

Millennium Pacific

GROUP HOLDINGS LIMITED
匯思太平洋集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 8147



2017

Third Quarterly Report

第三季度業績報告

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.

This report, for which the directors (the “Directors”) of Millennium Pacific Group Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (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 report 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 report misleading.

香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）的特色

創業板乃為較於聯交所上市的其他公司帶有更高投資風險的公司提供上市的市場。有意投資者應了解投資於該等公司的潛在風險，並應經過審慎周詳考慮後方作出投資決定。基於創業板的較高風險及其他特色，創業板較適合專業及其他經驗豐富的投資者。

由於創業板上市公司的新興性質使然，在創業板買賣的證券可能會承受較於主板買賣的證券為高的市場波動風險，同時亦不保證在創業板買賣的證券會有高流通量的市場。

本報告乃遵照聯交所創業板證券上市規則（「創業板上市規則」）的規定提供有關匯思太平洋集團控股有限公司（「本公司」）的資料。本公司各董事（「董事」）共同及個別對本報告承擔全部責任。董事於作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均屬準確及完整，且並無誤導或欺詐成分，亦無遺漏任何其他事項，致使本報告內任何聲明或本報告有所誤導。

Corporate Information 公司資料

REGISTERED OFFICE

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

HEADQUARTERS IN PRC

B3 Yucan Industrial Park
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Export Processing Zone
Pingshan New District
Shenzhen
Guangdong Province
PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 5, 4/F, Energy Plaza,
No. 92 Granville Road
Tsim Sha Tsui East, Kowloon
Hong Kong

EXECUTIVE DIRECTORS

Mr. Tang Wai Ting, Samson (*Chairman and Chief Executive Officer*)
Mr. Kor Sing Mung, Michael (*Vice-Chairman*)
(Resigned on 29 September 2017)
Mr. Liu Liang
Mr. Zheng Si Rong
Mr. Wang Li

NON-EXECUTIVE DIRECTORS

Mr. Liang Yujie (*Vice-Chairman*)
Mr. Wu Jin Sheng
Mr. Chong Yu Keung

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Huang Jian
Mr. Chan Hin Hang
Mr. Zheng Wan Zhang
Mr. Wong Tik Tung

AUTHORISED REPRESENTATIVES

Mr. Kor Sing Mung, Michael
(Resigned on 29 September 2017)
Ms. Ngan Wai Kam, Sharon
Mr. Liu Liang (Appointed on 29 September 2017)

註冊辦事處

Clifton House
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Cayman Islands

中國總部

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香港主要營業地點

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執行董事

鄧偉廷先生 (*主席兼行政總裁*)
Kor Sing Mung, Michael 先生 (*副主席*)
(於二零一七年九月二十九日辭任)
劉亮先生
鄭思榮先生
王歷先生

非執行董事

梁宇杰先生 (*副主席*)
吳晉生先生
莊儒強先生

獨立非執行董事

黃健先生
陳衍行先生
鄭玩樟先生
汪滌東先生

授權代表

Kor Sing Mung, Michael 先生
(於二零一七年九月二十九日辭任)
顏慧金女士
劉亮先生 (於二零一七年九月二十九日獲委任)

Corporate Information 公司資料

COMPANY SECRETARY

Ms. Ngan Wai Kam, Sharon

COMPLIANCE OFFICER

Mr. Tang Wai Ting Samson

AUDIT COMMITTEE

Mr. Huang Jian (*Chairman*)

Mr. Chan Hin Hang

Mr. Wong Tik Tung

NOMINATION COMMITTEE

Mr. Wu Jin Sheng (*Chairman*)

Mr. Huang Jian

Mr. Wong Tik Tung

REMUNERATION COMMITTEE

Mr. Wong Tik Tung (*Chairman*)

Mr. Liu Liang

Mr. Chan Hin Hang

COMPLIANCE COMMITTEE

Mr. Wong Tik Tung (*Chairman*)

Mr. Liu Liang

Mr. Huang Jian

Mr. Chan Hin Hang

LEGAL ADVISER

Louis K.Y. Pau & Company, Solicitors

AUDITOR

World Link CPA Limited

5/F., Fast East Consortium Building,

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Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Estera Trust (Cayman) Limited

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited

PRINCIPAL BANKER

The Hongkong and Shanghai Banking Corporation Limited

WEBSITE

www.mpgroup.hk

STOCK CODE

8147

公司秘書

顏慧金女士

合規主任

鄧偉廷先生

審核委員會

黃健先生 (*主席*)

陳衍行先生

汪滌東先生

提名委員會

吳晉生先生 (*主席*)

黃健先生

汪滌東先生

薪酬委員會

汪滌東先生 (*主席*)

劉亮先生

陳衍行先生

合規委員會

汪滌東先生 (*主席*)

劉亮先生

黃健先生

陳衍行先生

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開曼群島主要股份過戶登記處

Estera Trust (Cayman) Limited

香港股份過戶登記分處

卓佳證券登記有限公司

主要往來銀行

香港上海滙豐銀行有限公司

網站

www.mpgroup.hk

股份代號

8147

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

未經審核簡明綜合損益及其他全面收入表

The board of Directors (the “Board”) of Millennium Pacific Group Holdings Limited (the “Company”) is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months and nine months ended 30 September 2017, together with the comparative figures for the corresponding periods in 2016, as follows:

匯思太平洋集團控股有限公司(「本公司」)董事會(「董事會」)欣然呈報本公司及其附屬公司(統稱「本集團」)截至二零一七年九月三十日止三個月及九個月的未經審核簡明綜合業績，連同二零一六年同期的比較數字如下：

