G-Vision International (Holdings) Limited
環 科 國 際 集 團 有 限 公 司

Stock Code : 657

INTERIM REPORT 2018/19

CORPORATE INFORMATION

DIRECTORS

Executive Directors

Cheng Hop Fai
(Chairman and Managing Director)
Cheng Pak Ming, Judy
Cheng Pak Man, Anita
Cheng Pak Lai, Lily

Independent Non-executive Directors

Leung Tai Chiu
Law Toe Ming
Mark Yiu Tong, William

COMPANY SECRETARY

Cheng Pak Ming, Judy

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Hang Seng Bank Limited
Fubon Bank (Hong Kong) Limited
Industrial and Commercial Bank of China (Asia) Limited

AUDITOR

Deloitte Touche Tohmatsu

HONG KONG LEGAL ADVISERS

MinterEllison LLP

BERMUDA LEGAL ADVISERS

Conyers Dill & Pearman

REGISTERED OFFICE

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2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS

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East Ocean Centre
98 Granville Road
Tsimshatsui East
Kowloon
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PRINCIPAL SHARE REGISTRAR

Butterfield Fulcrum Group (Bermuda) Limited
26 Burnaby Street
Hamilton HM 11
Bermuda

BRANCH SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
46th Floor
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CORPORATE WEBSITE

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The board of directors of G-Vision International (Holdings) Limited (the "Company") announces the unaudited condensed consolidated interim results of the Company and its subsidiaries (the "Group") for the six months ended 30 September 2018, together with the comparative results. The condensed consolidated interim results have not been audited, but have been reviewed by the Company's auditor, Deloitte Touche Tohmatsu, and the Company's audit committee.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2018

	NOTE	**1.4.2018 to 30.9.2018** ***HK$'000*** **(unaudited)**	1.4.2017 to 30.9.2017 *HK$'000* (unaudited)
Revenue		**41,929**	38,208
Other income and other gains and losses		**790**	481
Cost of inventories consumed		**(13,477)**	(12,072)
Staff costs		**(17,686)**	(16,058)
Operating lease rentals		**(8,707)**	(7,881)
Depreciation		**(21)**	(17)
Other operating expenses		**(9,514)**	(8,830)
Loss for the period attributable to owners of the Company	4	**(6,686)**	(6,169)
Other comprehensive (expense) income:			
Item that will not be reclassified to profit or loss:			
Change in fair value on equity instruments designated as at fair value through other comprehensive income		**(298)**	–

	NOTE	**1.4.2018 to 30.9.2018** *HK$'000* **(unaudited)**	1.4.2017 to 30.9.2017 *HK$'000* (unaudited)
Items that may be reclassified subsequently to profit or loss:			
Change in fair value of available-for-sale investments		**–**	200
Reclassification adjustment relating to impairment loss on available-for-sale investments		**–**	(75)
Change in fair value on debt instruments at fair value through other comprehensive income		**(79)**	–
Other comprehensive (expense) income for the period		**(377)**	125
Total comprehensive expense for the period attributable to owners of the Company		**(7,063)**	(6,044)
Loss per share (basic and diluted)	6	**(HK0.34 cent)**	(HK0.32 cent)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2018

	NOTES	30.9.2018 HK$'000 (unaudited)	31.3.2018 HK$'000 (audited)
Non-current assets			
Property, plant and equipment	7	**124**	121
Property rental deposits		**5,323**	5,320
		5,447	5,441
Current assets			
Inventories		**1,214**	1,217
Trade and other receivables	9	**2,413**	2,302
Available-for-sale investments	8	**–**	2,750
Debt instruments at fair value through other comprehensive income	8	**1,146**	–
Equity instruments designated as at fair value through other comprehensive income	8	**1,227**	–
Pledged bank deposits		**414**	414
Short-term bank deposits			
– with original maturity over three months		**31,893**	70,366
– with original maturity within three months		**41,904**	7,016
Bank balances and cash		**8,058**	10,765
		88,269	94,830
Current liabilities			
Trade and other payables	10	**7,756**	7,984
Net current assets		**80,513**	86,846
Net assets		**85,960**	92,287
Capital and reserves			
Share capital	11	**194,631**	194,631
Reserves		**(108,671)**	(102,344)
Total equity		**85,960**	92,287

