

# Success Dragon International Holdings Limited 勝龍國際控股有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock code 股份代號 : 1182

2018/19  
Interim Report  
中期報告

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# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors:

KWAN Chun Wai Roy (*Chairman and Chief Executive Officer*)  
DING Lei

#### Independent non-executive Directors:

CHI Dong Eun  
DENG Yougao  
WONG Chi Yan  
AU Kin Wah

### AUDIT COMMITTEE

AU Kin Wah (*Chairman*)  
CHI Dong Eun  
WONG Chi Yan

### REMUNERATION COMMITTEE

CHI Dong Eun (*Chairman*)  
KWAN Chun Wai Roy  
AU Kin Wah

### NOMINATION COMMITTEE

KWAN Chun Wai Roy (*Chairman*)  
AU Kin Wah  
CHI Dong Eun

### COMPANY SECRETARY

AU YEUNG Ming Yin Gordon

### AUDITOR

ZHONGHUI ANDA CPA Limited

### LEGAL ADVISERS AS TO HONG KONG LAWS

Chiu & Partners

### PRINCIPAL BANKERS

Hang Seng Bank Limited  
Bank of East Asia Limited

### 董事會

#### 執行董事：

關振緯 (*主席兼行政總裁*)  
丁磊

#### 獨立非執行董事：

池東垠  
鄧有高  
黃志恩  
區健華

### 審核委員會

區健華 (*主席*)  
池東垠  
黃志恩

### 薪酬委員會

池東垠 (*主席*)  
關振緯  
區健華

### 提名委員會

關振緯 (*主席*)  
區健華  
池東垠

### 公司秘書

歐陽銘賢

### 核數師

中匯安達會計師事務所有限公司

### 香港法律顧問

趙不渝 馬國強律師事務所

### 主要往來銀行

恒生銀行有限公司  
東亞銀行有限公司

# Corporate Information

## 公司資料

### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### PRINCIPAL OFFICE

Unit 403A, 4/F, Block B  
Sea View Estate  
4-6 Watson Road  
North Point  
Hong Kong

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building  
69 Pitts Bay Road  
Pembroke HM 08  
Bermuda

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

### STOCK CODE

1182

### CONTACTS

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Facsimile : (852) 3576 3963  
Website : [www.successdragonintl.com](http://www.successdragonintl.com)  
Email : [shareholder@successdragonintl.com](mailto:shareholder@successdragonintl.com)

### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### 主要辦事處

香港  
北角  
屈臣道4-6號  
海景大廈  
B座4樓403A室

### 主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building  
69 Pitts Bay Road  
Pembroke HM 08  
Bermuda

### 香港股份過戶登記分處

卓佳秘書商務有限公司  
香港  
皇后大道東183號  
合和中心22樓

### 股份代號

1182

### 聯絡資料

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# Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 簡明綜合損益及其他全面收益表

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月	
		2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註	
Revenue	收益	5	65,771
Cost of sales	銷售成本		(52,292)
Gross profit	毛利		13,479
Other income	其他收入	6	5,868
Other gains and losses	其他盈虧	7	(490)
Selling and distribution costs	銷售及分銷成本		(2,591)
Administrative and other operating expenses	行政管理及其他營運開支		(44,024)
<b>Loss from operations</b>	<b>來自經營業務之虧損</b>		<b>(12,970)</b>
Finance costs	財務費用	8	(841)
<b>Loss before tax</b>	<b>除稅前虧損</b>		<b>(13,539)</b>
Income tax	所得稅	9	—
<b>Loss for the period</b>	<b>本期間虧損</b>	10	<b>(13,539)</b>
<b>Other comprehensive income:</b>	<b>其他全面收益：</b>		
<i>Items that may be reclassified to profit or loss:</i>	<i>可重新分類至損益之項目：</i>		
Foreign currency translation reserve reclassified to profit or loss upon disposal of subsidiaries	附屬公司出售時重新分類至損益之外幣換算儲備		777
Exchange differences on translating foreign operations	換算國外經營業務產生之匯兌差異		(698)
<b>Total other comprehensive income for the period, net of tax</b>	<b>本期間其他全面收益總額（扣除稅項）</b>		<b>79</b>
<b>Total comprehensive loss for the period</b>	<b>本期間全面虧損總額</b>		<b>(13,508)</b>

# Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 簡明綜合損益及其他全面收益表

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月	
		2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註	
<b>Loss for the period attributable to:</b>	<b>以下人士應佔本期間虧損：</b>		
Owners of the Company	本公司擁有人	<b>(13,539)</b>	(28,106)
Non-controlling interests	非控股權益	—	(493)
		<b>(13,539)</b>	(28,599)
<b>Total comprehensive loss for the period attributable to:</b>	<b>以下人士應佔本期間 全面虧損總額：</b>		
Owners of the Company	本公司擁有人	<b>(13,508)</b>	(28,027)
Non-controlling interests	非控股權益	—	(493)
		<b>(13,508)</b>	(28,520)
<b>Loss per share (HK cents per share)</b>	<b>每股虧損(每股港仙)</b>		
<i>Basic and diluted loss per share</i>	<i>每股基本及攤薄虧損</i>	<b>(0.64)</b>	(1.36)
		12	

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

As at 30 September 2018 於二零一八年九月三十日

			<b>30 September 2018 二零一八年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)</b>	31 March 2018 二零一八年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、機器及設備	13	<b>15,207</b>	24,059
<b>Current assets</b>	<b>流動資產</b>			
Equity investments at fair value through other comprehensive income	以公平值計量且其變動計入其他全面收益之股本投資	14	<b>54,157</b>	54,157
Inventories	存貨		<b>251</b>	240
Loan receivables	應收貸款	15	<b>8,499</b>	—
Deposits and other receivables	按金及其他應收款項		<b>10,471</b>	5,274
Bank and cash balances	銀行及現金結餘		<b>38,166</b>	1,205
			<b>111,544</b>	60,876
<b>Current liabilities</b>	<b>流動負債</b>			
Other payables and accruals	其他應付款項及應計費用	16	<b>3,957</b>	11,172
Other loan	其他貸款	18	<b>3,224</b>	—
			<b>7,181</b>	11,172
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>104,363</b>	49,704
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>119,570</b>	73,763
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Director's loan	董事貸款	17	—	4,874
Other loans	其他貸款	18	—	5,330
			—	10,204
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>119,570</b>	63,559
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	19	<b>23,663</b>	20,737
Reserves	儲備		<b>95,907</b>	42,822
<b>TOTAL EQUITY</b>	<b>總權益</b>		<b>119,570</b>	63,559

# Condensed Consolidated Statement of Changes In Equity

## 簡明綜合權益變動表

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

Attributable to owners of the Company  
本公司擁有人應佔

		Share capital	Share premium	Capital reserve	Investment revaluation reserve	Foreign currency translation reserve	Capital redemption reserve	Accumulated losses	Total	Non-controlling interests	Total
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
				(Note)							
				(附註)							
At 1 April 2017 (audited)	於二零一七年四月一日 (經審核)	20,728	1,260,791	51,226	3,108	(1,960)	1,190	(1,144,812)	190,271	(3,199)	187,072
Total comprehensive loss for the period	本期間全面虧損總額	—	—	—	—	79	—	(28,106)	(28,027)	(493)	(28,520)
Disposal of subsidiaries	出售附屬公司	—	—	—	—	—	—	—	—	3,692	3,692
Equity-settled share-based payments	以權益支付之股份基礎給付	—	—	3,737	—	—	—	—	3,737	—	3,737
Lapse of share options	購股權失效	—	—	(19,903)	—	—	—	19,369	(534)	—	(534)
Issue of ordinary shares upon exercise of share options	購股權獲行使時發行普通股	9	533	(189)	—	—	—	—	353	—	353
Deemed capital contribution arising from non-current interest-free shareholder's loan	非即期免息股東貸款產生之視作注資	—	—	174	—	—	—	—	174	—	174
At 30 September 2017 (unaudited)	於二零一七年九月三十日 (未經審核)	20,737	1,261,324	35,045	3,108	(1,881)	1,190	(1,153,549)	165,974	—	165,974
At 1 April 2018, as previously reported	於二零一八年四月一日 (原呈報)	20,737	1,261,324	21,072	—	2,080	1,190	(1,242,844)	63,559	—	63,559
Effect of changes in accounting policies (note 3)	會計政策變動影響 (附註3)	—	—	—	(101,303)	—	—	101,303	—	—	—
At 1 April 2018, as restated	於二零一八年四月一日 (經重列)	20,737	1,261,324	21,072	(101,303)	2,080	1,190	(1,141,541)	63,559	—	63,559
Total comprehensive loss for the period	本期間全面虧損總額	—	—	—	—	31	—	(13,539)	(13,508)	—	(13,508)
Issue of shares on placement	配售時發行股份	2,926	66,593	—	—	—	—	—	69,519	—	69,519
Lapse of share options	購股權失效	—	—	(8,143)	—	—	—	8,143	—	—	—
At 30 September 2018 (unaudited)	於二零一八年九月三十日 (未經審核)	23,663	1,327,917	12,929	(101,303)	2,111	1,190	(1,146,937)	119,570	—	119,570

Notes: The capital reserve comprises (i) the fair value of the number of unexercised share options granted to directors, employees and consultants of the Company and (ii) deemed capital contribution arising from non-current interest-free shareholder's loan.

附註：資本儲備包括(i)授予本公司董事、僱員及顧問之未行使購股權數目之公平值及(ii)因非即期免息股東貸款而產生之視作注資。



# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月	
		2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Net cash used in operating activities</b>	經營業務耗用之現金淨額	<b>(22,101)</b>	(12,644)
<b>Cash flows from investing activities</b>	投資活動所得之現金流量		
Purchase of property, plant and equipment	購買物業、機器及設備	<b>(3,843)</b>	(1,028)
Disposal of subsidiaries	出售附屬公司	—	528
Interest received	已收利息	—	2
Proceeds from disposal of property, plant and equipment	出售物業、機器及設備之所得款項	<b>1,530</b>	3,570
<b>Net cash (used in)/generated from investing activities</b>	投資活動(耗用)/產生之現金淨額	<b>(2,313)</b>	3,072
<b>Cash flows from financing activities</b>	融資活動所得之現金流量		
Director's loan raised	所籌集之董事貸款	<b>1,000</b>	—
Repayment of director's loan	償還董事貸款	<b>(1,000)</b>	—
Other loans raised	所籌集之其他貸款	<b>3,768</b>	—
Repayment of other loans	償還其他貸款	<b>(11,918)</b>	—
Net proceeds from issuance of shares on placement	配售時發行股份之所得款項淨額	<b>69,519</b>	—
Shareholder's loan raised	所籌集之股東貸款	—	1,000
Proceeds from issue of ordinary shares upon exercise of share options	購股權獲行使時發行普通股之所得款項	—	353
<b>Net cash generated from financing activities</b>	融資活動產生之現金淨額	<b>61,369</b>	1,353
<b>Net increase/(decrease) in cash and cash equivalents</b>	現金及現金等值項目增加/(減少)淨額	<b>36,955</b>	(8,219)
Cash and cash equivalents at beginning of period	於期初現金及現金等值項目	<b>1,205</b>	14,201
Effect of changes in foreign exchange rate	外匯匯率變動之影響	<b>6</b>	35
<b>Cash and cash equivalents at end of period, represented by</b>	於期末現金及現金等值項目，以下列項目代表		
Bank and cash balances	銀行及現金結餘	<b>38,166</b>	6,017

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

### 1. GENERAL INFORMATION

Success Dragon International Holdings Limited (the “Company”) is incorporated in Bermuda as an exempted company with limited liability under the Bermuda Companies Act. The addresses of the registered office and principal place of business of the Company are Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and Unit 403A, 4/F., Block B, Sea View Estate, 4–6 Watson Road, North Point, Hong Kong, respectively. The shares of the Company are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The principal activity of the Company is investment holding and the principal activities of the Group are provision of outsourced business process management for electronic gaming machines in Macau and information technology services business.

### 2. BASIS OF PREPARATION

These condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange.

These condensed consolidated financial statements should be read in conjunction with the 2018 annual financial statements. The accounting policies and methods of computation used in the preparation of these condensed financial statements are consistent with those used in the annual financial statements for the year ended 31 March 2018 except as stated below.

#### (a) Financial assets

Financial assets are recognised and derecognised on a trade date basis where the purchase or sale of an asset is under a contract whose terms require delivery of the asset within the timeframe established by the market concerned, and are initially recognised at fair value, plus directly attributable transaction costs except in the case of investments at fair value through profit or loss. Transaction costs directly attributable to the acquisition of investments at fair value through profit or loss are recognised immediately in profit or loss.

### 1. 一般資料

勝龍國際控股有限公司(「本公司」)為根據百慕達公司法於百慕達註冊成立之獲豁免有限公司。本公司註冊辦事處之地址為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda, 而主要營業地點為香港北角屈臣道4–6號海景大廈B座4樓403A室。本公司股份於香港聯合交易所有限公司(「聯交所」)上市。

本公司之主要業務為投資控股, 而本集團之主要業務為於澳門提供電子博彩設備外判業務流程管理服務及資訊科技服務業務。

### 2. 編製基準

該等簡明綜合財務報表乃根據由香港會計師公會(「香港會計師公會」)頒佈之香港會計準則第34號「中期財務報告」及聯交所證券上市規則之適用披露規定編製。

該等簡明綜合財務報表應與二零一八年年年度財務報表一併閱讀。除以下所列出的, 編製該等簡明財務報表所用之會計政策及計算方法與截至二零一八年三月三十一日止年度之年度財務報表所用者一致。

#### (a) 金融資產

倘根據資產合約條款規定須於有關市場所規定之期限內購入或出售資產, 則金融資產按交易日基準確認入賬及終止確認, 並按公平值加直接應佔交易成本作初步確認, 惟按公平值計入損益之投資則除外。收購按公平值計入損益的投資之直接應佔交易成本即時於損益確認。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

### 2. BASIS OF PREPARATION (Continued)

#### (a) Financial assets (Continued)

Financial assets of the Group are classified under the following categories:

- Financial assets at amortised cost; and
- Equity investments at fair value through other comprehensive income.

##### (i) Financial assets at amortised cost

Financial assets (including trade and other receivables) are classified under this category if they satisfy both of the following conditions:

- the assets are held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

They are subsequently measured at amortised cost using the effective interest method less loss allowance for expected credit losses.

##### (ii) Equity investments at fair value through other comprehensive income

On initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments that are not held for trading as at fair value through other comprehensive income.