		Notes 附註	Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
			2017 二零一七年 HK\$'000 千港元 (unaudited) (未經審核)	2016 二零一六年 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)	2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)
Revenue	收益	3	24,722	3,265	72,696	25,702
Cost of sales	銷售成本		(23,926)	(2,888)	(70,321)	(22,865)
Gross profit	毛利		796	377	2,375	2,837
Other income	其他收入	4	1,767	230	2,888	525
Selling and distribution costs	銷售及分銷成本		(90)	(283)	(584)	(1,785)
Administrative expenses	行政開支		(5,596)	(9,477)	(14,732)	(28,047)
Loss from operation	營運虧損		(3,123)	(9,153)	(10,053)	(26,470)
Finance costs	財務費用		(99)	(2)	(298)	(9)
Loss before tax	除稅前虧損		(3,222)	(9,155)	(10,351)	(26,479)
Income tax expense	所得稅開支	5	-	-	-	(17)
Loss for the period	期內虧損	6	(3,222)	(9,155)	(10,351)	(26,496)
Attributable to:	以下人士應佔：					
Owners of the Company	本公司擁有人		(3,218)	(9,155)	(10,347)	(26,496)
Non-controlling interests	非控股權益		(4)	-	(4)	-
			(3,222)	(9,155)	(10,351)	(26,496)
Other comprehensive income for the period, net of tax:	期內其他全面收入，扣除稅項：					
Item that may be reclassified to profit or loss:	可能重新分類至損益的項目：					
Exchange differences on translating foreign operations	換算海外業務時的匯兌差額		(1,425)	324	(2,062)	785
Total comprehensive income for the period	期內全面收入總額		(4,647)	(8,831)	(12,413)	(25,711)
Attributable to:	以下人士應佔：					
Owners of the Company	本公司擁有人		(4,643)	(8,831)	(12,409)	(25,711)
Non-controlling interests	非控股權益		(4)	-	(4)	-
			(4,647)	(8,831)	(12,413)	(25,711)
Loss per share attributable to ordinary equity holders of the Company (cents)	本公司普通權益持有人應佔每股虧損(港仙)					
- basic	- 基本	8	(0.06)	(0.18)	(0.20)	(0.51)
- diluted	- 攤薄	8	(0.06)	(0.18)	(0.20)	(0.51)

Unaudited Condensed Consolidated Statement of Changes in Equity

未經審核簡明綜合權益變動表

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

		Share capital	Share premium	Statutory reserve	Merger reserve	Option reserve	Foreign currency translation reserve	Accumulated losses	Total reserve	Total	Non-controlling interests	Total equity
		股本	股份溢價	法定儲備	合併儲備	購股權儲備	外幣換算儲備	累計虧損	總儲備	總計	非控股權益	總權益
		HK\$'000	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	千港元
Balance at 1 January 2016 (audited)	於二零一六年一月一日的結餘(經審核)	1,046	38,747	766	12,400	317	974	(6,037)	47,167	48,213	-	48,213
Release upon lapse of share option (unaudited)	於購股權失效時解除(未經審核)	-	-	-	-	(317)	-	317	-	-	-	-
Total comprehensive income for the period (unaudited)	期內全面收入總額(未經審核)	-	-	-	-	-	785	(26,496)	(25,711)	(25,711)	-	(25,711)
Balance at 30 September 2016 (unaudited)	於二零一六年九月三十日的結餘(未經審核)	1,046	38,747	766	12,400	-	1,759	(32,216)	21,456	22,502	-	22,502
Balance at 1 January 2017 (audited)	於二零一七年一月一日的結餘(經審核)	1,046	38,747	766	12,400	-	2,986	(49,814)	5,085	6,131	-	6,131
Placing of new shares under general mandate (unaudited)	根據一般授權配售新股份(未經審核)	54	23,880	-	-	-	-	-	23,880	23,934	-	23,934
Total comprehensive income for the period (unaudited)	期內全面收入總額(未經審核)	-	-	-	-	-	(2,062)	(10,347)	(12,409)	(12,409)	(4)	(12,413)
Balance at 30 September 2017 (unaudited)	於二零一七年九月三十日的結餘(未經審核)	1,100	62,627	766	12,400	-	924	(60,161)	16,556	17,656	(4)	17,652

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempt company with limited liability on 10 September 2013 under the Company Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of its registered office is Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of its principal place of business is located at B3 YuCan Industrial Park, Lanzhu West Road, Export Processing Zone, Pingshan New District, Shenzhen, the People's Republic of China (the "PRC"). The Company's shares are listed on the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 18 July 2014 (the "Listing").

The Company is an investment holding company. The principal activities of the Company's subsidiaries are research and development, manufacture, sale of electronic devices.

2. BASIS OF PRESENTATION AND PREPARATION OF FINANCIAL STATEMENTS

The unaudited condensed consolidated financial statements of the Group for the three months and nine months ended 30 September 2017 have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with Hong Kong Financial Reporting Standards ("HKFRSs") issued by Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the applicable disclosure requirements of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange.

The unaudited condensed consolidated results have been prepared under the historical cost convention. Historical cost is generally based on the fair value of the consideration given in exchange for assets. The accounting policies and methods of computation used in the preparation of the condensed consolidated results are consistent with those used in the annual financial statements of the Group for the year ended 31 December 2016 as set out in the 2016 annual report of the Company.

In the current period, the Group has adopted all the new and revised HKFRSs, which collective term includes all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and interpretations issued by the HKICPA that are relevant to its operation and effective for its accounting period beginning on 1 January 2017. The adoption of these new and revised HKFRSs had no significant effects on the results of the Group for the current and prior periods.

A number of new standards and amendments to standards are effective for annual periods beginning after 1 January 2017 and earlier application is permitted. However, the Group has not early adopted these new or amended standards in preparing the condensed consolidated financial statements. The Group is continuing to assess the implications of the adoption of these standards. Based on preliminary assessment, the Group has provided details below about the standards issued but not yet effective and applied by the Group.

1. 一般資料

本公司於二零一三年九月十日根據開曼群島公司法第22章（一九六一年第三號法律，經綜合及修訂）在開曼群島註冊成立為一家獲豁免有限公司。其註冊辦事處的地址為Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands。其主要營業地點的地址為中華人民共和國（「中國」）深圳市坪山新區出口加工區蘭竹西路裕燊工業園B3棟。本公司股份自二零一四年七月十八日起於香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）上市（「上市」）。

本公司為一間投資控股公司。本公司附屬公司之主要業務為研發、製造及銷售電子設備。

2. 財務報表的呈報及編製基準

本集團截至二零一七年九月三十日止三個月及九個月之未經審核簡明綜合財務報表已按照香港公認會計原則及遵照香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）及聯交所創業板證券上市規則之適用披露規定編製。

未經審核簡明綜合業績已按歷史成本法編製。歷史成本法一般根據就交換資產給予的代價的公平值釐定。誠如本公司二零一六年年報所載，編製簡明綜合業績所用會計政策及計算方法與本集團截至二零一六年十二月三十一日止年度的年度財務報表所用者貫徹一致。

於本期間，本集團已採納所有新訂及經修訂香港財務報告準則，此綜合詞彙包括由香港會計師公會頒佈之與其業務有關及於二零一七年一月一日起開始的會計期間生效的所有適用香港財務報告準則、香港會計準則及詮釋。採納此等新訂及經修訂之香港財務報告準則不會對本集團目前及過往期間的業績構成重大影響。

若干新準則及準則之修訂本於二零一七年一月一日以後開始的年度期間生效，並可提早應用。然而，本集團在編製簡明綜合財務報表時並未提早採納該等新訂或經修訂準則。本集團正在繼續評估採納該等準則的影響。根據初步評估，本集團已提供有關已發行但尚未生效及被本集團應用的準則的詳情。

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

2. BASIS OF PRESENTATION AND PREPARATION OF FINANCIAL STATEMENTS (Continued)

HKFRS 9 Financial Instruments

The standard replaces HKAS 39 Financial Instruments: Recognition and Measurement. The Group currently plans to adopt this new standard when it becomes mandatory on 1 January 2018.

