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NATIONAL ELECTRONICS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code: 213)

Interim Results Announcement for the six months ended 30 September 2014

UNAUDITED INTERIM RESULTS

The Board (the "Board") of Directors (the "Directors") of National Electronics Holdings Limited (the "Company") would like to present the interim results of the Company and its subsidiaries (together, the "Group") for the six months ended 30 September 2014.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30 September 2014

	Notes	Six months ende 2014 (unaudited) HK\$'000	d 30 September 2013 (unaudited) HK\$'000
Revenue Cost of sales	3	836,368 (686,580)	583,097 (491,262)
Gross profit Other income Other (losses) / gains Increase in fair value of investment	4 5	149,788 21,630 (3,162)	91,835 3,312 4,787
properties Distribution costs Administrative expenses	11	16,305 (4,094) (72,822)	55,656 (4,687) (102,332)
Finance costs Share of results of associates	6	(28,234) 2,321	(13,392) 37,784
Profit before taxation Income tax expense	7 8	81,732 (406)	72,963 (1,838)
Profit for the period		81,326	71,125
Earnings per share Basic Diluted	9	8.67 HK cents 8.62 HK cents	7.34 HK cents 7.29 HK cents

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2014

	Six months ended 30 September	
	2014	2013
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Profit for the period	81,326	71,125
Other comprehensive (expense) / income		
Items that may be subsequently reclassified		
to profit or loss		
Exchange differences arising on		
translation of foreign operations	(898)	5,412
Fair value loss on hedging instruments in		
cash flow hedges		(2,636)
Other comprehensive (expense) / income		
for the period	(898)	2,776
Total comprehensive income for the period	80,428	73,901

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 September 2014

	Notes	30 September 2014 (unaudited) HK\$'000	31 March 2014 (audited) <i>HK</i> \$'000
	woies	$IIK\phi 000$	$IIK_{\mathcal{F}} 000$
NON-CURRENT ASSETS			
Investment properties	11	2,184,919	887,577
Property, plant and equipment		561,425	567,996
Prepaid lease payments		12,836	14,032
Goodwill		1,270	678
Interests in associates		185,309	284,408
Interests in joint ventures		_	
Available-for-sale investments		22,250	22,250
Deferred tax assets		7,388	7,115
		2,975,397	1,784,056
CURRENT ASSETS			
Inventories		149,007	129,415
Prepaid lease payments		326	326
Investment held for trading		6,919	4,300
Inventory of unsold properties		6,893	6,937
Properties under development for sale		1,154,152	1,256,446
Bills receivables	12	1,199	1,289
Trade receivables, deposits and			
prepayments	12	501,257	155,149
Amounts due from associates		16,139	18,149
Amounts due from joint ventures		21,350	21,350
Tax recoverable		946	946
Bank balances and cash		_501,318	_646,094
		2,359,506	2,240,401

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(continued)

At 30 September 2014

		30 September 2014	31 March 2014
		(unaudited)	(audited)
	Notes	HK\$'000	HK\$'000
CURRENT LIABILITIES			
Trade payables, customers' deposits and			
accrued expenses	13	148,426	147,235
Bills payables	13	116,758	95,026
Amount due to an associate		46,816	46,816
Tax payable		5,192	4,692
Derivative financial instruments		1,344	1,179
Obligations under finance leases		5,933	6,041
Bank loans		801,877	_450,939
		1,126,346	751,928
NET CURRENT ASSETS		<u>1,233,160</u>	1,488,473
TOTAL ASSETS LESS CURRENT			
LIABILITIES		4,208,557	3,272,529
CAPITAL AND RESERVES			
Share capital		93,671	94,041
Reserves		1,669,708	1,634,403
TOTAL EQUITY		1,763,379	1,728,444
NON-CURRENT LIABILITIES			
Provision for long service payments		5,870	5,870
Obligations under finance leases		30,370	33,296
Bank loans		2,332,429	1,428,316
Deferred tax liabilities		76,509	76,603
		2,445,178	1,544,085
		4,208,557	3,272,529

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2014

(1) BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") and with the Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

(2) PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments, which are measured at fair values.

Except as described below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2014 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2014.

In the current interim period, the Group has applied, for the first time, a new interpretation and certain amendments to Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA that are mandatorily effective for the current interim period.

The application of the new interpretation and amendments to HKFRSs in the current interim period has had no material effect on the amounts reported in the condensed consolidated financial statements and/or disclosures set out in the condensed consolidated financial statements.

