate holding company assigned to the purchaser	轉授予買方之應付最終控股公司之款項	(8,151)
Release of foreign currency translation reserve upon disposal of subsidiaries	於出售附屬公司時解除外幣匯兌儲備	13,383
		41,835
Net cash inflow arising on disposal of Prosten (BVI) Limited:	出售Prosten (BVI) Limited之現金流入淨額：	
Cash consideration received	已收現金代價	4,600
Less: cash and cash equivalents disposed of	減：所出售現金及現金等值物	(92)
Net cash inflow	現金流入淨額	4,508

8. DISPOSAL OF SUBSIDIARIES (Continued)

Prosten Wealth Investment Limited

On 8 June 2017, the Group entered into a sale and purchase agreement to dispose of the entire issued share capital of Prosten Wealth Investment Limited and its subsidiaries which is principally engaged in money lending business, and a shareholder loan with amounts of approximately HK\$100,000 at a consideration of approximately HK\$1,480,000. The disposal was completed on 15 June 2017.

8. 出售附屬公司 (續)

Prosten Wealth Investment Limited

於二零一七年六月八日，本集團訂立一份買賣協議，以出售 Prosten Wealth Investment Limited 及其附屬公司（其主要從事貸款業務）之全部已發行股本及股東貸款約 100,000 港元，代價約為 1,480,000 港元。出售已於二零一七年六月十五日完成。

		HK\$'000 千港元
Consideration transferred:	轉讓代價：	
Cash consideration	現金代價	1,480

Analysis of assets and liabilities

資產及負債分析

		HK\$'000 千港元
Cash and cash equivalents	現金及現金等值物	402
Amount due to immediate holding company	應付直接控股公司之款項	(100)
Net assets disposed of	所出售資產淨值	302
Gain on disposal of subsidiaries:	出售附屬公司之收益：	
Consideration	代價	1,480
Net assets disposed of	所出售資產淨值	(302)
Amount due to immediate holding company assigned to the purchaser	轉授予買方之應付直接控股公司之款項	(100)
		1,078
Net cash inflow arising on disposal of Prosten Wealth Investment Limited:	出售 Prosten Wealth Investment Limited 之現金流入淨額：	
Cash consideration received	已收現金代價	1,480
Less: cash and cash equivalents disposed of	減：所出售現金及現金等值物	(402)
Net cash inflow	現金流入淨額	1,078

8. DISPOSAL OF SUBSIDIARIES (Continued)

Meteor Investment (HK) Limited

On 26 July 2017, the Group entered into a sale and purchase agreement to dispose of the entire issued share capital of Meteor Investment (HK) Limited and its subsidiaries which is principally engaged in pharmaceutical business, and a shareholder loan with amounts of approximately HK\$11,311,000 at a consideration of HK\$9,000,000. The disposal was completed on 14 August 2017.

8. 出售附屬公司 (續)

星豫投資有限公司

於二零一七年七月二十六日，本集團訂立一份買賣協議，以出售星豫投資有限公司及其附屬公司（其主要從事藥業業務）之全部已發行股本及股東貸款約11,311,000港元，代價為9,000,000港元。出售已於二零一七年八月十四日完成。

		HK\$'000 千港元
Consideration transferred:	轉讓代價：	
Cash consideration	現金代價	9,000

Analysis of assets and liabilities

資產及負債分析

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	117
Long-term prepaid rentals	長期預付租金	1,188
Biological assets	生物資產	728
Inventories	存貨	5,414
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	485
Cash and cash equivalents	現金及現金等值物	523
Other payables and accruals	其他應付款項及應計款項	(8)
Amount due to immediate holding company	應付直接控股公司之款項	(11,311)
Net liabilities disposed of	所出售負債淨值	(2,864)
Gain on disposal of subsidiaries:	出售附屬公司之收益：	
Consideration	代價	9,000
Net liabilities disposed of	所出售負債淨值	2,864
Amount due to immediate holding company assigned to the purchaser	轉授予買方之應付直接控股公司之款項	(11,311)
Release of foreign currency translation reserve upon disposal of subsidiaries	於出售附屬公司時解除外幣匯兌儲備	(214)
Non-controlling interests	非控股權益	(46)
		293
Net cash inflow arising on disposal of Meteor Investment (HK) Limited:	出售星豫投資有限公司之現金流入淨額：	
Cash consideration received	已收現金代價	9,000
Less: cash and cash equivalents disposed of	減：所出售現金及現金等值物	(523)
Net cash inflow	現金流入淨額	8,477

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the nine months ended 31 December 2017 (for the nine months ended 31 December 2016: nil).

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Review

Revenue

The Group's revenue for the nine months and three months ended 31 December 2017 amounted to approximately HK\$31,820,000 and HK\$8,099,000 respectively (nine months and three months ended 31 December 2016: HK\$16,527,000 and HK\$8,312,000 respectively). The Group commenced its gold jewelry wholesales in November 2016 and commenced its sales of medical and pharmaceutical products to hospitals in April 2017. The revenue from the Jewelry Business for the three months ended 31 December 2017 decreased by approximately HK\$3,135,000 as compared to the same period in 2016 due to fierce market competition. As there were sales of medical and pharmaceutical products to hospitals for the three months ended 31 December 2017, the revenue from the Pharmaceutical Business increased by approximately HK\$2,908,000 as compared to the same period in 2016. The increase in revenue of HK\$15,293,000 for the nine months ended 31 December 2017 was mainly attributable to increase in sales of gold jewelry of approximately HK\$9,857,000 and increase in sales of medical and pharmaceutical products to hospitals of approximately HK\$5,591,000 as compared with the same period in 2016.

Cost of sales and gross profit margin

Cost of sales of the Group for the nine months and three months ended 31 December 2017 amounted to approximately HK\$25,942,000 and HK\$6,085,000 respectively (nine months and three months ended 31 December 2016: HK\$11,895,000 and HK\$6,538,000 respectively). The change in cost of sales was in line with the change in revenue. As the gold jewelry wholesale

中期股息

董事會不建議就截至二零一七年十二月三十一日止九個月派發中期股息（截至二零一六年十二月三十一日止九個月：無）。

管理層討論及分析

財務回顧

收益

本集團截至二零一七年十二月三十一日止九個月及三個月之收益分別約為31,820,000港元及8,099,000港元（截至二零一六年十二月三十一日止九個月及三個月：分別為16,527,000港元及8,312,000港元）。本集團於二零一六年十一月開展其黃金飾品批發，及於二零一七年四月開始向醫院銷售醫藥產品。由於市場競爭激烈，截至二零一七年十二月三十一日止三個月珠寶業務之收益較二零一六年同期減少約3,135,000港元。於截至二零一七年十二月三十一日止三個月，由於有向醫院銷售醫藥產品，故藥業業務之收益較二零一六年同期增加約2,908,000港元。截至二零一七年十二月三十一日止九個月收益增加15,293,000港元乃主要由於較二零一六年同期，銷售黃金飾品增加約9,857,000港元及向醫院銷售醫藥產品增加約5,591,000港元所致。

銷售成本及毛利率

本集團截至二零一七年十二月三十一日止九個月及三個月之銷售成本分別約為25,942,000港元及6,085,000港元（截至二零一六年十二月三十一日止九個月及三個月：分別為11,895,000港元及6,538,000港元）。銷售成本之變動與收益變動一致。由於黃金飾品批

contributed a significant part of the revenue, which had a lower gross profit margin, the overall gross profit margin decreased from approximately 28% for the nine months ended 31 December 2016 to approximately 18% for the nine months ended 31 December 2017.