Equity investments at fair value through other comprehensive income are subsequently measured at fair value with gains and losses arising from changes in fair values recognised in other comprehensive income and accumulated in the equity investment revaluation reserve. On derecognition of an investment, the cumulative gains or losses previously accumulated in the equity investment revaluation reserve are not reclassified to profit or loss.

### 2. 編製基準(續)

#### (a) 金融資產(續)

本集團的金融資產分類為以下類別：

- 按攤銷成本列賬的金融資產；及
- 以公平值計量且其變動計入其他全面收益之股本投資。

##### (i) 按攤銷成本列賬的金融資產

該類別項下的金融資產(包括貿易及其他應收款項)須同時符合下列兩項條件：

- 資產乃按目的為持有資產以收取合約現金流的業務模式持有；及
- 資產的合約條款於特定日期產生僅為支付本金及未償還本金利息的現金流量。

有關項目其後以實際利息法按攤銷成本減預期信貸虧損的虧損撥備計量。

##### (ii) 以公平值計量且其變動計入其他全面收益之股本投資

於初步確認時，本集團可不可撤回地選擇(按每個工具基準而定)指定並非持作買賣的權益工具投資以公平值計量且其變動計入其他全面收益入賬。

以公平值計量且其變動計入其他全面收益之股本投資隨後按公平值計量，公平值變動所產生之盈虧於其他全面收益確認並於股本投資重估儲備中累計。於終止確認一項投資時，先前股本投資重估儲備中累計之收益或虧損不會重新分類至損益。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

### 2. BASIS OF PREPARATION (Continued)

#### (a) Financial assets (Continued)

##### (ii) *Equity investments at fair value through other comprehensive income (Continued)*

Dividends on these investments are recognised in profit or loss, unless the dividends clearly represent a recovery of part of the cost of the investment.

#### (b) Loss allowances for expected credit losses

The Group recognises loss allowances for expected credit losses on financial assets at amortised cost. Expected credit losses are the weighted average of credit losses with the respective risks of a default occurring as the weights.

At the end of each reporting period, the Group measures the loss allowance for a financial instrument at an amount equal to the expected credit losses that result from all possible default events over the expected life of that financial instrument (“lifetime expected credit losses”) for trade receivables, contract assets and lease receivables, or if the credit risk on that financial instrument has increased significantly since initial recognition.

If, at the end of the reporting period, the credit risk on a financial instrument (other than deposits and other receivables) has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to the portion of lifetime expected credit losses that represents the expected credit losses that result from default events on that financial instrument that are possible within 12 months after the reporting period.

The amount of expected credit losses or reversal to adjust the loss allowance at the end of the reporting period to the required amount is recognised in profit or loss as an impairment gain or loss.

### 2. 編製基準(續)

#### (a) 金融資產(續)

##### (ii) 以公平值計量且其變動計入其他全面收益之股本投資(續)

該等投資之股息於損益中確認，惟股息明確呈列為屬收回部分投資成本者除外。

#### (b) 預期信貸虧損的虧損撥備

本集團就按攤銷成本列賬的金融資產的預期信貸虧損確認虧損撥備。預期信貸虧損為加權平均信貸虧損，並以發生違約風險的金額作為加權數值。

於各報告期末，就貿易應收款項、合約資產及應收租金而言，或倘金融工具的信貸風險自初步確認以來大幅增加，則本集團按相等於該金融工具的預期其年限內之所有可能發生違約事件所引致的預期信貸虧損(「其年限內之預期信貸虧損」)金額，計量金融工具的虧損撥備。

於各報告期末，倘金融工具(不包括按金及其他應收款項)的信貸風險自初步確認以來並無大幅增加，則本集團會按相等於反映該金融工具於報告期後12個月內可能發生的違約事件所引致的預期信貸虧損的部分其年限內之預期信貸虧損的金額計量金融工具的虧損撥備。

預期信貸虧損金額或為調整報告期末虧損撥備至所需金額所作撥回金額乃於損益確認為減值收益或虧損。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

### 2. BASIS OF PREPARATION (Continued)

#### (c) Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with a customer with reference to the customary business practices and excludes amounts collected on behalf of third parties. For a contract where the period between the payment by the customer and the transfer of the promised product or service exceeds one year, the consideration is adjusted for the effect of a significant financing component.

The Group recognises revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. Depending on the terms of a contract and the laws that apply to that contract, a performance obligation can be satisfied over time or at a point in time. A performance obligation is satisfied over time if:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance;
- the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If a performance obligation is satisfied over time, revenue is recognised by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the product or service.

### 2. 編製基準(續)

#### (c) 客戶合約收益

收益乃根據商業慣例按與客戶訂立的合約中訂明的代價計量，並不包括代表第三方收取的金額。客戶付款及轉移協定產品或服務的期間超過一年的合約，代價會就重大融資部分之影響調整。

本集團於完成向客戶轉讓產品或服務控制權的履約責任時確認收入。履約責任可於一段時間內或一個時間點完成，視乎合約條款及有關合約適用的法例而定。倘屬以下情況，則可於一段時間內完成履約責任：

- 客戶同時收取及消耗本集團履約所提供的利益；
- 本集團履約而創造或提升客戶於資產被創造或提升時控制的資產；或
- 本集團履約並無創造供本集團用於其他用途的資產，且本集團有權就迄今為止已完成的履約部分強制付款。

倘履約責任可於一段時間內完成，收入乃根據圓滿完成有關履約責任的進度確認。否則，收入於客戶獲得產品或服務控制權的時間點確認。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current period, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 April 2018. HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s financial statements and amounts reported for the current period and prior years except as stated below.

#### HKFRS 9 (2014) “Financial Instruments”

Available-for-sale investments are now classified as equity investments at fair value through other comprehensive income.

HKFRS 9 (2014) has been applied retrospectively and resulted in changes in the consolidated amounts reported in the financial statements as follows:

Decrease in available-for-sale investments	可供出售投資減少	(54,157)
Increase in equity investments at fair value through other comprehensive income	以公平值計量且其變動計入其他全面收益之股本投資增加	54,157
Decrease in accumulated losses	累計虧損減少	101,303
Increase in investment revaluation reserve	投資重估儲備增加	(101,303)

The Group has not applied the new and revised HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new and revised HKFRSs but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

### 3. 採納新訂及經修訂之香港財務報告準則

於本期間，本集團採納由香港會計師公會頒佈與其業務有關並自二零一八年四月一日開始之會計年度生效之所有新訂及經修訂香港財務報告準則（「香港財務報告準則」）。香港財務報告準則包括香港財務報告準則（「香港財務報告準則」）、香港會計準則（「香港會計準則」）及詮釋。除以下所列出的，採納該等新訂及經修訂香港財務報告準則並未對本集團於本期間及過往年度之會計政策、本集團財務報表之呈列方式以及所呈報之數額造成重大變動。

#### 香港財務報告準則第9號（二零一四年）「金融工具」

目前，可供出售投資分類為以公平值計量且其變動計入其他全面收益之股本投資。

香港財務報告準則第9號（二零一四年）已追溯應用並導致財務報表所呈報之綜合金額出現以下變動：

31 March 2018  
二零一八年  
三月三十一日  
HK\$'000  
千港元

本集團並未應用已頒佈但未生效之新訂及經修訂香港財務報告準則。本集團已開始評估該等新訂及經修訂香港財務報告準則之影響，惟尚無法確定該等新訂及經修訂香港財務報告準則是否將會對其經營業績及財務狀況造成重大影響。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

### 4. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date;

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

#### (a) Disclosures of level in fair value hierarchy:

Fair value measurements as at 30 September 2018 using:

<b>Recurring fair value measurements:</b>	經常性公平值計量：
Equity investments at fair value through other comprehensive income	以公平值計量且其變動計入其他全面收益之股本投資
Private equity investments	私募股權投資
Total recurring fair value measurements	經常性公平值計量總額

### 4. 公平值計量

公平值為市場參與者於計量日期進行之有序交易中出售資產所收取或轉讓負債所支付之價格。以下公平值計量披露使用之公平值層級，將計量公平值所用之估值技術所用輸入數據分為三個等級：

第一級輸入數據：本集團於計量日期可以取得的相同資產或負債於活躍市場之報價（未經調整）；

第二級輸入數據：就資產或負債直接或間接地可觀察之輸入數據（第一級內包括的報價除外）；及

第三級輸入數據：資產或負債的不可觀察輸入數據。

本集團之政策為確認截至事項或狀況變動導致該轉移之日期止該等三個等級之任何轉入及轉出。

#### (a) 公平值層級披露：

於二零一八年九月三十日，使用以下輸入數據之公平值計量：

Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
—	—	54,157	54,157
—	—	54,157	54,157

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

### 4. FAIR VALUE MEASUREMENTS (Continued)

#### (a) Disclosures of level in fair value hierarchy: (Continued)

Fair value measurements as at 31 March 2018  
using:

	Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Recurring fair value measurements:</b>				
Equity investments at fair value through other comprehensive income				
Private equity investments	—	—	54,157	54,157
Total recurring fair value measurements	—	—	54,157	54,157

During the period, there were no transfer between Level 1 and Level 2, or transfers into or out of Level 3 (31 March 2018: nil). The Group's policy is to recognise transfer between levels of fair value hierarchy as at the end of the reporting period in which they occur.

The Group's finance team are responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including level 3 fair value measurements. Discussions of valuation process and results are held between the financial controller and the board ("Board") of directors of the Company ("Directors") at least twice a year.

The level 3 fair value measurements were valued at their fair value by Savills Valuation and Professional Services Limited, an independent professionally qualified valuer which holds a recognised relevant professional qualification and has recent experience in valuation.

### 4. 公平值計量(續)

#### (a) 公平值層級披露：(續)

於二零一八年三月三十一日，使用以下輸入數據之公平值計量：

於本期間，第一級及第二級之間並無進行轉撥，或轉入或轉出第三級(二零一八年三月三十一日：無)。本集團之政策為公平值層級間於報告期末發生轉撥時確認。

本集團的財務團隊負責財務申報目的所需資產及負債之公平值計量，包括第三級公平值計量。財務總監與本公司董事(「董事」)會(「董事會」)每年至少兩次進行有關估值過程及結果之討論。

第三級公平值計量乃按第一太平戴維斯估值及專業顧問有限公司估定的公平值計量，而第一太平戴維斯估值及專業顧問有限公司為獨立專業合資格估值師，持有獲認可的相關專業資格及具有近期估值經驗。



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

### 4. FAIR VALUE MEASUREMENTS (Continued)

#### (b) Reconciliation of assets measured at fair value based on level 3:

### 4. 公平值計量(續)

#### (b) 根據第三層級按公平值計量的資產對賬：

		Equity investments at fair value through other comprehensive income 以公平值計量且其 變動計入其他全面 收益之股本投資 HK\$'000 千港元
At 1 April 2017	於二零一七年四月一日	158,568
Total gains or losses recognised in other comprehensive income (restated)	於其他全面收益確認之 收益或虧損總額(經重列)	<u>(104,411)</u>
At 31 March 2018, 1 April 2018 and 30 September 2018	於二零一八年三月三十一日、 二零一八年四月一日及 二零一八年九月三十日	<b><u>54,157</u></b>

The total gains or losses recognised in other comprehensive income are presented in fair value changes of equity investments at fair value through other comprehensive income in the condensed consolidated statement of profit or loss and other comprehensive income.

於其他全面收益確認之收益或虧損總額呈列為簡明綜合損益及其他全面收益表內以公平值計量且其變動計入其他全面收益之股本投資之公平值變動。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

### 4. FAIR VALUE MEASUREMENTS (Continued)

### 4. 公平值計量(續)

(c) **Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements are:**

Key unobservable inputs used in level 3 fair value measurements are mainly:

(c) 本集團所採用的估值程序及公平值計量所採用的估值技術及輸入數據的披露為：

第三層級公平值計量所採用的主要不可觀察輸入數據主要是：

Description	Valuation technique	Unobservable inputs	Range	Effect on fair value for increase of inputs 輸入數據增加對公平值的影響	Fair value as at 30 September 2018 於二零一八年九月三十日之公平值 HK\$'000 千港元
詳情	估值技術	不可觀察輸入數據	範圍		
Equity investments at fair value through other comprehensive income 以公平值計量且其變動計入其他全面收益之股本投資	Market approach 市場方法	Forward price-to-sales multiple 遠期市銷率	1.0-21.9	Increase 增加	
		Discount of lack of marketability 缺乏市場流通性之折讓影響	30%	Decrease 減少	54,157
Description	Valuation technique	Unobservable inputs	Range	Effect on fair value for increase of inputs 輸入數據增加對公平值的影響	Fair value as at 31 March 2018 於二零一八年三月三十一日之公平值 HK\$'000 千港元
詳情	估值技術	不可觀察輸入數據	範圍		
Equity investments at fair value through other comprehensive income 以公平值計量且其變動計入其他全面收益之股本投資	Market approach 市場方法	Forward price-to-sales multiple 遠期市銷率	1.2-3.4	Increase 增加	
		Discount of lack of marketability 缺乏市場流通性之折讓影響	30%	Decrease 減少	54,157

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

### 5. REVENUE AND SEGMENT INFORMATION 5. 收益及分部資料

For management purpose, the Group's operating segments and their principal activities are as follows:

Outsourced business process management	— Provision of services on management of electronic gaming equipment in Macau
Packaging products business	— Trading of packaging products
Information technology services	— Provision of information technology services to Vietnam parimutuel sector

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

The operation of packaging products business was disposed from the Group during the last interim period.

Upon the termination of information technology services business in Vietnam, no revenue had been generated during the last interim period and the operation of information technology services business in Vietnam was disposed of during the year ended 31 March 2018.

就管理目的而言，本集團經營分部及彼等之主要活動如下：

外判業務流程管理	— 提供澳門電子遊戲設備管理服務
包裝產品業務	— 包裝產品貿易
資訊科技服務	— 為越南彩池投注提供資訊科技服務

本集團之可呈報分部乃提供不同產品及服務之策略業務單位，並因各項業務要求不同技術及市場推廣策略而單獨管理。

於上次中期期間，包裝產品業務營運已自本集團出售。

越南資訊科技服務業務終止後，於上次中期期間概無產生收益及於越南之資訊科技服務業務營運已於截至二零一八年三月三十一日止年度內出售。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

### 5. REVENUE AND SEGMENT INFORMATION 5. 收益及分部資料(續)

#### (Continued)

Information regarding the above segment is reported below.