The standard introduces a new approach to the classification of financial assets which is based on cash flow characteristics and the business model in which the asset is held. A debt instrument that is held within a business model whose objective is to collect the contractual cash flows and that has contractual cash flows that are solely payments of principal and interest on the principal outstanding is measured at amortised cost. A debt instrument that is held within a business model whose objective is achieved by both collecting the contractual cash flows and selling the instruments and that has contractual cash flows that are solely payments of principal and interest on the principal outstanding is measured at fair value through other comprehensive income. All other debt instruments are measured at fair value through profit or loss. Equity instruments are generally measured at fair value through profit or loss. However, an entity may make an irrevocable election on an instrument-by-instrument basis to measure equity instruments that are not held for trading at fair value through other comprehensive income.

The requirements for the classification and measurement of financial liabilities are carried forward largely unchanged from HKAS 39 except that when the fair value option is applied changes in fair value attributable to changes in own credit risk are recognised in other comprehensive income unless this creates an accounting mismatch.

HKFRS 9 introduces a new expected-loss impairment model to replace the incurred-loss impairment model in HKAS 39. It is no longer necessary for a credit event or impairment trigger to have occurred before impairment losses are recognised. For financial assets measured at amortised cost or fair value through other comprehensive income, an entity will generally recognise 12-month expected credit losses. If there has been a significant increase in credit risk since initial recognition, an entity will recognise lifetime expected credit losses. The standard includes a simplified approach for trade receivables to always recognise the lifetime expected credit losses.

The de-recognition requirements in HKAS 39 are carried forward largely unchanged.

HKFRS 9 substantially overhauls the hedge accounting requirements in HKAS 39 to align hedge accounting more closely with risk management and establish a more principle based approach.

The Group is in the process of assessing the potential impact on the financial performance resulting from the adoption of HKFRS 9. So far it has concluded that the new expected credit loss impairment model in HKFRS 9 may result in the earlier recognition of impairment losses on the Group's trade receivables and other financial assets. For instance, the Group will be required to replace the incurred loss impairment model in HKAS 39 with the expected loss impairment model that will apply to various exposures to credit risk. The Group anticipates that the adoption of HKFRS 9 in the future may not have other significant impact on amounts reported in respect of the Group's financial assets and financial liabilities based on an analysis of the Group's financial instruments as at 30 September 2017.

2. 財務報表的呈報及編製基準(續)

香港財務報告準則第9號金融工具

該準則取代香港會計準則第39號金融工具：確認及計量。本集團目前計劃在該新準則於二零一八年一月一日成為強制性時予以採納。

此準則就金融資產分類引入新方法，基於現金流量特徵及持有資產的業務模式進行。就以收取合約現金流量為目的之業務模式持有之債務工具，及擁有純粹為支付本金及尚未償還本金利息之合約現金流量之債務工具，均按攤銷成本計量。於目的為同時收取合約現金流量及出售工具之業務模式中持有之債務工具，以及擁有純粹為支付本金及尚未償還本金之利息之合約現金流量之債務工具，均透過其他全面收益按公平值計量。所有其他債務工具透過損益按公平值計量。股本工具一般透過損益按公平值計量。然而，實體可按個別工具基準作出不可撤回的選擇，以將並非持作買賣之股本工具透過其他全面收益按公平值計量。

有關分類及計量金融負債之規定大致繼承香港會計準則第39號，並無重大變動，惟倘選擇按公平值計算，因自身信貸風險變動所引致之公平值變動乃於其他全面收益中確認，除非此舉會產生會計錯配。

香港財務報告準則第9號引入新預期虧損減值模式，取代香港會計準則第39號之已發生虧損減值模式。確認減值虧損前毋須再事先發生信貸事件或減值。就按攤銷成本計量或透過其他全面收益按公平值之金融資產而言，實體一般會確認12個月之預期信貸虧損。倘於初始確認後信貸風險顯著上升，實體將會確認使用年限內之預期信貸虧損。該準則就應收賬款納入一項簡化處理方法，在通常情況下均會確認使用年限內之預期信貸虧損。

香港會計準則第39號內終止確認之規定獲大致繼承，並無變動。

香港財務報告準則第9號大幅修改香港會計準則第39號內之對沖會計規定，以使對沖會計法更切合風險管理，並設立更為符合原則基準的方法。

本集團正在評估採納香港財務報告準則第9號對財務表現的潛在影響。截至目前，已確定香港財務報告準則第9號的新預期虧損減值模式可能導致提早確認本集團應收賬款及其他金融資產的減值虧損。例如，本集團將須以適用於各種信貸風險敞口的預期虧損減值模式替代香港會計準則第39號的已產生虧損減值模式。根據本集團於二零一七年九月三十日之金融工具分析，本集團預期未來採納香港財務報告準則第9號未必會對本集團的金融資產及金融負債呈報金額產生其他重大影響。

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

2. BASIS OF PRESENTATION AND PREPARATION OF FINANCIAL STATEMENTS (Continued)

HKFRS 15 Revenue from Contracts with Customers

HKFRS 15 replaces all existing revenue standards and interpretations.

HKFRS 15 is mandatory for the Group's financial statements for annual periods beginning on or after 1 January 2018. The Group currently plans to adopt this new standard when it becomes mandatory on 1 January 2018.

The core principle of the standard is that an entity recognises revenue to depict the transfer of goods and services to customers in an amount that reflects the consideration to which the entity expects to become entitled in exchange for those goods and services.