Expenses

Selling expenses incurred for the nine months and three months ended 31 December 2017 was approximately HK\$2,744,000 and HK\$734,000, which were increased by approximately HK\$416,000 and reduced by approximately HK\$67,000 respectively, as compared with those in the corresponding periods of 2016. The increase for the nine months and the decrease for the three months ended 31 December 2017 in selling expenses are in line with the changes in sales activities.

Administrative expenses were reduced by approximately HK\$960,000 and HK\$2,319,000 respectively, from approximately HK\$17,131,000 and HK\$7,357,000 for the nine months and three months ended 31 December 2016 to approximately HK\$16,171,000 and HK\$5,038,000 for the nine months and three months ended 31 December 2017, which was mainly due to decrease in legal and professional fee and rental expenses, and the effect of which was partially offset by increase in administrative expense from the Jewelry Business and the Pharmaceutical Business due to their business expansion.

Gain on disposal of subsidiaries

Please refer to note 8 to the unaudited consolidated results for details of gain on disposal of subsidiaries.

Total equity

As at 31 December 2017, the Group has a total equity amounted to approximately HK\$92,991,000 (as at 31 March 2017: HK\$74,691,000) and net current assets amounted to approximately HK\$58,331,000 (as at 31 March 2017: HK\$39,834,000).

發估毛利率較低之收益之大部分，故整體毛利率由截至二零一六年十二月三十一日止九個月之約28%下降至截至二零一七年十二月三十一日止九個月之約18%。

開支

於截至二零一七年十二月三十一日止九個月及三個月產生之銷售開支約為2,744,000港元及734,000港元，較二零一六年同期分別增加約416,000港元及減少約67,000港元。銷售開支於截至二零一七年十二月三十一日止九個月增加及於截至二零一七年十二月三十一日止三個月減少與銷售活動變動一致。

行政開支分別由截至二零一六年十二月三十一日止九個月及三個月之約17,131,000港元及7,357,000港元減少約960,000港元及2,319,000港元至二零一七年十二月三十一日止九個月及三個月之約16,171,000港元及5,038,000港元，乃主要由於法律及專業費用以及租賃開支減少所致。而法律及專業費用以及租賃開支減少之影響部分被珠寶業務及藥業業務因其業務擴張導致之行政開支增加所抵銷。

出售附屬公司之收益

有關出售附屬公司之收益之詳情，請參閱未經審核綜合業績附註8。

總權益

於二零一七年十二月三十一日，本集團之總權益約為92,991,000港元（於二零一七年三月三十一日：74,691,000港元）及流動資產淨值約為58,331,000港元（於二零一七年三月三十一日：39,834,000港元）。

Liquidity and financial resources

The Group adopts a prudent cash and financial management policy. In order to achieve better cost control and minimise the cost of funds, the Group's treasury activities are centralised and cash is generally placed in deposits with banks.

As at 31 December 2017, total cash and cash equivalents of the Group amounted to approximately HK\$6,831,000 (as at 31 March 2017: HK\$8,738,000). As at 31 December 2017 and 31 March 2017, the Group had no outstanding loan from third party.

Treasury policies and foreign currency exchange exposure

Despite that the Group's trading transactions, monetary assets and liabilities are mainly denominated in RMB and Hong Kong dollars, it does not believe that the impact of foreign exchange exposure to the Group was material. The Group does not use derivative financial instruments to protect against the volatility associated with foreign currency transactions and other financial assets and liabilities created in the ordinary course of business. The majorities of the Group's operating assets are located in Mainland China and are denominated in RMB.

Cash is generally deposited at banks in the PRC and Hong Kong and denominated mostly in Renminbi and Hong Kong dollar. As at 31 December 2017, no related hedges were made by the Group (as at 31 March 2017: nil).

Contingent liabilities

As at 31 December 2017, the Group had no material contingent liabilities (as at 31 March 2017: nil).

流動資金及財政資源

本集團採取審慎之現金及財政管理政策。為求能夠更有效控制成本及盡量降低資金成本，本集團之財資活動均為中央管理，而現金一般存放於銀行作為存款。

於二零一七年十二月三十一日，本集團之現金及現金等值物總額約為6,831,000港元（於二零一七年三月三十一日：8,738,000港元）。於二零一七年十二月三十一日及二零一七年三月三十一日，本集團並無自第三方借入任何貸款。

庫務政策及外匯風險

儘管本集團買賣交易、貨幣資產及負債主要以人民幣及港元為計值單位。本集團相信外匯風險對本集團所構成之影響甚微。本集團並無以衍生金融工具對沖日常業務過程中之外幣交易及其他金融資產及負債所附帶之波動。本集團大部分經營資產位於中國內地，並以人民幣計值。

現金一般存放於中國及香港的銀行，主要以人民幣及港元為計值單位。於二零一七年十二月三十一日，本集團並無進行相關對沖（於二零一七年三月三十一日：無）。

或然負債

於二零一七年十二月三十一日，本集團並無重大或然負債（於二零一七年三月三十一日：無）。

Significant investments, acquisitions or disposals

Except for the disposal of the entire issued share capital of and shareholder's loans to Prosten (BVI) Limited, Prosten Wealth Investment Limited and Meteor Investment (H.K.) Limited as detailed in note 8 to the unaudited consolidated results, the Group does not have any material acquisition or disposal during the nine months ended 31 December 2017.

Capital structure

The shares of the Company were listed on GEM on 28 March 2000.

During the nine months ended 31 December 2017, the Company has issued and allotted 2,700,000 new shares at the exercise price of HK\$0.165 per share as a result of exercise of share options by the share option holders of the Company.

The Group's capital structure is sound with healthy working capital management. As at 31 December 2017, the Group's total equity amounted to approximately HK\$92,991,000, representing an increase of approximately 24.5% compared with that as at 31 March 2017 (31 March 2017: HK\$74,691,000). As at 31 December 2017, the Group's cash and cash equivalents totaled approximately HK\$6,831,000 (as at 31 March 2017: HK\$8,738,000). The current ratio (note 1) and the quick ratio (note 2) of the Group as at 31 December 2017 was 3.7 (as at 31 March 2017: 2.38) and 2.7 (as at 31 March 2017: 1.86) respectively. The Group was in net cash position as at 31 December 2017 (gearing ratio (note 3) as at 31 March 2017: 13.92%).

