

L & A INTERNATIONAL HOLDINGS LIMITED

樂亞國際控股有限公司

(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 : 8195

Interim Report
中期報告

2018

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors (the “Directors”) of L & A International 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 Stock 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」）GEM的特色

GEM乃為較其他於聯交所上市的公司帶有較高投資風險的中小型公司提供一個上市市場。有意投資者應了解投資於該等公司的潛在風險，並應經過審慎周詳考慮後方作出投資決定。

由於**GEM**上市公司一般為中小型公司，於**GEM**買賣的證券可能會較於聯交所主板買賣的證券承受較大的市場波動風險，同時無法保證於**GEM**買賣的證券會有高流通量的市場。

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本報告遵照聯交所**GEM**證券上市規則（「**GEM**上市規則」）的規定提供有關樂亞國際控股有限公司（「本公司」）的資料。本公司各董事（「董事」）共同及個別對本報告承擔全部責任。董事於作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均屬準確及完整，且並無誤導或欺詐成分，亦無遺漏任何其他事項，致使本報告內任何聲明或本報告有所誤導。

Corporate Information

公司資料

REGISTERED OFFICE IN THE CAYMAN ISLANDS

Maples Corporate Services Limited
P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit No. D, 5th Floor
Wing Hong Centre
No. 18 Wing Hong Street
Kowloon, Hong Kong

EXECUTIVE DIRECTOR

Mr. Ng Ka Ho (*Chairman*)
Mr. Lau Chun Kavan
(*appointed on 16 May 2018*)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ma Chi Ming
Mr. Li Kin Ping
Ms. Guo Yan Xia

AUDIT COMMITTEE

Mr. Li Kin Ping (*Chairman*)
Mr. Ma Chi Ming
Ms. Guo Yan Xia

REMUNERATION COMMITTEE

Mr. Li Kin Ping (*Chairman*)
Mr. Ng Ka Ho
Ms. Guo Yan Xia

NOMINATION COMMITTEE

Mr. Li Kin Ping (*Chairman*)
Mr. Ng Ka Ho
Ms. Guo Yan Xia

AUTHORISED REPRESENTATIVES

Mr. Ng Ka Ho
Ms. Lai Wai Ha (*Company Secretary*)
of Akron Advisory Limited,
external service provider

開曼群島註冊辦事處

Maples Corporate Services Limited
P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

香港總部及主要經營地點

香港九龍
永康街18號
永康中心
5樓D室

執行董事

吳家豪先生 (*主席*)
劉俊先生
(*於二零一八年五月十六日獲委任*)

獨立非執行董事

馬志明先生
李健平先生
郭艷霞女士

審核委員會

李健平先生 (*主席*)
馬志明先生
郭艷霞女士

薪酬委員會

李健平先生 (*主席*)
吳家豪先生
郭艷霞女士

提名委員會

李健平先生 (*主席*)
吳家豪先生
郭艷霞女士

授權代表

吳家豪先生
外聘服務供應商
亞貝隆顧問有限公司的
黎惠霞女士 (*公司秘書*)

Corporate Information

公司資料

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Maples Fund Services (Cayman) Limited
P.O. Box 1093, Boundary Hall
Cricket Square
Grand Cayman, KY1-1104
Cayman Islands

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Boardroom Share Registrars (HK) Limited
Room 2103B, 21/F, 148 Electric Road
North Point
Hong Kong

PRINCIPAL BANKER

DBS Bank (Hong Kong) Limited

COMPANY SECRETARY

Ms. Lai Wai Ha
of Akron Advisory Limited,
external service provider

AUDITORS

Elite Partners CPA Limited
Certified Public Accountants

COMPANY'S WEBSITE

www.lna.com.hk

STOCK CODE

8195

開曼群島主要股份過戶登記處

Maples Fund Services (Cayman) Limited
P.O. Box 1093, Boundary Hall
Cricket Square
Grand Cayman, KY1-1104
Cayman Islands

香港股份過戶登記分處

寶德隆證券登記有限公司
香港
北角
電氣道148號21樓2103B室

主要往來銀行

星展銀行(香港)有限公司

公司秘書

外聘服務供應商
亞貝隆顧問有限公司的
黎惠霞女士

核數師

開元信德會計師事務所有限公司
執業會計師

公司網站

www.lna.com.hk

股份代號

8195

Interim Results

中期業績

The board of Directors (the "Board") is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the "Group") for the three months and six months ended 30 September 2018 (the "Interim Financial Statements") together with the unaudited comparative figures for the corresponding period in 2017 as follows:

董事會（「董事會」）欣然提呈本公司及其附屬公司（統稱「本集團」）截至二零一八年九月三十日止三個月及六個月的未經審核簡明綜合業績（「中期財務報表」），連同二零一七年同期未經審核比較數字如下：

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income 簡明綜合損益及其他全面收益表

		NOTES 附註	For the three months ended 30 September 截至九月三十日止三個月		For the six months ended 30 September 截至九月三十日止六個月	
			2018 二零一八年 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)	2018 二零一八年 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)
Revenue	收益	7	22,217	6,458	36,924	10,902
Cost of sales	銷售成本		(19,925)	(3,389)	(32,441)	(6,401)
Gross profit	毛利		2,292	3,069	4,483	4,501
Other income	其他收入		208	72	539	72
Fair value change on financial assets through profit or loss	計入損益的金融資產的 公平值變動		2,279	3,755	1,316	3,755
Other gains and losses, net	其他收益及虧損淨額	8	(1,903)	(269,339)	(4,276)	(268,878)
Selling and distribution expenses	銷售及分銷開支		(1,303)	(426)	(1,720)	(1,542)
Administrative and other expenses	行政及其他開支		(8,239)	(5,327)	(13,560)	(11,819)
Gain on disposal of subsidiaries	出售附屬公司的收益		8,247	29,536	8,247	29,536
Share of result of an associate	應佔一家聯營公司的業績		-	(6,501)	-	(10,803)
Finance costs	財務成本	9	-	(370)	-	(591)
Profit (loss) before taxation	除稅前溢利(虧損)		1,581	(245,531)	(4,971)	(255,769)
Income tax credit (expense)	所得稅抵免(開支)	10	162	(223)	380	(464)

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

		NOTES 附註	For the three months ended 30 September 截至九月三十日止三個月		For the six months ended 30 September 截至九月三十日止六個月	
			2018 二零一八年 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)	2018 二零一八年 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)
Profit (loss) for the period	期內溢利(虧損)	11	1,743	(245,754)	(4,591)	(256,233)
Other comprehensive income (expense) for the period: <i>Item that may be reclassified subsequently to profit or loss:</i>	期內其他全面收入(開支): <i>其後可能重新分類至損益的項目:</i>					
Exchange differences on translation of foreign operations	換算海外業務產生的匯兌差額		111	377	(209)	836
Release of translation reserve upon disposal of subsidiaries	出售附屬公司時撥回匯兌儲備		1,149	-	1,149	-
Total comprehensive income (expense) for the period	期內全面收入(開支)總額		1,260	377	940	836
Profit (loss) for the period attributable to: Owners of the Company Non-controlling interests	以下人士應佔期內溢利(虧損): 本公司擁有人 非控股權益		2,196 (453)	(245,438) (316)	(3,755) (836)	(255,579) (654)
Total comprehensive income (expense) for the period attributable to: Owners of the Company Non-controlling interests	以下人士應佔期內全面收入(開支)總額: 本公司擁有人 非控股權益		2,100 903	(245,047) (330)	(4,118) 467	(254,718) (679)
Earnings (loss) per share Basic and diluted (HK cents)	每股盈利(虧損) 基本及攤薄(港仙)	13	0.17	(19.17)	(0.29)	(19.97)

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

			At 30 September 2018 於二零一八年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2018 於二零一八年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
	NOTES 附註			
NON-CURRENT ASSETS		非流動資產		
Property, plant and equipment	14	物業、廠房及設備	1,538	164
Investment property	14	投資物業	-	30,300
Goodwill		商譽	219	219
Intangible assets		無形資產	381	4,578
Financial asset at fair value through other comprehensive income		按公平值計入其他全面收入的金融資產	27,612	-
Available for sale investment		可供出售投資	-	21,924
Loan receivables	15	應收貸款	189	-
Deferred tax assets		遞延稅項資產	7	7
			29,946	57,192
CURRENT ASSETS		流動資產		
Inventories		存貨	13,067	4,570
Loan receivables	15	應收貸款	53,246	41,899
Trade receivables	16	貿易應收款項	3,474	14,984
Prepayments, deposits and other receivables		預付款項、按金及其他應收款項	4,048	5,509
Financial assets at fair value through profit or loss		按公平值計入損益的金融資產	6,853	10,698
Bank balances and cash		銀行結餘及現金	38,824	16,097
			119,512	93,757
CURRENT LIABILITIES		流動負債		
Trade payables	17	貿易應付款項	1,882	2,266
Others payables and accrued expenses		其他應付款項及應計開支	7,347	9,530
Tax payables		應付稅項	923	836
			10,152	12,632

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

		At 30 September 2018 於二零一八年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2018 於二零一八年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
NET CURRENT ASSETS	流動資產淨值	109,360	81,125
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債	139,306	138,317
NON-CURRENT LIABILITY Deferred tax liabilities	非流動負債 遞延稅項負債	77	1,125
NET ASSETS	資產淨值	139,229	137,192
CAPITAL AND RESERVES Share capital Reserves	資本及儲備 股本 儲備	18 51,200 88,192	51,200 86,622
Equity attributable to owners of the Company	本公司擁有人應佔權益	139,392	137,822
Non-controlling interests	非控股權益	(163)	(630)
		139,229	137,192

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

Attributable to owners of the Company
本公司擁有人應佔

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元 (Note II) (附註(ii))	Share options 購股權儲備 HK\$'000 千港元	Investment revaluation reserve 投資重估儲備 HK\$'000 千港元	Translation reserve 匯兌儲備 HK\$'000 千港元	Special reserve 特別儲備 HK\$'000 千港元 (Note II) (附註(ii))	Other reserve 其他儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Non- controlling interests 非控股權益 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
At 1 April 2017 (audited)	於二零一七年 四月一日(經審核)	51,200	618,133	4,224	-	1,535	28,431	4,327	(300,491)	407,359	1,350	408,709
Loss for the period	期內虧損	-	-	-	-	-	-	-	(255,579)	(255,579)	(654)	(256,233)
Exchange differences arising on the translation of foreign operations	換算海外業務產生的匯兌差額	-	-	-	-	861	-	-	-	861	(29)	836
Total comprehensive income (expense) for the period	期內全面收入(開支)總額	-	-	-	-	861	-	-	(255,579)	(254,718)	(679)	(255,397)
Disposal of a subsidiary	出售一家附屬公司	-	-	-	-	(4,117)	-	-	-	(4,117)	-	(4,117)
At 30 September 2017 (unaudited)	於二零一七年九月三十日 (未經審核)	51,200	618,133	4,224	-	(1,721)	28,431	4,327	(556,070)	148,524	671	149,195
At 31 March 2018 (audited)	於二零一八年三月三十一日 (經審核)	51,200	618,133	-	-	1,169	28,431	4,327	(565,438)	137,822	(630)	137,192
Transition adjustments on the initial application of HKFRS 9 (Note 4)	首次應用香港財務報告準則第9條的過渡性調整(附註4)	-	-	-	5,688	-	-	-	-	5,688	-	5,688
Adjusted as at 1 April 2018	於二零一八年四月一日經調整	51,200	618,133	-	5,688	1,169	28,431	4,327	(565,438)	143,510	(630)	142,880
Loss for the period	期內虧損	-	-	-	-	-	-	-	(3,755)	(3,755)	(836)	(4,591)
Exchange differences arising on the translation of foreign operations	換算海外業務產生的匯兌差額	-	-	-	-	(303)	-	-	-	(303)	94	(209)
Release of translation reserve upon disposal of subsidiaries	出售附屬公司時撥回匯兌儲備	-	-	-	-	(60)	-	-	-	(60)	1,209	1,149
Total comprehensive expense for the period	期內全面開支總額	-	-	-	-	(363)	-	-	(3,755)	(4,118)	467	(3,651)
At 30 September 2018 (unaudited)	於二零一八年九月三十日 (未經審核)	51,200	618,133	-	5,688	806	28,431	4,327	(569,193)	139,392	(163)	139,229

Notes:

附註：

- (i) Special reserve represented the difference between the nominal amount of the share capital and share premium issued by L & A Interholdings Inc. and the nominal amount of the share capital issued by the Company pursuant to the group reorganisation.
- (i) 特別儲備指L & A Interholdings Inc.所發行股本的面值及股份溢價與本公司根據集團重組所發行股本面值之間的差額。
- (ii) Other reserve arose from the waiver of loan from a shareholder of the Company in previous years.
- (ii) 其他儲備產生自本公司一名股東於過往年度免除貸款還款。

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended
30 September

截至九月三十日止六個月

2018	2017
二零一八年	二零一七年
HK\$'000	HK\$'000
千港元	千港元
(unaudited)	(unaudited)
(未經審核)	(未經審核)

NET CASH USED IN OPERATING ACTIVITIES	經營活動所用現金淨額	(11,501)	(32,215)
INVESTING ACTIVITIES	投資活動		
Net proceeds from disposal of subsidiaries	出售附屬公司的所得款項淨額	35,837	40,375
Purchase of property, plant and equipment	購買物業、廠房及設備	(1,497)	(326)
Interest received	已收利息	13	1
NET CASH FROM INVESTING ACTIVITIES	投資活動所得現金淨額	34,353	40,050
FINANCING ACTIVITIES	融資活動		
New bank and other borrowings raised	新造銀行及其他借貸	-	24,800
Repayment of bank and other borrowings	償還銀行及其他借貸	-	(23,606)
Interest paid	已付利息	-	(579)
Advance from directors	董事墊款	84	17,000
Repayment to directors	向董事還款	-	(17,028)
Advance from shareholder	股東墊款	-	10,000
Repayment to shareholder	向股東還款	-	(6,454)

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

		For the six months ended	
		30 September	
		截至九月三十日止六個月	
		2018	2017
		二零一八年	二零一七年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
NET CASH FROM FINANCING ACTIVITIES	融資活動所得現金淨額	84	4,133
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加淨額	22,936	11,968
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	期初現金及現金等價物	16,097	3,703
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	外匯匯率變動的影響	(209)	811
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD represented by bank balances and cash	期末現金及現金等價物 呈列為銀行結餘及現金	38,824	16,482

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability. The Company's shares have been listed on the GEM of The Stock Exchange since 10 October 2014. The addresses of the registered office and the principal place of business of the Company are P.O. Box 309, Ugland House, Grand Cayman, KY1-1104 Cayman Islands and Unit No. D, 5th Floor, Wing Hong Centre, No. 18 Wing Hong Street, Kowloon, Hong Kong, respectively.

