



Mobicon Group Limited

萬保剛集團有限公司

(股份編號 Stock Code : 1213)

2013/2014

INTERIM REPORT

中期報告

Spirit of **實幹精神**
"Can Do"



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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive directors

Hung Kim Fung, Measure (Chairman)
Yeung Man Yi, Beryl (Deputy Chairman and Chief Executive Officer)
Hung Ying Fung
Yeung Kwok Leung, Allix
Manuel Arnaldo de Sousa Moutinho
(appointed on 24 June 2013)

Independent non-executive directors

Charles E. Chapman
Leung Wai Cheung
Ku Wing Hong, Eric

AUDIT COMMITTEE

Leung Wai Cheung (Chairman)
Charles E. Chapman
Ku Wing Hong, Eric

REMUNERATION COMMITTEE

Leung Wai Cheung (Chairman)
Yeung Man Yi, Beryl
Ku Wing Hong, Eric

NOMINATION COMMITTEE

Hung Kim Fung, Measure (Chairman)
Charles E. Chapman
Leung Wai Cheung

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS

7/F New Trend Centre
704 Prince Edward Road East
San Po Kong
Kowloon
Hong Kong

COMPANY SECRETARY

Ho Siu Wan

董事會

執行董事

洪劍峯 (主席)
楊敏儀 (副主席兼行政總裁)
洪英峯
楊國樑
Manuel Arnaldo de Sousa Moutinho
(於二零一三年六月二十四日獲委任)

獨立非執行董事

Charles E. Chapman
梁偉祥
古永康

審核委員會

梁偉祥 (主席)
Charles E. Chapman
古永康

薪酬委員會

梁偉祥 (主席)
楊敏儀
古永康

提名委員會

洪劍峯 (主席)
Charles E. Chapman
梁偉祥

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

主要營業地點

香港
九龍
新蒲崗
太子道東704號
新時代工貿商業中心7樓

公司秘書

何少雲

CORPORATE INFORMATION

公司資料

AUDITORS

HLB Hodgson Impey Cheng Limited
Certified Public Accountants
31/F Gloucester Tower
The Landmark
11 Pedder Street, Central
Hong Kong

核數師

國衛會計師事務所有限公司
香港執業會計師
香港
中環畢打街11號
置地廣場
告羅士打大廈31字樓

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited
(formerly known as "Butterfield Fulcrum Group (Bermuda) Limited")
26 Burnaby Street
Hamilton HM 11
Bermuda

主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited
(前稱「Butterfield Fulcrum Group (Bermuda) Limited」)
26 Burnaby Street
Hamilton HM 11
Bermuda

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Hong Kong Registrars Limited
Shops 1712-1716, 17/F
Hopewell Centre
183 Queen's Road East
Hong Kong

股份過戶登記分處

香港證券登記有限公司
香港
皇后大道東183號
合和中心
17樓1712-1716室

PRINCIPAL BANKERS

Dah Sing Bank, Limited
DBS Bank (Hong Kong) Limited
Hang Seng Bank Limited
Wing Hang Bank, Limited

主要銀行

大新銀行有限公司
星展銀行(香港)有限公司
恒生銀行有限公司
永亨銀行有限公司

LEGAL ADVISERS

F. Zimmern & Co.
Rooms 1002-1003, 10/F
York House
The Landmark
15 Queen's Road Central
Hong Kong

法律顧問

施文律師行
香港
皇后大道中15號
置地廣場
約克大廈
10樓1002-1003室

CORPORATE WEBSITE

<http://www.mobicon.com>

公司網站

<http://www.mobicon.com>

INVESTOR RELATIONS CONTACT

Telephone no: (852) 2397 6628
Facsimile no: (852) 2397 0339

投資者關係聯絡

電話號碼：(852) 2397 6628
傳真號碼：(852) 2397 0339

STOCK CODE

1213

股份代號

1213

FINANCIAL HIGHLIGHTS

財務摘要

		Six months ended 30 September 截至九月三十日止六個月		
		2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)	% Change 變動
Results 業績				
Revenue	收益	309,827	285,652	8.5
Gross profit	毛利	56,379	52,307	7.8
EBITDA	未計利息、稅項、折舊及 攤銷費用前盈利	10,091	6,734	49.9
Profit Attributable to Equity Shareholders of the Company	本公司權益股東應佔溢利	2,881	1,606	79.4
Basic Earnings per Share (HK cents)	每股基本盈利(港仙)	1.4	0.8	75
Interim Dividend per Share (HK cent)	每股中期股息(港仙)	0.5	0.5	—
		At 30 September 2013 於二零一三年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 March 2013 於二零一三年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)	% Change 變動
Financial Position 財務狀況				
Total Assets	資產總值	313,734	294,993	6.4
Net Cash Balance	現金結餘淨額	(9,201)	(10,575)	13.0
Total Equity Attributable to Equity Shareholders of the Company	本公司權益股東應佔權益 總額	166,241	166,263	(0.1)

REPORT OF THE DIRECTORS

董事會報告

The Board of Directors (the “Board”) of Mobicon Group Limited (the “Company”) is pleased to announce the unaudited condensed consolidated financial statements of the Company and its subsidiaries (the “Group”) as at and for the six months ended 30 September 2013 (the “Period”) together with comparative figures and explanatory notes in this interim report.

INTERIM DIVIDEND

By a Board resolution passed on 25 November 2013 (Monday), the directors had resolved to declare an interim dividend of HK\$0.005 per ordinary share for the six months ended 30 September 2013 (2012: HK\$0.005 per ordinary share). The interim dividend will be payable on 23 December 2013 (Monday) to shareholders whose names appear on the Register of Members of the Company as at 12 December 2013 (Thursday).

CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from 10 December 2013 (Tuesday) to 12 December 2013 (Thursday), both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for the interim dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited at its office situated at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on 9 December 2013 (Monday).

SHARE OPTION SCHEME

On 8 August 2003, the Company adopted a new share option scheme (the “New Share Option Scheme”) pursuant to which the eligible persons may be granted options to subscribe for shares of the Company upon and subject to the terms and conditions of the rules of the New Share Option Scheme. The New Share Option Scheme is in line with the current Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

Since its adoption, no options have been granted under the New Share Option Scheme up to the date of this interim report. The New Share Option Scheme expired on 7 August 2013.

萬保剛集團有限公司(「本公司」)董事會(「董事會」)欣然宣佈本公司及其附屬公司(「本集團」)於二零一三年九月三十日及截至該日止六個月期間(「該期間」)之未經審核簡明綜合財務報表，連同本中期報告所載比較數字及闡釋附註。

中期股息

董事已藉於二零一三年十一月二十五日(星期一)通過之董事會決議案，議決宣派截至二零一三年九月三十日止六個月之中期股息每股普通股0.005港元(二零一二年：每股普通股0.005港元)。中期股息將於二零一三年十二月二十三日(星期一)派付予於二零一三年十二月十二日(星期四)名列本公司股東名冊之股東。

暫停辦理股份過戶登記手續

本公司將於二零一三年十二月十日(星期二)至二零一三年十二月十二日(星期四)(包括首尾兩日)期間暫停辦理股份過戶登記手續，期間將不辦理任何股份過戶事宜。為符合資格獲派中期股息，所有股份過戶文件連同有關股票，最遲須於二零一三年十二月九日(星期一)下午四時三十分前，送抵本公司之香港股份過戶登記分處香港證券登記有限公司之辦事處，地址為香港皇后大道東183號合和中心17樓1712–1716室，以辦理登記手續。

購股權計劃

於二零零三年八月八日，本公司採納一項新購股權計劃(「新購股權計劃」)。據此，合資格人士可根據及受限於新購股權計劃規則之條款及條件獲授購股權以認購本公司股份。新購股權計劃符合現時香港聯合交易所有限公司證券上市規則(「上市規則」)第17章之規定。

自採納新購股權計劃以來，截至本中期報告日期，概無據此授出任何購股權。新購股權計劃於二零一三年八月七日失效。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN EQUITY AND DEBT SECURITIES

As at 30 September 2013, the interests and short positions of each director and chief executive of the Company and his/her associates 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 under Section 352 of the SFO or as otherwise 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 or the Model Code for Securities Transactions by directors of Listed Issuers (the "Model Code"), were as follows:

(i) Ordinary shares of HK\$0.10 each in the Company

Name of Directors 董事姓名	Long/short position 好倉/淡倉	Number of shares 股份數目			Percentage 百分比
		Personal interests 個人權益	Corporate interests 公司權益	Total interests 權益總計	
Dr. Hung Kim Fung, Measure 洪劍峯博士	Long 好倉	–	90,000,000 (Note (a)) (附註(a))	90,000,000	45%
Ms. Yeung Man Yi, Beryl 楊敏儀女士	Long 好倉	–	90,000,000 (Note (a)) (附註(a))	90,000,000	45%
Mr. Hung Ying Fung 洪英峯先生	Long 好倉	26,970,000	–	26,970,000	13.49%
Mr. Yeung Kwok Leung, Allix 楊國樑先生	Long 好倉	–	30,000,000 (Note (b)) (附註(b))	30,000,000	15%
Mr. Manuel Arnaldo de Sousa Moutinho Manuel Arnaldo de Sousa Moutinho先生	Long 好倉	580,000	–	580,000	0.29%

Notes:

- (a) These shares are held by M2B Holding Limited, a company owned as to 50% by Dr. Hung Kim Fung, Measure and the remaining 50% by his wife, Ms. Yeung Man Yi, Beryl. Accordingly, Dr. Hung Kim Fung, Measure and Ms. Yeung Man Yi, Beryl were deemed to be interested in 90,000,000 shares of the Company under the SFO. The interests of Dr. Hung Kim Fung, Measure and Ms. Yeung Man Yi, Beryl were in respect of the same interest and duplicated each other.
- (b) These shares are held by Bestmark Management Limited, a company owned as to 50% by Mr. Yeung Kwok Leung, Allix and the remaining 50% by his wife, Ms. Wan Lam Keng. Accordingly, Mr. Yeung Kwok Leung, Allix and Ms. Wan Lam Keng were deemed to be interested in 30,000,000 shares of the Company under the SFO. The interests of Mr. Yeung Kwok Leung, Allix and Ms. Wan Lam Keng were in respect of the same interest and duplicated each other.

