

Mobicon Group Limited  
萬保剛集團有限公司  
(股份編號 Stock Code : 1213)



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2015/2016  
INTERIM REPORT  
中期報告



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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  
United Overseas 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  
大華銀行有限公司

#### 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

		2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核)	2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核)	% Change 變動
<b>Results</b> 業績				
Revenue	收益	363,380	342,346	6.1
Gross profit	毛利	83,506	68,866	21.3
EBITDA	未計利息、稅項、折舊及 攤銷費用前盈利	14,282	11,803	21
Profit Attributable to Equity Shareholders of the Company	本公司權益股東應佔溢利	2,111	3,194	(33.9)
Basic Earnings per Share (HK cents)	每股基本盈利(港仙)	1.1	1.6	(31.3)
Interim Dividend per Share (HK cent)	每股中期股息(港仙)	0.5	0.5	–
<b>Financial Position</b> 財務狀況				
Total Assets	資產總值	400,120	357,919	11.8
Net Cash Balance	現金結餘淨額	(48,235)	(47,793)	0.9
Total Equity Attributable to Equity Shareholders of the Company	本公司權益股東應佔權益 總額	162,508	165,973	(2.1)

## 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 2015 (the “Period”) together with comparative figures and explanatory notes in this interim report.

#### INTERIM DIVIDEND

By a Board resolution passed on 23 November 2015 (Monday), the Board had resolved to declare an interim dividend of HK\$0.005 per ordinary share for the six months ended 30 September 2015 (2014: HK\$0.005 per ordinary share). The interim dividend will be payable on 21 December 2015 (Monday) to shareholders whose names appear on the Register of Members of the Company as at 10 December 2015 (Thursday).

#### CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from 8 December 2015 (Tuesday) to 10 December 2015 (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 7 December 2015 (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」)於二零一五年九月三十日及截至該日止六個月(「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

董事會已藉於二零一五年十一月二十三日(星期一)通過之董事會決議案，議決宣派截至二零一五年九月三十日止六個月之中期股息每股普通股0.005港元(二零一四年：每股普通股0.005港元)。中期股息將於二零一五年十二月二十一日(星期一)派付予於二零一五年十二月十日(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

本公司將於二零一五年十二月八日(星期二)至二零一五年十二月十日(星期四)(包括首尾兩日)期間暫停辦理股份過戶登記手續，期間將不會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，最遲須於二零一五年十二月七日(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 2015, 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

於二零一五年九月三十日，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，擁有並已記錄於本公司根據證券及期貨條例第352條存置之登記冊之權益及淡倉，或已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」)另行知會本公司及香港聯合交易所有限公司(「聯交所」)之權益及淡倉如下：

#### (i) 本公司每股面值0.10港元之普通股

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，根據證券及期貨條例，洪劍峯博士及楊敏儀女士被視為於本公司90,000,000股股份中擁有權益。洪劍峯博士及楊敏儀女士擁有之權益乃相同的權益，並互相重複。
- (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，根據證券及期貨條例，楊國樑先生及雲林瓊女士被視為於本公司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乃相同的權益，並互相重複。

## 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 2015, 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 2015, 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 2015, 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 19 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

於二零一五年九月三十日，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

於二零一五年九月三十日，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，於二零一五年九月三十日，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，擁有並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之任何權益或淡倉或已根據證券及期貨條例第XV部第7及8分部或標準守則另行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。在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19披露者外，本公司或其任何附屬公司概無訂立本公司董事直接或間接於其中擁有重大權益，並對本集團業務而言屬重大，且於該期間結束時或該期間內任何時間有效之任何重大合約。



# 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 2015, 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

於二零一五年九月三十日，據本公司董事所知悉，下列人士（不包括本公司董事或行政總裁）於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露之權益或淡倉：

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 2015, 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.

除上文披露者外，於二零一五年九月三十日，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 2015. 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 2015.

### 買賣本公司上市證券

截至二零一五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。於截至二零一五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.

- (ii) According to the code provision A.6.7 of the Code, one executive director and one independent non-executive director of the Company were unable to attend the annual general meeting of the Company held on 10 August 2015 due to their unexpected business engagement.

### 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 2015. 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, 23 November 2015

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。

- (ii) 根據守則之守則條文第A.6.7條，本公司一名執行董事及一名獨立非執行董事由於有未能預料之業務事宜，而未能出席於二零一五年八月十日舉行之本公司股東週年大會。

### 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，包括審閱截至二零一五年九月三十日止六個月之未經審核簡明綜合財務報表。審核委員會現時由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。薪酬委員會現時由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。提名委員會現時由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，二零一五年十一月二十三日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL RESULTS

The Group recorded a turnover of approximately HK\$363 million during the Period, representing an increase of approximately 6% as compared with the turnover of approximately HK\$342 million recorded in the six months ended 30 September 2014 (the “Corresponding Period”). The increase of the Group’s turnover was mainly attributed by an increase in sales of the Group’s cosmetic retail business (the “Cosmetic Retail Business”) during the Period.

During the Period, the Group’s gross profit increased from approximately HK\$69 million recorded in the Corresponding Period by approximately 22% to approximately HK\$84 million and the gross profit margin slightly increased to approximately 23% (Corresponding Period: approximately 20.1%). 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 19.8%, 18.9% and 34.5% (Corresponding Period: approximately 19.1%, 16.9% and 36.2%) respectively. The Group recorded operating profit of approximately HK\$10.5 million as compared with that of HK\$9.2 million in the Corresponding Period, representing a moderate increase of approximately 14.1%. The total operating expenses for the Period increased by approximately 21.3% and reached approximately HK\$74 million (Corresponding Period: approximately HK\$61 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.

The distribution and selling expenses for the Period were approximately HK\$26 million as increased by approximately 18% from the Corresponding Period of approximately HK\$22 million. The general and administrative expenses increased by about 23% or approximately HK\$9 million to approximately HK\$48 million for the Period from approximately HK\$39 million recorded in the Corresponding Period. Finance costs for the Period increased to approximately HK\$1.1 million (Corresponding Period: approximately HK\$0.9 million), representing an increase of approximately 22% over the Corresponding Period.

Accordingly, the profit attributable to the equity holders of the Company decreased by approximately 34.4% to approximately HK\$2.1 million (Corresponding Period: approximately HK\$3.2 million), representing basic earnings per share of HK\$0.011 (Corresponding Period: HK\$0.016). 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 2015, totaling HK\$1 million.

