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(a company incorporated in the Cayman Islands with limited liability)
(Stock Code: 8160)

# FIRST QUARTERLY RESULTS ANNOUNCEMENT FOR THE THREE MONTHS ENDED 31 MARCH 2013

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM") OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement, for which the directors (the "Directors") of Legend Strategy International Holdings Group Company Limited (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

## FIRST QUARTERLY RESULTS

The board of Directors (the "Board") of Legend Strategy International Holdings Group Company Limited (the "Company") is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (the "Group") for the three months ended 31 March 2013 together with the comparative unaudited figures for the corresponding periods in 2012 as follows:

## CONDENSED CONSOLIDATED INCOME STATEMENT

		(Unaudited)			
		For three mon	ths ended		
		31 March			
		2013	2012		
	Notes	HK\$	HK\$		
Revenue	3	20,171,789	11,873,809		
Operating lease expenses		(2,599,078)	(2,589,291)		
Depreciation and amortisation		(2,156,138)	(2,196,527)		
Employee benefit expenses		(3,272,236)	(2,427,004)		
Utilities		(307,717)	(350,164)		
Other operating expenses	4	(3,409,029)	(2,986,160)		
Operating profit		8,427,591	1,324,663		
Finance income		17,728	15,833		
Finance cost		(1,547,371)	(46,790)		
Finance cost — net		(1,529,643)	(30,957)		
Profit before income tax		6,897,948	1,293,706		
Income tax expense	5	(1,993,961)	(1,044,183)		
Profit for the period		4,903,987	249,523		
Attributable to:					
Equity holders of the company		4,903,987	249,523		
Dividend	6		_		
Basic earnings per share (HK\$ cents)	7	2.72	0.14		
Diluted earnings per share (HK\$ cents)	7	2.68	0.14		

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	(Unaudited)			
	For three months ended			
	31 March			
	2013	2012		
	<i>HK</i> \$	HK\$		
Profit for the period Other comprehensive income:	4,903,987	249,523		
Other comprehensive income: Currency translation differences	20,184	138,276		
Total comprehensive income for the period	4,924,171	387,799		
Attributable to:	4 024 171	207 700		
Equity holders of the company	4,924,171	387,799		

#### NOTES TO THE FINANCIAL INFORMATION

#### 1 GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 23 February 2011 as an exempted company with limited liability under the Companies Law. The address of the Company's registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The Company is an investment holding company and its subsidiaries are principally engaged in the budget hotel operations, provision of hotel consultancy services and hotel management services in the People's Republic of China (the "PRC").

The Company has its primary listing on the GEM of the Stock Exchange.

This condensed consolidated financial information has not been audited.

#### 2 BASIS OF PREPARATION

The unaudited quarterly financial statements have been prepared in accordance with the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). The accounting policies used in the preparation of the unaudited consolidated results are consistent with those used in the audited financial statements and notes thereto for the year ended 31 December 2012.

The HKICPA has issued a number of new and revised Hong Kong Financial Reporting Standards. For those which are effective for accounting periods beginning on 1 January 2013, the adoption has no material impact on the reported results and the financial position of the Group for the current or prior accounting periods; and for those which are not yet effective, the Group is in the process of assessing their impact on the Group's results and financial position.

The first quarterly results are unaudited but have been reviewed by the Company's audit committee.

## 3 SEGMENT INFORMATION

The segment information provided to the chief operating decision-maker (the "CODM") for the reportable segments for the three months ended 31 March 2012 and 2013 is as follows:

For three months ended 31 March 2013	(Unaudited) Hotel operations HK\$	(Unaudited) Provision of hotel consultancy services HK\$	(Unaudited) Total <i>HK</i> \$
Segment revenue	8,124,338	12,047,451	20,171,789
Segment results	778,768	7,648,823	8,427,591
Depreciation of property, plant and equipment	(1,798,480)	(145,011)	(1,943,491)
Amortization of prepaid operating lease	(212,647)		(212,647)
For three months ended 31 March 2012	(Unaudited) Hotel operations HK\$	(Unaudited) Provision of hotel consultancy services HK\$	(Unaudited) Total <i>HK</i> \$
Segment revenue	6,421,723	5,452,086	11,873,809
Segment results	(1,779,539)	3,104,202	1,324,663
Depreciation of property, plant and equipment	(1,839,099)	(144,781)	(1,983,880)
Amortization of prepaid operating lease	(212,647)		(212,647)