董事及行政總裁於股本及債務證券之權益

於二零一三年九月三十日，本公司各董事及行政總裁以及其聯繫人士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）之股份、相關股份及債券中，擁有以下記錄於本公司根據證券及期貨條例第352條存置之登記冊，或根據證券及期貨條例第XV部第7及8分部或上市公司董事進行證券交易的標準守則（「標準守則」）已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：

(i) 本公司每股面值0.10港元之普通股

附註：

- (a) 該等股份由M2B Holding Limited持有，該公司由洪劍峯博士擁有50%，餘下50%則由彼之妻子楊敏儀女士擁有。因此，洪劍峯博士及楊敏儀女士根據證券及期貨條例，被視為於本公司90,000,000股股份中擁有權益。洪劍峯博士及楊敏儀女士之權益涉及同一份權益，並互相關疊。
- (b) 該等股份由Bestmark Management Limited持有，該公司由楊國樑先生擁有50%，餘下50%則由彼之妻子雲林瓊女士擁有。因此，楊國樑先生及雲林瓊女士根據證券及期貨條例，被視為於本公司30,000,000股股份中擁有權益。楊國樑先生及雲林瓊女士之權益涉及同一份權益，並互相關疊。

REPORT OF THE DIRECTORS

董事會報告

(ii) Non-voting deferred shares of HK\$1.00 each in a subsidiary – Maxfair Distribution Limited (“Maxfair”)

As at 30 September 2013, each of Dr. Hung Kim Fung, Measure, Ms. Yeung Man Yi, Beryl, Mr. Hung Ying Fung and Mr. Yeung Kwok Leung, Allix has beneficial interests in his/her personal capacity in the following number of non-voting deferred shares in Maxfair:

Name of Directors 董事姓名	Long/short position 好倉／淡倉	Number of non-voting deferred shares 無投票權遞延股份數目	Percentage 百分比
Dr. Hung Kim Fung, Measure 洪劍峯博士	Long 好倉	300,000	30%
Ms. Yeung Man Yi, Beryl 楊敏儀女士	Long 好倉	300,000	30%
Mr. Hung Ying Fung 洪英峯先生	Long 好倉	200,000	20%
Mr. Yeung Kwok Leung, Allix 楊國樑先生	Long 好倉	200,000	20%

Save as disclosed above and other than certain non-beneficial ordinary shares of the subsidiaries held in bare trust for the Group, as at 30 September 2013, none of the directors or the chief executive of the Company had an interest or short position in any shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register maintained by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or the Model Code.

Save as disclosed above and under the section headed “Share Option Scheme”, at no time during the Period, the directors and the chief executive of the Company (including their spouse and children under 18 years of age) had any interest in, or had been granted, or exercised, any rights to subscribe for shares (or warrants or debentures, if applicable) of the Company and/or its associated corporations (within the meaning of the SFO).

Save as disclosed above and under the section headed “Share Option Scheme”, at no time during the Period was the Company, its subsidiaries, its associated companies, its fellow subsidiaries or its holding company a party to any arrangements to enable the directors or the chief executive of the Company to hold any interests or short positions in the shares or underlying shares in, or debentures of, the Company or its associated corporations (within the meaning of the SFO).

MODEL CODE FOR SECURITIES TRANSACTIONS

During the Period, the Company has adopted a Code of Conduct regarding directors’ transactions in securities of the Company on terms no less exacting than the required standard set out in the Model Code under Appendix 10 to the Listing Rules. Having made all reasonable enquiries with the directors of the Company, the Company was of the view that the directors had complied with the said Code of Conduct throughout the Period.

DIRECTORS’ INTERESTS IN CONTRACTS

Save as disclosed in note 19 to the financial statements, no contract of significance in relation to the Group’s business to which the Company or its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the Period or at any time during the Period.

(ii) 附屬公司萬豐來有限公司(「萬豐來」)每股面值1.00港元之無投票權遞延股份

於二零一三年九月三十日，洪劍峯博士、楊敏儀女士、洪英峯先生及楊國樑先生各自以個人身分實益擁有下列數目之萬豐來無投票權遞延股份：

除上文披露者外以及除為本集團以被動信託形式持有附屬公司若干非實益普通股外，於二零一三年九月三十日，本公司董事或行政總裁概無於本公司或其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中，擁有已記錄於本公司根據證券及期貨條例第352條規定存置之登記冊或根據證券及期貨條例第XV部第7及8分部或標準守則已知會本公司及聯交所之任何權益或淡倉。

除上文及「購股權計劃」一節披露者外，於該期間內任何時間，概無本公司董事及行政總裁(包括彼等之配偶及十八歲以下之子女)於可認購本公司及／或其相聯法團(定義見證券及期貨條例)股份(或認股權證或債券，倘適用)之任何權利中擁有任何權益，亦無獲授或行使該等權利。

除上文及「購股權計劃」一節披露者外，本公司、其附屬公司、其聯營公司、其共同系附屬公司或其控股公司於該期間內任何時間概無訂立任何安排，致使本公司董事或行政總裁於本公司或其相聯法團(定義見證券及期貨條例)之股份、相關股份或債券中持有任何權益或淡倉。

證券交易之標準守則

於該期間，本公司已採納有關董事進行本公司證券交易之操守準則，有關準則規定不會較上市規則附錄10標準守則所載的準則規定寬鬆。向本公司董事作出一切合理查詢後，本公司認為，董事於該期間一直遵守上述操守準則。

董事於合約之權益

除財務報表附註19披露者外，本公司各董事概無在由本公司或其附屬公司所訂立而於該期間終結或該期間內的任何時間有效且對本集團業務而言屬重大之合約中，直接或間接擁有重大權益。

REPORT OF THE DIRECTORS

董事會報告

INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN THE SHARE CAPITAL OF THE COMPANY

As at 30 September 2013, so far as is known to the directors of the Company, the following persons (other than a director or the chief executive of the Company) had an interest or short position in the shares and 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:

主要股東及其他人士於本公司股本中擁有之權益

據本公司董事所知悉，於二零一三年九月三十日，於本公司股份及相關股份中擁有須根據證券及期貨條例第XV部第2及3分部之條文向本公司披露之權益或淡倉之人士(不包括本公司董事或行政總裁)如下：

Name 名稱	Long/short position 好倉／淡倉	Number of shares 股份數目		Percentage 百分比
		Beneficial owner 實益擁有人	Family interest 家族權益	
M2B Holding Limited	Long 好倉	90,000,000 (Note (a)) (附註(a))	–	45%
Bestmark Management Limited	Long 好倉	30,000,000 (Note (b)) (附註(b))	–	15%
Ms. Wan Lam Keng 雲林瓊女士	Long 好倉	–	30,000,000 (Note (b)) (附註(b))	15%

Notes:

- (a) Please refer to Note (a) under the section headed "Directors' and Chief Executive's Interests in Equity and Debt Securities".
- (b) Please refer to Note (b) under the section headed "Directors' and Chief Executive's Interests in Equity and Debt Securities".

附註：

- (a) 請參閱「董事及行政總裁於股本及債務證券之權益」一節附註(a)。
- (b) 請參閱「董事及行政總裁於股本及債務證券之權益」一節附註(b)。

Save as disclosed above, as at 30 September 2013, according to the register of interests required to be kept by the Company under Section 336 of the SFO, there was no person who had any 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.

除上文所披露者外，於二零一三年九月三十日，按本公司根據證券及期貨條例第336條存置之權益登記冊所記錄，概無任何人士於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露之任何權益或淡倉。

DEALINGS IN COMPANY'S LISTED SECURITIES

The Company has not redeemed any of its listed shares during the six months ended 30 September 2013. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's listed shares during the six months ended 30 September 2013.

買賣本公司上市證券

截至二零一三年九月三十日止六個月內，本公司概無贖回其任何上市股份。於截至二零一三年九月三十日止六個月內，本公司或其任何附屬公司概無購買或出售本公司任何上市股份。

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

The Company had complied with the Corporate Governance Code as set out in Appendix 14 to the Listing Rules (the "Code") throughout the Period, except for the deviation stated below:

遵守企業管治常規守則

本公司於該期間一直遵守上市規則附錄14所載的企業管治守則(「守則」)，惟下列偏離事項除外：

- (i) According to the code provision A.4.1 of the Code, non-executive directors should be appointed for a specific term, subject to re-election. None of the independent non-executive directors of the Company was appointed for specific term but all of them are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Company's Bye-laws. Pursuant to the code provision A.4.2 of the Code, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. According to the Bye-laws

- (i) 根據守則之守則條文第A.4.1條，非執行董事須按指定任期委任及須重選連任。概無本公司獨立非執行董事按指定任期委任，惟彼等均須根據本公司之公司細則條文，於本公司股東週年大會輪值退任及重選連任。根據守則之守則條文第A.4.2條，每名董事(包括有指定任期之董事)須至少每三年輪值退任一次。根據本公司之公司細則，主席及董事總經理毋須輪值退任或於釐定退任董事人數

REPORT OF THE DIRECTORS

董事會報告

of the Company, the Chairman and Managing Director are not subject to retirement by rotation or be taken into account in determining the number of directors to retire, which deviated from code provision A.4.2 of the Code. As continuation is a key factor to the successful implementation of any long term business plans, the Board believes that the present arrangement is most beneficial to the Company and its shareholders as a whole.

AUDIT COMMITTEE

The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group; it has also discussed with the directors about the internal controls and financial reporting matters including the reviewing of the unaudited condensed consolidated financial statements for the six months ended 30 September 2013. The Audit Committee comprises three independent non-executive directors, who currently are Dr. Leung Wai Cheung (Chairman), Mr. Charles E. Chapman and Mr. Ku Wing Hong, Eric.

REMUNERATION COMMITTEE

The Company established a remuneration committee for the purpose of making recommendations to the Board on the Company's policy and structure for the remuneration of all directors and senior management of the Group. The remuneration committee also has the duty to make recommendation on the remuneration packages of all executive directors and senior management and make recommendations to the Board on the remuneration of non-executive directors. The remuneration committee comprises two independent non-executive directors, who currently are Dr. Leung Wai Cheung (Chairman) and Mr. Ku Wing Hong, Eric, and one executive director, who currently is Ms. Yeung Man Yi, Beryl.

NOMINATION COMMITTEE

The Company established a nomination committee for formulating policy and making recommendations to the Board on nominations, appointment of directors and Board succession. The nomination committee comprises one executive director, who currently is Dr. Hung Kim Fung, Measure (Chairman), and two independent non-executive directors, who currently are Mr. Charles E. Chapman and Dr. Leung Wai Cheung.

MEMBERS OF THE BOARD

As at the date of this report, the Board comprises Dr. Hung Kim Fung, Measure, Ms. Yeung Man Yi, Beryl, Mr. Hung Ying Fung, Mr. Yeung Kwok Leung, Allix and Mr. Manuel Arnaldo de Sousa Moutinho as executive directors and Mr. Charles E. Chapman, Dr. Leung Wai Cheung and Mr. Ku Wing Hong, Eric as independent non-executive directors.

APPRECIATION

I would like to take this opportunity to express my gratitude to my fellow directors and all members of the staff for their loyalty and dedication and the continuous support from our customers, suppliers, bankers and shareholders.