重大投資、收購或出售

除於未經審核綜合業績附註8所詳述之出售Prosten (BVI) Limited、Prosten Wealth Investment Limited及星豫投資有限公司之全部已發行股本及向其提供之股東貸款外，於截至二零一七年十二月三十一日止九個月，本集團並無任何重大收購或出售。

資本架構

本公司股份於二零零零年三月二十八日在創業板上市。

於截至二零一七年十二月三十一日止九個月內，本公司因本公司的購股權持有人行使購股權，按每股0.165港元之行使價發行及配發了2,700,000股新股份。

本集團之資本架構穩健，營運資金管理有序。於二零一七年十二月三十一日，本集團之總權益約為92,991,000港元（二零一七年三月三十一日：74,691,000港元），較二零一七年三月三十一日增加約24.5%。於二零一七年十二月三十一日，本集團之現金及現金等值物共計約6,831,000港元（於二零一七年三月三十一日：8,738,000港元）。本集團於二零一七年十二月三十一日之流動比率（附註1）及速動比率（附註2）分別為3.7（於二零一七年三月三十一日：2.38）及2.7（於二零一七年三月三十一日：1.86）。於二零一七年十二月三十一日，本集團為淨現金狀態（於二零一七年三月三十一日之資本與負債比率（附註3）：13.92%）。

Apart from the above, there has been no material change in the capital structure of the Group during the period under review.

Note: (1) Current Ratio = Current Assets ÷ Current Liabilities

Note: (2) Quick Ratio = (Current Assets – Inventories) ÷ Current Liabilities

Note: (3) Gearing Ratio = (Debts – Cash and cash equivalents) ÷ Equity

除上述者外，本集團之資本架構於回顧期內並無重大變動。

附註：(1) 流動比率 = 流動資產 ÷ 流動負債

附註：(2) 速動比率 = (流動資產 – 存貨) ÷ 流動負債

附註：(3) 資本與負債比率 = (債務 – 現金及現金等值物) ÷ 權益

Event after the Reporting Period

(1) Pursuant to the loan agreements made between SZ Enterprise Union Finance Limited, an indirect wholly-owned subsidiary of the Company (“SZ Enterprise”), and Mr. Chen Tianju, the borrower (“Mr. Chen”) on 25 January 2017 and 2 June 2017 respectively, two loans in the principal amount of HK\$6,000,000 each bearing interest at a rate of 12% per annum for a period of 12 months and 8 months respectively were advanced to the Mr. Chen. On 25 January 2018, SZ Enterprise entered into the extension agreement with the Mr. Chen whereby the final repayment date of the loans was extended for 3 months respectively. For further details of the extension, please refer to the Company’s announcement dated 25 January 2018.

(2) Pursuant to the loan agreement made between SZ Enterprise and Ms. Ding Pingying, the borrower (“Ms. Ding”) on 9 February 2018, a loan in the principal amount of HK\$11,000,000 bearing interest at a rate of 12% per annum is to be provided to Ms. Ding for a period of six months. As at the date of this report, the loan has not been drawdown. For further details of the provision of loan, please refer to the Company’s announcement dated 9 February 2018.

報告期後事項

(1) 根據深企聯合小額貸款有限公司（本公司之間接全資附屬公司，「深企」）與借款人陳天駒先生（「陳先生」）分別於二零一七年一月二十五日及二零一七年六月二日訂立之貸款協議，兩筆本金額均為6,000,000港元、按年利率12%計息及年期分別為十二個月及八個月之貸款已發放予陳先生。於二零一八年一月二十五日，深企與陳先生訂立延長協議，據此，兩筆貸款之最後還款日期分別延長三個月。有關延長之進一步詳情，請參閱本公司日期為二零一八年一月二十五日之公告。

(2) 根據深企與借款人丁萍英女士（「丁女士」）於二零一八年二月九日訂立之貸款協議，一筆本金額為11,000,000港元、按年利率12%計息及年期為六個月之貸款將發放予丁女士。於本報告日期，貸款尚未提取。有關發放貸款之進一步詳情，請參閱本公司日期為二零一八年二月九日之公告。

Business Review and Outlook

Jewelry Business

The Group commenced its Jewelry Business in 2015 and continued to develop this business in the period under review.

During the period under review, the Group's Jewelry Business included wholesale and retail of jewelry and related ancillary business (including but not limited to custom-made jewelry, valet- procurement of jewelry and various after-sales services), and most of the processing businesses are performed in the form of commissioned processing by external factories. The jewelry products sold by the Group mainly included gold jewelry, platinum jewelry, diamond jewelry, gemstone jewelry, emerald and karat gold jewelry.

The Group's jewelry retailing business was conducted mainly through an offline store located in Wongtee Plaza, Futian District, Shenzhen, the PRC, which is a franchised store of the Luk Fook Jewellery brand. The store is required to select goods from the suppliers designated by Luk Fook Jewellery. Upon quality inspection by state-approved jewelry identification center and being claimed to the store by the Group's staff, the goods are immediately entered into store sales system for sale. Most of the jewelry goods purchased by the store from the suppliers were finished jewelry products, which are generally not required to undergo reprocessing before sale.

業務回顧及展望

珠寶業務

本集團於二零一五年開展其珠寶業務及在回顧期內繼續發展此業務。

於回顧期內，本集團之珠寶業務包括珠寶的批發、零售及相關配套業務（包括但不限於代客訂制首飾、代客採購首飾及各種售後服務），而當中涉及之加工業務則多採用委託外部工廠加工的形式進行。本集團銷售的珠寶產品主要包括黃金飾品、鉑金飾品、鑽石飾品、寶石飾品、翡翠和K金飾品。

本集團之珠寶零售業務主要通過在中國深圳市福田區皇庭廣場開設的一間實體店鋪開展。該店鋪為六福珠寶品牌加盟店。該店鋪需前往六福珠寶指定的供應商挑選貨品，貨品由國家認可的珠寶鑒定中心進行貨物質檢並由本集團之職員取回店鋪後，即被錄入店鋪銷售系統進行銷售。該店鋪從供應商處購買的珠寶貨品大部分為珠寶飾品成品，通常在銷售前無需進行再加工。

The Group's jewelry wholesale business was mainly conducted through the wholesale of jewelry products to jewelry wholesalers by 至尊彩虹鑽石(深圳)有限公司, a wholly owned subsidiary of the Company, where the jewelry products being wholesaled were mainly gold jewelries. During the period under review, the Group has the secondary membership (二級會員資格) of Shanghai Gold Exchange and continued to develop the secondary gold sales agency business (黃金二級代理業務). The Group may place orders for bullion via the online trading platform of Shanghai Gold Exchange. After claiming the bullion, the Group may commission external factories to process into finished gold jewelries and wholesale to jewelry wholesalers.

The Group will continue to focus on developing its Jewelry Business. With reference to its past sales experience, the Group intends to step up its efforts in identifying more jewelry wholesaler customers in South China, thereby expanding the sales channels of its secondary gold sales agency business (黃金二級代理業務). As to retail of jewelry, the positioning of retail products in stores will focus on mid-end products, which will be supplemented by low end products. Meanwhile, the Group will put more efforts to raise the sales proportion to its major high-end corporate customers (which principally purchase or customize jewelry as corporate gifts/awards) so as to increase the jewelry sales as well as generate profits.