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2018

	Share capital HK$'000	Share premium HK$'000	Capital reserve HK$'000	Investment revaluation reserve HK$'000	Share options reserve HK$'000	Accumulated losses HK$'000	Total HK$'000
At 1 April 2018 (audited)	194,631	88,794	84,123	327	1,470	(277,058)	92,287
Loss for the period	–	–	–	–	–	(6,686)	(6,686)
Change in fair value of equity instruments designated as at fair value through other comprehensive income	–	–	–	(298)	–	–	(298)
Change in fair value of debt instruments at fair value through other comprehensive income	–	–	–	(79)	–	–	(79)
Total comprehensive expense for the period	–	–	–	(377)	–	(6,686)	(7,063)
Recognition of equity-settled share-based payments	–	–	–	–	736	–	736
At 30 September 2018 (unaudited)	194,631	88,794	84,123	(50)	2,206	(283,744)	85,960
At 1 April 2017 (audited)	194,631	88,794	84,123	–	3,467	(271,580)	99,435
Loss for the period	–	–	–	–	–	(6,169)	(6,169)
Change in fair value of available-for-sale investments	–	–	–	200	–	–	200
Reversal of impairment loss on available-for-sale investments	–	–	–	(75)	–	–	(75)
Total comprehensive income (expense) for the period	–	–	–	125	–	(6,169)	(6,044)
Lapse of share options	–	–	–	–	(3,467)	3,467	–
At 30 September 2017 (unaudited)	194,631	88,794	84,123	125	–	(274,282)	93,391

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2018

	1.4.2018 to 30.9.2018 *HK$'000* (unaudited)	1.4.2017 to 30.9.2017 *HK$'000* (unaudited)
Net cash used in operating activities	**(7,058)**	(7,342)
Net cash from (used in) investing activities		
Withdrawal of short-term bank deposits with original maturity over three months	**52,426**	26,944
Proceeds from disposal of available-for-sale investments	**–**	2,274
Interest received	**790**	481
Placement of pledged bank deposit	**–**	(1)
Placement of short-term bank deposits with original maturity over three months	**(13,953)**	(47,707)
Purchase of property, plant and equipment	**(24)**	(20)
	39,239	(18,029)
Net increase (decrease) in cash and cash equivalents	**32,181**	(25,371)
Cash and cash equivalents at beginning of the period	**17,781**	47,125
Cash and cash equivalents at end of the period	**49,962**	21,754
Analysis of balances of cash and cash equivalents		
Bank balances and cash	**8,058**	7,683
Short-term bank deposits with original maturity within three months	**41,904**	14,071
	49,962	21,754

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2018

1. BASIS OF PREPARATION

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

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis, except for debt instruments at fair value through other comprehensive income ("FVTOCI") and equity instruments designated as at FVTOCI, which are measured at fair values.

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards ("HKFRSs"), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2018 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2018.

In the current interim period, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 April 2018 for the preparation of the Group's condensed consolidated financial statements:

HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers and the related Amendments
HK(IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions
Amendments to HKAS 28	As part of the Annual Improvements to HKFRSs 2014 – 2016 Cycle
Amendments to HKAS 40	Transfers of Investment Property

The new and amendments to HKFRSs have been applied in accordance with the relevant transition provisions in the respective standards and amendments which results in changes in accounting policies, amounts reported and/or disclosures as described below.

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

2.1 Impacts and changes in accounting policies of application on HKFRS 15 "Revenue from Contracts with Customers"

The Group has applied HKFRS 15 for the first time in the current interim period. HKFRS 15 superseded HKAS 18 "Revenue", HKAS 11 "Construction Contracts" and the related interpretations.

The Group recognises revenue from the operation of Chinese restaurants in Hong Kong which specialise in Chiu Chow cuisine.

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this Standard, if any, recognised at the date of initial application, 1 April 2018. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

Revenue from operation of Chinese restaurants

Under HKFRS 15, the Group recognises revenue when food and beverages are served to the customers, which is the same as the Group's revenue recognition profile under HKAS 18. Accordingly, the application of HKFRS 15 has had no impact on the revenue recognition profile of the Group.

2.2 Impacts and changes in accounting policies of application on HKFRS 9 "Financial Instruments"

In the current period, the Group has applied HKFRS 9 "Financial Instruments" and the related consequential amendments to other HKFRSs. HKFRS 9 introduces new requirements for 1) the classification and measurement of financial assets and financial liabilities, 2) expected credit losses ("ECL") for financial assets and 3) general hedge accounting.

The Group has applied HKFRS 9 in accordance with the transition provisions set out in HKFRS 9. i.e. applied the classification and measurement requirements (including impairment) retrospectively to instruments that have not been derecognised as at 1 April 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at 1 April 2018. The difference between carrying amounts as at 31 March 2018 and the carrying amounts as at 1 April 2018 are recognised in the opening retained profits without restating comparative information.

Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 39 "Financial Instruments: Recognition and Measurement."

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

2.2 Impacts and changes in accounting policies of application on HKFRS 9 "Financial Instruments" *(Continued)*

2.2.1 Key changes in accounting policies resulting from application of HKFRS 9

Classification and measurement of financial assets

Trade receivables arising from contracts with customers are initially measured in accordance with HKFRS 15.