有關上述分部之資料呈報如下。

#### (a) Segment revenue and results

#### (a) 分部收益及業績

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

下表為按可呈報分部之本集團收益及業績分析：

		For the six-month period ended 30 September 截至九月三十日止六個月期間							
		Outsourced business process management 外判業務流程管理		Packaging products business 包裝產品業務		Information technology services 資訊科技服務		Total 總計	
		2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)
REVENUE:	收益：								
Revenue from external customers	來自外部客戶收益	43,620	60,369	—	5,402	—	—	43,620	65,771
RESULTS:	業績：								
Segment loss	分部虧損	(6,516)	(9,219)	—	(913)	—	(2,081)	(6,516)	(12,213)
Interest income	利息收入							—	2
Unallocated income	未分配收入							34	—
Unallocated corporate expenses	未分配企業開支							(6,488)	(11,810)
Equity-settled share-based payments	以權益支付之股份基礎給付							—	(3,737)
Finance costs	財務成本							(569)	(841)
Loss before tax	除稅前虧損							(13,539)	(28,599)

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

### 5. REVENUE AND SEGMENT INFORMATION 5. 收益及分部資料(續)

#### (Continued)

#### (b) Segment assets and liabilities

#### (b) 分部資產及負債

		At 30 September 2018 於二零一八年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 March 2018 於二零一八年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>Segment assets</b>	<b>分部資產</b>		
Outsourced business process management	外判業務流程管理	21,895	28,062
<b>Total segment assets</b>	<b>分部資產總值</b>	21,895	28,062
Other unallocated assets	其他未分配資產	104,856	56,873
<b>Total assets</b>	<b>資產總額</b>	<b>126,751</b>	<b>84,935</b>
<b>Segment liabilities</b>	<b>分部負債</b>		
Outsourced business process management	外判業務流程管理	2,513	3,728
<b>Total segment liabilities</b>	<b>分部負債總額</b>	2,513	3,728
Other unallocated liabilities	其他未分配負債	4,668	17,648
<b>Total liabilities</b>	<b>負債總額</b>	<b>7,181</b>	<b>21,376</b>

The accounting policies of the reportable segments are the same as the Group's accounting policies. Segment loss represents the loss of each segment without allocation of interest income, finance costs, equity-settled shared-based payments and unallocated income and expenses. This is the measure reported to the chief operating decision maker of the Group for the purposes of resource allocation and assessment of segment performance.

可呈報分部會計政策與本集團會計政策相同。分部虧損指各分部虧損，惟利息收入、財務成本、以權益支付之股份基礎給付及未分配收入及開支不予分配。這是向本集團主要營運決策者所報告之方式，以分配資源及評估分部表現。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

### 5. REVENUE AND SEGMENT INFORMATION (Continued) 5. 收益及分部資料(續)

#### (b) Segment assets and liabilities (Continued)

The Group's unallocated corporate assets at the end of the reporting period mainly consist of bank and cash balances, equity investments at fair value through other comprehensive income, loan receivables and deposits and other receivables. The Group's unallocated liabilities at the end of the reporting period consist of other loans, director's loan and other payables and accruals.

#### (c) Information about geographical market

#### (b) 分部資產及負債(續)

本集團於報告期末之未分配企業資產主要包括銀行及現金結餘、以公平值計量且其變動計入其他全面收益之股本投資、應收貸款以及按金及其他應收款項。本集團於報告期末之未分配負債包括其他貸款、董事貸款以及其他應付款項及應計費用。

#### (c) 有關地區市場之資料

		For the six-month period ended 30 September 截至九月三十日止六個月期間							
		Outsourced business process management 外判業務流程管理		Packaging products business 包裝產品業務		Information technology 資訊科技		Total 總計	
		2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)
Macau	澳門	43,620	60,369	—	—	—	—	43,620	60,369
United Kingdom	英國	—	—	—	1,342	—	—	—	1,342
United Arab Emirates	阿拉伯聯合酋長國	—	—	—	1,158	—	—	—	1,158
United States of America	美利堅合眾國	—	—	—	1,014	—	—	—	1,014
Italy	意大利	—	—	—	457	—	—	—	457
Other	其他	—	—	—	1,431	—	—	—	1,431
		<b>43,620</b>	<b>60,369</b>	<b>—</b>	<b>5,402</b>	<b>—</b>	<b>—</b>	<b>43,620</b>	<b>65,771</b>

During the periods ended 30 September 2018 and 2017, all revenue is recognised at a point of time.

截至二零一八年及二零一七年九月三十日止期間，所有收益於某一時間點確認。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

### 6. OTHER INCOME

### 6. 其他收入

		Six months ended 30 September 截至九月三十日止六個月	
		2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)
Management fee income	管理費收入	1,544	1,578
Interest income on bank deposits	銀行存款利息收入	—	2
Interest income on loan receivables	應收貸款利息收入	34	—
Waiver of other payables	其他應付款項之豁免	—	3,572
Reversal of equity-settled share-based payments	撥回以權益支付之股份基礎給付	—	534
Others	其他	147	182
		<b>1,725</b>	<b>5,868</b>

### 7. OTHER GAINS AND LOSSES

### 7. 其他盈虧

		Six months ended 30 September 截至九月三十日止六個月	
		2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Other gains and losses:</b>	<b>其他盈虧：</b>		
Net foreign exchange gain	匯兌收益淨額	65	578
Loss on disposal of subsidiaries	出售附屬公司虧損	—	(2,591)
(Loss)/gain on disposal of property, plant and equipment	出售物業、機器及設備之(虧損)/收益	(575)	37
Fair value gain on director's loan (note 17)	董事貸款之公平值收益(附註17)	8	—
Fair value (loss)/gain on other loans (note 18)	其他貸款之公平值(虧損)/收益(附註18)	(556)	1,486
		<b>(1,058)</b>	<b>(490)</b>

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

### 8. FINANCE COSTS

### 8. 財務成本

		Six months ended 30 September 截至九月三十日止六個月	
		2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)
Interest expenses on borrowings	借貸之利息開支		
— Imputed interest on other loans	— 其他貸款之名義利息	561	83
— Imputed interest on director's loan	— 董事貸款之名義利息	8	—
— Imputed interest on shareholder's loan	— 股東貸款之名義利息	—	758
		<b>569</b>	<b>841</b>

### 9. INCOME TAX

No provision for Hong Kong profits tax is required since the Group has no assessable profit for the six months ended 30 September 2018 and 2017.

Macau Complementary Tax is calculated at a progressive rate from 9% to 12% on the estimated assessable profit for the period. No provision for Macau Complementary Tax is required as the Company's subsidiary in Macau incurred tax losses for the year. Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of subsidiaries of the Company in the PRC was 25% in previous reporting period.

### 9. 所得稅

由於本集團於截至二零一八年及二零一七年九月三十日止六個月並無任何應課稅溢利，故無須作出香港利得稅撥備。

澳門所得補充稅按本期間之估計應課稅溢利以累進稅率9%至12%計算。由於本公司之澳門附屬公司於本年度產生稅項虧損，故無須計提澳門所得補充稅撥備。根據中國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，本公司位於中國之附屬公司之稅率於前一個報告期間為25%。



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

### 10. LOSS FOR THE PERIOD

The Group's loss for the period is stated after charging:

### 10. 本期間虧損

本集團之期內虧損經扣除下列各項後呈列：

		Six months ended 30 September 截至九月三十日止六個月	
		2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)
Cost of inventories sold	已售存貨成本	—	4,980
Depreciation and amortisation	折舊及攤銷	6,679	7,208
Operating lease rentals in respect of land and buildings	土地及樓宇經營租賃租金	851	2,437
Directors' remuneration	董事薪酬	1,060	6,841
Staff costs (including directors' remuneration):	員工成本(包括董事薪酬)：		
Salaries, allowances and other benefits in kind	薪金、津貼及其他實物福利	7,585	17,089
Equity-settled share-based payments	以權益支付之股份基礎給付	—	3,737
Pension scheme contributions	退休金計劃供款	189	319
Total staff costs	員工成本總額	<b>7,774</b>	<b>21,145</b>

### 11. DIVIDEND

The Directors do not recommend the payment of any dividend for the six months ended 30 September 2018 and 2017.

### 11. 股息

董事不建議派付截至二零一八年及二零一七年九月三十日止六個月之任何股息。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

### 12. LOSS PER SHARE

#### (a) Basic loss per share

The calculation of basic loss per share attributable to owners of the Company is based on the loss of approximately HK\$13,539,000 (For the six months ended 30 September 2017: HK\$28,106,000) for the period attributable to owners of the Company and the weighted average number of 2,116,849,000 (For the six months ended 30 September 2017: 2,073,541,000) ordinary shares in issue during the six months ended 30 September 2018.

#### (b) Diluted loss per share

No diluted loss per share is presented for the periods ended 30 September 2018 and 2017 as the exercise of the Company's outstanding share options would be anti-dilutive.

### 13. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2018, the Group acquired property, plant and equipment of approximately HK\$3,843,000 (Six months ended 30 September 2017: HK\$1,316,000).

In addition, during the current interim period, the Group disposed of certain property, plant and equipment with an aggregate carrying amount of approximately HK\$2,273,000 (Six months ended 30 September 2017: HK\$3,890,000) for a total consideration of approximately HK\$1,530,000 (Six months ended 30 September 2017: HK\$3,927,000) and had been settled by cash during the current interim period (Six months ended 30 September 2017: HK\$3,570,000).

### 12. 每股虧損

#### (a) 每股基本虧損

本公司擁有人應佔每股基本虧損之計算乃基於本公司擁有人應佔本期間虧損約13,539,000港元(截至二零一七年九月三十日止六個月: 28,106,000港元)及於截至二零一八年九月三十日止六個月已發行2,116,849,000股普通股(截至二零一七年九月三十日止六個月: 2,073,541,000股)之加權平均數。

#### (b) 每股攤薄虧損

概無呈列截至二零一八年及二零一七年九月三十日止期間之每股攤薄虧損，此乃由於本公司尚未行使購股權之行使具有反攤薄作用。

### 13. 物業、機器及設備

於截至二零一八年九月三十日止六個月，本集團購買物業、機器及設備約3,843,000港元(截至二零一七年九月三十日止六個月: 1,316,000港元)。

此外，於本中期期間，本集團以代價總額約1,530,000港元(截至二零一七年九月三十日止六個月: 3,927,000港元)出售賬面總值約2,273,000港元(截至二零一七年九月三十日止六個月: 3,890,000港元)之若干物業、機器及設備，並於本中期期間以現金支付(截至二零一七年九月三十日止六個月: 3,570,000港元)。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

### 14. EQUITY INVESTMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

### 14. 以公平值計量且其變動計入其他全面收益之股本投資

	30 September 2018 二零一八年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2018 二零一八年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Unlisted equity securities, at fair value	<b>54,157</b>	54,157

During the year of 2017, the Group invested HK\$155,460,000 in Primus, a company incorporated in United State of America and owned 73,251,487 Series E Preferred Shares (the "Primus Shares") and representing 20.82% equity interests in Primus. Due to certain contractual arrangements with the other shareholders of that company, the Group is unable to exercise significant influence over that company and the investment is classified as equity investments at fair value through other comprehensive income.

There was no change on fair value of equity investments at fair value through other comprehensive income for the six months ended 30 September 2018 (For the year ended 31 March 2018: loss of HK\$104,411,000).

於二零一七年，本集團於Primus（一間於美利堅合眾國註冊成立的公司）投資155,460,000港元及擁有73,251,487股E類優先股（「Primus股份」，相當於Primus的20.82%股權）。由於與該公司其他股東的若干合約安排，本集團未能對Primus行使重大影響力及投資被分類為以公平值計量且其變動計入其他全面收益之股本投資。

截至二零一八年九月三十日止六個月，以公平值計量且其變動計入其他全面收益之股本投資之公平值並無出現變動（截至二零一八年三月三十一日止年度：虧損104,411,000港元）。

### 15. LOAN RECEIVABLES

The balance amounted to approximately HK\$5,021,000, representing the loan to independent third party with interest rate of 9.0% per annum, unsecured and repayment within 1 year.

The balance amounted to approximately HK\$3,478,000, representing the loans to independent third parties with interest rates ranged from 10.8% to 18.0% per annum, secured by certain trade receivables and repayable within 1 year.

### 15. 應收貸款

結餘約5,021,000港元為向獨立第三方授出的貸款，有關貸款按9.0厘的年利率計息、無抵押並須於一年內償還。

結餘約3,478,000港元為向獨立第三方授出的貸款，有關貸款按10.8厘至18.0厘的年利率計息、由若干貿易應收款項抵押並須於一年內償還。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

### 16. OTHER PAYABLES AND ACCRUALS

### 16. 其他應付款項及應計費用

	<b>30 September 2018</b> 二零一八年 九月三十日 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	31 March 2018 二零一八年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Other payables and accruals	<b>3,957</b>	11,172

其他應付款項及應計費用

### 17. DIRECTOR'S LOAN

### 17. 董事貸款

During the six months ended 30 September 2018, the Group entered into a director loan facility agreement with a director of the Company namely, Mr. Kwan Chun Wai Roy ("Mr. Kwan") for an unsecured and unguaranteed interest-free loan facility of HK\$3,000,000 in total. As at 25 July 2018, HK\$1,000,000 had been drawn down by the Company (the "Director's Loan") and will mature and become repayable on 24 July 2020. The Director's Loan was carried at amortised cost by applying an effective interest rate of 10% per annum.

於截至二零一八年九月三十日止六個月，本集團與本公司董事關振緯先生(「關先生」)訂立有關一筆共計3,000,000港元的無抵押及無擔保免息貸款融資之董事貸款融資協議。於二零一八年七月二十五日，本公司已提取1,000,000港元(「董事貸款」)，有關款項將於二零二零年七月二十四日到期償還。董事貸款採用實際年利率10厘按攤銷成本入賬。

During the six months ended 30 September 2018, the Company early repaid the entire amount of the Director's Loan to Mr. Kwan.

於截至二零一八年九月三十日止六個月，本公司已向關先生提前償還全額董事貸款。

### 18. OTHER LOANS

### 18. 其他貸款

#### (a) Other Loan A

#### (a) 其他貸款A

As at 31 March 2017, the balance of shareholder's loan amounted to HK\$17,392,000, representing an unsecured and unguaranteed interest-free loan with principal amount of HK\$20,000,000 (the "Other Loan A") from its former substantial shareholder, namely Mr. Yong Khong Yoong Mark ("Mr. Yong"), which will mature and become repayable on 11 August 2018. The Other Loan A was carried at amortised cost using the effective interest method. The effective interest rate applied was 10% per annum. The difference of the principal and the fair value of the Other Loan A at initial recognition amounting to approximately HK\$3,471,000 was credited as deemed capital contribution from the shareholder in equity.