The increase in revenue from the Jewelry Business for the period under review was mainly because of the increase in trading of golden jewelry products in the PRC. However, relatively low gross margin of wholesale of jewelry and the selling and administrative expenses to maintain and develop this business resulted in loss in this segment. Going forward, the Group will try to allocate more resources to develop its Jewelry Business, especially the golden jewelry trading business, and at the same will try further effort to control the selling and administrative expenses to increase the profitability of the Jewelry Business.

本集團之珠寶批發業務主要通過本公司之全資附屬公司至尊彩虹鑽石(深圳)有限公司批發珠寶產品予珠寶批發商進行，而批發之珠寶產品主要為黃金飾品。於回顧期內，本集團持有上海黃金交易所二級會員資格，並繼續發展了黃金二級代理業務。本集團可在上海黃金交易所網上交易平台下單採購金條，在提取金條後再委託外部工廠加工成成品黃金首飾後批發給珠寶批發商。

本集團將繼續致力於其珠寶業務的發展。結合過往的銷售經驗，本集團計劃著力在華南地區尋找更多的珠寶批發商客戶，從而拓寬其黃金二級代理業務的銷售渠道。而在珠寶零售方面，店鋪零售產品定位將以中端產品為主，低端產品為輔，同時努力提高對高端企業大客戶（主要採購或訂制珠寶作為企業禮品／獎品）的銷售比例，以增加珠寶銷售額及爭取創造利潤。

於回顧期內，珠寶業務之收益增加乃主要由於中國之黃金珠寶產品買賣增加所致。然而，珠寶批發毛利率相對較低以及維持及發展此業務之銷售及行政開支導致此分部出現虧損。展望未來，本集團將嘗試調配更多資源發展其珠寶業務，特別是黃金珠寶交易業務，同時將進一步努力控制銷售及行政開支以增加珠寶業務的盈利能力。

Lending Business

The Group commenced its Lending Business in Hong Kong in 2016 through acquiring a group of companies with a valid money lending licence in Hong Kong to diversify its income source. The Lending Business continued to grow and contributed positive results to the Group during the period under review. The Group will pay a closer attention to the market situation and the external economic environment and consider the possibility of further expansion in the Lending Business.

There were three major outstanding loan receivables with the Group as at 31 December 2017. All of them were carried out as part of the ordinary and usual course of business of the Group and brought in interest income to the Group.

Pursuant to the loan agreement and extension agreements entered into between SZ Enterprise Union Finance Limited ("SZ Finance"), an indirect wholly-owned subsidiary of the Company, and the borrower, Mr. Wen Qimin, on 8 November 2016, 8 May 2017 and 25 October 2017 respectively, an unsecured loan in the principal amount of HK\$13,000,000 bearing interest at a rate of 10% per annum for a six-month period, was drawn down on 8 November 2016. The original final repayment date of the loan was on 8 May 2017 and was extended to 23 December 2017. The interest rate of the loan was changed from 10% per annum to 13% per annum effective from 9 October 2017. As at 31 December 2017, the above loan was still outstanding but as at the date of this report, the loan together with all accrued interests has been repaid.

借貸業務

本集團於二零一六年透過收購一系列持有香港有效放債人牌照之公司，在香港開展借貸業務，以拓寬其收入來源。於回顧期內，借貸業務持續增長，為本集團業績帶來正面貢獻。本集團將更密切監察市況及外部經濟環境，並考慮進一步擴展借貸業務之可能性。

於二零一七年十二月三十一日，本集團擁有三筆尚未收回之主要應收貸款，均構成於本集團一般及日常業務過程中進行的交易，並為本集團帶來利息收入。

根據深企聯合小額貸款有限公司（「深企貸款」，本公司之間接全資附屬公司）與借款人溫起民先生分別於二零一六年十一月八日、二零一七年五月八日及二零一七年十月二十五日訂立之貸款協議及延長協議，一筆本金額為13,000,000港元、按年利率10%計息及年期六個月之無抵押貸款已於二零一六年十一月八日提取。該筆貸款之初始最後還款日期為二零一七年五月八日，並已延長至二零一七年十二月二十三日。而貸款利率由二零一七年十月九日起由每年10%調整為每年13%。於二零一七年十二月三十一日，上述貸款仍未償還，但於本報告日期，該筆貸款連同全部應計利息已償還。

In addition, pursuant to the loan agreements entered into between SZ Finance and the borrower, Mr. Chen Tianju, on 25 January 2017 and 2 June 2017 respectively, two unsecured loans was granted to and drawn down by Mr. Chen Tianju on 25 January 2017 and 7 June 2017 respectively. The loans were in the principal amount of HK\$6,000,000 each and were bearing an interest at a rate of 12% per annum for a term of twelve months and eight months respectively. On 25 January 2018, SZ Finance entered into the extension agreement with the borrower whereby the final repayment date of the loans is extended to 25 April 2018 and 7 May 2018 respectively but early repayment is allowed.

The Group has conducted internal risk assessment on these loan arrangements and noted both of the borrowers have substantial investments and assets in the PRC which support their respective financial capability to repay the loans, thus no securities or collaterals was sought. The purpose of the loans is to enhance their short-term cash flow.

Pharmaceutical Business

The Group commenced its Pharmaceutical Business in 2016 and continued to develop this business in the period under review.

During the year ended 31 March 2017, the Group has established business relationships with target pharmaceutical companies and chain pharmacies and during the period under review, it has established business relationships with a group of target hospitals in western Guangdong, which are mainly related to the distribution of pharmaceuticals and pharmaceutical consumables to such hospitals as well as the supply of pharmaceuticals and healthcare products to such pharmaceutical companies and chain pharmacies. During the aforementioned supply and sales activities, the Group mainly acts as a channel distributor to conduct sales activities, which does not involve pharmaceutical production.

此外，根據深企貸款與借款人陳天駒先生分別於二零一七年一月二十五日及二零一七年六月二日訂立之貸款協議，兩筆無抵押貸款分別於二零一七年一月二十五日及二零一七年六月七日授予及由陳天駒先生提取。該等貸款之本金額均為6,000,000港元，按年利率12%計息及期限分別為十二個月及八個月。於二零一八年一月二十五日，深企貸款與借款人訂立延長協議，據此，該等貸款之最後還款日期分別延長至二零一八年四月二十五日及二零一八年五月七日，惟允許提前還款。

本集團已對該等貸款安排進行內部風險評估及知悉該等借款人之大部分投資及資產位於中國。有關投資及資產對其各自償還貸款之財務能力構成支撐，因此並無尋求抵押或抵押品。貸款旨在提升彼等的短期現金流量。

藥業業務

本集團於二零一六年開展其藥業業務，並於回顧期內繼續發展此業務。

於截至二零一七年三月三十一日止年度，本集團已在粵西地區與目標醫藥公司及連鎖藥房建立了業務關係，並於回顧期內與一批目標醫院建立了業務關係，主要為配送藥品及醫用耗材予該等醫院，及供應藥品及保健產品予該等醫藥公司及連鎖藥房。在上述供銷活動中，本集團主要作為渠道分銷商進行銷售活動，並不涉及藥品生產。

During the year ended 31 March 2017 and the period under review, the Group also engaged in the cultivation of longan and radix millettiae speciosae, which requires relatively long period to realise the investment. As the auxiliary business of the Pharmaceutical Business, the Group also sold health food products, such as health protection tea leaves and walnut jujube, in the year ended 31 March 2017. During the period under review, the Group had no revenue from sales of health food products and cultivation of longan and radix millettiae speciosae.