An entity recognises revenue in accordance with the core principle by applying a 5-step model:

1. Identify the contract with a customer
2. Identify the performance obligations in the contract
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations in the contract
5. Recognise revenue when or as the entity satisfies a performance.

The standard also includes comprehensive disclosure requirements relating to revenue which aim to enable users of financial statements to understand the nature, timing and uncertainty of revenue and cash flow arising from contracts with customers.

The Group anticipates that the application of HKFRS 15 in the future may have resulted in the identification of separate performance obligations which could affect the timing of the recognition of revenue. Certain costs incurred in fulfilling a contract which are currently expensed may need to be recognised as an asset under HKFRS 15. More disclosures of revenue are also required. However, the Group anticipates that the application of HKFRS 15 will not have a material impact on the timing and amounts in revenue recognition.

HKFRS 16 Leases

HKFRS 16 replaces HKAS 17 Leases and related interpretations. HKFRS 16 is mandatory for the Group's financial statements for annual periods beginning on or after 1 January 2019. The Group currently plans to adopt this new standard when it becomes mandatory on 1 January 2019.

The new standard introduces a single accounting model for lessees. For lessees the distinction between operating and finance leases is removed and lessees will recognise right-of-use assets and lease liabilities for all leases (with optional exemptions for short-term leases and leases of low value assets). HKFRS 16 carries forward the accounting requirements for lessors in HKAS 17 substantially unchanged. Lessors will therefore continue to classify leases as operating or financing leases.

The leases of the Group's certain offices, factory premises and staff quarters are currently classified as operating leases and the lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term. Under HKFRS 16 the Group may need to recognise and measure a liability at the present value of the future minimum lease payments and recognise a corresponding right-of-use asset for these leases. The interest expense on the lease liability and depreciation on the right-of-use asset will be recognised in profit or loss. The Group's assets and liabilities will increase and the timing of expense recognition will also be impacted as a result.

2. 財務報表的呈報及編製基準(續)

香港財務報告準則第15號來自客戶合約的收益
香港財務報告準則第15號取代所有現有收益準則及詮釋。

香港財務報告準則第15號對本集團於二零一八年一月一日或之後開始的年度期間的財務報表須強制執行。本集團目前計劃在該新準則於二零一八年一月一日成為強制性時予以採納。

該準則之核心標準為實體確認收益以描述向客戶之轉讓貨物及服務，該金額應為能反映該實體預期就交換該等貨物及服務而有權收取之代價。

實體根據核心原則透過應用五步模式確認收益：

1. 識別與客戶訂立之合約
2. 識別合約中之履約責任
3. 釐定交易價
4. 將交易價分配至合約中的履約責任
5. 於實體完成履約責任時(或就此)確認收益。

該準則亦包括有關收益之全面披露要求，旨在有助財務報表使用者了解與客戶的合約所產生的收益及現金流量的性質、時間及不確定性。

本集團預期日後應用香港財務報告準則第15號可導致確定單獨履行責任，繼而可能影響確認收益的時間。在履行合同所產生的現已支出的若干成本或需根據香港財務報告準則第15號確認為資產。亦需更多的收益披露。然而，本集團預期應用香港財務報告準則第15號不會對收益確認的時間及金額產生重大影響。

香港財務報告準則第16號租賃

香港財務報告準則第16號取代香港會計準則第17號租賃及相關詮釋。香港財務報告準則第16號對本集團於二零一九年一月一日或之後開始的年度期間的財務報表須強制執行。本集團目前計劃在該新準則於二零一九年一月一日成為強制性時予以採納。

該新訂準則引入有關承租人的單一會計處理模式。承租人無需區分經營和融資租賃，但需就全部租賃確認使用權資產及租賃負債(短期租賃及低價值資產之租賃可獲選擇性豁免)。香港財務報告準則第16號大致保留香港會計準則第17號有關出租人的會計處理規定。因此，出租人需繼續將租賃分類為經營或融資租賃。

本集團之若干辦公物業、工廠物業及員工宿舍租賃現分類為經營租賃，租賃款項(扣除來自出租人之任何獎勵)於租期內按直線法確認為開支。根據香港財務報告準則第16號，本集團可能需就該等租賃按未來最低租賃款項之現值確認及計量負債，並確認相應使用權資產。租賃負債之利息開支及使用權資產之折舊將於損益中確認。本集團的資產及負債將增加且開支確認之時間亦會因此受到影響。

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

2. BASIS OF PRESENTATION AND PREPARATION OF FINANCIAL STATEMENTS (Continued)

HKFRS 16 Leases (Continued)

A preliminary assessment indicated that the new requirement of HKFRS 16 will result in recognise a right-of-use asset and a related lease liability in respect of these leases unless they qualify for low value or short-term leases upon the application of HKFRS 16. In addition, the Group does not expect the adoption of HKFRS 16 would result in significant impact on the Group's result but may result changes in measurement, presentation and disclosure as indicated above.

These unaudited condensed consolidated results are presented in Hong Kong dollars ("HK\$"), which is the same as the functional currency of the Company.

These condensed consolidated results have not been audited but have been reviewed by the audit committee of the Company.

3. REVENUE

Revenue represents the invoiced values of goods sold, after allowances for returns and discounts during the reporting periods.

2. 財務報表的呈報及編製基準(續)

香港財務報告準則第16號租賃(續)

初步評估指出，香港財務報告準則第16號的新規定將導致就該等租賃確認使用權資產及相關租賃負債，除非其在應用香港財務報告準則第16號時符合低價值或短期租賃的資格。此外，本集團預期採納香港財務報告準則第16號將不會對本集團的業績造成重大影響，但可能會導致上述計量、呈列及披露出現變動。

此等未經審核簡明綜合業績乃以港元(「港元」)呈列，港元同樣為本公司的功能貨幣。

此等簡明綜合業績並未經審核，惟已由本公司審核委員會審閱。

3. 收益

收益指於報告期間內減去退貨及折讓後所售貨品的發票價值。

	Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
	2017 二零一七年 HK\$'000 千港元 (unaudited) (未經審核)	2016 二零一六年 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)	2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)
Sales of manufactured products	218	2,841	4,619	22,364
Sales on trading of electronic products, accessories and raw materials	24,504	424	68,077	3,338
	24,722	3,265	72,696	25,702

4. OTHER INCOME

4. 其他收入

	Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
	2017 二零一七年 HK\$'000 千港元 (unaudited) (未經審核)	2016 二零一六年 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)	2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)
Interest income	-	1	1	8
Foreign exchange gain, net	1,619	-	2,324	-
Others	148	229	563	517
	1,767	230	2,888	525

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

5. INCOME TAX EXPENSE

Current tax — Hong Kong Profits Tax
Provision for the period

Hong Kong Profits Tax is provided at 16.5% (three and nine months ended 30 September 2016: 16.5%) based on the assessable profits of the Group's entities operate in Hong Kong. No provision for Hong Kong Profits Tax has been made for the three and nine months ended 30 September 2017 as the Group's Hong Kong subsidiaries did not generate any assessable profit for the three and nine months ended 30 September 2017.