於二零一七年三月三十一日，股東貸款結餘17,392,000港元指向其前主要股東楊鑛榮先生(「楊先生」)取得本金額為20,000,000港元之無抵押及無擔保免息貸款(「其他貸款A」)，將於二零一八年八月十一日到期償還。其他貸款A以實際利息法按攤銷成本列賬。所用實際年利率為10厘。其他貸款A本金額與於初步確認時之公平值之差額約3,471,000港元已計入權益，列作視作股東出資。

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## 簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

### 18. OTHER LOANS (Continued)

#### (a) Other Loan A (Continued)

As disclosed in the Company's announcement dated 28 August 2017, Mr. Yong had disposed of 503,669,620 shares of the Company on 22 August 2017 and Mr. Yong ceased to be a substantial shareholder of the Company. The Other Loan A was reclassified as other loan as at 28 August 2017.

On 11 September 2017, Mr. Yong and the Company had entered into a supplemental loan agreement, in which the repayment date of the Other Loan A been revised to 11 August 2019.

As at 31 March 2018, the balance of the Other Loan A amounted to HK\$3,074,000, representing an unsecured and unguaranteed interest-free loan with remaining principal amount of HK\$3,500,000, after the repayment of HK\$16,500,000 from the Company to Mr. Yong during the year of 2018.

As at 30 September 2018, the balance of the Other Loan A amounted to HK\$3,224,000, representing an unsecured and unguaranteed interest-free loan with remaining principal amount of HK\$3,500,000.

#### (b) Other Loan B

As at 31 March 2018, the balance of other loan amounted to approximately HK\$2,256,000, representing an unsecured and unguaranteed interest-free loan with principal amount of HK\$2,600,000 from its former substantial shareholder, namely Mr. Tsang Ho Kwan ("Mr. Tsang") (the "Other Loan B"), which will mature and become repayable on 28 September 2019. The Other Loan B was carried at amortised cost using effective interest rate applied was 10% per annum. The difference of the principal and the fair value of the Other Loan B at initial recognition amounting to approximately HK\$413,000 was credited as deemed capital contribution from the shareholder in equity.

### 18. 其他貸款(續)

#### (a) 其他貸款A(續)

誠如本公司日期為二零一七年八月二十八日之公告所披露，楊先生已於二零一七年八月二十二日出售本公司503,669,620股股份且楊先生不再為本公司主要股東。其他貸款A於二零一七年八月二十八日重新分類為其他貸款。

於二零一七年九月十一日，楊先生與本公司訂立補充貸款協議，據此其他貸款A之還款日期已修訂至二零一九年八月十一日。

於二零一八年三月三十一日，其他貸款A結餘3,074,000港元指剩餘本金額3,500,000港元之無抵押及無擔保免息貸款(扣除於二零一八年本公司向楊先生還款16,500,000港元)。

於二零一八年九月三十日，其他貸款A結餘3,224,000港元指剩餘本金額3,500,000港元之無抵押及無擔保免息貸款。

#### (b) 其他貸款B

於二零一八年三月三十一日，其他貸款結餘約2,256,000港元指向其前主要股東曾可群先生(「曾先生」)取得本金額為2,600,000港元之無抵押及無擔保免息貸款(「其他貸款B」)，將於二零一九年九月二十八日到期償還。其他貸款B採用實際年利率10厘按攤銷成本列賬。其他貸款B本金額與於初步確認時之公平值之差額約413,000港元已計入權益，列作視作股東出資。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

### 18. OTHER LOANS (Continued)

#### (b) Other Loan B (Continued)

As disclosed in the Company's announcement dated 22 January 2018, Mr. Tsang had disposed of 503,669,620 shares of the Company and ceased to be a substantial shareholder of the Company. The Other Loan B was reclassified as other loan on 22 January 2018.

During the six months ended 30 September 2018, the Company early repaid the entire amount of the Other Loan B to Mr. Tsang.

#### (c) Other Loan C

As at 31 March 2018, the balance of director's loans amounted to approximately HK\$4,874,000, representing unsecured and unguaranteed interest-free loans with principal amount of HK\$2,000,000, HK\$3,300,000 and HK\$250,000, respectively from a former Director, namely Mr. Tan Teng Hong ("Mr. Tan") (the "Other Loan C"), which will mature and become repayable on 20 May 2019, 22 July 2019 and 28 March 2020, respectively. The Other Loan C was carried at amortised cost using effective interest rate of 10% per annum.

As disclosed in the Company's announcement dated 4 July 2018, Mr. Tan has tendered his resignation as the Director. The Other Loan C was reclassified as other loans on 4 July 2018.

During the six months ended 30 September 2018, HK\$2,300,000 and HK\$1,468,000 had been drawn down by the Company and will mature and become repayable on 28 March 2020 and 4 November 2019, respectively.

During the six months ended 30 September 2018, the Company early repaid the entire amount of the Other Loan C to Mr. Tan.

### 18. 其他貸款(續)

#### (b) 其他貸款B(續)

誠如本公司日期為二零一八年一月二十二日之公告所披露，曾先生已出售本公司503,669,620股股份且不再為本公司主要股東。其他貸款B於二零一八年一月二十二日重新分類為其他貸款。

於截至二零一八年九月三十日止六個月，本公司已向曾先生提前償還全額其他貸款B。

#### (c) 其他貸款C

於二零一八年三月三十一日，董事貸款結餘約4,874,000港元指向其前董事陳政宏先生(「陳先生」)取得本金額分別為2,000,000港元、3,300,000港元及250,000港元之無抵押及無擔保免息貸款(「其他貸款C」)，將分別於二零一九年五月二十日、二零一九年七月二十二日及二零二零年三月二十八日到期償還。其他貸款C採用實際年利率10厘按攤銷成本列賬。

誠如本公司日期為二零一八年七月四日之公告所披露，陳先生已辭任董事職務。其他貸款C於二零一八年七月四日重新分類為其他貸款。

於截至二零一八年九月三十日止六個月，本公司已提取2,300,000港元及1,468,000港元，有關款項將分別於二零二零年三月二十八日及二零一九年十一月四日到期償還。

於截至二零一八年九月三十日止六個月，本公司已向陳先生提前償還全額其他貸款C。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

### 19. SHARE CAPITAL

### 19. 股本

		<b>30 September 2018</b> 二零一八年 九月三十日 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	31 March 2018 二零一八年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Authorised:	法定：		
30,000,000,000 (31 March 2018: 30,000,000,000) ordinary shares of HK\$0.01	30,000,000,000股 (二零一八年三月三十一日： 30,000,000,000股) 每股面 值0.01港元之普通股	<b>300,000</b>	300,000
Issued and fully paid:	已發行及繳足：		
2,366,286,547 (31 March 2018: 2,073,676,547) ordinary shares of HK\$0.01 each	2,366,286,547股 (二零一八年三月三十一日： 2,073,676,547股) 每股面值 0.01港元之普通股	<b>23,663</b>	20,737

Movement of the number of shares issued and the share capital during the current period is as follows:

本期間內已發行股份數目及股本變動如下：

		<b>Number of share issued</b> 已發行股份數目	<b>Share capital</b> 股本
	Notes 附註	'000 千股	HK\$'000 千港元
At 1 April 2017 (audited)	於二零一七年四月一日(經審核)	2,072,826	20,728
Exercise of share options granted	獲授購股權行使 (a)	850	9
At 30 September 2017 (unaudited) and at 31 March 2018 (audited)	於二零一七年九月三十日 (未經審核)及於二零一八年 三月三十一日(經審核)	2,073,676	20,737
Issue of shares on placement	配售時發行之股份 (b)	292,610	2,926
At 30 September 2018 (unaudited)	於二零一八年九月三十日 (未經審核)	<b>2,366,286</b>	<b>23,663</b>

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

### 19. SHARE CAPITAL (Continued)

Notes:

- (a) During the six months ended 30 September 2017, the subscription rights attaching to 850,000 share options were exercised at the subscription price of HK\$0.415 per share, resulting in the issue of 850,000 additional ordinary shares of HK\$0.01 each for a total cash consideration, before expenses, of approximately HK\$353,000, out of which approximately HK\$9,000 and HK\$533,000 were recorded in share capital and share premium respectively.
- (b) On 10 August 2018 and 22 August 2018, the Company entered into a placing agreement and supplemental agreement, respectively, with a placing agent in respect of the placement of 292,610,000 ordinary shares of HK\$0.01 each to independent investors at a price of HK\$0.24 per share. The placement was completed on 4 September 2018, resulting in which approximately HK\$2,926,000 was credited to share capital and the remaining balance of approximately HK\$66,593,000 (net of issuing expenses of approximately HK\$707,000) was credited to share premium.

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of equity attributable to owners of the Company, comprising issued share capital and reserves. The Directors review the capital structure on a regular basis. As part of this review, the Directors consider the cost of capital and the associated risks, and take appropriate actions to adjust the Group's capital structure. The Group's overall strategy remains unchanged from prior periods.

### 19. 股本(續)

附註：

- (a) 於截至二零一七年九月三十日止六個月，850,000份購股權所附之認購權按每股0.415港元之認購價獲行使，導致額外發行850,000股每股面值0.01港元之普通股，扣除開支前之現金代價總額約為353,000港元，其中約9,000港元及533,000港元分別於股本及股份溢價賬內入賬。
- (b) 於二零一八年八月十日及二零一八年八月二十二日，本公司與一名配售代理分別訂立配售協議及補充協議，內容有關按每股0.24港元之價格向獨立投資者配售292,610,000股每股面值0.01港元之普通股。配售已於二零一八年九月四日完成，導致其中約2,926,000港元計入股本，而餘額約66,593,000港元(扣除發行開支約707,000港元)計入股份溢價賬。

本集團管理其資本以確保本集團各實體能夠持續經營，同時透過優化債務及權益平衡為股東創造最大回報。

本集團資本結構包括本公司擁有人應佔權益，當中包括已發行股本及儲備。董事定期審閱資本結構。作為此審閱之一部分，董事考慮資本之成本及相關風險，並採取適當行動以調整本集團之資本架構。本集團之整體策略跟過往期間維持不變。



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

### 20. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS

The Company's share option scheme (the "Scheme") was adopted pursuant to a resolution passed on 28 September 2012 and amended on 8 August 2014 for the primary purpose of providing incentives to the eligible participants, and unless otherwise cancelled or amended, will expire on 8 August 2024.

The table below discloses movement of the Company's share options held by the eligible participants:

### 20. 以權益支付之股份基礎給付交易

本公司之購股權計劃(「計劃」)乃根據於二零一二年九月二十八日通過之決議案獲採納，並於二零一四年八月八日經修訂，主要目的為向合資格參與者提供獎勵，而除非另行註銷或修訂，否則將於二零二四年八月八日屆滿。

下表披露合資格參與者所持本公司購股權之變動：

		Number of share options 購股權數目
<b>Outstanding as at 1 April 2017 (audited)</b>	於二零一七年四月一日尚未行使(經審核)	<b>89,570,000</b>
Granted during the period	期內授出	20,700,000
Exercised during the period	期內行使	(850,000)
Lapsed during the period	期內失效	(34,610,000)
<b>Outstanding as at 30 September 2017 (unaudited)</b>	於二零一七年九月三十日尚未行使(未經審核)	<b>74,810,000</b>
Lapsed during the period	期內失效	(26,400,000)
<b>Outstanding as at 1 April 2018 (audited)</b>	於二零一八年四月一日尚未行使(經審核)	<b>48,410,000</b>
Granted during the period (Note)	期內授出(附註)	82,800,000
Cancelled during the period (Note)	期內取消(附註)	(82,800,000)
Lapsed during the period	期內失效	(17,610,000)
<b>Outstanding as at 30 September 2018 (unaudited)</b>	於二零一八年九月三十日尚未行使(未經審核)	<b>30,800,000</b>

There were no share options exercised during the period and the weighted average share price at the date of exercise for share options exercised during the six months ended 30 September 2017 was HK\$0.534.

Note: On 10 August 2018 (after trading hours), the Company has granted 82,800,000 Share Options (the "Options") to eligible participants of the Group (the "Grantees"). Subject to acceptance of the Grantees, 20,700,000 Options were granted to each of the Grantees. Subsequently, the Company, as approved by the Board and with the consent of the Grantees, has cancelled the grant of the options with effect from 24 August 2018. None of Grantees has accepted the Options. Details of the grant and cancellation of the Options were set out in the Company's announcements dated 13 August 2018 and 24 August 2018.

概無購股權於本期間內獲行使，而截至二零一七年九月三十日止六個月內的已行使購股權於行使日期之加權平均股價為0.534港元。

附註：於二零一八年八月十日(交易時段後)，本公司已向本集團之合資格參與者(「承授人」)授出82,800,000份購股權(「購股權」)。每一名承授人獲授20,700,000份購股權，惟須待承授人接納後方可作實。其後，經董事會批准及承授人同意，本公司已取消授出購股權，自二零一八年八月二十四日起生效。概無承授人接納購股權。授出及取消購股權的詳情載於本公司日期為二零一八年八月十三日及二零一八年八月二十四日之公告。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

### 21. RELATED PARTY TRANSACTIONS

- (a) In addition to those related party transactions and balances disclosed elsewhere in the financial statements, the Group had no transactions with its related parties.
- (b) Compensation of key management

The remuneration of key management personnel (only the Directors) of the Group during the current period was as follow:

### 21. 關連人士交易

- (a) 除財務報表其他部分披露之關連人士交易及結餘外，本集團與其關連人士概無交易。
- (b) 主要管理層薪酬

於本期間，本集團之主要管理層人員(僅董事)之薪酬如下：

		<b>Six months ended</b>	
		<b>30 September</b>	
		截至九月三十日止六個月	
		<b>2018</b>	2017
		二零一八年	二零一七年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
		<b>(Unaudited)</b>	(Unaudited)
		(未經審核)	(未經審核)
Salaries, allowances and other benefits in kind	薪金、津貼及其他實物福利	<b>1,052</b>	3,102
Retirement benefits scheme contributions	退休福利計劃供款	<b>8</b>	2
Equity-settled share-based payments	以權益支付之股份基礎給付	<b>—</b>	3,737
		<b>1,060</b>	6,841

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

### 22. LITIGATIONS

- (a) The Company against Mr. Cheng Chee Tock Theodore (deceased) (“Mr. Cheng”), Ms. Leonora Yung (“Ms. Yung”) and others

For details, background and the development of this litigation in the prior years, please refer to previously issued annual reports since 2010/2011 and interim reports since 2011/2012.

There was no other development for this litigation during the reporting period.

- (b) The Company and Highsharp Investments Limited, as the Plaintiffs

For details, background and the development of this litigation in the prior years, please refer to previously issued annual reports since 2010/2011 and interim reports since 2011/2012.

There was no other development for this litigation during the reporting period.

