

**2014/2015**  
**INTERIM REPORT**  
**中期報告**

齊來  
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together!



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## CORPORATE INFORMATION

### 公司資料

#### BOARD OF DIRECTORS

##### Executive directors

Hung Kim Fung, Measure (Chairman)  
Yeung Man Yi, Beryl (Deputy Chairman and Chief Executive Officer)  
Hung Ying Fung  
Yeung Kwok Leung, Allix  
Manuel Arnaldo de Sousa Moutinho

##### Independent non-executive directors

Charles E. Chapman  
Leung Wai Cheung  
Ku Wing Hong, Eric

#### AUDIT COMMITTEE

Leung Wai Cheung (Chairman)  
Charles E. Chapman  
Ku Wing Hong, Eric

#### REMUNERATION COMMITTEE

Leung Wai Cheung (Chairman)  
Yeung Man Yi, Beryl  
Ku Wing Hong, Eric

#### NOMINATION COMMITTEE

Hung Kim Fung, Measure (Chairman)  
Charles E. Chapman  
Leung Wai Cheung

#### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

#### PRINCIPAL PLACE OF BUSINESS

7/F New Trend Centre  
704 Prince Edward Road East  
San Po Kong  
Kowloon  
Hong Kong

#### COMPANY SECRETARY

Ho Siu Wan

#### 董事會

##### 執行董事

洪劍峯 (主席)  
楊敏儀 (副主席兼行政總裁)  
洪英峯  
楊國樑  
Manuel Arnaldo de Sousa Moutinho

##### 獨立非執行董事

Charles E. Chapman  
梁偉祥  
古永康

##### 審核委員會

梁偉祥 (主席)  
Charles E. Chapman  
古永康

##### 薪酬委員會

梁偉祥 (主席)  
楊敏儀  
古永康

##### 提名委員會

洪劍峯 (主席)  
Charles E. Chapman  
梁偉祥

##### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

##### 主要營業地點

香港  
九龍  
新蒲崗  
太子道東704號  
新時代工貿商業中心7樓

##### 公司秘書

何少雲

## CORPORATE INFORMATION

### 公司資料

#### AUDITORS

HLB Hodgson Impey Cheng Limited  
Certified Public Accountants  
31/F Gloucester Tower  
The Landmark  
11 Pedder Street, Central  
Hong Kong

#### 核數師

國衛會計師事務所有限公司  
香港執業會計師  
香港  
中環畢打街11號  
置地廣場  
告羅士打大廈31字樓

#### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited  
26 Burnaby Street  
Hamilton HM 11  
Bermuda

#### 主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited  
26 Burnaby Street  
Hamilton HM 11  
Bermuda

#### BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Hong Kong Registrars Limited  
Shops 1712–1716, 17/F  
Hopewell Centre  
183 Queen's Road East  
Hong Kong

#### 股份過戶登記分處

香港證券登記有限公司  
香港  
皇后大道東183號  
合和中心  
17樓1712–1716室

#### PRINCIPAL BANKERS

China Construction Bank (Asia) Corporation Limited  
Dah Sing Bank, Limited  
DBS Bank (Hong Kong) Limited  
Hang Seng Bank Limited  
OCBC Wing Hang Bank, Limited (formerly known as Wing Hang Bank, Limited)

#### 主要銀行

中國建設銀行(亞洲)股份有限公司  
大新銀行有限公司  
星展銀行(香港)有限公司  
恒生銀行有限公司  
華僑永亨銀行有限公司(前稱永亨銀行有限公司)

#### LEGAL ADVISERS

F. Zimmern & Co.  
Rooms 1002–1003, 10/F  
York House  
The Landmark  
15 Queen's Road Central  
Hong Kong

#### 法律顧問

施文律師行  
香港  
皇后大道中15號  
置地廣場  
約克大廈  
10樓1002–1003室

#### CORPORATE WEBSITE

<http://www.mobicon.com>

#### 公司網站

<http://www.mobicon.com>

#### INVESTOR RELATIONS CONTACT

Telephone no: (852) 2397 6628  
Facsimile no: (852) 2397 0339

#### 投資者關係聯絡

電話號碼：(852) 2397 6628  
傳真號碼：(852) 2397 0339

#### STOCK CODE

1213

#### 股份代號

1213

## FINANCIAL HIGHLIGHTS

### 財務摘要

#### Six months ended 30 September

截至九月三十日止六個月

#### Results

##### 業績

		2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核)	2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	% Change 變動
Revenue	收益	<b>342,346</b>	309,827	10.5
Gross profit	毛利	<b>68,866</b>	56,379	22.1
EBITDA	未計利息、稅項、折舊及 攤銷費用前盈利	<b>11,803</b>	10,091	17.0
Profit Attributable to Equity Shareholders of the Company	本公司權益股東應佔溢利	<b>3,194</b>	2,881	10.9
Basic Earnings per Share (HK cents)	每股基本盈利(港仙)	<b>1.6</b>	1.4	14.3
Interim Dividend per Share (HK cent)	每股中期股息(港仙)	<b>0.5</b>	0.5	—

#### Financial Position

##### 財務狀況

		At 30 September 2014 於二零一四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 March 2014 於二零一四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)	% Change 變動
Total Assets	資產總值	<b>366,169</b>	324,559	12.8
Net Cash Balance	現金結餘淨額	<b>(46,406)</b>	(17,706)	162.1
Total Equity Attributable to Equity Shareholders of the Company	本公司權益股東應佔權益 總額	<b>166,147</b>	164,897	0.76

## REPORT OF THE DIRECTORS

### 董事會報告

The Board of Directors (the “Board”) of Mobicon Group Limited (the “Company”) is pleased to announce the unaudited condensed consolidated financial statements of the Company and its subsidiaries (the “Group”) as at and for the six months ended 30 September 2014 (the “Period”) together with comparative figures and explanatory notes in this interim report.

#### INTERIM DIVIDEND

By a Board resolution passed on 24 November 2014 (Monday), the Board had resolved to declare an interim dividend of HK\$0.005 per ordinary share for the six months ended 30 September 2014 (2013: HK\$0.005 per ordinary share). The interim dividend will be payable on 22 December 2014 (Monday) to shareholders whose names appear on the Register of Members of the Company as at 11 December 2014 (Thursday).

#### CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from 9 December 2014 (Tuesday) to 11 December 2014 (Thursday), both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for the interim dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited at its office situated at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on 8 December 2014 (Monday).

萬保剛集團有限公司(「本公司」)董事會(「董事會」)欣然宣佈本公司及其附屬公司(「本集團」)於二零一四年九月三十日及截至該日止六個月期間(「該期間」)之未經審核簡明綜合財務報表，連同本中期報告所載比較數字及闡釋附註。

#### 中期股息

董事會已藉於二零一四年十一月二十四日(星期一)通過之董事會決議案，議決宣派截至二零一四年九月三十日止六個月之中期股息每股普通股0.005港元(二零一三年：每股普通股0.005港元)。中期股息將於二零一四年十二月二十二日(星期一)派付予於二零一四年十二月十一日(星期四)名列本公司股東名冊之股東。

#### 暫停辦理股份過戶登記手續

本公司將於二零一四年十二月九日(星期二)至二零一四年十二月十一日(星期四)(包括首尾兩日)期間暫停辦理股份過戶登記手續，期間將不辦理任何股份過戶事宜。為符合資格獲派中期股息，所有股份過戶文件連同有關股票，最遲須於二零一四年十二月八日(星期一)下午四時三十分前，送抵本公司之香港股份過戶登記分處香港證券登記有限公司之辦事處，地址為香港皇后大道東183號合和中心17樓1712–1716室，以辦理登記手續。

## REPORT OF THE DIRECTORS

### 董事會報告

#### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN EQUITY AND DEBT SECURITIES

As at 30 September 2014, the interests and short positions of each director and chief executive of the Company and his/her associates in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register maintained by the Company under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO or the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were as follows:

#### (i) Ordinary shares of HK\$0.10 each in the Company

Name of Directors 董事姓名	Long/short position 好倉/淡倉	Number of shares 股份數目			Percentage 百分比
		Personal interests 個人權益	Corporate interests 公司權益	Total interests 權益總計	
Dr. Hung Kim Fung, Measure 洪劍峯博士	Long 好倉	–	90,000,000 (Note (a)) (附註(a))	90,000,000	45%
Ms. Yeung Man Yi, Beryl 楊敏儀女士	Long 好倉	–	90,000,000 (Note (a)) (附註(a))	90,000,000	45%
Mr. Hung Ying Fung 洪英峯先生	Long 好倉	26,990,000	–	26,990,000	13.50%
Mr. Yeung Kwok Leung, Allix 楊國樑先生	Long 好倉	–	30,000,000 (Note (b)) (附註(b))	30,000,000	15%
Mr. Manuel Arnaldo de Sousa Moutinho Manuel Arnaldo de Sousa Moutinho先生	Long 好倉	580,000	–	580,000	0.29%

Notes:

- (a) These shares are held by M2B Holding Limited, a company owned as to 50% by Dr. Hung Kim Fung, Measure and the remaining 50% by his wife, Ms. Yeung Man Yi, Beryl. Accordingly, Dr. Hung Kim Fung, Measure and Ms. Yeung Man Yi, Beryl were deemed to be interested in 90,000,000 shares of the Company under the SFO. The interests of Dr. Hung Kim Fung, Measure and Ms. Yeung Man Yi, Beryl were in respect of the same interest and duplicated each other.
- (b) These shares are held by Bestmark Management Limited, a company owned as to 50% by Mr. Yeung Kwok Leung, Allix and the remaining 50% by his wife, Ms. Wan Lam Keng. Accordingly, Mr. Yeung Kwok Leung, Allix and Ms. Wan Lam Keng were deemed to be interested in 30,000,000 shares of the Company under the SFO. The interests of Mr. Yeung Kwok Leung, Allix and Ms. Wan Lam Keng were in respect of the same interest and duplicated each other.

#### 董事及行政總裁於股本及債務證券之權益

於二零一四年九月三十日，本公司各董事及行政總裁以及其聯繫人士於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中，擁有以下記錄於本公司根據證券及期貨條例第352條存置之登記冊，或根據證券及期貨條例第XV部第7及8分部或上市發行人董事進行證券交易的標準守則(「標準守則」)已知會本公司及香港聯合交易所有限公司(「聯交所」)之權益及淡倉：

#### (i) 本公司每股面值0.10港元之普通股

Name of Directors 董事姓名	Long/short position 好倉/淡倉	Number of shares 股份數目			Percentage 百分比
		Personal interests 個人權益	Corporate interests 公司權益	Total interests 權益總計	
Dr. Hung Kim Fung, Measure 洪劍峯博士	Long 好倉	–	90,000,000 (Note (a)) (附註(a))	90,000,000	45%
Ms. Yeung Man Yi, Beryl 楊敏儀女士	Long 好倉	–	90,000,000 (Note (a)) (附註(a))	90,000,000	45%
Mr. Hung Ying Fung 洪英峯先生	Long 好倉	26,990,000	–	26,990,000	13.50%
Mr. Yeung Kwok Leung, Allix 楊國樑先生	Long 好倉	–	30,000,000 (Note (b)) (附註(b))	30,000,000	15%
Mr. Manuel Arnaldo de Sousa Moutinho Manuel Arnaldo de Sousa Moutinho先生	Long 好倉	580,000	–	580,000	0.29%

附註：

- (a) 該等股份由M2B Holding Limited持有，該公司由洪劍峯博士擁有50%，餘下50%則由彼之妻子楊敏儀女士擁有。因此，洪劍峯博士及楊敏儀女士根據證券及期貨條例，被視為於本公司90,000,000股股份中擁有權益。洪劍峯博士及楊敏儀女士之權益涉及同一份權益，並互相關疊。
- (b) 該等股份由Bestmark Management Limited持有，該公司由楊國樑先生擁有50%，餘下50%則由彼之妻子雲林瓊女士擁有。因此，楊國樑先生及雲林瓊女士根據證券及期貨條例，被視為於本公司30,000,000股股份中擁有權益。楊國樑先生及雲林瓊女士之權益涉及同一份權益，並互相關疊。

## REPORT OF THE DIRECTORS

### 董事會報告

#### (ii) Non-voting deferred shares of HK\$1.00 each in a subsidiary – Maxfair Distribution Limited (“Maxfair”)

As at 30 September 2014, each of Dr. Hung Kim Fung, Measure, Ms. Yeung Man Yi, Beryl, Mr. Hung Ying Fung and Mr. Yeung Kwok Leung, Allix has beneficial interests in his/her personal capacity in the following number of non-voting deferred shares in Maxfair:

Name of Directors 董事姓名	Long/short position 好倉/淡倉	Number of non-voting deferred shares 無投票權遞延股份數目	Percentage 百分比
Dr. Hung Kim Fung, Measure 洪劍峯博士	Long 好倉	300,000	30%
Ms. Yeung Man Yi, Beryl 楊敏儀女士	Long 好倉	300,000	30%
Mr. Hung Ying Fung 洪英峯先生	Long 好倉	200,000	20%
Mr. Yeung Kwok Leung, Allix 楊國樑先生	Long 好倉	200,000	20%

#### (iii) Ordinary shares of US\$1.00 each in a subsidiary – Mobicon-Mantech Holdings Limited (“Mobicon-Mantech”)

As at 30 September 2014, Mr. Manuel Arnaldo de Sousa Moutinho had beneficial interests in his personal capacity in Mobicon-Mantech as follows:

Name of director 董事姓名	Nature of interests 權益性質	Long/short position 好倉/淡倉	Number of shares 股份數目	Percentage 百分比
Mr. Manuel Arnaldo de Sousa Moutinho Manuel Arnaldo de Sousa Moutinho先生	Personal 個人	Long 好倉	490	49%

Save as disclosed above and other than certain non-beneficial ordinary shares of the subsidiaries held in bare trust for the Group, as at 30 September 2014, none of the directors or the chief executive of the Company had an interest or short position in any shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register maintained by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or the Model Code.