(3) SEGMENT INFORMATION

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

Six months ended 30 September 2014

	Manufacture of watches and trading of watch movements HK\$'000	Property development and investment HK\$'000	Hotel operation <i>HK\$</i> '000	Consolidated <i>HK\$</i> '000
REVENUE				
External sales	<u>623,633</u>	<u>190,868</u>	21,867	836,368
RESULT				
Segment result	22,890	50,485	14,613	87,988
Bank interest income				1,909
Unallocated other income				18,927
Unallocated other expenses				(1,179)
Finance costs				(28,234)
Share of results of associates				
Profit before taxation				81,732
Income tax expense				(406)
Profit for the period				81,326

(3) SEGMENT INFORMATION (continued)

Six months ended 30 September 2013

	Manufacture of watches and trading of watch movements HK\$'000	Property development and investment HK\$'000	Hotel operation <i>HK</i> \$'000	Consolidated HK\$'000
REVENUE				
External sales	<u>572,125</u>	<u>276</u>	10,696	<u>583,097</u>
RESULT				
Segment result	20,791	49,747	8,536	79,074
Bank interest income				1,848
Unallocated other income Unallocated other				407
expenses				(32,758)
Finance costs Share of results of				(13,392)
associates				37,784
Profit before taxation				72,963
Income tax expense				(1,838)
Profit for the period				71,125

Segment result represents the profit earned by / loss from each segment without allocation of central administration costs, share of results of associates, other income and finance costs. This is the measure reported to the Board for the purpose of resource allocation and performance assessment.

(3) SEGMENT INFORMATION (continued)

Geographical information

The Group's main operations are located in Hong Kong and other regions in the People's Republic of China (the "PRC"), North America and Europe.

The following is an analysis of the Group's revenue from external customers based on geographical location of the customers:

	Six months ended 30 September	
	2014	2013
	HK\$'000	HK\$'000
Hong Kong and the PRC	562,230	478,220
North America	243,128	26,737
Europe	17,747	54,245
Others	13,263	_23,895
	<u>836,368</u>	<u>583,097</u>

(4) OTHER INCOME

	Six months ended 30 September		
	2014	2014	2013
	HK\$'000	HK\$'000	
Bank interest income	1,909	1,848	
Interest income from held-to-maturity investments	_	98	
Interest income from associates	_	336	
Royalties income	12,618	_	
Agency fee income	6,309	_	
Sundry income	794	1,030	
	21,630	3,312	

(5) OTHER (LOSSES) / GAINS

		Six months ended 30 September	
		2014	2013
		HK\$'000	HK\$'000
	(Loss) / gain on fair value changes of derivative financial		
	instruments	(118)	4,710
	Net foreign exchange (loss) / gain	_(3,044)	77
		(3,162)	4,787
(6)	FINANCE COSTS		
		Six month	is ended
		30 Sept	ember
		2014	2013
		HK\$'000	HK\$'000
	Interest on:		
	Bank loans and overdrafts		
	- wholly repayable within five years	17,320	15,861
	- not wholly repayable within five years	20,236	5,729
	Obligations under finance leases	780	<u>478</u>
	Total borrowing costs	38,336	22,068
	Less: Amounts capitalised to investment properties and		
	properties under development for sale	(10,102)	(8,676)
		28,234	13,392

(7) PROFIT BEFORE TAXATION

	Six months ended 30 September	
	2014	2013
	HK\$'000	HK\$'000
Profit before taxation has been arrived at after charging:		
Depreciation of property, plant and equipment	16,471	19,424
Staff costs including directors' emoluments	58,573	58,476
Amortisation of prepaid lease payments	166	166
Cost of inventories recognised as an expense	617,776	416,671
Minimum lease payments for operating leases in respect of		
land and buildings	4,513	3,816
and after crediting:		
Gross rental income	22,868	9,221
Less: Outgoings	(6,233)	(2,219)
Net rental income	16,635	7,002

Minimum lease payments for operating leases in respect of staff quarters amounting to approximately HK\$3,861,000 (six months ended 30 September 2013: HK\$2,993,000) are included in staff costs.

(8) INCOME TAX EXPENSE

	Six months ended 30 September	
	2014	2013
	HK\$'000	HK\$'000
Current tax — Hong Kong Profits Tax	500	2,028
Deferred tax — current year	(94)	(190)
	<u>406</u>	1,838

Hong Kong Profits Tax has been provided for at 16.5% (six months ended 30 September 2013: 16.5%) on the estimated assessable profits for the six months ended 30 September 2014.