The Company is an investment holding company. The Group is principally engaged in the manufacturing, sales and retailing of garment products, money lending business and wholesaling business.

2. BASIS OF PREPARATION

The Interim Financial Statements have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules.

1. 一般資料

本公司在開曼群島註冊成立為獲豁免有限公司。本公司股份自二零一四年十月十日起於聯交所GEM上市。本公司的註冊辦事處及主要營業地點的地址分別為P.O. Box 309, Ugland House, Grand Cayman, KY1-1104 Cayman Islands及香港九龍永康街18號永康中心5樓D室。

本公司為投資控股公司。本集團主要從事製造、銷售及零售服裝產品、放債業務及批發業務。

2. 編製基準

中期財務報表已根據香港會計師公會（「香港會計師公會」）頒佈的香港會計準則（「香港會計準則」）第34號*中期財務報告*及GEM上市規則第十八章的適用披露規定編製。

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies and methods of computation used in the preparation of the Interim Financial Statements are consistent with those adopted in the annual report for the year ended 31 March 2018 (the “2018 Annual Report”), except for the adoption of the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) which are effective for the financial year begin on or after 1 April 2018. The effect of adoption of the new and revised HKFRSs on how the results and financial position for the current or prior accounting periods have been prepared or presented are set out in Note 4. 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 2018 Annual Report.

The Interim Financial Statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company.

The Interim Financial Statements have been prepared on the historical cost basis, except for certain financial instruments that are measured at fair values.

4. APPLICATION OF NEW AND REVISED HKFRSs

Except as described below, the accounting policies applied are consistent with those of the 2018 Annual Report.

A number of new or amended standards became applicable for the current reporting period and the Group had to change its accounting policies as a result of adopting HKFRS 9 “Financial Instruments”.

3. 主要會計政策

除採納於二零一八年四月一日或之後開始的財政年度生效的新訂及經修訂香港財務報告準則（「香港財務報告準則」）外，編製中期財務報表所採用的會計政策及計算方法與編製截至二零一八年三月三十一日止年度的年報（「二零一八年年報」）所採納者一致。採納新訂及經修訂香港財務報告準則，對本會計期間或過往會計期間之業績及財務狀況的編製或呈列方式之影響於附註4呈列。中期財務報表並不包含年度財務報表須載列的所有資料及披露，並應與二零一八年年報一併閱讀。

中期財務報表乃以港元（「港元」）呈列，港元亦為本公司的功能貨幣。

除若干金融工具按公平值計量外，中期財務報表已根據歷史成本基準編製。

4. 應用新訂及經修訂香港財務報告準則

除下文所述外，所應用的會計政策與二零一八年年報之會計政策一致。

若干新訂或經修訂準則適用於本報告期，而本集團因採用香港財務報告準則第9號「金融工具」而須變動其會計政策。

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

4. APPLICATION OF NEW AND REVISED HKFRSs (CONTINUED)

The impact of the adoption of the new standard and the new accounting policy are disclosed below.

The Group used modified retrospective approach while adopting HKFRS 9 without restating comparative information. The reclassifications and the adjustments are therefore not reflected in the consolidated statement of financial position as at 31 March 2018, but are recognised in the opening consolidated statement of financial position as at 1 April 2018.

The following table shows the adjustments recognised for each individual line item. Line items that were not affected by the changes have not been included. The adjustments are explained as follow:

4. 應用新訂及經修訂香港財務報告準則 (續)

採用新訂準則及新會計政策的影響披露如下。

於採納香港財務報告準則第9號時，本集團採用經修訂追溯法，故毋須重列比較資料。因此，重新分類及調整未於二零一八年三月三十一日的綜合財務狀況表中反映，但於二零一八年四月一日的期初綜合財務狀況表中確認。

下表呈列各個別項目所確認的調整情況。不受變動影響的項目並不包括在內。下述解釋調整事項：

	At 31 March 2018 as originally presented 於 二零一八年 三月三十一日 原先呈列 HK\$'000 千港元	HKFRS 9	At 1 April 2018 Restated 於 二零一八年 四月一日 經重列 HK\$'000 千港元
Consolidated statement of financial position (extract)	綜合財務狀況表 (摘要)		
Non-current assets	非流動資產		
Financial asset at fair value through other comprehensive income ("FVOCI")	按公平值計入其他全面收入的金融資產 (「按公平值計入其他全面收入的金融資產」)		
Available for sale investment	可供出售投資	-	27,612
	21,924	(21,924)	-
Equity	權益		
Investment revaluation reserve	投資重估儲備	-	5,688

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

4. APPLICATION OF NEW AND REVISED HKFRSs (CONTINUED)

There is no other material impact on the comparative consolidated statement of profit or loss and comprehensive income by adopting HKFRS 9.

(a) HKFRS 9 Financial Instruments

HKFRS 9 replaces the provisions of HKAS 39 that relates to the recognition, classification and measurement of financial assets and financial liabilities.

The adoption of HKFRS 9 from 1 April 2018 resulted in changes in accounting policies and adjustments to the amounts recognised in the financial statements. In accordance with the transitional provisions in HKFRS 9 (7.2.15) and (7.2.26), comparative figures have not been restated as the Group does not have any hedge instrument. As a result, the adjustments are not reflected in the consolidated statement of financial position as at 31 March 2018, but are recognised in the opening consolidated statement of financial position as at 1 April 2018.

(i) Classification and measurement

On 1 April 2018 (the date of initial application of HKFRS 9), the Group's management has assessed which business models apply to the financial assets held by the Group and has classified its financial instruments into the appropriate HKFRS 9 categories.

4. 應用新訂及經修訂香港財務報告準則 (續)

採納香港財務報告準則第9號對綜合損益及全面收益表的比較數字並無其他重大影響。

(a) 香港財務報告準則第9號金融工具

香港財務報告準則第9號取代香港會計準則第39號有關確認、分類及計量金融資產及金融負債的條文。

自二零一八年四月一日起採納香港財務報告準則第9號導致會計政策變動及財務報表確認金額調整。根據香港財務報告準則第9號(7.2.15)及(7.2.26)的過渡性條文，由於本集團並無任何對沖工具，故比較數字尚未重列。因此，調整沒有於二零一八年三月三十一日的綜合財務狀況表中反映，但於二零一八年四月一日的綜合財務狀況表期初金額中確認。

(i) 分類及計量

於二零一八年四月一日(首次應用香港財務報告準則第9號日期)，本集團管理層已評估哪種業務模式適用於本集團所持的金融資產，並已將其金融工具分類為於香港財務報告準則第9號適當類別。

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中期財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

4. APPLICATION OF NEW AND REVISED HKFRSs (CONTINUED)

(a) HKFRS 9 Financial Instruments (Continued)

(i) Classification and measurement (Continued)

The Group elected to present in other comprehensive income ("OCI") the changes in the fair value of all its equity investments previously classified as available for sale investment, because this investment is held as long-term strategic investment that is not expected to be sold in the short to medium term. As a result, asset with a carrying value of approximately HK\$21,924,000 was reclassified from available for sale investment to FVOCI and the accumulative fair value gains of approximately HK\$5,688,000 was recognised the investment revaluation reserve on 1 April 2018. There will be no longer any reclassification of accumulated amounts from reserves to profit or loss on the disposal of this investment. There's no impact to other income for the six months ended 30 September 2018 as there was no disposal of FVOCI in current period.

There is no impact on the Group's accounting for financial liabilities, as the new requirements only affect the accounting for financial liabilities that are designated at fair value through profit or loss and the Group does not have any such liabilities upon initial adoption.

4. 應用新訂及經修訂香港財務報告準則 (續)

(a) 香港財務報告準則第9號金融工具 (續)

(i) 分類及計量 (續)

本集團選擇在其他全面收入(「其他全面收入」)中呈列原先歸類為可供出售投資的所有股本投資的公平值變動，原因是此項投資屬持作長期策略投資，並不預期在短期到中期內出售。因此，賬面值約21,924,000港元的資產已從可供出售投資重新分類至按公平值計入其他全面收入的金融資產，而累計公平值收益約5,688,000港元於二零一八年四月一日於投資重估儲備確認。在處置此項投資時，累計金額將不再自儲備重新分類至損益賬。由於本期間並無處置按公平值計入其他全面收入的金融資產，故截至二零一八年九月三十日止六個月並無對其他收入產生影響。

由於新規定僅影響按公平值計入損益賬的金融負債的會計處理，且本集團於首次採納時並無任何該等負債，故對本集團的金融負債會計處理並不受影響。

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

4. APPLICATION OF NEW AND REVISED HKFRSs (CONTINUED)

(a) HKFRS 9 Financial Instruments (Continued)

(ii) Impairment of financial assets

The Group has the following types of financial assets that are subject to HKFRS 9's new expected credit loss model:

- loan receivables; and
- trade and other receivables.

The Group was required to revise its impairment methodology under HKFRS 9 for each of these classes of assets.

While cash and cash equivalents are also subject to the impairment requirements of HKFRS 9, no impairment loss was identified.

Loan receivables

The Group applies the HKFRS 9 to assess the lifetime expected credit losses for loan receivables when the credit risk has increased significantly. For that purpose, loan receivables have been grouped based on shared credit risk characteristics and the days past due. On that basis, no additional loss allowance was determined for loan receivables as at 1 April 2018.

4. 應用新訂及經修訂香港財務報告準則 (續)

(a) 香港財務報告準則第9號金融工具 (續)

(ii) 金融資產減值

本集團有以下金融資產須遵守香港財務報告準則第9號的新預期信貸虧損模式：

- 應收貸款；及
- 貿易及其他應收款項。

本集團須就上述各項資產類別按香港財務報告準則第9號修訂其減值方法。

縱然現金及現金等價物亦須遵守香港財務報告準則第9號的減值規定，但並無發現減值虧損。

應收貸款

當信貸風險顯著增加時，本集團採用香港財務報告準則第9號評估應收貸款的全期預期信貸虧損。應收貸款就此已按照攤佔信貸風險特點及逾期天數分類。在此基礎上，於二零一八年四月一日概無於應收貸款釐定額外虧損撥備。

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

4. APPLICATION OF NEW AND REVISED HKFRSs (CONTINUED)

(a) HKFRS 9 Financial Instruments (Continued)

(ii) Impairment of financial assets (Continued)

Loan receivables (Continued)

Loan receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a long period.

Trade and other receivables

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade and other receivables from initial recognition.

To measure the expected credit losses, trade and other receivables have been grouped based on shared credit risk characteristics and the days past due. The adoption of the simplified expected loss approach under HKFRS 9 has not resulted in any additional impairment loss for trade and other receivables as at 1 April 2018 and 30 September 2018.

Trade and other receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to make contractual payments.

4. 應用新訂及經修訂香港財務報告準則 (續)

(a) 香港財務報告準則第9號金融工具 (續)

(ii) 金融資產減值 (續)

應收貸款 (續)

應收貸款在沒有合理預期收回時予以撇銷。沒有合理預期收回的指標包括(其中包括)債務人未能對本集團作出還款計劃,以及長期未能支付合約款項。

貿易及其他應收款項

本集團採用香港財務報告準則第9號簡化方法計量預期信貸虧損,並於首次確認時就所有貿易及其他應收款項使用全期預期虧損撥備。

為計量預期信貸虧損,貿易及其他應收款項已按照攤佔信貸風險特點及逾期天數分類。根據香港財務報告準則第9號採納簡化預期虧損法並未導致於二零一八年四月一日及二零一八年九月三十日的貿易及其他應收款項產生任何額外減值虧損。

貿易及其他應收款項在沒有合理預期收回時予以撇銷。沒有合理預期收回的指標包括(其中包括)債務人未能支付合約款項。

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

4. APPLICATION OF NEW AND REVISED HKFRSs (CONTINUED)

(b) HKFRS 15 Revenue from Contracts with Customers

HKFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The majority of the Group's revenue are sales of garment and other products to the customers and interest income generated from loan receivables. The Directors reviewed and assessed the new recognition requirements of the revenue, the application of HKFRS 15 had no material impact on the Interim Financial Statements.