#### MODEL CODE FOR SECURITIES TRANSACTIONS

During the Period, the Company has adopted a Code of Conduct regarding directors' transactions in securities of the Company on terms no less exacting than the required standard set out in the Model Code under Appendix 10 to the Listing Rules. Having made all reasonable enquiries with the directors of the Company, the Company was of the view that the directors had complied with the said Code of Conduct throughout the Period.

#### DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 20 to the financial statements, no contract of significance in relation to the Group's business to which the Company or its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the Period or at any time during the Period.

#### (ii) 附屬公司萬豐來有限公司(「萬豐來」)每股面值1.00港元之無投票權遞延股份

於二零一四年九月三十日，洪劍峯博士、楊敏儀女士、洪英峯先生及楊國樑先生各自以個人身分實益擁有下列數目之萬豐來無投票權遞延股份：

#### (iii) 附屬公司 Mobicon-Mantech Holdings Limited (「Mobicon-Mantech」) 每股面值 1.00 美元之普通股

於二零一四年九月三十日，Manuel Arnaldo de Sousa Moutinho 先生以個人身分實益擁有 Mobicon-Mantech 權益如下：

除上文披露者外以及除為本集團以被動信託形式持有附屬公司若干非實益普通股外，於二零一四年九月三十日，本公司董事或行政總裁概無於本公司或其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中，擁有已記錄於本公司根據證券及期貨條例第352條規定存置之登記冊或根據證券及期貨條例第XV部第7及8分部或標準守則已知會本公司及聯交所之任何權益或淡倉。

#### 證券交易之標準守則

於該期間，本公司已採納有關董事進行本公司證券交易之操守準則，有關準則規定不會較上市規則附錄10標準守則所載的準則規定寬鬆。向本公司董事作出一切合理查詢後，本公司認為，董事於該期間一直遵守上述操守準則。

#### 董事於合約之權益

除財務報表附註20披露者外，本公司各董事概無在由本公司或其附屬公司所訂立而於該期間終結或該期間內的任何時間有效且對本集團業務而言屬重大之合約中，直接或間接擁有重大權益。



## REPORT OF THE DIRECTORS

### 董事會報告

#### INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN THE SHARE CAPITAL OF THE COMPANY

As at 30 September 2014, so far as is known to the directors of the Company, the following persons (other than a director or the chief executive of the Company) had an interest or short position in the shares and 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:

#### 主要股東及其他人士於本公司股本中擁有之權益

據本公司董事所知悉，於二零一四年九月三十日，於本公司股份及相關股份中擁有須根據證券及期貨條例第XV部第2及3分部之條文向本公司披露之權益或淡倉之人士(不包括本公司董事或行政總裁)如下：

Name 名稱	Long/short position 好倉/淡倉	Number of shares 股份數目		Percentage 百分比
		Beneficial owner 實益擁有人	Family interest 家族權益	
M2B Holding Limited	Long 好倉	90,000,000 (Note (a)) (附註(a))	–	45%
Bestmark Management Limited	Long 好倉	30,000,000 (Note (b)) (附註(b))	–	15%
Ms. Wan Lam Keng 雲林瓊女士	Long 好倉	–	30,000,000 (Note (b)) (附註(b))	15%

Notes:

- (a) Please refer to Note (a) under the section headed "Directors' and Chief Executive's Interests in Equity and Debt Securities".
- (b) Please refer to Note (b) under the section headed "Directors' and Chief Executive's Interests in Equity and Debt Securities".

附註：

- (a) 請參閱「董事及行政總裁於股本及債務證券之權益」一節附註(a)。
- (b) 請參閱「董事及行政總裁於股本及債務證券之權益」一節附註(b)。

Save as disclosed above, as at 30 September 2014, according to the register of interests required to be kept by the Company under Section 336 of the SFO, there was no person who had any interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

除上文所披露者外，於二零一四年九月三十日，按本公司根據證券及期貨條例第336條存置之權益登記冊所記錄，概無任何人士於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露之任何權益或淡倉。

#### DEALINGS IN COMPANY'S LISTED SECURITIES

The Company has not redeemed any of its listed shares during the six months ended 30 September 2014. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's listed shares during the six months ended 30 September 2014.

#### 買賣本公司上市證券

截至二零一四年九月三十日止六個月內，本公司概無贖回其任何上市股份。於截至二零一四年九月三十日止六個月內，本公司或其任何附屬公司概無購買或出售本公司任何上市股份。

#### COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

The Company had complied with the Corporate Governance Code as set out in Appendix 14 to the Listing Rules (the "Code") throughout the Period, except for the deviation stated below:

#### 遵守企業管治常規守則

本公司於該期間一直遵守上市規則附錄14所載的企業管治守則(「守則」)，惟下列偏離事項除外：

- (i) According to the code provision A.4.1 of the Code, non-executive directors should be appointed for a specific term, subject to re-election. None of the independent non-executive directors of the Company was appointed for specific term but all of them are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Company's Bye-laws. Pursuant to the code provision A.4.2 of the Code, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. According to the Bye-laws

- (i) 根據守則之守則條文第A.4.1條，非執行董事須按指定任期委任及須重選連任。概無本公司獨立非執行董事按指定任期委任，惟彼等均須根據本公司之公司細則條文，於本公司股東週年大會輪值退任及重選連任。根據守則之守則條文第A.4.2條，每名董事(包括有指定任期之董事)須至少每三年輪值退任一次。根據本公司之公司細則，主席及董事總經理毋須輪值退任或於釐定退任董事人數

## REPORT OF THE DIRECTORS

### 董事會報告

of the Company, the Chairman and Managing Director are not subject to retirement by rotation or be taken into account in determining the number of directors to retire, which deviated from code provision A.4.2 of the Code. As continuation is a key factor to the successful implementation of any long term business plans, the Board believes that the present arrangement is most beneficial to the Company and its shareholders as a whole.

#### AUDIT COMMITTEE

The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group; it has also discussed with the directors about the internal controls and financial reporting matters including the reviewing of the unaudited condensed consolidated financial statements for the six months ended 30 September 2014. The Audit Committee comprises three independent non-executive directors, who currently are Dr. Leung Wai Cheung (Chairman), Mr. Charles E. Chapman and Mr. Ku Wing Hong, Eric.

#### REMUNERATION COMMITTEE

The Company established a remuneration committee for the purpose of making recommendations to the Board on the Company's policy and structure for the remuneration of all directors and senior management of the Group. The remuneration committee also has the duty to make recommendation on the remuneration packages of all executive directors and senior management and make recommendations to the Board on the remuneration of non-executive directors. The remuneration committee comprises two independent non-executive directors, who currently are Dr. Leung Wai Cheung (Chairman) and Mr. Ku Wing Hong, Eric, and one executive director, who currently is Ms. Yeung Man Yi, Beryl.

#### NOMINATION COMMITTEE

The Company established a nomination committee for formulating policy and making recommendations to the Board on nominations, appointment of directors and Board succession. The nomination committee comprises one executive director, who currently is Dr. Hung Kim Fung, Measure (Chairman), and two independent non-executive directors, who currently are Mr. Charles E. Chapman and Dr. Leung Wai Cheung.

#### MEMBERS OF THE BOARD

As at the date of this report, the Board comprises Dr. Hung Kim Fung, Measure, Ms. Yeung Man Yi, Beryl, Mr. Hung Ying Fung, Mr. Yeung Kwok Leung, Allix and Mr. Manuel Arnaldo de Sousa Moutinho as executive directors and Mr. Charles E. Chapman, Dr. Leung Wai Cheung and Mr. Ku Wing Hong, Eric as independent non-executive directors.

#### APPRECIATION

I would like to take this opportunity to express my gratitude to my fellow directors and all members of the staff for their loyalty and dedication and the continuous support from our customers, suppliers, bankers and shareholders.

By order of the Board  
**Hung Kim Fung, Measure**  
Chairman

Hong Kong, 24 November 2014

時計算在內，此規定偏離守則之守則條文第A.4.2條。由於人事方面之延續性乃任何長期業務計劃成功執行之主要關鍵，董事會相信，現行安排最符合本公司及其股東的整體利益。

#### 審核委員會

審核委員會已與管理層審閱本集團採納之會計原則及慣例，並與董事討論內部監控及財務報告事宜，包括審閱截至二零一四年九月三十日止六個月之未經審核簡明綜合財務報表。審核委員會由現任三位獨立非執行董事梁偉祥博士(主席)、Charles E. Chapman先生及古永康先生組成。

#### 薪酬委員會

本公司已成立薪酬委員會，以就本公司向本集團全體董事及高級管理人員發放薪酬之政策及架構向董事會提出推薦建議。薪酬委員會亦負責全體執行董事及高級管理人員的薪酬待遇提出推薦建議，並就非執行董事的薪酬向董事會提出推薦建議。薪酬委員會由現任兩位獨立非執行董事梁偉祥博士(主席)及古永康先生及一位執行董事楊敏儀女士組成。

#### 提名委員會

本公司已成立提名委員會，以就董事的提名、委任及董事會繼任制定政策及向董事會提出推薦建議。提名委員會由現任一位執行董事洪劍峯博士(主席)及兩位獨立非執行董事Charles E. Chapman先生及梁偉祥博士組成。

#### 董事會成員

於本報告日期，董事會成員包括執行董事洪劍峯博士、楊敏儀女士、洪英峯先生、楊國樑先生及Manuel Arnaldo de Sousa Moutinho先生；以及獨立非執行董事Charles E. Chapman先生、梁偉祥博士及古永康先生。

#### 致謝

本人謹藉此機會衷心感謝各位董事及全體員工克盡己職之忠誠服務，並對客戶、供應商、往來銀行及股東之鼎力支持，致以衷心謝意。

承董事會命  
主席  
**洪劍峯**

香港，二零一四年十一月二十四日

#### FINANCIAL RESULTS

The Group recorded a turnover of approximately HK\$342 million during the Period, representing an increase of approximately 10% as compared with the turnover of approximately HK\$310 million recorded in the six months ended 30 September 2013 (the “Corresponding Period”). The Group’s cosmetic retail business (the “Cosmetic Retail Business”) recorded a significant growth in turnover to approximately HK\$29 million (Corresponding Period: approximately HK\$1.6 million) of over 18 times and became one of the core revenue drivers during the Period.

During the Period, the Group’s gross profit increased from approximately HK\$56 million recorded in the Corresponding Period by approximately 23% to approximately HK\$69 million and the gross profit margin slightly increased to approximately 20.1% (Corresponding Period: approximately 18.2%). By analysing the three core business operations of the Group, the gross profit margin of the distribution business of electronic components, automation parts and equipment under the brand of **MOBICON** (the “Electronic Trading Business”), the computer business **VideoCom** (the “Computer Business”) and the Cosmetic Retail Business **wishh!** were approximately 19.1%, 16.9% and 36.2% (Corresponding Period: approximately 19.0%, 15.2% and 37.8%) respectively. The Group recorded operating profit of approximately HK\$9.2 million as compared with that of approximately HK\$8.8 million recorded in the Corresponding Period, representing a moderate increase of 4.5%. The total operating expenses for the Period increased by approximately 24.5% and reached approximately HK\$61 million (Corresponding Period: approximately HK\$49 million). Such significant increment was substantially attributed by the rapid continuous expansion of the cosmetic retail outlets coverage according to the marketing strategy of the Group.