### 財務業績

於該期間，本集團錄得營業額約三億六千三百萬港元，較截至二零一四年九月三十日止六個月（「去年同期」）錄得約三億四千二百萬港元增加約6%。本集團營業額有所增加，主要歸因於本集團的化妝品零售業務（「化妝品零售業務」）於該期間錄得的增長。

於該期間，本集團之毛利由去年同期約六千九百萬港元增加約22%至約八千四百萬港元，而毛利率則輕微上升至約23%（去年同期：約20.1%）。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19.8%、18.9%及34.5%（去年同期：約19.1%、16.9%及36.2%）。本集團於該期間錄得經營溢利約一千零五十萬港元，較去年同期約九百二十萬港元溫和增長約14.1%。該期間的經營開支總額增加約21.3%至約七千四百萬港元（去年同期：約六千一百萬港元）。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。

在該期間，本集團的分銷及銷售費用約二千六百萬港元，較去年同期約二千二百萬港元增加約18%。而一般及行政管理費用則由去年同期約三千九百萬港元增加約23%或九百萬港元，至約四千八百萬港元。該期間的融資成本增加至約一百一十萬港元（去年同期：約九十萬港元），較去年同期上升大概22%。




基於上文所述，本公司權益持有人應佔溢利減少約34.4%至約二百一十萬港元（去年同期：約三百二十萬港元），每股基本盈利為0.011港元（去年同期：0.016港元）。董事會議決就截至二零一五年九月三十日止六個月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。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### 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 , accounted for approximately 62%, 16% and 22% 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\$224 million as compared with that of HK\$238 million recorded in the Corresponding Period or dropped by 6%.

During the Period, purchasing managers worldwide tended to favour more 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.




#### Overseas

The aggregate turnover of all of the Group's overseas subsidiaries was approximately HK\$63 million, representing an overall increase of approximately 5% as compared with that of approximately HK\$60 million recorded in the Corresponding Period.

South African Rand slumped against strong Hong Kong dollar by about 16% as compared with that of quoted in Corresponding Period and faces further downside pressure. Market expectation on higher federal benchmark rates are burdening the currencies in developing economies. However, the turnover generated by the Group's South Africa subsidiary surged 20% and reached approximately HK\$49 million during the Period (Corresponding Period: approximately HK\$41 million) and outpace the weakened currency impact. Meanwhile, the Group's subsidiary in South Africa became the top of website search result in South Africa, thereby gaining further brand recognition and customer and allowed the Group to diversify its products and gain further market share in the electronic trading business.

### 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其中之一的核心業務。

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」）；及(3)以  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62%、16%及22%。

### 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二億二千四百萬港元銷售收入，較去年同期約二億三千八百萬港元下降6%。

根據各大基準指數顯示，世界各地之採購經理們於該期間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。

#### 海外

於該期間，本集團所有海外附屬公司之總營業額約為六千三百萬港元，較去年同期約六千萬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16%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。但本集團南非附屬公司於該期間錄得營業額飆升20%至約四千九百萬港元（去年同期：約四百一十萬港元），超過弱勢貨幣下帶來之影響。與此同時，本集團南非附屬公司成為當地網站搜尋結果第一位，從而獲得更多的品牌知名度和客戶，並讓集團發展多元化產品及於電子買賣業務上獲得進一步的市場佔有率。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

In addition, the Group entered into agreements with LightWare Optoelectronics (Pty) Ltd, Icon Electronics CC and Newco Instruments CC during the Period and became an authorized distributor of laser ranging and measurement devices, instruments for industrial and mining applications and industrial sensor and laser solutions products respectively. Such agreements allowed the Group to diversify its products and gain further market share in the electronic equipment business.

The turnover of the Group's subsidiary in Malaysia recorded a significant drop of approximately 33% to approximately HK\$4 million during the Period as compared with that of approximately HK\$6 million during the Corresponding Period. The main reason for the drop was weakening Eurozone demand and the Malaysian Ringgit devalued against Hong Kong dollar by about 17% as compared with that of quoted in Corresponding Period.

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 66%, 19%, 13%, 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 dropped to approximately HK\$15 million by about 32% during the Period (Corresponding Period: approximately HK\$22 million). During the Period, the Group closed a number of retail shops as a means to implement its cost savings measure. Despite the turnover decreased during the Period, gross profit slightly improved to 53% from 48% as compared with that of in the Corresponding Period due to introduction of life-style products in addition to computer accessories.

##### Computer Distribution Business

The turnover of the Computer Distribution Business recorded approximately HK\$42 million and declined about 22% (Corresponding Period of approximately HK\$54 million). During the Period, the decrease in such turnover was mainly attributable to the weakened demand in computer and mobile accessories (such as, memory stick and hard disk drive), the absence of new products and the competitive pressure from peers especially from e-commerce.

另外，本集團於該期間與 LightWare Optoelectronics (Pty) Ltd、Icon Electronics CC及 Newco Instruments CC簽訂合約，分別成為激光測距和測量設備、工礦企業應用工具及工業傳感器和激光解決方案產品的授權經銷商。這些合約讓本集團多元化旗下的產品及進一步增加電子儀器業務的市場佔有率。

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33%，由去年同期約六百萬港元減少至約四百萬港元。營業額下跌的主要原因是疲弱歐元區需求所引致和馬來西亞林吉特對港元比較去年同期貶值了17%。

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於該期間的總營業額的66%、19%、13%、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一千五百萬港元減少約32%（去年同期：約二千二百萬港元）。於該期間，本集團關閉了數間零售商店，以實行其成本節約措施。儘管營業額於該期間下跌，但毛利由去年同期48%輕微改善至53%，因除了電腦配件外並引入生活家品。

##### 電腦分銷業務

本集團電腦分銷業務錄得營業額約四千二百萬港元，下跌約22%（去年同期：約五千四百萬港元）。該期間之營業額出現上述跌幅，主要歸因於電腦及手機配件（例如：記憶棒及硬碟）之需求下降，加上缺乏新產品上市以及來自同業（特別是電子商貿競爭對手）的競爭壓力所致。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析



#### Cosmetic Retail Business

The Group's Cosmetic Retail Business maintained notable growth of approximately 3 times and became one of the Group's 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 product strategies. As at 30 September 2015, the Group has expanded to 39 wishh! retail stores (Corresponding Period: 19 wishh! stores). During the Period, apart from Korean cosmetic products, the Group had further extended its products originated from Japan and other countries to offer more options to our customers. Meanwhile, the Group expanded 2 shops in famous shopping districts, namely Causeway Bay and Mong Kok to target the tourist in these areas.

#### OUTLOOK

The Group has been pursuing growth opportunities by diversifying its business into local Cosmetic Retail Business. Looking forward, the Group keeps shifting 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.