All recognised financial assets that are within the scope of HKFRS 9 are subsequently measured at amortised cost or fair value.

Debt instruments that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at FVTOCI:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value through profit or loss ("FVTPL"), except that at the date of initial application/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income ("OCI") if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combinations applies.

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

2.2 Impacts and changes in accounting policies of application on HKFRS 9 "Financial Instruments" *(Continued)*

2.2.1 Key changes in accounting policies resulting from application of HKFRS 9 (Continued)

Debt instruments classified as at FVTOCI

Subsequent changes in the carrying amounts for debt instruments classified as at FVTOCI as a result of interest income calculated using the effective interest method and foreign exchange gains and loss, are recognised in profit or loss. All other changes in the carrying amount of these debt instruments are recognised in OCI and accumulated under the heading of investment revaluation reserve. Impairment allowance are recognised in profit or loss with corresponding adjustment to OCI without reducing the carrying amounts of these debt instruments. The amounts that are recognised in profit or loss are the same as the amounts that would have been recognised in profit or loss if these debt instruments had been measured at amortised cost. When these debt instruments are derecognised, the cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss.

Equity instruments designated as at FVTOCI

At the date of initial application/initial recognition, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments designated as at FVTOCI.

Investments in equity instruments designated as at FVTOCI are initially measured at fair value plus transaction costs.

Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in OCI and accumulated in the investment revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained profits.

Dividends on these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established in accordance with HKFRS 9, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other income" line item in profit or loss.

Impairment under ECL model

The Group recognises a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9 (including trade and other receivables, debt instruments at FVTOCI, pledged bank deposits, short-term bank deposits and bank balances). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

2.2 Impacts and changes in accounting policies of application on HKFRS 9 "Financial Instruments" *(Continued)*

2.2.1 Key changes in accounting policies resulting from application of HKFRS 9 (Continued)

Impairment under ECL model (Continued)

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date.

Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually for debtors with significant balances and/or collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;

- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

2.2 Impacts and changes in accounting policies of application on HKFRS 9 "Financial Instruments" *(Continued)*

2.2.1 Key changes in accounting policies resulting from application of HKFRS 9 (Continued)

Significant increase in credit risk (Continued)

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

- an actual or expected significant deterioration in the operating results of the debtor;

- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the aforegoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

The Group considers that default has occurred when the instrument is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information.

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

2.2 Impacts and changes in accounting policies of application on HKFRS 9 "Financial Instruments" *(Continued)*

2.2.1 Key changes in accounting policies resulting from application of HKFRS 9 (Continued)

Measurement and recognition of ECL (Continued)

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

Except for investments in debt instruments that are measured at FVTOCI, the Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account. For investments in debt instruments that are measured at FVTOCI, the loss allowance is recognised in OCI and accumulated in the investment revaluation reserve without reducing the carrying amounts of these debt instruments.

As at 1 April 2018, the directors of the Company reviewed and assessed the Group's existing financial assets for impairment using reasonable and supportable information that is available without undue cost or effort in accordance with the requirements of HKFRS 9. The results of the assessment and the impact thereof are detailed in Note 2.2.2.

2.2.2 Summary of effects arising from initial application of HKFRS 9

The table below illustrates the classification and measurement (including impairment) of financial assets and financial liabilities and other items subject to ECL under HKFRS 9 and HKAS 39 at the date of initial application, 1 April 2018.

	Available-for-sale investments *HK$'000*	**Equity instruments at FVTOCI** *HK$'000*	**Debt instruments at FVTOCI** *HK$'000*
Closing balance at 31 March 2018 – HKAS 39	2,750	–	–
Effect arising from initial application of HKFRS 9:			
Reclassification from available-for-sale investments	(2,750)	1,525	1,225
Opening balance at 1 April 2018	–	1,525	1,225

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

2.2 Impacts and changes in accounting policies of application on HKFRS 9 "Financial Instruments" *(Continued)*

2.2.2 Summary of effects arising from initial application of HKFRS 9 (Continued)

Available-for-sale investments ("AFS")

From AFS to equity investments at FVTOCI

The Group elected to present in OCI for the fair value changes of all its equity investments previously classified as available-for-sale investments. These investments are not held for trading and not expected to be sold in the foreseeable future. At the date of initial application of HKFRS 9, HK$1,525,000 were reclassified from available-for-sale investments to equity instruments designated as at FVTOCI. The fair value gains of HK$327,000 relating to those investments previously carried at fair value continued to accumulate in investment revaluation reserve.