#### 財務業績

於該期間，本集團錄得營業額約三億四千二百萬港元，較截至二零一三年九月三十日止六個月（「去年同期」）錄得約三億一千萬港元增加約10%。本集團的化妝品零售業務（「化妝品零售業務」）於該期間錄得多於十八倍至約二千九百萬港元（去年同期：約一百六十萬港元）大幅營業額增長，成為本集團其中一個核心收入來源。

於該期間，本集團之毛利由去年同期約五千六百萬港元增加約23%至約六千九百萬港元，而毛利率則輕微上升至約20.1%（去年同期：約18.2%）。從本集團三大核心業務分析，以**MOBICON**品牌從事電子元件、自動化組件和儀器分銷業務（「電子買賣業務」）、電腦業務**VideoCom**（「電腦業務」）及化妝品零售業務**wishh!**之毛利率分別約為19.1%、16.9%及36.2%（去年同期：約19.0%、15.2%及37.8%）。本集團於該期間錄得經營溢利約九百二十萬港元，較去年同期約八百八十萬港元溫和增長約4.5%。該期間的經營開支總額增加約24.5%至約六千一百萬港元（去年同期：約四千九百萬港元）。此顯著的升幅，主要是因應本集團之市場策略為化妝品零售店覆蓋率持續快速擴展所致。



## MANAGEMENT DISCUSSION AND ANALYSIS




### 管理層討論及分析

The distribution and selling expenses for the Period were approximately HK\$22 million, representing an increase of 16% from those of approximately HK\$19 million recorded in the Corresponding Period. The general and administrative expenses increased by about 30% or approximately HK\$9 million to approximately HK\$39 million for the Period from those of approximately HK\$30 million recorded in the Corresponding Period. Finance costs for the Period increased to approximately HK\$0.9 million (Corresponding Period: approximately HK\$0.5 million), representing an increase of 80% over the Corresponding Period.

Accordingly, the profit attributable to the equity holders of the Company increased by approximately 10% to approximately HK\$3.2 million (Corresponding Period: approximately HK\$2.9 million), representing basic earnings per share of HK\$0.016 (Corresponding Period: HK\$0.014). The Board has resolved to declare an interim dividend of HK0.5 cent per ordinary share (the Corresponding Period: HK0.5 cent per ordinary share) for the six months period ended 30 September 2014, totaling HK\$1 million.

#### BUSINESS REVIEW

By means of the Group's commitment on the development of the cosmetic retail networks, the Cosmetic Retail Business posted turnover growth with strong momentum and became one of Group's core business operations during the Period.

During the Period, the Group operated in three core business operations, namely: (1) the Electronic Trading Business; (2) the Computer Business which includes (i) the retail sales of computer products and smartphone accessories under the brand of  (the "Computer Retail Business") and (ii) the distribution of computer products and consumer products under the brand of  (the "Computer Distribution Business"); and (3) the Cosmetic Retail Business . The Electronic Trading Business, the Computer Business and the Cosmetic Retail Business accounted for approximately 70% and 22% and 8% of the Group's total turnover respectively for the Period.

#### Electronic Trading Business

##### Hong Kong

Electronic Trading Business remained the primary contributor to the Group's turnover and profits during the Period and showed steady turnover of approximately HK\$238 million as compared with that of approximately HK\$235 million recorded in the Corresponding Period or grew by about 1%.




During the Period, purchasing managers worldwide inclined to take a relatively conservative approach and resulted in lower purchasing power as evidenced by benchmark indexes. The call for quantitative easing has been growing especially louder in the past few months in the Eurozone mainly due to signs of deflation. Whilst there was no significant change in the profitability measures of the Group's electronic products, its sales growth was constrained by weakening Eurozone demand, offsetting its steady results in the Asia-Pacific and US markets.

在該期間，本集團的分銷及銷售費用約二千二百萬港元，較去年同期約一千九百萬港元增加約16%。而一般及行政管理費用則由去年同期約三千萬港元增加約30%或約九百萬港元，至約三千九百萬港元。該期間的融資成本增加至約九十萬港元水平(去年同期：約五十萬港元)，較去年同期上升大概80%。

因此，本公司權益持有人應佔溢利增加約10%至約三百二十萬港元(去年同期：約二百九十萬港元)，每股基本盈利為0.016港元(去年同期：0.014港元)。董事會議決就截至二零一四年九月三十日六個月止期間宣派中期股息每股普通股0.5港仙(去年同期：每股普通股0.5港仙)，合共一百萬港元。

#### 業務回顧

於該期間，本集團致力發展化妝品零售渠道，其化妝品零售業務錄得強勁銷售增長及成為本集團的核心業務。

在該期間，本集團擁有三大核心業務，即：(1) 電子買賣業務；(2) 電腦業務，當中包括(i)以  為品牌的電腦產品及智能手機配件零售業務(「電腦零售業務」)；及(ii)以  為品牌的電腦產品及消費產品分銷業務(「電腦分銷業務」)；以及  為品牌的化妝品零售業務。電子買賣業務、電腦業務及化妝品零售業務分別佔本集團於該期間的總營業額約70%、22%及8%。

#### 電子買賣業務

##### 香港

於該期間，電子買賣業務仍舊為本集團貢獻主要銷售及利潤來源及錄得約二億三千八百萬港元銷售收入，較去年同期約二億三千五百萬港元平穩長約1%。

根據各大基準指數顯示，世界各地之採購經理們於該期間傾向採取相對地保守的策略，以致於購買力下降。基於通縮信號，過去數月在歐元區要求量化寬鬆的聲音特別響亮。儘管本集團之電子產品利潤沒有發生重大改變，其銷售增長仍被疲弱歐元區需求所拖累，抵消其在亞太及美國市場之平穩表現。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Overseas

The aggregate turnover of all of the Group's overseas subsidiaries was approximately HK\$60 million, representing an overall increase of approximately 5% as compared with that of approximately HK\$57 million recorded in the Corresponding Period.

South African Rand slumped against strong Hong Kong dollar by about 8% as compared with that of quoted in the Corresponding Period and faces further downside pressure. Market expectations on higher federal benchmark rates are burdening the currencies in developing economies. However, the turnover generated by the Group's South Africa subsidiary surged about 11% and reached approximately HK\$41 million during the Period (Corresponding Period: approximately HK\$37 million) and outpaced the weakened currency impact. Such increase was mainly attributable to the newly acquired South Africa businesses operated by Suntronika (Proprietary) Limited ("Suntronika") and AP Electronics (Proprietary) Limited ("AP Electronics Pty") in South Africa.

The turnover of the Group's subsidiary in Malaysia recorded a significant drop of approximately 14% to approximately HK\$6 million during the Period as compared with that of approximately HK\$7 million during the Corresponding Period. The main reason for the drop was the weakening Eurozone demand in electronic products.

In terms of geographical segments, the turnover from Hong Kong, the Asia-Pacific region (other than Hong Kong), South Africa, Europe and other regions accounted for 61%, 25%, 12%, 1% and 1% respectively of the Group's total turnover during the Period.

#### Computer Business

##### Computer Retail Business

The turnover of the Computer Retail Business rose to approximately HK\$22 million by about 22% during the Period (Corresponding Period: approximately HK\$18 million). During the Period, the Group gradually expanded its retail outlets in a disciplinary manner and recorded increments in associated operating overheads in line with the turnover. The Group had managed its rental cost prudently and enhanced its operating efficiency to ensure the designated profit margin was achieved.

##### Computer Distribution Business

The turnover of the Computer Distribution Business recorded a decline of about 2% to approximately HK\$54 million (Corresponding Period of approximately HK\$55 million). The drop was attributable to the weakened demand in computer and mobile accessories (such as, the media player and mobile battery charger), the absence of new products and the competitive pressure from peers.

#### 海外

於該期間，本集團所有海外附屬公司之總營業額約為六千萬港元，較去年同期約五千七百萬港元相比整體增加約5%。

於強勢港元下，南非蘭特在比較去年同期暴跌約8%及面對持續貶值壓力。市場預期聯邦基準利率上調對發展中國家貨幣構成負擔。歸於來自新收購由Suntronika (Proprietary) Limited (「Suntronika」)及AP Electronics (Proprietary) Limited (「AP Electronics Pty」)在南非經營之業務的貢獻，本集團南非附屬公司於該期間錄得銷售飆升約11%至約四千一百萬港元(去年同期：約三千七百萬港元)，超過弱勢貨幣下帶來之影響。

本集團在馬來西亞的附屬公司之營業額於該期間錄得顯著跌幅約為14%，由去年同期約七百萬港元減少至約六百萬港元。營業額下跌的主要原因是疲弱歐元區對電子產品需求減少所引致。

按地區分類，香港、亞太地區(不包括香港)、南非、歐洲及其他地區的營業額分別佔本集團總銷售的61%、25%、12%、1%及1%。

#### 電腦業務

##### 電腦零售業務

本集團電腦零售業務於該期間錄得營業額約二千二百萬港元增加約22%(去年同期：約一千八百萬港元)。於該期間，本集團有秩序地擴大其零售網點及錄得相關經營支出上升，符合其營業額。本集團保守地管理其租金支出及致力於改善經營效率以達致預期之邊際利潤。

##### 電腦分銷業務

本集團電腦分銷業務的營業額於該期間錄得約2%的跌幅至約五千四百萬港元(去年同期：約五千五百萬港元)。下跌原因主要來自媒體播放器及流動充電器等電腦及手機配件需求下降、缺乏新產品上市及競爭對手壓力所引致。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析



#### Cosmetic Retail Business

The Group's Cosmetic Retail Business recorded a significant growth of over 18 times in term of turnover as compared with that of recorded in the Corresponding Period and became one of the core revenue drivers during the Period. The Group has adopted a market-driven and customer-focused approach in expanding its retail store chain network and formulating its product selling strategies. As at 30 September 2014, Videocom Technology (HK) Limited ("Videocom") has expanded to 19 wishh! retail stores (Corresponding Period: 3 wishh! stores) with 90% product coverage comprising of over 100 Korean cosmetic brands. Over the past few months, the Group devoted considerable resources to cope with its ongoing development in its cosmetic retail store chain network. The Group focused on opening new stores in Kowloon and New Territories in response to anticipated demand from cross-border Mainland tourists and certain residential districts.

The Group assigns management team led by Mr. Hung Ying Fung and Ms. Hung Lok Lam, Joyce for store operation and product management function. Mr. Hung, the director of the Videocom, worked closely with landlords to identify feasible vacancies in shopping malls during the course of retail network expansion. Ms. Joyce Hung, the Business Development Manager of the Videocom, was responsible for merchandising and marketing wide range of products for the customers of the Group. Both Mr. Hung and Ms. Joyce Hung had also actively participated in the Group's successful launching of first wishh! cosmetic retail shop in July 2013.