#### 化妝品零售業務

本集團化妝品零售業務於該期間錄得約三倍的顯著增長，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客戶為主的方針去擴充其零售店連鎖網絡及制定產品策略。截至二零一五年九月三十日，本集團已擴充至39間wishh!零售分店（去年同期：19間wishh!零售分店）。於該期間，除了韓國化妝品外，本集團擴展至來自日本及其他國家的產品，為我們的客戶提供更多選擇。與此同時，本集團於著名購物地區（即銅鑼灣及旺角）開了兩間零售分店，以該區的旅客為目標。

#### 展望

本集團通過多元化其業務到本地化妝品零售業務，致力尋求增長機會。未來展望，本集團繼續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。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

The Group plans to further shut down duplicate retail stores in the same shopping mall to effectively manage its operating overheads. The Group will also attend cosmetic and beauty exhibitions held in Korea on a regular basis for new products development and sourcing. In addition, the Group will devote considerable resources with multiple social media channels such as Facebook, Weibo and WeChat to maintain sales growth and build up the brand image to attract awareness from potential customers.

With regard to the Electronic Trading Business, the Group will closely monitor its operating expenditure and will implement effective cost control in other regions to maximize overall profitability to the shareholders. In addition, the Group will cautiously develop its Electronic Trading Business and participate in reputable industry exhibitions. Through these events, the Group will maintain close relationship with vendors and explore new business opportunities as well as to gain insights on industrial trends and new products. During the Period, the Group has also utilised various social media platform to promote its new products and the outcome is satisfactory.

The business model of the Computer Business will be changed by introducing new life-style products such as toys and daily essentials for male as to align with the corporate vision in the continuous development cosmetic retail business.

本集團計劃關閉於同一商場內重複開設的零售商店，以有效地管理其經營支出。本集團亦將定時出席於韓國舉辦之化妝品及美容展覽會以發展及採購新產品。此外，本集團將利用多個社交媒體渠道(如Facebook、微博和微信)投入大量資源，以保持銷售增長和樹立品牌形象，吸引潛在客戶的注意。

關於電子買賣業務，本集團亦密切監察其經營開支及確保其他地區之成本控制得以有效率地執行，以達致股東最大利潤。此外，本集團將審慎地發展其電子買賣業務，以及參加著名的行業展覽會。通過這些活動，本集團既可與供應商保持緊密合作關係，亦可物色新機遇以及深入了解行業動向與新產品發展。於該期間，本集團亦運用不同的社會媒體平台來推廣旗下新產品，效果令人滿意。

電腦業務的模式為配合化妝品零售業務持續發展的願景，將改變其業務模式並通過引入新的生活家品，如玩具和男性日常必需品。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2015, the Group's cash and bank balances amounted to approximately HK\$55 million and the net current assets were approximately HK\$156 million. As at 30 September 2015, the current ratio dropped to approximately 1.7 (as at 31 March 2015: approximately 1.9). Out of the Group's cash and bank balances, about 41% and 33% were denominated in Hong Kong dollars and United States dollars respectively. The balance of approximately 14%, 5%, 4%, 1%, 1% and 1% of its total cash and bank balances was denominated in Chinese Renminbi, Malaysia Ringgit, South African Rand, New Taiwan dollars, Singaporean dollars and others respectively.

The Group generally finances its operation by internally generated resources and banking facilities provided by banks in Hong Kong. As at 30 September 2015, the Group had banking facilities for overdrafts, loans and trade finance from banks totaling approximately HK\$154 million (as at 31 March 2015: approximately HK\$119 million), with an unused balance of approximately HK\$51 million (as at 31 March 2015: approximately HK\$26 million). During the Period, the Group's borrowings bore interest at rates ranging from 1.88% to 3.46% per annum (as at 31 March 2015: ranging from 2.21% to 3.06% per annum). The Directors believe that the Group's existing financial resources are sufficient to fulfill its current commitments and working capital requirements.

Compared with the audited balances as at 31 March 2015, the Group's trade receivables increased by about 5% to approximately HK\$63 million whilst the Group's trade payables increased by about 60% to approximately HK\$94 million. In the meantime, the Group's inventories increased by about 13% to approximately HK\$240 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 2015. On the other hand, the increase in the inventories was due to the customers' request to postpone the delivery of goods during the Period. The debtors turnover days, the creditors turnover days and the inventory turnover days for the Period were 31 days, 45 days and 147 days respectively (as at 31 March 2015: 32 days, 33 days and 131 days respectively). The Group recorded net operating cash inflow of HK\$13,286,000 and increased in bank borrowings of about HK\$10,120,000 for the Period, compared with the net operating cash outflow of HK\$18,120,000 and increased in bank borrowings of HK\$23,465,000 for the Corresponding Period.

### 流動資金及財政資源

截至二零一五年九月三十日，本集團之現金及銀行結餘約為五千五百萬港元，而流動資產淨值則約為一億五千六百萬港元。截至二零一五年九月三十日，流動比率下降至約1.7水平（截至二零一五年三月三十一日：約1.9）。於本集團的現金及銀行結餘中，約41%及33%分別以港元及美元列值，其餘約14%、5%、4%、1%、1%及1%則分別以人民幣、馬來西亞林吉特、南非蘭特、新台幣、新加坡元及其他貨幣列值。

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。截至二零一五年九月三十日，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，總額約一億五千四百萬港元（截至二零一五年三月三十一日：約一億一千九百萬港元），其中約五千一百萬港元（截至二零一五年三月三十一日：約二千六百萬港元）結餘尚未動用。於該期間，本集團之借貸以介乎每年1.88%至3.46%（截至二零一五年三月三十一日：介乎每年2.21%至3.06%）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。

與二零一五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約5%至約六千三百萬港元，而本集團應付貿易賬款則增加約60%至約九千四百萬港元。與此同時，本集團的存貨亦增加約13%至約二億四千萬港元，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，致使二零一五年九月三十日之應收貿易賬款結餘增加。另一方面，基於該期間內客戶要求延遲發送貨品，引致存貨增加。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31日、45日及147日（截至二零一五年三月三十一日：分別為32日、33日及131日）。於該期間內，本集團錄得經營現金流入淨額13,286,000港元，及銀行貸款增加約10,120,000港元，而去年同期則錄得經營現金流出淨額18,120,000港元及銀行借貸增加23,465,000港元。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### CAPITAL STRUCTURE

As at 30 September 2015, the Group's gross borrowing repayable within one year, amounted to approximately HK\$103 million (as at 31 March 2015: approximately HK\$93 million). After deducting cash and cash equivalents of approximately HK\$55 million, the Group's net borrowings amounted to approximately HK\$48 million (as at 31 March 2015: approximately HK\$48 million). The total equity as at 30 September 2015 was approximately HK\$179 million (as at 31 March 2015: approximately HK\$182 million). Accordingly, the Group's net gearing ratio, based on net borrowings to total equity, increased to 26.8% (as at 31 March 2015: 26.4%). 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 linking 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 2015, the Group had no significant risk exposure pertaining to foreign exchange contracts, interest rates, currency swaps, or other financial derivatives.