From AFS to debt investments at FVTOCI

Listed bonds with a fair value of HK$1,225,000 were reclassified from available-for-sale investments to debt instruments at FVTOCI, as these investments are held within a business model whose objective is achieved by both collecting contractual cash flows and selling of these assets and the contractual cash flows of these investments are solely payments of principal and interest on the principal amount outstanding.

Impairment under ECL model

In the current period, the Group has applied the HKFRS 9 simplified approach to measure ECL which uses a lifetime ECL for trade receivables. To measure the ECL, trade receivables have been grouped based on shared credit risk characteristics, and there has been no significant increase in credit risk since initial recognition.

Loss allowances for financial assets at amortised cost mainly comprise of other receivables, pledged bank deposits, short-term bank deposits and bank balances, are measured on 12m ECL basis and there had been no significant increase in credit risk since initial recognition.

All of the Group's debt instruments at FVTOCI are listed bonds that are rated in the top credit rating grades by various rating agencies. Therefore, these investments are considered to be low credit risk investments and the loss allowance is measured on 12m ECL basis.

As at 1 April 2018, no additional credit loss allowance has been recognised in retained profits as the directors of the Company consider that the amount is immaterial.

2. PRINCIPAL ACCOUNTING POLICIES *(Continued)*

2.2 Impacts and changes in accounting policies of application on HKFRS 9 "Financial Instruments" *(Continued)*

2.2.2 Summary of effects arising from initial application of HKFRS 9 (Continued)

Available-for-sale investments ("AFS") *(Continued)*

Impairment under ECL model (Continued)

Except as described above, the application of amendments to HKFRSs in the current interim period has had no material effect on the amounts reported and/or disclosures set out in these condensed consolidated financial statements.

3. SEGMENT INFORMATION

Financial information provided to the chief operating decision makers, being the executive directors, for performance assessment and resources allocation is based on the overall operating results and financial position of the Group which constitute the condensed consolidated statement of profit or loss and other comprehensive income and the condensed consolidated statement of financial position. Financial information regarding the segment for the six months ended 30 September 2018 and 2017 can be made with reference to the results as set out in the condensed consolidated statement of profit or loss and other comprehensive income.

4. LOSS FOR THE PERIOD

	1.4.2018 to 30.9.2018 *HK$'000*	1.4.2017 to 30.9.2017 *HK$'000*
Loss for the period has been arrived at after charging (crediting):		
Depreciation	**21**	17
Reversal of impairment loss recognised on available-for-sale investments	**–**	(75)
Interest income from		
– Debt instruments at fair value through other comprehensive income	**(26)**	–
– Equity instruments designated as at fair value through other comprehensive income	**(59)**	–
– Available-for-sale investments	**–**	(97)
– Others	**(705)**	(384)
Net exchange loss (gain)	**186**	(146)

5. TAXATION

No provision for Hong Kong profits tax has been made in the condensed consolidated financial statements as the Group did not have assessable profit for both periods.

6. LOSS PER SHARE

The calculation of basic loss per share is based on the loss for the period attributable to owners of the Company of HK$6,686,000 (six months ended 30 September 2017: HK$6,169,000) and on 1,946,314,108 shares (six months ended 30 September 2017: 1,946,314,108 shares) in issue during the period.

The calculation of diluted loss per share for both periods does not assume the exercise of share options as their assumed exercise would result in a decrease in loss per share.

7. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2018, the Group incurred HK$24,000 (six months ended 30 September 2017: HK$20,000) mainly on furniture and restaurant equipment for the restaurant operations.

8. AVAILABLE-FOR-SALE INVESTMENTS/DEBT INSTRUMENTS AT FAIR VALUE THROUGH COMPREHENSIVE INCOME/EQUITY INSTRUMENTS DESIGNATED AS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	30.9.2018 ***HK$'000***	31.3.2018 *HK$'000*
Available-for-sale investments		
At fair value	**–**	2,750
Equity investments designated as at FVOCI		
Equity securities listed in Hong Kong	**1,227**	–
Debt investments at FVOCI		
Debt securities listed in Hong Kong *(Note)*	**1,146**	–

Note: The Group holds listed redeemable note with fixed interest at 4.2% per annum. The notes are redeemable at par value in November 2018. The Group holds no collateral over this balance.

9. TRADE AND OTHER RECEIVABLES

Most of the restaurant customers settled in cash and credit cards. The Group allows an average credit period of 60 days to other trade customers including travel agencies.

The following is an aged analysis of trade receivables, presented based on the invoice date at the end of the reporting period:

	30.9.2018	31.3.2018
	HK$'000	*HK$'000*
0 – 60 days	**1,411**	799

Interest generated from the bank deposits is recognised by the Group as interest income and included in 'Other income and other gains and losses' in the condensed consolidated statement of profit or loss and other comprehensive income.

