

AUX

AUX INTERNATIONAL HOLDINGS LIMITED

奧克斯國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

2016

INTERIM REPORT 中期報告

Stock Code 股份代號：2080



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BOARD OF DIRECTORS

Executive directors

Mr. Zheng Jiang (*Chairman*)
Mr. Chan Hon Ki
Ms. Chen Huajuan
Ms. Shen Guoying

Independent non-executive directors

Mr. Poon Chiu Kwok
Mr. Bau Siu Fung
Ms. Lou Aidong

AUDIT COMMITTEE

Mr. Bau Siu Fung (*Chairman*)
Mr. Poon Chiu Kwok
Ms. Lou Aidong

REMUNERATION COMMITTEE

Ms. Lou Aidong (*Chairman*)
Mr. Zheng Jiang
Ms. Chen Huajuan
Mr. Poon Chiu Kwok
Mr. Bau Siu Fung

NOMINATION COMMITTEE

Mr. Zheng Jiang (*Chairman*)
Ms. Shen Guoying
Mr. Poon Chiu Kwok
Mr. Bau Siu Fung
Ms. Lou Aidong

AUTHORIZED REPRESENTATIVES

Mr. Chan Hon Ki *CPA, ACCA*
Ms. Tsang Kwok Shan, Sandy *FCCA*

董事會

執行董事

鄭江先生(*主席*)
陳漢淇先生
陳華娟女士
沈國英女士

獨立非執行董事

潘昭國先生
鮑小豐先生
婁愛東女士

審核委員會

鮑小豐先生(*主席*)
潘昭國先生
婁愛東女士

薪酬委員會

婁愛東女士(*主席*)
鄭江先生
陳華娟女士
潘昭國先生
鮑小豐先生

提名委員會

鄭江先生(*主席*)
沈國英女士
潘昭國先生
鮑小豐先生
婁愛東女士

授權代表

陳漢淇先生 *CPA · ACCA*
曾國珊女士 *FCCA*

JOINT COMPANY SECRETARY

Mr. Chan Hon Ki *CPA, ACCA*
Ms. Tsang Kwok Shan, Sandy *FCCA*

AUDITOR

KPMG
Certified Public Accountants
8th Floor,
Prince's Building,
10 Chater Road, Central,
Hong Kong

REGISTERED OFFICE

Clifton House, 75 Fort Street,
P.O. Box 1350 Grand Cayman, KY1-1108,
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 506B, 5th Floor, Tower 1,
Admiralty Centre, 18 Harcourt Road,
Hong Kong

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 22, Hopewell Centre,
183 Queen's Road East, Hong Kong

聯席公司秘書

陳漢淇先生 *CPA · ACCA*
曾國珊女士 *FCCA*

核數師

畢馬威會計師事務所
執業會計師
香港
中環遮打道10號
太子大廈
8樓

註冊辦事處

Clifton House, 75 Fort Street,
P.O. Box 1350 Grand Cayman, KY1-1108,
Cayman Islands

總部及香港主要營業地點

香港
夏慤道18號海富中心一座
5樓506B室

香港股份過戶登記分處

卓佳證券登記有限公司
香港皇后大道東183號
合和中心22樓

**LEGAL ADVISER TO THE
COMPANY**

Chiu & Partners
40th Floor, Jardine House,
1 Connaught Place,
Central, Hong Kong

**CAYMAN ISLANDS SHARE
REGISTRAR AND TRANSFER
OFFICE**

Estera Trust (Cayman) Limited
Clifton House, 75 Fort Street,
P.O. Box 1350 Grand Cayman,
KY1-1108,
Cayman Islands

PRINCIPAL BANKERS

OCBC Wing Hang Bank, Limited
Bank of Communications Co., Ltd.,
Hong Kong Branch

COMPANY WEBSITE

www.auxint.com

STOCK CODE

2080

本公司的法律顧問

趙不渝 馬國強律師事務所
香港中環
康樂廣場一號
怡和大廈40樓

開曼群島股份過戶登記處

Estera Trust (Cayman) Limited
Clifton House, 75 Fort Street,
P.O. Box 1350 Grand Cayman,
KY1-1108,
Cayman Islands

主要往來銀行

華僑永亨銀行有限公司
交通銀行股份有限公司香港分行

公司網址

www.auxint.com

股份代號

2080

BUSINESS REVIEW

AUX International Holdings Limited (the “Company”) and its subsidiaries (the “Group”) is principally engaged in clubbing business in Hong Kong and is one of the prominent brands in the clubbing and entertainment industry in Hong Kong. The Group currently owns and operates two clubs, namely Zentral and Magnum Club, which are characterized by their contemporary and elegant style with a span of over 20,000 square feet in the heart of Lan Kwai Fong area. The Group offers two vibrant venues that functions not only as clubs, but also have successfully built a niche for hosting private parties, corporate events, live entertainment, fashion and jewelry shows, filming location, and film premiere among others.

Being a leading entertainment service and venue provider, each club has a distinct theme expressed through its style and design for targeting the clubbers in the age of 18-45. Moreover, all venues deployed state-of-the-art facilities for ensuring high-quality clubbing enjoyment to the customers, as well as to the event organizers looking for innovative venues on any given occasions. The Group will continue its drive to fortify its pioneer position in the clubbing and entertainment industry in Hong Kong and will remain vigilant in pursuing growth opportunities.

業務回顧

奧克斯國際控股有限公司(「本公司」)及其附屬公司(「本集團」)主要於香港從事會所式娛樂業務，乃香港會所式娛樂行業的著名品牌。本集團現時擁有及經營兩間會所，即Zentral及Magnum Club，而這些場所以其當代及典雅的風格而獨具特色，地處蘭桂坊區域的中心，橫跨逾20,000平方英尺。本集團提供兩個充滿活力的場所，不僅作為會所，亦成功打造成為私人聚會、企業活動、現場表演、時裝秀及珠寶展、拍攝地點及電影首映式等的首選之地。

作為領先的娛樂服務及場所提供商，每家會所均主題鮮明，風格及設計獨特，目標客戶為18至45歲年齡的會員。此外，所有場所均配備一流設施，確保客戶及於任何特定情形下尋找創新場地的活動主辦方享受高品質的會所體驗。本集團將繼續致力鞏固其會所式娛樂業務在香港的先驅地位，並將保持警惕，尋求增長機會。

FINANCIAL REVIEW

Revenue

The Group's revenue recorded approximately HK\$54.4 million for the six months ended 30 September 2016, representing a decrease of 23.1% as compared with approximately HK\$70.7 million for the six months ended 30 September 2015. The decrease in revenue was mainly due to volatile economic condition and intense competition in the clubbing industry as well as the closure of Beijing Club and Dizzi in September and October 2015 respectively.

Staff Costs

The staff costs comprise salaries, wages, discretionary bonuses, membership commission, tips from customers allocated to staff and other benefits including retirement benefit costs and other allowances and benefits payable to the permanent staff and part time staff. The staff costs decreased by approximately 31.8% or HK\$4.9 million to approximately HK\$10.5 million for the six months ended 30 September 2016 from approximately HK\$15.4 million for the six months ended 30 September 2015. Such decrease was mainly due to decrease in manpower as a result of the closure of Beijing Club and Dizzi.