時計算在內，此規定偏離守則之守則條文第A.4.2條。由於人事方面之延續性乃任何長期業務計劃成功執行之主要關鍵，董事會相信，現行安排最符合本公司及其股東的整體利益。

審核委員會

審核委員會已與管理層審閱本集團採納之會計原則及慣例，並與董事討論內部監控及財務報告事宜，包括審閱截至二零一三年九月三十日止六個月之未經審核簡明綜合財務報表。審核委員會由現任三位獨立非執行董事梁偉祥博士(主席)、Charles E. Chapman先生及古永康先生組成。

薪酬委員會

本公司已成立薪酬委員會，以就本公司向本集團全體董事及高級管理人員發放薪酬之政策及架構向董事會提出推薦建議。薪酬委員會亦負責全體執行董事及高級管理人員的薪酬待遇提出推薦建議，並就非執行董事的薪酬向董事會提出推薦建議。薪酬委員會由現任兩位獨立非執行董事梁偉祥博士(主席)及古永康先生及一位執行董事楊敏儀女士組成。

提名委員會

本公司已成立提名委員會，以就董事的提名、委任及董事會繼任制定政策及向董事會提出推薦建議。提名委員會由現任一位執行董事洪劍峯博士(主席)及兩位獨立非執行董事Charles E. Chapman先生及梁偉祥博士組成。

董事會成員

於本報告日期，董事會成員包括執行董事洪劍峯博士、楊敏儀女士、洪英峯先生、楊國樑先生及Manuel Arnaldo de Sousa Moutinho先生；以及獨立非執行董事Charles E. Chapman先生、梁偉祥博士及古永康先生。

致謝

本人謹藉此機會衷心感謝各位董事及全體員工克盡己職之忠誠服務，並對客戶、供應商、往來銀行及股東之鼎力支持，致以衷心謝意。

By order of the Board
Hung Kim Fung, Measure
Chairman

Hong Kong, 25 November 2013

承董事會命
主席
洪劍峯

香港，二零一三年十一月二十五日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL RESULTS

The Group recorded a turnover of approximately HK\$310 million during the Period, representing an increase of approximately 8% as compared with the turnover of approximately HK\$286 million recorded in the six months ended 30 September 2012 (the “Corresponding Period”). The increase of the Group’s turnover was mainly attributed by an increase in sales of the Group’s Computer Retail Business during the Period.

During the Period, the Group’s gross profit increased from approximately HK\$52 million recorded in the Corresponding Period by approximately 8% to the gross profit of approximately HK\$56 million and the gross profit margin slightly dropped to approximately 18.2% (Corresponding Period: approximately 18.3%). By analysing the two core business operations of the Group, the gross profit margin of the distribution business of electronic components, automation parts and equipment under the brand of **MOBICON** (the “Electronic Trading Business”) was approximately 19% (Corresponding Period: approximately 19.1%) whilst the gross profit margin of the computer business (the “Computer Business”) was approximately 15.7%. (Corresponding Period: approximately 15.1%). In line with the increase in the turnover, the Group’s operating profit was approximately HK\$8.8 million during the Period, representing an increase of approximately 49.2% from approximately HK\$5.9 million in the Corresponding Period. The total operating expenses for the Period increased by approximately 2.1% to approximately HK\$49 million (Corresponding Period: approximately HK\$48 million).

The distribution and selling expenses for the Period maintained at approximately HK\$19 million, whereas the general and administrative expenses increased by about 3% or HK\$1 million to approximately HK\$30 million for the Period from approximately HK\$29 million recorded in the Corresponding Period. Financial costs for the Period were kept at approximately HK\$0.5 million (Corresponding Period: approximately HK\$0.5 million).

Accordingly, the profit attributable to the equity holders of the Company increased by approximately 81% to approximately HK\$2.9 million (Corresponding Period: approximately HK\$1.6 million), representing basic earnings per share of HK\$0.014 (Corresponding Period: HK\$0.008). The Board has resolved to declare an interim dividend of HK0.5 cent per ordinary share (the Corresponding Period: HK0.5 cent per ordinary share) for the period ended 30 September 2013, totaling HK\$1 million.

財務業績

於該期間，本集團錄得營業額約三億一千萬港元，較截至二零一二年九月三十日止六個月（「去年同期」）約二億八千六百萬港元，增加約8%。本集團營業額有所增加，主要歸因於本集團的電腦零售業務錄得增長。

於該期間，本集團之毛利由去年同期約五千二百萬港元增加約8%至約五千六百萬港元，而毛利率則輕微下降至約18.2%（去年同期：約18.3%）。從本集團兩大核心業務分析，以 **MOBICON** 品牌從事電子元件、自動化組件和儀器分銷業務（「電子買賣業務」）之毛利率約為19%（去年同期：約19.1%），而電腦業務（「電腦業務」）之毛利率則約為15.7%（去年同期：約15.1%）。隨著營業額上升，本集團於該期間錄得經營溢利約八百八十萬港元，較去年同期約五百九十萬港元增加約49.2%。該期間的經營開支總額增加約2.1%至約四千九百萬港元（去年同期：約四千八百萬港元）。



在該期間，本集團的分銷及銷售費用維持約一千九百萬港元，而一般及行政管理費用則由去年同期約二千九百萬港元增加約3%或一百萬港元至約三千萬港元。該期間的融資成本維持約五十萬港元水平（去年同期：約五十萬港元）。

基於上文所述，本公司權益持有人應佔溢利增加約81%至約二百九十萬港元（去年同期：約一百六十萬港元），每股基本盈利為0.014港元（去年同期：0.008港元）。董事會議決就截至二零一三年九月三十日止期間宣派中期股息每股普通股0.5港仙（去年同期：每股普通股0.5港仙），合共一百萬港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

During the Period, the Group continued to focus on its two core business operations, namely: (1) the Electronic Trading Business; and (2) the Computer Business which includes (i) the retail sales of computer products and smartphone accessories under the brand of  (the “Computer Retail Business”) and (ii) the distribution of computer products and consumer products under the brand of  (the “Computer Distribution Business”). The Electronic Trading Business and the Computer Business accounted for about 76% and 24% of the Group’s total turnover respectively for the Period.

Electronic Trading Business



The turnover of the Group’s Electronic Trading Business during the Period recorded an increase of about 4% from approximately HK\$227 million in the Corresponding Period to approximately HK\$235 million.

Hong Kong

The Group continuously kept close contacts with its suppliers. Apart from participating in product design projects, the Group also cooperated with its suppliers in exhibitions. During the Period, several customers were referred to the Group by a Group’s supplier. The Group has also successfully reactivated some non-active customer accounts. This resulted in the improvement of the Group’s turnover in its Electronic Trading Business.

Meanwhile, the Group has signed an agency agreement for the Asian region with RediSem Limited (which specialized in the production of power management semiconductor products) and SemiLEDs Optoelectronics Co., Limited (which specialized in the production of UV LED chips) respectively.

業務回顧

在該期間，本集團繼續專注發展其兩大核心業務，即：(1) 電子買賣業務；及(2) 電腦業務，當中包括(i) 以  為品牌的電腦產品及智能手機配件零售業務（「電腦零售業務」）；及(ii) 以  為品牌的電腦產品及消費產品分銷業務（「電腦分銷業務」）。電子買賣業務及電腦業務分別佔本集團於該期間的總營業額約76%及24%。

電子買賣業務

本集團在該期間電子買賣業務之營業額錄得約4%的增幅，由去年同期約二億二千七百萬元增加至約二億三千五百萬元。

香港

本集團持續與供應商保持緊密聯繫，除與供應商一同參與產品設計項目外，亦一同合作參與展覽會。於該期間，本集團其中一名供應商轉介了多名客戶予本集團。同時本集團亦成功重新啟動多個非活躍客戶賬戶，因而令本集團電子買賣業務的營業額有所改善。

與此同時，本集團分別與RediSem Limited（專門生產電源管理半導體產品）及旭明光電股份有限公司（專門生產UV LED芯片）簽訂亞洲區代理合約。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Overseas

During the Period, the aggregate turnover of all of the Group's overseas subsidiaries was approximately HK\$57 million, representing a decrease of approximately 11% as compared with that of approximately HK\$64 million recorded in the Corresponding Period. Among the Group's overseas subsidiaries, the turnover of the subsidiary in Malaysia recorded a significant dropped of approximately 46% to approximately HK\$7 million during the Period as compared with that of approximately HK\$13 million during the Corresponding Period. The main reason for the drop was that a Group's customer which specialized in smart power meters postponed the production of its latest model due to its quality issue.

On the other hand, the turnover of the Group's subsidiary in South Africa slightly increased by approximately 1% to approximately HK\$37.4 million during the Period (Corresponding Period: approximately HK\$37.1 million). The growth rate of the South Africa subsidiary was shrunk due to the depreciation of South African Rand. During the Period, the exchange rate of South African Rand to Hong Kong dollar depreciated by about 16% as compared with that of quoted in Corresponding Period.

In April 2013, the subsidiary in South Africa acquired the business of Suntronika (Pty) Ltd ("Suntronika") in Johannesburg. The Directors believe that the well developed customer bases and product lines from Suntronika could contribute the Group's turnover in coming future.

In terms of geographical segments, the turnover from Hong Kong, China, South Africa, the Asia-Pacific region (other than Hong Kong), Europe and other regions accounted for 59%, 18%, 12%, 9%, 1% and 1% respectively of the Group's total turnover.

Computer Business

During the Period, the turnover from the Group's Computer Business increased obviously by about 27% to approximately HK\$75 million from that of approximately HK\$59 million in the Corresponding Period whilst the gross profit margin of the Group's Computer Business slightly rose to about 15.7% (Corresponding Period: approximately 15.1%).

海外

於該期間，本集團所有海外附屬公司之總營業額約為五千七百萬港元，與去年同期錄得約六千四百萬港元相比減少約11%。在本集團一眾海外附屬公司中，馬來西亞附屬公司之營業額於該期間錄得顯著跌幅約為46%，由去年同期約一千三百萬港元減少至約七百萬港元。營業額下跌的主要原因是本集團一名專門生產智能量度器的客戶，因品質問題而將其新型號的產品延遲生產。

另外，本集團南非附屬公司之營業額於該期間則稍微增加約1%至約三千七百四十萬港元(去年同期：約三千七百一十萬港元)。南非附屬公司營業額的增長卻因南非蘭特貨幣貶值而減少。於該期間，南非蘭特兌港元的匯率與去年同期相比貶值約16%。

於二零一三年四月，南非附屬公司收購位於約翰內斯堡的Suntronika (Pty) Ltd (「Suntronika」) 業務。董事相信Suntronika具備良好發展的客戶群及產品線，可在將來為本集團的營業額作出貢獻。

按地區分類，香港、中國、南非、亞太地區(不包括香港)、歐洲及其他地區的營業額分別佔本集團總營業額的59%、18%、12%、9%、1%及1%。

電腦業務

在該期間，本集團電腦業務之營業額顯著增加約27%，由去年同期約五千九百萬港元大幅增加至約七千五百萬港元，而本集團電腦業務的毛利率則輕微上升至約15.7%(去年同期：約15.1%)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Computer Retail Business

The turnover of the Group's Computer Retail Business for the Period recorded as about HK\$20 million, representing a remarkable increase of approximately 67% from that of about HK\$12 million in the Corresponding Period. The encouraging increment was mainly attributed by the continuous expansion of retail outlets coverage. For instance, a new retail shop was set up at Metro Town, Tseung Kwan O in May 2013. The Group also continuously participated in special and seasonal promotions organized in various shopping malls, which increased the brand exposure. In the meantime, to alleviate the impact from the increasing rental and the labour cost, the Group has adjusted the selling price of its computer and mobile accessories.