- (c) The Company and Ace Precise International Limited, as the Plaintiffs

For details, background and the development of this litigation in the prior years, please refer to previously issued annual reports since 2010/2011 and interim reports since 2011/2012.

There was no other development for this litigation during the reporting period.

- (d) The Company together with former subsidiaries of the Company against Mr. Cheng

For details, background and the development of this litigation in the prior years, please refer to previously issued annual reports since 2010/2011 and interim reports since 2011/2012.

By the order of the Court on 31 July 2018, the Case Management Summons Hearing on 1 August 2018 was vacated and adjourned to 30 January 2019.

### 22. 訴訟

- (a) 本公司訴成之德先生(「成先生」)(已身故)、榮智豐女士(「榮女士」)及其他人士

有關此項訴訟之詳情、背景資料及於過往年度之發展，請參閱之前刊發之二零一零年至二零一一年年度報告及二零一一年至二零一二年中期報告。

此項訴訟於報告期間並無其他發展。

- (b) 本公司與高銳投資有限公司(作為原告人)

有關此項訴訟之詳情、背景資料及於過往年度之發展，請參閱之前刊發之二零一零年至二零一一年年度報告及二零一一年至二零一二年中期報告。

此項訴訟於報告期間並無其他發展。

- (c) 本公司與 Ace Precise International Limited (作為原告人)

有關此項訴訟之詳情、背景資料及於過往年度之發展，請參閱之前刊發之二零一零年至二零一一年年度報告及二零一一年至二零一二年中期報告。

此項訴訟於報告期間並無其他發展。

- (d) 本公司連同其前附屬公司訴成先生

有關此項訴訟之詳情、背景資料及於過往年度之發展，請參閱之前刊發之二零一零年至二零一一年年度報告及二零一一年至二零一二年中期報告。

根據法庭於二零一八年七月三十一日作出之命令，二零一八年八月一日之案件管理傳票聆訊取消並押後至二零一九年一月三十日。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

### 23. CAPITAL COMMITMENTS

As at 30 September 2018, the Group's capital expenditure contracted for but not provided in respect of acquisition of property, plant and equipment amounted to approximately HK\$1,250,000 (31 March 2018: Nil).

### 24. CONTINGENT LIABILITIES

As at 30 September 2018 and 31 March 2018, the Group did not have any significant contingent liabilities.

### 25. EVENT AFTER REPORTING PERIOD

As at the approval date on these condensed consolidated financial statements, the Group had no significant event after the reporting period which need to be disclosed.

### 26. APPROVAL OF FINANCIAL STATEMENTS

The condensed consolidated financial statements were approved and authorised for issue by the board of Directors on 26 November 2018.

### 23. 資本承擔

於二零一八年九月三十日，本集團就購置物業、機器及設備已訂約但並無作出撥備之資本開支約為1,250,000港元(二零一八年三月三十一日：無)。

### 24. 或然負債

於二零一八年九月三十日及二零一八年三月三十一日，本集團並無任何重大或然負債。

### 25. 報告期後事件

於該等簡明綜合財務報表獲批准之日，本集團並無重大報告期後事項須予披露。

### 26. 批准財務報表

該等簡明綜合財務報表於二零一八年十一月二十六日獲董事會批准及授權刊發。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW

During the six months ended 30 September 2018 (the “Period Under Review”), the Group was principally engaged in provision of outsourced business process management for electronic gaming machines in Macau (the “Outsourced Business Process Management”). During the Period Under Review, no revenue had been generated from packaging products business and information technology services business since the operation of packaging products business and the Vietnam’s operation of information technology services business were disposed of during the last interim period and during the year ended 31 March 2018, respectively.

During the Period Under Review, revenue generated from the Outsourced Business Process Management decreased by approximately 27.7% from approximately HK\$60.4 million in the same period of last year (the “Last Corresponding Period”) to approximately HK\$43.6 million. The decrease was mainly attributable to the cessation of one of the operation outlets located at the Landmark Macau during the Last Corresponding Period and intense competition in the Macau gaming market faced by the Group. Despite the cost control measures implemented by the Group in Macau operations, the loss was incurred from such segment. The loss from this captioned segment during the Period Under Review was approximately HK\$6.5 million compared with loss of approximately HK\$9.2 million during the Last Corresponding Period, which is mainly due to successfully controlling the operating costs.

On one hand, the Group strives to continuously concentrate on its Outsourced Business Process Management business and on the other hand, the Group will take cautious control of its operating costs so as to maintain its competitiveness in the market.

The Group has been actively looking for investment opportunities to continue to expand and upgrade its business. The Group has made an investment in Primus Power Corporation (“Primus”), a company incorporated in the USA principally engaged in the provision of electrical energy storage system solutions. The Company is constantly reviewing the performance of Primus and reviewing its strategy on its investment in Primus.

Details of the fair value measurement for the Group’s investment in Primus are set out in note 4 in the notes to the condensed consolidated financial statements in this report. Shareholders and potential investors of the Company should note that the fair value of such equity investments may vary depending on the valuation techniques used by different valuers, although the Company and its independent valuer have endeavored to ensure that the valuation techniques adopted are in accordance with standard valuation practices and accurately reflect the fair value of such equity investments.

### 業務回顧

截至二零一八年九月三十日止六個月（「回顧期間」），本集團主要從事為澳門電子博彩機提供外判業務流程管理（「外判業務流程管理」）。於回顧期間，由於包裝產品業務營運及於越南之資訊科技服務營運已分別於上一個中期期間及截至二零一八年三月三十一日止年度內出售，故包裝產品業務及資訊科技服務業務並無產生收益。

於回顧期間，外判業務流程管理產生之收益由去年同期（「去年同期」）約60.4百萬港元減少約27.7%至約43.6百萬港元。該減少乃主要歸因於本集團於去年同期終止位於澳門置地廣場之其中一個營運網點及於澳門博彩業市場中面臨激烈的競爭。儘管本集團仍於澳門業務中執行成本控制措施，但該分部仍產生虧損。於回顧期間，上文所提及之分部之虧損約6.5百萬港元對比之去年同期虧損約9.2百萬港元，主要由於成功控制經營成本。

一方面，本集團會力圖繼續關注其外判業務流程管理業務，另一方面，本集團將謹慎控制其營運成本，以保持其市場競爭力。

本集團一直積極尋找投資機會以持續擴展及優化其業務。本集團已對Primus Power Corporation（「Primus」）作出投資，Primus為一家在美國註冊成立並主要從事提供電能儲能系統解決方案之公司。本公司會不斷審查Primus的表現及檢討對Primus的投資策略。

本集團於Primus之投資之公平值計量詳情載於本報告簡明綜合財務報表附註4。務請股東及本公司潛在投資者注意，儘管本公司及其獨立估值師已竭力確保所採用的估值技術符合標準估值常規並可準確反映該等股本投資之公平值，惟該等股本投資之公平值或會因不同估值師所用的估值技術而不同。

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### FUTURE DEVELOPMENTS IN THE BUSINESS OF THE GROUP

As stated in the Company's annual report for the year ended 31 March 2018, the Group has encountered the possibilities of applying blockchain technologies to complement or diversify its business operations. The Group wishes to form strategic partnership with and invest tactically into leading fintech companies, and to realign its resources in rebuilding its information technology services business.

On 26 October 2018, the Company announced the proposed change of the English name of the Company from "Success Dragon International Holdings Limited" to "ezBlock Capital International Holdings Limited" and adoption of the Chinese name of "易塊資本國際控股有限公司" as the secondary name of the Company to replace the existing name in Chinese of "勝龍國際控股有限公司" which was adopted for identification purpose only (the "Change of Company Name"). A special resolution will be proposed at a special general meeting of the Company (the "SGM") to be convened to consider and, if thought fit, approve the Change of Company Name.

The Board considers that the proposed Change of Company Name can promote and strengthen the Company's corporate image and enable the Group to better identify and obtain business opportunities for its future development. As such, the Board is of the view that the Change of Company Name is in the best interests of the Company and the shareholders of the Company (the "Shareholders") as a whole.

Details of the Change of Company Name were set out in the Company's announcement dated 26 October 2018. A circular containing, amongst other things, further information regarding the Change of Company Name together with the notice of the SGM will be despatched to the Shareholders as soon as practicable.

On 9 November 2018, Shengye Minghua Commercial Factoring (Shenzhen) Limited\* (盛業銘華商業保理(深圳)有限公司) ("Shengye Minghua"), an indirect wholly-owned subsidiary of the Company, entered into a business development service agreement (the "Service Agreement") with Shenzhen Qianhai Linklogis Financial Services Company Limited\* (深圳前海聯易融金融服務有限公司) ("Linklogis"). In addition, on 9 November 2018, Shengye Minghua entered into a supplemental agreement to the Service Agreement ("Supplemental Agreement") with Shenzhen Qianhai Weqi Blockchain Technology Limited\* (深圳前海微企區塊鏈科技有限公司) ("SQ Weqi"), a wholly owned subsidiary of Linklogis. Pursuant to the Service Agreement and the Supplemental Agreement (collectively, the "Agreements"), the Group will provide business development services for WeQChain (微企鏈平台), a supply chain financing platform built by Linklogis based on blockchain technology. The Group agrees to source

### 本集團業務之未來發展

誠如本公司截至二零一八年三月三十一日止年度之年報所載，本集團發現到應用區塊鏈技術可輔助或擴展其業務營運的可行性。本集團有意與領先金融科技公司建立戰略合作夥伴關係並對其進行戰略性投資，並重新調整其資源，重組資訊科技服務業務。

於二零一八年十月二十六日，本公司宣佈建議將本公司之英文名稱由「Success Dragon International Holdings Limited」更改為「ezBlock Capital International Holdings Limited」，並採納中文名稱「易塊資本國際控股有限公司」為本公司之第二名稱，以代替僅供識別用途而採納之現有中文名稱「勝龍國際控股有限公司」(「更改公司名稱」)。一項特別決議案將會在本公司將召開的股東特別大會(「股東特別大會」)上提呈，以考慮並酌情批准更改公司名稱。

董事會認為建議更改公司名稱能提升及加強本公司企業形象，並有助本集團更好地為日後發展物色及獲取商機。因此，董事會認為更改公司名稱符合本公司及本公司股東(「股東」)之整體最佳利益。

有關更改公司名稱之詳情載於本公司日期為二零一八年十月二十六日之公告。一份載有(其中包括)更改公司名稱之進一步資料，連同股東特別大會通告之通函，將於實際可行情況下盡快寄發予股東。

於二零一八年十一月九日，本公司之間接全資附屬公司盛業銘華商業保理(深圳)有限公司(「盛業銘華」)與深圳前海聯易融金融服務有限公司(「聯易融」)訂立商務拓展服務協議(「服務協議」)。此外，於二零一八年十一月九日，盛業銘華與聯易融的全資附屬公司深圳前海微企區塊鏈科技有限公司(「深前微企」)訂立服務協議之補充協議(「補充協議」)。根據服務協議和補充協議(統稱「協議」)，本集團將為聯易融開發的區塊鏈供應鏈金融平台「微企鏈平台」提供商務拓展服務。本集團將尋求需要進行供應鏈金融服務的企業，促使該等企業及其供應商使用微企鏈平台就供應商持有的應收賬款進行融

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businesses with the need of supply chain financing services and procure them and their suppliers to use WeQChain for financing the accounts receivables held by the suppliers. SQ Weqi agrees to pay the Group a service fee every quarter during the term of the Agreements for the business development services provided by the Group. The Agreements have a term of two years from the date of the Agreements, which may be terminated by 30 days' notice in writing served by either party on the other.

Details of the Agreements were set out in the Company's announcement dated 9 November 2018.

On 12 November 2018, Success Dragon Operations Limited ("SDO"), a wholly-owned subsidiary of the Company, has entered into an agreement to purchase four trade receivables with a total size of RMB3.97 million (the "Purchase") from an independent commercial factoring company in China and the debtor of these trade receivables is a wholly-owned subsidiary of a large Chinese state-owned enterprise in the construction sector. The trade receivables are scheduled to be repaid by the end of March 2019. Upon repayment, these receivables will generate revenue in the form of interest.

Details of the Purchase were set out in the Company's announcement dated 12 November 2018.

As at the date of this interim report, the Group had no plans for material investments or acquisition of capital assets. However, the Group will continue to identify new opportunities for business development. In the event that any definitive agreement is entered into in relation to any material investments or acquisition of capital assets, further announcement(s) will be made if and when required or as appropriate in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

*The English transliteration of the Chinese name(s) in this report, which is indicated with "\*", is included for information purpose only, and should not be regarded as the official English name(s) of the relevant entity(ies)*

資。在協議期間深前微企將就本集團提供的商務拓展服務於每季度支付服務費。協議有效期為自協議日期起兩年，協議任何一方有權提前30日書面通知另一方終止協議。

有關協議之詳情載於本公司日期為二零一八年十一月九日之公告。

於二零一八年十一月十二日，本公司全資附屬公司勝龍企業管理有限公司(「勝龍企業管理」)訂立一份協議，以向一間獨立的中國商業保理公司購買境內四項總額為人民幣3.97百萬元之貿易應收款項(「購買事項」)，而該等貿易應收款項之債務人為從事建築的一間大型中國國有企業之全資附屬公司。貿易應收款項計劃於二零一九年三月末前償還。該等應收款項於償還時將為集團帶來利息收益。

有關購買事項之詳情載於本公司日期為二零一八年十一月十二日之公告。

於本中期報告日期，本集團並無任何重大投資或收購資本資產之計劃。然而，本集團將繼續物色新的業務發展機會。倘就任何重大投資或收購資本資產訂立任何確實協議，本集團將根據香港聯合交易所有限公司證券上市規則(「上市規則」)於需要或適當時作出進一步公佈。

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### FINANCIAL REVIEW

During the Period Under Review, the Outsourced Business Process Management business continued to be the Group's core business which contributed approximately 100.0% (Last Corresponding Period: approximately 91.8%) of the Group's total revenue. The revenue derived from this business segment was approximately HK\$43.6 million, representing a decrease of approximately 27.7% (Last Corresponding Period: approximately HK\$60.4 million). During the Period Under Review, no revenue had been generated from packaging products business (Last Corresponding Period: HK\$5.4 million) and information technology services business (Last Corresponding Period: Nil) since the operation of packaging products business and the Vietnam's operation of information technology services business were disposed of during the last interim period and during the year ended 31 March 2018, respectively. As a result of the above, for the six months ended 30 September 2018, the Group recorded a total revenue of approximately HK\$43.6 million (Last Corresponding Period: approximately HK\$65.8 million), representing a decrease of approximately 33.7%.