財務回顧

收益

截至二零一六年九月三十日止六個月，本集團錄得收益約54.4百萬港元，較截至二零一五年九月三十日止六個月的約70.7百萬港元下跌23.1%。收益下跌主要由於經濟狀況之波動及會所式娛樂行業強烈競爭以及Beijing Club及Dizzi分別於二零一五年九月及十月關閉所致。

員工成本

員工成本包括薪金、工資、酌情花紅、會籍佣金、分配予員工來自顧客的小費及其他福利，其中包括退休福利成本及應支付予長期員工及兼職員工的其他津貼及福利。員工成本由截至二零一五年九月三十日止六個月的約15.4百萬港元減少約31.8%或4.9百萬港元至截至二零一六年九月三十日止六個月的約10.5百萬港元。有關跌幅主要由於Beijing Club及Dizzi關閉導致人力減少所致。

Property Rentals and Related Expenses

The property rentals and related expenses consist of lease payments under operating leases for the clubs of the Group and the Group's headquarters. The property rentals and related expenses decreased by approximately 33.2% or HK\$9.6 million to approximately HK\$19.3 million for the six months ended 30 September 2016 from approximately HK\$28.9 million for the six months ended 30 September 2015. Such decrease was mainly due to the closure of Beijing Club and Dizzi.

Advertising and Marketing Expenses

The advertising and marketing expenses primarily consist of advertising and promotional expense, such as the cost of inviting international disc jockeys to Zentral and Magnum Club. The advertising and marketing expenses increased by approximately 48.5% or HK\$1.6 million to approximately HK\$4.9 million for the six months ended 30 September 2016 from approximately HK\$3.3 million for the six months ended 30 September 2015. Such increase was mainly due to increase in brand building and promotion activities for Zentral.

物業租金及相關開支

物業租金及相關開支包括本集團會所及本集團總部的經營租賃租金。物業租金及相關開支由截至二零一五年九月三十日止六個月的約28.9百萬港元減少約33.2%或9.6百萬港元至截至二零一六年九月三十日止六個月的約19.3百萬港元。有關跌幅主要由於Beijing Club及Dizzi關閉所致。

廣告及營銷開支

廣告及營銷開支主要包括廣告及宣傳開支，例如邀請國際級唱片騎師在Zentral及Magnum Club獻技的費用。廣告及營銷開支由截至二零一五年九月三十日止六個月的約3.3百萬港元增加約48.5%或1.6百萬港元至截至二零一六年九月三十日止六個月的約4.9百萬港元。有關增幅主要由於Zentral的建立品牌及推廣活動增加所致。

Results for the Period

The Group's loss for the six months ended 30 September 2016 was approximately HK\$12.3 million, representing a decrease of 36.6% from approximately HK\$19.4 million for the six months ended 30 September 2015. Such decrease was mainly due to decrease in property rentals and related expenses, staff cost and other operating expenses.

LIQUIDITY, FINANCIAL RESOURCES AND GEARING

As at 30 September 2016, the Group's total current assets and current liabilities were approximately HK\$127.0 million (31 March 2016: approximately HK\$128.8 million) and approximately HK\$28.9 million (31 March 2016: approximately HK\$32.1 million) respectively, while the current ratio was about 4.4 times (31 March 2016: 4.0 times).

As at 30 September 2016, the Group maintained cash at bank and in hand of approximately HK\$96.5 million (31 March 2016: approximately HK\$89.6 million). In the foreseeable future, the Group expects to fund its capital expenditures, working capital and other capital requirements from the net proceeds from initial public offering (the "IPO") and cash generated from its operations.

As at 30 September 2016, the Group had no borrowings (31 March 2016: nil). The gearing ratio, which is calculated by dividing total borrowings by total equity, as at 30 September 2016 was zero (31 March 2016: zero).

期內業績

截至二零一六年九月三十日止六個月，本集團之虧損為約12.3百萬港元，較截至二零一五年九月三十日止六個月約19.4百萬港元減少36.6%。有關跌幅主要由於物業租金及相關開支、員工成本及其他經營開支減少所致。

流動資金、財務資源及資產負債

於二零一六年九月三十日，本集團之總流動資產及流動負債分別約為127.0百萬港元(二零一六年三月三十一日：約128.8百萬港元)及約28.9百萬港元(二零一六年三月三十一日：約32.1百萬港元)，而流動比率約為4.4倍(二零一六年三月三十一日：4.0倍)。

於二零一六年九月三十日，本集團之銀行存款及手頭現金約為96.5百萬港元(二零一六年三月三十一日：約89.6百萬港元)。本集團預期於可見將來透過首次公開發售(「首次公開發售」)之所得款項淨額及經營活動所得現金撥付其資本開支、營運資金及其他資本需求。

於二零一六年九月三十日，本集團並無借款(二零一六年三月三十一日：無)。於二零一六年九月三十日，按總借款除以總權益計算之資產負債比率為零(二零一六年三月三十一日：零)。

CAPITAL STRUCTURE

As at 30 September 2016, the total equity of the Group was approximately HK\$129.2 million which was attributable to equity shareholders of the Company. The Group had no borrowings, debt securities or other capital instruments as at 30 September 2016. The Group manages its capital to safeguard the Group's ability to continue as a going concern while maximizing the return to shareholders through maintaining the equity and debt in a balanced position.

MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND ASSOCIATED COMPANIES

The Group did not have any material acquisitions or disposals of subsidiaries or associated companies during the six months ended 30 September 2016.

資本架構

於二零一六年九月三十日，本集團之本公司權益股東應佔總權益約為129.2百萬港元。於二零一六年九月三十日，本集團並無借款、債務證券或其他資本工具。本集團管理其資本以保證本集團持續經營的能力，並透過維持權益及債務平衡為股東爭取最大回報。

附屬公司及聯營公司之重大收購或出售

本集團於截至二零一六年九月三十日止六個月內並無進行任何附屬公司或聯營公司的重大收購或出售。

CHARGE ON ASSETS

As at 30 September 2016, the Group's pledged bank deposits was approximately HK\$1.0 million (31 March 2016: approximately HK\$4.5 million).

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

On 7 November 2016, a wholly owned subsidiary of the Company, Starry Chance Limited, entered into an equity transfer agreement (the "Transfer Agreement") with Ningbo AUX Real Estate Co., Ltd., a connected person to the Company. Starry Chance Limited is to acquire the entire issued shares of Ningbo AUX Property Management Service Co., Ltd. at a consideration of RMB153,000,000 (the "Consideration"). The Consideration will be financed by the Company's internal resources and an loan from the Company's controlling shareholder. Details of this acquisition transaction has been disclosed in the Company's announcement dated 7 November 2016.

Up to the date of issue of this interim financial report, the acquisition has not completed and the completion is subject to (i) the satisfaction of conditions precedent as stated in the Transfer Agreement; and (ii) the Company's independent shareholders' approval in the forthcoming extraordinary general meeting.

資產抵押

於二零一六年九月三十日，本集團之已抵押銀行存款約為1.0百萬港元(二零一六年三月三十一日：約4.5百萬港元)。

重大投資或資本資產之未來計劃

於二零一六年十一月七日，寶星有限公司(本公司的全資附屬公司)與寧波奧克斯置業有限公司(本公司的關連人士)訂立股權轉讓協議(「轉讓協議」)。寶星有限公司將收購寧波奧克斯物業服務有限公司的全部已發行股份，代價為人民幣153,000,000元(「代價」)。該代價將以本公司的內部資源及來自本公司控股股東的貸款撥付。該收購交易的詳情已於本公司日期為二零一六年十一月七日之公告中披露。

直至本中期財務報告刊發日期，收購事項尚未完成，而完成須待(i)轉讓協議所載先決條件達成；及(ii)本公司獨立股東於將予舉行之股東特別大會上批准後，方可作實。

FOREIGN EXCHANGE EXPOSURE

The directors of the Company (the “Directors”) believe that the Group’s exposure to foreign currency risk is minimal as the monetary assets, liabilities and transactions are principally denominated in Hong Kong dollars.

CONTINGENT LIABILITIES

As at 30 September 2016, the Group did not have any material contingent liabilities.

EMPLOYEE AND REMUNERATION POLICY

As at 30 September 2016, the Group had approximately 106 employees (31 March 2016: 153 employees). The Group offers competitive remuneration packages to its staff, including share option scheme, mandatory provident fund schemes and discretionary bonus.