#### 化妝品零售業務

本集團化妝品零售業務銷售於期間錄得比去年同期多於十八倍的大幅營業額增長，成為本集團其中一個主要核心收入來源。本集團採用市場主導及針對目標客戶為主的方針去擴充其零售店連鎖網絡及制定產品銷售策略。截至二零一四年九月三十日止，腦博仕(香港)有限公司(「腦博仕」)已擴充至19間wishh!零售分店(去年同期：3間wishh!零售分店)，其90%產品涵蓋多於100個韓國化妝品牌。於過去數月，本集團致力投放重大資源以持續拓展其化妝品零售店網絡。本集團過去重點於九龍及新界地區開設新分店以回應預期過境內地自由行旅客及數個住宅地區之需求。

本集團亦已成立以洪英峯先生及洪樂琳女士為首之管理層團隊處理店舖營運及產品管理等職責。洪先生，腦博仕之董事，於零售網絡擴充期間一直與業主們緊密聯繫及尋求合適之閒置商場鋪位。洪女士，腦博仕業務發展經理，負責採購及市場推廣多元化產品到本集團客戶。洪先生及洪女士亦曾積極地參與成立本集團於二零一三年七月成功開設的首間wishh!化妝品零售店。



#### OUTLOOK

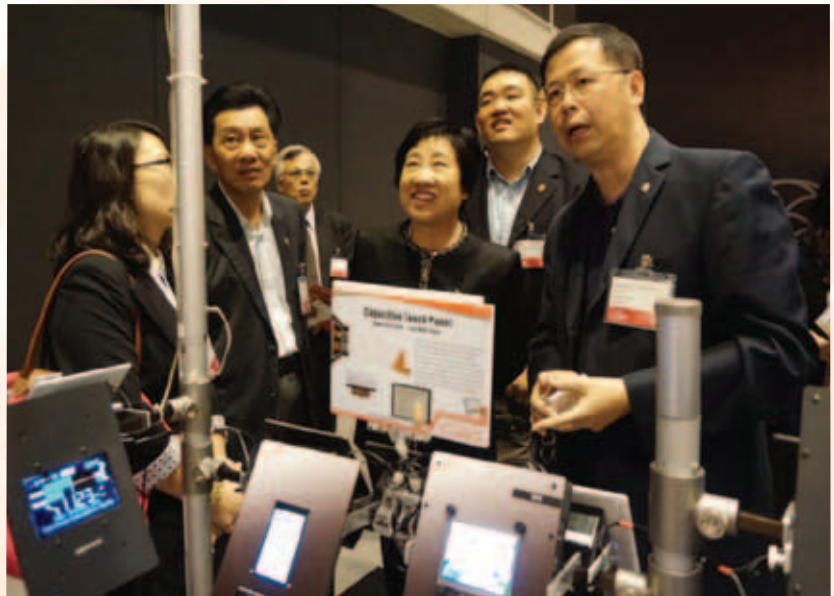
The Group has been pursuing growth opportunities by diversifying its business into the domestic Cosmetic Retail Business. Looking forward, the Group will shift its prime focus on the Cosmetic Retail Business to achieve synergies from other existing businesses. Together with its knowledge and expertise in retailing and wholesale logistics, the Group believes the purchase power of Mainland tourists and potential in feminine market segment would constitute another identifiable income stream to the shareholders.

The Group expects to open up to 28 cosmetic retail stores and extend its coverage in Korean cosmetic products by the end of this financial year to boost its market share in the cosmetic retail industry in Hong Kong. The Group will also attend cosmetic and beauty exhibitions held in Korea in a quarterly basis for new products development and sourcing. Ms. Joyce Hung, the second generation of the senior management team, will be responsible for overseeing the Group's management and development in the Cosmetic Retail Business.

#### 展望

本集團通過多元化其業務到本地化妝品零售業務，致力尋求增長動力。未來展望，本集團將專注於化妝品零售業務以利用源自本集團其他固有業務所帶來之協同效應。本集團相信，綜合其於零售、批發物流之專業知識及經驗；內地旅客之購買力；及女性消費者市場之前景將可為股東帶來另一股可辨認之收入。

本集團預期，本財政年度結束時將於香港開設至28間化妝品零售店，及加大其韓國化妝品產品覆蓋率，以增強化妝品零售行業的市場佔有率。本集團亦將於每季定時出席於韓國舉辦之美容及化



妝品展覽會發展及採購新產品。洪樂琳女仕，資深管理層第二代，將被委任監督本集團化妝品零售業務之管理及發展。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

With regard to the Electronic Business, the Group anticipates that the solid customer base and diversified product lines from Suntronika and AP Electronic Pty can contribute sustainable revenue stream to the Group for the near future. To overcome the fluctuating economy, the Group has planned to implement certain cost saving measures including downsizing its Philippine and China office. In addition, the Group closely monitors its operating expenditures and will ensure that the effective cost control is implemented in other regions to maximize overall profitability to the shareholders.

In addition, the Group seeks to continue its Electronic Business in a disciplinary manner through participating in reputable industry exhibitions including electronicAsia, Taipei Taitronics and electronica Munich 2014. Through these events, the Group will maintain close relationships with vendors and explore new business opportunities as well as to gain insights on industrial trends and new products.

#### LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2014, the Group's cash and bank balances amounted to approximately HK\$36 million and the net current assets were approximately HK\$161 million. As at 30 September 2014, the current ratio dropped to approximately 1.88 (as at 31 March 2014: approximately 2.1). Out of the Group's cash and bank balances, about 35% and 21% were denominated in Hong Kong dollars and United States dollars respectively. The balance of approximately 21%, 14%, 6%, 2%, and 1% of its total cash and bank balances was denominated in Chinese Renminbi, South African Rand, Malaysia Ringgit, Singaporean dollars and New Taiwan dollars respectively.

The Group generally finances its operation by internally generated resources and banking facilities provided by banks in Hong Kong. As at 30 September 2014, the Group had banking facilities for overdrafts, loans and trade finance from banks totaling approximately HK\$109 million (as at 31 March 2014: approximately HK\$88 million), with an unused balance of approximately HK\$27 million (as at 31 March 2014: approximately HK\$29 million). During the Period, the Group's borrowings bore interest at rates ranging from 2.21% to 3.06% per annum (as at 31 March 2014: ranging from 2.21% to 2.96% per annum). The Directors believe that the Group's existing financial resources are sufficient to fulfill its current commitments and working capital requirements.

關於電子買賣業務，本集團預期Suntronika及AP Electronic Pty之穩固客戶基礎及多元化產品將可為本集團貢獻持續及穩定的收入來源。為應付短期經濟波幅，本集團將有計劃實行多項成本節約措施，如縮小其於菲律賓及中國辦事處規模。此外，本集團亦密切監察其他地區之經營開支及確保成本控制得以有效率地執行，以達致股東最大利潤。

此外，本集團將繼續通過參加著名的行業展覽會包括國際電子組件及生產技術展、台北國際電子產業科技展及2014年慕尼黑電子展，審慎地發展其電子買賣業務。通過這些展覽會，本集團將可與供應商保持緊密合作關係、找尋新商業機會及對行業動向跟新產品等深入了解。

#### 流動資金及財政資源

截至二零一四年九月三十日，本集團之現金及銀行結餘約為三千六百萬港元，而流動資產淨值則約為一億六千一百萬港元。截至二零一四年九月三十日，流動比率下降至約1.88水平（截至二零一四年三月三十一日：約2.1）。於本集團的現金及銀行結餘中，約35%及21%分別以港元及美元列值，其餘約21%、14%、6%、2%及1%則分別以人民幣、南非蘭特、馬來西亞林吉特、新加坡元及新台幣列值。

本集團一般以內部資源及香港多家銀行提供之銀行融資撥付其業務資金。截至二零一四年九月三十日，本集團獲多家銀行提供銀行融資作透支、貸款及貿易融資之用，總額約一億零九百萬港元（截至二零一四年三月三十一日：約八千八百萬港元），其中約二千七百萬港元（截至二零一四年三月三十一日：約二千九百萬港元）結餘尚未動用。於該期間，本集團之借貸以介乎每年2.21%至3.06%（截至二零一四年三月三十一日：介乎每年2.21%至2.96%）之利率計息。董事相信，本集團現有財務資源足以應付其現時的承擔及營運資金所需。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Compared with the audited balances as at 31 March 2014, the Group's trade receivables increased by 15% to HK\$71 million whilst the Group's trade payables increased by 13% to HK\$54 million. In the meantime, the Group's inventories increased by about 19% to approximately HK\$216 million. The increase in the trade receivables was in line with the traditional trend of stronger sale performance in the third quarter as compared with that in the first quarter of each calendar year, which gave a higher trade receivables balance as at 30 September 2014. The debtors turnover days, the creditors turnover days and the inventory turnover days for the Period were 35 days, 30 days and 133 days respectively (as at 31 March 2014: 38 days, 30 days and 128 days respectively). The Group recorded net operating cash outflow of HK\$18,120,000 and increased in bank borrowings of HK\$23,465,000 for the Period, compared with the net operating cash inflow of HK\$7,912,000 and increased in bank borrowings of HK\$3,170,000 for the Corresponding Period.

#### CAPITAL STRUCTURE

As at 30 September 2014, the Group's gross borrowing repayable within one year, amounted to approximately HK\$82 million (as at 31 March 2014: approximately HK\$59 million). After deducting cash and cash equivalents of approximately HK\$36 million, the Group's net borrowings amounted to approximately HK\$46 million (as at 31 March 2014: approximately HK\$18 million). The total equity as at 30 September 2014 was approximately HK\$183 million (as at 31 March 2014: approximately HK\$182 million). Accordingly, the Group's net gearing ratio, based on net borrowings to total equity, increased to 25.1% (as at 31 March 2014: 9.9%). The increase of net gearing ratio was mainly due to the increase of bank borrowings in relation to the increase of working capital required to support the development for the Cosmetic Retail Business.

#### EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES

Most of the Group's transactions were denominated in Hong Kong dollars, Chinese Renminbi and United States dollars. Given that the exchange rate of Hong Kong dollars against Chinese Renminbi has been and is likely to be under control and that the Hong Kong Government's policy of pegging the Hong Kong dollars to the United States dollars remains in effect, the Directors consider that the risk facing by the Group on foreign exchange will remain minimal and no hedging or other alternative measures have been undertaken by the Group. As at 30 September 2014, the Group had no significant risk exposure pertaining to foreign exchange contracts, interest rates, currency swaps, or other financial derivatives.

與二零一四年三月三十一日的經審核結餘相比，本集團應收貿易賬款增加15%至七千一百萬港元，而本集團應付貿易賬款亦增加13%至五千四百萬港元。與此同時，本集團的存貨亦增加約19%至約二億一千六百萬港元。應收貿易賬款增加，乃由於每個曆年第三季屬傳統銷售旺季，銷售表現較第一季強勁，致使二零一四年九月三十日之應收貿易賬款結餘增加。該期間之應收賬週轉期、應付賬週轉期及存貨週轉期分別為35天、30天及133天(截至二零一四年三月三十一日：分別為38天、30天及128天)。於該期間內，本集團錄得經營現金流出淨額18,120,000港元，及銀行貸款增加23,465,000港元，而去年同期則錄得經營現金流入淨額7,912,000港元及銀行貸款增加3,170,000港元。

#### 資本結構

截至二零一四年九月三十日，本集團須於一年內償還之借貸總額約為八千二百萬港元(截至二零一四年三月三十一日：約五千九百萬港元)。扣除現金及現金等值物約三千六百萬港元後，本集團借貸淨額約為四千六百萬港元(截至二零一四年三月三十一日：約一千八百萬港元)。於二零一四年九月三十日之權益總額約為一億八千三百萬港元(截至二零一四年三月三十一日：約一億八千二百萬港元)。因此，按借貸淨額除權益總額計算之本集團淨資產負債比率增加至25.1%(截至二零一四年三月三十一日：9.9%)。淨資產負債比率增加主要因為就支持化妝品零售業務發展所需之營運資金增加而增加借入之銀行借貸所致。

#### 匯率波動風險

本集團大部分交易以港元、人民幣及美元列值。鑑於港元兌人民幣之匯率一直並極可能繼續保持穩定，加上香港政府仍然實施港元與美元掛鈎之政策，故董事認為，本集團承受之外匯風險仍屬輕微，而本集團暫時亦沒有採取任何對沖交易或其他措施。截至二零一四年九月三十日，本集團並無承擔任何有關外匯合約、利率、貨幣掉期或其他金融衍生工具之重大風險。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### CHARGES ON ASSETS

As at 30 September 2014, the properties with carrying value of approximately HK\$12 million have been pledged to secure the general banking facilities granted to the Group's subsidiary in Singapore.

#### COMMITMENTS AND CONTINGENT LIABILITIES

As at 30 September 2014, the Group had total outstanding operating lease commitments of approximately HK\$48 million (as at 31 March 2014: HK\$43 million). In view of the Group's high level of liquid funds, it is expected that the Group will be able to fulfill all these commitments without any difficulty. The Group had no contingent liabilities as at 30 September 2014.

#### EMPLOYMENT, TRAINING AND REMUNERATION POLICY

As at 30 September 2014, the Group had a total of 454 full-time employees inclusive of its staff in Hong Kong and overseas subsidiaries. The Group has developed its human resources policies and procedures based on the performance, merits and market conditions. Remuneration packages are normally reviewed on a regular basis. Apart from salary payments, other staff benefits include provident fund contributions, medical insurance coverage and performance-based bonuses (based on the Group's financial results as well as individual performance).