During the Period Under Review, the Group recorded a decrease in administrative and other expenses by approximately HK\$20.4 million or 46.4% from approximately HK\$44.0 million for the Last Corresponding Period to approximately HK\$23.6 million for the Period Under Review. The decrease was primarily attributed to the reduction of depreciation and amortisation costs, operating lease rentals as well as the decrease of operating costs relating to the Outsourced Business Process Management as aforementioned.

As compared to the Last Corresponding Period, other income decreased by approximately HK\$4.2 million or 70.6%. The decrease was mainly because the Group had recorded a gain on waiver of other payables of approximately HK\$3.6 million in the Last Corresponding Period. The Group's other gains and losses increased from losses of approximately HK\$0.5 million in the Last Corresponding Period to losses of approximately HK\$1.1 million, which was mainly due to the net effect of (i) loss on disposal of property, plant and equipment of approximately HK\$0.6 million; and (ii) a fair value loss of approximately HK\$0.6 million on other loan from a former substantial shareholder recognised during the six months ended 30 September 2018. Selling and distribution costs of the Group during the Period Under Review were recorded at approximately HK\$2.5 million which were similar to that of the Last Corresponding Period of approximately HK\$2.6 million.

### 財務回顧

於回顧期間，外判業務流程管理業務繼續為本集團之核心業務，為本集團總收益貢獻約100.0%（去年同期：約91.8%）。來自此業務分部之收益約為43.6百萬港元，減少約27.7%（去年同期：約60.4百萬港元）。於回顧期間，由於包裝產品業務營運及於越南之資訊科技服務營運已分別於上一個中期期間及截至二零一八年三月三十一日止年度內出售，故包裝產品業務及資訊科技服務業務並無產生收益，而去年同期分別產生收益5.4百萬港元及零港元。由於上述原因，截至二零一八年九月三十日止六個月，本集團錄得總收益約43.6百萬港元（去年同期：約65.8百萬港元），減少約33.7%。

於回顧期間，本集團錄得行政管理及其他開支由去年同期的約44.0百萬港元減少約20.4百萬港元或46.4%至回顧期間的約23.6百萬港元。該減少乃主要歸因於折舊及攤銷成本、經營租賃租金以及上述外判業務流程管理相關的運營成本減少所致。

與去年同期相比，其他收入減少約4.2百萬港元或70.6%。該減少主要由於本集團於去年同期錄得其他應付款項之豁免收益約3.6百萬港元。本集團其他盈虧由去年同期虧損約0.5百萬港元增加至虧損約1.1百萬港元，主要由於(i)出售物業、機器及設備之虧損約為0.6百萬港元；及(ii)截至二零一八年九月三十日止六個月內確認之一名前主要股東的其他貸款產生的公平值虧損約0.6百萬港元之淨額影響所致。本集團錄得回顧期間之銷售及分銷成本約2.5百萬港元，與去年同期之約2.6百萬港元相若。



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As a result of the above, the Group recorded a decrease of net loss of approximately HK\$15.1 million from approximately HK\$28.6 million for the Last Corresponding Period to approximately HK\$13.5 million during the Period Under Review.

### LIQUIDITY, FINANCIAL RESOURCES AND FOREIGN CURRENCY EXPOSURE

As at 30 September 2018, the Group had bank and cash balances of approximately HK\$38.2 million. As at the same date, the Group had a liability component of the unsecured and unguaranteed interest-free loan of approximately HK\$3.2 million, which was borrowed from a former substantial shareholder of the Company namely, Mr. Yong Khong Yoong Mark, for a principal amount of HK\$20 million. On 11 September 2017, Mr. Yong and the Company had entered into a supplemental loan agreement, pursuant to which the repayment date of the Loan had been extended to 11 August 2019.

During the Period Under Review, the Group entered into a director loan facility agreement with a Director, namely Mr. Kwan Chun Wai Roy ("Mr. Kwan") for an unsecured and unguaranteed interest-free loan facility of HK\$3,000,000 in total. As at 25 July 2018, HK\$1,000,000 had been drawn down by the Company (the "Director's Loan") and will mature and become repayable on 24 July 2020. The Company had early repaid the entire amount of the Director's Loan to Mr. Kwan during the Period Under Review.

As at 31 March 2018, the balance of director's loans amounted to approximately HK\$4,874,000, representing unsecured and unguaranteed interest-free loans with principal amount of HK\$2,000,000, HK\$3,000,000 and HK\$250,000, respectively from a former Director, namely Mr. Tan Teng Hong ("Mr. Tan"), which will mature and become repayable on 20 May 2019, 22 July 2019 and 28 March 2020, respectively. As disclosed in the Company's announcement dated 4 July 2018, Mr. Tan has tendered his resignation as the Director. These director's loans were reclassified as other loans on 4 July 2018. During the Period Under Review, HK\$2,300,000 and HK\$1,468,000 had been drawn down by the Company which will mature and become repayable on 28 March 2020 and 4 November 2019, respectively, and the Company had early repaid the entire amount of the other loans to Mr. Tan during the period.

During the Last Corresponding Period, the Group entered into a shareholder loan agreement with a former substantial shareholder of the Company, namely, Mr. Tsang Ho Kwan ("Mr. Tsang") for an unsecured and unguaranteed interest-free loan facility of HK\$5 million in total. As at 30 September 2017, HK\$1 million had been drawn down by the Company and will mature and become repayable on 28 September 2019 (the "Shareholder's Loan"). On 8 November 2017, the Group had entered into a supplemental loan agreement with Mr. Tsang for a loan facility amount of HK\$5 million, which would be unsecured and unguaranteed interest-free. During the Period Under Review, the Group had early repaid the entire amount of other loan to Mr. Tsang. Apart from the above, the Group did not have any other borrowings and had not engaged in any financial instruments for hedging or speculative activities.

由於上述原因，本集團錄得淨虧損由去年同期約28.6百萬港元減少約15.1百萬港元至回顧期間之約13.5百萬港元。

### 流動資金、財務資源及外幣風險

於二零一八年九月三十日，本集團之銀行及現金結餘約為38.2百萬港元。於同日，本集團之無抵押及無擔保免息貸款之負債部分約為3.2百萬港元，乃由本公司之一名前主要股東楊鑾先生借入，本金額為20百萬港元。於二零一七年九月十一日，楊先生與本公司訂立補充貸款協議，據此貸款之還款日期已延長至二零一九年八月十一日。

於回顧期間，本集團與董事關振緯先生（「關先生」）訂立有關一筆共計3,000,000港元的無抵押及無擔保免息貸款融資之董事貸款融資協議。於二零一八年七月二十五日，本公司已提取1,000,000港元（「董事貸款」），有關款項將於二零二零年七月二十四日到期償還。於回顧期間，本公司已向關先生提前償還全額董事貸款。

於二零一八年三月三十一日，董事貸款結餘約4,874,000港元指向前董事陳政宏先生（「陳先生」）取得本金額分別為2,000,000港元、3,000,000港元及250,000港元之無抵押及無擔保免息貸款，有關款項將分別於二零一九年五月二十日、二零一九年七月二十二日及二零二零年三月二十八日到期償還。誠如本公司日期為二零一八年七月四日之公告所披露，陳先生已辭任董事職務。該等董事貸款於二零一八年七月四日重新分類為其他貸款。於回顧期間，本公司已提取2,300,000港元及1,468,000港元，有關款項將分別於二零二零年三月二十八日及二零一九年十一月四日到期償還，而本公司已於該期間向陳先生提前償還全額其他貸款。

於去年同期，本集團與本公司一名前主要股東曾群先生（「曾先生」）就總計為5百萬港元之無抵押及無擔保免息貸款融資訂立了一項股東貸款協議。於二零一七年九月三十日，本公司已提取1百萬港元，並將於二零一九年九月二十八日到期償還（「股東貸款」）。於二零一七年十一月八日，本集團與曾先生就貸款融資5百萬港元訂立補充貸款協議，其將為無抵押及無擔保免息。於回顧期間，本集團已向曾先生提前償還全額其他貸款。除上述外，本集團概無任何其他借款，亦未有從事對沖或投機活動的任何金融工具。

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The gearing ratio of loans against the total equity as at 30 September 2018 was approximately 2.7%. As the bank deposits and cash on hand were denominated in Hong Kong dollar, followed by Macau Pataca, US Dollar and Renminbi, the Group's exchange risk exposure continues to depend on the movement of the exchange rates of the aforesaid currencies.

### TREASURY POLICY

The Group maintains a conservative approach on foreign exchange exposure management and ensures that its exposure to fluctuations in foreign exchange rates is minimised. The Group did not engage in any derivatives agreement and did not commit to any financial instruments to hedge its foreign exchange exposures during the six months ended 30 September 2018. The Group will continue to monitor its foreign exchange exposure closely and will consider hedging significant foreign currency exposure should the need arise.

Apart from the term loans borrowed from the Company's former substantial shareholder as described hereinabove, the Group did not have any other outstanding borrowings.

### CAPITAL STRUCTURE

Save as the placing of new shares mentioned under the heading of "ISSUE OF SHARES" below, there was no significant change in the Group's capital structure for the six months ended 30 September 2018.

### ISSUE OF SHARES

#### Placing of 292,610,000 ordinary Shares under general mandate of the Company

On 10 August 2018 and 22 August 2018, the Company and C.P. Securities International Limited (the "Placing Agent") entered into a placing agreement (the "Placing Agreement") and supplemental agreement (the "Supplemental Agreement") respectively, pursuant to which the Company has appointed the Placing Agent to procure, on a best efforts basis, not less than six placees who were professional, institutional or other private investors to subscribe for up to 292,610,000 ordinary Shares of HK\$0.01 each at a price of HK\$0.24 per share (the "Placing Shares"), representing (i) approximately 14.11% of the existing issued share capital of the Company as at the date of the Supplemental Agreement; and (ii) approximately 12.37% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares. The closing price of the Shares as quoted on the Stock Exchange on 10 August 2018, being the date of the Placing Agreement, was HK\$0.250 per Share. The Company received net proceeds from the placing, after deducting placing commission and other fees and expenses, of approximately HK\$68.8 million ("Net Proceeds"). The proceeds from the placing are to be utilized for business development, to repay director's loan, other loans and other payables and as the general working capital of the Group. Details of the placing were set out in the announcements of the Company dated 10 August 2018 and 22 August 2018.

於二零一八年九月三十日，貸款對總權益之負債比率約為2.7%。由於銀行存款及手頭現金以港元計值，其次為澳門元、美元及人民幣，故本集團之外匯風險繼續受上述貨幣之匯率變動影響。

### 財資政策

本集團在外匯風險管理方面繼續採取審慎方針，確保將外匯匯率波動風險減至最低。本集團並未涉及任何衍生交易協議，亦無使用任何金融工具對沖其於截至二零一八年九月三十日止六個月之外匯風險。本集團將繼續緊密監控其外匯風險以及將考慮對沖其重大外幣風險(倘需要)。

除上述自一名本公司前主要股東所訂立之有期貸款之外，本集團並無任何其他未償還借貸。

### 資本架構

除下文「發行股份」一段所述之配售新股外，本公司之資本架構於截至二零一八年九月三十日止六個月概無出現重大變動。

### 發行股份

#### 根據本公司一般授權配售292,610,000股普通股

於二零一八年八月十日及二零一八年八月二十二日，本公司與中和證券國際有限公司(「配售代理」)分別訂立配售協議(「配售協議」)及補充協議(「補充協議」)，據此，本公司已委任配售代理，按盡力基準促成不少於六名承配人(為專業投資者、機構投資者或其他私人投資者)以每股股份0.24港元的價格認購最多292,610,000股每股面值0.01港元之普通股(「配售股份」)，相當於(i)本公司於補充協議日期之現有已發行股本約14.11%；及(ii)經配發及發行配售股份而擴大之本公司已發行股本約12.37%。股份於二零一八年八月十日(即配售協議日期)在聯交所所報收市價為每股0.250港元。本公司收到經扣除配售佣金以及其他費用及開支後之配售事項所得款項淨額約68.8百萬港元(「所得款項淨額」)。配售事項的所得款項將用於業務發展、償還董事貸款、其他貸款及其他應付款項以及用作本集團之一般營運資金。配售詳情載於本公司日期為二零一八年八月十日及二零一八年八月二十二日之公告。

# Management Discussion and Analysis

## 管理層討論及分析

Up to 30 September 2018, HK\$8.5 million of the Net Proceeds were utilized for business development, HK\$17.7 million of the Net Proceeds were utilized to repay director's loan, other loans and other payables and HK\$1.9 million of the Net Proceeds were utilized as the general working capital of the Group.

### MATERIAL ACQUISITIONS, DISPOSALS AND SIGNIFICANT INVESTMENT

The Company did not have any material acquisition, disposal and significant investment in subsidiaries, associates and joint ventures during the six months ended 30 September 2018.

### PLEDGE OF ASSETS

As at 30 September 2018, no asset was pledged by the Group.

### CAPITAL COMMITMENTS

As at 30 September 2018, the Group's capital expenditure contracted for but not provided in the interim financial statements in respect of acquisition of property, plant and equipment amounted to approximately HK\$1,250,000.

### EMPLOYEES AND REMUNERATION POLICY

The Group employed 44 permanent employees as at 30 September 2018, with 5 employees in Hong Kong and 39 employees in Macau.

The Group continued to review the remuneration packages of employees with reference to the level and compensation of pay, general market condition and individual performance. Staff benefits offered by the Group to its employees include contribution to defined contribution retirement scheme, discretionary bonus, share option scheme, medical allowance and hospitalization scheme and housing allowance, the quality of which is generally in line with the local practice. The Group supports a fair, transparent and high performance culture through its human resources policies, by developing and improving its programs particularly on recruitment, performance management, training and development and employee relations.

### LITIGATION

The Group has a number of pending litigations and in the opinion of the legal counsel of the Company engaged in respect of such litigations, it is premature to predict the outcomes. Details of litigation are disclosed in note 22 to the interim financial statements.