A reconciliation of segment results to profit before income tax is provided as follows:

	(Unaudited) For three months ended 31 March		
	2013		
	HK\$	HK\$	
Segment results	8,427,591	1,324,663	
Finance income	17,728	15,833	
Finance cost	(1,547,371)	(46,790)	
Profit before income tax	6,897,948	1,293,706	

#### 4 OTHER OPERATING EXPENSES

	(Unaudit	ed)	
	For three months ended		
	31 Marc	ch	
	2013	2012	
	HK\$	HK\$	
Auditor's remuneration	375,000	250,000	
Bank charges	35,960	62,055	
Consumables and laundries	105,596	274,961	
Entertainment	141,595	291,967	
Legal and professional fee	504,300	238,936	
Marketing and promotion	87,768	587,593	
Office supplies	31,835	66,529	
Property management fee	127,975	170,802	
Repairs and maintenance	124,216	74,389	
Sales commission	163,843	125,662	
Share-based payments expenses	_	224,000	
Telephone and communication	86,786	70,288	
Others	1,624,155	548,978	
	3,409,029	2,986,160	

#### 5 INCOME TAX EXPENSE

	(Unaudit For three mon 31 Mar	ths ended	
	2013		
	HK\$	HK\$	
Current income tax			
Hong Kong profits tax	1,087,216	1,033,087	
PRC corporate income tax	906,745	11,096	
Income tax expense	1,993,961	1,044,183	

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits for the periods.

The PRC corporate income tax is provided at the rate of 25% for the periods.

No provision for deferred taxation has been made in the financial statements since there is no material timing difference.

## 6 DIVIDEND

The Directors do not recommend payment of dividend for the three months ended 31 March 2013 (2012: nil).

#### 7 EARNINGS PER SHARE

### Basic earnings per share

The calculation of basic earnings per share for the three months ended 31 March 2013 is based on the unaudited consolidated profit attributable to equity holders of the Company of HK\$4,903,987 (2012: HK\$249,523) and the weighted average of 180,000,001 ordinary shares (2012: 180,000,001 ordinary shares) in issue during the three months ended 31 March 2013.

#### Diluted earnings per share

In respect of the diluted earnings per share amounts presented, adjustment has been made to the basic earnings per share amounts presented for the three months ended 31 March 2013 as the Company has two categories of dilutive potential ordinary shares: convertible notes and share options. Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.

Diluted earnings per share for the three months ended 31 March 2012 was the same as the basic earnings per share as there was no dilutive potential shares for the period.

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#### 8 SHARE CAPITAL AND RESERVES

	Issued equity  HK\$	Share premium HK\$	Exchange reserve HK\$	Share options reserve <i>HK</i> \$	Statutory reserve HK\$	Available for-sale financial assets reserve HK\$		Shareholder's contributions  HK\$	Retained earnings	Total HK\$
Balance at 1 January 2013 (audited)	1,800,001	38,030,244	1,940,614	224,000	1,161,018	178,000	8,020,110	20,751,024	46,959,994	119,065,005
Profit for the period Other comprehensive income: Currency translation differences	_ 	_ 	20,184	_ 	_ 	_ 	_ 	_ 	4,903,987 ————————————————————————————————————	4,903,987 ————————————————————————————————————
Total comprehensive income for the period			20,184						4,903,987	4,924,171
Balance at 31 March 2013 (unaudited)	1,800,001	38,030,244	1,960,798	224,000	1,161,018	178,000	8,020,110	20,751,024	51,863,981	123,989,176
Balance at 1 January 2012 (audited)	1,800,001	38,030,244	1,690,691	_	500,000	_	8,020,110	20,751,024	14,749,344	85,541,414
Profit for the period Other comprehensive income: Currency translation differences	- - -	_ _ _	 	_ _ _	_ _ _	_ _ _	- - -	- - -	249,523 —	249,523 — 138,276
Total comprehensive income for the period			138,276						249,523	387,799
Employee share option benefits				224,000						224,000
Balance at 31 March 2012 (unaudited)	1,800,001	38,030,244	1,828,967	224,000	500,000		8,020,110	20,751,024	14,998,867	86,153,213

## 9 OPERATING LEASE COMMITMENTS

The Group leases various hotel premises under non-cancellable operating lease agreements. The leases have escalation clauses and renewal rights.