#### 資產抵押

於二零一四年九月三十日，本集團將賬面值約一千二百萬港元之物業作抵押，作為本集團新加坡附屬公司獲授之一般銀行融資額度之抵押品。

#### 承擔及或然負債

於二零一四年九月三十日，本集團未償還之經營租約承擔總額約為四千八百萬港元(於二零一四年三月三十一日：四千三百萬港元)。鑒於本集團之流動資金充裕，預期本集團將能夠順利履行所有該等承擔。於二零一四年九月三十日，本集團並無任何或然負債。

#### 僱員、培訓及薪酬政策

於二零一四年九月三十日，本集團在香港及海外附屬公司合共僱用454名全職員工，並制定按表現、功績及市況釐定之人力資源政策及程序。薪酬回報會定期檢討。除了員工薪金外，其他福利包括強積金供款、醫療保險及個人表現花紅(因應本集團業績及個別員工之表現發放)。

# CONDENSED CONSOLIDATED INTERIM INCOME STATEMENT

## 簡明綜合中期損益表

For the six months ended 30 September 2014  
截至二零一四年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月	
		2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元
	Note 附註		
Revenue	6	342,346	309,827
Cost of sales		<u>(273,480)</u>	<u>(253,448)</u>
Gross profit		68,866	56,379
Other income		1,025	1,587
Distribution and selling expenses		<u>(22,025)</u>	<u>(19,197)</u>
General and administrative expenses		<u>(38,651)</u>	<u>(29,970)</u>
Operating profit	7	9,215	8,799
Finance costs	8	<u>(889)</u>	<u>(536)</u>
Share of profits of associates		<u>137</u>	<u>188</u>
Profit before income tax		8,463	8,451
Income tax expense	9	<u>(3,239)</u>	<u>(2,605)</u>
Profit for the period		<u>5,224</u>	<u>5,846</u>
<b>Profit attributable to:</b>			
Equity holders of the Company		3,194	2,881
Non-controlling interests		<u>2,030</u>	<u>2,965</u>
		<u>5,224</u>	<u>5,846</u>
Earnings per share for profit attributable to the equity holders of the Company during the period			
– Basic and diluted	11	<u>HK1.6 cents港仙</u>	<u>HK1.4 cents港仙</u>

Details of dividends are disclosed in Note 10 to the condensed consolidated interim financial information.

股息詳情於簡明綜合中期財務資料附註10披露。

## CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME

### 簡明綜合中期全面收益表

For the six months ended 30 September 2014

截至二零一四年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月	
		2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元
Profit for the period	期內溢利	5,224	5,846
Other comprehensive expense:	其他全面開支：		
<i>Items that may be reclassified to profit or loss</i>	<i>可重新分類至損益之項目</i>		
Currency translation differences	貨幣換算差額	(1,756)	(3,288)
Other comprehensive expense for the period, net of tax	期內其他全面開支，扣除稅項	(1,756)	(3,288)
Total comprehensive income for the period	期內全面收入總額	3,468	2,558
<b>Total comprehensive income attributable to:</b>	<b>應佔全面收入總額：</b>		
Equity holders of the Company	本公司權益持有人	2,194	978
Non-controlling interests	非控股權益	1,274	1,580
		3,468	2,558

# CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION

## 簡明綜合中期財務狀況表

As at 30 September 2014  
於二零一四年九月三十日

			As at 30 September 2014 於二零一四年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2014 於二零一四年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
	Note 附註			
<b>Non-current assets</b>		<b>非流動資產</b>		
Property, plant and equipment	13	物業、廠房及設備	21,965	26,351
Investments in associates		於聯營公司之投資	154	17
			<b>22,119</b>	<b>26,368</b>
<b>Current assets</b>		<b>流動資產</b>		
Inventories		存貨	216,175	181,132
Trade receivables	14	應收貿易賬款	71,368	61,603
Other receivables and deposits		其他應收款項及按金	12,937	14,014
Current income tax recoverable		可收回即期所得稅	309	185
Cash and bank balances		現金及銀行結餘	36,022	41,257
			<b>336,811</b>	<b>298,191</b>
Asset classified as held for sale	15	分類為持作出售資產	7,239	-
<b>Total assets</b>		<b>資產總值</b>	<b>366,169</b>	<b>324,559</b>
<b>Current liabilities</b>		<b>流動負債</b>		
Trade payables	16	應付貿易賬款	54,410	48,032
Other payables		其他應付款項	44,214	34,035
Amounts due to associates		應付聯營公司款項	9	11
Short-term bank loans	17	短期銀行貸款	82,428	58,963
Current income tax liabilities		即期所得稅負債	1,778	1,088
			<b>182,839</b>	<b>142,129</b>
<b>Net current assets</b>		<b>流動資產淨值</b>	<b>161,211</b>	<b>156,062</b>
<b>Total assets less current liabilities</b>		<b>資產總值減流動負債</b>	<b>183,330</b>	<b>182,430</b>
<b>Net assets</b>		<b>資產淨值</b>	<b>183,330</b>	<b>182,430</b>
<b>Capital and reserves attributable to the equity holders of the Company</b>		<b>本公司權益持有人應佔資本及儲備</b>		
Share capital		股本	20,000	20,000
Reserves	18	儲備	146,147	144,897
			<b>166,147</b>	<b>164,897</b>
<b>Non-controlling interests</b>		<b>非控股權益</b>	<b>17,183</b>	<b>17,533</b>
<b>Total equity</b>		<b>權益總額</b>	<b>183,330</b>	<b>182,430</b>

# CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY

## 簡明綜合中期權益變動表

For the six months ended 30 September 2014

截至二零一四年九月三十日止六個月

		Attributable to equity holders of the Company 本公司權益持有人應佔									
		Reserves 儲備					Asset classified as held for sale 分類為持作出售資產				
		Share capital 股本	Share premium 股份溢價	Capital reserve 股本儲備	Translation reserve 換算儲備	Revaluation reserve 重估儲備	Retained profits 留存溢利	Total reserves 儲備合計	Non-controlling interests 非控股權益	Total equity 權益總額	
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Balance at 1 April 2014	於二零一四年四月一日之結餘	20,000	16,706	800	(3,864)	9,966	-	121,289	144,897	17,533	182,430
Total comprehensive income for the period	期內全面收入總額	-	-	-	(1,000)	-	3,194	2,194	1,274	3,468	
Acquisition of non-controlling interests	收購非控股權益	-	-	-	48	-	8	56	(552)	(496)	
Reclassification adjustment in relation to the asset classified as held for sale	分類為持作出售資產的重新分類調整	-	-	-	-	(3,654)	3,654	-	-	-	
Dividends paid to non-controlling interests	已派予非控股權益之股息	-	-	-	-	-	-	-	(1,072)	(1,072)	
Dividends paid	已派股息	-	-	-	-	-	(1,000)	(1,000)	-	(1,000)	
<b>Balance at 30 September 2014</b>	<b>於二零一四年九月三十日之結餘</b>	<b>20,000</b>	<b>16,706</b>	<b>800</b>	<b>(4,816)</b>	<b>6,312</b>	<b>3,654</b>	<b>123,491</b>	<b>146,147</b>	<b>17,183</b>	<b>183,330</b>
Balance at 1 April 2013	於二零一三年四月一日之結餘	20,000	16,706	800	(1,432)	8,058	-	122,131	146,263	16,002	182,265
Total comprehensive income for the period	期內全面收入總額	-	-	-	(1,903)	-	2,881	978	1,580	2,558	
Dividend paid	已派股息	-	-	-	-	-	(1,000)	(1,000)	-	(1,000)	
<b>Balance at 30 September 2013</b>	<b>於二零一三年九月三十日之結餘</b>	<b>20,000</b>	<b>16,706</b>	<b>800</b>	<b>(3,335)</b>	<b>8,058</b>	<b>-</b>	<b>124,012</b>	<b>146,241</b>	<b>17,582</b>	<b>183,823</b>

## CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS

### 簡明綜合中期現金流量表

For the six months ended 30 September 2014  
截至二零一四年九月三十日止六個月

Six months ended  
30 September  
截至九月三十日止六個月

		2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元
Net cash (used in)/generated from operating activities	經營業務(動用)/ 產生之現金淨額	(18,120)	7,912
Net cash used in investing activities	投資活動動用之現金淨額	(5,972)	(1,976)
Net cash generated from financing activities	融資活動產生之現金淨額	20,504	1,634
Net (decrease)/increase in cash and cash equivalents	現金及現金等值物 (減少)/增加淨額	(3,588)	7,570
Cash and cash equivalents at beginning of the period	期初之現金及現金等值物	41,257	35,854
Exchange losses on cash and bank balances	現金及銀行結餘之匯兌虧損	(1,647)	(3,026)
Cash and cash equivalents at end of the period	期末之現金及現金等值物	36,022	40,398
<b>Analysis of balances of cash and cash equivalents:</b>	<b>現金及現金等值物結餘分析:</b>		
Cash at bank and in hand	銀行及手頭現金	36,022	40,398

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 1. GENERAL INFORMATION

Mobicon Group Limited (the “Company”) and its subsidiaries (collectively the “Group”) are principally engaged in the trading and distribution of electronic parts, components and equipment and computer products and mobile accessories and trading of health and beauty products.

The Company is a limited liability company incorporated in Bermuda as an exempted company under the Companies Act of Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

The Company’s shares have been listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 7 May 2001.

This condensed consolidated interim financial information are presented in thousands of units of Hong Kong dollars (HK\$'000), unless otherwise stated. This condensed consolidated interim financial information was approved for issue on 24 November 2014.

This condensed consolidated interim financial information has not been audited.

### 2. BASIS OF PREPARATION

This unaudited condensed consolidated interim financial information for the six months ended 30 September 2014 has 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 and Hong Kong Accounting Standard (“HKAS”) 34, “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants. The unaudited condensed consolidated interim financial information should be read in conjunction with the annual financial statements for the year ended 31 March 2014, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, HKASs and Interpretations).

### 3. ACCOUNTING POLICIES

Except as described below, the accounting policies applied are consistent with those of the annual financial statements for the year ended 31 March 2014, as described in those annual financial statements.

Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual earnings.

### 1. 一般資料

萬保剛集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要從事買賣及分銷電子零件、元件及儀器與電腦產品及手機配件，以及買賣保健及美容產品之業務。

本公司根據百慕達公司法在百慕達註冊成立為受豁免有限公司。其註冊辦事處地址為 Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。

本公司股份自二零零一年五月七日起在香港聯合交易所有限公司(「聯交所」)上市。

除另有註明外，此等簡明綜合中期財務資料以千港元(千港元)列值。本簡明綜合中期財務資料已於二零一四年十一月二十四日獲批准刊發。

本簡明綜合中期財務資料未經審核。

### 2. 編製基準

截至二零一四年九月三十日止六個月之本未經審核簡明綜合中期財務資料乃根據香港聯合交易所有限公司證券上市規則附錄16之適用披露規定及香港會計師公會頒佈之香港會計準則(「香港會計準則」)第34號「中期財務報告」編製。未經審核簡明綜合中期財務資料應與根據香港財務報告準則(「香港財務報告準則」，包括所有香港財務報告準則、香港會計準則及詮釋)編製之截至二零一四年三月三十一日止年度之年度財務報表一併閱讀。

### 3. 會計政策

除下述者外，所採納之會計政策與截至二零一四年三月三十一日止年度之年度財務報表所採納者一致，詳見該等年度財務報表。

中期期間收入之稅項按適用於預計全年盈利總額之稅率累計。



**3. ACCOUNTING POLICIES (Continued)**

**New and amended standards adopted by the Group**

The following new standard and amendment to standard are mandatory for the first time for the financial year beginning 1 April 2014 but do not have a material impact on the Group:

HKFRS 10, HKFRS 12 and HKAS 27 (2011) (Amendments)	Investment Entities
HKAS 32 (Amendment)	Offsetting Financial Assets and Financial Liabilities
HKAS 36 (Amendment)	Recoverable Amount Disclosures for Non-Financial Assets
HKAS 39 (Amendment)	Novation of Derivatives and Continuation of Hedge Accounting
HK(IFRIC) – Int 21	Leases

The adoption of the above HKFRSs has had no significant impact on the Group's interim condensed consolidated financial statements. The Group has not early adopted by any other standards, interpretation or amendment that has been issued but is not yet effective.