On 26 July 2017, Meteor Storm Holdings Limited (“Meteor Storm”), an indirect wholly-owned subsidiary of the Company, entered into a disposal agreement with an independent third party, pursuant to which Meteor Storm agreed to sell and the purchaser agreed to acquire the entire issued share capital of Meteor Investment (H.K.) Limited (“Meteor HK”), a direct wholly-owned subsidiary of Meteor Storm. The disposal was completed on 14 August 2017. Upon completion of the disposal, Meteor HK and its subsidiaries (“Meteor HK Group”), which were engaged in trading of pharmaceutical products (Chinese medicine), sales of health food and cultivation of longan and radix millettiae speciosae, ceased to be subsidiaries of the Company. The disposal represented an opportunity to realise the Group’s investment in the Meteor HK Group. After the disposal, the Group has focused its resources allocated to the Pharmaceutical Business on the remaining subsidiaries under the Pharmaceutical Business, which holds license such as the pharmaceutical operation permit (藥品經營許可證), the medical equipment operation permit (醫療器械經營企業許可證) and the good supply practices (GSP) certificate (藥品經營質量管理規範認證證書) and is principally engaged in the sales of pharmaceuticals, healthcare products and pharmaceutical consumables.

The revenue from the Pharmaceutical Business increased by approximately HK\$5,591,000 from approximately HK\$4,402,000 for the nine months ended 31 December 2016 to approximately HK\$9,993,000 for the nine months ended 31 December 2017. Such increase was mainly due to the increase in sales of pharmaceutical products to hospitals.

於截至二零一七年三月三十一日止年度及於回顧期內，本集團亦從事龍眼及牛大力之種植，此業務需要較長時間才可實現投資。作為藥業業務之輔助性業務，本集團亦於截至二零一七年三月三十一日止年度銷售保健茶葉和核桃棗等保健食品。於回顧期內，本集團並無來自銷售保健食品及種植龍眼及牛大力之任何收益。

於二零一七年七月二十六日，Meteor Storm Holdings Limited (「Meteor Storm」，為本公司之間接全資附屬公司) 與一名獨立第三方訂立一份出售協議，據此，Meteor Storm 同意出售而買方同意購買星豫投資有限公司 (「星豫」，為 Meteor Storm 之直接全資附屬公司) 之全部已發行股本。出售已於二零一七年八月十四日完成。於出售完成後，星豫及其附屬公司 (「星豫集團」，從事買賣中藥、銷售保健食品及種植龍眼及牛大力) 不再為本公司之附屬公司。出售為本集團變現其於星豫集團投資之良機。於出售後，本集團將集中分配予藥業業務的資源於藥業業務之餘下附屬公司 (持有藥品經營許可證、醫療器械經營企業許可證及藥品經營質量管理規範認證證書等執照，及主要從事藥品、健康護理產品及醫藥耗材之銷售) 之上。

藥業業務收益由截至二零一六年十二月三十一日止九個月約 4,402,000 港元增加約 5,591,000 港元至截至二零一七年十二月三十一日止九個月約 9,993,000 港元。該增加主要由於對醫院的藥品銷售增加所致。

In regard to the sales of pharmaceuticals and healthcare products, the Group will review the market situation and the profitability of the business periodically. Then the Group will adjust the business volume in accordance with market demands and determine the resources to be further allocated based upon the business volume and operating situation from time to time.

Wireless Value-added Service Business

Since the expiry of wireless value-added service contracts with a PRC telecommunication operator during the year ended 31 March 2016, the Group did not have any revenue from wireless value-added service for the year ended 31 March 2017 and for the period under review.

As disclosed in the Company's announcement dated 2 June 2017, the Company disposed the entire issued share capital of Prosten (BVI) Limited, a direct wholly-owned subsidiary of the Company. The disposal was completed on 5 June 2017. As a result of the disposal, the Company disposed most of its subsidiaries engaged in the wireless value-added service business. Considering the challenging and volatile market situation for this business, the Group currently has no plan to further invest in this segment, unless suitable business opportunities arise in the future.

Looking ahead, there are still great challenges for the Group. While carrying out initiatives already under way in its current strategic plans, the Group will also critically review the future opportunities in its existing businesses with a target to re-allocate the Group's resources for a more fruitful manner. In the coming future, the Group will focus its work on strengthen its marketing and channel efforts, increasing customer base and improving the quality of its service and products.

在藥品及健康護理產品銷售方面，本集團將定期回顧市場情況及業務的盈利能力，按照市場需要調整業務量，並根據不時之業務量及經營情況決定進一步投放之資源。

無線增值服務業務

由於與一間中國電信運營商訂立之無線增值服務合約已於截至二零一六年三月三十一日止年度屆滿，故於截至二零一七年三月三十一日止年度及於回顧期內，本集團並無來自無線增值服務之任何收益。

如本公司日期為二零一七年六月二日之公告披露，本公司出售了 Prosten (BVI) Limited (本公司之直接全資附屬公司) 的全部已發行股本。該出售已於二零一七年六月五日完成。該出售導致本公司出售了大部分其從事無線增值服務業務之附屬公司。考慮到此業務充滿挑戰及波動不定之市場狀況，本集團目前無意對此分部作進一步投資，惟未來出現合適之商機除外。

展望未來，本集團仍面臨巨大挑戰。在繼續推進其當前戰略計劃下的措施的同時，本集團亦將審慎檢討其現有業務中的未來機遇，以更有效的方式重新分配本集團的資源。未來，本集團將著重加強其營銷與渠道力量，提高客戶規模與服務及產品質量。

Updates on matters relating to the De-consolidation

With reference to the annual report of the Company for the year ended 31 March 2016 (“2016 Annual Report”), the Directors considered that the Group was unable to govern the De-Consolidated Subsidiaries and the control over the De-Consolidated Subsidiaries was lost. Therefore, from 1 January 2016 onwards, the Group had de-consolidated the De-Consolidated Subsidiaries from its financial statements for the financial year ended 31 March 2016 (the “De-Consolidation”).

The Company was in negotiations with relevant party(ies) with an aim to resolving the matters arising from or in connection with the loss of control over the De-Consolidated Subsidiaries. Nevertheless, there was no conclusion in this regard. On 2 June 2017 (after trading hours), the Company entered into a disposal agreement for the disposal of the entire issued share capital of Prosten (BVI) Limited (together with relevant shareholders loan) which indirectly held the entire issued share capital of the De-Consolidated Subsidiaries.

The disposal in effect casted away the Prosten (BVI) Limited, its subsidiaries and the De-Consolidated Subsidiaries from the Group. Therefore, no further efforts is required to be spent on negotiation or other actions to be taken in connection with the loss of control over the De-Consolidated Subsidiaries.

The Internal Control Review

The Company also engaged an internal control reviewer to conduct an internal control review for the Group (the “IC Review”) which covers four major areas, namely, (i) corporate internal control; (ii) financial reporting and disclosure internal control; (iii) internal control over business processes; and (iv) operational manual.