截至二零一八年九月三十日，8.5百萬港元的所得款項淨額已用於業務發展，17.7百萬港元的所得款項淨額已用於償還董事貸款、其他貸款及其他應付款項，以及1.9百萬港元的所得款項淨額已作本集團之一般營運資金。

### 重大收購、出售及重大投資

本公司於截至二零一八年九月三十日止六個月期間並無有關附屬公司、聯營公司及合營企業之任何重大收購、出售及重大投資。

### 資產質押

於二零一八年九月三十日，本集團並無質押任何資產。

### 資本承擔

於二零一八年九月三十日，本集團就購置物業、機器及設備已訂約但並無於中期財務報表內作出撥備之資本開支約為1,250,000港元。

### 僱員及薪酬政策

於二零一八年九月三十日，本集團聘用44名長期僱員，其中5名在香港及39名在澳門。

本集團參考薪酬水平及組合、整體市況及個人表現，持續檢討僱員之薪酬待遇。本集團向僱員提供之員工福利包括定額供款退休計劃供款、酌情花紅、購股權計劃、醫療津貼及住院計劃以及房屋津貼，其福利水平一般與本地慣例相符。本集團透過人力資源政策啟動及改善招聘、績效管理、培訓和發展以及僱傭關係等計劃，以維持其公平、透明及高績效之文化。

### 訴訟

本集團有多宗待決訴訟，而本公司負責相關訴訟之法律顧問認為預測相關結果仍言之尚早。訴訟詳情於中期財務報表附註22披露。

# Other Information

## 其他資料

### DIRECTORS' INTERESTS IN SECURITIES

As at 30 September 2018, the interests and short positions of the Directors or chief executive of the Company and their associates in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which were required (a) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) contained in the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) to be notified to the Company and the Stock Exchange were as follows:

#### Long positions in shares of the Company (the “Shares”)

Name 姓名	Capacity 身份	Number of Shares 股份數目	Shareholding 持股量 (%) (Note) (附註)
Mr. YONG Peng Tak (resigned with effect from 30 September 2018) 楊平達先生 (自二零一八年九月三十日起辭任)	Beneficial owner  實益擁有人	800,000	0.03

Note:

The percentage of shareholding is calculated based on the number of issued shares of the Company as at 30 September 2018.

### 董事之證券權益

於二零一八年九月三十日，本公司之董事或最高行政人員及彼等之聯繫人於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債券中擁有(a)根據證券及期貨條例第XV部第7及第8分部之規定須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉（包括彼等根據證券及期貨條例之相關條文被認為或視作擁有之權益或淡倉）；或(b)根據證券及期貨條例第352條須記錄於該條所述之登記冊之權益及淡倉；或(c)根據聯交所證券上市規則（「上市規則」）所載之上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉如下：

#### 本公司股份（「股份」）之好倉

附註：

持股量百分比乃根據本公司於二零一八年九月三十日之已發行股份數目計算。

## Other Information 其他資料

### Long positions in share options of the Company

### 本公司購股權之好倉

Name 姓名	Date of grant 授出日期	Number of underlying Shares 相關股份數目	Shareholding 持股量 (%) (Note) (附註)
Mr. TAN Teng Hong (resigned with effect from 3 July 2018) 陳政宏先生 (自二零一八年七月三日起辭任)	27 September 2017 二零一七年九月二十七日	20,700,000	0.87
Mr. YONG Peng Tak (resigned with effect from 30 September 2018) 楊平達先生 (自二零一八年九月三十日起辭任)	10 January 2014 二零一四年一月十日	200,000	0.01
	3 July 2014 二零一四年七月三日	800,000	0.03

Note:

The percentage of shareholding is calculated based on the number of issued shares of the Company as at 30 September 2018.

Save as disclosed above, as at 30 September 2018, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code to be notified to the Company and the Stock Exchange.

附註：

持股量百分比乃根據本公司於二零一八年九月三十日之已發行股份數目計算。

除上文所披露者外，於二零一八年九月三十日，並無本公司董事或最高行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有或被視作擁有(a)根據證券及期貨條例第XV部第7及第8分部之規定須知會本公司及聯交所之任何權益或淡倉（包括彼等根據證券及期貨條例之相關條文被認為或視作擁有之權益或淡倉）；或(b)根據證券及期貨條例第352條須記錄於該條所述之登記冊之任何權益或淡倉；或(c)根據標準守則須知會本公司及聯交所之任何權益或淡倉。

## Other Information 其他資料

### SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES

As at 30 September 2018, the persons/companies, other than a Director or chief executive of the Company, who had interests or short positions in the Shares and underlying Shares in the Company which would fall to be disclosed to the Company pursuant to Section 336 of the SFO and as recorded in the register of the Company were as follows:

#### Shares or underlying Shares of the Company

Name 姓名／名稱	Capacity 身份	Number of Shares 股份數目	Shareholding 持股量 (%) (Note 1) (附註1)
LIU Shiwei 柳士威	Beneficial owner 實益擁有人	612,373,895 (L)	25.88
		503,669,620 (S) (Note 2) (附註2)	21.29
TSANG Ho Kwan 曾可群	Interest of controlled corporation 受控制法團之權益	503,669,620 (L) (Note 3) (附註3)	21.29
Shanghai Limited	Beneficial owner 實益擁有人	503,669,620 (L) (Note 3) (附註3)	21.29

(L) Long positions  
(S) Short positions

Notes:

- The percentage of shareholding is calculated based on the number of issued shares of the Company as at 30 September 2018.
- As at 30 September 2018, LIU Shiwei held 503,669,620 put option shares, so LIU Shiwei was taken to have a short position of 503,669,620 shares in the Company under the SFO.
- As at 30 September 2018, Shanghai Limited held 503,669,620 call option shares. TSANG Ho Kwan was the sole beneficial shareholder of Shanghai Limited. Therefore, TSANG Ho Kwan was deemed to be interested in all the Shares in which Shanghai Limited was interested by virtue of the SFO.

Save as disclosed above, as at 30 September 2018, according to the register of interests required to be kept by the Company under Section 336 of the SFO, the Directors and the chief executive of the Company were not aware of any other person (other than the Directors and the chief executive of the Company) who had, or was deemed to have, interests or short positions in the shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Part XV of the SFO.

### 主要股東之證券權益

於二零一八年九月三十日，下列人士／公司（本公司之董事或最高行政人員除外）擁有根據證券及期貨條例第336條須向本公司披露及如本公司之登記冊所記錄之本公司股份及相關股份權益或淡倉：

#### 本公司股份或相關股份

Name 姓名／名稱	Capacity 身份	Number of Shares 股份數目	Shareholding 持股量 (%) (Note 1) (附註1)
LIU Shiwei 柳士威	Beneficial owner 實益擁有人	612,373,895 (L)	25.88
		503,669,620 (S) (Note 2) (附註2)	21.29
TSANG Ho Kwan 曾可群	Interest of controlled corporation 受控制法團之權益	503,669,620 (L) (Note 3) (附註3)	21.29
Shanghai Limited	Beneficial owner 實益擁有人	503,669,620 (L) (Note 3) (附註3)	21.29

(L) 好倉  
(S) 淡倉

附註：

- 持股量百分比乃根據本公司於二零一八年九月三十日之已發行股份數目計算。
- 於二零一八年九月三十日，柳士威持有503,669,620股認沽權證股份，故根據證券及期貨條例，柳士威被視為於本公司擁有503,669,620股股份的淡倉。
- 於二零一八年九月三十日，Shanghai Limited持有503,669,620股認購權證股份。曾可群為Shanghai Limited的唯一實益股東。因此，根據證券及期貨條例，曾可群被視為於Shanghai Limited擁有權益的全部股份中擁有權益。

除上文所披露者外，於二零一八年九月三十日，按照本公司根據證券及期貨條例第336條須存置之權益登記冊所示，本公司董事及最高行政人員並不知悉任何其他人士（本公司之董事及最高行政人員除外）於股份或相關股份中，擁有或被視作擁有根據證券及期貨條例第XV部之條文須向本公司及聯交所披露之權益或淡倉。

## Other Information 其他資料

### SHARE OPTION SCHEME

The Company operates a share option scheme (the “Scheme”) for the purpose of providing incentives and rewards to eligible participants as defined in the Scheme, including without limitation, full time or part time employees of the Group who contribute to the success of the Group’s operations. Eligible participants include Directors, full-time employees, senior executives and consultants of the Company.

The Scheme became effective on 28 September 2012 (as amended at a special general meeting of the Company held on 8 August 2014) and unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of shares falling to be issued in respect of the unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the Shares as at the date of approval of the Scheme. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period, is limited to 1% of the Shares in issue at any time. Any further grant of shares options in excess of this limit is subject to shareholders’ approval in a general meeting. There is no minimum period for which an option must be held before it can be exercised.

The subscription price will be determined at the absolute discretion of the Directors, provided that it shall not be less than the highest of the closing price of the shares of the Company on the Stock Exchange as shown in the daily quotations sheet of the Stock Exchange on the offer date; the average of the closing prices of the Shares as shown in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the offer date and the nominal value of the share on the offer date.

The refreshment of scheme mandate limit under the Scheme was approved by the shareholders of the Company (the “Shareholders”) at the annual general meeting of the Company held on 14 September 2017 (the “2017 AGM”) by way of an ordinary resolution. The Company is thus entitled to issue a maximum of 207,367,654 Shares upon exercise of the share options to be granted under the refreshed scheme mandate limit, representing 10% of the issued Shares as at the date of the 2017 AGM.

### 購股權計劃

本公司設有一項購股權計劃(「計劃」)，以向對本集團業務之成功作出貢獻之合資格參與者(定義見計劃，包括(但不限於)本集團全職或兼職僱員)提供獎勵及回報。合資格參與者包括本公司之董事、全職僱員、高級行政人員及顧問。

計劃於二零一二年九月二十八日生效(於二零一四年八月八日舉行之本公司股東特別大會上作出修訂)，除非另行註銷或修訂，否則將自該日起十年內維持生效。

現時根據計劃可授出之未行使購股權在行使時須予發行之股份最高數目相等於計劃獲批准當日股份之10%。於任何十二個月期間內，根據購股權可向計劃項下每一名合資格參與者發行之股份最高數目不得超過任何時間之已發行股份之1%。進一步授出超過此限額之購股權須經股東於股東大會上批准。購股權並無規定於可以行使前須持有之最短期限。

認購價將由董事絕對酌情釐定，惟不得低於本公司股份於要約日期在聯交所每日報價表上所報於聯交所之收市價、股份於緊接要約日期前五個營業日在聯交所每日報價表上所報之平均收市價及股份於要約日期之面值(以較高者為準)。

本公司股東(「股東」)於本公司於二零一七年九月十四日舉行的股東週年大會(「二零一七年股東週年大會」)上以普通決議案方式批准更新計劃項下之計劃授權限額。因此，本公司可於根據經更新計劃授權限額授出之購股權獲行使時發行最多207,367,654股股份，相當於二零一七年股東週年大會舉行日期已發行股份之10%。

## Other Information 其他資料

On 10 August 2018 (after trading hours), the Company has granted 82,800,000 Share options (the "Options") to eligible participants of the Group (the "Grantees"). Subject to acceptance of the Grantees, 20,700,000 Options were granted to each of the Grantees. Among the aggregate of 82,800,000 Options granted, Options to subscribe for an aggregate of 41,400,000 Shares were granted to the Directors, 20,700,000 Options to Mr. KWAN Chun Wai Roy, an executive Director, chairman and chief executive officer of the Company, and 20,700,000 Options to Mr. DING Lei, an executive Director. Save as disclosed above, none of the Grantees is a director, chief executive or a substantial shareholder of the Company, or any of their respective associates. Subsequently, the Company, as approved by the Board and with the consent of the Grantees, has cancelled the grant of the Options with effect from 24 August 2018. None of Grantees has accepted the Options. Details of the grant and cancellation of the Options were set out in the Company's announcements dated 13 August 2018 and 24 August 2018.

Save as mentioned above, no share options were granted by the Company during the six months ended 30 September 2018 (the "Period").

No share options were exercised, 17,610,000 share options were lapsed and 82,800,000 share options were cancelled during the Period.

於二零一八年八月十日(交易時段後)，本公司已向本集團之合資格參與者(「承授人」)授出82,800,000份購股權(「購股權」)。每一名承授人獲授20,700,000份購股權，惟須待承授人接納後方可作實。於合共82,800,000份已授出購股權中，可認購合共41,400,000股股份之購股權已授予董事，其中20,700,000份購股權授予關振緯先生(本公司執行董事、主席及行政總裁)及20,700,000份購股權授予丁磊先生(執行董事)。除上文所披露者外，概無承授人為本公司董事、主要行政人員或主要股東或彼等任何一方各自之聯繫人士。其後，經董事會批准及承授人同意，本公司已取消授出購股權，自二零一八年八月二十四日起生效。概無承授人接納購股權。授出及取消購股權的詳情載於本公司日期為二零一八年八月十三日及二零一八年八月二十四日之公告。

除上文所述者外，於截至二零一八年九月三十日止六個月(「本期間」)，本公司概無授出購股權。

於本期間，概無購股權已行使，而17,610,000份購股權已告失效及82,800,000份購股權已取消。



# Other Information

## 其他資料

Details of the movement of the share options of the Company under the Scheme for the six months ended 30 September 2018 are set out below:

截至二零一八年九月三十日止六個月，計劃下本公司購股權之變動詳情載列如下：

Grantees	Date of grant of share options	Expiry date of share options	Exercise price (HK\$)	Share options held as at 31 March 2018	Granted	Exercised	Lapsed	Cancelled	Share options held as at 30 September 2018
承授人	授出購股權日期	購股權到期日	行使價(港元)	於二零一八年三月三十一日持有之購股權	已授出	已行使	已失效	已取消	於二零一八年九月三十日持有之購股權
<b>Directors</b>									
<b>董事</b>									
Mr. Tan Teng Hong (resigned with effect from 3 July 2018) 陳政宏先生(自二零一八年七月三日起辭任)	27.09.2017	26.09.2022	0.2550	20,700,000	—	—	—	—	20,700,000
Mr. KWAN Chun Wai Roy 關振緯先生	10.08.2018	10.08.2023	0.2570	—	20,700,000	—	—	20,700,000	—
Mr. DING Lei 丁磊先生	10.08.2018	10.08.2023	0.2570	—	20,700,000	—	—	20,700,000	—
	Subtotal: 小計：			20,700,000	41,400,000	—	—	41,400,000	20,700,000
Mr. YONG Peng Tak (resigned with effect from 30 September 2018) 楊平達先生(自二零一八年九月三十日起辭任)	10.01.2014	09.01.2019	0.4700	200,000	—	—	—	—	200,000
	03.07.2014	02.07.2019	0.4150	800,000	—	—	—	—	800,000
	Subtotal: 小計：			1,000,000	—	—	—	—	1,000,000
<b>Sub-total for Directors:</b> <b>董事小計：</b>				<b>21,700,000</b>	<b>41,400,000</b>	<b>—</b>	<b>—</b>	<b>41,400,000</b>	<b>21,700,000</b>
<b>Others</b>									
<b>其他</b>									
<b>Employees and consultants</b> <b>僱員及顧問</b>	10.1.2014	09.01.2019	0.4700	700,000	—	—	700,000	—	—
	03.7.2014	02.07.2019	0.4150	800,000	—	—	800,000	—	—
		30.11.2020	0.4150	900,000	—	—	660,000	—	240,000
		30.11.2021	0.4150	1,350,000	—	—	990,000	—	360,000
	22.7.2015	22.07.2020	0.9200	13,260,000	—	—	13,260,000	—	—
	21.09.2015	20.09.2020	1.0800	1,500,000	—	—	1,200,000	—	300,000
	27.10.2015	26.10.2020	1.2860	7,000,000	—	—	—	—	7,000,000
	01.03.2016	28.02.2021	0.6100	1,200,000	—	—	—	—	1,200,000
	10.08.2018	10.08.2023	0.2570	—	41,400,000	—	—	41,400,000	—
<b>Sub-total for others:</b> <b>其他小計：</b>				<b>26,710,000</b>	<b>41,400,000</b>	<b>—</b>	<b>17,610,000</b>	<b>41,400,000</b>	<b>9,100,000</b>
<b>Total:</b> <b>總計：</b>				<b>48,410,000</b>	<b>82,800,000</b>	<b>—</b>	<b>17,610,000</b>	<b>82,800,000</b>	<b>30,800,000</b>

# Other Information

## 其他資料

### INTERIM DIVIDEND

The Board of Directors of the Company resolved not to declare the payment of an interim dividend for the Period (For the six months ended 30 September 2017: Nil). Accordingly, no closure of register of members of the Company is proposed.

### DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance in relation to the Group's business to which the Group was a party and in which a Director had a material interest, whether directly or indirectly, subsisted during the six months ended 30 September 2018.

### DIRECTORS' INTERESTS IN A COMPETING BUSINESS

For the six months ended 30 September 2018, the Directors are not aware of any business or interest of the Directors, the management of the Company and their respective associates (as defined under the Listing Rules) that competes or may compete with the business of the Group and any other conflict of interest which any such person has or may have with the Group.

### CORPORATE GOVERNANCE

The Board is satisfied that the Company has complied with the applicable code provisions set out in the Corporate Governance Code contained in Appendix 14 (the "CG Code") to the Listing Rules throughout the Period except for the following deviation:

- (1) **Code Provision A.4.1 of the CG Code provides, inter alia, that non-executive Directors should be appointed for a specific term and subject to re-election.**

The independent non-executive Directors are not appointed for a specific term. However, they are subject to retirement by rotation and re-election at the annual general meeting of the Company at least once every three years in accordance with the Company's Bye-laws and the Listing Rules. As such, the Board considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the CG Code.

- (2) **Code Provision A.2.1 of the CG Code provides that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.**

The roles of chairman and chief executive officer of the Company are both performed by Mr. KWAN Chun Wai Roy ("Mr. KWAN"), an executive Director of the Company with effect from 3 July 2018. The Board considers that having Mr. KWAN to act as the chairman and chief executive officer

### 中期股息

本公司董事會議決不就本期間宣派任何中期股息(截至二零一七年九月三十日止六個月:無)。因此,本公司不建議暫停辦理股份過戶登記。

### 董事之合約權益

本集團概無訂立董事直接或間接於其中擁有重大權益且與本集團業務有關而於截至二零一八年九月三十日止六個月存續之重大合約。

### 董事於競爭業務之權益

截至二零一八年九月三十日止六個月,董事概無知悉董事、本公司管理層及其各自之聯繫人(定義見上市規則)有與本集團業務競爭或可能構成競爭的任何業務或權益,亦不知悉該等人士擁有或可能擁有與本集團存在的任何其他利益衝突。

### 企業管治

董事會信納本公司於本期間一直遵守上市規則附錄十四所載企業管治守則(「企業管治守則」)之適用守則條文,惟以下偏離者除外:

- (1) **企業管治守則之守則條文A.4.1規定(當中包括)非執行董事應有指定任期,並須接受重新選舉。**

獨立非執行董事並無指定任期。然而,彼等須根據本公司之公司細則及上市規則至少每三年於本公司股東週年大會上輪值退任一次及接受重選。因此,董事會認為本公司已採取充足的措施,確保本公司的企業管治常規不遜於企業管治守則所規定者。

- (2) **企業管治守則之守則條文A.2.1規定,主席及行政總裁的角色應有區分,並不應由一人同時兼任。**

本公司之主席及行政總裁之角色均由本公司執行董事關振緯先生(「關先生」)擔任,自二零一八年七月三日起生效。董事會認為,由關先生兼任本公司之主席及行政總裁將增強本集團之營運效率及核心競爭力、更清晰界

## Other Information 其他資料

of the Company will enhance the operational efficiency and core competitiveness of the Group, more clearly define the organisational structure, and simplify the Group's decision-making mechanism. Therefore, the Board considers that such deviation is beneficial to the Group's overall business development.

The Board will continue to review the management structure of the Group from time to time and shall make necessary changes when appropriate and inform the shareholders of the Company accordingly.

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its code of conduct regarding securities transactions by the Directors. Upon specific enquiry of all the Directors made by the Company, all Directors have confirmed that they have complied with the required standard set out in the Model Code regarding securities transactions by the Directors during the Period.

### REMUNERATION COMMITTEE

The Company established the remuneration committee (the "Remuneration Committee") which has adopted written terms of reference in compliance with the Listing Rules. As at the date of this interim report, the Remuneration Committee is composed of two independent non-executive Directors, namely Mr. CHI Dong Eun (Chairman) and Mr. AU Kin Wah and one executive Director, Mr. KWAN Chun Wai Roy. The Remuneration Committee is responsible for reviewing, determining and making recommendations to the Board on the remuneration, compensation and benefits of Directors and senior management. The terms of reference of the Remuneration Committee are available and accessible on the Company's website.

### NOMINATION COMMITTEE

The Company established the nomination committee (the "Nomination Committee") which has adopted written terms of reference in compliance with the Listing Rules. As at the date of this interim report, the Nomination Committee is composed of one executive Director, Mr. KWAN Chun Wai Roy (Chairman) and two independent non-executive Directors, namely Mr. AU Kin Wah and Mr. CHI Dong Eun. The Nomination Committee is responsible for making recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors. The Nomination Committee reviews the structure, size and composition of the Board, and identifies suitably qualified candidates to become Board members. The Nomination Committee also ensures the Board comprises members with mixed skills and experience with appropriate weights necessary to accomplish the Group's business development, strategies, operation, challenges and opportunities. The terms of reference of the Nomination Committee are available and accessible on the Company's website.

定組織結構及簡化本集團決策機制。因此，董事會認為此項偏離對本集團之整體業務發展有利。

董事會將繼續不時檢討本集團之管理架構，並將於適當時候作出必要之變動及知會本公司股東。

### 董事進行證券交易的標準守則

本公司已就董事進行之證券交易採納上市規則附錄十所載之關於上市發行人董事進行證券交易之標準守則（「標準守則」）作為其行為準則。經本公司向所有董事作出具體查詢後，所有董事已確認於本期間已遵守標準守則所載有關董事進行證券交易之規定準則。

### 薪酬委員會

本公司設有薪酬委員會（「薪酬委員會」），而薪酬委員會已採納符合上市規則之書面職權範圍。於本中期報告日期，薪酬委員會由兩名獨立非執行董事池東垠先生（主席）及區健華先生以及一名執行董事關振緯先生組成。薪酬委員會負責檢討及決定董事及高級管理人員之薪酬、補償及福利，並就此向董事會提供推薦建議。薪酬委員會之職權範圍已載於本公司之網站以供查閱。

### 提名委員會

本公司設有提名委員會（「提名委員會」），而提名委員會已採納符合上市規則之書面職權範圍。於本中期報告日期，提名委員會由一名執行董事關振緯先生（主席）及兩名獨立非執行董事區健華先生及池東垠先生組成。提名委員會負責就董事委任或重新委任以及董事繼任計劃向董事會提供推薦建議。提名委員會檢討董事會之架構、規模及組成，並識別合適之合資格人選出任董事會成員。提名委員會亦確保董事會由具備各種必要合適技能及經驗之成員組成，以實現本集團之業務發展、策略、營運、挑戰及機會。提名委員會之職權範圍已載於本公司之網站以供查閱。

### AUDIT COMMITTEE

The Company established the audit committee (the “Audit Committee”) which has adopted written terms of reference in compliance with the Listing Rules. As at the date of this interim report, the Audit Committee is composed of three independent non-executive Directors, namely Mr. AU Kin Wah (Chairman), Mr. CHI Dong Eun and Ms. WONG Chi Yan. The Audit Committee is responsible for considering appointment of the external auditor, reviewing the interim and annual financial statements before submission to the Board, and overseeing the Group’s financial reporting, risk management and internal control systems. The terms of reference of the Audit Committee are available and accessible on the Company’s website.

### CHANGES IN DIRECTORS’ INFORMATION

Changes in Directors’ information in respect of the period from 1 April 2018 up to the date of this interim report are set out below:

Mr. TAN Teng Hong resigned as an executive Director, the chairman, the chief executive officer, an authorised representative under the Listing Rules and the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “Companies Ordinance”), the chairman of each of the executive committee, investment committee and nomination committee, and a member of the remuneration committee of the Company with effect from 3 July 2018.

Mr. CHUNG Yuk Lun resigned as an independent non-executive Director, a member of each of the independent board committee, audit committee, investment committee, nomination committee and remuneration committee of the Company with effect from 30 September 2018.

Mr. YONG Peng Tak resigned as an independent non-executive Director, the chairman of each of the independent board committee and audit committee, and a member of each of the remuneration committee and nomination committee of the Company with effect from 30 September 2018.

Mr. KWAN Chun Wai Roy was appointed as an executive Director, the chairman, the chief executive officer, an authorised representative under the Listing Rules and the Companies Ordinance, the chairman of each of the executive committee, investment committee and nomination committee, and a member of the remuneration committee of the Company with effect from 3 July 2018.

Mr. DING Lei was appointed as an executive Director with effect from 1 April 2018.

### 審核委員會

本公司設有審核委員會(「審核委員會」)，而審核委員會已採納符合上市規則之書面職權範圍。於本中期報告日期，審核委員會由三名獨立非執行董事區健華先生(主席)、池東垠先生及黃志恩女士組成。審核委員會負責考慮外聘核數師之委任，在向董事會提交前先行審閱中期及全年財務報表，以及監察本集團之財務報告、風險管理及內部監控制度。審核委員會之職權範圍已載於本公司之網站以供查閱。

### 董事資料變動

有關自二零一八年四月一日起直至本中期報告日期期間之董事資料變動載列如下：

陳政宏先生辭任執行董事、主席、行政總裁、上市規則及香港法例第622章公司條例(「公司條例」)下的授權代表，且不再出任本公司執行委員會、投資委員會及提名委員會各自的主席以及薪酬委員會成員，自二零一八年七月三日起生效。

鍾育麟先生辭任獨立非執行董事，且不再出任本公司獨立董事委員會、審核委員會、投資委員會、提名委員會及薪酬委員會各自的成員，自二零一八年九月三十日起生效。

楊平達先生辭任獨立非執行董事，且不再出任本公司獨立董事委員會及審核委員會各自的主席、亦不再出任薪酬委員會及提名委員會各自的成員，自二零一八年九月三十日起生效。

關振緯先生獲委任為執行董事、主席、行政總裁、上市規則及公司條例下的授權代表，且獲委任為本公司執行委員會、投資委員會及提名委員會各自的主席以及薪酬委員會成員，自二零一八年七月三日起生效。

丁磊先生獲委任為執行董事，自二零一八年四月一日起生效。

## Other Information 其他資料

Mr. DENG Yougao (“Mr. Deng”) was appointed as an independent non-executive Director with effect from 1 April 2018. Mr. Deng was appointed as an independent non-executive director of Shougang Concord International Enterprises Company Limited (stock code: 697) with effect from 18 May 2018.

Ms. WONG Chi Yan (“Ms. Wong”) was appointed as an independent non-executive Director and a member of the investment committee of the Company with effect from 14 May 2018. She was appointed as a member of the audit committee and independent board committee of the Company with effect from 30 September 2018. Ms. Wong resigned as an executive director of CHERISH Holdings Limited (stock code: 2113) with effect from 14 June 2018. Ms. Wong resigned as an independent non-executive director of Ding He Mining Holdings Limited (stock code: 705) with effect from 11 July 2018. Ms. Wong resigned as an executive director and authorised representative under Listing Rules of Elegance Optical International Holdings Limited (stock code: 907) with effect from 22 October 2018. Ms. Wong was appointed as the company secretary of Goldway Education Group Limited (stock code: 8160) with effect from 18 October 2018.

Mr. AU Kin Wah was appointed as an independent non-executive Director and the chairman of each of the independent board committee and audit committee, and a member of each of the investment committee, remuneration committee and nomination committee of the Company with effect from 30 September 2018.

### REVIEW OF INTERIM RESULTS

The Audit Committee has reviewed the unaudited condensed consolidated results for the Period.

### PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SECURITIES

During the Period, neither the Company nor any of its subsidiaries have purchased, sold or redeemed any of the Company's listed securities.

By Order of the Board

**Mr. KWAN Chun Wai Roy**

*Chairman, executive Director and chief executive officer*

Hong Kong, 26 November 2018

鄧有高先生(「鄧先生」)獲委任為獨立非執行董事，自二零一八年四月一日起生效。鄧先生自二零一八年五月十八日起獲委任為首長國際企業有限公司(股份代號：697)之獨立非執行董事。

黃志恩女士(「黃女士」)獲委任為獨立非執行董事及本公司投資委員會成員，自二零一八年五月十四日起生效。彼自二零一八年九月三十日起獲委任為本公司審核委員會及獨立董事委員會成員。黃女士自二零一八年六月十四日起辭任東盈控股有限公司(股份代號：2113)之執行董事。黃女士自二零一八年七月十一日起辭任鼎和礦業控股有限公司(股份代號：705)之獨立非執行董事。黃女士自二零一八年十月二十二日起辭任高雅光學國際集團有限公司(股份代號：907)之執行董事及上市規則項下的授權代表。黃女士自二零一八年十月十八日起獲委任為金滙教育集團有限公司(股份代號：8160)之公司秘書。

區健華先生獲委任為獨立非執行董事，且獲委任為本公司獨立董事委員會及審核委員會各自的主席、投資委員會、薪酬委員會及提名委員會各自的成員，自二零一八年九月三十日起生效。

### 審閱中期業績

審核委員會已審閱本期間之未經審核簡明綜合業績。

### 購入、出售或贖回本公司證券

於本期間，本公司或其任何附屬公司概無購入、出售或贖回任何本公司上市證券。

承董事會命

**主席、執行董事兼行政總裁**

**關振緯先生**

香港，二零一八年十一月二十六日

**Success Dragon International  
Holdings Limited**  
勝龍國際控股有限公司