No provision for PRC Enterprise Income Tax is required as the Group's PRC subsidiaries did not generate any assessable profit for the three and nine months ended 30 September 2017 (three and nine months ended 30 September 2016: Nil).

6. LOSS FOR THE PERIOD

Depreciation of property, plant and equipment
Staff costs (including Directors' emoluments)
— Salaries, bonus and allowances
— Retirement benefits scheme contributions
Cost of inventories sold
Foreign exchange loss, net
Operating lease charges in respect of premises
Allowance for inventories

物業、廠房及設備折舊
員工成本(包括董事酬金)
— 薪金、花紅及津貼
— 退休福利計劃供款
已售存貨成本
匯兌虧損淨額
物業經營租賃費用
存貨撥備

Notes
附註

(a)

(b)

(c)

5. 所得稅開支

Three months ended
30 September
截至九月三十日止三個月

Nine months ended
30 September
截至九月三十日止九個月

2017 二零一七年 HK\$'000 千港元 (unaudited) (未經審核)	2016 二零一六年 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)	2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)
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-	-	-	17
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香港利得稅乃就本集團在香港營運的實體的應課稅溢利按16.5% (截至二零一六年九月三十日止三個月及九個月: 16.5%) 計提撥備。截至二零一七年九月三十日止三個月及九個月, 概無就香港利得稅計提撥備, 原因是本集團的香港附屬公司於截至二零一七年九月三十日止三個月及九個月概無產生任何應課稅溢利。

由於本集團中國附屬公司於截至二零一七年九月三十日止三個月及九個月概無產生任何應課稅溢利(截至二零一六年九月三十日止三個月及九個月: 無), 故毋須計提中國企業所得稅撥備。

6. 期內虧損

Three months ended
30 September
截至九月三十日止三個月

Nine months ended
30 September
截至九月三十日止九個月

2017 二零一七年 HK\$'000 千港元 (unaudited) (未經審核)	2016 二零一六年 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)	2016 二零一六年 HK\$'000 千港元 (unaudited) (未經審核)
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1,362

453

2,142

1,280

1,995

4,091

6,162

12,449

91

404

408

1,234

2,086

4,495

6,570

13,683

33,890

2,888

80,285

22,865

-

664

-

1,638

907

1,547

1,411

3,263

17

-

514

5,716

Notes to the Unaudited Condensed Consolidated Financial Statements

未經審核簡明綜合財務報表附註

6. LOSS FOR THE PERIOD (Continued)

Notes:

- (a) Depreciation of property, plant and equipment of approximately HK\$2,300 (2016: HK\$27,000) and HK\$48,300 (2016: HK\$307,000) for the three and nine months ended 30 September 2017 is included in cost of sales.
- (b) Staff costs of approximately HK\$7,700 (2016: HK\$134,000) and HK\$92,700 (2016: HK\$1,279,000) for the three and nine months ended 30 September 2017 is included in cost of sales.
- (c) Operating lease charges in respect of premises of approximately HK\$2,300 (2016: HK\$22,000) and HK\$29,300 (2016: HK\$400,000) for the three and nine months ended 30 September 2017 is included in cost of sales.

7. DIVIDENDS

No dividends was declared or paid during the three months and nine months ended 30 September 2017 (three months and nine months ended 30 September 2016: Nil).

8. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of basic and diluted loss per share attributable to the ordinary equity holders of the Company is based on the following data:

(a) Basic loss per share

Loss for the purpose of calculating basic and diluted loss per share (HK\$'000)

Number of shares for the purpose of basic loss per share

Weighted average number of ordinary shares for the purpose of basic loss per share (Note)

(b) Diluted loss per share

No diluted loss per share to be presented as the Company did not have any dilutive potential ordinary shares outstanding during the three months and nine months ended 30 September 2016 and 2017.

Note: On 14 September 2017, an aggregate of 270,000,000 placing shares had been successfully placed by the Company as issuer through the placing agent Aristo Securities Limited to not less than six places at the placing price of HK\$0.09 per placing share. The new shares were issued under the general mandate granted to the directors of the Company at the annual general meeting of the Company held on 5 May 2017. Details of the placing are set out in the Company's announcements dated 17 August 2017 and 14 September 2017.

6. 期內虧損(續)

附註:

- (a) 截至二零一七年九月三十日止三個月及九個月，物業、廠房及設備折舊約為2,300港元(二零一六年: 27,000港元)及48,300港元(二零一六年: 307,000港元)，計入銷售成本。
- (b) 截至二零一七年九月三十日止三個月及九個月，員工成本約為7,700港元(二零一六年: 134,000港元)及92,700港元(二零一六年: 1,279,000港元)，計入銷售成本。
- (c) 截至二零一七年九月三十日止三個月及九個月，物業經營租賃費用約為2,300港元(二零一六年: 22,000港元)及29,300港元(二零一六年: 400,000港元)，計入銷售成本。

7. 股息

截至二零一七年九月三十日止三個月及九個月，概無宣派或支付股息(截至二零一六年九月三十日止三個月及九個月: 無)。

8. 本公司普通權益持有人應佔每股虧損

本公司普通權益持有人應佔每股基本及攤薄虧損乃基於以下數據計算:

(a) 每股基本虧損

	Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
	2017 二零一七年 (unaudited) (未經審核)	2016 二零一六年 (unaudited) (未經審核)	2017 二零一七年 (unaudited) (未經審核)	2016 二零一六年 (unaudited) (未經審核)
Loss for the purpose of calculating basic and diluted loss per share (HK\$'000)	(3,218)	(9,155)	(10,347)	(26,496)
Number of shares for the purpose of basic loss per share				
Weighted average number of ordinary shares for the purpose of basic loss per share (Note)	5,277,691,304	5,227,800,000	5,244,613,187	5,227,800,000