有關取消綜合入賬事宜之最新資料

經參考本公司截至二零一六年三月三十一日止年度之年度報告（「二零一六年年報」），董事認為本集團無法管理取消綜合入賬附屬公司，並失去對取消綜合入賬附屬公司之控制權。因此，自二零一六年一月一日起，本集團已將取消綜合入賬附屬公司終止於其截至二零一六年三月三十一日止財政年度之財務報表內綜合入賬（「取消綜合入賬」）。

本公司已與有關方進行磋商，旨在解決因失去對取消綜合入賬附屬公司之控制權而產生或與此相關之事宜。儘管如此，在此方面仍未得出任何結論。於二零一七年六月二日（交易時段後），本公司訂立出售協議，以出售 Prosten (BVI) Limited 的全部已發行股本（連同相關股東貸款），Prosten (BVI) Limited 間接持有取消綜合入賬附屬公司之全部已發行股本。

出售實際上把 Prosten (BVI) Limited、其附屬公司及取消綜合入賬附屬公司摒除在本集團之外。故此，毋須就失去對取消綜合入賬附屬公司之控制權進一步進行磋商或採取其他行動。

內部監控審閱

本公司亦聘請一家內部監控審閱顧問，以對本集團進行內部監控審閱（「內部監控審閱」），涵蓋四大範疇，即(i)企業內部控制；(ii)財務報告與內部控制披露；(iii)業務流程之內部控制；及(iv)營運手冊。

The first stage of the IC Review was completed. Findings and recommendations under the IC Review were presented to the Board and the Group is implementing the recommendations if thought fit. As at the date of this report, the Company expects to take approximately 3 more months to implement the aforesaid recommendations and the follow up review on such implementation will be conducted thereafter. The Company will keep the shareholders of the Company and potential investors of the Company informed in this regard as and when appropriate.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2017, none of the Directors and chief executive of the Company had an interest or short position in the shares or underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") that was notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules or the code of conduct regarding securities transactions by Directors adopted by the Company.

Share Options

The Company adopts and administers a share option scheme which is currently in force and effect for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The Company's original share option scheme was approved by the Shareholders on 7 March 2000, and was terminated and replaced by a share option scheme approved by the Shareholders on 9 April 2002, which in turn was terminated and replaced by a new share option scheme approved by the Shareholders on 5 August 2011 (the "2011 Scheme").

內部監控審閱第一階段已告完成。內部監控審閱之結果及建議已呈交董事會，本集團正酌情實施有關建議。於本報告日期，本公司預計另需約三個月實施上述建議，而有關實施情況之跟進審閱將於其後進行。本公司將適時就此通知本公司股東及本公司潛在投資者。

董事及主要行政人員於股份及相關股份之權益及淡倉

於二零一七年十二月三十一日，本公司董事及主要行政人員於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）之股份或相關股份中概無擁有根據證券及期貨條例第XV部第7及第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相關條文彼等被當作或視為擁有之權益或淡倉），或須記錄於本公司根據證券及期貨條例第352條須備存之登記冊內之權益或淡倉，或根據創業板上市規則第5.46條或根據本公司所採納有關董事進行證券交易之行為守則須知會本公司及聯交所之權益或淡倉。

購股權

本公司採納及管理一項目前有效及具效力之購股權計劃，旨在鼓勵及獎勵對本集團之成功經營作出貢獻之合資格參與者。股東於二零零零年三月七日批准之本公司原有購股權計劃已終止，並被股東於二零零二年四月九日批准之一項購股權計劃取代，而該計劃已終止及被股東於二零一一年八月五日批准之一項新購股權計劃（「二零一一年計劃」）取代。

A summary of the share option scheme is set out below:

購股權計劃之概要載列如下：

2011 Scheme

At the annual general meeting of the Company held on 5 August 2011 (the “2011 AGM”), an ordinary resolution was passed by the Shareholders to approve and adopt the 2011 Scheme.

The 2011 Scheme became effective for a period of 10 years commencing on 10 August 2011. Eligible participants of the 2011 Scheme include all Directors and employees of the Group, suppliers, customers, consultants who provided services to the Group, shareholders of the subsidiaries of the Group and joint venture partners. Under the 2011 Scheme, the Directors may, at their sole discretion, grant to any eligible participants options to subscribe for ordinary shares of the Company at the highest of (i) the closing price of shares of the Company on GEM as stated in the Stock Exchange’s daily quotation sheet on the date of the offer of grant; (ii) the average closing price of the shares of the Company on GEM as stated in the Stock Exchange’s daily quotation sheets for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the Company’s share. The offer of a grant of options may be accepted within 21 days from the date of the offer. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option. The exercise period of the options granted is determinable by the Directors, which commences after the date of offer with a certain vesting period and ends in any event not later than 10 years from the respective date when the share options are granted, subject to the provisions for early termination thereof.

An ordinary resolution was passed at the annual general meeting of the Company on 28 September 2016 (the “2016 AGM”) to refresh the scheme mandate limit of the 2011 Scheme. The total number of shares of the Company which may be allotted and issued upon exercise of all options to be granted under the 2011 Scheme is an amount equivalent to 10% of the shares of the Company in issue as at the date of the 2016 AGM.

二零一一年計劃

在本公司於二零一一年八月五日舉行之股東週年大會（「二零一一年股東週年大會」）上，股東通過一項普通決議案，批准及採納二零一一年計劃。

二零一一年計劃自二零一一年八月十日開始生效，為期十年。二零一一年計劃之合資格參與者包括本集團所有董事及僱員、供應商、客戶、為本集團提供服務之顧問、本集團附屬公司之股東及合營企業夥伴。根據二零一一年計劃，董事可全權酌情決定向任何合資格參與者授出購股權，以按(i)於要約授出日期聯交所每日報價表上所列本公司股份在創業板之收市價；(ii)緊接要約授出日期前五個交易日聯交所每日報價表上所列本公司股份在創業板之平均收市價；及(iii)本公司股份面值（以最高者為準）認購本公司之普通股。接納授出購股權要約之期限為要約日期起計21日內。接納授出購股權時須支付象徵式代價1港元。所授出購股權之行使期限由董事釐定，於要約日期後開始，附有若干歸屬期，及在任何情況下最遲須於授出購股權之各相關日期起計十年屆滿，惟須受提前終止之條文所規限。

本公司於二零一六年九月二十八日舉行之股東週年大會（「二零一六年股東週年大會」）上通過一項普通決議案，以更新二零一一年計劃之計劃授權限額。於行使根據二零一一年計劃將授出之所有購股權時可配發及發行之本公司股份總數，其數目相等於於二零一六年股東週年大會舉行日期之本公司已發行股份之10%。

The maximum number of shares to be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the 2011 Scheme and any other share option schemes of the Group must not in aggregate exceed 30% of the relevant class of shares of the Company in issue from time to time.

The number of shares in respect of which options may be granted to any individual in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Shareholders. Options granted to substantial shareholders or independent non-executive Directors in excess of 0.1% of the Company's share capital and with an aggregate value in excess of HK\$5 million must be approved in advance by the Shareholders. The 2011 Scheme does not provide for any minimum period for holding of options or any performance target before exercise of options.