### CHARGES ON ASSETS

As at 30 September 2015, the properties with carrying value of approximately HK\$11 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 2015, the Group had total outstanding operating lease commitments of approximately HK\$68 million (as at 31 March 2015: HK\$74 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 2015.

### EMPLOYMENT, TRAINING AND REMUNERATION POLICY

As at 30 September 2015, the Group had a total of 469 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).

### 資本結構

截至二零一五年九月三十日，本集團須於一年內償還之借貸總額約為一億零三百萬港元(截至二零一五年三月三十一日：約九千三百萬港元)。扣除現金及現金等值物約五千五百萬港元後，本集團借貸淨額約為四千八百萬港元(截至二零一五年三月三十一日：約四千八百萬港元)。於二零一五年九月三十日之權益總額約為一億七千九百萬港元(截至二零一五年三月三十一日：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26.8%(截至二零一五年三月三十一日：26.4%)。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替代措施。截至二零一五年九月三十日，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。

### 資產抵押

截至二零一五年九月三十日，本集團將賬面值約一千一百萬港元之物業作抵押，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

截至二零一五年九月三十日，本集團未償還之經營租約承擔總額約為六千八百萬港元(截至二零一五年三月三十一日：七千四百萬港元)。鑑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。截至二零一五年九月三十日，本集團並無任何或然負債。

### 僱員、培訓及薪酬政策

截至二零一五年九月三十日，本集團在香港及海外附屬公司合共僱用469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。薪酬待遇一般會定期檢討。除了薪金外，其他員工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 2015  
截至二零一五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	
		2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元
	Note 附註		
Revenue	6	363,380	342,346
Cost of sales		<u>(279,874)</u>	<u>(273,480)</u>
Gross profit		83,506	68,866
Other income		991	1,025
Distribution and selling expenses		<u>(25,528)</u>	<u>(22,025)</u>
General and administrative expenses		<u>(48,455)</u>	<u>(38,651)</u>
Operating profit	7	10,514	9,215
Finance costs	8	<u>(1,129)</u>	<u>(889)</u>
Share of profits of associates		<u>–</u>	<u>137</u>
Profit before income tax		9,385	8,463
Income tax expense	9	<u>(3,524)</u>	<u>(3,239)</u>
Profit for the period		<u>5,861</u>	<u>5,224</u>
<b>Profit attributable to:</b>			
Equity holders of the Company		2,111	3,194
Non-controlling interests		<u>3,750</u>	<u>2,030</u>
		<u>5,861</u>	<u>5,224</u>
Earnings per share for profit attributable to the equity holders of the Company during the period			
– Basic and diluted	11	<u>HK 1.1 cents港仙</u>	<u>HK 1.6 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 2015  
截至二零一五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	
		2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元
Profit for the period	期內溢利	5,861	5,224
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：		
– Subsidiaries	– 附屬公司	(7,318)	(1,756)
– Associate	– 聯營公司	(36)	–
Release of translation reserve upon disposal of a subsidiary	出售附屬公司時轉撥換算儲備	(52)	–
Other comprehensive expense for the period, net of tax	期內其他全面開支，扣除稅項	(7,406)	(1,756)
Total comprehensive (expense)/income for the period	期內全面(開支)／收入總額	(1,545)	3,468
<b>Total comprehensive (expense)/income attributable to:</b>	<b>應佔全面(開支)／收入總額：</b>		
Equity holders of the Company	本公司權益持有人	(2,465)	2,194
Non-controlling interests	非控股權益	920	1,274
		(1,545)	3,468

# CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION

## 簡明綜合中期財務狀況表

As at 30 September 2015

於二零一五年九月三十日

		Note 附註	As at 30 September 2015 於二零一五年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2015 於二零一五年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	13	23,001	22,673
Investments in associates	於聯營公司之投資		3	39
			<b>23,004</b>	<b>22,712</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		240,133	211,899
Trade receivables	應收貿易賬款	14	63,102	60,126
Other receivables and deposits	其他應收款項及按金		18,622	17,517
Current income tax recoverable	可收回即期所得稅		346	430
Cash and bank balances	現金及銀行結餘		54,913	45,235
			<b>377,116</b>	<b>335,207</b>
<b>Total assets</b>	<b>資產總值</b>		<b>400,120</b>	<b>357,919</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables	應付貿易賬款	15	94,186	58,939
Other payables and accruals	其他應付款項 及應計費用		21,378	22,058
Amount due to an associate	應付一間聯營公司款項		5	10
Short-term bank loans	短期銀行貸款	16	103,148	93,028
Current income tax liabilities	即期所得稅負債		2,083	2,019
			<b>220,800</b>	<b>176,054</b>
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>156,316</b>	<b>159,153</b>
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>179,320</b>	<b>181,865</b>
<b>Net assets</b>	<b>資產淨值</b>		<b>179,320</b>	<b>181,865</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	17	20,000	20,000
Reserves	儲備		142,508	145,973
			<b>162,508</b>	<b>165,973</b>
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>16,812</b>	<b>15,892</b>
<b>Total equity</b>	<b>權益總額</b>		<b>179,320</b>	<b>181,865</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 2015

截至二零一五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									
		Share capital	Share premium	Capital reserve	Translation reserve	Revaluation reserve	Asset classified as held for sale reserve	Retained profits	Total reserves	Non- controlling interests	Total equity
		股本 (Unaudited) (未經審核) HK\$'000 千港元	股份溢價 (Unaudited) (未經審核) HK\$'000 千港元	股本儲備 (Unaudited) (未經審核) HK\$'000 千港元	換算儲備 (Unaudited) (未經審核) HK\$'000 千港元	重估儲備 (Unaudited) (未經審核) HK\$'000 千港元	資產儲備 (Unaudited) (未經審核) HK\$'000 千港元	留存溢利 (Unaudited) (未經審核) HK\$'000 千港元	儲備合計 (Unaudited) (未經審核) HK\$'000 千港元	非控股權益 (Unaudited) (未經審核) HK\$'000 千港元	權益總額 (Unaudited) (未經審核) HK\$'000 千港元
Balance at 1 April 2015	於二零一五年四月一日 之結餘	20,000	16,706	800	(8,915)	6,528	-	130,854	145,973	15,892	181,865
Total comprehensive (expense) /income for the period	期內全面(開支)/收入 總額	-	-	-	(4,576)	-	-	2,111	(2,465)	920	(1,545)
Dividend paid	已派股息	-	-	-	-	-	-	(1,000)	(1,000)	-	(1,000)
<b>Balance at 30 September 2015</b>	<b>於二零一五年 九月三十日之結餘</b>	<b>20,000</b>	<b>16,706</b>	<b>800</b>	<b>(13,491)</b>	<b>6,528</b>	<b>-</b>	<b>131,965</b>	<b>142,508</b>	<b>16,812</b>	<b>179,320</b>
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>