10. TRADE AND OTHER PAYABLES

The following is an aged analysis of trade payables, presented based on the invoice date at the end of the reporting period:

	30.9.2018	31.3.2018
	HK$'000	*HK$'000*
0 – 60 days	**2,925**	2,712
More than 60 days	**78**	57
	3,003	2,769

11. SHARE CAPITAL

	30.9.2018 & 31.3.2018
	HK$'000
Authorised:	
5,000,000,000 ordinary shares of HK$0.1 each	500,000
Issued and fully paid:	
1,946,314,108 ordinary shares of HK$0.1 each	194,631

There were no changes in authorised, issued and fully paid share capital for both periods.

12. SHARE OPTION SCHEME

The Company adopted a share option scheme on 10 May 2010. This share option scheme shall be valid and effective until 8 May 2020. Details of movements in the share options granted under the share option scheme during the current interim period are set out below:

Participants	Date of grant	Exercisable period	Exercise price per share *HK$*	Number of share options: Outstanding as at 1.4.2017	Granted during the year	Lapsed/ expired during the year	Outstanding as at 1.4.2018	Lapsed/ expired during the period	Outstanding as at 30.9.2018
Directors	19.5.2010	19.5.2011 to 18.5.2017	0.420	17,300,000	–	(17,300,000)	–	–	–
Directors	23.10.2017	23.10.2017 to 22.10.2025 *(Note)*	0.177	–	30,000,000	–	30,000,000	–	30,000,000

No share options were granted to, or exercised by, the Company's directors during the current interim period (six months ended 30 September 2017: nil).

No share options were lapsed during the six months ended 30 September 2018 (six months ended 30 September 2017: 17,300,000).

Note: The total estimated fair value at the date of grant of the share options on 23 October 2017 was HK$2,906,000, 30% of total number of the share options vested immediately on the date of grant, 23 October 2017, 30% of the total number of the share options were vested on 23 October 2018 and the remaining 40% shall be vested on 23 October 2019. The closing price of the Company's share immediately before the date of grant was HK$0.177.

13. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

Fair value of the Group's financial assets that are measured at fair value on a recurring basis.

Some of the Group's financial assets are measured at fair value at the end of the reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation techniques and inputs used).

Financial assets	Fair value 30.9.2018 *HK$'000*	Fair value 31.3.2018 *HK$'000*	Fair value hierarchy	Valuation techniques and key inputs
Available-for-sale investments				
– equity securities listed in Hong Kong	**1,227**	1,525	Level 1	Quoted bid prices in an active market
– debt securities listed in Hong Kong	**1,146**	1,225	Level 1	Quoted bid prices in an active market

There were no transfers between Levels 1, 2 and 3 during both periods.

14. RELATED PARTY TRANSACTIONS

(a) The Group leased certain properties for its restaurant operations from Homley Development Limited ("Homley"). Rentals charged by Homley during the current interim period amounted to HK$2,160,000 (six months ended 30 September 2017: HK$1,800,000). At 30 September 2018, rental deposit paid to Homley of HK$1,080,000 was included in non-current property rental deposits (at 31 March 2018: HK$1,080,000 included in non-current property rental deposits). At 30 September 2018, no accrued rental was payable to Homley (31 March 2018: nil). The monthly rental was determined by both parties with reference to market rent.

Certain directors who are also the key management personnel of the Company and beneficial owners of the ultimate holding company of the Group are beneficially interested in Homley.

(b) The Group leased a unit of residential building from Hover City Industrial Limited ("Hover City"). Rental charged by Hover City during the current interim period amounted to HK$450,000 (six months ended 30 September 2017: HK$468,000). At 30 September 2018, rental deposit paid to Hover City of HK$150,000 was included in trade and other receivables (at 31 March 2018: HK$150,000 included in non-current property rental deposits). At 30 September 2018, no accrued rental was payable to Hover City (31 March 2018: nil). The monthly rental was determined by both parties with reference to market rent.

Certain directors who are also the key management personnel of the Company and beneficial owners of the ultimate holding company of the Group are beneficially interested in Hover City.

(c) The Group leased an office from Sky Global Investments Limited ("Sky Global"). Rentals charged by Sky Global during the current interim period amounted to HK$600,000 (six months ended 30 September 2017: HK$600,000). At 30 September 2018, rental deposit paid to Sky Global of HK$240,000 was included in trade and other receivables (at 31 March 2018: HK$240,854 included in non-current property rental deposits). At 30 September 2018, no accrued rental was payable to Sky Global (31 March 2018: nil). The monthly rental was determined by both parties with reference to market rent.

Certain directors who are also the key management personnel of the Company and beneficial owners of the ultimate holding company of the Group are beneficially interested in Sky Global.