4. 應用新訂及經修訂香港財務報告準則 (續)

(b) 香港財務報告準則第15號客戶合約收益

香港財務報告準則第15號建立一個新的五步模式，將來自客戶合約的收益列賬。根據香港財務報告準則第15號，收益所確認的金額乃反映實體預期向客戶轉讓貨物或服務而作為交換所得的代價。香港財務報告準則第15號的原則為就計量及確認收益提供更為結構化的方法。該準則亦引入廣泛的定性及定量披露規定，包括分拆收益總額、關於履行責任、不同期間之合約資產及負債賬目結餘的變動以及主要判斷及估計的資料。本集團大部分收益源自向客戶銷售服裝及其他產品以及應收貸款產生的利息收入。董事審閱及評估新的收益確認規定，應用香港財務報告準則第15號對中期財務報表並無重大影響。

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中期財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

4. APPLICATION OF NEW AND REVISED HKFRSs (CONTINUED)

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Group has commenced assessment on the impact of these new HKFRSs but is not yet in a position to conclude whether these new HKFRSs will have a material impact on its results of operation and financial position.

5. ESTIMATES

The preparation of Interim Financial Statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing the Interim Financial Statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the 2018 Annual Report.

4. 應用新訂及經修訂香港財務報告準則 (續)

本集團並未採用已頒佈但尚未生效的新訂香港財務報告準則。本集團已就此等新訂香港財務報告準則的影響展開評估工作，惟現階段未能總結此等新訂香港財務報告準則會否對其經營業績及財務狀況構成重大影響。

5. 估計

編製中期財務報表時，管理層須作出判斷、估計及假設，有關判斷、估計及假設會影響會計政策的應用以及資產與負債、收入與開支的呈報金額。實際結果可能有別於該等估計。

在編製中期財務報表時，管理層應用本集團會計政策時作出的重大判斷及估計不明朗因素的主要來源與二零一八年年報所應用者相同。

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

6. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

Some of the Group's financial assets are measured at fair values at the end of each reporting period for recurring measurement. The following table gives information about how the fair values are determined (in particular, the valuation techniques and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

6. 金融工具之公平值計量

就經常性計量而言，本集團若干金融資產於各報告期末時按公平值計量。下表提供有關如何釐定公平值（尤其是估值技術及使用的輸入數據），及按公平值計量所用輸入數據可觀察度，將公平值計量分類為第一至三級別之公平值等級架構。

			Fair value as at 於下列日期之公平值		
			30 September 2018 二零一八年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2018 二零一八年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)	
			Valuation techniques and key inputs 估值技術及 主要輸入數據		
Financial assets	金融資產	Fair value hierarchy 公平值 等級架構			
Equity securities listed in Hong Kong classified as financial assets at fair value through profit or loss ("FVTPL")	於香港上市之股本證券分類 為按公平值計入 損益（「按公平值 計入損益」）的 金融資產	Level 1 第一級	Quoted bid prices in an active market 於活躍市場中的 買入價	6,853	10,698
Unlisted equity securities classified as FVOCI	分類為按公平值計入其他 全面收入的非上市 股本證券	Level 3 第三級	Income-based approach 收入法 Weighted average cost of capital at 14.54% 按14.54%的資本加權 平均成本	27,612	-
				34,465	10,698

There was no material movement / change in fair value for the Level 3 instruments for the six months ended 30 September 2018. There were also no gain / losses recognised for the Level 3 instruments for the six months ended 30 September 2018.

第三級工具的公平值於截至二零一八年九月三十日止六個月並無重大變動/ 變化。截至二零一八年九月三十日止六個月，第三級工具亦無確認收益/ 虧損。

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中期財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

6. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (CONTINUED)

There was no transfer among Level 1, 2 and 3 during the six months ended 30 September 2018.

The Directors consider that the carrying amounts of other non-current financial assets approximate their fair values as the impact of discounting is immaterial.

The Directors consider that the carrying amounts of other current financial assets and current financial liabilities recorded at amortised cost approximate their fair values.

7. REVENUE AND SEGMENT INFORMATION

The Group's operating segments are determined based on information reported to the chief operating decision maker of the Group (the executive Directors who are also directors of certain major operating subsidiaries of the Company), for the purpose of resource allocation and performance assessment. These Directors regularly review revenue and results analysis by (i) OEM business; (ii) retail business; (iii) money lending business; and (iv) wholesaling business. No analysis of segment assets or segment liabilities is presented as such information is not regularly provided to these Directors.

- (i) OEM business: manufacturing and sales of OEM garment products
- (ii) Retail business: retailing and wholesaling of garment products under the Group's own brand and high-end fashion brand
- (iii) Money lending business: provision of loan services
- (iv) Wholesaling business: wholesaling of baby products and seafood

6. 金融工具之公平值計量 (續)

截至二零一八年九月三十日止六個月，第一、二及三級之間概無轉移。

董事認為，由於貼現的影響甚微，故其他非流動金融資產的賬面值與其公平值相若。

董事認為，按攤銷成本記錄的其他流動金融資產及流動金融負債的賬面值與其公平值相若。

7. 收益及分部資料

本集團的營運分部乃根據向本集團主要經營決策者（執行董事，彼等亦為本公司若干主要營運附屬公司的董事）就資源分配及表現評估而呈報的資料釐定。該等董事按(i)原設備製造業務；(ii)零售業務；(iii)放債業務；及(iv)批發業務。定期審閱收益及業績分析。由於該等董事未獲定期提供分部資產或分部負債的資料，故並無呈列有關分析。

- (i) 原設備製造業務：製造及銷售原設備製造服裝產品
- (ii) 零售業務：在本集團自有品牌及高檔時裝品牌下零售及批發服裝產品
- (iii) 放債業務：提供貸款服務
- (iv) 批發業務：嬰兒用品及海鮮批發

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For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

7. REVENUE AND SEGMENT INFORMATION (CONTINUED)

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable and operating segments:

7. 收益及分部資料 (續)

分部收益及業績

本集團按可呈報及營運分部的收益及業績分析如下：

For the six months ended 30 September 2018 (unaudited)

截至二零一八年九月三十日止六個月 (未經審核)

		OEM business 原設備 製造業務 HK\$'000 千港元	Retail business 零售業務 HK\$'000 千港元	Money lending business 放債業務 HK\$'000 千港元	Wholesaling business 批發業務 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue	分部收益	26,549	793	1,143	8,439	-	36,924
Results	業績						
Segment results	分部業績	2,645	484	1,143	211	-	4,483
Unallocated corporate expenses	未分配企業開支						(15,280)
Other income/gains and losses, net	其他收入/收益及虧損淨額						(3,737)
Fair value change on FVTPL	按公平值計入損益的公平值變動						1,316
Gain on disposal of subsidiaries	出售附屬公司之收益						8,247
Finance costs	財務成本						-
Loss before taxation	除稅前虧損						(4,971)

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For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

7. REVENUE AND SEGMENT INFORMATION (CONTINUED) Segment revenue and results (Continued)

For the six months ended
30 September 2017 (unaudited)

7. 收益及分部資料 (續)

分部收益及業績 (續)

截至二零一七年九月三十日
止六個月 (未經審核)

		OEM business 原設備 製造業務 HK\$'000 千港元	Retail business 零售業務 HK\$'000 千港元	Money lending business 放債業務 HK\$'000 千港元	Segment total 分部總計 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue	收益						
External sales	對外銷售	3,064	3,011	4,827	10,902	-	10,902
Inter-segment sales*	分部間銷售*	488	-	-	488	(488)	-
Total segment revenue	總分部收益	3,552	3,011	4,827	11,390	(488)	10,902
Results	業績						
Segment results	分部業績	(1,680)	(3,869)	3,987	(1,562)	-	(1,562)
Unallocated corporate expenses	未分配企業開支						(7,298)
Other income/gains and losses, net	其他收入/收益及虧損淨額						(268,806)
Fair value change on FVTPL	按公平值計入損益的公平值變動						3,755
Gain on disposal of a subsidiary	出售一家附屬公司之收益						29,536
Share of result of an associate	分佔一家聯營公司的業績						(10,803)
Finance costs	財務成本						(591)
Loss before taxation	除稅前虧損						(255,769)

* Inter-segment revenue is charged at prevailing market rates.

* 分部間收益按現行市場價格入賬。

Segment results represent results from each segment without allocation of certain corporate expenses, other income/gains and losses, net, fair value change of FVTPL, gain on disposal of subsidiaries, share of result of an associate and finance costs. This is the measure reported to the chief operating decision maker of the Group for the purpose of resource allocation and performance assessment.

分部業績指來自各分部之業績，且並未分配若干企業開支、其他收入/收益及虧損淨額、按公平值計入損益的公平值變動、出售附屬公司的收益、分佔一家聯營公司的業績及財務成本。此乃向本集團主要經營決策者呈報以分配資源及評估表現的計量方法。

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中期財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

8. OTHER GAINS AND LOSSES, NET 8. 其他收益及虧損淨額

	For the three months ended 30 September 截至九月三十日止三個月		For the six months ended 30 September 截至九月三十日止六個月	
	2018 二零一八年 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)	2018 二零一八年 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)
Loss on disposal of FVTPL, net				
出售按公平值計入損益的虧損淨額	(1,903)	-	(4,276)	-
Net (loss) gain on disposal of property, plant and equipment	-	(13)	-	448
出售物業、廠房及設備的(虧損)收益淨額	-	(13)	-	448
Impairment loss on investment in an associate	-	(273,143)	-	(273,143)
於一家聯營公司的投資減值虧損	-	(273,143)	-	(273,143)
Investment income	-	3,817	-	3,817
投資收入	-	3,817	-	3,817
	(1,903)	(269,339)	(4,276)	(268,878)

9. FINANCE COSTS

9. 財務成本

	For the three months ended 30 September 截至九月三十日止三個月		For the six months ended 30 September 截至九月三十日止六個月	
	2018 二零一八年 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)	2018 二零一八年 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)
Interest on:				
Other borrowings	-	246	-	467
其他借貸	-	246	-	467
Amounts due to Directors	-	112	-	112
應付董事款項	-	112	-	112
Amount due to a shareholder	-	12	-	12
應付一名股東款項	-	12	-	12
	-	370	-	591

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For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

10. INCOME TAX (CREDIT) EXPENSE 10. 所得稅 (抵免) 開支

	For the three months ended 30 September 截至九月三十日止三個月		For the six months ended 30 September 截至九月三十日止六個月	
	2018 二零一八年 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)	2018 二零一八年 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)
Hong Kong Profits Tax (Note (i)) - current period	56	385	56	788
People's Republic of China ("PRC") Enterprise Income Tax ("EIT") (Note (ii)) - current period	-	-	-	-
	56	385	56	788
Deferred tax	(218)	(162)	(436)	(324)
	(162)	223	(380)	464

Notes:

(i) Hong Kong

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazette on the following day.

Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of qualifying corporations will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of corporations not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

For the six months ended 30 September 2018, Hong Kong profits tax is calculated in accordance with the two-tiered profits tax rates regime. For the six months ended 30 September 2017, Hong Kong profits tax was calculated at a flat rate of 16.5% of the estimated assessable profits.

(ii) PRC

PRC EIT is calculated based on the statutory rate of 25% of the assessable profit for those subsidiaries established in the PRC, as determined in accordance with the relevant income tax rules and regulations in the PRC.