(b) 每股攤薄虧損

並無可呈列的每股攤薄虧損，乃因本公司於截至二零一六年及二零一七年九月三十日止三個月及九個月並無任何流通在外的潛在可攤薄普通股。

附註: 於二零一七年九月十四日，合共270,000,000股配售股份已由本公司(作為發行人)透過配售代理雅利多證券有限公司按配售價每股配售股份0.09港元成功配售予不少於六名承配人。新股份根據本公司於二零一七年五月五日舉行的股東週年大會上授予本公司董事的一般授權發行。配售詳情載於本公司日期為二零一七年八月十七日及二零一七年九月十四日的公告內。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

Overview

The Group is principally engaged in the research and development, manufacture and sale of consumer electronic products, such as fitness bracelet, GPS personal navigation devices, mobile internet devices and TV set-top boxes. The Group provides one-stop services to our customers by offering design, prototyping/sampling, manufacturing, assembling and packaging of their products. The revenue of the Group for nine months ended 30 September 2017 was approximately HK\$72.7 million, representing an increase of approximately 183% from approximately HK\$25.7 million for the nine months ended 30 September 2016. The increase in revenue was mainly contributed by our trading platform of fitness bracelets, generating revenue of approximately HK\$67.0 million for the nine months ended 30 September 2017 (nine months ended 30 September 2016: approximately HK\$1.4 million).

Financial Review

Cost of Sales and Gross Profit

The majority of the Group's cost of sales was costs of merchandises and raw material. The Group's cost of sales increased by 207% to approximately HK\$70.3 million between the nine months ended 30 September 2016 and 2017. The gross profit margin decreased from approximately 11.0% for the nine months ended 30 September 2016 to approximately 3.3% for the nine months ended 30 September 2017. The gross profit also dropped from approximately HK\$2.8 million for the nine months ended 30 September 2016 to approximately HK\$2.4 million for the nine months ended 30 September 2017. The decrease in gross profit margin and gross profit was mainly due to the gross profit margin on trading of electronic products is lower than that of manufactured products. During the nine months ended 30 September 2017, revenue from trading of electronic products represents 93.6% (2016: 13.0%) of the Group's total revenue.

Expenses

Staff costs for the nine months ended 30 September 2017 was approximately HK\$6.6 million (nine months ended 30 September 2016: approximately HK\$13.7 million), representing a decrease of approximately HK\$7.1 million as compared with the last corresponding period, which was mainly due to the drop in average headcount during the period.

Administrative expenses for the nine months ended 30 September 2017 was approximately HK\$14.7 million (nine months ended 30 September 2016: approximately HK\$28.0 million), representing a decrease of approximately HK\$13.3 million as compared with the last corresponding period, which was mainly due to the decrease in staff costs and operating lease charges on premises in respect of offices in Hong Kong and PRC.

業務回顧 概覽

本集團主要從事研發、製造及銷售消費電子產品，例如健身手環、GPS個人導航設備、行動連網裝置及電視機頂盒。本集團通過提供設計、原型機製造/樣機製造、製造、裝配及包裝產品向客戶提供一站式服務。本集團截至二零一七年九月三十日止九個月之收益為約72.7百萬港元，較截至二零一六年九月三十日止九個月約25.7百萬港元增加約183%。收益增加主要由於健身手環交易平台於截至二零一七年九月三十日止九個月產生收益約67.0百萬港元（截至二零一六年九月三十日止九個月：約1.4百萬港元）。

財務回顧

銷售成本及毛利

本集團銷售成本主要為商品及原材料成本。本集團的銷售成本於截至二零一六年及二零一七年九月三十日止九個月上升207%至約70.3百萬港元。毛利率由截至二零一六年九月三十日止九個月約11.0%降至截至二零一七年九月三十日止九個月約3.3%。毛利亦由截至二零一六年九月三十日止九個月約2.8百萬港元降至截至二零一七年九月三十日止九個月約2.4百萬港元。毛利率及毛利減少乃主要由於電子產品貿易的毛利率低於製成產品。於截至二零一七年九月三十日止九個月，電子產品貿易產生的收益佔本集團總收益的93.6%（二零一六年：13.0%）。

開支

截至二零一七年九月三十日止九個月的員工成本約為6.6百萬港元（截至二零一六年九月三十日止九個月：約13.7百萬港元），較去年同期減少約7.1百萬港元，主要由於期內平均員工總人數減少所致。

截至二零一七年九月三十日止九個月的行政開支約為14.7百萬港元（截至二零一六年九月三十日止九個月：約28.0百萬港元），較去年同期減少約13.3百萬港元，主要由於員工成本以及香港及中國辦公室物業的經營租賃費用減少所致。

Management Discussion and Analysis

管理層討論及分析

Loss for the Period

The Group incurred a net loss of approximately HK\$10.4 million during the nine months ended 30 September 2017, as compared with a net loss of approximately HK\$26.5 million for the nine months ended 30 September 2016. The decrease of net loss was primarily due to drop in administrative expenses in particular drop in staff costs and operating lease charges on premises in respect of offices in Hong Kong and PRC.

The Board does not recommend the payment of dividends for the nine months ended 30 September 2017.

Outlook

In the third quarter year of 2017, the Group's net loss decreased significantly as compared to that of the same period in last year as a result of the Company's properly adjusted strategy. In the second quarter of 2017, the Company's production equipment was reshuffled into a more condensed but more efficient setting. Such reshuffling involved re-engineering the equipment and squeezing storage and office areas to maximise the production capacity of the Group whilst minimising the outgoing expenses. During the period of reshuffling, the Company temporarily suspended its manufacturing activities, as such, its revenue only came from trading activities in the second quarter of 2017. The Company has resumed its manufacturing activities gradually from September 2017.

Having considered that wearing electronics products have a greater potential as the market is continuously expanding, going forward, the Company intends to adjust its product mix to meet market demand by increasing its focus on the production of wearing electronic products which include not only fitness wristbands and clips but also other products such as GPS watches for kids and elderly, to name a few.

In order to further consolidate the Company's financial position and prepare for future developments, the management will continue to seek suitable financing and potential investing opportunities in order to create value to the Company's shareholders.