**4. ESTIMATES**

The preparation of interim financial statements requires management to make judgments, 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 these condensed consolidated interim financial information, the significant judgments 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 Group's consolidated financial statements for the year ended 31 March 2014.

**5. FINANCIAL RISK MANAGEMENT**

**5.1 Financial risk factors**

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk.

**3. 會計政策(續)**

**本集團採納之新訂及修訂準則**

下列新訂及修訂準則須於二零一四年四月一日開始之財政年度首次強制採納，惟並未對本集團構成重大影響：

香港財務報告準則第10號、 香港財務報告準則第12號及 香港會計準則第27號 (二零一一年)(修訂本)	投資實體
香港會計準則第32號(修訂本)	抵銷金融資產及金融負債
香港會計準則第36號(修訂本)	非金融資產可收回 金額披露
香港會計準則第39號(修訂本)	衍生工具之更替及 對沖會計法之延續
香港(國際財務報告詮釋 委員會)– 詮釋第21號	徵費

採納上述香港財務報告準則對本集團之中期簡明綜合財務報表並無重大影響。本集團並無提早採納任何其他已頒佈但尚未生效之準則、詮釋或修訂本。本集團並無提早採納任何已頒佈但尚未生效之任何其他準則、詮釋或修訂本。

**4. 估計**

於編製中期財務報表時，管理層須作出影響會計政策應用以及資產及負債、收入及開支所呈報金額之判斷、估計及假設。實際結果或有別於該等估計。

於編製此等簡明綜合中期財務資料時，管理層於應用本集團會計政策時作出之重大判斷，以及估計不明朗因素之主要來源，與本集團截至二零一四年三月三十一日止年度之綜合財務報表所應用者相同。

**5. 財務風險管理**

**5.1 財務風險因素**

本集團業務面對各種財務風險：市場風險(包括外匯風險、公平值利率風險、現金流量利率風險及價格風險)、信貸風險及流動資金風險。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (CONTINUED)

### 簡明綜合中期財務資料附註(續)

#### 5. FINANCIAL RISK MANAGEMENT (Continued)

##### 5.1 Financial risk factors (Continued)

The condensed consolidated interim financial information do not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's consolidated financial statements as at 31 March 2014.

There have been no changes in the risk management department since year end or in any risk management policies.

##### 5.2 Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

In 2014, there was no transfer between levels of the fair value hierarchy used in measuring the fair value of financial instruments.

In 2014, there were no significant changes in the business or economic circumstances that affect the fair value of the Group's financial assets and financial liabilities. In 2014, there were no reclassifications of financial assets.

#### 5. 財務風險管理(續)

##### 5.1 財務風險因素(續)

簡明綜合中期財務資料並不包括年度財務報表規定之所有財務風險管理資料及披露，並應與本集團截至二零一四年三月三十一日止之綜合財務報表一併閱讀。

自年結日後，風險管理部門或風險管理政策並無重大變動。

##### 5.2 公平值估計

下表按估值方法分析以公平值列賬之金融工具。各等級界定如下：

- 相同資產或負債在活躍市場之報價(未經調整)(第一級)。
- 除第一級包括之報價外，可直接(即按價格)或間接(即由價格衍生)觀察所得之資產或負債輸入值(第二級)。
- 並非依據觀察所得市場數據之資產或負債輸入值(即非觀察所得輸入值)(第三級)。

於二零一四年，並無計量金融工具公平值所用公平值級別之等級轉換。

於二零一四年，並無影響本集團金融資產及金融負債公平值之業務或經濟環境之重大變動。於二零一四年，並無金融資產重新分類。

6. REVENUE AND SEGMENT INFORMATION

Revenue recognized during the period is as follows:

Revenue

Sales of electronic components, automation parts and equipment  
Sales of computer products and mobile accessories and related service income  
Sales of health and beauty products

收益

銷售電子元件、自動化組件及儀器  
銷售電腦產品及手機配件以及相關服務收入  
銷售保健及美容產品

6. 收益及分類資料

期內確認之收益如下：

Six months ended  
30 September  
截至九月三十日止六個月

2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元 (Restated) (經重列)
237,680	235,266
75,243	72,989
29,423	1,572
<b>342,346</b>	<b>309,827</b>

The chief operating decision-maker has been identified as the executive directors of the Company (the "Executive Directors"). The Executive Directors have reviewed the Group's internal reports in order to assess the performance and allocate resources; they have also determined the operating segments based on these reports. Upon the expansion of the trading of cosmetic retail business, the Executive Directors have further considered the business from product perspective and have assessed the performance of three main business segments: (i) Electronic Trading Business – Distribution of electronic components, automation parts and equipment; (ii) Computer Business – Retail sales of computer products and mobile accessories, distribution of computer products and provision of IT outsourcing and solution services and (iii) Cosmetic Retail Business – Retail sales of health and beauty products.

Certain comparative amounts have been reclassified and restated to conform with current period's presentation as the Group changed the structure of its internal organization in a manner that causes the composition of its reportable segments to change by introducing an additional reportable operating segment regarding sales of health and beauty products during the period which was included in "Computer Business" in the revenue and segment information. Accordingly, segment information of Computer Business for the six months period ended 30 September 2013 and as of 31 March 2014 for comparative purposes have been restated and the segment information of the newly reportable segment-Cosmetic Retail Business for the six months period ended 30 September 2013 and as of 31 March 2014 for comparative purposes have been presented.

主要經營決策者已確定為本公司執行董事(「執行董事」)。執行董事已審閱本集團之內部報告，以評估表現及分配資源；彼等亦已根據該等報告釐定經營分類。於擴大買賣化妝品零售業務後，執行董事按產品前景進一步考慮業務及評估三個主要業務分類之表現：(i)電子買賣業務—分銷電子元件、自動化組件及儀器；(ii)電腦業務—電腦產品及手機配件零售業務、分銷電腦產品及提供資訊科技產品及解決方案服務；及(iii)化妝品零售業務—保健及美容產品零售業務。

若干比較金額已重新分類及重列，以符合本期間之呈報。此乃因本集團更改其內部組織架構，在期內引入有關銷售保健及美容產品之新增可報告分類(納入收益及分類資料之「電腦業務」內)，此舉改變其可報告分類之組成部分。據此，電腦業務截至二零一三年九月三十日止六個月期間及於二零一四年三月三十一日的分類資料已重列以供比較，而新可報告分類—化妝品零售業務截至二零一三年九月三十日止六個月期間及於二零一四年三月三十一日的分類資料已呈列以供比較。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (CONTINUED)

### 簡明綜合中期財務資料附註(續)

#### 6. REVENUE AND SEGMENT INFORMATION (Continued)

The Executive Directors have assessed the performance of the operating segments based on segment results before corporate expenses, finance costs and share of profits of associates.

The segment results for the period ended 30 September 2014 are as follows:

#### 6. 收益及分類資料(續)

執行董事已根據扣除企業開支、融資成本及應佔聯營公司溢利前之分類業績評估經營分類之表現。

截至二零一四年九月三十日止期間之分類業績如下：

		Six months ended 30 September 2014 (Unaudited) 截至二零一四年九月三十日止六個月 (未經審核)				
		Electronic Trading Business 電子買賣 業務 HK\$'000 千港元	Computer Business 電腦業務 HK\$'000 千港元	Cosmetic Retail Business 化妝品 零售業務 HK\$'000 千港元	Unallocated 未分類 HK\$'000 千港元	Group 本集團 HK\$'000 千港元
<b>Revenue</b>	收益	<b>237,680</b>	<b>75,243</b>	<b>29,423</b>	<b>-</b>	<b>342,346</b>
Segment results	分類業績	<b>9,289</b>	<b>(1,201)</b>	<b>1,243</b>	<b>(116)</b>	<b>9,215</b>
Interest expenses	利息開支	-	-	-	<b>(889)</b>	<b>(889)</b>
Share of profits of associates	應佔聯營公司溢利	-	<b>137</b>	-	-	<b>137</b>
<b>Profit before income tax</b>	除所得稅前溢利					<b>8,463</b>
Income tax expense	所得稅開支					<b>(3,239)</b>
<b>Profit for the period</b>	期內溢利					<b>5,224</b>

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (CONTINUED)

### 簡明綜合中期財務資料附註(續)

#### 6. REVENUE AND SEGMENT INFORMATION (Continued)

The segment results for the period ended 30 September 2013 are as follows:

		Six months ended 30 September 2013 (Unaudited) 截至二零一三年九月三十日止六個月 (未經審核)				
		Electronic Trading Business 電子買賣 業務 HK\$'000 千港元	Computer Business 電腦業務 HK\$'000 千港元 (Restated) (經重列)	Cosmetic Retail Business 化妝品 零售業務 HK\$'000 千港元 (Restated) (經重列)	Unallocated 未分類 HK\$'000 千港元	Group 本集團 HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>	235,266	72,989	1,572	-	309,827
Segment results	分類業績	9,062	329	(123)	(469)	8,799
Interest expenses	利息開支	-	-	-	(536)	(536)
Share of (losses)/profits of associates	應佔聯營公司 (虧損)/溢利	(9)	197	-	-	188
<b>Profit before income tax</b>	<b>除所得稅前溢利</b>					8,451
Income tax expense	所得稅開支					(2,605)
<b>Profit for the period</b>	<b>期內溢利</b>					<b>5,846</b>

The segment assets and liabilities as at 30 September 2014 and additions to non-current assets for the period then ended are as follows:

		Electronic Trading Business 電子買賣 業務 HK\$'000 千港元	Computer Business 電腦業務 HK\$'000 千港元	Cosmetic Retail Business 化妝品 零售業務 HK\$'000 千港元	Unallocated 未分類 HK\$'000 千港元	Group 本集團 HK\$'000 千港元
Assets	資產	298,457	32,528	27,474	7,556	366,015
Associates	聯營公司	341	(187)	-	-	154
<b>Total assets</b>	<b>資產總值</b>	<b>298,798</b>	<b>32,341</b>	<b>27,474</b>	<b>7,556</b>	<b>366,169</b>
Liabilities	負債	86,991	9,385	2,232	84,231	182,839
Additions to non-current assets	添置非流動資產	994	1,395	3,196	-	5,585

#### 6. 收益及分類資料(續)

截至二零一三年九月三十日止期間之分類業績如下：

		Six months ended 30 September 2013 (Unaudited) 截至二零一三年九月三十日止六個月 (未經審核)				
		Electronic Trading Business 電子買賣 業務 HK\$'000 千港元	Computer Business 電腦業務 HK\$'000 千港元 (Restated) (經重列)	Cosmetic Retail Business 化妝品 零售業務 HK\$'000 千港元 (Restated) (經重列)	Unallocated 未分類 HK\$'000 千港元	Group 本集團 HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>	235,266	72,989	1,572	-	309,827
Segment results	分類業績	9,062	329	(123)	(469)	8,799
Interest expenses	利息開支	-	-	-	(536)	(536)
Share of (losses)/profits of associates	應佔聯營公司 (虧損)/溢利	(9)	197	-	-	188
<b>Profit before income tax</b>	<b>除所得稅前溢利</b>					8,451
Income tax expense	所得稅開支					(2,605)
<b>Profit for the period</b>	<b>期內溢利</b>					<b>5,846</b>

於二零一四年九月三十日之分類資產及負債以及截至該日止期間之添置非流動資產如下：

		Electronic Trading Business 電子買賣 業務 HK\$'000 千港元	Computer Business 電腦業務 HK\$'000 千港元	Cosmetic Retail Business 化妝品 零售業務 HK\$'000 千港元	Unallocated 未分類 HK\$'000 千港元	Group 本集團 HK\$'000 千港元
Assets	資產	298,457	32,528	27,474	7,556	366,015
Associates	聯營公司	341	(187)	-	-	154
<b>Total assets</b>	<b>資產總值</b>	<b>298,798</b>	<b>32,341</b>	<b>27,474</b>	<b>7,556</b>	<b>366,169</b>
Liabilities	負債	86,991	9,385	2,232	84,231	182,839
Additions to non-current assets	添置非流動資產	994	1,395	3,196	-	5,585

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (CONTINUED)

### 簡明綜合中期財務資料附註(續)

#### 6. REVENUE AND SEGMENT INFORMATION (Continued)

The segment assets and liabilities as at 31 March 2014 and additions to non-current assets for the year then ended are as follows:

		Electronic Trading Business 電子買賣業務 HK\$'000 千港元	Computer Business 電腦業務 HK\$'000 千港元 (Restated) (經重列)	Cosmetic Retail Business 化妝品 零售業務 HK\$'000 千港元 (Restated) (經重列)	Unallocated 未分類 HK\$'000 千港元	Group 本集團 HK\$'000 千港元
Assets	資產	277,265	30,981	16,103	193	324,542
Associates	聯營公司	341	(324)	-	-	17
<b>Total assets</b>	<b>資產總值</b>	<b>277,606</b>	<b>30,657</b>	<b>16,103</b>	<b>193</b>	<b>324,559</b>
Liabilities	負債	75,522	5,585	947	60,075	142,129
Additions to non-current assets	添置非流動資產	1,536	2,132	2,512	-	6,180

#### 7. EXPENSES BY NATURE

#### 6. 收益及分類資料(續)

於二零一四年三月三十一日之分類資產及負債以及截至該日止年度之添置非流動資產如下：

#### 7. 分類費用

		Six months ended 30 September 截至九月三十日止六個月	
		2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元
Cost of inventories expensed	存貨成本開支	273,480	253,448
Employee benefit expense (Note 12)	僱員福利開支(附註12)	31,921	30,007
Depreciation of owned property, plant and equipment	自置物業、廠房及設備折舊	2,451	1,104
Provision for slow-moving inventories (included in cost of sales)	滯銷存貨撥備(已計入銷售成本)	629	2,467
Operating lease rentals in respect of rented premises	租用物業之經營租約租金	11,017	6,143
Provision for impairment of trade receivables (included in general and administrative expenses)	應收貿易賬款減值撥備 (已計入一般及行政管理費用)	97	353
Net foreign exchange gains	匯兌收益淨額	(1,244)	(176)
Loss/(gain) on disposal of property, plant and equipment	出售物業、廠房及 設備虧損/(收益)	10	(173)

8. FINANCE COSTS

8. 融資成本

		Six months ended 30 September 截至九月三十日止六個月	
		2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元
Interest expense on short-term bank loans, wholly repayable within one year	須於一年內全數償還短期銀行 貸款之利息開支	<b>889</b>	<b>536</b>

9. INCOME TAX EXPENSE

Hong Kong Profits Tax has been provided at the rate of 16.5% (2013: 16.5%) on the estimated assessable profit arising in or derived from Hong Kong for the period. Taxation on overseas profits has been calculated on the estimated assessable profit for the period at the rates of taxation prevailing in the countries in which the Group operates.

The amount of taxation charged to the condensed consolidated interim income statement represents:

9. 所得稅開支

香港利得稅根據期內於香港產生或源自香港之估計應課稅溢利，按16.5%(二零一三年：16.5%)之稅率撥備。海外溢利之稅項按期內估計應課稅溢利，以本集團經營業務國家當時之稅率計算。

自簡明綜合中期損益表扣除之稅項包括：

		Six months ended 30 September 截至九月三十日止六個月	
		2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元
Current income tax	即期所得稅		
– Hong Kong Profits Tax	– 香港利得稅	<b>325</b>	442
– Overseas taxation	– 海外稅項	<b>2,914</b>	2,163
Income tax expense	所得稅開支	<b>3,239</b>	2,605

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (CONTINUED)

### 簡明綜合中期財務資料附註(續)

#### 9. INCOME TAX EXPENSE (Continued)

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the Hong Kong Profits Tax rate as follows:

Profit before income tax	除所得稅前溢利
Tax calculated at Hong Kong Profits Tax rate of 16.5% (2013: 16.5%)	按香港利得稅稅率16.5% 計算之稅項 (二零一三年: 16.5%)
Effect of different tax rates of subsidiaries operating in other countries	於其他國家營業之 附屬公司不同稅率之影響
Income not taxable for tax purpose	為稅務目的而毋須課稅的收入
Expenses not-deductible for tax purposes	為稅務目的而不可扣稅的開支
Others	其他
Income tax expense	所得稅開支

The Company is exempted from taxation in Bermuda until 2035.

Mobicon Electronic Trading (Shenzhen) Limited ("MET"), being a foreign investment enterprise established in the free trade zone of Futian, Shenzhen, People's Republic of China ("PRC"), and with a financial year end date falling on 31 December, is subject to PRC enterprise income tax at the rate of 25%. No provision for PRC enterprise income tax has been made as MET is still in a tax loss position.

#### 9. 所得稅開支(續)

本集團除所得稅前溢利之稅項與採用香港利得稅稅率計算之理論數額不同，載列如下：

#### Six months ended 30 September 截至九月三十日止六個月

2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元
<b>8,463</b>	8,451
<b>1,396</b>	1,394
<b>1,057</b>	865
<b>(69)</b>	(160)
<b>500</b>	282
<b>355</b>	224
<b>3,239</b>	2,605

本公司於二零三五年前獲豁免繳納百慕達稅項。

萬保剛電子貿易(深圳)有限公司(「MET」)為於中華人民共和國(「中國」)深圳福田保稅區成立之外資企業，其財政年度年結日為十二月三十一日，須按25%稅率繳納中國企業所得稅。由於MET仍錄得稅務虧損，故並無就中國企業所得稅作出撥備。



**10. DIVIDENDS**

At a meeting held on 24 November 2014, the directors of the Company declared an interim dividend of HK\$0.005 per ordinary share (2013: HK\$0.005 per ordinary share) for the six months ended 30 September 2014. This interim dividend has not been recognized as a liability at the reporting date. The interim dividend will be payable on 22 December 2014 to shareholders whose names appear on the Register of Members of the Company as at 11 December 2014.

**11. EARNINGS PER SHARE**

The calculation of basic earnings per share for the six months ended 30 September 2014 is based on the Group's profit attributable to the equity holders of the Company of approximately HK\$3,194,000 (2013: HK\$2,881,000) and on the weighted average number of 200,000,000 ordinary shares (2013: 200,000,000 ordinary shares) in issue during the period.

No diluted earnings per share is presented as there were no potential dilutive ordinary shares in issue during the six months ended 30 September 2014 and 2013.

**10. 股息**

於二零一四年十一月二十四日舉行之會議上，本公司董事宣佈派付截至二零一四年九月三十日止六個月之中期股息每股普通股0.005港元(二零一三年：每股普通股0.005港元)。於報告日期，此中期股息尚未確認為負債。中期股息將於二零一四年十二月二十二日派付予於二零一四年十二月十一日名列本公司股東名冊之股東。

**11. 每股盈利**

截至二零一四年九月三十日止六個月之每股基本盈利乃按本公司權益持有人應佔本集團溢利約3,194,000港元(二零一三年：2,881,000港元)及期內已發行普通股之加權平均數200,000,000股(二零一三年：200,000,000股普通股)計算。

由於截至二零一四年及二零一三年九月三十日止六個月並無任何潛在具攤薄影響之已發行普通股，故並無呈列每股攤薄盈利。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (CONTINUED)

### 簡明綜合中期財務資料附註(續)

#### 12. EMPLOYEE BENEFIT EXPENSE

Salaries, wages and other benefits	薪金、工資及其他福利
Pension costs – defined contribution plans	退休金成本 – 定額供款計劃
Provision for long-service payments	長期服務金撥備
Total employee benefit expense (including directors' remuneration)	僱員福利開支總額 (包括董事酬金)

#### 12. 僱員福利開支

Six months ended  
30 September  
截至九月三十日止六個月

2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元
30,069	28,512
1,721	1,463
131	32
<b>31,921</b>	<b>30,007</b>

#### 13. PROPERTY, PLANT AND EQUIPMENT

Movement of property, plant and equipment for the six months ended 30 September 2014:

Net book amount as at 1 April 2014	於二零一四年四月一日之賬面淨值
Additions	添置
Reclassified to asset classified as held for sale (Note 15)	重新分類至分類為持作出售資產(附註15)
Disposals	出售
Depreciation	折舊
Exchange differences	匯兌差額
Net book amount as at 30 September 2014	於二零一四年九月三十日之賬面淨值

#### 13. 物業、廠房及設備

截至二零一四年九月三十日止六個月之物業、廠房及設備變動如下：

(Unaudited)  
(未經審核)  
HK\$'000  
千港元

26,351
5,585
(7,239)
(34)
(2,451)
(247)
<b>21,965</b>

**14. TRADE RECEIVABLES**

The Group normally grants to its customers credit periods for sales of goods ranging from 7 to 90 days. The aging analysis of trade receivables based on invoice date is as follows:

0 to 60 days	零至60日
61 to 120 days	61至120日
121 to 180 days	121至180日
181 to 365 days	181至365日
Trade receivables	應收貿易賬款
Less: Provision for impairment of trade receivables	減：應收貿易賬款減值撥備

The maximum exposure to credit risk at the reporting date is the carrying amount of trade receivables. The Group does not hold any collateral as security in respect of its trade receivables.

**14. 應收貿易賬款**

本集團一般給予其客戶之售貨信貸期由7日至90日不等。按發票日期計算，應收貿易賬款之賬齡分析如下：

<b>As at 30 September 2014</b>	<b>As at 31 March 2014</b>
<b>於二零一四年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元</b>	<b>於二零一四年 三月三十一日 (Audited) (經審核) HK\$'000 千港元</b>
<b>67,924</b>	58,417
<b>1,282</b>	1,017
<b>1,985</b>	2,052
<b>1,012</b>	996
<b>72,203</b>	62,482
<b>(835)</b>	(879)
<b>71,368</b>	61,603

於本報告日期所承受之最高信貸風險為應收貿易賬款之賬面值。本集團並無就其應收貿易賬款持有任何抵押品作為抵押。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (CONTINUED)

### 簡明綜合中期財務資料附註(續)

#### 15. ASSET CLASSIFIED AS HELD FOR SALE

On 4 August 2014, the Group entered into a provisional sale and purchase agreement with the independent third party to dispose of its leasehold property at cash consideration of approximately S\$1,300,000 (equivalent to HK\$7,916,000). The transaction was completed on 1 October 2014. Accordingly, the leasehold property with carrying amount of approximately HK\$7,239,000 has been reclassified as "asset classified as held for sale" at the reporting day. No impairment loss was recognised on reclassification of the leasehold property as held for sale as at 30 September 2014.

#### 15. 分類為持作出售資產

於二零一四年八月四日，本集團與獨立第三方訂立臨時買賣協議，以出售其租賃物業，現金代價約為1,300,000新加坡元（相當於7,916,000港元）。有關交易已於二零一四年十月一日完成。因此，於報告日期，該等賬面值約為7,239,000港元的租賃物業重新分類為「分類為持作出售資產」。於二零一四年九月三十日，概無就租賃物業重新分類為持作出售而確認減值虧損。

		<b>As at 30 September 2014</b>	As at 31 March 2014
		於二零一四年 九月三十日 <b>(Unaudited)</b> (未經審核)	於二零一四年 三月三十一日 (Audited) (經審核)
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Reclassified from property, plant and equipment (Note 13)	重新分類物業、廠房及設備 (附註13)	<b>7,239</b>	-
At 30 September 2014	於二零一四年九月三十日	<b>7,239</b>	-

#### 16. TRADE PAYABLES

The aging analysis of trade payables is as follows:

#### 16. 應付貿易賬款

應付貿易賬款之賬齡分析如下：

		<b>As at 30 September 2014</b>	As at 31 March 2014
		於二零一四年 九月三十日 <b>(Unaudited)</b> (未經審核)	於二零一四年 三月三十一日 (Audited) (經審核)
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
0 to 60 days	零至60日	<b>52,896</b>	45,145
61 to 120 days	61至120日	<b>337</b>	1,436
121 to 180 days	121至180日	<b>85</b>	415
181 to 365 days	181至365日	<b>1,092</b>	1,036
		<b>54,410</b>	48,032

**17. SHORT-TERM BANK LOANS**

All short-term bank loans are due within one year and denominated in Hong Kong dollars, United States dollars and Singapore dollars.

The effective interest rates of the short-term bank loans at the reporting date range from approximately 2.21% to 3.06% (as at 31 March 2014: 2.21% to 2.96%)

The Group's banking facilities are secured by corporate guarantees issued by the Company.

As at 31 March 2014, the Group obtained trade receivables factoring facility of HK\$5,000,000. Under the facility, the Group will receive with recourse from the bank advances representing 70% of the Group's trade receivables due from selected customers within the factoring limit of HK\$5,000,000 (less service and monthly discounting charges).

As at 30 September 2014, the leasehold properties located in Singapore with an aggregate carrying amount of HK\$12,005,000 (as at 31 March 2014: HK\$19,647,000) were pledged as security for certain of the Group's bank borrowings.