The future aggregate minimum lease payments are as follows:

	(Unaudited) At 31 March 2013 HK\$	(Audited) At 31 December 2012 HK\$
No later than 1 year Later than 1 year and no later than 5 years Over 5 years	18,741,256 52,592,641 74,966,431	16,363,076 54,452,348 77,699,150
	146,300,328	148,514,574

## 10 CAPITAL COMMITMENT

The Group's capital expenditure at the end of the reporting period but not yet incurred is as follows:

	(Unaudited) At 31 March 2013 HK\$	(Audited) At 31 December 2012 HK\$
Contracted but not provided for: Capital injection to jointly controlled entities Property, plant and equipment	 12,483,844	1,782,590 43,383,844
	12,483,844	45,166,434

The Group's share of capital expenditure of jointly controlled entities included above is as follows:

	(Unaudited) At 31 March	(Audited) At 31 December
	2013	2012
	HK\$	HK\$
Contracted but not provided for: Property, plant and equipment	213,576	4,913,576

#### MANAGEMENT DISCUSSION AND ANALYSIS

#### **BUSINESS AND FINANCIAL REVIEW**

The Group is principally engaged in operating budget hotels, providing hotel consultancy services and hotel management services in the PRC. For the three months ended 31 March 2013, the Group recorded a turnover of HK\$20,171,789, compared with HK\$11,873,809 of the corresponding period in the last financial year. The Group incurred a net profit of HK\$4,903,987 during the three months ended 31 March 2013, as compared to net profit of HK\$249,523 for the same period of last financial year. The increase of revenue and profit compared with last financial year was mainly due to the increase of consultancy services income generated from the provision of hotel consultancy services and also the improvement of performance from the hotel operation.

## **Hotel Operation**

Revenue from hotel operation reached HK\$8,124,338 during the three months ended 31 March 2013, representing an increase of 26.51% as compared with HK\$6,421,723 of the same period of last year. The Group incurred an operating profit of HK\$778,768 in hotel operation during the three months ended 31 March 2013 in contrast to operating loss of HK\$1,779,539 for the same period of last financial year. The increase of revenue and operating profit in hotel operation was mainly due to the increase of average room revenue and occupancy rate in the leased-and-operated hotels, and also the recognition of management services income from the provision of hotel management services.

The average room revenue of all hotels during the three months ended 31 March 2013 was RMB187.47 compared with RMB182.98 for the same period of last financial year, representating an increase of approximately 2.45%. The occupancy rate was improved significantly from 69.58% for last year to 81.25% for the three months ended 31 March 2013. It was due to the completion of renovation and facility improvement in some hotels, and also the increase of orders from online reservation.

The following table shows the key information of each of the Group's leased-and-operated hotels for the three months ended 31 March 2012 and 2013:

	For three months ended 31 March		
	2013	2012	
Total available room nights	35,915	36,706	
Occupancy	81.25%	69.58%	
ARR (RMB)*	187.47	182.98	
RevPAR (RMB) <sup>∆</sup>	152.31	127.32	

<sup>\*</sup> ARR: the average room revenue of all hotels divided by the total occupied room nights

A RevPAR: the average room revenue of all hotels divided by the total available room nights

#### **Hotel Consultancy Services**

During the three months ended 31 March 2013, the Group has recognized revenue of HK\$12,047,451 from the provision of hotel consultancy services, compared with HK\$5,452,086 for the same period of last financial year, representing a significant increase of 121%. The operating profit reached HK\$7,648,823 during the three months ended 31 March 2013, compared with HK\$3,104,202 for the same period of last financial year, there is a substantial increase of 146% due to the profit margin was improved to 63.49% (2012: 56.93%).