附註：

(i) 香港

於二零一八年三月二十一日，香港立法會通過《二零一七年稅務(修訂)(第7號)條例草案》(「該條例草案」)，引入利得稅兩級制。該條例草案於二零一八年三月二十八日經簽署生效，並於翌日在憲報刊登。

根據利得稅兩級制，合資格法團將按8.25%之稅率就溢利首2百萬港元繳納稅項，並將按16.5%之稅率就超過2百萬港元的溢利繳納稅項。不符合利得稅兩級制資格的法團的溢利將繼續按16.5%的統一稅率繳納稅項。

截至二零一八年九月三十日止六個月，香港利得稅乃根據利得稅兩級制計算。截至二零一七年九月三十日止六個月，香港利得稅乃根據估計應課稅溢利按統一稅率16.5%計算。

(ii) 中國

中國企業所得稅乃按該等於中國成立的附屬公司應課稅溢利25%的法定稅率計算，有關稅率乃根據中國相關所得稅規則及法規釐定。

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11. PROFIT (LOSS) FOR THE PERIOD 11. 期內溢利(虧損)

	For the three months ended 30 September 截至九月三十日止三個月		For the six months ended 30 September 截至九月三十日止六個月	
	2018 二零一八年 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)	2018 二零一八年 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)
Profit (loss) for the period has been arrived at after charging:	期內溢利(虧損)於扣除以下各項後計算得出:			
Directors' remuneration:	董事薪酬:			
- Fees	321	305	612	646
- Retirement benefit scheme contributions	9	4	14	9
	330	309	626	655
Other staff salaries and allowances	1,806	2,063	2,619	2,893
Retirement benefit scheme contributions, excluding those of Directors	44	53	68	77
	2,180	2,425	3,313	3,625
Total employee benefits expenses				
Cost of inventories recognised as an expense	19,789	219	32,272	2,393
Depreciation of an investment property	20	13	278	32
Depreciation of property, plant and equipment	103	202	123	627
Amortisation of intangible assets	875	648	1,749	1,297

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For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

12. DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 September 2018 (2017: Nil).

12. 股息

董事會不建議就截至二零一八年九月三十日止六個月派付中期股息。(二零一七年：無)。

13. EARNINGS (LOSS) PER SHARE

The calculation of the basic and diluted earnings (loss) per share attributable to owners of the Company is based on the following data:

13. 每股盈利(虧損)

本公司擁有人應佔每股基本及攤薄盈利(虧損)乃按以下數據計算：

	For the three months ended 30 September		For the six months ended 30 September	
	截至九月三十日止三個月		截至九月三十日止六個月	
	2018	2017	2018	2017
	二零一八年	二零一七年	二零一八年	二零一七年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Earnings (loss)	盈利(虧損)			
Earnings (loss) for the purposes of basic and diluted earnings (loss) per share, being profit (loss) for the period attributable to the owners of the Company	計算每股基本及攤薄盈利(虧損)所用的盈利(虧損)(即本公司擁有人應佔期內溢利/(虧損))			
	2,196	(245,438)	(3,755)	(255,579)
		(restated)		(restated)
		(經重列)		(經重列)
Number of shares	股份數目			
Weighted average number of ordinary shares for the purposes of basic and diluted earnings (loss) per share	計算每股基本及攤薄盈利(虧損)所用的普通股加權平均數			
	1,280,000,000	1,280,000,000	1,280,000,000	1,280,000,000

The weighted average number of ordinary shares for the three months and six months ended 30 September 2017 for the purpose of basic and diluted earnings (loss) per share has been adjusted for the share consolidation on 9 October 2017.

計算每股基本及攤薄盈利(虧損)所用的截至二零一七年九月三十日止三個月及六個月普通股加權平均數已就二零一七年十月九日進行的股份合併作出調整。

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中期財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

13. EARNINGS (LOSS) PER SHARE (CONTINUED)

Diluted earnings (loss) per share for the three months and six months ended 30 September 2018 were the same as the basic earnings (loss) per share as the Company had no diluted potential ordinary shares outstanding during both periods.

The computation of diluted loss per share for the three months and six months ended 30 September 2017 does not assume the exercise of the Company's share options since their exercise would result in an increase in loss per share.

14. PROPERTY, PLANT AND EQUIPMENT/INVESTMENT PROPERTY

During the six months ended 30 September 2018, additions of property, plant and equipment amounted to approximately HK\$1,497,000 (additions for the year ended 31 March 2018: approximately HK\$22,000).

During the six months ended 30 September 2018, investment property of approximately HK\$30,022,000 was disposed of by the Group through the disposal of a subsidiary. Details of which are set out in the announcement dated 23 March 2018 and the circular dated 10 July 2018 of the Company.

13. 每股盈利(虧損)(續)

由於本公司於截至二零一八年九月三十日止三個月及六個月均無具攤薄潛力的普通股，故此於該兩個期間的每股攤薄盈利(虧損)與每股基本盈利(虧損)相同。

計算截至二零一七年九月三十日止三個月及六個月的每股攤薄虧損並無假設本公司購股權獲行使，原因為其行使將會導致每股虧損增加。

14. 物業、廠房及設備／投資物業

截至二零一八年九月三十日止六個月，添置物業、廠房及設備約為1,497,000港元(截至二零一八年三月三十一日止年度添置：約22,000港元)。

截至二零一八年九月三十日止六個月，本集團透過出售一家附屬公司出售約30,022,000港元的投資物業。有關詳情載於本公司日期為二零一八年三月二十三日的公佈及日期為二零一八年七月十日的通函。

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15. LOAN RECEIVABLES

15. 應收貸款

	At 30 September 2018 於二零一八年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2018 於二零一八年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Fixed-rate loan receivables analysed for reporting purpose as:		
Non-current asset	非流動資產	
Current asset	流動資產	
	189	—
	53,246	41,899
	53,435	41,899

The ranges of effective interest rates on the Group's loan receivables are as follows:

本集團應收貸款的實際利率範圍介乎：

	At 30 September 2018 於二零一八年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2018 於二零一八年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Effective interest rate:		
Fixed-rate loan receivables	5% to 18% p.a. 年利率 5厘至18厘	12% to 18% p.a. 年利率 12厘至18厘

The Group holds collaterals for certain loan receivables. In the event of default or failure to repay any outstanding amounts by the debtors, the Group will proceed with sales of collaterals. Interest rates are offered based on the assessment of a number of factors including the borrowers' credit worthiness and repayment abilities, collaterals as well as the general economic trends.

本集團就若干應收貸款持有抵押品。倘債務人違約或未能償還任何未償還款項，本集團將出售抵押品。有關利率乃基於評估多方因素後釐定，包括借款人的信用及還款能力、抵押品以及總體經濟趨勢。

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For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

16. TRADE RECEIVABLES

16. 貿易應收款項

	At 30 September 2018 於二零一八年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2018 於二零一八年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
Trade receivables, net of allowance for doubtful debts	3,474	14,984

貿易應收款項
(扣除呆賬撥備)

The Group allows credit period ranging from 30 days to 60 days to customers from OEM business. For the retail business and the wholesaling business, the revenue comprises of cash sales, credit card sales and concessionaire sales through various sales channels. The credit period granted to customers, banks and department stores ranges from 7 days to 60 days.

本集團授予原設備製造業務客戶的信貸期介乎30日至60日。就零售業務及批發業務而言，其收益包括透過不同銷營渠道進行的現金銷售、信用卡銷售及寄賣銷售。授予客戶、銀行及百貨商店的信貸期介乎7日至60日。

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16. TRADE RECEIVABLES (CONTINUED)

The ageing analysis of trade receivables, net of allowance for doubtful debts, presented based on the invoice date or the monthly statement received from department stores which approximates the respective revenue recognition dates, at the end of the reporting period is:

		At 30 September 2018	At 31 March 2018
		於二零一八年 九月三十日	於二零一八年 三月三十一日
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(audited)
		(未經審核)	(經審核)
0-30 days	0至30日	1,814	114
31-60 days	31至60日	656	2,016
61-90 days	61至90日	73	7,840
Over 90 days	90日以上	931	5,014
		3,474	14,984

The Group does not hold any collateral over its trade receivables.

Included in the Group's trade receivables balance were receivables of approximately HK\$1,004,000 (31 March 2018: HK\$12,854,000) that were past due as at 30 September 2018 for which the Group has not provided for impairment loss because there is no recent history of defaults.

以下為於報告期末按發票日期或收到來自百貨商店的月結單(與各自的收益確認日期相若)呈列的貿易應收款項(扣除呆壞賬撥備)的賬齡分析:

本集團概無就其貿易應收款項持有任何抵押品。

本集團的貿易應收款項結餘包括於二零一八年九月三十日已逾期的應收款項約1,004,000港元(二零一八年三月三十一日: 12,854,000港元), 由於近期並無違約記錄, 故本集團並無就其作出減值撥備。

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

17. TRADE PAYABLES

The ageing analysis of the trade creditors presented based on the invoice date at the end of each reporting period is as follows:

0 to 60 days	0至60日
61 to 90 days	61至90日
Over 90 days	90日以上

17. 貿易應付款項

於各報告期末按發票日期呈列的貿易應付賬款賬齡分析載列如下：

At 30 September 2018 於二零一八年 九月三十日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2018 於二零一八年 三月三十一日 HK\$'000 千港元 (audited) (經審核)
594	744
1,145	263
143	1,259
1,882	2,266

Payment terms granted by suppliers are generally within 60 days after the end of the months in which the relevant purchases are made.

供應商給予的付款期一般為作出相關採購當月結束後60日內。

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中期財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

18. SHARE CAPITAL

18. 股本

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Authorised:	法定：		
- At 1 April 2017, ordinary shares of HK\$0.002 each	- 於二零一七年四月一日， 每股面值0.002港元的 普通股	50,000,000,000	100,000
- Effect of share consolidation to HK\$0.04 each	- 股份合併為每股面值 0.04港元的影響	(a) (47,500,000,000)	-
- Increase in authorised share capital	- 法定股本增加	(b) 10,000,000,000	400,000
- At 31 March 2018 and 30 September 2018, ordinary shares of HK\$0.04 each	- 於二零一八年三月三十一日及 二零一八年九月三十日， 每股面值0.04港元的普通股	12,500,000,000	500,000
Issued and fully paid:	已發行及繳足：		
- At 1 April 2017, ordinary shares of HK\$0.002 each	- 於二零一七年四月一日， 每股面值0.002港元的普通股	25,600,000,000	51,200
- Share consolidation of HK\$0.04 each	- 股份合併為每股面值0.04港元	(a) (24,320,000,000)	-
- At 31 March 2018 and 30 September 2018, ordinary shares of HK\$0.04 each	- 於二零一八年三月三十一日 及二零一八年九月三十日， 每股面值0.04港元的普通股	1,280,000,000	51,200

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中期財務報表附註

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18. SHARE CAPITAL (CONTINUED)

Notes:

- (a) Pursuant to the resolutions of the shareholders passed at an extraordinary general meeting of the Company on 6 October 2017, every twenty issued and unissued ordinary shares with a par value of HK\$0.002 each in the share capital of the Company be consolidated into one ordinary share with a par value of HK\$0.04 each, such that the authorised share capital of the Company is HK\$100,000,000 divided into 2,500,000,000 shares with a par value of HK\$0.04 each, the consolidated shares shall rank pari passu in all aspects with each other in accordance with the memorandum and articles of association of the Company.
- (b) On 9 October 2017, immediately after the shares consolidation become effective, the authorised share capital of the Company was increased from HK\$100,000,000 to HK\$500,000,000 by the creation of an additional 10,000,000,000 shares of HK\$0.04 each.

18. 股本 (續)

附註：

- (a) 根據股東於二零一七年十月六日舉行的本公司股東特別大會上通過的股東決議案，本公司股本中每二十股面值0.002港元的已發行及未發行普通股合併為一股每股面值0.04港元的普通股，致使本公司的法定股本為100,000,000港元（分為2,500,000,000股每股面值為0.04港元的股份），根據本公司組織章程大綱及細則，合併股份彼此於各方面享有同等權益。
- (b) 於二零一七年十月九日，緊隨股份合併生效後，本公司的法定股本藉增設額外10,000,000,000股每股面值0.04港元的股份由100,000,000港元增加至500,000,000港元。

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

19. RELATED PARTY DISCLOSURES

(a) Related party transactions

Saved as disclosed elsewhere in the Interim Financial Statements, the Group entered into the following transactions with related parties:

Related party	Nature of expenses paid/ payable by the Group 本集團已付/應付的開支性質	For the three months ended 30 September		For the six months ended 30 September	
		2018 二零一八年 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)	2018 二零一八年 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)
關連方		截至九月三十日止三個月	截至九月三十日止六個月		
Mr. Ma Chi Ming 馬志明先生	Interest 利息	-	112	-	112
Strong Light Investments Limited 昌亮投資有限公司	Interest 利息	-	12	-	12

19. 關連方披露

(a) 關連方交易

除中期財務報表其他部分所披露者外，本集團與關連方訂有下列交易：

(b) Compensation of Directors and key management personnel

		For the three months ended 30 September		For the six months ended 30 September	
		2018 二零一八年 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)	2018 二零一八年 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)
Salaries and other allowances	工資及其他津貼	321	305	612	646
Retirement benefit scheme and contributions	退休福利計劃及供款	9	4	14	9
		330	309	626	655

(b) 董事及主要管理人員薪酬

The remuneration of Directors and key management personnel are determined having regard to the performance of the individuals.

董事及主要管理人員薪酬乃參考個人表現釐定。

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中期財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

20. SHARE OPTION SCHEME

The Company's share option scheme (the "Scheme"), was adopted pursuant to a resolution passed on 25 September 2014 for the primary purpose of providing incentives or rewards to eligible participants, and will expire on 10 October 2024. Under the Scheme, the Board may grant options to:

- (a) any employee or proposed employee (whether full-time or part-time and including any executive Director), consultants or advisers of or to the Company, any of the subsidiaries or any entity (the "Invested Entity") in which the Company holds an equity interest;
- (b) any non-executive directors (including independent non-executive directors) of the Company, any of the subsidiaries or any Invested Entity;
- (c) any supplier of goods or services to the Company or any of its subsidiaries or any Invested Entity;
- (d) any customer of the Group or any Invested Entity;
- (e) any person or entity that provides research, development or other technological support to the Group or any Invested Entity; and
- (f) any shareholders of the Company, any of its subsidiaries or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity.