電腦零售業務

本集團電腦零售業務於該期間錄得營業額約二千萬元，較去年同期約一千二百萬元大幅增加約67%。這令人鼓舞的升幅主要是由於門市的覆蓋範圍持續擴展所致。例如於二零一三年五月，本集團在將軍澳都會駅開設新門市。另外，本集團亦積極參與在各商場舉辦的特別及季節性宣傳，從而增加了品牌的曝光率。同時，為了舒緩因租金及勞工成本上升帶來的影響，本集團已調整其電腦及手機配件的售價。



Computer Distribution Business

The turnover of the Group's Computer Distribution Business was approximately HK\$55 million during the Period, representing an increase of about 17% from that of approximately HK\$47 million in the Corresponding Period. The reason for the increase was due to the substantial growth of sales of the mobile battery chargers produced by Samya Technology Co., Limited and distributed by APower Holdings Limited, a subsidiary of the Group which carries out the Computer Distribution Business.

During the Period, APower Holdings Limited has signed an agency agreement with OSRAM Prosperity Co., Limited and was authorized to distribute OSRAM's full range of lighting products.

電腦分銷業務

在該期間，本集團電腦分銷業務的營業額約為五千五百萬港元，與去年同期約四千七百萬港元比較，錄得約17%升幅。營業額上升主要是由於毅創來集團有限公司(本集團旗下從事電腦分銷業務之附屬公司)分銷由祥業科技股份有限公司生產的流動充電器帶來持續的銷售增長。

在該期間，毅創來集團有限公司與歐司朗佑昌有限公司簽定代理權合約，獲授權分銷其全線照明產品。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Cosmetic Retail Business

During the Period, the Group looked for new retail business opportunity and, after careful studies of the cosmetic retail market in Hong Kong, decided to straddle in the cosmetic retail business. As an initial attempt, the Group has established three cosmetic retail shops during the third quarter this year, one at Kingswood Ginza of Tin Shui Wai, one at Fortune City One of Shatin and the remaining one at Chung Fu Plaza of Tin Shui Wai.

OUTLOOK

It is expected that the global component market will be fluctuating in the foreseeable future. The Group will continuously enhance its product design projects through cooperation with its customers and suppliers. Meanwhile, the Group will explore the business opportunities in North-Eastern part of China and look for new product lines, especially the lighting-related components.

More resources will also be allocated in the South Africa market. The Group will increase its market share through acquiring companies in the same industry by the Group's South Africa subsidiary if suitable opportunities arise. At the same time, the Group will enhance the online retail business in South Africa, more product variety will be added in the online platform, such as power-related products, equipment and batteries.

The Group anticipates that the retail market will keep growing. Therefore, the Group will expand its retail business. Regarding to the Computer Retail business, the Group will set up four new retail shops in Tin Shui Wai, Yuen Long and Ma On Shan respectively by the end of 2013 and plans to establish five or more computer retail shops in 2014.

The Group will continue to expand the cosmetic retail business and look for more locations for cosmetic retail shops. Three new shops are planned to set up in Shatin, Yuen Long and Sheung Shui respectively by the end of 2013. It is anticipated that the total number of cosmetic retail shops will increase to fifteen by 2014.

化妝品零售業務

在該期間，本集團尋求新零售業務的商機，經過仔細研究香港的化妝品零售市場後，決定涉足化妝品零售業務。作為初期的嘗試，本集團於本年第三季內開設三間化妝品零售店，分別位於天水圍嘉湖銀座、沙田第一城及天水圍頌富商場。

展望

本集團預期全球的電子零件市場在可見將來仍然波動，故此本集團將透過持續與客戶及供應商緊密合作，加強產品設計項目。同時，本集團亦會開發中國東北地區的商機，尋找其他新產品線，特別是與照明相關的電子零件。

本集團亦將會投放更多資源在南非市場。本集團將透過旗下南非附屬公司在適當的時機收購當地的同業公司，以增加市場份額。與此同時，本集團將加強於南非的網上零售業務，加入更多產品種類，如電源相關產品、儀器及電池。

本集團預期零售市場會繼續增長。因此，本集團將擴展零售業務。在電腦零售業務方面，本集團將於二零一三年年底增設四間零售店分別位於天水圍、元朗及馬鞍山，並計劃於二零一四年開設五間或以上的電腦零售店。

本集團將繼續擴展化妝品零售業務，尋找更多地點開設化妝品零售店，並計劃在二零一三年年底前分別於沙田、元朗及上水增設三間零售店，預期於二零一四年內將化妝品零售店總數增加至十五間。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2013, the Group's cash and bank balances amounted to approximately HK\$40 million and the net current assets were approximately HK\$162 million. As at 30 September 2013, the current ratio dropped to approximately 2.24 (as at 31 March 2013: approximately 2.43). Out of the Group's cash and bank balances, about 34% and 30% were denominated in Hong Kong dollars and United States dollars respectively. The balance of approximately 15%, 11%, 8%, 1% and 1% of its total cash and bank balances was denominated in Chinese Renminbi, South African Rand, Malaysia Ringgit, Singapore dollars and New Taiwan dollars respectively.

The Group generally finances its operation by internally generated resources and banking facilities provided by banks in Hong Kong. As at 30 September 2013, the Group had banking facilities for overdrafts, loans and trade finance from banks totaling approximately HK\$88 million (as at 31 March 2013: approximately HK\$73 million), with an unused balance of approximately HK\$38 million (as at 31 March 2013: approximately HK\$27 million). During the Period, the Group's borrowings bore interest at rates ranging from 2.21% to 2.96% per annum (as at 31 March 2013: ranging from 1.90% to 2.91% per annum). The Directors believe that the Group's existing financial resources are sufficient to fulfill its current commitments and working capital requirements.

Compared with the audited balances as at 31 March 2013, the Group's trade receivables increased by 16% to HK\$73 million whilst the Group's trade payables increased by 38% to HK\$51 million. In the meantime, the Group's inventories increased by about 1% to approximately HK\$168 million. The increase in the trade receivables was in line with the traditional trend of stronger sale performance in the third quarter as compared with that in the first quarter of each calendar year, which gave a higher trade receivables balance as at 30 September 2013. The debtors turnover days, the creditors turnover days and the inventory turnover days for the Period were 40 days, 31 days and 120 days respectively (as at 31 March 2013: 43 days, 32 days and 139 days respectively). The Group recorded net operating cash inflow of HK\$7,912,000 and increased in net borrowing of bank loan of about HK\$3,170,000 for the Period, compared with the net operating cash inflow of HK\$168,000 and used in net repayment of bank borrowings of HK\$1,748,000 for the Corresponding Period.

流動資金及財政資源

截至二零一三年九月三十日，本集團之現金及銀行結餘約為四千萬港元，而流動資產淨值則約為一億六千二百萬港元。截至二零一三年九月三十日，流動比率下降至約2.24水平(截至二零一三年三月三十一日：約2.43)。於本集團的現金及銀行結餘中，約34%及30%分別以港元及美元列值，其餘約15%、11%、8%、1%及1%則分別以人民幣、南非蘭特、馬來西亞林吉特、新加坡元及新台幣列值。

本集團一般以內部資源及香港多家銀行提供之銀行融資撥付其業務資金。截至二零一三年九月三十日，本集團獲多家銀行提供銀行融資作透支、貸款及貿易融資之用，總額約八千八百萬港元(截至二零一三年三月三十一日：約七千三百萬港元)，其中約三千八百萬港元(截至二零一三年三月三十一日：約二千七百萬港元)結餘尚未動用。於該期間，本集團之借貸以介乎每年2.21%至2.96%(截至二零一三年三月三十一日：介乎每年1.90%至2.91%)之利率計息。董事相信，本集團現有財務資源足以應付其現時的承擔及營運資金所需。

與二零一三年三月三十一日的經審核結餘相比，本集團應收貿易賬款增加16%至七千三百萬港元，而本集團應付貿易賬款亦增加38%至五千一百萬港元。與此同時，本集團的存貨亦增加約1%至約一億六千八百萬港元。應收貿易賬款增加，乃由於每個曆年第三季屬傳統銷售旺季，銷售表現較第一季強勁，致使二零一三年九月三十日之應收貿易賬款結餘增加。該期間之應收賬週轉期、應付賬週轉期及存貨週轉期分別為40天、31天及120天(截至二零一三年三月三十一日：分別為43天、32天及139天)。於該期間內，本集團錄得經營現金流入淨額7,912,000港元，及銀行貸款淨借款增加約3,170,000港元，而去年同期則錄得經營現金流入淨額168,000港元及用於償還銀行借貸淨額1,748,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CAPITAL STRUCTURE

As at 30 September 2013, the Group's gross borrowing repayable within one year, amounted to approximately HK\$50 million (as at 31 March 2013: approximately HK\$46 million). After deducting cash and cash equivalents of approximately HK\$40 million, the Group's net borrowings amounted to approximately HK\$10 million (as at 31 March 2013: approximately HK\$10 million). The total equity as at 30 September 2013 was approximately HK\$184 million (as at 31 March 2013: approximately HK\$182 million). Accordingly, the Group's net gearing ratio, based on net borrowings to total equity, decreased to 5.4% (as at 31 March 2013: 5.5%).

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES

Most of the Group's transactions were denominated in Hong Kong dollars, Renminbi and US dollars. Given that the exchange rate of Hong Kong dollars against Renminbi has been and is likely to remain stable, and the Hong Kong government's policy of linking the Hong Kong dollars to the US dollars remains in effect, the Directors consider that the Group's risk on foreign exchange will remain minimal and no hedging or other alternative measures have been adopted by the Group. As at 30 September 2013, the Group had no significant risk exposure in regard to foreign exchange contracts, interest rates, currency swaps, or other financial derivatives.

CHARGES ON ASSETS

As at 30 September 2013, the properties with the carrying value of approximately HK\$18 million have been pledged to secure the general banking facilities granted to the Group's Singapore subsidiary.

COMMITMENT AND CONTINGENT LIABILITIES

As at 30 September 2013, the Group had total outstanding operating lease commitments of approximately HK\$30 million (as at 31 March 2013: approximately HK\$11 million). In view of the Group's high level of liquidity, it is expected that the Group will be able to fulfill all these commitments without any difficulty.

The Group had no significant contingent liabilities as at 30 September 2013.

EMPLOYMENT, TRAINING AND REMUNERATION

As at 30 September 2013, the Group's operations engaged a total of 418 fulltime employees (as at 31 March 2013: 412). The Group has also developed its human resources policies and procedures based on performance, merits and market condition. Discretionary bonus is linked to the performance of the Group as well as individual performance of the employees. Benefits include staff accommodation, medical scheme and share option scheme, as well as Mandatory Provident Fund Scheme, Employment Provident Fund Scheme, Central Provident Fund Scheme and state sponsored retirement plans for the respective employees in Hong Kong, Malaysia, Singapore and the People's Republic of China.