The following Director was granted share options under the 2011 Scheme to subscribe for shares of the Company, details of which are as follows:

於行使根據二零一一年計劃及本集團之任何其他購股權計劃所授出及仍未行使之所有尚未獲行使之購股權時將予配發及發行之股份最高數目，合共不得超過不時已發行之本公司有關類別股份之30%。

於任何十二個月期間可授予任何個人之購股權所涉之股份數目，在未獲股東事先批准前，不得超逾本公司於任何時間已發行股份之1%。授予主要股東或獨立非執行董事之購股權倘超逾本公司股本之0.1%及總價值逾5,000,000港元，必須事先獲股東批准。二零一一年計劃並無規定任何持有購股權之最短期限或行使購股權前之任何表現目標。

以下董事根據二零一一年計劃獲授購股權以認購本公司股份，詳情如下：

Name or category of participant 參與者 名稱或類別	Number of shares to be subscribed for by outstanding options*** 尚未行使購股權可認購之股份數目***				At 31 December 2017 於二零一七年十二月三十一日	At Date of share options granted* 購股權 授出日期*	Exercise period of share options granted 授出購股權 之行使期限	Exercise price of share options granted** 授出購股權 之行使價** HK\$ per share 港元 (每股)
	1 April 2017 於二零一七年 四月一日	Transferred during the period 期內轉撥	Exercised during the period 期內行使	Lapsed during the period 期內失效				
Employees of the Group 本集團之僱員								
In aggregate 合計	2,700,000	—	(2,700,000)	—	—	5 December 2013 二零一三年 十二月五日	5 December 2013 to 20 June 2017 二零一三年 十二月五日至 二零一七年 六月二十日	0.165
	2,700,000	—	(2,700,000)	—	—			

- * The time of acceptance of the share options was within 21 days from the options offer date. The share options granted are subject to certain vesting period and vary for each category of participant as specified under the respective share option schemes.
- ** The exercise price of the share options is subject to some adjustments in the case of rights or bonus issues, or other similar changes in the Company's share capital.

- * 購股權之接納時間為自購股權要約日期起計21日內。根據各購股權計劃之規定，所授出之購股權因應不同參與者類別而受若干歸屬期所限制。
- ** 購股權之行使價在供股或紅股發行，或本公司股本發生其他類似變動時可予調整。

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 31 December 2017, shareholders (other than the Directors or chief executive of the Company) who had interests or short positions 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 which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Long positions in the ordinary shares or underlying shares of the Company

Name of shareholder 股東名稱	Notes 附註	Capacity and nature of interest 身份及權益性質	Number of ordinary shares or underlying shares 普通股或相關股份數目	Percentage of the Company's issued share capital 佔本公司已發行股本百分比 Note (2) 附註(2)
Brilliant Chapter Limited	(1)	Beneficially owned 實益擁有	757,506,294	62.55%
Mr. Zhang Chun Hua 張春華先生	(1)	Interest of a controlled corporation 一間受控制公司之權益	757,506,294	62.55%
Mr. Pei Chuang 裴創先生		Beneficially owned 實益擁有	70,000,000	5.78%

主要股東之權益及淡倉

於二零一七年十二月三十一日，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及第3分部之條文須向本公司披露，或須記錄於本公司根據證券及期貨條例第336條須備存之登記冊之權益或淡倉之股東（本公司董事或主要行政人員除外）如下：

於本公司普通股或相關股份之好倉

Notes:

- (1) Brilliant Chapter Limited is a limited liability company incorporated in the Republic of Seychelles and its issued share capital is beneficially owned as to 80% by Mr. Zhang Chun Hua and as to 20% by Source Mega Limited, a company incorporated in the Republic of Seychelles (as a nominee of Ms. Zhang Chun Ping). Mr. Zhang Chun Hua is the brother of Ms. Zhang Chun Ping.
- (2) Based on 1,210,963,725 shares of the Company in issue as at 31 December 2017.

Save as disclosed above, as at 31 December 2017, the Company has not been notified by any persons (other than the Directors or chief executive of the Company) who had interests or short positions 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 which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

CHANGE OF CONTROLLING SHAREHOLDER AND UNCONDITIONAL MANDATORY CASH OFFER

The Company was informed that on 28 November 2017, Brilliant Chapter Limited (the "Offeror"), a limited liability company incorporated in the Republic of Seychelles, acquired an aggregate of 757,506,294 shares in the Company at a price of HK\$0.28 per share, representing approximately 62.55% of the total issued share capital of the Company. Upon such acquisition, the Offeror became the controlling shareholder of the Company.

Pursuant to Rule 26.1 of the Takeovers Code, Eternal Pearl Securities Limited has made an unconditional mandatory cash offer for and on behalf of the Offeror to acquire all the shares of the Company in issue, other than those already owned by the Offeror or parties acting in concert with it at a price of HK\$0.28 per share (the "Offer").

附註：

- (1) Brilliant Chapter Limited 為一間於塞席爾共和國註冊成立的有限公司，其已發行股本由張春華先生及 Source Mega Limited（一間於塞席爾共和國註冊成立之公司，為張春萍女士之代名人）分別實益擁有 80% 及 20%。張春華先生為張春萍女士之胞兄。
- (2) 根據於二零一七年十二月三十一日已發行之 1,210,963,725 股本公司股份計算。

除上文披露者外，於二零一七年十二月三十一日，本公司並無獲任何人士（董事或本公司主要行政人員除外）知會彼等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 及第 3 分部之條文須向本公司披露的權益或淡倉，或須記錄於本公司根據證券及期貨條例第 336 條須備存之登記冊內之權益或淡倉。

控股股東變動及無條件強制性現金收購建議

本公司獲告知，於二零一七年十一月二十八日，於塞席爾共和國註冊成立之有限公司 Brilliant Chapter Limited（「收購方」）以每股股份 0.28 港元之價格合共收購本公司 757,506,294 股股份，佔本公司全部已發行股本約 62.55%。於有關收購後，收購方成為本公司控股股東。

根據收購守則第 26.1 條，恒明珠證券有限公司已為及代表收購方作出無條件強制性現金收購建議，以每股股份 0.28 港元之價格收購本公司所有已發行股份，收購方或與其一致行動人士已擁有者則除外（「收購建議」）。

The Offer was closed at 4:00 p.m. on Friday, 2 February 2018. The Offeror had received valid acceptances in respect of a total of 64,813,000 shares under the Offer, representing approximately 5.35% of the total number of shares in issue as at 2 February 2018. Details of the above are set out in the composite document of the Company and the Offeror dated 12 January 2018 and the joint announcements of the Company and the Offeror dated 1 December 2017 and 2 February 2018.

COMPETING INTERESTS

None of the Directors or the controlling shareholders of the Company or their respective associates (as defined under the GEM Listing Rules) have any interests in a business which competes or may compete with the business of the Group, or has any other conflict of interest with the Group during the period under review.

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

During the nine months ended 31 December 2017, the Company has issued and allotted 2,700,000 new shares at par value of HK\$0.1 per share, as a result of exercise of share options by the share option holders of the Company.