The increase in the revenue was due to the Group had fully completed the consultancy services agreements entered into during the last quarter of 2012 and recognized the outstanding amount of contract sum as revenues during the three months ended 31 March 2013. Furthermore, the Group had entered into three new hotel consultancy agreements for the provision of hotel consultancy services and recognized 100% of the consultancy fee as revenues during the three months ended 31 March 2013.

#### **Outlook**

The Group is actively seeking for investment and other asset-light and cost-effective business opportunities such as providing hotel consultancy service as well as providing hotel management service with a view to grow its brand distribution and revenues to create value for the shareholders. The management believes that our two business segments can be the two-prong growth engine which will help to strengthen the Company's brand positioning and revenues without requiring substantial capital expenditures or incurring significant costs.

On 21 March 2013, the Company has submitted an application to the Stock Exchange for the transfer of listing of all shares of the Company (the "Shares") from the GEM to the Main Board of the Stock Exchange (the "Transfer of Listing") under Chapter 9A of the Listing Rules. The Board believes that the Transfer of Listing will enhance the profile of the Company and increase the trading liquidity of the Shares. The Board also considers that the Transfer of Listing will be beneficial to the future growth and business development of the Group as well as its financing flexibility. There is no intention of the Board to change the nature of business of the Group following the Transfer of Listing. The Transfer of Listing will not involve issue of any new Shares by the Company. The Transfer of Listing is subject to the approval of the Stock Exchange.

### **CORPORATE GOVERNANCE**

The Group had complied with the Code on Corporate Governance Practices (the "Code") as set out in Appendix 15 of the GEM Listing Rules throughout the three months ended 31 March 2013.

#### MODEL CODE FOR SECURITIES TRANSACTIONS

The Group had adopted Rules 5.48 to Rules 5.67 Rules of the GEM Listing Rules ("Model Code") as its own code of conduct regarding directors' securities transactions on terms no less exacting than the required standard of dealings.

Having made specific enquiry with all the directors, the directors of the Company had complied with the required standard of dealings and the code of conduct for directors' securities transactions during the three months ended 31 March 2013.

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

Neither the Company nor any of its subsidiaries had purchased, sold, or redeemed any of the listed securities of the Company during the three months ended 31 March 2013.

Neither the Company nor any of its subsidiaries had issued or granted any convertible securities, options, warrants or similar rights or exercise any conversion or subscription rights under any convertible securities, options, warrants or similar rights during the three months ended 31 March 2013.

#### AUDIT COMMITTEE REVIEW

The Group has an Audit Committee which was established for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. The Audit Committee comprises the four independent non-executive Directors. Mr. Wong, Sui Chi Frankie is the chairman of the Audit Committee.

The Audit Committee has reviewed the accounting principles and policies adopted by the Group and the unaudited first quarterly financial results for the three months ended 31 March 2013.

#### **COMPETING BUSINESS**

None of the Directors is or was interested in any business apart from the Group's business, that competes or competed or is or was likely to compete, either directly or indirectly, with the Group's business at any time during the three months ended 31 March 2013 and up to and including the date of this announcement.

#### **SHARE OPTION SCHEME**

The Company has a share option scheme ("Scheme") which was adopted pursuant to a resolution of the sole shareholder passed on 22 June 2011 and adopted by a resolution of the Board on 22 June 2011. The purpose of the Scheme is to attract, retain and motivate talented participants to strive for future developments and expansion of the Group. The Scheme shall be an incentive to encourage the participants to perform their best in achieving the goals of the Group and allow the participants to enjoy the results of the Company attained through their efforts and contributions.

The Scheme became effective on 22 June 2011 and, unless otherwise cancelled or amended, will remain in force for 10 years from the adoption of the Scheme, the principal terms of which were summarized in the paragraph headed "Share Option Scheme" in Appendix V to the Company's prospectus dated 30 June 2011.