## 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 2015  
截至二零一五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	
		2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元
Net cash generated from/(used in) operating activities	經營業務產生/ (動用)之現金淨額	13,286	(18,120)
Net cash used in investing activities	投資活動動用之現金淨額	(4,563)	(5,972)
Net cash generated from financing activities	融資活動產生之現金淨額	7,991	20,504
Net increase/(decrease) in cash and cash equivalents	現金及現金等值物 增加/(減少)淨額	16,714	(3,588)
Cash and cash equivalents at beginning of the period	期初之現金及現金等值物	45,235	41,257
Exchange losses on cash and bank balances	現金及銀行結餘之匯兌虧損	(7,036)	(1,647)
Cash and cash equivalents at end of the period	期末之現金及現金等值物	54,913	36,022
<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	54,913	36,022

# 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 cosmetic 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 23 November 2015.

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 2015 has been prepared in accordance with the applicable disclosure requirements of Appendix 16 of 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 2015, 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 2015, 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，以及買賣化妝品之業務。

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，本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二零一五年十一月二十三日獲批准刊發。

本簡明綜合中期財務資料未經審核。

### 2. 編製基準

截至二零一五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)編製之截至二零一五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，所採用之會計政策與截至二零一五年三月三十一日止年度之年度財務報表所採用者一致，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。

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

### 簡明綜合中期財務資料附註(續)

#### 3. ACCOUNTING POLICIES (Continued)

##### (a) 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 2015 but do not have a material impact on the Group:

HKFRSs (Amendment)	Annual Improvements to HKFRSs 2010 – 2012 Cycle
HKFRSs (Amendment)	Annual Improvements to HKFRSs 2011 – 2013 Cycle
HKAS 19 (Amendment)	Defined Benefit Plans: Employee Contributions

##### (b) The following new and amended standards have been issued but are not effective for the financial year beginning 1 April 2015 and have not been early adopted:

HKFRSs (Amendment)	Annual Improvements to HKFRSs 2012 – 2014 Cycle <sup>1</sup>
HKFRS 11 (Amendment)	Accounting for Acquisitions of Interests in Joint Operations <sup>1</sup>
HKFRS 9 (2014)	Financial Instruments <sup>4</sup>
HKFRS 14	Regulatory Deferral Accounts <sup>2</sup>
HKFRS 15	Revenue from Contracts with Customers <sup>3</sup>
HKFRS 10 and HKAS 28 (Amendment)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>1</sup>
HKFRS 10, HKFRS 12 and HKAS 28 (Amendment)	Investment Entities: Applying the Consolidation Exception <sup>1</sup>
HKAS 1 (Amendment)	Disclosure Initiative <sup>1</sup>
HKAS 16 and HKAS 38 (Amendment)	Clarification of Acceptable Methods of Depreciation and Amortisation <sup>1</sup>
HKAS 16 and HKAS 41 (Amendment)	Agriculture: Bearer Plants <sup>1</sup>
HKAS 27 (Amendment)	Equity Method in Separate Financial Statements <sup>1</sup>

#### 3. 會計政策(續)

##### (a) 本集團採納之新訂及修訂準則

下列新訂準則及修訂準則須於二零一五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 (修訂本)	香港財務報告準則二零一零年至 二零一二年週期之年度改進
香港財務報告準則 (修訂本)	香港財務報告準則二零一一年至 二零一三年週期之年度改進
香港會計準則第19號 (修訂本)	定額福利計劃：僱員供款

##### (b) 下列新訂及修訂準則已予以頒佈，惟於二零一五年四月一日開始之財政年度尚未生效，且並無提早採納：

香港財務報告準則 (修訂本)	香港財務報告準則二零 一二年至二零一四年週 期之年度改進 <sup>1</sup>
香港財務報告準則第11號 (修訂本)	收購合營業務權益之會計 方法 <sup>1</sup>
香港財務報告準則第9號 (二零一四年)	金融工具 <sup>4</sup>
香港財務報告準則第14號	監管遞延賬目 <sup>2</sup>
香港財務報告準則第15號	客戶合約收益 <sup>3</sup>
香港財務報告準則第10號 (修訂本)	投資者與其聯營公司或合 營企業之間的資產出售 或注資 <sup>1</sup>
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28 號(修訂本)	投資實體：應用綜合入賬 之例外情況 <sup>1</sup>
香港會計準則第1號 (修訂本)	披露主動性 <sup>1</sup>
香港會計準則第16號及 香港會計準則第38號 (修訂本)	澄清可接受之折舊及攤銷 方法 <sup>1</sup>
香港會計準則第16號及 香港會計準則第41號 (修訂本)	農業：生產性植物 <sup>1</sup>
香港會計準則第27號 (修訂本)	獨立財務報表之權益法 <sup>1</sup>



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

### 簡明綜合中期財務資料附註(續)

#### 3. ACCOUNTING POLICIES (Continued)

##### (b) The following new and amended standards have been issued but are not effective for the financial year beginning 1 April 2015 and have not been early adopted: (Continued)

- 1 Change effective for annual periods beginning on or after 1 January 2016.
- 2 Change effective for first annual HKFRS financial statements beginning on or after 1 January 2016.
- 3 Change effective for annual periods beginning on or after 1 January 2017.
- 4 Change effective for annual periods beginning on or after 1 January 2018.

The Group is in the process of assessing the potential impact of the above new HKFRSs upon initial application but is not yet in a position to state whether the above new HKFRSs will have a significant impact on the Group's and the Company's results of operations and financial position.

#### 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 2015.

#### 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.

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 2015.