外匯風險

本公司董事(「董事」)相信本集團所面對的外匯風險極小，原因是貨幣資產、負債及交易主要以港元計值。

或然負債

於二零一六年九月三十日，本集團並無任何重大或然負債。

僱員及薪酬政策

於二零一六年九月三十日，本集團有約106名僱員(二零一六年三月三十一日：153名僱員)。本集團向其員工提供具競爭力之薪酬方案，包括購股權計劃、強制性公積金計劃及酌情花紅。

PROSPECTS

The Group is adjusting its operational portfolio and taking active measures in introducing investments that will broaden its income source so as to reduce the negative impact of the continually weakening sentiment in Hong Kong's consumer market and to bring a turnaround to the Group. As described in the section headed "Future Plans for Material Investments or Capital Assets" above, the Group has entered into an equity transfer agreement for the acquisition of a property management company, that is principally engaged in property management business in the PRC. Leveraging on the Groups' resources and controlling shareholder's business connection, the Group expects the property management business will deliver substantial return for shareholders of the Company.

展望

本集團正調整其經營組合，並採取積極措施引進可擴闊其收入來源的投資，以減少香港消費市場氣氛持續轉差的不利影響並使本集團扭虧為盈。誠如上文「重大投資或資本資產之未來計劃」一節所述，本集團已訂立一份股權轉讓協議，以收購一家物業管理公司，該公司主要於中國從事物業管理業務。憑藉本集團的資源及控股股東的業務關係，本集團預期物業管理業務將為本公司股東帶來豐厚回報。

INTERIM DIVIDEND

The board of directors (the “Board”) did not recommend the payment of an interim dividend for the six months ended 30 September 2016 (for the six months ended 30 September 2015: nil).

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) as its own code of conduct regarding securities transactions by the Directors. The Company has made specific enquiry of all Directors regarding any non-compliance with the Model Code. All the Directors confirmed that they have fully complied with the required standard set out in the Model Code during the six months ended 30 September 2016.

中期股息

董事會(「董事會」)不建議就截至二零一六年九月三十日止六個月派付中期股息(截至二零一五年九月三十日止六個月：無)。

遵守進行證券交易的標準守則

本公司已採納香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄10所載的上市發行人董事進行證券交易的標準守則(「標準守則」)為其就董事進行證券交易之操守準則。本公司已就有否違反標準守則一事向全體董事作出具體查詢。全體董事均確認，彼等於截至二零一六年九月三十日止六個月期間已完全遵守標準守則所規定之標準。

DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST AND SHORT POSITIONS IN SHARES UNDERLYING SHARES AND DEBENTURES

As at 30 September 2016, the interests or short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (the "SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive were deemed or taken to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be recorded in the register therein, or were required to be notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules were as follows:

董事及最高行政人員於股份、相關股份及債權證中之權益及淡倉

於二零一六年九月三十日，本公司董事及最高行政人員於本公司及其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例該等條文視為或當作由董事及最高行政人員擁有之權益及淡倉），或根據證券及期貨條例第352條須載入該條所述之登記冊之權益及淡倉，或根據上市規則所載標準守則須知會本公司及聯交所之權益及淡倉如下：

Other Information 其他資料

Long positions in the shares and underlying shares of associated corporation of the Company

於本公司相聯法團之股份及相關股份之好倉

Name of associated Corporation	Name of Directors	Capacity/ Nature of interest 身份/ 權益性質	Number and class of shares 股份數目及類別	Approximately Percentage of the issued share capital 已發行股本之概約百分比
Huiji Limited (Note 1)	Zheng Jiang	Interest in a controlled corporation	0.1 ordinary shares	10%
匯日控股有限公司(附註1)	鄭江	受控法團權益	普通股	
China Prosper Enterprise Holding Co., Ltd. (Note 1)	Zheng Jiang	Interest in a controlled corporation	1,000 ordinary shares	10%
China Prosper Enterprise Holding Co., Ltd.(附註1)	鄭江	受控法團權益	普通股	

Note:

附註：

1. Ze Hong Limited, a company wholly-owned by Mr. Zheng Jiang, was interested in (i) 10% of the issued share capital of Huiji Limited, being the holding company of the Company; and (ii) 10% of the issued share capital of China Prosper Enterprise Holding Co., Ltd., being a fellow subsidiary of Huiji Limited. Mr. Zheng Jiang was deemed to be interested in the shares of Huiji Limited and China Prosper Enterprise Holding Co., Ltd. as held by Ze Hong Limited by virtue of the SFO.

1. 鄭江先生全資擁有的公司澤宏有限公司於(i)本公司的控股公司匯日控股有限公司已發行股本的10%；及(ii)匯日控股有限公司的同系附屬公司China Prosper Enterprise Holding Co., Ltd.已發行股本的10%中擁有權益。根據證券及期貨條例，鄭江先生被視為於澤宏有限公司持有的匯日控股有限公司及China Prosper Enterprise Holding Co., Ltd.的股份中擁有權益。

Other Information 其他資料

Apart from the foregoing, as at 30 September 2016, none of the Directors or chief executive of the Company or any of their spouses or children under eighteen years of age had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company, or any of its holding companies, subsidiaries or other associated corporation (within the meaning of Part XV of the SFO), which had been recorded in the register maintained by the Company pursuant section 352 of the SFO or which had been notified to the Company and the Stock Exchange pursuant to the Model Code.

除上述者外，於二零一六年九月三十日，概無本公司董事或最高行政人員或任何彼等之配偶或十八歲以下之子女曾被視為於本公司或其任何控股公司、附屬公司或其他相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債權證中擁有已記入本公司根據證券及期貨條例第352條存置之登記冊之任何權益或淡倉，或根據標準守則須知會本公司及聯交所之任何權益或淡倉。

SUBSTANTIAL SHAREHOLDERS' INTEREST AND SHORT POSITION IN SHARES AND UNDERLYING SHARES

主要股東於股份及相關股份之權益及淡倉

As at 30 September 2016, the persons (other than the Directors or the chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

於二零一六年九月三十日，按本公司根據證券及期貨條例第336條存置之登記冊所記錄，下列人士(本公司董事或最高行政人員除外)於本公司股份或相關股份中，擁有須根據證券及期貨條例第XV部第2及3分部條文向本公司及聯交所披露之權益或淡倉：

Name of shareholder	Capacity/Nature of Interest	Long position in ordinary shares held 持有普通股之好倉	Percentage of the issued share capital (approximately) 已發行股本百分比(概約) (Note 1) (附註1)
股東姓名	身份／權益性質		
Zheng Jian Jiang (Note 2) 鄭堅江(附註2)	Interest in a controlled corporation 受控法團權益	219,950,000	69.83%
Ze Hui Limited (Note 2) 澤惠有限公司(附註2)	Interest in a controlled corporation 受控法團權益	219,950,000	69.83%
Hui Limited (Note 2) 匯日控股有限公司 (附註2)	Beneficial owner 實益擁有人	219,950,000	69.83%
He Yi Ju (Note 3) 何意菊(附註3)	Interest of spouse 配偶權益	219,950,000	69.83%

Other Information 其他資料

Notes:

1. On the basis of 314,984,000 shares of the Company in issue as at 30 September 2016.
2. Huiiri Limited, a company incorporated in the British Virgin Islands with limited liability which is owned as to 90% by Ze Hui Limited (which is in turn wholly and beneficially owned by Mr. Zheng Jian Jiang) and 10% by Ze Hong Limited (which is in turn wholly and beneficially owned by Mr. Zheng Jiang, a current executive Director and the chairman of the Board).
3. Ms. He Yi Ju is the spouse of Mr. Zheng Jian Jiang. Under the SFO, Ms. He Yi Ju was taken to be interested in the same number of shares in which Mr. Zheng Jian Jiang was interested.