(d) The key management personnel are the executive directors of the Company. The remuneration of the Company's executive directors during the current interim period amounted to HK$2,070,000 (six months ended 30 September 2017: HK$2,070,000).

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Results

For the six months ended 30 September 2018, the Group recorded a consolidated revenue of approximately HK$41.9 million, an increase of 9.7% compared to the last corresponding period's revenue of approximately HK$38.2 million.

The net loss for the period under review amounted to approximately HK$6.7 million compared to the net loss of approximately HK$6.2 million in the last corresponding period.

Review of Operations

Revenue from the restaurant operation amounted to approximately HK$41.9 million for the period under review, an increase of approximately HK$3.7 million from the last corresponding period. The Tsim Sha Tsui branch contributed approximately HK$3.2 million to the increase in revenue as the outlet was closed for three weeks in April 2017 due to some kitchen maintenance and upgrading works. The Cheung Sha Wan Plaza branch, on the other hand, contributed approximately HK$0.5 million growth in revenue.

The net loss for the Group had increased by approximately HK$0.5 million during the period under review. The improvement in gross profit by approximately HK$2.3 million was offset by the increase in operational staff costs of approximately HK$1.0 million, the recognition of share-based payment staff expenses of approximately HK$0.7 million, the increase in rental costs of approximately HK$0.8 million and the increase in utility costs of approximately HK$0.3 million. The increase in interest income of approximately HK$0.3 million was offset by approximately HK$0.3 million foreign exchange loss on Renminbi denominated deposit in the same period.

MANAGEMENT DISCUSSION AND ANALYSIS *(Continued)*

Liquidity and Financial Resources

The Group's cash and bank balances (including pledged bank deposits and short-term bank deposits) amounted to approximately HK$82.3 million as at 30 September 2018. As the Group had no bank borrowings, the Group's gearing ratio was zero as at 30 September 2018 and 31 March 2018.

With the cash generated from the Group's operations in its ordinary course of business and the existing unutilised banking and credit facilities, the directors consider that the Group has sufficient working capital for its operations.

Foreign Exchange Exposure

Most of the Group's sales, purchases, cash and bank balances were denominated in Hong Kong dollars. The Group is exposed to foreign currency risk primarily through certain bank deposits and debt instruments at fair value through other comprehensive income which are denominated in Renminbi and United States Dollars. The management would closely monitor such risk and would consider hedging significant foreign currency exposure should the need arise.

Employees and Remuneration Policies

As at 30 September 2018, the Group had approximately 157 staff. Review of the employees' remuneration packages is normally conducted annually and as required from time to time. The salary and benefit levels of the Group's employees are competitive and individual performance is rewarded through the Group's bonus scheme. Other benefits including medical coverage and mandatory provident fund scheme are also provided to employees.

INTERIM DIVIDEND

The board of directors has resolved not to declare any interim dividend for the six months ended 30 September 2018 (for the six months ended 30 September 2017: nil).

PROSPECTS

The downturn in the stock market and the economy coupled with higher labour and rental costs will continue to have an adverse impact on the food and beverage industry. Amid the challenging operating environment, the Group will adopt a cautious approach in committing further capital expenditure and will implement appropriate costs control programs where necessary. Nevertheless, the Group will continue to review and revise its business strategies on a regular basis with the aim to better position itself to meet the challenges ahead and to capture any new investment opportunities as they arise.

SHARE OPTIONS

The Company by shareholders' resolutions passed at the special general meeting held on 10 May 2010 has adopted a share option scheme which shall be valid and effective until 8 May 2020 (the "Option Scheme").

The purpose of the Option Scheme is to recognize the commitments and contributions of the following eligible participants by granting options to them as incentives or rewards:

(a) any employee or director (including executive director, non-executive director and independent non-executive director) of any member of the Group or any entity in which any member of the Group holds an equity interest (the "Invested Entity");

(b) any advisor, consultant, professional, agent, contractor, customer, provider of goods and/or services, business or joint-venture partner of any member of the Group or any Invested Entity whom the board of directors in its sole discretion considers eligible for the Option Scheme on the basis of his or her contribution to the Group or the Invested Entity (as the case may be); and

(c) any person whom the board of directors in its sole discretion considers has contributed or will contribute to the Group or to the Invested Entity (as the case may be).