期內虧損

本集團於截至二零一七年九月三十日止九個月產生虧損淨額約10.4百萬港元，而截至二零一六年九月三十日止九個月的虧損淨額則約為26.5百萬港元。虧損淨額減少乃主要歸因於行政開支減少所致，尤其是員工成本以及香港及中國辦公室的物業經營租賃費用減少。

董事會不建議派付截至二零一七年九月三十日止九個月的股息。

展望

於二零一七年第三季度，本集團的虧損淨額相對去年同期大幅減少，主要由於本公司的策略調整得宜。於二零一七年第二季度，本公司的生產設備重新調配成更密集但更有效率的設置。此重新調配牽涉設備的工程流程改造及壓縮倉儲及辦公室佔地，從而儘量增加本集團的產能，同時儘量減少日常開支。於重新調配期間，本公司暫停生產活動，因此，於二零一七年第二季度的收益僅從貿易活動產生。本公司的生產經營已從二零一七年九月份開始恢復。

考慮到穿戴電子產品的市場不斷擴大而具有較大的潛力，展望將來，本公司計劃調整產品組合以滿足市場需求，將加強聚焦在穿戴電子產品，除了運動手環及夾扣外，還包括如兒童GPS手錶、老人GPS手錶等其他產品。

為進一步夯實本公司的財務狀況及籌備將來發展，管理層將不斷尋找合適的融資及潛在投資機會，為本公司股東創造價值。

Management Discussion and Analysis

管理層討論及分析

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or any Associated Corporation

As at 30 September 2017, the interest and short position of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rules 5.46 of the GEM Listing Rules were as follows:

Long positions Ordinary shares of the Company

Name	Capacity and nature of Interest	Number of Shares (note 1) 股份數目 (附註1)	Percentage of the Company's issued share capital 佔本公司已發行股本百分比
Mr. Tang Wai Ting, Samson ("Mr. Tang")(note 2) 鄧偉廷先生(「鄧先生」)(附註2)	Interest of controlled corporation 受控制法團權益	35,900,000 (L) 35,900,000 (L)	0.69% 0.69%

Note:

- The letter "L" denotes a long position in the shareholder's interest in the share capital of the Company.
- As CPIT Investments Limited is beneficially owned as to 99% by Mr. Tang and 1% by Ms. Chan Kai Hei, the spouse of Mr. Tang, Mr. Tang is deemed to be interested in all the Shares held by CPIT Investments Limited under the SFO.

Save as disclosed above, as at 30 September 2017, none of the Directors and chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules.

董事及主要行政人員於本公司或任何相聯法團的股份、相關股份及債券中的權益及淡倉

於二零一七年九月三十日，董事及本公司主要行政人員於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債券中擁有須記入本公司根據證券及期貨條例第352條所存置之登記冊，或根據創業板上市規則第5.46條所述上市發行人董事進行交易的規定準則須另行知會本公司及聯交所的權益及淡倉如下：

好倉 本公司普通股

Name	Capacity and nature of Interest	Number of Shares (note 1) 股份數目 (附註1)	Percentage of the Company's issued share capital 佔本公司已發行股本百分比
Mr. Tang Wai Ting, Samson ("Mr. Tang")(note 2) 鄧偉廷先生(「鄧先生」)(附註2)	Interest of controlled corporation 受控制法團權益	35,900,000 (L) 35,900,000 (L)	0.69% 0.69%

附註：

- 「L」指股東於本公司股本權益的好倉。
- 因CPIT Investments Limited由鄧先生及鄧先生之配偶陳佳曦女士分別實益擁有99%及1%，根據證券及期貨條例，鄧先生被視為於CPIT Investments Limited所持全部股份中擁有權益。

除上文所披露者外，於二零一七年九月三十日，概無董事及本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的任何股份、相關股份或債券中擁有須記入本公司根據證券及期貨條例第352條所存置之登記冊，或根據創業板上市規則第5.46條所述上市發行人董事進行交易的規定準則須另行知會本公司及聯交所的任何權益或淡倉。

Management Discussion and Analysis

管理層討論及分析

Substantial Shareholders' and Other Persons' Interests and Short Positions in the Shares and Underlying Shares of the Company

As at 30 September 2017, the following persons (other than a Director or chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

Long positions Ordinary shares of the Company

Name	Capacity and nature of interest	Number of shares (note 1) 股份數目 (附註 1)	Percentage of the Company's issued share capital 佔本公司已發行股本百分比
Martford Limited (note 2)	Beneficial Owner	3,095,250,000 (L)	56.30%
Martford Limited (附註 2)	實益擁有人	3,095,250,000 (L)	56.30%
Mr. Wang Liang Hai ("Mr. Wang") (note 2)	Interest of controlled corporation	3,095,250,000 (L)	56.30%
王良海先生(「王先生」)(附註 2)	受控制法團權益	3,095,250,000 (L)	56.30%
Huang Ke	Beneficial owner	500,000,000 (L)	9.09%
黃科	實益擁有人	500,000,000 (L)	9.09%

Notes:

- The letter "L" denotes a long position in the shareholder's interest in the share capital of the Company.
- Martford Limited is wholly-owned by Mr. Wang. Accordingly, Mr. Wang is deemed to be interested in all the Shares held by Martford Limited under the SFO.

Save as disclosed above, as at 30 September 2017, no other interests or short positions in the shares or underlying shares of the Company were recorded in the register required to be kept by the Company under section 336 of the SFO.

Purchase, Sale or Redemption of Listed Securities of the Company

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the nine months ended 30 September 2017.

Competing Interests

The Directors confirm that none of the controlling shareholders or Directors and their respective close associates (as defined in the GEM Listing Rules) is interested in any business apart from the business operated by the Group which competes or is likely to compete, directly or indirectly, with the Group's business.

Compliance with the Required Standard of Dealings in Securities Transactions by Directors

The Group adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding Directors' transactions in securities of the Company effective from 18 July 2014 upon the Listing. Upon the Group's specific enquiry, each Director confirmed that, he/she had fully complied with the required standard of dealings and there was no event of non-compliance during the nine months ended 30 September 2017.