Apart from the foregoing, no other interests required to be recorded in the register kept under section 336 of the SFO have been notified to the Company.

SHARE OPTION SCHEME

The Company adopted the share option scheme (the "Share Option Scheme") on 3 January 2014 which shall be valid and effective for a period of 10 years from that date, subject to early termination by the Company in a general meeting or by the Board. The purpose of the Share Option Scheme is to provide incentives to Eligible Participants (as defined below) and is established to recognise and acknowledge the contributions the Eligible Participants have had or may have made to the Group. Under the Share Option Scheme, the Board may offer to grant an option to any director or employee, or any advisor, consultant, suppliers or customers of the Group (the "Eligible Participants").

附註：

1. 基於本公司於二零一六年九月三十日已發行314,984,000股股份。
2. 匯日控股有限公司為一間於英屬處女群島註冊成立的有限公司，由澤惠有限公司(由鄭堅江先生全資實益擁有)及澤宏有限公司(由現時執行董事及董事會主席鄭江先生全資實益擁有)分別擁有90%及10%權益。
3. 何意菊女士為鄭堅江先生的配偶。根據證券及期貨條例，何意菊女士被視為於鄭堅江先生擁有權益的相同數目股份中擁有權益。

除上述者外，本公司並不知悉其他須記錄於根據證券及期貨條例第336條所存置之登記冊內之權益。

購股權計劃

本公司於二零一四年一月三日採納購股權計劃(「購股權計劃」)，由當日起計有效期為十年，並可由本公司於股東大會或董事會提早終止。購股權計劃旨在向合資格參與者(定義見下文)提供獎勵，以肯定及表揚合資格參與者對本集團已作出或可能作出之貢獻。董事會可根據購股權計劃向本集團任何董事或僱員、或任何顧問、諮詢顧問、供應商或客戶(「合資格參與者」)授出購股權。

Other Information 其他資料

The Company's shares (the "Shares") which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Company at any time shall not exceed 30% of the Shares in issue from time to time. The maximum number of Shares available for issue under options which may be granted under the Share Option Scheme or other share option scheme adopted by the Company must not in aggregate exceed 10% of the Shares in issue immediately following completion of the IPO (but taking no account of any Shares which may be allotted or issued pursuant to the exercise of the Over-allotment Option (as defined in the Prospectus)), being 30,000,000 Shares (the "General Scheme Limit"), subject to refreshment of such General Scheme Limit by shareholders' approval in a general meeting of the Company. The General Scheme Limit so refreshed must not exceed 10% of the Shares in issue as at the date of such shareholders' approval. The Company may also seek shareholders' approval for grant of share options beyond the General Scheme Limit. The total number of Shares issued and which may fall to be issued upon exercise of the options granted pursuant to the Share Option Scheme to an Eligible Participant in any 12-month period shall not exceed 1% of the number of Shares in issue as at the date of grant unless approved by the shareholders of the Company in general meeting.

根據購股權計劃及本公司任何其他購股權計劃授出及有待行使之所有未行使購股權獲行使時可予發行之本公司股份(「股份」)，在任何時候不得超過不時已發行股份30%。根據購股權計劃或本公司採納之其他購股權計劃可能授出之購股權而可供發行之股份總數最高不得超過緊隨首次公開發售完成後已發行股份數目10%(惟不計及因超額配股權(定義見招股章程)獲行使而可能配發或發行之任何股份)，即30,000,000股股份(「一般計劃限額」)，惟須經股東於本公司股東大會批准更新有關一般計劃限額。就此更新的一般計劃限額不得超過有關股東批准當日已發行股份之10%。本公司亦可尋求股東批准以授出超過一般計劃限額的購股權。除非獲本公司股東於股東大會批准，否則，於任何12個月期間，根據購股權計劃向合資格參與者授出之購股權獲行使時已發行及可能發行之股份總數不得超過於授出日期已發行股份數目1%。

Other Information 其他資料

The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be determined by the Board provided that it shall not be less than the highest of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a trading day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; and (iii) the nominal value of a Share.

Upon acceptance of the option, the grantee shall pay HK\$1 to the Company by way of consideration for the grant. An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date upon which the option is deemed to be granted and accepted and prior to the expiry of 10 years from that date. The period during which an option may be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than 10 years after it has been granted.

For the six months ended 30 September 2016, no option was granted by the Company under the Share Option Scheme.

As at the date of this interim report, options carrying the right to subscribe for up to 27,316,000 Shares representing 8.67% of the issued share capital of the Company, are available for grant under the Share Option Scheme.

根據購股權計劃授出之任何特定購股權之股份認購價須由董事會釐定，惟不得少於下列最高者：(i)於授出日期(當日須為交易日)，聯交所每日報價列表所報之股份收市價；(ii)緊接授出日期前五個交易日內聯交所每日報價列表所報之股份平均收市價；及(iii)股份之面值。

於接納購股權後，承授人須向本公司支付1港元作為獲授購股權之代價。購股權可按購股權計劃之條款於購股權視為已授出並獲接納當日起至該日起計十年屆滿前期間隨時行使。購股權之行使期由董事會全權酌情釐定，惟不得超過授出後十年。

截至二零一六年九月三十日止六個月，本公司概無根據購股權計劃授出購股權。

截至本中期報告日期，根據購股權計劃，賦予權利認購最多27,316,000股股份的購股權(佔本公司已發行股本8.67%)可供授出。

USE OF NET PROCEEDS FROM IPO

The net proceeds from the initial public offering of the Company's Shares (after the exercise of the Over-allotment Option (as defined in the prospectus of the Company dated 13 January 2014)), excluding listing related expenses, amounted to approximately HK\$105.6 million. As at 30 September 2016, the Group had used approximately HK\$28.3 million for the decoration and other opening costs for Zentral, additional working capital and other general corporation purposes. The remaining of the net proceeds is expected to be utilised in accordance with the proposed applications set out in the section headed "Future Plans, Reasons for Listing and Use of Proceeds" in the prospectus of the Company dated 13 January 2014. The Group held the unutilised net proceeds in deposits with licensed financial institutions in Hong Kong.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company has adopted the Corporate Governance Code (the "CG Code") as set forth in Appendix 14 to the Listing Rules as its corporate governance code of practices. The Board is of opinion that the Company has complied with the CG Code during the six months ended 30 September 2016.

首次公開發售所得款項淨額用途

本公司股份之首次公開發售所得款項淨額(於行使超額配股權(定義見本公司日期為二零一四年一月十三日之招股章程)後,扣除上市相關開支)為約105.6百萬港元。於二零一六年九月三十日,本集團已使用約28.3百萬港元作Zentral的裝修及其他開業成本、額外營運資本及其他一般企業用途。預期餘下所得款項淨額將按照本公司日期為二零一四年一月十三日之招股章程「未來計劃、上市原因及所得款項用途」一節所載建議用途撥用。本集團持有的未動用所得款項淨額以存款方式存於香港持牌金融機構。

遵守企業管治守則

本公司已採納上市規則附錄14所載之企業管治守則(「企業管治守則」)為其企業管治常規守則。董事會認為,本公司於截至二零一六年九月三十日止六個月期間已遵守企業管治守則。

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

During the six months ended 30 September 2016, neither the Company nor any of its subsidiaries have purchased, sold or redeemed any of the Company's listed securities.

AUDIT COMMITTEE

The primary duties of the audit committee of the Company (the "Audit Committee") are to review and supervise the financial reporting process and internal control procedures of the Company. The Audit Committee, together with the external auditor of the Group, KPMG, had reviewed the accounting principles and practices adopted by the Group and discussed financial reporting matters concerning the unaudited consolidated results of the Group for the six months ended 30 September 2016.