(9) EARNINGS PER SHARE

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

	Six months ended 30 September	
	2014	2013
	HK\$'000	HK\$'000
Earnings		
Profit for the period attributable to owners of the Company		
for the purpose of basic and diluted earnings per share	81,326	71,125
Number of shares		
Weighted average number of ordinary shares for the purpose		
of basic earnings per share	937,981,582	969,481,582
Effect of dilutive potential ordinary shares - Share options	5,193,894	6,109,042
Weighted average number of ordinary shares for the purpose		
of diluted earnings per share	943,175,476	975,590,624
(10) DIVIDENDS		
(10) DIVIDENDS		
		ths ended otember
	2014	2013

	Six months ended 30 September	
	2014	2013
	HK\$'000	HK\$'000
Dividends recognised as distribution during the period:		
2014 final dividend of 3.5 HK cents (2013: 3.5 HK cents)		
per share and a special cash dividend of 1.0 HK cent (2013:		
2.0 HK cents) per share	42,175	52,817

Subsequent to the end of the reporting period, the Directors proposed an interim dividend of 0.5 HK cent per share (2013: 0.5 HK cent per share) be paid to the shareholders of the Company whose names appear in the Register of Members on 17 December 2014.

(11) INVESTMENT PROPERTIES

	HK\$'000
FAIR VALUE	
At 1 April 2013	645,000
Additions	46,775
Increase in fair value recognised in profit or loss	194,936
Exchange realignment	866
At 31 March 2014	887,577
Additions	646,730
Acquired on acquisition of subsidiaries	635,000
Increase in fair value recognised in profit or loss	16,305
Exchange realignment	(693)
At 30 September 2014	2,184,919

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

The fair values of the investment properties located in Hong Kong at 30 September 2014 have been arrived at on the basis of a valuation carried out on that date by DTZ Debenham Tie Leung Limited, an independent qualified professional valuer not connected with the Group.

The fair value of the investment property located in Canada at 30 September 2014 has been arrived at on the basis of a valuation carried out on that date by CBRE Limited, an independent qualified professional valuer not connected with the Group.

The fair value of the investment property located in the PRC at 30 September 2014 has been arrived at on the basis of a valuation carried out on that date by Knight Frank Petty Limited, an independent qualified professional valuer not connected with the Group.

(11) INVESTMENT PROPERTIES (continued)

The fair values of the completed investment properties located in Hong Kong and Canada were determined based on market comparison approach, where the values are assessed by reference to the comparable properties in close proximity and adjusted for differences in key attributes such as property size and location.

The fair value of the investment property under construction located in the PRC was determined by using depreciated replacement cost approach, which is based on an estimate of the market value for the existing use of the land plus the current gross replacement cost of improvements less allowances for physical deterioration and all relevant forms of obsolescence and optimisation.

(12) BILLS RECEIVABLES, TRADE RECEIVABLES, DEPOSITS AND PREPAYMENTS

Bills receivables with full recourse of approximately HK\$1,199,000 (31 March 2014: HK\$1,289,000) are aged within 30 days.

The Group has a policy of allowing an average credit period of 30 days to its trade customers.

Included in trade receivables, deposits and prepayments are trade receivables net of allowance for doubtful debts of approximately HK\$198,390,000 (31 March 2014: HK\$76,878,000) with an aged analysis as follows:

	At 30 September 2014 <i>HK</i> \$'000	At 31 March 2014 HK\$'000
Within 30 days 31 to 90 days 91 to 180 days	171,048 6,650 8,632	58,108 10,100 5,582
Over 180 days		<u>3,088</u> <u>76,878</u>

(13) BILLS PAYABLES, TRADE PAYABLES, CUSTOMERS' DEPOSITS AND ACCRUED EXPENSES

Included in bills payables, trade payables, customers' deposits and accrued expenses are trade and bills payables of approximately HK\$146,128,000 (31 March 2014: HK\$115,830,000) with an aged analysis as follows:

	At	At
	30 September	31 March
	2014	2014
	HK\$'000	HK\$'000
Within 30 days	91,421	76,084
31 to 90 days	46,789	31,312
91 to 180 days	4,813	4,219
Over 180 days	3,105	4,215
	<u>146,128</u>	115,830

(14) FINANCIAL GUARANTEE CONTRACTS

	At	At
	30 September	31 March
	2014	2014
	HK\$'000	HK\$'000
Guarantees given to banks in respect of banking facilities to		
associates	18,000	99,460
Other guarantees	621	621
	18,621	100,081

The fair values of the financial guarantees at initial recognition are not significant and therefore the directors are of the opinion that no provision for financial guarantees should be made.