主要股東及其他人士於本公司股份及相關股份的權益及淡倉

於二零一七年九月三十日，下列人士(董事或本公司主要行政人員除外)於本公司股份及相關股份中擁有記錄在根據證券及期貨條例第336條須存置之登記冊內的權益或淡倉：

好倉 本公司普通股

Name	Capacity and nature of interest	Number of shares (note 1) 股份數目 (附註 1)	Percentage of the Company's issued share capital 佔本公司已發行股本百分比
Martford Limited (note 2)	Beneficial Owner	3,095,250,000 (L)	56.30%
Martford Limited (附註 2)	實益擁有人	3,095,250,000 (L)	56.30%
Mr. Wang Liang Hai ("Mr. Wang") (note 2)	Interest of controlled corporation	3,095,250,000 (L)	56.30%
王良海先生(「王先生」)(附註 2)	受控制法團權益	3,095,250,000 (L)	56.30%
Huang Ke	Beneficial owner	500,000,000 (L)	9.09%
黃科	實益擁有人	500,000,000 (L)	9.09%

附註：

- 「L」指股東於本公司股本權益的好倉。
- Martford Limited 由王先生全資擁有，因此，根據證券及期貨條例，王先生被視為為 Martford Limited 所持全部股份中擁有權益。

除上文所披露者外，於二零一七年九月三十日，概無於本公司股份或相關股份的其他權益或淡倉記錄在本公司根據證券及期貨條例第336條須存置之登記冊內。

購買、出售或贖回本公司上市證券

截至二零一七年九月三十日止九個月，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

競爭權益

董事確認，概無控股股東或董事及彼等各自的緊密聯繫人士(定義見創業板上規例)於與本集團業務直接或間接構成競爭或可能構成競爭的任何業務(本集團所營運業務除外)中擁有權益。

遵守董事進行證券交易的規定準則

自二零一四年七月十八日上市後，本集團已採納創業板上規例第5.48至第5.67條所載交易規定標準，作為規管董事進行本公司證券交易的操守守則。經本集團作出具體查詢後，各董事已確認，截至二零一七年九月三十日止九個月，彼已全面遵守交易規定準則，且並無任何不合規事件。

Management Discussion and Analysis

管理層討論及分析

Corporate Governance Practices

The Company endeavours to maintain high standard of corporate governance for the enhancement of shareholders' value and provide transparency, accountability and independence. Except for the deviation from code provision A.2.1, the Company had complied with the required code provisions set out in the Corporate Governance Code (the "Code") contained in Appendix 15 of the GEM Listing Rules since the Listing and up to the date of this report.

Code provision A.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Tang Wai Ting Samson ("Mr. Tang") is the Chairman and the chief executive officer of the Company. In view of Mr. Tang is one of the co-founders of the Group and has been operating and managing the Group since 2004, the Board believes that it is in the best interest of the Group to have Mr. Tang taking up both roles for effective management and business development. Therefore the Directors consider that the deviation from the Code provision A.2.1 is appropriate in such circumstances.

Audit Committee

The Company has established an audit committee with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control systems of the Group. The audit committee comprises three independent non-executive Directors, namely Mr. Huang Jian (chairman of the audit committee), Mr. Chan Hin Hang and Mr. Wong Tik Tung.

The unaudited condensed consolidated financial statements of the Company for the nine months ended 30 September 2017 has been reviewed by the audit committee. The audit committee is of the opinion that such financial information complies with the applicable accounting standards, the GEM Listing Rules and legal requirements, and that adequate disclosure have been made.

Share Option Scheme

The Company has adopted the Share Option Scheme on 20 June 2014 which will remain in force for a period of 10 years from the effective date of the scheme and will expire on 19 July 2024. The principal terms of the Share Option Scheme are summarised in the paragraph headed "Statutory and General Information – Share Option Scheme" in Appendix IV to the prospectus of the Company dated 27 June 2014. No share option was granted under the Share Option Scheme during the nine months ended 30 September 2017.

By Order of the Board
Millennium Pacific Group Holdings Limited
Liang Yujie
Vice-Chairman

Hong Kong, 10 November 2017

As at the date of this report, the executive Directors of the Company are Mr. Tang Wai Ting, Samson, Mr. Liu Liang, Mr. Zheng Si Rong and Mr. Wang Li; the non-executive Directors of the Company are Mr. Liang Yujie, Mr. Wu Jin Sheng and Mr. Chong Yu Keung; and the independent non-executive Directors of the Company are Mr. Huang Jian, Mr. Chan Hin Hang, Mr. Zheng Wan Zhang and Mr. Wong Tik Tung.

企業管治常規

本公司致力維持高水準企業管治以提高股東價值，並提供透明度、問責性及獨立性。除偏離守則條文第A.2.1條外，本公司自上市起及至本報告日期已遵守創業板上市規則附錄十五所載企業管治守則（「守則」）所載規定守則條文。

守則條文第A.2.1條規定，主席及行政總裁的職責應予區分，且不應由同一人士擔任。鄧偉廷先生（「鄧先生」）為本公司主席兼行政總裁。鑑於鄧先生為本集團共同創始人之一以及自二零零四年以來一直營運及管理本集團，董事會相信鄧先生兼任該兩個職位可以實現有效管理及業務發展，符合本集團的最佳利益。因此，董事認為，在此情況下偏離守則條文第A.2.1條屬恰當。

審核委員會

本公司已遵循創業板上市規則成立審核委員會，並以書面列明其職權範疇。審核委員會的主要職責為檢討及監察本集團的財務申報程序及內部監控系統。審核委員會由三名獨立非執行董事組成，即黃健先生（審核委員會主席）、陳衍行先生及汪滌東先生。

本公司截至二零一七年九月三十日止九個月的未經審核簡明綜合財務報表已經審核委員會審閱。審核委員會認為，有關財務資料符合適用會計準則、創業板上市規則及法定要求，並已作出足夠披露。

購股權計劃

本公司已於二零一四年六月二十日採納購股權計劃，自計劃生效當日起計10年內有效，並將於二零二四年七月十九日屆滿。購股權計劃的主要條款於本公司日期為二零一四年六月二十七日的招股章程附錄四「法定及一般資料 – 購股權計劃」一段概述。截至二零一七年九月三十日止九個月，概無根據購股權計劃授出購股權。

承董事會命
匯思太平洋集團控股有限公司
副主席
梁宇杰

香港，二零一七年十一月十日

於本報告日期，本公司執行董事為鄧偉廷先生、劉亮先生、鄭思榮先生及王歷先生；本公司非執行董事為梁宇杰先生、吳晉生先生及莊儒強先生；及本公司獨立非執行董事為黃健先生、陳衍行先生、鄭玩璋先生及汪滌東先生。

Millennium Pacific
GROUP HOLDINGS LIMITED
匯思太平洋集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 8147