Save as disclosed above, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors 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. In response to specific enquiry made by the Company, each of the Directors gave confirmation that he complied with the required standard of dealings and the code of conduct regarding securities transactions by the Directors throughout the nine months ended 31 December 2017.

收購建議已於二零一八年二月二日（星期五）下午四時正截止。收購方已接獲有關收購建議項下合共64,813,000股股份（佔於二零一八年二月二日已發行股份總數約5.35%）之有效接納。有關上述之詳情載於本公司與收購方日期為二零一八年一月十二日之綜合文件及本公司與收購方日期為二零一七年十二月一日及二零一八年二月二日之聯合公告內。

競爭權益

於回顧期內，各董事或本公司之控股股東或彼等各自之聯繫人（定義見創業板上市規則）於與本集團業務構成競爭或可能構成競爭或與本集團有任何其他利益衝突之業務中，概無擁有任何權益。

購買、贖回或出售本公司之上市證券

於截至二零一七年十二月三十一日止九個月內，本公司因行使本公司的購股權持有人購股權發行及配發了2,700,000股每股面值為0.1港元的新股份。

除上文披露者外，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

董事進行之證券交易

本公司已採納一套有關董事進行證券交易之行為守則，其條款之嚴格程度不遜於創業板上市規則第5.48條至5.67條所載之交易必守標準。經本公司作出特定查詢後，各董事均確認，其於截至二零一七年十二月三十一日止九個月整段期間，一直遵守交易必守標準及董事進行證券交易之行為守則。

CORPORATE GOVERNANCE CODE

Save as the deviation disclosed below, the Company has complied with all the code provisions set out in the Corporate Governance Code (the “CG Code”) as contained in Appendix 15 to the GEM Listing Rules throughout the period under review.

With respect to the deviation, the CG Code provision A.2.1 provides that the roles of the chairman and chief executive officer (“CEO”) should be separated and should not be performed by the same individual. The division of responsibilities between the chairman and CEO should be clearly established and set out in writing.

During the period under review, the Company has not appointed a CEO and the Chairman, Mr. Xu Zhigang, assumed the post of acting CEO. The Board considers that the current arrangement is adequate in view of the size and complexity of the Group’s operations. The Board will, nonetheless, review the business growth of the Group and locate suitable candidate to fill the vacancy of the CEO when considered essential and will continue setting out a clear division of responsibilities at the board level and the day-to-day management team to ensure a proper balance of power and authority within the Company.

AUDIT COMMITTEE

The Company established the Audit Committee on 7 March 2000 and has formulated and from time to time amended its written terms of reference in accordance with the provisions set out in the CG Code. The primary duties of the Audit Committee include review and supervision of the Group’s financial reporting system, risk management and internal control procedures, review of the Group’s financial information and review of the Group’s relationship with its auditors.

As at the date of this report, the Audit Committee comprised three independent non- executive Directors, namely Mr. Poon Yan Wai (Chairman of the Audit Committee), Mr. Xu Xiaoping and Mr. Lam Kwok Cheong and one non-executive Director, namely Mr. Chen Weixi.

The Audit Committee has reviewed this report and has provided advice and comments thereon.

企業管治守則

除以下披露之偏離外，於回顧期內，本公司一直遵守創業板上市規則附錄十五所載之企業管治守則（「企業管治守則」）之所有守則條文。

就偏離事項而言，企業管治守則條文第A.2.1條規定主席與首席執行官（「首席執行官」）之角色應有區分，且不應由同一人兼任。主席與首席執行官分別承擔之職責須清楚界定並以書面列明。

於回顧期內，本公司並無委任首席執行官，主席徐志剛先生擔任署理首席執行官之職責。考慮到本集團業務之規模及複雜性，董事會認為現時之安排屬充足。然而，董事會將檢討本集團之業務增長，於必要時物色合適人選填補首席執行官之空缺，並將繼續確立董事會層面及日常管理團隊之明確職責劃分，確保本公司內部權力與職權之適當平衡。

審核委員會

本公司已於二零零零年三月七日成立審核委員會，並已根據企業管治守則之條文制訂及不時修訂其書面職權範圍。審核委員會之主要職責包括審閱及監察本集團之財務申報制度、風險管理及內部監控程序、審閱本集團之財務資料及檢討本集團與其核數師之關係。

於本報告日期，審核委員會由三名獨立非執行董事潘仁偉先生（審核委員會主席）、徐小平先生及林國昌先生以及一名非執行董事陳煒熙先生組成。

審核委員會已審閱本報告，並就此提供意見及評論。

REMUNERATION COMMITTEE

In accordance with the CG Code, the Company established the remuneration committee ("Remuneration Committee") on 17 June 2005 with written terms of reference. The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Company's policy and structure for remuneration of all Directors and senior management and reviewing the specific remuneration packages of all executive Directors and senior management by reference to corporate goals and objectives resolved by the Board from time to time.

The Remuneration Committee comprises two independent non-executive Directors, namely Mr. Xu Xiaoping (Chairman of the Remuneration Committee) and Mr. Lam Kwok Cheong, and one executive Director, namely Mr. Xu Zhigang.

NOMINATION COMMITTEE

In accordance with the CG Code, the Company established the nomination committee ("Nomination Committee") on 29 March 2012 with written terms of reference. The principal responsibilities of the Nomination Committee include formulating nomination policy and making recommendations to the Board on nomination and appointment of Directors and Board succession, developing selection procedures for nomination of candidates, reviewing the size, structure and composition of the Board, as well as assessing the independence of independent non-executive Directors.

The Nomination Committee comprises one executive Director, namely Mr. Xu Zhigang (Chairman of the Nomination Committee) and two independent non-executive Directors, namely Mr. Xu Xiaoping and Mr. Lam Kwok Cheong.

By Order of the Board

Prosten Health Holdings Limited

Xu Zhigang

Chairman

Hong Kong, 9 February 2018

薪酬委員會

根據企業管治守則，本公司已於二零零五年六月十七日成立薪酬委員會（「薪酬委員會」），並制定其書面職權範圍。薪酬委員會之主要職責包括就本公司所有董事及高級管理層之薪酬政策及架構向董事會提供建議，以及經參考董事會不時議決之企業目標及目的後，審閱所有執行董事及高級管理層之特定薪酬待遇。

薪酬委員會由兩名獨立非執行董事徐小平先生（薪酬委員會主席）及林國昌先生，以及一名執行董事徐志剛先生組成。

提名委員會

根據企業管治守則，本公司已於二零一二年三月二十九日成立提名委員會（「提名委員會」），並制定其書面職權範圍。提名委員會之主要職責為制定提名政策，以及就董事之提名及委任和董事會接任之安排向董事會提出建議、制訂提名候選人的遴選程序、檢討董事會之規模、架構及組成，以及評估獨立非執行董事之獨立性。

提名委員會由一名執行董事徐志剛先生（提名委員會主席）及兩名獨立非執行董事徐小平先生及林國昌先生組成。

承董事會命

長達健康控股有限公司

主席

徐志剛

香港，二零一八年二月九日

The logo for Prosten, featuring the word "PROSTEN" in white capital letters inside a dark blue rounded rectangle.

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