**17. 短期銀行貸款**

所有短期銀行貸款均於一年內到期及以港元、美元及新加坡元結算。

於報告日期，短期銀行貸款之實際利率由約2.21厘至3.06厘(於二零一四年三月三十一日：2.21厘至2.96厘)。

本集團之銀行信貸額以本公司發出的公司擔保作抵押。

於二零一四年三月三十一日，本集團取得應收貿易賬款代付融資5,000,000港元。根據該融資，本集團將獲取附有追索權之銀行墊款，相當於應收指定客戶之本集團應收貿易賬款70%，代付限額為5,000,000港元(減服務及每月貼現費用)。

於二零一四年九月三十日，位於新加坡賬面總值12,005,000港元(於二零一四年三月三十一日：19,647,000港元)之租賃物業已用作本集團若干銀行借貸之抵押。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (CONTINUED)

### 簡明綜合中期財務資料附註(續)

#### 18. SHARE CAPITAL

Authorized:	法定：
2,000,000,000 ordinary shares of HK\$0.10 each	2,000,000,000股 每股面值0.10港元之普通股
Issued and fully paid:	已發行及繳足：
200,000,000 ordinary shares of HK\$0.10 each	200,000,000股 每股面值0.10港元之普通股

#### 18. 股本

<b>As at 30 September 2014</b>	As at 31 March 2014
於二零一四年 九月三十日 <b>(Unaudited)</b> (未經審核)	於二零一四年 三月三十一日 (Audited) (經審核)
<b>HK\$'000</b> 千港元	HK\$'000 千港元
<b>200,000</b>	200,000
<b>20,000</b>	20,000

#### 19. COMMITMENTS

##### Operating lease commitments – where the Group is the lessee

As at 30 September 2014, the Group had future aggregate minimum lease payments under non-cancellable operating leases in respect of rented premises as follows:

No later than one year	一年內
Later than one year and no later than five years	一年以上但不超過五年

#### 19. 承擔

##### 經營租約承擔 – 本集團作為承租人

於二零一四年九月三十日，本集團就有關租賃物業之不可撤銷經營租約日後最低租賃付款總額如下：

<b>As at 30 September 2014</b>	As at 31 March 2014
於二零一四年 九月三十日 <b>(Unaudited)</b> (未經審核)	於二零一四年 三月三十一日 (Audited) (經審核)
<b>HK\$'000</b> 千港元	HK\$'000 千港元
<b>24,684</b>	19,186
<b>23,815</b>	23,533
<b>48,499</b>	42,719

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (CONTINUED)

### 簡明綜合中期財務資料附註(續)

#### 20. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in these condensed consolidated financial report, the Group had the following significant related party transactions during the period:

- (a) Particulars of significant transactions between the Group and related parties are summarized below:

#### 20. 關連人士交易

除於此等簡明綜合財務報告其他部分披露者外，本集團於期內有以下重大關連人士交易：

- (a) 本集團與關連人士進行之重大交易詳情概述如下：

		Six months ended 30 September 截至九月三十日止六個月	
		2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元
	Note 附註		
Management fee received from an associate	已收取一間聯營公司之管理費	78	26
Service fee received from an associate	已收取一間聯營公司之服務費	278	4
Purchase from an associate	從一間聯營公司購買	2	-
Sales to an associate	銷售予一間聯營公司	1	-
Maintenance fee paid to an associate	已支付一間聯營公司之維修費	348	246
Rentals paid/payable to M-Bar Limited	已支付／應支付M-Bar Limited之租金	1,962	1,908
Rentals paid to Tiger Moth Trading No. 53 (Proprietary) Limited ("Tiger Moth")	已支付Tiger Moth Trading No. 53 (Proprietary) Limited(「Tiger Moth」)之租金	135	139
Rentals paid to UGD Property (Proprietary) Limited ("UGD Property")	已支付UGD Property (Proprietary) Limited (「UGD Property」)之租金	548	508
Purchases from Clover Display Limited	從高發液晶有限公司購買	769	562
Sales to Clover Display Limited	銷售予高發液晶有限公司	745	516
Commission income received from Clover Display Limited	已收取高發液晶有限公司之佣金收入	33	78
Management fee paid to Clover Display Limited	已支付高發液晶有限公司之管理費	7	-
Management fee paid to Kontoy Products Company Limited	已支付剛達製品有限公司之管理費	26	-

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION (CONTINUED)

### 簡明綜合中期財務資料附註(續)

#### 20. RELATED PARTY TRANSACTIONS (Continued)

- (a) Particulars of significant transactions between the Group and related parties are summarized below: (Continued)

Notes:

- (i) Management fee was received from an associate, Create Tech Software Systems Limited at a fixed monthly rate of HK\$13,000 (2013: HK\$1,000 from April to July and HK\$11,000 for August and September) for use and lease of facilities of the Group.
- (ii) Service fee was received from an associate, Create Tech Software Systems Limited was conducted in the normal course of business at terms as agreed between the contracting parties for providing online-marketing related service.
- (iii) Sales to and purchases from an associate, Create Tech Software Systems Limited were conducted in the normal course of business at terms as agreed between the contracting parties.
- (iv) Maintenance fee was paid to an associate, Create Tech Software Systems Limited at terms agreed between the contracting parties for providing maintenance of the accounting system.
- (v) M-Bar Limited is a wholly-owned subsidiary of Mobicon Electronic Supplies Company Limited, a company beneficially owned by Dr. Hung Kim Fung, Measure (30%), Ms. Yeung Man Yi, Beryl (30%), Mr. Hung Ying Fung (20%) and Mr. Yeung Kwok Leung, Allix (20%), directors and substantial shareholders of the Company. The lease agreements with M-Bar Limited were entered into at terms agreed between the contracting parties.
- (vi) UGD Property and Tiger Moth are companies wholly-owned by Mr. Manuel Arnaldo de Sousa Moutinho, a director of AP Electronics (Proprietary) Limited, Langa Holdings (Proprietary) Limited, Mantech Electronics (Proprietary) Limited, Mobicon International Limited, Mobicon-Mantech Holdings Limited and Suntronika (Proprietary) Limited and owns 49% interest in Mobicon-Mantech Holdings Limited. The lease agreements with UGD Property and Tiger Moth were entered into at terms agreed between the contracting parties.
- (vii) Clover Display Limited is a subsidiary of A Plus Computer Shop Limited which is beneficially owned by Dr. Hung Kim Fung, Measure (30%), Ms. Yeung Man Yi, Beryl (30%), Mr. Hung Ying Fung (20%) and Mr. Yeung Kwok Leung, Allix (20%), directors and substantial shareholders of the Company. Sales to and purchases from Clover Display Limited were conducted in the normal course of business at terms as agreed between the contracting parties.
- (viii) Commission income received from and management fee paid to Clover Display Limited were conducted in the normal course of business at terms as agreed between the contracting parties.

#### 20. 關連人士交易(續)

- (a) 本集團與關連人士進行之重大交易詳情概述如下：(續)

附註：

- (i) 已收取一間聯營公司新創科軟件有限公司之管理費乃就租用本集團設施定額費用為每月13,000港元(二零一三年：由四月至七月收取之定額費用為每月1,000港元，以及由八月至九月收取之定額費用為每月11,000港元)。
- (ii) 已收取一間聯營公司新創科軟件有限公司之服務費乃就提供網上營銷相關服務，在一般業務過程中按訂約各方協定之條款進行。
- (iii) 與一間聯營公司新創科軟件有限公司進行之買賣均於一般業務過程中按訂約各方協定之條款進行。
- (iv) 已支付一間聯營公司新創科軟件有限公司之維修費乃按訂約各方協定之條款就會計系統提供維修服務訂定。
- (v) M-Bar Limited為萬保剛電子有限公司之全資附屬公司。萬保剛電子有限公司由本公司董事及主要股東洪劍峯博士(30%)、楊敏儀女士(30%)、洪英峯先生(20%)及楊國樑先生(20%)實益擁有。與M-Bar Limited訂立之租賃協議乃按訂約各方協定之條款訂定。
- (vi) UGD Property及Tiger Moth為由Manuel Arnaldo de Sousa Moutinho先生全資擁有之公司。Moutinho先生為AP Electronics (Proprietary) Limited、Langa Holdings (Proprietary) Limited、Mantech Electronics (Proprietary) Limited、Mobicon International Limited、Mobicon-Mantech Holdings Limited及Suntronika (Proprietary) Limited之董事，並擁有Mobicon-Mantech Holdings Limited 49%權益。與UGD Property及Tiger Moth訂立之租賃協議乃按訂約各方協定之條款訂立。
- (vii) 高發液晶有限公司為香港電腦店有限公司之附屬公司，其由本公司董事及主要股東洪劍峯博士(30%)、楊敏儀女士(30%)、洪英峯先生(20%)及楊國樑先生(20%)實益擁有。高發液晶有限公司之買賣乃按訂約雙方協定之條款，在一般業務過程中進行。
- (viii) 已收取高發液晶有限公司之佣金收入及已支付高發液晶有限公司之管理費乃按訂約雙方協定之條款，在一般業務過程中進行。



**20. RELATED PARTY TRANSACTIONS (Continued)**

(a) Particulars of significant transactions between the Group and related parties are summarized below: (Continued)

Notes: (Continued)

- (ix) Kontoy Products Company Limited is a subsidiary of A Plus Computer Shop Limited which is beneficially owned by Dr. Hung Kim Fung, Measure (30%), Ms. Yeung Man Yi, Beryl (30%), Mr. Hung Ying Fung (20%) and Mr. Yeung Kwok Leung, Allix (20%), directors and substantial shareholders of the Company. Management fee paid to Kontoy Products Company Limited was conducted in the normal course of business at terms as agreed between the contracting parties.
- (x) These transactions constituted continuing connected transactions as defined in Listing Rules.
- (b) Included in other payables of the Group were amount due to a minority shareholder of a subsidiary of approximately HK\$971,000 (as at 31 March 2014: HK\$971,000). The amounts are unsecured, interest-free and repayable on demand.
- (c) Included in other payables of the Group were amount due to director of approximately HK\$2,089,000 (as at 31 March 2014: HK\$2,181,000). The amounts are unsecured, interest-free and repayable on demand.
- (d) **Key management compensation**

**20. 關連人士交易(續)**

(a) 本集團與關連人士進行之重大交易詳情概述如下:(續)

附註:(續)

- (ix) 剛達製品有限公司為香港電腦店有限公司之附屬公司。香港電腦店有限公司由本公司董事及主要股東洪劍峯博士(30%)、楊敏儀女士(30%)、洪英峯先生(20%)及楊國樑先生(20%)實益擁有。已支付剛達製品有限公司之管理費於一般業務過程中按訂約各方協定之條款進行。
- (x) 該等交易構成上市規定所界定之持續關連交易。
- (b) 本集團其他應付款項包括應付一間附屬公司一名少數股東款項約971,000港元(於二零一四年三月三十一日:971,000港元)。有關款項為無抵押、免息及須按要求償還。
- (c) 本集團其他應付款項包括應付一名董事之款項約2,089,000港元(於二零一四年三月三十一日:2,181,000港元)。有關款項為無抵押、免息及須按要求償還。
- (d) **主要管理人員補償**

Short-term employee benefits  
Post-employment benefits

短期僱員福利  
離職後福利

**Six months ended  
30 September**  
截至九月三十日止六個月

<b>2014</b> 二零一四年 <b>(Unaudited)</b> (未經審核) <b>HK\$'000</b> 千港元	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元
<b>2,323</b>	2,350
<b>34</b>	30
<b>2,357</b>	2,380

**21. EVENTS AFTER THE END OF THE REPORTING PERIOD**

On 4 August 2014, the Group entered into a provisional sale and purchase agreement with the independent third party to dispose of its leasehold property at cash consideration of approximately S\$1,300,000 (equivalent to HK\$7,916,000). The transaction was completed on 1 October 2014.

**21. 報告期後事項**

於二零一四年八月四日，本集團與獨立第三方訂立臨時買賣協議，以出售其租賃物業，現金代價約為1,300,000新加坡元(相當於7,916,000港元)。有關交易已於二零一四年十月一日完成。

# MOBICON

進取 - 務實 - 翱四方

Mobicon Group Limited

萬保剛集團有限公司

(股份編號 Stock Code : 1213)

2014/2015 Interim Report 中期報告

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