資本結構

截至二零一三年九月三十日，本集團須於一年內償還之借貸總額約為五千萬港元(截至二零一三年三月三十一日：約四千六百萬港元)。扣除現金及現金等值物約四千萬港元後，本集團借貸淨額約為一千萬港元(截至二零一三年三月三十一日：約一千萬港元)。於二零一三年九月三十日之權益總額約為一億八千四百萬港元(截至二零一三年三月三十一日：約一億八千二百萬港元)。因此，按借貸淨額除權益總額計算之本集團淨資產負債比率減少至5.4%(截至二零一三年三月三十一日：5.5%)。

匯率波動風險

本集團大部分交易以港元、人民幣及美元列值。鑑於港元兌人民幣之匯率一直並極可能繼續保持穩定，加上香港政府仍然實施港元與美元掛鈎之政策，故董事認為，本集團承受之外匯風險仍屬輕微，而本集團暫時亦沒有採取任何對沖交易或其他措施。截至二零一三年九月三十日，本集團並無承擔任何有關外匯合約、利率、貨幣掉期或其他金融衍生工具之重大風險。

資產抵押

截至二零一三年九月三十日，本集團將賬面值約一千八百萬港元之物業抵押，以取得授予其新加坡附屬公司之一般銀行信貸。

承擔及或然負債

截至二零一三年九月三十日，本集團未償還之經營租約承擔總額約為三千萬港元(截至二零一三年三月三十一日：約一千一百萬港元)。鑑於本集團之流動資金充裕，預期本集團將能夠順利履行所有該等承擔。

截至二零一三年九月三十日，本集團並無任何重大或然負債。

僱員、培訓及薪酬

截至二零一三年九月三十日，本集團共僱用418名全職員工(截至二零一三年三月三十一日：412名)。本集團亦已制定按表現、功績及市況釐定之人力資源政策及程序。酌情花紅因應本集團業績及個別員工之表現發放。福利包括員工宿舍、醫療計劃與購股權計劃，並分別為香港、馬來西亞、新加坡及中華人民共和國之僱員提供強制性公積金計劃、僱員公積金計劃、中央公積金計劃及國家資助退休計劃。

CONDENSED CONSOLIDATED INTERIM INCOME STATEMENT

簡明綜合中期損益表

For the six months ended 30 September 2013

截至二零一三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	
		2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 千港元
	Note 附註		
Revenue	6	309,827	285,652
Cost of sales		<u>(253,448)</u>	<u>(233,345)</u>
Gross profit		56,379	52,307
Other income		1,587	1,116
Distribution and selling expenses		(19,197)	(18,651)
General and administrative expenses		<u>(29,970)</u>	<u>(28,857)</u>
Operating profit	7	8,799	5,915
Finance costs	8	(536)	(522)
Share of profits of associates		<u>188</u>	<u>199</u>
Profit before income tax		8,451	5,592
Income tax expense	9	<u>(2,605)</u>	<u>(1,956)</u>
Profit for the period		<u>5,846</u>	<u>3,636</u>
Profit attributable to:			
Equity holders of the Company		2,881	1,606
Non-controlling interests		<u>2,965</u>	<u>2,030</u>
		<u>5,846</u>	<u>3,636</u>
Earnings per share for profit attributable to the equity holders of the Company during the period – Basic and diluted	11	<u>HK1.4 cents</u> 港仙	<u>HK0.8 cent</u> 港仙

Details of dividends are disclosed in Note 10 to condensed consolidated interim financial information.

股息詳情於簡明綜合中期財務資料附註10披露。

CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME

簡明綜合中期全面收益表

For the six months ended 30 September 2013

截至二零一三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	
		2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 千港元
Profit for the period	期內溢利	5,846	3,636
Other comprehensive expense:	其他全面開支：		
<i>Items that may reclassified to profit or loss</i>	<i>可重新分類至損益之項目</i>		
Currency translation differences	貨幣換算差額	(3,288)	(1,825)
Other comprehensive expense for the period, net of tax	期內其他全面開支，扣除稅項	(3,288)	(1,825)
Total comprehensive income for the period	期內全面收入總額	2,558	1,811
Total comprehensive income attributable to:	應佔全面收入總額：		
Equity holders of the Company	本公司權益持有人	978	831
Non-controlling interests	非控股權益	1,580	980
		2,558	1,811

CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION

簡明綜合中期財務狀況表

As at 30 September 2013

於二零一三年九月三十日

			As at 30 September 2013 於二零一三年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2013 於二零一三年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	22,038	21,261
Investments in associates	於聯營公司之投資		256	68
			22,294	21,329
Current assets	流動資產			
Inventories	存貨		167,861	165,825
Trade receivables	應收貿易賬款	14	73,465	62,645
Other receivables	其他應收款項		9,443	8,046
Current income tax recoverable	可收回即期所得稅		273	1,294
Cash and bank balances	現金及銀行結餘		40,398	35,854
			291,440	273,664
Total assets	資產總值		313,734	294,993
Current liabilities	流動負債			
Trade payables	應付貿易賬款	15	50,545	36,966
Other payables	其他應付款項		28,148	28,588
Amounts due to associates	應付聯營公司款項		15	15
Short-term bank loans	短期銀行貸款	16	49,599	46,429
Current income tax liabilities	即期所得稅負債		1,565	690
			129,872	112,688
Net current assets	流動資產淨值		161,568	160,976
Total assets less current liabilities	資產總值減流動負債		183,862	182,305
Non-current liabilities	非流動負債			
Deferred income tax liabilities	遞延所得稅負債		39	40
Net assets	資產淨值		183,823	182,265
Capital and reserves attributable to the equity holders of the Company	本公司權益持有人應佔股本及儲備			
Share capital	股本	17	20,000	20,000
Reserves	儲備		146,241	146,263
			166,241	166,263
Non-controlling interests	非控股權益		17,582	16,002
Total equity	權益總額		183,823	182,265

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY

簡明綜合中期權益變動表

For the six months ended 30 September 2013

截至二零一三年九月三十日止六個月

		Attributable to equity holders of the Company 本公司權益持有人應佔							Non-controlling interests	
		Reserves 儲備								
		Share capital 股本 (Unaudited) HK\$'000 千港元	Share premium 股份溢價 (Unaudited) HK\$'000 千港元	Capital reserve 股本儲備 (Unaudited) HK\$'000 千港元	Translation reserve 換算儲備 (Unaudited) HK\$'000 千港元	Revaluation reserves 重估儲備 (Unaudited) HK\$'000 千港元	Retained profits 留存溢利 (Unaudited) HK\$'000 千港元	Total reserves 儲備合計 (Unaudited) HK\$'000 千港元	Non-controlling interests 非控股權益 (Unaudited) HK\$'000 千港元	Total equity 權益總額 (Unaudited) HK\$'000 千港元
Balance at 1 April 2013	於二零一三年 四月一日之結餘	20,000	16,706	800	(1,432)	8,058	122,131	146,263	16,002	182,265
Total comprehensive income for the period	期內全面收入總額	-	-	-	(1,903)	-	2,881	978	1,580	2,558
Dividends paid	已派股息	-	-	-	-	-	(1,000)	(1,000)	-	(1,000)
Balance at 30 September 2013	於二零一三年 九月三十日之結餘	20,000	16,706	800	(3,335)	8,058	124,012	146,241	17,582	183,823
Balance at 1 April 2012	於二零一二年 四月一日之結餘	20,000	16,706	800	1,152	-	123,997	142,655	16,292	178,947
Total comprehensive income for the period	期內全面收入總額	-	-	-	(775)	-	1,606	831	980	1,811
Dividends paid to non-controlling interests	已派予非控股權益 之股息	-	-	-	-	-	-	-	(1,739)	(1,739)
Dividend paid	已派股息	-	-	-	-	-	(2,000)	(2,000)	-	(2,000)
Balance at 30 September 2012	於二零一二年 九月三十日之結餘	20,000	16,706	800	377	-	123,603	141,486	15,533	177,019

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS

簡明綜合中期現金流量表

For the six months ended 30 September 2013

截至二零一三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	
		2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 千港元
Net cash generated from operating activities	經營業務產生之現金淨額	7,912	168
Net cash used in investing activities	投資活動動用之現金淨額	(1,976)	(110)
Net cash generated from/(used in) financing activities	融資活動產生/(動用) 之現金淨額	1,634	(5,559)
Net increase/(decrease) in cash and cash equivalents	現金及現金等值物 增加/(減少)淨額	7,570	(5,501)
Cash and cash equivalents at beginning of the period	期初之現金及現金等值物	35,854	39,249
Exchange losses on cash and bank balances	現金及銀行結餘之匯兌虧損	(3,026)	(1,959)
Cash and cash equivalents at end of the period	期末之現金及現金等值物	40,398	31,789
Analysis of balances of cash and cash equivalents:	現金及現金等值物結餘分析：		
Cash at bank and in hand	銀行及手頭現金	40,398	30,366
Short-term bank deposits	短期銀行存款	-	1,423
		40,398	31,789

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

1. GENERAL INFORMATION

Mobicon Group Limited (the “Company”) and its subsidiaries (collectively the “Group”) are principally engaged in the trading and distribution of electronic parts, components and equipment and computer products and mobile accessories.

The Company is a limited liability company incorporated in Bermuda as an exempted company under the Companies Act of Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

The Company’s shares have been listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 7 May 2001.

This condensed consolidated interim financial information are presented in thousands of units of Hong Kong dollars (HK\$'000), unless otherwise stated. This condensed consolidated interim financial information was approved for issue on 25 November 2013.

This condensed consolidated interim financial information has not been audited.

2. BASIS OF PREPARATION

This unaudited condensed consolidated interim financial information for the six months ended 30 September 2013 has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34, “Interim Financial Reporting”. The condensed consolidated interim financial information should be read in conjunction with the annual financial statements for the year ended 31 March 2013, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

3. ACCOUNTING POLICIES

Except as described below, the accounting policies applied are consistent with those of the annual financial statements for the year ended 31 March 2013, as described in those annual financial statements.

Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual earnings.