(15) CAPITAL COMMITMENTS

	At	At
	30 September	31 March
	2014	2014
	HK\$'000	HK\$'000
Contracted for but not provided:		
Construction of properties	25,982	33,087
Acquisition of property, plant and equipment	616	2,011
	26,598	35,098

(16) RELATED PARTY TRANSACTIONS

(1) Transactions with associates

	Six months ended 30 September	
	2014	2013
	HK\$'000	HK\$'000
Nature of transaction		
Property management fee received by the Group	1,454	1,751
Interest income received by the Group	<u></u>	336

- (2) The Group's balances with related parties are set out in the condensed consolidated statement of financial position.
- (3) Financial guarantees given to banks by the Group in respect of banking facilities to associates are set out in note 14.
- (4) The remuneration of directors relating to short-term benefits, post-employment benefits and share-based payments during the period was approximately HK\$13,220,000 (six months ended 30 September 2013: HK\$12,738,000).

INTERIM DIVIDEND

The Directors resolved to declare an interim dividend of 0.5 HK cent per share (2013: 0.5 HK cent per share).

BUSINESS REVIEW

The Group's turnover for the six months ended 30 September 2014 was approximately HK\$836,368,000 as compared with HK\$583,097,000 over the same period last year. Net profit for the six months ended 30 September 2014 was approximately HK\$81,326,000 as compared with approximately HK\$71,125,000 over the same period in 2013.

During the period under review, the turnover of the Group's watch manufacturing and watch component trading division increased slightly as compared with last year. The division's profit margin was improved due to the depreciation of the Japanese Yen in the recent months.

During the same period, 99 Bonham, the boutique apartment hotel located at Nos. 99, 101 and 103 Bonham Strand and No. 127 Wing Lok Street, Hong Kong became a wholly-owned property of the Group through the repurchase of the outstanding 73% of shareholding in an associate with a real estate fund managed by J.P. Morgan Asset Management. Furthermore, our Hotel business recorded steady occupancy rates and maintained its operating profit margin.

In respect of the property development and investment business, the Group has enhanced its property portfolio by completing its acquisition of a whole city block in downtown Toronto located at 88 Queen Street East, Toronto, Ontario, Canada on 7 July 2014. The Group is planning for a phased mixed use development scheme for the property.

Also in this period, the Group disposed of its development site located at 3972 Highway 7 East, City of Markham, Ontario, Canada and the result was satisfactory.

PROSPECTS

With the sales of our Group's new Fitness wrist bands and the introduction of our smart watches in the 4th Quarter of this financial year, the Group anticipates the performance of the Group's watch manufacturing and watch component trading division will improve.

PROSPECTS (continued)

Earlier this year, the Group also entered into an agreement to repurchase the outstanding 73% shareholding in another associate with a real estate fund managed by J.P. Morgan Asset Management. The transaction was completed on 9 October 2014, and as a result, The Jervois, a boutique hotel apartment located at No. 89 Jervois Street, Hong Kong, became a wholly-owned property of the Group.

The Group's other wholly-owned boutique hotel development located at No. 196 Queen's Road Central, Hong Kong was completed and the marketing campaign will be launched by the end of 2014.

The formation work of the Group's wholly-owned luxury residential development at 45 Tai Tam Road was completed and the superstructure work is being tendered.

The Group remains optimistic about the medium and long-term real estate market in Hong Kong and other selected world class cities, and will continue to look for attractive acquisition opportunities.

FINANCIAL REVIEW

Liquidity and financial resources

At 30 September 2014, the Group's total borrowings were approximately HK\$3,134 million. The maturity profile spreads over a period of 25 years, with approximately HK\$802 million repayable within one year, approximately HK\$1,962 million within two to five years and approximately HK\$370 million beyond five years.

At 30 September 2014, the Group's gearing ratio was 1.32 (31 March 2014: 0.83) which is calculated based on the Group's long-term bank borrowings of approximately HK\$2,332 million and shareholders' funds of approximately HK\$1,763 million.

At 30 September 2014, the Group's total bank balances and cash was approximately HK\$501 million (31 March 2014: HK\$646 million).

Similar to last period, the Group has maintained a reasonable level of cash resources and stand-by credit facilities to provide adequate liquid funds to finance its commitments and working capital requirements.

FINANCIAL REVIEW (continued)

Treasury Policies

At 30 September 2014, 76% of the Group's borrowings was in HK\$, 16% in CAD, 4% in US\$ and 4% in JPY.