					Number of share options				
Category	Date of grant	Exercisable period	Exercise price per share HK\$	As at 31 December 2012	Options granted during the period	Options exercised during the period	Options lapsed during the period	Options cancelled during the period	As at 31 March 2013
Employees	21 February 2012	21 February 2012 to 20 February 2014	1.33	900,000	_	_	_	_	900,000
				900,000					900,000

#### **COMPLIANCE ADVISER**

As updated and notified by the Company's compliance adviser, Quam Capital Limited (and its directors, employees and associates) had no interest in the share capital of the Company as at 31 March 2013 pursuant to Rule 6A.32 of the GEM Listing Rules.

Pursuant to the agreement dated 27 June 2011 entered into between Quam Capital Limited and the Company, Quam Capital Limited received and will receive fees for acting as the compliance adviser of the Company.

Pursuant to the agreement dated 31 January 2013 entered into between Quam Capital Limited and the Company, Quam Capital Limited received and will receive fees for acting as the financial adviser of the Company for the proposed transfer of listing of the shares of the Company from GEM to the Main Board of the Stock Exchange.

# DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2013, the interests or short positions of the Directors in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which will be required to notify the Company and the Stock Exchange pursuant to Rules 5.46 to Rule 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange, will be as follows:

## Long positions in shares of the Company

Name	Capacity	Number of shares	Percentage of shareholding
Mr. Fong, Man Kelvin (Note 1)	Beneficial Owner	102,576,466	56.99%
Mr. De Weyer, Daniel Ludovicus Joannes (Note 2)	Beneficial Owner	10,382,655	5.77%

#### Notes:

- 1. Ms. Wong Pit Lai, Vera is the spouse of Mr. Fong. Therefore, Ms. Wong Pit Lai Vera is deemed to be interested in the 102,576,466 shares in which Mr. Fong is interested for the purpose of the SFO.
- 2. Ms. Makoto Nishimura is the spouse of Mr. De Weyer, Daniel Ludovicus Joannes. Therefore, Ms. Makoto Nishimura is deemed to be interested in the 10,382,655 shares in which Mr. De Weyer, Daniel Ludovicus Joannes is interested for the purpose of the SFO.

Saved as disclosed above, as at 31 March 2013, none of the Directors and chief executive of the Company had any other interests or short positions in any shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which were required pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rule 5.46 of the GEM Listing Rules.

#### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS

So far as the Directors are aware, as at 31 March 2013, other than the Directors or chief executive of the Company whose interests or short positions are disclosed under the paragraph headed "Directors' and chief executive's interests and short positions in the shares, underlying shares and debentures" above, the following person will have an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and who are expected, directly or indirectly, to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group.

## Long positions in shares of the Company

Name	Capacity	<b>Number of Shares</b>	Percentage of shareholding
Mr. Qiu Dai Lun (Note 1)	Beneficial Owner	10,800,000	6.00%

Note:

1. Ms. Cheng Xiaomin is the spouse of Mr. Qiu Dai Lun. Therefore, Ms. Cheng Xiaomin is deemed to be interested in the 10,800,000 shares in which Mr. Qiu Dai Lun is interested for the purpose of the SFO.

Saved as disclosed above, as at 31 March 2013, the Directors were not aware of any other person (other than the Directors or chief executive as disclosed in the paragraph headed "Directors' and chief executive's interests and short positions in the shares, underlying shares or debentures" above) who had, or deemed to have, interests or short positions in the shares, underlying shares or debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

By Order of the Board

Legend Strategy International Holdings Group Company Limited

Fong, Man Kelvin

Chairman and Executive Director

Hong Kong, 8 May 2013

As at the date of this announcement, the board of Directors comprises

Executive Directors:

Mr. Fong, Man Kelvin (Chairman)

Ms. Fong, Nga Peggy

Non-Executive Director:

Mr. De Weyer, Daniel Ludovicus Joannes

Independent Non-Executive Directors:

Dr. Wong, Hak Kun Jerry

Mr. Tam, Kwok Ming Banny

Mr. Tsoi, Wing Sum

Mr. Wong, Sui Chi Frankie

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for seven days from the day of its posting and on the website of the Company at www.legendstrategy.com.