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

#### 3. 會計政策(續)

##### (b) 下列新訂及修訂準則已予以頒佈，惟於二零一五年四月一日開始之財政年度尚未生效，且並無提早採納：(續)

- 1 有關變動於二零一六年一月一日或以後開始之年度期間生效。
- 2 有關變動於二零一六年一月一日或以後開始之首份年度香港財務報告準則財務報表生效。
- 3 有關變動於二零一七年一月一日或以後開始之年度期間生效。
- 4 有關變動於二零一八年一月一日或以後開始之年度期間生效。

本集團現正評估上述新訂香港財務報告準則於首次應用時可能構成之影響，惟目前未能指出上述新訂香港財務報告準則會否對本集團及本公司之經營業績及財務狀況構成重大影響。

#### 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，與本集團截至二零一五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。

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，並應與本集團截至二零一五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。

## 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)

##### 5.2 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 2015, there was no transfer between levels of the fair value hierarchy used in measuring the fair value of financial instruments.

In 2015, 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 2015, there were no reclassifications of financial assets.

#### 5. 財務風險管理(續)

##### 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)。

於二零一五年，並無計量金融工具公平值所用公平值級別之等級轉換。

於二零一五年，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。於二零一五年，並無金融資產重新分類。

## 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

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 cosmetic 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  
銷售化妝品

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. 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 cosmetic products.

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.

#### 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

2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元
<b>224,374</b>	237,680
<b>57,628</b>	75,243
<b>81,378</b>	29,423
<b>363,380</b>	342,346

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。執行董事從產品角度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—化妝品零售業務。

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。

## 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 2015 are as follows:

#### 6. 收益及分類資料(續)

截至二零一五年九月三十日止期間之分類業績如下：

		Six months ended 30 September 2015 (Unaudited)				
		截至二零一五年九月三十日止六個月 (未經審核)				
		Electronic Trading Business	Computer Business	Cosmetic Retail Business	Unallocated	Group
		電子買賣 業務	電腦業務	化妝品 零售業務	未分類	本集團
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
<b>Revenue</b>	收益	<b>224,374</b>	<b>57,628</b>	<b>81,378</b>	<b>-</b>	<b>363,380</b>
Segment results	分類業績	<b>11,104</b>	<b>(629)</b>	<b>493</b>	<b>(454)</b>	<b>10,514</b>
Interest expenses	利息開支	-	-	-	<b>(1,129)</b>	<b>(1,129)</b>
Share of profits of associates	應佔聯營公司溢利	-	-	-	-	-
<b>Profit before income tax</b>	除所得稅前溢利					<b>9,385</b>
Income tax expense	所得稅開支					<b>(3,524)</b>
<b>Profit for the period</b>	期內溢利					<b>5,861</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 2014 are as follows:

		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>	<b>收益</b>	237,680	75,243	29,423	–	342,346
Segment results	分類業績	9,289	(1,201)	1,243	(116)	9,215
Interest expenses	利息開支	–	–	–	(889)	(889)
Share of profits of associates	應佔聯營公司溢利	–	137	–	–	137
<b>Profit before income tax</b>	<b>除所得稅前溢利</b>					8,463
Income tax expense	所得稅開支					(3,239)
<b>Profit for the period</b>	<b>期內溢利</b>					<u>5,224</u>

#### 6. 收益及分類資料(續)

截至二零一四年九月三十日止期間之分類業績如下：

The segment assets and liabilities as at 30 September 2015 and additions to non-current assets for the period then ended are as follows:

於二零一五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	315,085	26,517	58,161	354	400,117
Associates	聯營公司	–	–	–	3	3
<b>Total assets</b>	<b>資產總值</b>	<u>315,085</u>	<u>26,517</u>	<u>58,161</u>	<u>357</u>	<u>400,120</u>
Liabilities	負債	97,488	7,358	10,699	105,255	220,800
Additions to non-current assets	添置非流動資產	330	5	4,339	–	4,674

## 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 2015 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	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	277,878	26,873	52,691	438	357,880
Associates	聯營公司	-	-	-	39	39
<b>Total assets</b>	<b>資產總值</b>	<b>277,878</b>	<b>26,873</b>	<b>52,691</b>	<b>477</b>	<b>357,919</b>
Liabilities	負債	70,381	7,177	3,426	95,070	176,054
Additions to non-current assets	添置非流動資產	1,786	1,418	6,686	-	9,890

#### 6. 收益及分類資料(續)

於二零一五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. EXPENSES BY NATURE

#### 7. 分類費用

		Six months ended 30 September 截至九月三十日止六個月	
		2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元
Cost of inventories expensed	存貨成本開支	279,874	273,480
Employee benefit expense (Note 12)	僱員福利開支(附註12)	33,241	31,921
Depreciation of owned property, plant and equipment	自置物業、廠房及設備折舊	3,768	2,451
(Reversal of)/provision for slow-moving inventories (included in cost of sales)	(撥回滯銷存貨撥備)/滯銷存貨撥備 (已計入銷售成本)	(179)	629
Operating lease rentals in respect of rented premises	租用物業之經營租約租金	19,667	11,017
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)	509	97
Net foreign exchange gain	匯兌收益淨額	(741)	(1,244)
(Gain)/loss on disposal of property, plant and equipment	出售物業、廠房及設備 (收益)/虧損	(47)	10

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

### 簡明綜合中期財務資料附註(續)

#### 8. FINANCE COSTS

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

#### 8. 融資成本

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

2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元
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<b>1,129</b>	<b>889</b>
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#### 9. INCOME TAX EXPENSE

Hong Kong Profits Tax has been provided at the rate of 16.5% (2014: 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:

Current income tax	即期所得稅
– Hong Kong Profits Tax	– 香港利得稅
– Overseas taxation	– 海外稅項

Income tax expense	所得稅開支
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#### 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%(二零一四年：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

2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元
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<b>164</b>	325
<b>3,360</b>	2,914

<b>3,524</b>	<b>3,239</b>
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## 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	<b>9,385</b>	8,463
Tax calculated at Hong Kong Profits Tax rate of 16.5% (2014: 16.5%)	按香港利得稅稅率16.5%計算之稅項 (二零一四年: 16.5%)	<b>1,549</b>	1,396
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	<b>1,399</b>	1,057
Income not taxable for tax purpose	為稅務目的而毋須課稅之收入	<b>(8)</b>	(69)
Expenses not-deductible for tax purposes	為稅務目的而不可扣稅之開支	<b>188</b>	500
Others	其他	<b>396</b>	355
Income tax expense	所得稅開支	<b>3,524</b>	3,239

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. MET is entitled to exemption from PRC enterprise income tax for the first two profitable years commencing from the year ended 31 December 2008 and a 50% reduction from normal PRC enterprise income tax for the three years following. The reduction ended as at the year ended 31 December 2013.