SHARE OPTIONS *(Continued)*

As at 30 September 2018, the Company had 30,000,000 (2017: Nil) share options outstanding under the Option Scheme, which represented approximately 1.5% of the shares of the Company in issue at that date. A summary of the share options movement is set out below:

			Number of share options			
Option holders	**Date of grant**	**Exercisable period**	**Exercise price per share** *HK$*	**Outstanding as at 1.4.2018**	**Expired during the period**	**Outstanding as at 30.9.2018**
Cheng Hop Fai	23.10.2017	23.10.2017 – 22.10.2025	0.177[1]	6,000,000	–	6,000,000
Cheng Pak Ming, Judy	23.10.2017	23.10.2017 – 22.10.2025	0.177[1]	6,000,000	–	6,000,000
Cheng Pak Man, Anita	23.10.2017	23.10.2017 – 22.10.2025	0.177[1]	6,000,000	–	6,000,000
Cheng Pak Lai, Lily	23.10.2017	23.10.2017 – 22.10.2025	0.177[1]	6,000,000	–	6,000,000
Leung Tai Chiu	23.10.2017	23.10.2017 – 22.10.2025	0.177[1]	2,000,000	–	2,000,000
Law Toe Ming	23.10.2017	23.10.2017 – 22.10.2025	0.177[1]	2,000,000	–	2,000,000
Mark Yiu Tong, William	23.10.2017	23.10.2017 – 22.10.2025	0.177[1]	2,000,000	–	2,000,000
				30,000,000	–	30,000,000

Note:

(1) The total estimated fair value at the date of grant of the share options on 23 October 2017 was HK$2,906,000, 30% of total number of the share options vested immediately on the date of grant, 23 October 2017, 30% of the total number of the share options were vested on 23 October 2018 and the remaining 40% shall be vested on 23 October 2019. The closing price of the Company's share immediately before the date of grant was HK$0.177.

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2018, the interests of the directors and the chief executive and their associates in the shares, underlying shares or debentures of the Company or any associated corporations which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (the "SFO"); or (b) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as contained in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Name of director	Capacity and nature of interest		Number of issued ordinary shares held	Approximate percentage of the issued share capital of the Company
Cheng Hop Fai	Beneficial owner	*(note 1)*	6,900,000	0.35%
	Beneficiary of trusts		1,450,037,841	74.50%
Cheng Pak Ming, Judy	Beneficiary of trusts	*(note 1)*	1,450,037,841	74.50%
Cheng Pak Man, Anita	Beneficiary of trusts	*(note 1)*	1,450,037,841	74.50%
Cheng Pak Lai, Lily	Beneficiary of trusts	*(note 1)*	1,450,037,841	74.50%
Law Toe Ming	Interest of controlled corporation	*(note 2)*	2,000,000	0.10%

Notes:

(1) Golden Toy Investments Limited ("Golden Toy") and Kong Fai International Limited ("Kong Fai") held 172,869,780 shares (or 8.88% interest) and 1,277,168,061 shares (or 65.62% interest) of the Company, respectively. Golden Toy and Kong Fai are wholly-owned by two discretionary trusts of which family members of Mr. Cheng Hop Fai, including Mr. Cheng Hop Fai, Ms. Cheng Pak Ming, Judy, Ms. Cheng Pak Man, Anita and Ms. Cheng Pak Lai, Lily are discretionary objects.

(2) Mr. Law Toe Ming is deemed to be interested in the 2,000,000 shares held by Jubilee Trade Holdings Limited ("Jubilee") by virtue of his interest in Jubilee.

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES *(Continued)*

Save as disclosed above and in the section titled "Share Options", as at 30 September 2018, none of the directors and the chief executive of the Company was, under Divisions 7 and 8 of Part XV of the SFO, taken to be interested or deemed to have any other interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporations which (a) would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or (b) which were required to be entered into the register referred to therein pursuant to Section 352 of the SFO, or (c) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS

Other than the interests disclosed above, as at 30 September 2018, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO indicated that the following persons had notified the Company of interests or short positions in the issued share capital of the Company which fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO:

Name	Capacity and nature of interest	Number of issued ordinary shares held	Approximate percentage of the issued share capital of the Company
Golden Toy	Beneficial owner	172,869,780[a]	8.88%
Kong Fai	Beneficial owner	1,277,168,061[a]	65.62%
Alpadis Trust (HK) Limited	Trustee of trusts	1,450,037,841[a]	74.50%
Alpadis Group Holding SA	Interest of controlled corporation	1,450,037,841[b]	74.50%
Alain Esseiva	Interest of controlled corporation	1,450,037,841[c]	74.50%
Moritz Gubler	Interest of controlled corporation	1,450,037,841[c]	74.50%
Sui Lin Lai	Interest of spouse	1,450,037,841[d]	74.50%

SUBSTANTIAL SHAREHOLDERS *(CONTINUED)*

Notes:

(a) Alpadis Trust (HK) Limited is deemed under the SFO to have an interest in the same 1,450,037,841 shares, in aggregate, beneficially owned by Golden Toy and Kong Fai by virtue of it being the trustee of the two discretionary trusts which own 100% of the shares of Golden Toy and Kong Fai.