1. 一般資料

萬保剛集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要從事買賣及分銷電子零件、元件及儀器與電腦產品及手機配件之業務。

本公司根據百慕達公司法在百慕達註冊成立為受豁免有限公司。其註冊辦事處地址為 Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。

本公司股份自二零零一年五月七日起在香港聯合交易所有限公司(「聯交所」)上市。

除另有註明外，此等簡明綜合中期財務資料以千港元(千港元)列值。本簡明綜合中期財務資料已於二零一三年十一月二十五日獲批准刊發。

本簡明綜合中期財務資料未經審核。

2. 編製基準

截至二零一三年九月三十日止六個月之本未經審核簡明綜合中期財務資料乃根據香港會計準則(「香港會計準則」)第34號「中期財務報告」編製。簡明綜合中期財務資料應與根據香港財務報告準則(「香港財務報告準則」)編製之截至二零一三年三月三十一日止年度之年度財務報表一併閱讀。

3. 會計政策

除下述者外，所採納之會計政策與截至二零一三年三月三十一日止年度之年度財務報表所採納者一致，詳見該等年度財務報表。

中期期間收入之稅項按適用於預計全年盈利總額之稅率累計。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

3. ACCOUNTING POLICIES (Continued)

(a) New and amended standards adopted by the Group

The following new standard and amendment to standard are mandatory for the first time for the financial year beginning 1 April 2013 but do not have a material impact on the Group:

HKAS 1 (Amendment)	Presentation of Items of Other Comprehensive Income
HKAS 19 (2011)	Employee Benefits
HKAS 27 (2011)	Separate Financial Statements
HKAS 28 (2011)	Investment in Associates and Joint Ventures
HKFRS 1 (Amendment)	Government Loans
HKFRS 7 (Amendment)	Disclosures – Offsetting Financial Assets and Financial Liabilities
HKFRS 10	Consolidated Financial Statements
HKFRS 11	Joint Arrangements
HKFRS 12	Disclosures of Interest in Other Entities
HKFRS 10, HKFRS 11 and HKFRS 12 (Amendments)	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance
HKFRS 13	Fair Value Measurement
HK (IFRIC) – Int 20	Stripping Costs in the Production phase of a Surface Mine
Annual Improvements Project	Annual Improvements 2009 – 2011 Cycle

(b) The following new and amended standards have been issued but are not effective for the financial year beginning 1 April 2013 and have not been early adopted:

HKAS 32 (Amendment)	Offsetting Financial Assets and Financial Liabilities ¹
HKAS 36 (Amendment)	Recoverable Amount Disclosures for Non-Financial Assets ¹
HKAS 39 (Amendment)	Novation of Derivatives and Continuation of Hedge Accounting ¹
HKFRS 9	Financial Instruments ²
Additions to HKFRS 9	Financial Instruments – Financial Liabilities ²
HKFRS 7 and HKFRS 9 (Amendments)	Mandatory Effective Date and Transition Disclosures ²
HKFRS 10, HKFRS 12 and HKFRS 27 (2011) (Amendments)	Investment Entities ¹
HK (IFRIC) – Int 21	Levies ¹

¹ Changes effective for annual periods beginning on or after 1 January 2014

² Changes effective for annual periods beginning on or after 1 January 2015

3. 會計政策(續)

(a) 本集團採納之新訂及修訂準則

下列新訂及修訂準則須於二零一三年四月一日開始之財政年度首次強制採納，惟並未對本集團構成重大影響：

香港會計準則第1號(修訂本)	其他全面收入項目呈列
香港會計準則第19號(二零一一年)	僱員福利
香港會計準則第27號(二零一一年)	獨立財務報表
香港會計準則第28號(二零一一年)	於聯營公司及合資企業的投資
香港財務報告準則第1號(修訂本)	政府貸款
香港財務報告準則第7號(修訂本)	披露 – 金融資產與金融負債抵銷
香港財務報告準則第10號	綜合財務報表
香港財務報告準則第11號	合營安排
香港財務報告準則第12號	披露於其他實體之權益
香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號(修訂本)	綜合財務報表、合營安排及披露於其他實體之權益：過渡指引
香港財務報告準則第13號	公平值計量
香港(國際財務報告詮釋委員會) – 詮釋第20號	露天採礦場生產階段之剝離成本
年度改進項目	香港財務報告準則二零零九至二零一一年週期之年度改進

(b) 以下新訂及修訂準則已頒布但於二零一三年四月一日開始之財政年度尚未生效，且並無提早採納：

香港會計準則第32號(修訂本)	金融資產與金融負債抵銷 ¹
香港會計準則第36號(修訂本)	非金融資產之可收回金額披露 ¹
香港會計準則第39號(修訂本)	衍生工具之更替及對沖會計法之延續 ¹
香港財務報告準則第9號	金融工具 ²
香港財務報告準則第9號之新增規定	金融工具 – 金融負債 ²
香港財務報告準則第7號及香港財務報告準則第9號(修訂本)	強制性生效日期及過渡性披露 ²
香港財務報告準則第10號、香港財務報告準則第12號及香港財務報告準則第27號(二零一一年)(修訂本)	投資實體 ¹
香港(國際財務報告詮釋委員會) – 詮釋第21號	徵費 ¹

¹ 變動於二零一四年一月一日或之後開始之年度期間生效

² 變動於二零一五年一月一日或之後開始之年度期間生效

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

4. ESTIMATES

The preparation of interim financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing these condensed consolidated interim financial information, the significant judgments made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the Group's consolidated financial statements for the year ended 31 March 2013.

5. FINANCIAL RISK MANAGEMENT

5.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk.

The condensed consolidated interim financial information do not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's consolidated financial statements as at 31 March 2013.

There have been no changes in the risk management department since year end or in any risk management policies.

5.2 Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

In 2013 there was no transfer between levels of the fair value hierarchy used in measuring the fair value of financial instruments.

In 2013 there were no significant changes in the business or economic circumstances that affect the fair value of the Group's financial assets and financial liabilities. In 2013 there were no reclassifications of financial assets.

4. 估計

於編製中期財務報表時，管理層須作出影響會計政策應用以及資產及負債、收入及開支所呈報金額之判斷、估計及假設。實際結果或有別於該等估計。

於編製此等簡明綜合中期財務資料時，管理層於應用本集團會計政策時作出之重大判斷，以及估計不明朗因素之主要來源，與本集團截至二零一三年三月三十一日止年度之綜合財務報表所應用者相同。

5. 財務風險管理

5.1 財務風險因素

本集團業務面對各種財務風險：市場風險（包括外匯風險、公平值利率風險、現金流量利率風險及價格風險）、信貸風險及流動資金風險。

簡明綜合中期財務資料並不包括年度財務報表規定之所有財務風險管理資料及披露，並應與本集團截至二零一三年三月三十一日止之綜合財務報表一併閱讀。

自年結日後，風險管理部門或風險管理政策並無重大變動。

5.2 公平值估計

下表按估值方法分析以公平值列賬之金融工具。各等級界定如下：

- 相同資產或負債在活躍市場之報價（未經調整）（第一級）。
- 除第一級包括之報價外，可直接（即按價格）或間接（即由價格衍生）觀察所得之資產或負債輸入值（第二級）。
- 並非依據觀察所得市場數據之資產或負債輸入值（即非觀察所得輸入值）（第三級）。

於二零一三年並無計量金融工具公平值所用公平值級別之等級轉換。

於二零一三年並無影響本集團金融資產及金融負債公平值之業務或經濟環境之重大變動。於二零一三年並無金融資產重新分類。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

6. REVENUE AND SEGMENT INFORMATION

Revenue recognized during the period is as follows:

Revenue

Sales of electronic components, automation parts and equipment	收益 銷售電子元件、自動化組件及儀器
Sales of computer products and mobile accessories and related service income	銷售電腦產品及手機配件以及相關服務收入

6. 收益及分類資料

期內確認之收益如下：

Six months ended 30 September 截至九月三十日止六個月

2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 千港元
235,266	227,046
74,561	58,606
309,827	285,652

The chief operating decision-maker has been identified as the executive directors of the Company (the "Executive Directors"). The Executive Directors have reviewed the Group's internal reports in order to assess the performance and allocate resources; they have also determined the operating segments based on these reports. The Executive Directors have further considered the business from product perspective and have assessed the performance of two main business segments: (i) Electronic Trading Business – Distribution of electronic components, automation parts and equipment; and (ii) Computer Business – Retail sales of computer products and mobile accessories, and distribution of computer products.

The Executive Directors have assessed the performance of the operating segments based on segment results before corporate expenses, finance costs and share of (losses)/profits of associates.

The segment results for the period ended 30 September 2013 are as follows:

主要經營決策者已確定為本公司執行董事（「執行董事」）。執行董事已審閱本集團之內部報告，以評估表現及分配資源；彼等亦已根據該等報告釐定經營分類。執行董事按產品前景進一步考慮業務及評估兩個主要業務分類之表現：(i) 電子買賣業務－分銷電子元件、自動化組件及儀器；及(ii) 電腦業務－電腦產品及手機配件零售業務及分銷電腦產品。

執行董事已根據扣除企業開支、融資成本及應佔聯營公司(虧損)/溢利前之分類業績評估經營分類之表現。

截至二零一三年九月三十日止期間之分類業績如下：

Revenue

Segment results
Interest expenses
Share of (losses)/profits of associates

Profit before income tax
Income tax expense

Profit for the period

收益

分類業績
利息開支
應佔聯營公司(虧損)/溢利

除所得稅前溢利
所得稅開支

期內溢利

Six months ended 30 September 2013 (Unaudited)

截至二零一三年九月三十日止六個月
(未經審核)

Electronic Trading Business 電子買賣業務 HK\$'000 千港元	Computer Business 電腦業務 HK\$'000 千港元	Unallocated 未分類 HK\$'000 千港元	Group 本集團 HK\$'000 千港元
235,266	74,561	-	309,827
9,062	206	(469)	8,799
-	-	(536)	(536)
(9)	197	-	188
			8,451
			(2,605)
			5,846

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

6. REVENUE AND SEGMENT INFORMATION (Continued)

The segment results for the period ended 30 September 2012 are as follows:

		Six months ended 30 September 2012 (Unaudited) 截至二零一二年九月三十日止六個月 (未經審核)			
		Electronic Trading Business 電子買賣 業務 HK\$'000 千港元	Computer Business 電腦業務 HK\$'000 千港元	Unallocated 未分類 HK\$'000 千港元	Group 本集團 HK\$'000 千港元
Revenue	收益	227,046	58,606	–	285,652
Segment results	分類業績	5,721	920	(726)	5,915
Interest expenses	利息開支	–	–	(522)	(522)
Share of (losses)/profits of associates	應佔聯營公司 (虧損) / 溢利	(103)	302	–	199
Profit before income tax	除所得稅前溢利				5,592
Income tax expense	所得稅開支				(1,956)
Profit for the period	期內溢利				3,636

6. 收益及分類資料(續)

截至二零一二年九月三十日止期間之分類業績如下：

		Six months ended 30 September 2012 (Unaudited) 截至二零一二年九月三十日止六個月 (未經審核)			
		Electronic Trading Business 電子買賣 業務 HK\$'000 千港元	Computer Business 電腦業務 HK\$'000 千港元	Unallocated 未分類 HK\$'000 千港元	Group 本集團 HK\$'000 千港元
Revenue	收益	227,046	58,606	–	285,652
Segment results	分類業績	5,721	920	(726)	5,915
Interest expenses	利息開支	–	–	(522)	(522)
Share of (losses)/profits of associates	應佔聯營公司 (虧損) / 溢利	(103)	302	–	199
Profit before income tax	除所得稅前溢利				5,592
Income tax expense	所得稅開支				(1,956)
Profit for the period	期內溢利				3,636

The segment assets and liabilities as at 30 September 2013 and additions to non-current assets for the period then ended are as follows:

於二零一三年九月三十日之分類資產及負債以及截至該日止期間之添置非流動資產如下：

		Electronic Trading Business 電子買賣 業務 HK\$'000 千港元	Computer Business 電腦業務 HK\$'000 千港元	Unallocated 未分類 HK\$'000 千港元	Group 本集團 HK\$'000 千港元
Assets	資產	275,324	37,873	281	313,478
Associates	聯營公司	383	(127)	–	256
Total assets	資產總值	275,707	37,746	281	313,734
Liabilities	負債	70,623	8,062	51,226	129,911
Additions to non-current assets	添置非流動資產	822	1,444	–	2,266