20. 購股權計劃

本公司根據於二零一四年九月二十五日通過的決議案採納購股權計劃（「該計劃」），主要旨在鼓勵或獎勵合資格參與者，該計劃將於二零二四年十月十日屆滿。根據該計劃，董事會可授出購股權予：

- (a) 本公司、其任何附屬公司或本公司持有股本權益的任何實體（「投資實體」）的任何僱員或擬聘請僱員（不論全職或兼職，包括任何執行董事）、顧問或諮詢人；
- (b) 本公司、任何附屬公司或任何投資實體的任何非執行董事（包括獨立非執行董事）；
- (c) 本公司或其任何附屬公司或任何投資實體的任何貨品或服務供應商；
- (d) 本集團或任何投資實體的任何客戶；
- (e) 為本集團或任何投資實體提供研究、開發或其他技術支援的任何人士或實體；及
- (f) 本公司、其任何附屬公司或任何投資實體的任何股東或本集團任何成員公司或任何投資實體所發行任何證券的任何持有人。

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

20. SHARE OPTION SCHEME (CONTINUED)

The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders.

Options granted must be taken up within 28 days of the date of grant, upon payment of HK\$1 as consideration. Options may be exercised at any time from the date of grant of the share options. The exercise price is determined by the Directors, and will not be less than the highest of (i) the average closing price of the ordinary shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of grant of the option (which must be a business day); (ii) the closing price of the ordinary shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option (which must be a business day); and (iii) nominal value of the Company's share.

At 30 September 2018, no options had been granted and remained outstanding under the Scheme (31 March 2018: Nil).

20. 購股權計劃 (續)

未經本公司股東事先批准的情況下，根據該計劃可能授出的購股權涉及的股份總數不得超過本公司任何時候已發行股份的10%。未經本公司股東事先批准的情況下，於任何一年內向任何人士授出及可能授出的購股權所涉及的已發行及將發行的股份數目不得超過本公司任何時候已發行股份的1%。

授出的購股權必須在授出日期後28日內以支付1港元作為代價而接納。購股權自購股權授出日期起可隨時行使。行使價由董事釐定，惟不得低於以下的最高者：(i)普通股於緊接授出購股權日期（必須為營業日）前五個營業日聯交所每日報價表所報平均收市價；(ii)普通股於授出購股權日期（必須為營業日）聯交所每日報價表所報收市價；及(iii)本公司股份面值。

於二零一八年九月三十日，該計劃項下概無已授出及尚未行使的購股權（二零一八年三月三十一日：無）。

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中期財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

21. LEGAL PROCEEDING

Registration of Shares of the Company (the "Registration")

Reference is made to the Company's announcements dated 9 August 2016 and 28 October 2016 respectively in relation to the originating summons dated 27 July 2016 filed by (i) Sun Jiyou; (ii) Chen Haiyan; (iii) Liu Jing; (iv) Ling Chuanshun; (v) Zhang Bing; and (vi) Xiao Laiwen as the plaintiffs (collectively, the "Plaintiffs of the Registration") against the Company and Yang's Holdings Capital Limited ("Yang's Holdings") as the defendants in the High Court of Hong Kong (the "Court") (the "Legal Proceedings of the Registration") and a summons dated 28 July 2016 (the "Summons of the Registration") filed by the Plaintiffs of the Registration for the Legal Proceedings of the Registration.

The Court gave a written decision on 26 October 2016 and ruled upon the Company's undertaking not to register the transfer of the relevant shares (i.e. 1,545,000,000 ordinary shares of the Company before the share consolidation on 6 October 2017) (the "Relevant Shares") in it until further order of the Court, including but not limited to: (i) the application by the Plaintiffs of the Registration for the order that the Company shall register the transfer of the Relevant Share and the injunction sought in the Summons of the Registration be dismissed; and (ii) the Company shall not register the Relevant Shares until further order of the Court.

The Directors will follow the court order in relation to the Registration of the Relevant Shares. As a result, no contingent liability is expected up to the issue of the Interim Financial Statements.

21. 法律訴訟

本公司股份登記(「登記」)

茲述本公司日期分別為二零一六年八月九日及二零一六年十月二十八日的公佈，內容有關由(i) Sun Jiyou、(ii) Chen Haiyan、(iii) Liu Jing、(iv) Ling Chuanshun、(v) Zhang Bing及(vi) Xiao Laiwen作為原告(統稱「登記原告」)入稟香港高等法院(「法院」)對本公司及Yang's Holdings Capital Limited(「Yang's Holdings」)作為被告發出日期為二零一六年七月二十七日的原訴傳票(「登記法律程序」)及登記原告就登記法律程序發出日期為二零一六年七月二十八日的傳票(「登記傳票」)。

法院於二零一六年十月二十六日作出書面判決，裁定在本公司承諾不會登記有關股份(即於二零一七年十月六日股份合併前的1,545,000,000股本公司普通股)(「有關股份」)的轉讓直至法院作進一步命令為止後，包括但不限於(i)登記原告申請頒令本公司須登記有關股份的轉讓及在登記傳票中提出尋求禁制令被撤銷；及(ii)本公司不得登記有關股份，直至法院作進一步命令。

董事將遵從有關股份登記的法院命令。因此，預期直至刊發中期財務報表為止不會有或然負債。

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中期財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

21. LEGAL PROCEEDING (CONTINUED)

Share Options of the Company (the “Share Options”)

Reference is made to the Company’s announcement dated 2 September 2016 in relation to, inter alia, (i) a draft originating summons to be filed by Ge Qingfu, Li Quan and Liu Longcheng as the plaintiffs (collectivity, the “Plaintiffs of the Share Options”) against the Company and all the Directors and Mr. Yang Si Hang (“Mr. Yang”) as the defendants in the Court; and (ii) a draft injunction order received by the Company’s legal adviser on 26 August 2016.

The Company’s legal adviser received on 30 August 2016 a hearing bundle containing, an originating summons issued by the Plaintiffs of the Share Options on 26 August 2016 and claimed against the Company, the Directors, Mr. Yang, eight grantees of Share Options referred to in the Company’s announcement dated 22 August 2016, and two broker firms as the defendants in the Court under action number HCMP 2222 of 2016 (the “Legal Proceedings of the Share Options”) and a draft injunction order for the Legal Proceedings of the Share Options.

The Legal Proceedings of the Share Options was fixed to be tried on 12 July 2017. The Company will make further announcement(s) to keep its shareholders and investors informed of any result as and when appropriate. As a result, no contingent liability is expected up to the issue of the Interim Financial Statements.

21. 法律訴訟 (續)

本公司購股權 (「購股權」)

茲提述本公司日期為二零一六年九月二日的公佈，內容有關(其中包括)本公司法律顧問於二零一六年八月二十六日接獲(i)葛慶福、Li Quan及Liu Longcheng(作為原告，統稱「購股權原告」)入稟法院向本公司、全體董事及楊詩恒先生(「楊先生」)，作為被告發出的原訴傳票草擬本；及(ii)強制令草擬本。

本公司法律顧問於二零一六年八月三十日收到一疊聆訊文件，當中包括購股權原告於二零一六年八月二十六日發出的原訴傳票，根據案件編號二零一六年HCMP 2222於法院向本公司、董事、楊先生、本公司日期為二零一六年八月二十二日的公佈所述八名購股權承授人及兩家經紀公司(作為被告)提出索償(「購股權法律程序」)，以及購股權法律程序的強制令草擬本。

購股權法律程序編訂於二零一七年七月十二日進行審理。本公司將適時作出進一步公佈以保持其股東與投資者知悉任何結果。因此，預期直至刊發中期財務報表為止不會有或然負債。

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

21. LEGAL PROCEEDING (CONTINUED)

Kim Sungho's legal proceeding

Reference is made to the Company's announcements dated on 6 December 2016 and 18 April 2018. The Company has on 5 December 2016 received writ of summons filed on 2 December 2016 by Mr. Kim as the plaintiff against (i) Yang's Holdings, and (ii) the Company as the defendants under another legal proceeding in the Court.

On 11 April 2018, the action was dismissed by the Court. The plaintiff was ordered to pay costs to the Company.

Joung Jong Hyun's legal proceeding

Reference is made to the Company's announcements dated on 6 December 2016 and 18 April 2018, the Company has on 5 December 2016 received a writ of summons filed on 3 December 2016 by Mr. Joung as the plaintiff against the Directors, the Company; and Yang's Holdings as the defendants under a legal proceeding in the Court.

On 11 April 2018, the action was dismissed by the Court. The plaintiff was ordered to pay costs to the Company.

21. 法律訴訟 (續)

Kim Sungho法律程序

茲提述本公司日期為二零一六年十二月六日及二零一八年四月十八日的公佈。於二零一六年十二月五日，本公司接獲由Kim先生作為另一項法律程序的原告於二零一六年十二月二日入稟法院對案中被告(i) Yang's Holdings；及(ii)本公司發出的傳訊令狀。

於二零一八年四月十一日，該案件遭法院駁回。原告被勒令向本公司支付訟費。

Joung Jong Hyun法律程序

茲提述本公司日期為二零一六年十二月六日及二零一八年四月十八日的公佈。於二零一六年十二月五日，本公司接獲由Joung先生作為一項法律程序的原告於二零一六年十二月三日入稟法院對董事、本公司及Yang's Holdings作為被告發出的傳訊令狀。

於二零一八年四月十一日，該案件遭法院駁回。原告被勒令向本公司支付訟費。

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中期財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

21. LEGAL PROCEEDING (CONTINUED)

Lee Moonkyu's legal proceeding

Reference is made to the Company's announcements dated on 12 December 2016 and 18 April 2018. The Company has on 8 December 2016 received a writ of summons dated 5 December 2016 filed by Mr. Lee Moonkyu as the plaintiff against the Directors, the Company and Mr. Yang Sit Hang as the defendants under a legal proceeding in the Court.

On 11 April 2018, the action was dismissed by the Court. The plaintiff was ordered to pay costs to the Company.

Lim Hang Young's legal proceeding

Reference is made to the Company's announcements dated on 13 December 2016 and 18 April 2018. The Company has on 12 December 2016 received a writ of summons dated 6 December 2016 filed by Mr. Lim as the plaintiff against the Directors, the Company, Mr. Yang Wan Ho and Mr. Ge Qingfu (a substantial shareholder of the Company) as the defendants under a legal proceeding in the Court.

On 11 April 2018, the action was dismissed by the Court. The plaintiff was ordered to pay costs to the Company.

Inspection of Documents

By originating summons dated 16 January 2018 under action number HCMP 64/2018, (i) Ninotre Investment Limited; and (ii) Xiao Qingmin as the plaintiffs apply for the Company to provide documents relating to Company's acquisition of 47.63% shares in Red 5 Studios. Hearing will be held on 14th November 2018. The Company will make further announcement(s) to keep its shareholders and investors informed of any result as and when appropriate. No contingent liability is expected up to the issue of the Interim Financial Statements.

21. 法律訴訟 (續)

Lee Moonkyu法律程序

茲提述本公司日期為二零一六年十二月十二日及二零一八年四月十八日的公佈。於二零一六年十二月八日，本公司接獲由Lee Moonkyu先生作為一項法律程序的原告入稟法院對董事、本公司及Yang Sit Hang先生作為被告所發出日期為二零一六年十二月五日的傳訊令狀。

於二零一八年四月十一日，該案件遭法院駁回。原告被勒令向本公司支付訟費。

Lim Hang Young法律程序

茲提述本公司日期為二零一六年十二月十三日及二零一八年四月十八日的公佈。於二零一六年十二月十二日，本公司接獲由Lim先生作為一項法律程序的原告入稟法院對董事、本公司、楊文豪先生及本公司主要股東葛慶福先生作為被告所發出日期為二零一六年十二月六日的傳訊令狀。

於二零一八年四月十一日，該案件遭法院駁回。原告被勒令向本公司支付訟費。

檢閱文件

根據案件編號HCMP 64/2018發出日期為二零一八年一月十六日的原訟傳票，(i) Ninotre Investment Limited；及(ii) Xiao Qingmin作為原告，申請本公司提供有關本公司收購Red 5 Studios 47.63%股份的文件。聆訊將於二零一八年十一月十四日舉行。本公司將適時作出進一步公佈以保持其股東與投資者知悉任何結果。預期直至刊發中期財務報表為止不會有或然負債。

Notes to the Interim Financial Statements

中期財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

22. EVENTS AFTER THE REPORTING PERIOD

On 12 October 2018, L & A Solutions Limited (the “Lender”), an indirect wholly-owned subsidiary of the Company and a licensed money lender in Hong Kong under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) entered into the loan agreement with an independent third party (the “Borrower I”), pursuant to which the Lender agreed to grant the Borrower I a loan of HK\$10 million and secured by a first fixed charge over the entire issued shares of a property holding company incorporated in Hong Kong with limited liability, bearing an interest rate of 6% per annum for a year till 11 October 2019. Details of the loan are set out in the Company’s announcement dated 12 October 2018.