#### 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

2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元
<b>9,385</b>	8,463
<b>1,549</b>	1,396
<b>1,399</b>	1,057
<b>(8)</b>	(69)
<b>188</b>	500
<b>396</b>	355
<b>3,524</b>	3,239

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。MET自截至二零零八年十二月三十一日止年度起計首兩個獲利年度獲豁免繳納中國企業所得稅，並可於其後三個年度獲減免50%一般中國企業所得稅。有關減免已於截至二零一三年十二月三十一日止年度完結。



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

### 簡明綜合中期財務資料附註(續)

#### 10. DIVIDENDS

At a meeting held on 23 November 2015, the directors of the Company declared an interim dividend of HK\$0.005 per ordinary share (2014: HK\$0.005 per ordinary share) for the six months ended 30 September 2015. This interim dividend has not been recognized as a liability at the reporting date. The interim dividend will be payable on 21 December 2015 to shareholders whose names appear on the Register of Members of the Company as at 10 December 2015.

#### 11. EARNINGS PER SHARE

The calculation of basic earnings per share for the six months ended 30 September 2015 is based on the Group's profit attributable to the equity holders of the Company of approximately HK\$2,111,000 (2014: HK\$3,194,000) and on the weighted average number of 200,000,000 ordinary shares (2014: 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 2015 and 2014.

#### 10. 股息

於二零一五年十一月二十三日舉行之會議上，本公司董事宣佈派付截至二零一五年九月三十日止六個月之中期股息每股普通股0.005港元(二零一四年：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。中期股息將於二零一五年十二月二十一日派付予於二零一五年十二月十日名列本公司股東名冊之股東。

#### 11. 每股盈利

截至二零一五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2,111,000港元(二零一四年：3,194,000港元)及期內已發行普通股之加權平均數200,000,000股(二零一四年：200,000,000股普通股)計算。

由於截至二零一五年及二零一四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

#### 12. 僱員福利開支

		Six months ended 30 September 截至九月三十日止六個月	
		2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元
Salaries, wages and other benefits	薪金、工資及其他福利	31,261	30,069
Pension costs – defined contribution plans	退休金成本—定額供款計劃	1,812	1,721
Provision for long-service payments	長期服務金撥備	168	131
		<hr/>	<hr/>
Total employee benefit expense (including directors' remuneration)	僱員福利開支總額 (包括董事酬金)	<b>33,241</b>	31,921

#### 13. PROPERTY, PLANT AND EQUIPMENT

Movement of property, plant and equipment for the six months ended 30 September 2015:

#### 13. 物業、廠房及設備

截至二零一五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
Net book amount as at 1 April 2015	於二零一五年四月一日之賬面淨值	22,673
Additions	添置	4,674
Disposals	出售	(1)
Depreciation	折舊	(3,768)
Exchange differences	匯兌差額	(577)
		<hr/>
Net book amount as at 30 September 2015	於二零一五年九月三十日之賬面淨值	<b>23,001</b>

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

### 簡明綜合中期財務資料附註(續)

#### 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 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

本集團一般給予客戶之售貨信貸期由7日至90日不等。應收貿易賬款之賬齡分析如下：

<b>As at 30 September 2015</b>	As at 31 March 2015
於二零一五年 九月三十日 <b>(Unaudited)</b> (未經審核)	於二零一五年 三月三十一日 (Audited) (經審核)
<b>HK\$'000</b>	HK\$'000
千港元	千港元
<b>61,342</b>	57,467
<b>1,775</b>	1,594
<b>333</b>	990
<b>531</b>	707
<b>63,981</b>	60,758
<b>(879)</b>	(632)
<b>63,102</b>	60,126

於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. TRADE PAYABLES

The aging analysis of trade payables 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

#### 16. 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 1.88% to 3.46% (as at 31 March 2015: 2.24% to 2.82%).

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

The Group obtained trade receivables factoring facility of HK\$Nil (as at 31 March 2015: 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\$Nil (as at 31 March 2015: HK\$5,000,000) (less service and monthly discounting charges). As at 30 September 2015 and 2014, the Group did not utilize the factoring facility.

As at 30 September 2015, the leasehold properties located in Singapore with an aggregate carrying amount of HK\$10,792,000 (as at 31 March 2015: HK\$11,342,000) were pledged as security for certain of the Group's bank borrowings.

#### 15. 應付貿易賬款

應付貿易賬款之賬齡分析如下：

As at 30 September 2015 於二零一五年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2015 於二零一五年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
93,460	57,358
156	799
117	326
453	456
<b>94,186</b>	<b>58,939</b>

#### 16. 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介乎約1.88厘至3.46厘(於二零一五年三月三十一日：2.24厘至2.82厘)。

本集團之銀行信貸額以本公司發出的公司擔保作抵押。

本集團並無取得應收貿易賬款代付融資(於二零一五年三月三十一日：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，相當於本集團應收指定客戶之應收貿易賬款70%(代付限額為零港元(於二零一五年三月三十一日：5,000,000港元))(減服務及每月折讓費用)。於二零一五年及二零一四年九月三十日，本集團並無動用代付融資。

於二零一五年九月三十日，位於新加坡賬面總值10,792,000港元(於二零一五年三月三十一日：11,342,000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)

#### 17. 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

#### 17. 股本

As at 30 September 2015 於二零一五年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2015 於二零一五年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
<b>200,000</b>	200,000
<b>20,000</b>	20,000

#### 18. COMMITMENTS

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

As at 30 September 2015, 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	一年後但五年內

#### 18. 承擔

##### 經營租約承擔 – 本集團作為承租人

於二零一五年九月三十日，本集團根據有關租賃物業之不可撤銷經營租約於日後應付最低租賃付款總額如下：

As at 30 September 2015 於二零一五年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2015 於二零一五年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
<b>38,731</b>	36,769
<b>28,899</b>	37,619
<b>67,630</b>	74,388