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

6. REVENUE AND SEGMENT INFORMATION (Continued)

The segment assets and liabilities as at 31 March 2013 and additions to non-current assets for the year then ended are as follows:

		Electronic Trading Business 電子買賣 業務 HK\$'000 千港元	Computer Business 電腦業務 HK\$'000 千港元	Unallocated 未分類 HK\$'000 千港元	Group 本集團 HK\$'000 千港元
Assets	資產	264,738	28,885	1,302	294,925
Associates	聯營公司	392	(324)	–	68
Total assets	資產總值	265,130	28,561	1,302	294,993
Liabilities	負債	58,694	6,528	47,506	112,728
Additions to non-current assets	添置非流動資產	679	1,174	–	1,853

6. 收益及分類資料(續)

於二零一三年三月三十一日之分類資產及負債以及截至該日止年度之添置非流動資產如下：

7. EXPENSES BY NATURE

7. 分類費用

		Six months ended 30 September 截至九月三十日止六個月	
		2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 千港元
Cost of inventories expensed	存貨成本開支	253,448	233,345
Employee benefit expense	僱員福利開支	30,007	29,316
Depreciation of owned property, plant and equipment	自置物業、廠房及設備折舊	1,104	620
Provision/(reversal of provision) for slow-moving inventories (included in cost of sales)	滯銷存貨撥備/(撥回撥備) (已計入銷售成本)	2,467	(102)
Operating lease rentals in respect of rented premises	租用物業之經營租約租金	6,143	5,277
Provision for impairment of trade receivables (included in general and administrative expenses)	應收貿易賬款減值撥備(已計入 一般及行政管理費用)	353	406
Net foreign exchange gain	匯兌收益淨額	(176)	(1,064)
(Gain)/loss on disposal of property, plant and equipment	出售物業、廠房及設備 (收益)/虧損	(173)	50

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

8. FINANCE COSTS

Interest expense on short-term bank loans,
wholly repayable within one year

須於一年內全數償還短期銀行
貸款之利息開支

9. INCOME TAX EXPENSE

Hong Kong Profits Tax has been provided at the rate of 16.5% (2012: 16.5%) on the estimated assessable profit arising in or derived from Hong Kong for the period. Taxation on overseas profits has been calculated on the estimated assessable profit for the period at the rates of taxation prevailing in the countries in which the Group operates.

The amount of taxation charged to the condensed consolidated interim income statement represents:

Current income tax
– Hong Kong Profits Tax
– Overseas taxation
– Over-provision in prior periods

Income tax expense

即期所得稅
– 香港利得稅
– 海外稅項
– 過往期間超額撥備

所得稅開支

8. 融資成本

Six months ended
30 September
截至九月三十日止六個月

2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 千港元
536	522

9. 所得稅開支

香港利得稅根據期內於香港產生或源自香港之估計應課稅溢利，按16.5%(二零一二年：16.5%)之稅率撥備。海外溢利之稅項按期內估計應課稅溢利，以本集團經營業務國家當時之稅率計算。

自簡明綜合中期損益表扣除之稅項包括：

Six months ended
30 September
截至九月三十日止六個月

2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 千港元
442	386
2,163	1,573
–	(3)
2,605	1,956

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

9. INCOME TAX EXPENSE (Continued)

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the Hong Kong Profits Tax rate as follows:

Profit before income tax	除所得稅前溢利		
Tax calculated at Hong Kong Profits Tax rate of 16.5% (2012: 16.5%)	按香港利得稅稅率16.5%計算之稅 項(二零一二年: 16.5%)		
Effect of different tax rates of subsidiaries operating in other countries	於其他國家營業之附屬公司不同稅 率之影響		
Income not taxable for tax purpose	為稅務目的而毋須課稅的收入		
Expenses not-deductible for tax purposes	為稅務目的而不可扣稅的開支		
Over-provision in prior periods	過往期間超額撥備		
Others	其他		
Income tax expense	所得稅開支		

The Company is exempted from taxation in Bermuda until 2035.

Mobicon Electronic Trading (Shenzhen) Limited ("MET"), being a foreign investment enterprise established in the free trade zone of Futian, Shenzhen, People's Republic of China ("PRC"), and with a financial year end date falling on 31 December, is subject to PRC enterprise income tax at the rate of 25%. No provision for PRC enterprise income tax has been made as MET is still in a tax loss position. MET is entitled to exemption from PRC enterprise income tax for the first two profitable years commencing from the year ending 31 December 2008 and a 50% reduction from normal PRC enterprise income tax for the three years following.

10. DIVIDENDS

At a meeting held on 25 November 2013, the directors of the Company declared an interim dividend of HK\$0.005 per ordinary share (2012: HK\$0.005 per ordinary share) for the six months ended 30 September 2013. This interim dividend has not been recognized as a liability at the reporting date. The interim dividend will be payable on 23 December 2013 to shareholders whose names appear on the Register of Members of the Company as at 12 December 2013.

9. 所得稅開支(續)

本集團除所得稅前溢利之稅項與採用香港利得稅稅率計算之理論數額不同，載列如下：

		Six months ended 30 September 截至九月三十日止六個月	
		2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 千港元
Profit before income tax	除所得稅前溢利	8,451	5,592
Tax calculated at Hong Kong Profits Tax rate of 16.5% (2012: 16.5%)	按香港利得稅稅率16.5%計算之稅 項(二零一二年: 16.5%)	1,394	923
Effect of different tax rates of subsidiaries operating in other countries	於其他國家營業之附屬公司不同稅 率之影響	865	667
Income not taxable for tax purpose	為稅務目的而毋須課稅的收入	(160)	(1,230)
Expenses not-deductible for tax purposes	為稅務目的而不可扣稅的開支	282	178
Over-provision in prior periods	過往期間超額撥備	-	(3)
Others	其他	224	1,421
Income tax expense	所得稅開支	2,605	1,956

本公司於二零三五年前獲豁免繳納百慕達稅項。

萬保剛電子貿易(深圳)有限公司(「MET」)為於中華人民共和國(「中國」)深圳福田保稅區成立之外資企業，其財政年度年結日為十二月三十一日，須按25%稅率繳納中國企業所得稅。由於MET仍錄得稅務虧損，故並無就中國企業所得稅作出撥備。MET自截至二零零八年十二月三十一日止年度起計首兩個獲利年度獲豁免繳納中國企業所得稅，並可於其後三個年度獲減免50%一般中國企業所得稅。

10. 股息

於二零一三年十一月二十五日舉行之會議上，本公司董事宣佈派付截至二零一三年九月三十日止六個月之中期股息每股普通股0.005港元(二零一二年：每股普通股0.005港元)。於報告日期，此中期股息尚未確認為負債。中期股息將於二零一三年十二月二十三日派付予於二零一三年十二月十二日名列本公司股東名冊之股東。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

11. EARNINGS PER SHARE

The calculation of basic earnings per share for the six months ended 30 September 2013 is based on the Group's profit attributable to the equity holders of the Company of approximately HK\$2,881,000 (2012: HK\$1,606,000) and on the weighted average number of 200,000,000 ordinary shares (2012: 200,000,000 ordinary shares) in issue during the period.

No diluted earnings per share is presented as there were no potential dilutive ordinary shares in issue during the six months ended 30 September 2013 and 2012.

12. EMPLOYEE BENEFIT EXPENSE

Salaries, wages and other benefits	薪金、工資及其他福利	28,512	28,220
Pension costs – defined contribution plans	退休金成本 – 定額供款計劃	1,463	1,601
Provision/(reversal of provision) for long-service payments	長期服務金撥備/(撥回撥備)	32	(505)
Total employee benefit expense (including directors' remuneration)	僱員福利開支總額 (包括董事酬金)	30,007	29,316

13. PROPERTY, PLANT AND EQUIPMENT

Movement of property, plant and equipment for the six months ended 30 September 2013:

Net book amount as at 1 April 2013	於二零一三年四月一日之賬面淨值	21,261
Additions	添置	2,266
Disposals	出售	(74)
Depreciation	折舊	(1,104)
Exchange differences	匯兌差額	(311)
Net book amount as at 30 September 2013	於二零一三年九月三十日之賬面淨值	22,038

11. 每股盈利

截至二零一三年九月三十日止六個月之每股基本盈利乃按本公司權益持有人應佔本集團溢利約2,881,000港元(二零一二年: 1,606,000港元)及期內已發行普通股之加權平均數200,000,000股(二零一二年: 200,000,000股普通股)計算。

由於截至二零一三年及二零一二年九月三十日止六個月並無任何潛在具攤薄影響之已發行普通股，故並無呈列每股攤薄盈利。

12. 僱員福利開支

Six months ended 30 September 截至九月三十日止六個月

2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 千港元
28,512	28,220
1,463	1,601
32	(505)
30,007	29,316

13. 物業、廠房及設備

截至二零一三年九月三十日止六個月之物業、廠房及設備變動如下：

(Unaudited) (未經審核) HK\$'000 千港元
21,261
2,266
(74)
(1,104)
(311)
22,038

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

14. TRADE RECEIVABLES

The Group normally grants to its customers credit periods for sales of goods ranging from 7 to 90 days. The aging analysis of trade receivables is as follows:

0 to 60 days	零至60日
61 to 120 days	61至120日
121 to 180 days	121至180日
181 to 365 days	181至365日
Trade receivables	應收貿易賬款
Less: provision for impairment of trade receivables	減：應收貿易賬款減值撥備

14. 應收貿易賬款

本集團一般給予其客戶之售貨信貸期由7日至90日不等。應收貿易賬款之賬齡分析如下：

As at 30 September 2013 於二零一三年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2013 於二零一三年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
69,893	57,567
1,675	2,248
1,948	2,655
1,124	1,283
74,640	63,753
(1,175)	(1,108)
73,465	62,645

The maximum exposure to credit risk at the reporting date is the carrying amount of trade receivables. The Group does not hold any collateral as security in respect of its trade receivables.

於報告日期所承受之最高信貸風險為應收貿易賬款之賬面值。本集團並無就其應收貿易賬款持有任何抵押品作為抵押。

15. TRADE PAYABLES

The aging analysis of trade payables is as follows:

0 to 60 days	零至60日
61 to 120 days	61至120日
121 to 180 days	121至180日
181 to 365 days	181至365日

15. 應付貿易賬款

應付貿易賬款之賬齡分析如下：

As at 30 September 2013 於二零一三年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2013 於二零一三年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
48,867	34,806
551	1,373
130	516
997	271
50,545	36,966

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

16. SHORT-TERM BANK LOANS

All short-term bank loans are due within one year and denominated in Hong Kong dollars, United States dollars and Singapore dollars.

The effective interest rates of the short-term bank loans at the reporting date range from approximately 2.21% to 2.96% (as at 31 March 2013: 1.90% to 2.91%).