By order of the Board

Mr. Zheng Jiang
Chairman

Hong Kong, 29 November 2016

購買、出售或贖回本公司之上 市證券

於截至二零一六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、出售或贖回本公司任何上市證券。

審核委員會

本公司審核委員會(「審核委員會」)之主要職責為審閱及監管本公司之財務申報流程及內部控制程序。審核委員會已與本集團之外部核數師畢馬威會計師事務所審閱本集團採納之會計原則及常規，並討論有關本集團截至二零一六年九月三十日止六個月之未經審核綜合業績之財務報告之事宜。

承董事會命

鄭江先生
主席

香港，二零一六年十一月二十九日



**Review report to the board of directors of
AUX International Holdings Limited**
*(Incorporated in the Cayman Islands with
limited liability)*

INTRODUCTION

We have reviewed the interim financial report set out on pages 26 to 48 which comprises the consolidated statement of financial position of AUX International Holdings Limited (the “Company”) as of 30 September 2016 and the related consolidated statement of comprehensive income, statement of changes in equity and condensed consolidated cash flow statement for the six month period then ended and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34, Interim financial reporting, issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of the interim financial report in accordance with Hong Kong Accounting Standard 34.

**致 奧克斯國際控股有限公司董事會的
審閱報告**
(於開曼群島註冊成立的有限公司)

引言

我們已審閱列載於第26至48頁的中期財務報告，此中期財務報告包括奧克斯國際控股有限公司（「貴公司」）於二零一六年九月三十日的綜合財務狀況表及截至該日止六個月期間的相關的綜合全面收益表、權益變動表及簡明綜合現金流量表及附註解釋。香港聯合交易所有限公司證券上市規則規定，上市公司必須遵守上市規則中的相關規定和香港會計師公會頒佈的香港會計準則第34號「中期財務報告」的規定編製中期財務報告。董事須負責根據香港會計準則第34號編製及列報中期財務報告。

Independent Review Report

獨立審閱報告

Our responsibility is to form a conclusion, based on our review, on the interim financial report and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, Review of interim financial information performed by the independent auditor of the entity, issued by the Hong Kong Institute of Certified Public Accountants. A review of the interim financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly we do not express an audit opinion.

我們的責任是根據我們的審閱對中期財務報告作出結論，並按照我們雙方所協定的應聘條款，僅向全體董事會報告。除此以外，我們的報告書不可用作其他用途。我們概不就本報告書的內容，對任何其他人士負責或承擔法律責任。

審閱範圍

我們已根據香港會計師公會頒佈的香港審閱工作準則第2410號「實體的獨立核數師對中期財務資料的審閱」進行審閱。中期財務報告審閱工作包括主要向負責財務會計事項的人員詢問，並實施分析和其他審閱程序。由於審閱的範圍遠較按照香港審計準則進行審核的範圍為小，所以不能保證我們會注意到在審核中可能會被發現的所有重大事項。因此，我們不會發表任何審核意見。

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial report as at 30 September 2016 is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34, Interim financial reporting.

KPMG

Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

29 November 2016

結論

根據我們的審閱工作，我們並沒有注意到任何事項，使我們相信於二零一六年九月三十日的中期財務報告在所有重大方面沒有按照香港會計準則第34號「中期財務報告」的規定編製。

畢馬威會計師事務所

執業會計師

香港中環
遮打道10號
太子大廈8樓

二零一六年十一月二十九日

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the six months ended 30 September 2016 – unaudited (Expressed in Hong Kong dollars)
截至二零一六年九月三十日止六個月 – 未經審核 (以港元表示)

		Six months ended 30 September 截至九月三十日止六個月		
		2016 二零一六年	2015 二零一五年	
		\$'000 千港元	\$'000 千港元	
		Note 附註		
Revenue	收益	3	54,431	70,670
Other revenue	其他收益	4	8	32
Other net loss	其他虧損淨額	5	(90)	(346)
Cost of inventories sold	已售存貨成本	6(c)	(12,174)	(16,277)
Staff costs	員工成本	6(a)	(10,474)	(15,395)
Depreciation	折舊	6(c)	(5,956)	(6,296)
Property rentals and related expenses	物業租金及相關開支		(19,338)	(28,861)
Provision for onerous contracts	有償合同撥備	6(c)	-	(6,479)
Impairment losses on property, plant and equipment	物業、廠房及設備減值虧損	6(c)	(5,130)	-
Advertising and marketing expenses	廣告及營銷開支		(4,948)	(3,291)
Other operating expenses	其他經營開支		(6,746)	(13,031)
Loss before taxation	除稅前虧損	6	(10,417)	(19,274)
Income tax	所得稅	7	(1,909)	(147)
Loss and total comprehensive income for the period	期內虧損及全面收益總額		(12,326)	(19,421)
Loss per share	每股虧損	8		
Basic and diluted	基本及攤薄		(3.9) cents 仙	(6.2) cents 仙

The notes on pages 31 to 48 form part of this interim financial report.

第31至48頁的附註構成本中期財務報告的一部分。

Consolidated Statement of Financial Position

綜合財務狀況表

At 30 September 2016 – unaudited (Expressed in Hong Kong dollars)

於二零一六年九月三十日 – 未經審核 (以港元表示)

			At 30 September 2016 於二零一六年 九月三十日 \$'000 千港元	At 31 March 2016 於二零一六年 三月三十一日 \$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	9	30,647	42,466
Deferred tax assets	遞延稅項資產		484	2,393
			31,131	44,859
Current assets	流動資產			
Inventories	存貨		2,904	3,340
Trade and other receivables	貿易及其他應收款項	10	21,492	27,267
Amount due from related party	應收關聯方款項		3,240	2,160
Tax recoverable	可收回即期稅項		1,867	1,867
Pledged bank deposits	已抵押銀行存款	11	1,000	4,547
Cash at bank and in hand	銀行存款及手頭現金		96,475	89,604
			126,978	128,785
Current liability	流動負債			
Trade and other payables	貿易及其他應付款項	12	28,900	32,109
Net current assets	流動資產淨值		98,078	96,676
NET ASSETS	資產淨值		129,209	141,535

Consolidated Statement of Financial Position

綜合財務狀況表

At 30 September 2016 – unaudited (Expressed in Hong Kong dollars)

於二零一六年九月三十日 – 未經審核 (以港元表示)

			At 30 September 2016 於二零一六年 九月三十日 \$'000 千港元	At 31 March 2016 於二零一六年 三月三十一日 \$'000 千港元
CAPITAL AND RESERVES	資本及儲備	13		
Share capital	股本		3,150	3,150
Reserves	儲備		126,059	138,385
TOTAL EQUITY	權益總額		129,209	141,535

The notes on pages 31 to 48 form part of this interim financial report.

第31至48頁的附註構成本中期財務報告的一部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the six months ended 30 September 2016 – unaudited (Expressed in Hong Kong dollars)
截至二零一六年九月三十日止六個月 – 未經審核(以港元表示)

		Share capital	Share premium	Share-based compensation reserve 以股份支付的酬金儲備	Capital reserve	Retained profits	Total equity
		股本 \$'000 千港元	股份溢價 \$'000 千港元	酬金儲備 \$'000 千港元	資本儲備 \$'000 千港元	保留溢利 \$'000 千港元	權益總額 \$'000 千港元
Balance at 1 April 2015	於二零一五年四月一日的結餘	3,140	122,262	418	2,500	38,224	166,544
Changes in equity for the six months ended 30 September 2015:	截至二零一五年九月三十日止六個月的權益變動：						
Shares issued under share option scheme	根據購股權計劃發行的股份	10	1,280	(317)	-	-	973
Share options cancelled during the period	期內已注銷的購股權	-	-	(101)	-	101	-
Loss and total comprehensive income for the period	期內虧損及全面收益總額	-	-	-	-	(19,421)	(19,421)
Balance at 30 September 2015 and 1 October 2015	於二零一五年九月三十日及二零一五年十月一日的結餘	3,150	123,542	-	2,500	18,904	148,096
Change in equity for the six months ended 31 March 2016:	截至二零一六年三月三十一日止六個月的權益變動：						
Loss and total comprehensive income for the period	期內虧損及全面收益總額	-	-	-	-	(6,561)	(6,561)
Balance at 31 March 2016 and 1 April 2016	於二零一六年三月三十一日及二零一六年四月一日的結餘	3,150	123,542	-	2,500	12,343	141,535
Change in equity for the six months ended 30 September 2016:	截至二零一六年九月三十日止六個月的權益變動：						
Loss and total comprehensive income for the period	期內虧損及全面收益總額	-	-	-	-	(12,326)	(12,326)
Balance at 30 September 2016	於二零一六年九月三十日的結餘	3,150	123,542	-	2,500	17	129,209

The notes on pages 31 to 48 form part of this interim financial report.