On 12 November 2018, the Lender entered into the loan agreement with three individuals and a limited liability company beneficially owned by two of them (the “Borrowers II”), pursuant to which the Lender agreed to grant the Borrowers II a loan of HK\$10.5 million and secured by a property and a carpark space in Kowloon, bearing an interest rate of 12% per annum for a year till 11 November 2019. Details of the loan are set out in the Company’s announcement dated 12 November 2018.

22. 報告期後事項

於二零一八年十月十二日，本公司間接全資附屬公司及根據放債人條例（香港法例第163章）為香港持牌放債人的L & A Solutions Limited（「貸方」）與一名獨立第三方（「借方I」）訂立貸款協議，據此，貸方同意向借方I授出10百萬港元的貸款，並以對一家於香港註冊成立的持有物業的有限公司全部已發行股份設立的第一固定押記作抵押，按年利率6厘計息，為期一年至二零一九年十月十一日為止。有關貸款的詳情載於本公司日期為二零一八年十月十二日的公佈。

於二零一八年十一月十二日，貸方與三名個人及由其中兩人實益擁有的一家有限公司（「借方II」）訂立貸款協議，據此，貸方同意向借方II授出10.5百萬港元的貸款，並以位於九龍的一項物業及一個停車位作抵押，按年利率12厘計息，為期一年至二零一九年十一月十一日為止。有關貸款的詳情載於本公司日期為二零一八年十一月十二日的公佈。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

The Group principally derives its revenue from four business arms: (i) OEM business segment, which entails product design and development, raw materials sourcing and procurement, manufacturing and product quality control management (the “OEM business”), (ii) apparel retail business segment, which entails designing, procuring, manufacturing, marketing and retailing of pure cashmere apparel and other apparel products as well as accessories through an established retail network in Hong Kong under the Group’s proprietary trademarks, “Casimira” and “Les Ailes” (the “Retail business”); (iii) money lending business segment, which provides financing to customers for interest income (“Money Lending business”) and (iv) wholesaling business segment, which covers mainly the baby products and seafood (“Wholesaling business”).

OEM Business

The garment sector of the consumer market in the United States has been suffering, which lead to a significant decrease in the order and the revenue to the Group. We had stepped up the efforts in securing new customers and orders, controlling our expenses and looking for ways to improve the business, we changed its operation model by placing orders with other OEM manufacturers, while maintaining the procurement and quality control teams. It would substantially reduce the costs of operation and improve the profit margins of the OEM business.

Retail Business

The decline in revenue is mainly attributable to the low level of consumer sentiment and the decreasing demand for pure cashmere apparel due to the warm weather in Hong Kong. In addition, the economic slowdown in PRC eroded consumer confidence which worsened by the depreciation of Renminbi; the shifting of pattern to online shopping further negatively impacted the Retail business.

業務回顧

本集團的收入主要源自其四個業務部門：(i)原設備製造業務分部，承擔產品設計及開發、原材料採購、製造及產品質量控制管理（「原設備製造業務」）；(ii)服裝零售業務分部，透過於香港成熟的零售網絡以本集團的專屬商標「Casimira」及「Les Ailes」承擔設計、採購、製造、市場推廣及零售純羊絨服裝以及其他服裝產品及配飾（「零售業務」）；(iii)放債業務分部，向顧客提供融資以賺取利息收入（「放債業務」）；及(iv)批發業務分部，主要包括嬰兒產品及海鮮（「批發業務」）。

原設備製造業務

美國成衣業消費市場持續疲弱，導致本集團的訂單及收益顯著減少。我們已加強致力於獲取新客戶及訂單、控制開支，並尋求方法改善業務。我們改變原設備製造業務的營運模式，在保留本身採購和品質控制團隊之同時，向其他原設備製造廠下達訂單。此舉能大幅降低營運成本，並提升原設備製造業務的利潤。

零售業務

收益減少主要由於消費意欲積弱，以及香港氣候溫暖導致對純羊絨服裝之需求減少所致。此外，中國經濟放緩削弱消費者信心，且消費者信心亦因人民幣貶值而惡化；消費習慣轉移至網上購物，進一步對零售業務構成負面影響。

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Under such an unfavourable ambience, the Group has adopted a prudent approach in restructuring its sales network aiming at minimising the operating costs amid catering for the consumers' preference of shopping online.

Money Lending Business

Since the Group obtained the money lender licence and commenced Money Lending business from June 2016, the Group's Money Lending business is expanding quickly and there is high demand for loans. During the six months ended 30 September 2018, the Money Lending business had generated interest income of approximately HK\$1.1 million.

Wholesaling Business

The Group has commenced its Wholesaling business during the six months ended 30 September 2018 and generated revenue of approximately HK\$8.4 million. The products included baby products and seafood.

PROSPECTS

For the OEM business, the management of the Company is committed to strengthen the customer base. The Group will continue to find new orders and customers. Also, with the implementation of the new operation model, the management expects there will be a better control of costing and enhance the profit margin. For the Retail business, the management will closely monitor the consumers' behaviour and will continue the promotion campaigns. The management is also monitoring the movement of the rental of retail outlets and will adjust the business plan for retail business if necessary. Despite the uncertainties, the management still remains positive towards the Retail business in long run. For Money Lending business, the Group will continue to expand in a prudent and balanced risk management approach. Looking forward, the Group will continue to strive for the diversifications of the Group's existing business, particularly, the Wholesaling business, and broaden its income stream, in order to deliver long term benefits to the shareholders.

在這不利氛圍之下，本集團已採取謹慎做法，為銷售網絡重整結構，目標是盡量減低營運成本，兼顧迎合消費者的網上購物喜好。

放債業務

自本集團於二零一六年六月取得放債人牌照並開展放債業務以來，本集團的放債業務迅速擴展，且貸款需求強勁。截至二零一八年九月三十日止六個月，放債業務帶來利息收入約1.1百萬港元。

批發業務

本集團於截至二零一八年九月三十日止六個月展開其批發業務，產生收益約8.4百萬港元。有關產品包括嬰兒產品及海鮮。

前景

在原設備製造業務方面，本公司管理層致力擴大客源。本集團將繼續尋求新訂單及客戶。此外，施行新營運模式後，管理層預期將能更有效地監控成本並提升利潤。零售業務方面，管理層將密切監察消費者的消費行為，並繼續進行推廣活動。管理層亦將監控零售店舖的租金走勢，並在有需要時調整零售業務的經營計劃。儘管存在不明朗因素，惟管理層長遠而言對零售業務仍然保持樂觀態度。在放債業務方面，本集團將繼續以審慎態度及平衡風險管理的方式拓展業務。展望未來，本集團將繼續致力令本集團現有業務（尤其是批發業務）更多元化以及擴大收入來源，務求為股東帶來長遠利益。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

Revenue

The Group's revenue increased from approximately HK\$10.9 million for the six months ended 30 September 2017 to approximately HK\$36.9 million for the six months ended 30 September 2018, representing an increase of approximately 238.5%. During the six months ended 30 September 2018, the Group stepped up the effort in securing new OEM customers and orders. The revenue of OEM business increased by approximately 766.5% to approximately HK\$26.5 million for the six months ended 30 September 2018 as compared to the six months ended 30 September 2017. On the other hand, the revenue from retail business decreased by approximately 73.7% to approximately HK\$0.8 million for the six months ended 30 September 2018 as compared to the six months ended 30 September 2017.

The following table sets forth the breakdowns of the revenue of the Group by segment for each of the six months ended 30 September 2017 and 30 September 2018.

財務回顧

收益

本集團的收益由截至二零一七年九月三十日止六個月約10.9百萬港元上升約238.5%至截至二零一八年九月三十日止六個月約36.9百萬港元。截至二零一八年九月三十日止六個月，本集團已加強致力於獲取新的原設備製造客戶及訂單。截至二零一八年九月三十日止六個月，原設備製造業務的收益較截至二零一七年九月三十日止六個月增加約766.5%至約26.5百萬港元。另一方面，截至二零一八年九月三十日止六個月，零售業務的收益較截至二零一七年九月三十日止六個月減少約73.7%至約0.8百萬港元。

下表載列本集團截至二零一七年九月三十日及二零一八年九月三十日止六個月各個期間按分部劃分的收益分析。

For the six months ended 30 September 截至九月三十日止六個月

		2018 二零一八年		2017 二零一七年	
		HK\$'000 千港元	% 百分比	HK\$'000 千港元	% 百分比
OEM business	原設備製造業務	26,549	71.9	3,064	28.1
Retail business	零售業務	793	2.1	3,011	27.6
Money Lending business	放債業務	1,143	3.1	4,827	44.3
Wholesaling business	批發業務	8,439	22.9	-	-
		36,924	100.0	10,902	100.0

Management Discussion and Analysis

管理層討論及分析

Cost of Sales and Gross Profit

The majority of the Group's cost of sales was raw material costs. The Group's cost of sales increased by 406.8% to approximately HK\$32.4 million for the six months ended 30 September 2018 as compared to the six months ended 30 September 2017. The gross profit margin decreased from approximately 41.3% for the six months ended 30 September 2017 to approximately 12.1% for the six months ended 30 September 2018. The gross profit decreased by approximately 0.4% to approximately HK\$4.5 million for the six months ended 30 September 2018 as compared to the six months ended 30 September 2017.

Expenses

Selling and administrative expenses for the six months ended 30 September 2018 was approximately HK\$15.3 million (2017: HK\$13.4 million), representing an increase of approximately HK\$1.9 million. The increase was consistent with the rise in revenue for the six months ended 30 September 2018 as compared to the last corresponding period.

Loss for the period

The loss for the six months ended 30 September 2018 was approximately HK\$4.6 million. The loss for the six months ended 30 September 2017 was approximately HK\$256.2 million.

銷售成本及毛利

本集團的銷售成本大部分為原材料成本。截至二零一八年九月三十日止六個月，本集團的銷售成本較截至二零一七年九月三十日止六個月增加406.8%至約32.4百萬港元。毛利率由截至二零一七年九月三十日止六個月約41.3%下跌至截至二零一八年九月三十日止六個月約12.1%。截至二零一八年九月三十日止六個月，毛利較截至二零一七年九月三十日止六個月下跌約0.4%至約4.5百萬港元。

開支

截至二零一八年九月三十日止六個月，銷售及行政開支增加約1.9百萬港元至約15.3百萬港元（二零一七年：13.4百萬港元）。有關增加與收益於截至二零一八年九月三十日止六個月較去年同期上升一致。

期內虧損

截至二零一八年九月三十日止六個月的虧損約為4.6百萬港元，而截至二零一七年九月三十日止六個月的虧損約為256.2百萬港元。

Management Discussion and Analysis

管理層討論及分析

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 30 September 2018, the share capital and equity attributable to owners of the Company amounted to approximately HK\$51,200,000 and HK\$139,392,000 respectively (31 March 2018: approximately HK\$51,200,000 and HK\$137,822,000 respectively).

As at 30 September 2018, the Group had approximately HK\$38.8 million in bank balances and cash (31 March 2018: approximately HK\$16.1 million).

Gearing ratio (calculated as the total debts (borrowings) divided by total equity) are not applicable to the Group as at 30 September 2018 and 31 March 2018 as there were no borrowings as at respective dates.

Capital Expenditure and Commitments

Details of capital expenditure are set out in Note 14 to the Interim Financial Statements. Save as disclosed in the Interim Financial Statements, the Group did not have any significant capital commitments as at 30 September 2018.