At 30 September 2014, 74% of the Group's bank balances and cash was in HK\$, 13% in CAD, 6% in US\$, 6% in JPY and 1% in others.

All the Group's borrowings are variable-rate borrowings. The Group will carefully monitor its foreign exchange and interest rate exposures and utilise financial instruments such as forward contracts and interest rate swaps as necessary.

Future plans for material investments

The Group currently has no other plans for material investments. All investments, if any, will be funded by bank borrowings and the internal resources of the Group.

Charges on assets

At 30 September 2014, certain properties of the Group of approximately HK\$3,740 million (31 March 2014: HK\$2,548 million) were pledged to secure banking facilities for the Group.

Employees

At 30 September 2014, the Group employed approximately 1,100 employees in Hong Kong, the PRC and other overseas countries. The staff costs for the period including directors' emoluments amounted to approximately HK\$59 million (six months ended 30 September 2013: HK\$58 million). Remuneration is determined by reference to market terms as well as the qualifications and experiences of the staff concerned. Salaries are reviewed annually and discretionary bonuses may be paid depending on individual performance and the profitability of the Group.

PURCHASE, SALE OR REDEMPTION OF SHARES

Save for the Company's purchases of its own shares on the Stock Exchange as disclosed below, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's securities during the six months ended 30 September 2014.

	Number of ordinary shares	Price pe	r share	Aggregate consideration
Month of repurchase	of HK\$0.1 each	Highest	Lowest	paid
		HK\$	HK\$	HK\$
May 2014	3,420,000	0.88	0.86	2,980,434
July 2014	64,000	0.91	0.91	58,449
September 2014	_516,000	0.98	0.98	_507,491
	4,000,000			3,546,374

CORPORATE GOVERNANCE

The Company had complied throughout the six months ended 30 September 2014 with the Corporate Governance Code (the "CG Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited except for the CG Code A.4.1 and A.4.2.

Pursuant to the CG Code A.4.1, non-executive directors should be appointed for a specific term, subject to re-election. The Non-executive Directors of the Company were not appointed for a specific term, but are subject to retirement by rotation and re-election at the Company's Annual General Meetings in accordance with the Company's Bye-law 99. The Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the CG Code A.4.1.

Pursuant to the CG Code A.4.2, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. In the opinion of the Board, the Chairman and Managing Director play a pivotal role in charting of corporate strategies and direction of the Group and should not be subject to retirement by rotation in consideration of the stability and continuity development of the Group. As such, the Board believes that exempting the Chairman and Managing Director from retiring from office by rotation at Annual General Meeting in accordance with the Bye-law 99 of the Company is in the best interest of the Group.

AUDIT COMMITTEE

The Company has established an Audit Committee and its members comprise Dr. Samson Sun, M.B.E., J.P., Mr. Chan Chak Cheung, William and Mr. Chan Kwok Wai who are all Independent Non-executive Directors. The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed the auditing, internal control and financial reporting matters. The interim results for the six months ended 30 September 2014, which have not been audited, have been reviewed by the Audit Committee.

MODEL CODE

The Company has adopted a code of conduct regarding the Directors' securities transactions ("Model Code") on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules. The Company has made specific enquiries to all Directors who have confirmed that, during the period under review, they had complied with the required standard set out in the Model Code.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 15 December 2014 to Wednesday, 17 December 2014 (both days inclusive) during which no transfer of shares will be registered. In order to qualify for the interim dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrar and Transfer Office in Hong Kong, Tricor Standard Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 12 December 2014.

The interim dividend is expected to be paid on or about Wednesday, 31 December 2014.

PUBLICATION OF INTERIM REPORT

The interim report of the Company for the six months ended 30 September 2014 containing all applicable information required by Appendix 16 of the Listing Rules will be published on the Stock Exchange's website (http://www.hkex.com.hk) and on the Company's website (http://www.irasia.com/listco/hk/national/index.htm) in due course.

By Order of the Board

LEE YUEN CHING JIMMY

Chairman

Hong Kong, 27 November 2014

As at the date of this announcement, the executive Directors are Mr. Lee Yuen Ching, Jimmy, Mr. Lee Bon Chi, Loewe, Mr. Lee Yuen Kui, James, Mr. Lee Yuen Cheor, Edward and Mr. Wai Kwong Yuen, Ricky, the Non-executive Director is Ms. Lee Yuen Yu, Dorathy and the Independent Non-executive Directors are Dr. Samson Sun, M.B.E., J.P., Mr. Chan Chak Cheung, William and Mr. Chan Kwok Wai.