第31至48頁的附註構成本中期財務報告的一部分。

Condensed Consolidated Cash Flow Statement

簡明綜合現金流量表

For the six months ended 30 September 2016 – unaudited (Expressed in Hong Kong dollars)
截至二零一六年九月三十日止六個月 – 未經審核(以港元表示)

		Six months ended 30 September 截至九月三十日止六個月	
		2016 二零一六年 \$'000 千港元	2015 二零一五年 \$'000 千港元
Operating activities	經營活動		
Cash generated from/(used in) operations	經營產生/(所用)的現金	8,134	(7,630)
Net cash generated from/(used in) operating activities	經營活動產生/(所用)的現金淨額	8,134	(7,630)
Investing activities	投資活動		
Payment for the purchase of property, plant and equipment	購買物業、廠房及設備付款	(4,830)	(62)
Decrease in pledged bank deposits	已抵押銀行存款減少	3,547	2,496
Other cash flows arising from investing activities	投資活動產生其他現金流量	20	32
Net cash (used in)/generated from investing activities	投資活動(所用)/產生的現金淨額	(1,263)	2,466
Financing activities	融資活動		
Proceeds from shares issued under share option scheme	根據購股權計劃發行的股份所得款項	-	973
Net cash generated from financing activities	融資活動產生的現金淨額	-	973
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	6,871	(4,191)
Cash at bank and in hand at beginning of the period	期初銀行存款及手頭現金	89,604	98,162
Cash at bank and in hand at end of the period	期末銀行存款及手頭現金	96,475	93,971

The notes on pages 31 to 48 form part of this interim financial report.

第31至48頁的附註構成本中期財務報告的一部分。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

1 BASIS OF PREPARATION

(a) General information

AUX International Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 14 January 2013 as an exempted company with limited liability under the Companies Law (2013 Revision) (as consolidated and revised) of the Cayman Islands. The Company and its subsidiaries (hereinafter collectively referred to as the “Group”) is principally engaged in operation of clubbing business.

(b) Statement of compliance

This interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, including compliance with Hong Kong Accounting Standard (“HKAS”) 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). It was authorised for issue on 29 November 2016.

1 編製基準

(a) 一般資料

奧克斯國際控股有限公司（「本公司」）於二零一三年一月十四日根據開曼群島公司法（二零一三年修訂本）（經綜合及修訂）在開曼群島註冊成立為一間獲豁免有限公司。本公司及其附屬公司（統稱「本集團」）主要從事經營會所式娛樂業務。

(b) 合規聲明

本中期財務報告已遵照香港聯合交易所有限公司證券上市規則的適用披露條文，包括遵從香港會計師公會（「香港會計師公會」）頒佈的香港會計準則（「香港會計準則」）第34號「*中期財務報告*」而編製。本中期財務報告於二零一六年十一月二十九日獲授權刊發。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

1 BASIS OF PREPARATION

(Continued)

(b) Statement of compliance

(Continued)

This interim financial report has been prepared in accordance with the same accounting policies adopted in the consolidated financial statements for the financial year ended 31 March 2016, except for the accounting policy changes that are expected to be reflected in the consolidated financial statements for the financial year ending 31 March 2017. Details of any changes in accounting policies are set out in note 2.

The preparation of an interim financial report in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

1 編製基準

(續)

(b) 合規聲明

(續)

本中期財務報告已根據截至二零一六年三月三十一日止財政年度之綜合財務報表所採納的相同會計政策編製，惟預期於截至二零一七年三月三十一日止財政年度之綜合財務報表反映的會計政策變動除外。該等會計政策的任何變動詳情載於附註2。

編製符合香港會計準則第34號的中期財務報告時，管理層須作出判斷、估計及假設，而有關判斷、估計及假設會影響政策的應用以及本年度迄今的呈報資產與負債、收入及支出金額。實際結果或有別於該等估計。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

1 BASIS OF PREPARATION

(Continued)

(b) Statement of compliance

(Continued)

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the consolidated financial statements for the financial year ended 31 March 2016. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

This interim financial report is unaudited, but has been reviewed by KPMG in accordance with Hong Kong Standard on Review Engagements 2410, *Review of interim financial information performed by the independent auditor of the entity*, issued by the HKICPA. KPMG’s independent review report to the Board of Directors is included on pages 23 to 25.

1 編製基準

(續)

(b) 合規聲明

(續)

本中期財務報告包含簡明綜合財務報表及經選定詮釋附註。附註包括對了解本集團自截至二零一六年三月三十一日止財政年度之綜合財務報表以來的財務狀況及表現變動而言屬重大的事項及交易的詮釋。簡明綜合中期財務報表及其附註並無包括根據香港財務報告準則（「香港財務報告準則」）編製完整財務報表所需的所有資料。

本中期財務報告未經審核，惟已由畢馬威會計師事務所根據香港會計師公會頒佈的香港審閱工作準則第2410號「實體的獨立核數師對中期財務資料的審閱」進行審閱。畢馬威會計師事務所致董事會的獨立審閱報告載於第23至25頁。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

1 BASIS OF PREPARATION

(Continued)

(b) Statement of compliance

(Continued)

The financial information relating to the financial year ended 31 March 2016 that is included in the interim financial report as comparative information does not constitute the Company's statutory annual consolidated financial statements for that financial year but is derived from those financial statements. The Company's statutory financial statements for the year ended 31 March 2016 are available from the Company's registered office. The Company's auditors have expressed an unqualified opinion on those financial statements in their report dated 24 June 2016.

(c) Segment reporting

Operating segments are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's business and geographical location.

1 編製基準

(續)

(b) 合規聲明

(續)

中期財務報告所載的截至二零一六年三月三十一日止財政年度財務資料為比較資料，並不構成本公司該財政年度的法定年度綜合財務報表，惟乃摘錄自該等財務報表。本公司截至二零一六年三月三十一日止年度的法定財務報表於本公司註冊辦事處可供查閱。本公司核數師已於彼等日期為二零一六年六月二十四日的報告就該等財務報表發出無保留意見。

(c) 分部報告

經營分部乃從為向本集團業務及地理位置分配資源及評估其業績而定期向本集團最高執行管理層提供的財務資料當中識別出來。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

1 BASIS OF PREPARATION

(Continued)

(c) Segment reporting

(Continued)

Management has determined operating segment with reference to the reports reviewed by the chief operating decision maker of the Group that are used to assess the performance and allocate resources.

The chief operating decision maker of the Group assesses the performance and allocates the resources of the Group as a whole, as all of the Group's activities are considered to be primarily dependent on the operation of clubbing business. Therefore, management considers there is only one operating segment under the requirements of HKFRS 8, *Operating Segments*. In this regard, no segment information is presented.

No geographic information is shown as the revenue and loss from operations of the Group are primarily derived from activities in Hong Kong.