流動資金、財務資源及資本結構

於二零一八年九月三十日，股本及本公司擁有人應佔權益分別約為51,200,000港元及139,392,000港元（二零一八年三月三十一日：約51,200,000港元及137,822,000港元）。

於二零一八年九月三十日，本集團有銀行結餘及現金約38.8百萬港元（二零一八年三月三十一日：約16.1百萬港元）。

於二零一八年九月三十日及二零一八年三月三十一日，資產負債比率（按債務（借貸）總額除以權益總額計算）對本集團並不適用，原因為於上述日期分別並無借貸。

資本開支及承擔

資本開支的詳情載於中期財務報表附註14。除於中期財務報表所披露者外，本集團於二零一八年九月三十日並無任何重大資本承擔。

Management Discussion and Analysis

管理層討論及分析

Financial Assets at Fair Value Through Profit or Loss

按公平值計入損益的金融資產

Name of investments	Notes	% to the total assets of the Group as at 1 April 2018	% of interest of the respective investments as at 1 April 2018	Fair value as at 1 April 2018	Movement during the six months ended 30 September 2018 截至二零一八年九月三十日 止六個月的變動		Fair value as at 30 September 2018	% to the total assets of the Group as at 30 September 2018	% of interest of the respective investments as at 30 September 2018	Gain/(loss) on disposal/redemption for the year ended 30 September 2018 截至二零一八年九月三十日止年度出售/贖回收益/(虧損)
					Addition/(disposal), net	Change on fair value, net				
投資名稱	附註	於二零一八年四月一日 佔本集團 資產總值的 百分比	於二零一八年四月一日 佔相關投資 權益的百分比	於二零一八年四月一日 的公平值 HK\$'000 千港元 (Audited) (經審核)	添置/ (出售)淨額 HK\$'000 千港元 (Unaudited) (未經審核)	公平值 變動淨額 HK\$'000 千港元 (Unaudited) (未經審核)	於二零一八年九月三十日 的公平值 HK\$'000 千港元 (Unaudited) (未經審核)	於二零一八年九月三十日 佔本集團資產 總值的百分比	於二零一八年九月三十日 佔相關投資 權益的百分比	二 零一 八 年 九 月 三 十 日 止 年 度 出 售 / 贖 回 收 益 / (虧 損) (Unaudited) (未經審核)
Equity securities listed in Hong Kong	香港上市股本證券									
Food Idea Holdings Limited (8179)	新燕意控股有限公司 (8179)	(a) 4.82%	2.02%	7,270	(4,619)	(298)	2,353	1.57%	0.74%	(190)
Season Pacific Holdings Limited (1709)	雲裳衣控股有限公司 (1709)	(b) 0.93%	0.05%	1,400	(1,400)	-	-	N/A 不適用	N/A 不適用	567
In Technical Productions Holdings Limited (8446)	In Technical Productions Holdings Limited (8446)	(c) 1.34%	0.08%	2,028	(2,028)	-	-	N/A 不適用	N/A 不適用	(1,902)
Cool Link (Holdings) Limited (8491)	Cool Link (Holdings) Limited (8491)	(d) N/A 不適用	N/A 不適用	-	2,886	1,614	4,500	3.01%	0.83%	-
Beaver Group (Holding) Company Limited (8275)	永新集團(控股)有限公司 (8275)	(e) N/A 不適用	N/A 不適用	-	-	-	-	N/A 不適用	N/A 不適用	(2,751)
Total	總計			10,698	(5,161)	1,316	6,853			(4,276)

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管理層討論及分析

Notes:

- (a) This investment represented 15,684,000 shares, which was approximately 0.74% of the total issued shares of Food Idea Holdings Limited (“Food Idea”) as at 30 September 2018. The business of Food Idea and its subsidiaries (“Food Idea Group”) were mainly: (i) catering services, (ii) production, sales and distribution of food products to supermarket chains in Hong Kong, (iii) investments in securities; (iv) money lending business and (v) wine trading. According to the annual report of Food Idea, Food Idea Group recorded revenue and net loss of approximately HK\$111.2 million and HK\$79.6 million respectively for the year ended 31 December 2017. Based on the latest interim report of Food Idea for the six months ended 30 June 2018, Food Idea Group recorded revenue and net loss of approximately HK\$80.3 million and HK\$66.4 million respectively.

For the six months ended 30 September 2018, the Group recorded an unrealised fair value loss of approximately HK\$0.3 million in the investment of the shares of Food Idea.

In view of the volatile market conditions and the trend of the share price of Food Idea, the management of the Company disposed certain of its Food Idea shares and recorded a realised loss of approximately HK\$0.2 million. The management would continue to monitor the share prices of Food Idea and make appropriate investment decision accordingly.

附註：

- (a) 此項投資指15,684,000股股份，佔新煮意控股有限公司（「新煮意」）於二零一八年九月三十日的已發行股份總數約0.74%。新煮意及其附屬公司（「新煮意集團」）的主要業務為：(i) 餐飲服務；(ii) 於香港生產、銷售及分銷食品至連鎖超級市場；(iii) 投資證券；(iv) 放款業務；及(v) 酒品貿易。根據新煮意的年報，截至二零一七年十二月三十一日止年度，新煮意集團錄得收益及虧損淨額分別約為111.2百萬港元及79.6百萬港元。根據新煮意截至二零一八年六月三十日止六個月的最新中期報告，新煮意集團錄得收益及虧損淨額分別約為80.3百萬港元及66.4百萬港元。

截至二零一八年九月三十日止六個月，本集團在新煮意股份投資中錄得未變現公平值虧損約0.3百萬港元。

基於市況波動及新煮意的股價走勢，本公司管理層出售其若干新煮意股份，錄得已變現虧損約0.2百萬港元。管理層將繼續監察新煮意的股價，相應地作出恰當的投資決定。

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- (b) Season Pacific Holdings Limited (“Season Pacific”) together with its subsidiaries (“Season Pacific Group”) engaged in sales of apparel products with the provision of supply chain management total solutions to customers. According to the latest annual report of Season Pacific, Season Pacific Group recorded revenue and net profit of approximately HK\$279.4 million and HK\$15.7 million respectively for the year ended 31 March 2018. Season Pacific Group expects the global business environment to remain challenging in the coming year due to economic and political uncertainty which will create certain pressure to Season Pacific Group’s sales and gross profit margins. For the six months ended 30 September 2018, in view of the volatile market conditions and the trend of share prices of Season Pacific, the management disposed of its entire shareholding in Season Pacific and the Group recorded realised gains of approximately HK\$0.6 million in the investment of the shares of Season Pacific.
- (b) 雲裳衣控股有限公司（「雲裳衣」）連同其附屬公司（「雲裳衣集團」）從事服裝產品銷售及向客戶提供供應鏈管理總體解決方案。根據雲裳衣的最新年報，雲裳衣集團於截至二零一八年三月三十一日止年度的收益及純利分別約為279.4百萬港元及15.7百萬港元。雲裳衣集團預期來年度全球營商環境仍然受經濟及政治上的不明朗因素影響而維持困難，對雲裳衣集團的銷售額及毛利率構成一定壓力。截至二零一八年九月三十日止六個月，基於市況波動及雲裳衣的股價走勢，管理層出售其全部雲裳衣股權，本集團投資雲裳衣股份錄得已變現收益約0.6百萬港元。
- (c) This investment represented 650,000 shares, which was approximately 0.08% of the total issued shares of In Technical Productions Holdings Limited (“In Technical”) as at 30 September 2018. In Technical together with its subsidiaries (“In Technical Group”) principally engaged in the provision of visual display solution services. According to the latest annual report of In Technical, In technical Group recorded revenue and net profit of approximately HK\$83.6 million and HK\$17.9 million respectively for the year ended 31 May 2018. Based on the latest quarterly report of In Technical Group for the three months ended 31 August 2018, In Technical Group recorded revenue and net profit of approximately HK\$29.4 million and HK\$9.5 million respectively. For the six months ended 30 September 2018, in view of the volatile market conditions and the trend of share price of In Technical shares, the management disposed of its entire In Technical shares and the Group recorded a realised loss of approximately HK\$1.9 million in such investment.
- (c) 此項投資指650,000股股份，佔In Technical Productions Holdings Limited（「In Technical」）於二零一八年九月三十日的已發行股份總數約0.08%。In Technical連同其附屬公司（「In Technical集團」）主要從事提供視像顯示解決方案服務。根據In Technical的最新年報，In Technical集團於截至二零一八年五月三十一日止年度的收益及純利分別約為83.6百萬港元及17.9百萬港元。根據In Technical集團截至二零一八年八月三十一日止三個月的最新季度報告，In Technical集團錄得收益及純利分別約為29.4百萬港元及9.5百萬港元。截至二零一八年九月三十日止六個月，基於市況波動及In Technical股份的股價走勢，管理層出售其全部In Technical股份，本集團於有關投資錄得已變現虧損約1.9百萬港元。

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(d) This investment represented 5,000,000 shares, which was approximately 0.83% of the total issued shares of Cool Link (Holdings) Limited (“Cool Link”) as at 30 September 2018. Cool Link (together with its subsidiaries, the “Cool Link Group”) Group is a Singapore-based importer of food products with over 16 years of experience in the ship supply industry in Singapore. The Cool Link Group’s customers include ship chandlers in Singapore and to a lesser extent, trading companies in the Asia Pacific region, such as Cambodia, the Philippines and Indonesia and customers who are in the food service industry.

According to Cool Link’s latest interim report for the six months ended 30 June 2018, Cool Link Group recorded revenue and net profit of approximately HK\$12.6 million and HK\$0.1 million respectively. As disclosed in the latest interim report, the listing of shares is strategic to their entrance into the Hong Kong ship supply industry, and will then raise the profile and visibility of the Cool Link Group and strengthen their competitiveness among their competitors.

For the six months ended 30 June 2018, the Group recorded an unrealised fair value gain of approximately HK\$1.6 million in the investment of the Cool Link shares. The management is optimistic to the share price of Cool Link and would continue to monitor its share prices. The management will make appropriate decision on the investment of Cool Link shares accordingly.

(d) 此項投資指5,000,000股股份，佔Cool Link (Holdings) Limited (「Cool Link」)於二零一八年九月三十日的已發行股份總數約0.83%。Cool Link (連同其附屬公司稱「Cool Link集團」)集團為一家以新加坡為基地的食品進口商，在新加坡船舶供應行業擁有逾16年經驗。Cool Link集團的客戶包括新加坡的船具商，小部分為亞太區(如柬埔寨、菲律賓及印尼)的貿易公司及食品服務行業的客戶。

根據Cool Link截至二零一八年六月三十日止六個月的最新中期報告，Cool Link集團的收益及純利分別約為12.6百萬港元及0.1百萬港元。誠如最新中期報告所披露，股份上市為進軍香港船舶供應行業的策略，並將提升Cool Link集團的形象及關注度，同時加強其與競爭對手競爭的能力。

截至二零一八年六月三十日止六個月，本集團在Cool Link股份投資中錄得未變現公平值收益約1.6百萬港元。管理層對Cool Link的股價樂觀，並將繼續監察其股價。管理層將相應地就Cool Link股份作出恰當的投資決定。

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(e) Beaver Group (Holdings) Company Limited (“Beaver”) (together with its subsidiaries, the “Beaver Group”) and its subsidiaries are foundation contractor primarily specialising in bored piling works as well as other foundation works.

According to Beaver’s latest first quarterly report for the three months ended 30 June 2018, Beaver Group recorded revenue and net profit of approximately HK\$39.5 million and HK\$3.4 million respectively. As disclosed in the first quarterly report, Beaver Group always strives to improve its operation efficiency and profitability of its business. It will also proactively seek potential business opportunities that will broaden the sources of income and enhance value to its shareholders. Such efforts will include the leasing of machinery to improve the machinery utilisation.

During the six months ended 30 September 2018, the Group acquired and disposed of its entire 1,170,000 Beaver shares and recorded a realised loss of approximately HK\$2.8 million.

(e) 永勤集團（控股）有限公司（「永勤」）（連同其附屬公司稱「永勤集團」）及其附屬公司為專門從事鑽孔樁工程及其他地基工程的地基承建商。

根據永勤截至二零一八年六月三十日止三個月的第一季度報告，永勤集團的收益及純利分別約為39.5百萬港元及3.4百萬港元。誠如第一季度報告所披露，永勤集團一直努力提高其業務的運營效率及盈利能力，亦將積極尋找能擴大收入來源及提高其股東利益的潛在業務機遇。有關努力包括租賃機器以提高機器利用率。

截至二零一八年九月三十日止六個月，本集團購入並出售其全部1,170,000股永勤股份，錄得已變現虧損約2.8百萬港元。

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Significant investments, acquisitions and disposals, and Plans for Material Investment or Capital Assets

During the six months ended 30 September 2018, the Group has disposed of one property holding subsidiary (which constituted a notifiable transaction) and six other inactive subsidiaries and a gain of approximately HK\$8.2 million was generated. Save as these disposals and as disclosed elsewhere in the Interim Financial Statements, the Company's announcement dated 23 March 2018 and the Company's circular dated 11 July 2018, there were no significant investments held, material acquisitions or disposals of subsidiaries and affiliated companies during the six months ended 30 September 2018.

Save as disclosed in the Interim Financial Statements, there was no future plan for material investments or capital assets as at 30 September 2018.

Contingent Liabilities

Save as disclosed in the Interim Financial Statements, the Group had no material contingent liabilities as at 30 September 2018.

Foreign Exchange Risk

The Group settles the cost of production in Renminbi ("RMB") and Hong Kong dollars ("HK\$") and most of the sales of the Group are settled in HK\$. Therefore, the Group is exposed to foreign exchange risk of RMB. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities.

Interim Dividend

The Board does not recommend the payment of an interim dividend for the six months ended 30 September 2018 (2017: Nil).

重大投資、收購與出售以及重大投資或資本資產的計劃

截至二零一八年九月三十日止六個月，本集團已出售一家持有物業的附屬公司（構成一項須予公佈的交易）及另外六家不活躍附屬公司，並產生收益約8.2百萬港元。除該等出售及中期財務報表其他部分、本公司日期為二零一八年三月二十三日的公佈及本公司日期為二零一八年七月十一日的通函所披露者外，概無持有任何重大投資，亦無進行任何重大收購或出售附屬公司及聯屬公司。

除中期財務報表所披露者外，於二零一八年九月三十日，概無有關重大投資或資本資產的未來計劃。

或然負債

除中期財務報表所披露者外，於二零一八年九月三十日，本集團並無重大或然負債。

外匯風險

本集團以人民幣（「人民幣」）及港元（「港元」）結算生產成本，而本集團大部分銷售乃以港元結算。因此，本集團面對人民幣的外匯風險。本集團現時並無有關外幣交易、資產及負債的外幣對沖政策。

中期股息

本集團不建議就截至二零一八年九月三十日止六個月派付中期股息（二零一七年：無）。

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Employees and Remuneration Policies

As at 30 September 2018, the Group had approximately 30 employees. The Group's staff cost for the six months ended 30 September 2018 amounted to approximately HK\$3.3 million. The Group's remuneration policies are in line with the prevailing market practice and are determined on the basis of performance, qualification and experience of individual employee. The Group recognises the importance of good relationship with its employees. The remuneration payable to its employees includes salaries and allowance.