The Group's banking facilities are secured by corporate guarantees issued by the Company.

The Group obtained trade receivables factoring facility of HK\$5,000,000 (as at 31 March 2013: HK\$5,000,000). Under the facility, the Group will receive with recourse from the bank advances representing 70% of the Group's trade receivables due from selected customers within the factoring limit of HK\$5,000,000 (as at 31 March 2013: HK\$5,000,000) (less service and monthly discounting charges). As at 30 September 2013, the Group utilized the factoring facility amounted to approximately HK\$33,000 (as at 31 March 2013: HK\$252,000).

As at 30 September 2013, the leasehold properties located in Singapore with an aggregate carrying amount of HK\$17,783,000 (as at 31 March 2013: HK\$18,209,000) were pledged as security for certain of the Group's bank borrowings.

17. SHARE CAPITAL

Authorized:
2,000,000,000 ordinary shares of
HK\$0.10 each

Issued and fully paid:
200,000,000 ordinary shares of
HK\$0.10 each

法定：
2,000,000,000股每股面值
0.10港元之普通股

已發行及繳足：
200,000,000股每股面值
0.10港元之普通股

16. 短期銀行貸款

所有短期銀行貸款均於一年內到期及以港元、美元及新加坡元結算。

於報告日期，短期銀行貸款之實際利率由約2.21厘至2.96厘（於二零一三年三月三十一日：1.90厘至2.91厘）。

本集團之銀行信貸額以本公司發出的公司擔保作抵押。

本集團取得應收貿易賬款代付融資5,000,000港元（於二零一三年三月三十一日：5,000,000港元）。根據該融資，本集團將獲取附有追索權之銀行墊款，相當於應收指定客戶之本集團應收貿易賬款70%，代付限額為5,000,000港元（於二零一三年三月三十一日：5,000,000港元）（減服務及每月折讓費用）。於二零一三年九月三十日，本集團已動用代付融資當中約33,000港元（於二零一三年三月三十一日：252,000港元）。

於二零一三年九月三十日，位於新加坡賬面總值17,783,000港元（於二零一三年三月三十一日：18,209,000港元）之租賃物業已用作本集團若干銀行借貸之抵押。

17. 股本

As at 30 September 2013 於二零一三年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2013 於二零一三年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
200,000	200,000
20,000	20,000

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

18. COMMITMENTS

Operating lease commitments – where the Group is the lessee

As at 30 September 2013, the Group had future aggregate minimum lease payments under non-cancellable operating leases in respect of rented premises as follows:

No later than one year
Later than one year and
no later than five years

一年內
一年以上但不超過五年

18. 承擔

經營租約承擔 – 本集團作為承租人

於二零一三年九月三十日，本集團就有關租賃物業之不可撤銷經營租約日後最低租賃付款總額如下：

As at 30 September 2013 於二零一三年 九月三十日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 March 2013 於二零一三年 三月三十一日 (Audited) (經審核) HK\$'000 千港元
12,374	8,027
17,570	3,355
29,944	11,382

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

19. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in these condensed consolidated interim financial information, the Group had the following significant related party transactions during the period:

- (a) Particulars of significant transactions between the Group and related parties are summarized below:

19. 關連人士交易

除於此等簡明綜合中期財務資料其他部分披露者外，本集團於期內有以下重大關連人士交易：

- (a) 本集團與關連人士進行之重大交易詳情概述如下：

		Six months ended 30 September 截至九月三十日止六個月	
		2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 千港元
	Note 附註		
Management fee received from an associate	(i)	26	6
Service fee received from an associate	(ii)	4	6
Interest income received from an associate		-	9
Maintenance fee paid to an associate	(iii)	246	237
Rentals paid/payable to M-Bar Limited	(iv),(ix)	1,908	1,968
Consultancy fee paid to Konrise International Limited	(vi)	-	210
Rentals paid to Tiger Moth Trading No. 53 (Proprietary) Limited ("Tiger Moth")	(v),(ix)	139	151
Rentals paid to UGD Property (Proprietary) Limited ("UGD Property")	(v),(ix)	508	552
Purchases from Clover Display Limited	(vii),(ix)	362	270
Sales to Clover Display Limited	(vii),(ix)	516	281
Purchases from Clover China Limited	(vii)	200	-
Commission income received from Clover Display Limited	(viii)	78	34

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

19. RELATED PARTY TRANSACTIONS (Continued)

- (a) Particulars of significant transactions between the Group and related parties are summarized below: (Continued)

Notes:

- (i) Management fee was received from an associate, Create Tech Software Systems Limited at a fixed monthly rate of HK\$1,000 from April to July and HK\$11,000 for August and September (2012: HK\$1,000 per month) for use and lease of facilities of the Group.
- (ii) Service fee was received from an associate, Create Tech Software Systems Limited at a fixed monthly rate of HK\$1,000 per month from April to July (2012: HK\$1,000 per month) for providing online-marketing related service.
- (iii) Maintenance fee was paid to an associate, Create Tech Software Systems Limited at terms agreed between the contracting parties for providing maintenance of the accounting system.
- (iv) M-Bar Limited is a wholly-owned subsidiary of Mobicon Electronic Supplies Company Limited, a company beneficially owned by Dr. Hung Kim Fung, Measure (30%), Ms. Yeung Man Yi, Beryl (30%), Mr. Hung Ying Fung (20%) and Mr. Yeung Kwok Leung, Allix (20%), directors and substantial shareholders of the Company. The lease agreements with M-Bar Limited were entered into at terms agreed between the contracting parties.
- (v) UGD Property and Tiger Moth are companies wholly owned by Mr. Moutinho and his family. Mr. Moutinho is an executive director of the Company, a director of Mantech Electronics (Proprietary) Limited, Langa Holdings (Proprietary) Limited, Mobicon International Limited and Mobicon-Mantech Holdings Limited and owns 0.29% equity interest in the Company and 49% equity interest in Mobicon-Mantech Holdings Limited. The lease agreements with UGD Property and Tiger Moth were entered into at terms agreed between the contracting parties.
- (vi) During the period, the Company paid consultancy fee at a fixed rate of approximately HK\$Nil per month (2012: approximately HK\$35,000 per month) totaling HK\$Nil (2012: HK\$210,000) to Konrise International Limited which is a company beneficially owned by the directors of the Group's subsidiaries.
- (vii) Clover Display Limited and Clover China Limited are subsidiaries of A Plus Computer Shop Limited which is beneficially owned by Dr. Hung Kim Fung, Measure (30%), Ms. Yeung Man Yi, Beryl (30%), Mr. Hung Ying Fung (20%) and Mr. Yeung Kwok Leung, Allix (20%), directors and substantial shareholders of the Company. Sales to and purchases from Clover Display Limited and Clover China Limited were conducted in the normal course of business at terms as agreed between the contracting parties.

19. 關連人士交易(續)

- (a) 本集團與關連人士進行之重大交易詳情概述如下：(續)

附註：

- (i) 已收取一間聯營公司新創科軟件有限公司之管理費乃就租用本集團設施由四月至七月收取之定額費用為每月1,000港元，以及由八月至九月收取之定額費用為每月11,000港元(二零一二年：每月1,000港元)。
- (ii) 已收取一間聯營公司新創科軟件有限公司之服務費乃就提供網上營銷相關服務由四月至七月收取之定額費用為每月1,000港元(二零一二年：每月1,000港元)。
- (iii) 已支付一間聯營公司新創科軟件有限公司之維修費乃按訂約各方協定之條款就會計系統提供維修服務訂定。
- (iv) M-Bar Limited為萬保剛電子有限公司之全資附屬公司。萬保剛電子有限公司由本公司董事及主要股東洪劍峯博士(30%)、楊敏儀女士(30%)、洪英峯先生(20%)及楊國樑先生(20%)實益擁有。與M-Bar Limited訂立之租賃協議乃按訂約各方協定之條款訂定。
- (v) UGD Property 及 Tiger Moth 為由 Moutinho先生及其家族全資擁有之公司。Moutinho先生為本公司之執行董事、Mantech Electronics (Proprietary) Limited、Langa Holdings (Proprietary) Limited、Mobicon International Limited 及 Mobicon-Mantech Holdings Limited 之董事，並擁有本公司0.29%股本權益及 Mobicon-Mantech Holdings Limited 49%股本權益。與 UGD Property及Tiger Moth訂立之租賃協議乃按訂約各方協定之條款訂立。
- (vi) 期內，本公司已按定額費用每月約零港元(二零一二年：每月約35,000港元)向本集團附屬公司董事實益擁有之公司迪佳國際有限公司支付顧問費，合共零港元(二零一二年：210,000港元)。
- (vii) 高發液晶有限公司及高華電子顯示(深圳)有限公司為香港電腦店有限公司之附屬公司，其由本公司董事及主要股東洪劍峯博士(30%)、楊敏儀女士(30%)、洪英峯先生(20%)及楊國樑先生(20%)實益擁有。高發液晶有限公司及高華電子顯示(深圳)有限公司之買賣乃按訂約雙方協定之條款，在一般業務過程中進行。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

19. RELATED PARTY TRANSACTIONS (Continued)

- (a) Particulars of significant transactions between the Group and related parties are summarized below: (Continued)

Notes: (Continued)

- (viii) Commission income received from Clover Display Limited was conducted in the normal course of business at terms as agreed between the contracting parties.
- (ix) These transactions constituted continuing connected transactions as defined in Listing Rules.
- (b) Included in other receivables of the Group were rental deposits paid to M-Bar Limited of approximately HK\$654,000 (as at 31 March 2013: HK\$636,000).
- (c) Included in other payables of the Group was amounts due to minority shareholders of certain subsidiaries of approximately HK\$3,406,000 (as at 31 March 2013: HK\$3,470,000). The amounts are unsecured, interest-free and repayable on demand.

(d) Key management compensation

Short-term employee benefits
Post-employment benefits

短期僱員福利
離職後福利

19. 關連人士交易(續)

- (a) 本集團與關連人士進行之重大交易詳情概述如下：(續)

附註：(續)

- (viii) 已收取高發液晶有限公司佣金收入乃按訂約雙方協定之條款，在一般業務過程中進行。
- (ix) 該等交易構成上市規定所界定之持續關連交易。
- (b) 已支付 M-Bar Limited 之租金按金約 654,000 港元已計入本集團其他應收款項(二零一三年三月三十一日：636,000 港元)。
- (c) 應付若干附屬公司少數股東款項約 3,406,000 港元(於二零一三年三月三十一日：3,470,000 港元)已計入本集團其他應付款項，有關款項為無抵押、免息及須按要求償還。

(d) 主要管理人員補償

Six months ended
30 September
截至九月三十日止六個月

	2013 二零一三年 (Unaudited) (未經審核) HK\$'000 千港元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 千港元
	2,350	1,710
	30	28
	2,380	1,738



Hong Kong
China
Taiwan
South Africa
Philippines
Singapore
Malaysia
Thailand

MOBICON

進取 - 務實 - 翱四方

Mobicon Group Limited

萬保剛集團有限公司

(股份編號 Stock Code : 1213)

2013/2014 Interim Report 中期報告

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