1 編製基準

(續)

(c) 分部報告

(續)

管理層乃參照本集團主要營運決策者所審閱用以評估表現及分配資源的報告以釐定營運分部。

由於本集團全部業務主要為會所式娛樂業務營運，故本集團主要營運決策者整體評估本集團表現並進行資源分配。因此，根據香港財務報告準則第8號經營分部的規定，管理層認為本集團僅存在一個經營分部。就此而言，並無呈列分部資料。

由於本集團經營業務的收益及虧損主要來自於香港的業務，故並無呈列地理分部資料。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

2 CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued the following amendments to HKFRSs that are first effective for the current accounting period of the Group.

- *Annual Improvements to HKFRSs 2012-2014 Cycle*
- *Amendments to HKAS 1, Presentation of financial statements: Disclosure initiative*

None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

3 REVENUE

The principal activity of the Group is the operation of clubbing business.

Revenue represents the amount received or receivable from the sale of beverages and tobacco products, revenue from club operations (including entrance fees, cloakroom fees and event rental income) and sponsorship income.

The Group's customer base is diversified and no individual customer had transactions which exceeded 10% of the Group's revenue during the six months ended 30 September 2016 and 2015.

2 會計政策變動

香港會計師公會已頒佈下列於本集團當前的會計期間首次生效的香港財務報告準則修訂。

- *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*
- *香港會計準則第1號之修訂，呈報財務報表：披露計劃*

該等變動對本集團於當前或過往期間之業績及財務狀況之編製或呈列方式概無重大影響。本集團並無應用任何於當前會計期間尚未生效之新準則或詮釋。

3 收益

本集團之主要業務為會所式娛樂業務營運。

收益指銷售飲品及煙草產品的已收或應收款項、會所經營收益(包括入場費、衣帽間費用及活動租金收入)及贊助費收入。

本集團的顧客人數眾多，於截至二零一六年及二零一五年九月三十日止六個月並無與個別顧客進行的交易金額超過本集團收益的10%。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

4 OTHER REVENUE

4 其他收益

Six months ended 30 September

截至九月三十日止六個月

2016 2015

二零一六年 二零一五年

\$'000 \$'000

千港元 千港元

Bank interest income	銀行利息收入	8	32
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5 OTHER NET LOSS

5 其他虧損淨額

Six months ended 30 September

截至九月三十日止六個月

2016 2015

二零一六年 二零一五年

\$'000 \$'000

千港元 千港元

Loss on disposal of property, plant and equipment	出售物業、廠房及設備 虧損	(90)	(346)
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Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

6 LOSS BEFORE TAXATION

6 除稅前虧損

Loss before taxation is arrived at after charging:

除稅前虧損經扣除下列各項：

		Six months ended 30 September	
		截至九月三十日止六個月	
		2016	2015
		二零一六年	二零一五年
		\$'000	\$'000
		千港元	千港元
(a) Staff costs (including directors' remuneration)	(a) 員工成本(包括董事薪酬)		
Contributions to defined contribution retirement plan	界定供款退休計劃供款	352	595
Salaries, wages and other benefits	薪金、工資及其他福利	10,122	14,800
		10,474	15,395
(b) Property rentals	(b) 物業租金		
Operating lease charges: minimum lease payments – property rentals	經營租賃費用：最低租賃付款 – 物業租金	17,083	25,357
(c) Other items	(c) 其他項目		
Depreciation	折舊	5,956	6,296
Cost of inventories sold	已售存貨成本	12,174	16,277
Impairment losses on property, plant and equipment	物業、廠房及設備減值虧損	5,130	-
Provision for onerous contracts*	有價合同撥備*	-	6,479

* In light of the unsatisfactory performance, Beijing Club and DIZZI were closed down on 15 September 2015 and 30 October 2015 respectively. A provision of \$6,479,000 was made for the onerous lease contracts of these two clubs and was fully utilised during the year ended 31 March 2016.

* 鑒於表現未如理想，Beijing Club及DIZZI已分別於二零一五年九月十五日及二零一五年十月三十日結業。截至二零一六年三月三十一日止年度內，就該兩間會所的所有租賃合同作出之撥備6,479,000港元，已於年內悉數動用。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

7 INCOME TAX

7 所得稅

		Six months ended 30 September 截至九月三十日止六個月	
		2016 二零一六年 \$'000 千港元	2015 二零一五年 \$'000 千港元
Current tax	即期稅項		
Provision for the period	期內撥備	-	340
Deferred tax	遞延稅項		
Origination and reversal of temporary differences	暫時性差額產生及撥回	1,909	(193)
		1,909	147

(a) The provision for Hong Kong Profits Tax is calculated by applying the estimated annual effective tax rate of 16.5% (six months ended 30 September 2015: 16.5%) to the six months ended 30 September 2016.

(b) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in these jurisdictions.

(a) 截至二零一六年九月三十日止六個月的香港利得稅撥備乃按估計年度實際稅率16.5% (截至二零一五年九月三十日止六個月：16.5%) 計算。

(b) 根據開曼群島及英屬處女群島的規則及法規，本集團毋須於該等司法權區繳納任何所得稅。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

8 LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to ordinary equity shareholders of the Company of \$12,326,000 (six months ended 30 September 2015: \$19,421,000) and the weighted average of 314,984,000 (six months ended 30 September 2015: 314,826,000) ordinary shares in issue during the interim period.

(b) Diluted loss per share

The diluted loss per share is the same as basic loss per share as there were no dilutive potential ordinary shares in existence during the six months ended 30 September 2016 and 2015.

8 每股虧損

(a) 每股基本虧損

每股基本虧損乃基於本公司普通股權益股東應佔虧損12,326,000港元(截至二零一五年九月三十日止六個月: 19,421,000港元)及中期期內已發行普通股加權平均股數314,984,000股(截至二零一五年九月三十日止六個月: 314,826,000股)計算所得。

(b) 每股攤薄虧損

每股攤薄虧損計算與每股基本虧損相同，此乃由於截至二零一六年及二零一五年九月三十日止六個月內概無潛在攤薄普通股。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

9 PROPERTY, PLANT AND EQUIPMENT

(a) Impairment losses

During the six months ended 30 September 2016, one of the clubs operated by the Group incurred a loss and management considered it was an indication that the related property, plant and equipment may be impaired. The management assessed the recoverable amount of the relevant property, plant and equipment and as a result the carrying amount of such assets was written down to their recoverable amount of \$Nil. Accordingly, impairment losses of \$5,130,000 (six months ended 30 September 2015: \$Nil) was recognised in "impairment losses on property, plant and equipment". The estimates of recoverable amount were based on value-in-use calculations.

9 物業、廠房及設備

(a) 減值虧損

截至二零一六年九月三十日止六個月內，本集團經營的一間會所產生虧損，管理層認為這是相關物業、廠房及設備可能出現減值的跡象。管理層已評估相關物業、廠房及設備的可收回金額，故此將該等資產的賬面值撇減至其可收回金額零港元。減值虧損5,130,000港元(截至二零一五年九月三十日止六個月：零港元)已相應於「物業、廠房及設備減值虧損」內確認。估計可收回金額乃根據使用價值計算。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

10 TRADE AND OTHER RECEIVABLES

As of the end of the reporting period, the ageing analysis of trade receivables (which are included in trade and other receivables), based on the invoice date, is as follows:

		At 30 September 於 九月三十日 2016 二零一六年 \$'000 千港元	At 31 March 於 三月三十一日 2016 二零一六年 \$'000 千港元
Trade receivables	貿易應收款項		
– within 1 month	– 1個月內	916	286
Deposits, prepayments and other receivables	按金、預付款項及其他 應收款項	20,576	26,981
		21,492	27,267

The Group's trade receivables mainly represent the credit card sales receivables from financial institutions, which are neither past due nor impaired.