In Hong Kong, the Group's employees have participated in the mandatory provident fund prescribed by the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong). In the PRC, the Group's employees have participated in various security insurance including social insurance prescribed by the Social Insurance Law of PRC (《中華人民共和國社會保險法》), and housing provident fund prescribed by the Regulations on Management of Housing Provident Fund (《住房公積金管理條例》).

僱員及薪酬政策

於二零一八年九月三十日，本集團約有30名僱員。截至二零一八年九月三十日止六個月，本集團的員工成本約為3.3百萬港元。本集團的薪酬政策與現行市場慣例一致，乃按個別僱員的表現、資歷及經驗釐定。本集團深明與僱員保持良好關係的重要性。應付僱員薪酬包括工資及津貼。

本集團在香港的僱員已參加香港法例第485章《強制性公積金計劃條例》規定的強制性公積金計劃。本集團在中國的僱員已參加多種保障保險，包括《中華人民共和國社會保險法》及《住房公積金管理條例》規定的社會保險及住房公積金。

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DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 30 September 2018, none of the Directors or chief executives of the Company had any interests or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (i) as required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions which they are taken or deemed to have under such provisions of the SFO), or (ii) as required to be recorded in the register required to be kept by the Company pursuant to Sections 352 of the SFO, or (iii) as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 to Rule 5.67 of the GEM Listing Rules.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 September 2018, the following persons (other than the Directors or chief executives of the Company) 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 as required to be recorded in the register required to be kept under 336 of the SFO:

董事及主要行政人員於本公司或任何相聯法團的股份、相關股份及債權證中的權益及淡倉

於二零一八年九月三十日，概無董事及本公司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第XV部）任何股份、相關股份或債權證中擁有(i)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的任何權益或淡倉（包括根據證券及期貨條例有關條文被當作或視為擁有的權益及／或淡倉），或(ii)須記入本公司根據證券及期貨條例第352條須存置的登記冊內任何權益或淡倉，或(iii)根據GEM上市規則第5.46至第5.47條有關上市發行人董事進行交易規定標準而另行通知本公司及聯交所的任何權益或淡倉。

主要股東及其他人士於本公司股份及相關股份中的權益及淡倉

於二零一八年九月三十日，以下人士（董事或本公司主要行政人員除外）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分部條文須向本公司披露，或擁有須記入根據證券及期貨條例第336條須存置的登記冊內的權益或淡倉如下：

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Long position in shares and underlying shares of the Company

於本公司股份及相關股份中的好倉

Name of shareholder	Capacity/ nature of interests	Number of shares	Percentage of the Company's issued share capital as at 30 September 2018 於二零一八年 九月三十日 估本公司 已發行 股本百分比
股東姓名／名稱	身份／權益性質	股份數目	股本百分比
Lau Lan Ying (Note) 劉蘭英 (附註)	Interest in a controlled corporation 於受控法團的權益	322,314,800	25.18%
Wong Kwan Mo (Note) 黃君武 (附註)	Interest in a controlled corporation 於受控法團的權益	322,314,800	25.18%
Strong Light Investments Limited (Note) 昌亮投資有限公司 (附註)	Beneficial owner 實益擁有人	299,694,000	23.41%
Ge Qingfu 葛慶福	Beneficial owner 實益擁有人	128,226,200	10.02%
Flying mortgage Limited 飛亞物業按揭有限公司	Beneficial owner 實益擁有人	71,480,000	5.58%

Note:

附註：

299,694,000 shares are owned by Strong Light Investments Limited, Strong Light Investments Limited is a company incorporated in Hong Kong. The entire issued share capital of Strong Light Investments Limited is owned as to 50% by Lau Lan Ying and 50% by Wong Kwan Mo. Lau Lan Ying is the spouse of Wong Kwan Mo.

299,694,000股股份由昌亮投資有限公司擁有。昌亮投資有限公司為一家於香港註冊成立的公司。昌亮投資有限公司的全部已發行股本由劉蘭英及黃君武各自擁有50%。劉蘭英為黃君武的配偶。

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Save as disclosed above, as at 30 September 2018, the Company has not been notified by any person (other than the Directors or the chief executives as disclosed in the paragraph headed "Directors' and chief executives' interests and short positions in shares, underlying shares or debentures of the Company and its associated corporations" above) who had, or was deemed to have, interests or short positions in the shares, underlying shares or debentures of the Company which would fall to be disclosed to the Company under provisions of Divisions 2 and 3 of Part XV of the SFO or were required to be recorded in the register required to be kept by the Company under section 336 of the SFO.

SHARE OPTION SCHEME

Details of the share option scheme are set out in Note 20 to the Interim Financial Statements.

CORPORATE GOVERNANCE PRACTICES

The Group's corporate governance practices are based on the principles and the code provisions in the Corporate Governance Code (the "Code") as set out in Appendix 15 to the GEM Listing Rules.

During the six months ended 30 September 2018 and up to the date of this report, save for the deviation from code provision A.2.1 of the Code which explained below, the Company has applied the principles and complied with all the applicable code provisions of the Code contained in Appendix 15 to the GEM Listing Rules.

除上文所披露者外，於二零一八年九月三十日，本公司並無得悉任何人士（上文「董事及主要行政人員於本公司或任何相聯法團的股份、相關股份及債權證中的權益及淡倉」一段所披露的董事或主要行政人員除外）於本公司股份、相關股份或債權證中擁有或視為擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉，或須記入本公司根據證券及期貨條例第336條須存置的登記冊內的權益或淡倉。

購股權計劃

購股權計劃的詳情載於中期財務報表附註20。

企業管治常規

本集團的企業管治常規乃根據GEM上市規則附錄15所載的企業管治守則（「守則」）的原則及守則條文編製。

於截至二零一八年九月三十日止六個月及直至本報告日期，除下文所闡釋者偏離守則的守則條文第A.2.1條外，本公司已應用GEM上市規則附錄15所載的守則的原則，並已遵從所有適用守則條文。

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CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under the code provision A.2.1 of the Code, the roles of the chairman (“Chairman”) and the chief executive officer (“CEO”) of the Company should be separate and should not be performed by the same individual. Mr. Ng Ka Ho had appointed as the Chairman on 22 April 2016 who provides leadership to the Board. Mr. Yang Si Hang was the CEO and he resigned on 3 March 2017. The Company has not appointed CEO since then, and the roles and functions of the CEO have been performed by the Chairman. The Board believes that vesting the roles of both Chairman and CEO in the same individual can provide the Company with strong and consistent leadership and allows for effective planning and implementation of business decisions and strategies.

COMPLIANCE WITH THE REQUIRED STANDARD OF DEALINGS IN SECURITIES TRANSACTIONS BY DIRECTORS

The Group adopted the required standards of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding Directors’ securities transactions in securities of the Company.

Upon the Group’s specific enquiry, each Director confirmed that he/she had fully complied with the required standard of dealings and there was no event of non-compliance during the six months ended 30 September 2018 and up to the date of this report.

PURCHASE, SALES OR REDEMPTION OF THE COMPANY’S LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities for the six months ended 30 September 2018.

主席及首席執行官

根據守則的守則條文第A.2.1條，本公司主席（「主席」）及首席執行官（「首席執行官」）的角色應予區分，並不應由同一人兼任。吳家豪先生於二零一六年四月二十二日獲委任為主席，負責帶領董事會。楊詩恒先生為首席執行官，彼於二零一七年三月三日辭任。自此，本公司尚未委任首席執行官，而首席執行官的角色及職能一直由主席履行。董事會相信，主席及首席執行官角色由同一人兼任可為本公司提供堅定連貫的領導，使業務決定及策略可有效地規劃與執行。

遵守董事進行證券交易規定標準的情況

本集團已採納GEM上市規則第5.48至第5.67條所載交易規定標準，作為有關董事進行涉及本公司證券的證券交易的行為守則。

據本集團的特定查詢，各董事確認其於截至二零一八年九月三十日止六個月及直至本報告日期已全面遵守交易規定標準，且概無任何違規情況。

購買、出售或贖回本公司上市證券

截至二零一八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證券。

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UPDATE ON THE USE OF PROCEEDS FROM THE PLACING OF SHARES COMPLETED ON 11 AUGUST 2016

References are made to the 2018 Annual Report, the announcements of the Company dated 21 July 2016, 4 August 2016, 11 August 2016 and 29 January 2018 respectively in relation to, among others, the placing of shares under general mandate together with the intended and actual use of proceeds. During the six months ended 30 September 2018, the remaining proceeds of approximately HK\$4 million was used as general working capital of the Group and the proceeds were fully utilised as its intended use at the end of the reporting period.

DIRECTORS' INTEREST IN COMPETING BUSINESS

The Directors confirm that none of the Directors and their respective close associates (as defined in the GEM Listing Rules) had an interest in any business which competed or was likely to compete, either directly or indirectly with the Group's business during the six months ended 30 September 2018.

UPDATE ON DIRECTORS' INFORMATION

Pursuant to Rule 17.50A(1) of the GEM Listing Rules, the change in information of the Directors and chief executives for the six months ended 30 September 2018 and up to the date of the Interim Financial Statements is set out below:

Mr. Lau Chun Kavan has been appointed as an executive Director on 16 May 2018.

於二零一六年八月十一日完成的股份配售所得款項用途的最新情況

茲提述二零一八年年報、日期分別為二零一六年七月二十一日、二零一六年八月四日、二零一六年八月十一日及二零一八年一月二十九日的公佈，內容有關（其中包括）根據一般授權配售股份連同所得款項的擬定及實際用途。截至二零一八年九月三十日止六個月，餘下所得款項約4百萬港元已用作本集團一般營運資金，而所得款項於報告期末已全數用作其擬定用途。

董事於競爭業務的權益

截至二零一八年九月三十日止六個月，董事確認，董事及彼等各自的緊密聯繫人（定義見GEM上市規則）概無於與本集團業務直接或間接構成競爭或可能構成競爭的任何業務中擁有權益。

董事資料更新

根據GEM上市規則第17.50A(1)條於截至二零一八年九月三十日止六個月內及截至中期財務報表日期的董事及高級行政人員資料變動載列如下：

劉俊先生已於二零一八年五月十六日獲委任為執行董事。

Management Discussion and Analysis

管理層討論及分析

AUDIT COMMITTEE

The Company has established the audit committee (the "Audit Committee") with terms in compliance with the Code as set out in Appendix 15 to the GEM Listing Rules. The duties of the Audit Committee are to primary review financial statements of the Group and oversee internal control procedures and risk management of the Group.

The Audit Committee consists of 3 independent non-executive Directors, namely Mr. Li Kin Ping, Mr. Ma Chi Ming and Ms. Guo Yan Xia. Mr. Li Kin Ping is the chairman of the Audit Committee.

The Audit Committee has reviewed the accounting principles and policies adopted by the Group and the Interim Financial Statements and is of the opinion that the preparation of such statements complied with the applicable accounting standards, GEM Listing Rules and that adequate disclosures have been made.

PUBLICATION OF INTERIM RESULTS AND INTERIM REPORT

This report is published on the websites of the GEM and the Company (www.lna.com.hk). The interim report of the Company for the six months ended 30 September 2018 containing all the information required by the GEM Listing Rules will be dispatched to the Company's shareholders and published on the above websites.

By order of the Board

L & A INTERNATIONAL HOLDINGS LIMITED
Ng Ka Ho

Chairman and Executive Director

Hong Kong, 13 November 2018

As at the date of this report, the Board comprises two executive Directors, namely Mr. Ng Ka Ho and Mr. Lau Chun Kavan and three independent non-executive Directors, namely Mr. Ma Chi Ming, Mr. Li Kin Ping and Ms. Guo Yan Xia.

審核委員會

本公司已成立審核委員會（「審核委員會」），並已採納符合GEM上市規則附錄15所載守則的職權範圍。審核委員會的主要職責為審閱本集團的財務報表及監管本集團的內部監控程序及風險管理。

審核委員會包括三名獨立非執行董事，即李健平先生、馬志明先生及郭艷霞女士。李健平先生為審核委員會主席。

審核委員會已審閱本集團採納的會計原則及政策以及中期財務報表，並認為有關報表乃遵照適用的會計準則及GEM上市規則而編製，且已作出足夠披露。

刊發中期業績及中期報告

本報告分別刊載於GEM網站及本公司網站(www.lna.com.hk)。本公司截至二零一八年九月三十日止六個月的中期報告（當中載有GEM上市規則規定的所有資料）將寄發予本公司股東及刊載於上述網站。

承董事會命

樂亞國際控股有限公司
吳家豪

主席兼執行董事

香港，二零一八年十一月十三日

於本報告日期，董事會包括兩名執行董事吳家豪先生及劉俊先生；以及三名獨立非執行董事馬志明先生、李健平先生及郭艷霞女士。

**L & A INTERNATIONAL
HOLDINGS LIMITED**
樂亞國際控股有限公司

www.lna.com.hk