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

### 簡明綜合中期財務資料附註(續)

#### 19. 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:

#### 19. 關聯人士交易

除此等簡明綜合財務報告其他部分所披露者外，本集團於期內有以下重大關聯人士交易：

- (a) 本集團與關聯人士進行之重大交易詳情概述如下：

		<b>Six months ended 30 September</b>	
		截至九月三十日止六個月	
		<b>2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元</b>	2014 二零一四年 (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	(i) <b>78</b>	78
Service fee received from an associate	已收取一間聯營公司之服務費	(ii) <b>304</b>	278
Purchase from an associate	從一間聯營公司購買	(iii) <b>-</b>	2
Sales to an associate	銷售予一間聯營公司	(iii) <b>-</b>	1
Maintenance fee paid to an associate	已支付一間聯營公司之維修費	(iv) <b>321</b>	348
Rentals paid/payable to M-Bar Limited	已支付／應支付M-Bar Limited之租金	(v),(ix) <b>1,962</b>	1,962
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	(vi),(ix) <b>122</b>	135
Rentals paid to UGD Property (Proprietary) Limited ("UGD Property")	已支付UGD Property (Proprietary) Limited (「UGD Property」)之租金	(vi),(ix) <b>510</b>	548
Purchases from PC Supply Limited and its subsidiaries ("PC Supply Group")	從資電網有限公司及其附屬公司(「資電網集團」)購買	(vii),(ix) <b>657</b>	769
Sales to PC Supply Group	銷售予資電網集團	(vii),(ix) <b>741</b>	745
Commission income received from PC Supply Group	已收取資電網集團之佣金收入	(viii) <b>13</b>	33
Management fee paid to PC Supply Group	已支付資電網集團之管理費	(viii) <b>30</b>	33

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

### 簡明綜合中期財務資料附註(續)

#### 19. 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 (2014: HK\$13,000 per month) 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% interests 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) PC Supply Limited is owned as to 99.99% and 0.01% by A Plus Computer Shop Limited ("A Plus") and Ms. Yeung Man Yi, Beryl respectively. A Plus 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 PC Supply Group 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 PC Supply Group were conducted in the normal course of business at terms as agreed between the contracting parties.
- (ix) These transactions constituted continuing connected transactions as defined in Listing Rules.

#### 19. 關聯人士交易(續)

(a) 本集團與關聯人士進行之重大交易詳情概述如下:(續)

附註:

- (i) 來自一間聯營公司(新創科軟件有限公司)之管理費乃就租用本集團設施而收取之定額費用每月13,000港元(二零一四年:每月13,000港元)。
- (ii) 來自一間聯營公司(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)進行之銷售及採購交易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提供會計系統維修服務訂定。
- (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兼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立。
- (vi) UGD Property及Tiger Moth均為由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) 資電網有限公司分別由香港電腦店有限公司(「香港電腦店」)及楊敏儀女士擁有99.99%及0.01%權益。香港電腦店由本公司董事兼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。與資電網集團進行之銷售及採購交易均於一般業務過程中按訂約各方協定之條款進行。
- (viii) 已收取資電網集團之佣金收入及已支付資電網集團之管理費均於一般業務過程中按訂約各方協定之條款進行。
- (ix) 該等交易構成上市規則所界定之持續關連交易。

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

### 簡明綜合中期財務資料附註(續)

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

(b) Included in other payables and accruals of the Group were amount due to a minority shareholder of a subsidiary of approximately HK\$2,422,000 (as at 31 March 2015: HK\$1,851,000). The amounts are unsecured, interest-free and repayable on demand.

(c) Included in other payables and accruals of the Group were amount due to a director of approximately HK\$1,643,000 (as at 31 March 2015: HK\$1,907,000). The amounts are unsecured, interest-free and repayable on demand.

#### (d) Key management compensation

Short-term employee benefits  
Post-employment benefits

短期僱員福利  
離職後福利

#### 19. 關聯人士交易(續)

(b) 本集團其他應付款項及應計費用包括應付附屬公司少數股東款項約2,422,000港元(於二零一五年三月三十一日:1,851,000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及應計費用包括應付董事款項約1,643,000港元(於二零一五年三月三十一日:1,907,000港元)。有關款項為無抵押、免息及須按要求償還。

#### (d) 主要管理人員報酬

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

2015 二零一五年 (Unaudited) (未經審核) HK\$'000 千港元	2014 二零一四年 (Unaudited) (未經審核) HK\$'000 千港元
2,129	2,323
30	34
<b>2,159</b>	<b>2,357</b>



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

### 簡明綜合中期財務資料附註(續)

#### 20. EVENTS AFTER THE END OF THE REPORTING PERIOD

1. On 24 October 2015, there was a serious fire at the Group's warehouse in Malaysia. Inventories of approximately RM2.9 million (equivalent to HK\$5.03 million) were destroyed and the related impairment loss of approximately HK\$5.03 million will be recognized in the consolidated financial statements of the Group for the year ending 31 March 2016. The Group has reported the fire incident to its insurers. Up to the date of approval of the condensed consolidated interim financial information, the Group has not yet been able to conclude the amount of compensation receivable from the insurers as investigation is still pending. Any amounts eventually recoverable from the insurers will be recognized in the future periods only when it is certain to be received.
2. On 4 November 2015, there was a serious fire at the Group's warehouse in Durban. Inventories of approximately ZAR5.25 million (equivalent to HK\$2.9 million) were destroyed and the related impairment loss of approximately HK\$2.9 million will be recognized in the consolidated financial statements of the Group for the year ending 31 March 2016. The Group has reported the fire incident to its insurers. Up to the date of approval of the condensed consolidated interim financial information, the Group has not yet been able to conclude the amount of compensation receivable from the insurers as investigation is still pending. Any amounts eventually recoverable from the insurers will be recognized in the future periods only when it is certain to be received.

#### 20. 報告期後事項

1. 於二零一五年十月二十四日，本集團位於馬來西亞之貨倉發生大火。約2,900,000馬來西亞林吉特(相當於5,030,000港元)之存貨被燒毀，而相關減值虧損約5,030,000港元將於本集團截至二零一六年三月三十一日止年度之綜合財務報表中確認。本集團已向保險公司報告有關火警。截至簡明綜合中期財務資料批准日期，由於調查工作仍有待進行，故本集團未能確定將可從保險公司獲取之賠償金額。最終可從保險公司獲取之任何賠償金額僅會於未來期間當有關款項肯定可收取後予以確認。
2. 於二零一五年十一月四日，本集團位於南非德班之貨倉發生大火。約5,250,000南非蘭特(相當於2,900,000港元)之存貨被燒毀，而相關減值虧損約2,900,000港元將於本集團截至二零一六年三月三十一日止年度之綜合財務報表中確認。本集團已向保險公司報告有關火警。截至簡明綜合中期財務資料批准日期，由於調查工作仍有待進行，故本集團未能確定將可從保險公司獲取之賠償金額。最終可從保險公司獲取之任何賠償金額僅會於未來期間當有關款項肯定可收取後予以確認。

**MOBICON**

進取 - 務實 - 翻四方

**Hong Kong**

**South Africa**

**China**

**Taiwan**

**Singapore**

**Malaysia**

**Mobicon Group Limited**

萬保剛集團有限公司

(股份編號 Stock Code : 1213)

2015/2016 Interim Report 中期報告

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