The amount of the Group's deposits, prepayments and other receivables expected to be recovered or recognised as expense after more than one year is \$12,341,000 (31 March 2016: \$12,107,000), which mainly represents rental deposits for clubs of the Group. All of the other trade and other receivables are expected to be recovered or recognised as expense within one year.

10 貿易及其他應收款項

截至報告期末，計入貿易及其他應收款項的貿易應收款項按發票日期的賬齡分析如下：

本集團貿易應收款項主要指來自金融機構的信用卡銷售應收款項，該等款項既無過期，亦無減值。

本集團預期將於一年後收回或確認為開支的按金、預付款項及其他應收款項的金額為12,341,000港元(二零一六年三月三十一日：12,107,000港元)，其主要指本集團會所的租金按金。所有其他貿易及其他應收款項均預期於一年內收回或確認為開支。

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(以港元表示)

11 PLEDGED BANK DEPOSITS

As at 30 September 2016, the amounts were pledged to secure (i) banking services relating to credit card sale arrangement and (ii) banking facilities.

The pledged deposit of \$3,547,000 in respect of bank guarantee issued to the landlord which was included in the pledged deposits as at 31 March 2016 was refunded to the Group during the six months ended 30 September 2016 upon the expiry of the bank guarantee.

12 TRADE AND OTHER PAYABLES

As of the end of the reporting period, the ageing analysis of trade creditors (which are included in trade and other payables), based on the invoice date, is as follows:

		At 30 September 於 九月三十日 2016 二零一六年 \$'000 千港元	At 31 March 於 三月三十一日 2016 二零一六年 \$'000 千港元
Trade creditors	貿易應付款項		
– within 3 months	– 3個月內	1,775	2,407
Other payables and accrued charges	其他應付款項及應計 費用	20,772	23,064
Receipts in advance	預收款項	6,353	6,638
		28,900	32,109

11 已抵押銀行存款

於二零一六年九月三十日，該存款已抵押以取得(i)有關信用卡銷售安排的銀行服務及(ii)銀行融資。

向業主發出銀行擔保的已抵押存款3,547,000港元已計入於二零一六年三月三十一日的已抵押存款，且已於銀行擔保到期後於截至二零一六年九月三十日止六個月內退還予本集團。

12 貿易及其他應付款項

截至報告期末，計入貿易及其他應付款項的貿易應付款項按發票日期的賬齡分析如下：

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

13 CAPITAL, RESERVES AND DIVIDENDS

(a) Dividends payable to equity shareholders attributable to the interim period

The directors do not recommend the payment of an interim dividend for the six months ended 30 September 2016 and 2015.

(b) Share capital

13 股本、儲備及股息

(a) 中期間應付權益股東股息

董事不建議就截至二零一六年及二零一五年九月三十日止六個月派付中期股息。

(b) 股本

		At 30 September 2016 於二零一六年九月三十日		At 31 March 2016 於二零一六年三月三十一日	
		No. of shares 股份數目	Amount 金額	No. of shares 股份數目	Amount 金額
		'000 千股	\$'000 千港元	'000 千股	\$'000 千港元
Authorised:	法定：				
Ordinary shares of \$0.01 each	每股面值0.01港元的普通股	10,000,000	100,000	10,000,000	100,000
Ordinary shares, issued and fully paid:	普通股，已發行及繳足：				
At 1 April 2016/1 April 2015	於二零一六年四月一日/ 二零一五年四月一日	314,984	3,150	314,002	3,140
Shares issued under share option scheme	根據購股權計劃發行的股份	-	-	982	10
At 30 September 2016/ 31 March 2016	於二零一六年九月三十日/ 二零一六年三月 三十一日	314,984	3,150	314,984	3,150

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(Expressed in Hong Kong dollars)

(以港元表示)

13 CAPITAL, RESERVES AND DIVIDENDS (Continued)

(c) Equity settled share-based transactions

During the year ended 31 March 2016, 982,000 share options were exercised to subscribe for 982,000 ordinary shares in the Company at a total consideration of \$973,000 and the remaining 300,000 share options were cancelled following the completion of unconditional mandatory cash offer on 15 May 2015.

As at 30 September 2016, there was no share option outstanding under the Company's share option scheme.

13 股本、儲備及股息 (續)

(c) 以權益結算以股份為基礎的交易

截至二零一六年三月三十一日止年度內，982,000份購股權已獲行使以按總代價973,000港元認購本公司的982,000股普通股，以及餘下300,000份購股權於二零一五年五月十五日完成無條件強制性現金要約後獲註銷。

於二零一六年九月三十日，本公司購股權計劃下並無尚未被行使之購股權。

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(Expressed in Hong Kong dollars)

(以港元表示)

14 COMMITMENTS

At 30 September 2016, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

		At 30 September 於 九月三十日 2016 二零一六年 \$'000 千港元	At 31 March 於 三月三十一日 2016 二零一六年 \$'000 千港元
Within 1 year	一年內	30,889	32,660
After 1 year but within 5 years	一年後但五年內	22,589	40,282
		53,478	72,942

The Group is the lessee in respect of a number of properties held under operating leases. The leases typically run for an initial period of one to eight years with an option to renew the lease. None of the leases includes contingent rentals.

14 承擔

於二零一六年九月三十日，根據不可撤銷經營租約的應付未來最低租金總額如下：

		At 30 September 於 九月三十日 2016 二零一六年 \$'000 千港元	At 31 March 於 三月三十一日 2016 二零一六年 \$'000 千港元
		30,889	32,660
		22,589	40,282
		53,478	72,942

本集團為根據經營租約持有之各項物業之承租人。租約一般初步為期一至八年，可予續期。租約均不包括或然租金。

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(Expressed in Hong Kong dollars)

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15 MATERIAL RELATED PARTY TRANSACTIONS

Key management personnel remuneration

Remuneration for key management personnel, including amounts paid to the Company's directors, is as follows:

15 重大關聯方交易

主要管理層人員薪酬

主要管理層人員的薪酬(包括支付予本公司董事的款項)如下:

		Six months ended 30 September	
		截至九月三十日止六個月	
		2016	2015
		二零一六年	二零一五年
		\$'000	\$'000
		千港元	千港元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	1,858	2,027
Retirement scheme contributions	退休計劃供款	37	50
		1,895	2,077

16 NON-ADJUSTING EVENT AFTER THE REPORTING PERIOD

On 7 November 2016, Starry Chance Limited, a wholly owned subsidiary of the Company, entered into an equity transfer agreement (the "Transfer Agreement") with Ningbo AUX Real Estate Co., Ltd ("Ningbo AUX"), an entity controlled by Mr. Zheng Jian Jiang, the controlling shareholder of the Company. Under the Transfer Agreement, the Company agreed to acquire the entire equity interest of Ningbo AUX Property Management Services Co., Ltd. at a consideration of RMB153,000,000. Up to the date of issue of this interim financial report, the acquisition has not completed and the completion is subject to (i) the satisfaction of conditions precedent as stated in the Transfer Agreement; and (ii) the Company's independent shareholders' approval in the forthcoming extraordinary general meeting.

16 報告期後非調整事項

於二零一六年十一月七日，本公司全資附屬公司寶星有限公司與寧波奧克斯置業有限公司（「寧波奧克斯」，一間由本公司控股股東鄭堅江先生控制的實體）訂立股權轉讓協議（「轉讓協議」）。根據轉讓協議，本公司同意收購寧波奧克斯物業服務有限公司的全部股權，代價為人民幣153,000,000元。直至本中期財務報告刊發日期，收購事項尚未完成，而完成須待(i)轉讓協議所載先決條件達成；及(ii)本公司獨立股東於將予舉行之股東特別大會上批准後，方可作實。



AUX

AUX INTERNATIONAL HOLDINGS LIMITED

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