(b) The corporate substantial shareholder notice filed by Alpadis Group Holding SA indicated that it is deemed to be interested in the 1,450,037,841 shares under the SFO by virtue of its interest held in Alpadis Trust (HK) Limited.

(c) The individual substantial shareholder notice filed by Alain Esseiva and Moritz Gubler indicated that they are deemed to be interested in the 1,450,037,841 shares under the SFO by virtue of their interests held in Alpadis Group Holding SA.

(d) The individual substantial shareholder notice filed by Sui Lin Lai indicated that her deemed interest in the 1,450,037,841 shares represents the interest of her spouse, Moritz Gubler.

Save as disclosed above, the directors are not aware of any other persons who, as at 30 September 2018, had any interests or short positions in the shares or underlying shares of the Company that were required to be entered into the register kept by the Company pursuant to Section 336 of the SFO.

PURCHASE, SALE OR REDEMPTION OF SHARES

There was no purchase, sale or redemption of the Company's shares by the Company or any of its subsidiaries during the current interim period.

CORPORATE GOVERNANCE CODE

The Company has adopted the Corporate Governance Code (the "Code") contained in Appendix 14 to the Listing Rules as its own corporate governance code. The Company has complied with the code provisions set out in the Code throughout the six months ended 30 September 2018 except for code provision A.2.1 in respect of the role separation of the chairman and the chief executive; code provision A.4.1 in respect of the service term of non-executive directors ("NEDs"); and code provision D.1.4 in respect of the letters of appointment for directors.

CORPORATE GOVERNANCE CODE *(Continued)*

Code provision A.2.1 sets out that the roles of the chairman and the chief executive should be separate and should not be performed by the same individual. Currently, Mr. Cheng Hop Fai assumes the role of both the chairman and the managing director (equivalent to the role of a chief executive) of the Company. The board of directors considers that such arrangement will not result in undue concentration of power and is, at this stage, conducive to the efficient formulation and implementation of the Group's strategies thus allowing the Group to develop its business more effectively.

Code provision A.4.1 stipulates that NEDs should be appointed for a specific term, subject to re-election. The independent non-executive directors ("INEDs") of the Company are not appointed for a specific term. This constitutes a deviation from the code provision A.4.1. However, as all the INEDs of the Company are subject to retirement by rotation at the annual general meetings of the Company at least once every three years in accordance with the Company's Bye-laws, in the opinion of the directors, this meets the objective of the code provision A.4.1.

Code provision D.1.4 sets out that issuers should have formal letters of appointment for directors setting out the key terms and conditions of their appointment. The Company did not have formal letters of appointment for certain directors. All of the directors of the Company are, however, required to refer to the guidelines set out in "A Guide on Directors' Duties" issued by the Companies Registry and "Guidelines for Directors" and "Guide for Independent Non-Executive Directors" published by the Hong Kong Institute of Directors in performing their duties and responsibilities as directors of the Company. In the opinion of the directors, this meets the objective of the code provision D.1.4.

AUDIT COMMITTEE

The audit committee comprises the three INEDs of the Company, namely, Mr. Leung Tai Chiu as the chairman, and Mr. Law Toe Ming and Mr. Mark Yiu Tong, William as members. The terms of reference of the audit committee are consistent with the code provisions set out in the Code. The audit committee has reviewed with management the accounting principles and practices adopted by the Group and discussed with the board of directors the internal control and financial reporting matters including the unaudited interim financial statements for the six months ended 30 September 2018.

REMUNERATION COMMITTEE

Pursuant to rule 3.25 of the Listing Rules, the Company has established a remuneration committee comprising the three INEDs of the Company, namely, Mr. Law Toe Ming as the chairman, and Mr. Leung Tai Chiu and Mr. Mark Yiu Tong, William as members. The terms of reference of the remuneration committee are consistent with the code provisions set out in the Code. The principal function of the remuneration committee is to make recommendation to the board of directors on the Group's policy and structure for the remuneration of directors and senior management.

NOMINATION COMMITTEE

Pursuant to code provision A.5.1 set out in the Code, the Company has established a nomination committee comprising Mr. Cheng Hop Fai as the chairman and two INEDs of the Company, namely, Mr. Law Toe Ming and Mr. Mark Yiu Tong, William as members. The terms of reference of the nomination committee are consistent with the code provisions set out in the Code. The principal function of the nomination committee is to review the structure, size, composition and diversity of the board of directors at least annually with reference to the business needs and development of the Company and make recommendations to the board of directors on any proposed changes to the board of directors to complement the Group's corporate strategy.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code contained in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the directors. Following specific enquiry by the Company, all the directors confirmed that they have complied with the required standards as set out in the Model Code during the six months ended 30 September 2018.

By Order of the Board
Cheng Hop Fai
Chairman

Hong Kong, 23 November 2018