



## Independent Review Report



TO THE BOARD OF DIRECTORS OF  
C Y FOUNDATION GROUP LIMITED

### INTRODUCTION

We have reviewed the interim financial information set out on pages 3 to 34 which comprises the condensed consolidated statement of financial position of the Company as at 30 September 2013 and condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“HKAS 34”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). The directors of the Company (the “Directors”) are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the HKICPA. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

## 獨立審閱報告

致：中青基業集團有限公司董事會

### 緒言

吾等已審閱載於第3至34頁之中期財務資料。此中期財務資料包括 貴公司於二零一三年九月三十日之簡明綜合財務狀況表、截至該日止六個月期間之簡明綜合損益及其他全面收益表、簡明綜合權益變動表及簡明綜合現金流量表，以及主要會計政策概要及其他附註解釋。香港聯合交易所有限公司證券上市規則規定，就中期財務資料編製報告時，須遵守當中所載規定以及香港會計師公會頒佈之香港會計準則第34號「中期財務報告」（「香港會計準則第34號」）。 貴公司之董事（「董事」）負責根據香港會計準則第34號編製及呈列此中期財務資料。吾等之責任為根據吾等之審閱對此中期財務資料作出結論，並根據吾等之協定委聘條款僅向董事會整體報告，並不可作其他目的。吾等並不就本報告之內容對任何其他人士負責或承擔責任。

### 審閱範圍

吾等根據香港會計師公會頒佈之香港審閱委聘準則第2410號「由實體獨立核數師審閱中期財務資料」進行審閱工作。審閱中期財務資料包括主要向負責財務及會計事宜之人士作出查詢，並運用分析及其他審閱程序。審閱之範圍遠較根據香港核數準則進行之審核為小，故不能確保吾等將發現所有可於審核過程中發現之重大事宜。因此，吾等並不發表審核意見。

## Independent Review Report

### CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with HKAS 34.

#### ZHONGHUI ANDA CPA Limited

*Certified Public Accountants*

#### Sze Lin Tang

Practising Certificate Number P03614

Hong Kong, 29 November 2013

## 獨立審閱報告

### 結論

根據吾等之審閱，吾等並無發現任何事宜，促使吾等相信中期財務資料在所有重大方面並無根據香港會計準則第34號編製。

#### 中匯安達會計師事務所有限公司

*執業會計師*

#### 施連燈

執業證書號碼P03614

香港，二零一三年十一月二十九日

## Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income 簡明綜合損益及其他全面收益表

For the six months ended 30 September 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 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)
		Notes 附註	
<b>Continuing operations</b>	<b>持續經營業務</b>		
Revenue	收益	4	28,477
Cost of sales	銷售成本		(21,330)
<b>Gross profit/(loss)</b>	<b>毛利／(毛損)</b>		<b>7,147</b>
Other income	其他收入		763
Selling and distribution costs	銷售及分銷成本		(510)
Administrative expenses	行政管理開支		(18,294)
<b>Loss from operations</b>	<b>來自經營業務之虧損</b>		<b>(10,894)</b>
Exchange gain/(loss)	匯兌收益／(虧損)		208
Impairment of goodwill	商譽減值		-
Recovery of receivables previously impaired	收回先前已減值之應收款		13,201
Finance costs	財務費用	5	(1,170)
<b>Profit/(loss) before tax</b>	<b>除稅前溢利／(虧損)</b>		<b>1,345</b>
Income tax	所得稅	7	(215)
<b>Profit/(loss) for the period from continuing operations</b>	<b>持續經營業務之本期間溢利／(虧損)</b>		<b>1,130</b>
<b>Discontinued operations</b>	<b>已終止經營業務</b>		
Profit for the period from discontinued operations	已終止經營業務之本期間溢利	8(a)	6,690
<b>Profit/(loss) for the period</b>	<b>本期間溢利／(虧損)</b>	6	<b>7,820</b>
<b>Other comprehensive income/(loss):</b>	<b>其他全面收益／(虧損):</b>		
<i>Items that will be reclassified to profit or loss:</i>	<i>將重新分類至損益之項目:</i>		
Exchange differences on translating foreign operations	換算國外經營業務產生之匯兌差異		2,413
Exchange differences reclassified to profit or loss on disposal of subsidiaries	於出售附屬公司時重新分類至損益之匯兌差異	8(c)	(30,713)
<b>Other comprehensive loss for the period, net of tax</b>	<b>本期間除稅後其他全面虧損</b>		<b>(28,300)</b>
<b>Total comprehensive loss for the period</b>	<b>本期間全面虧損總額</b>		<b>(20,480)</b>

## Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income 簡明綜合損益及其他全面收益表

For the six months ended 30 September 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 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)
		Notes 附註	
<b>Profit/(loss) for the period attributable to:</b>	以下人士應佔本期間溢利／(虧損)：		
Owners of the Company	本公司擁有人		
From continuing operations	來自持續經營業務	1,130	(38,228)
From discontinued operations	來自已終止經營業務	7,696	2,144
Profit/(loss) attributable to owners of the Company	本公司擁有人應佔溢利／(虧損)	8,826	(36,084)
Non-controlling interests	非控股權益		
From discontinued operations	來自已終止經營業務	(1,006)	(2)
		7,820	(36,086)
<b>Total comprehensive loss for the period attributable to:</b>	以下人士應佔本期間全面虧損總額：		
Owners of the Company	本公司擁有人	(19,491)	(36,833)
Non-controlling interests	非控股權益	(989)	(8)
<b>Total comprehensive loss</b>	<b>全面虧損總額</b>	<b>(20,480)</b>	<b>(36,841)</b>
<b>Earnings/(loss) per share</b> (HK cents per share)	<b>每股盈利／(虧損)</b> (每股港仙)		
<i>Basic earnings/(loss) per share</i>	<i>每股基本盈利／(虧損)</i>		
From continuing operations	來自持續經營業務	9 0.11	(5.49)
From discontinued operations	來自已終止經營業務	9 0.74	0.31
From continuing and discontinued operations	來自持續及已終止經營業務	9 0.85	(5.18)
<i>Diluted earnings/(loss) per share</i>	<i>每股攤薄盈利／(虧損)</i>		
From continuing operations	來自持續經營業務	9 0.11	(5.49)
From discontinued operations	來自已終止經營業務	9 0.73	0.31
From continuing and discontinued operations	來自持續及已終止經營業務	9 0.84	(5.18)

## Condensed Consolidated Statement of Financial Position

As at 30 September 2013

## 簡明綜合財務狀況表

於二零一三年九月三十日

			<b>30 September 2013</b> 二零一三年 九月三十日 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	31 March 2013 二零一三年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
		Notes 附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Investment properties	投資物業	11	–	190,329
Property, plant and equipment	物業、機器及設備	11	<b>34,109</b>	3,250
Intangible assets	無形資產	11	<b>49,839</b>	–
Goodwill	商譽	12	<b>59,050</b>	–
			<b>142,998</b>	193,579
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		<b>4,164</b>	4,813
Trade and other receivables	貿易及其他應收款	13	<b>28,514</b>	13,732
Due from related companies	應收關連公司款項	14	<b>839</b>	–
Bank and cash balances	銀行及現金結餘		<b>123,643</b>	28,754
			<b>157,160</b>	47,299
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款	15	<b>14,838</b>	18,292
Due to related companies	應付關連公司款項	14	<b>24,322</b>	–
Convertible notes	可換股票據	16	<b>2,070</b>	19,718
Current tax liabilities	流動稅項負債		<b>10</b>	94
			<b>41,240</b>	38,104
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>115,920</b>	9,195
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>258,918</b>	202,774
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Convertible notes	可換股票據	16	<b>47,283</b>	–
Deferred tax liabilities	遞延稅項負債	17	<b>5,981</b>	32,216
			<b>53,264</b>	32,216
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>205,654</b>	170,558
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	18	<b>10,463</b>	10,453
Reserves	儲備		<b>195,191</b>	158,997
Equity attributable to owners of the Company	本公司擁有人應佔權益		<b>205,654</b>	169,450
Non-controlling interests	非控股權益		–	1,108
<b>TOTAL EQUITY</b>	<b>總權益</b>		<b>205,654</b>	170,558

## Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 September 2013

## 簡明綜合權益變動表

截至二零一三年九月三十日止六個月

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

	Notes 附註	Share capital 股本	Share premium 股份溢價	Capital reserve 資本儲備	Asset revaluation reserve 重估儲備	Other reserve 其他儲備	Foreign currency translation reserve 外幣 換算儲備	Capital redemption reserve 資本 贖回儲備	Reserve fund 儲備金	Accumulated losses 累計虧損	Total	Non- controlling interests 非控股權益	Total
At 1 April 2012 (Audited)	於二零一二年四月一日 (經審核)	6,969	799,811	-	22,673	(555)	27,590	1,190	135	(61,568)	196,245	1,106	197,351
Total comprehensive loss for the period	本期間全面虧損總額	-	-	-	-	-	(749)	-	-	(36,084)	(36,833)	(8)	(36,841)
Issue of convertible notes	發行可換股票據	16	-	2,127	-	-	-	-	-	-	2,127	-	2,127
At 30 September 2012	於二零一二年九月三十日	6,969	799,811	2,127	22,673	(555)	26,841	1,190	135	(697,652)	161,539	1,098	162,637
At 1 April 2013 (Audited)	於二零一三年四月一日 (經審核)	10,453	831,170	3,310	22,673	(555)	27,845	1,190	135	(726,771)	169,450	1,108	170,558
Total comprehensive loss for the period	本期間全面虧損總額	-	-	-	-	-	(28,317)	-	-	8,826	(19,491)	(989)	(20,480)
Issue of convertible notes	發行可換股票據	16	-	55,565	-	-	-	-	-	-	55,565	-	55,565
Redemption of convertible notes	贖回可換股票據	16	-	(2,127)	-	-	-	-	-	2,127	-	-	-
Issue of ordinary shares upon exercise of share options	購股權獲行使時發行普通股	18	10	219	(99)	-	-	-	-	-	130	-	130
Disposal of subsidiaries	出售附屬公司	8	-	-	(22,673)	555	-	-	(135)	22,253	-	(119)	(119)
At 30 September 2013	於二零一三年九月三十日	10,463	831,389	56,649	-	-	(472)	1,190	-	(693,565)	205,654	-	205,654

Notes:

附註：

- (a) The capital reserve comprises (i) the fair value of the number of unexercised share options granted to employees of the Company and (ii) the equity component of the convertible note issued by the Company which is the difference between the gross proceeds or fair value of the issue of the convertible notes and the fair value assigned to the liability component, representing the conversion option for the holder to convert the notes into equity.
- (a) 資本儲備包括(i)授予本公司僱員之未行使購股權數目之公平值；及(ii)本公司所發行可換股票據之權益部分(即發行可換股票據之所得款項總額或公平值與分配至負債部分(指持有人將票據轉換為權益之轉換權)之公平值間之差額)。
- (b) Other reserve represents the difference between the consideration and the book value of the assets and liabilities attributable to the additional interest acquired in subsidiaries.
- (b) 其他儲備指於附屬公司收購之額外權益應佔資產及負債之代價與賬面值間之差額。
- (c) Pursuant to the relevant laws and regulations in the People's Republic of China (the "PRC"), certain subsidiaries established in the PRC are required to set aside a portion of their profit after income tax. The reserve fund is restricted as to its use.
- (c) 根據中華人民共和國(「中國」)之有關法律及法規，若干於中國成立之附屬公司須按規定將部分除所得稅後溢利轉撥至儲備金，並限制使用。

## Condensed Consolidated Statement of Cash Flows

For the six months ended 30 September 2013

## 簡明綜合現金流量表

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 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)
NET CASH USED IN OPERATING ACTIVITIES	經營業務耗用之現金淨額	(19,537)	(19,466)
NET CASH GENERATED FROM INVESTING ACTIVITIES	投資活動產生之現金淨額	135,741	5,711
NET CASH (USED IN)/GENERATED FROM FINANCING ACTIVITIES	融資活動(耗用)/產生之現金淨額	(20,549)	7,530
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	現金及現金等值項目 增加/(減少)淨額	<b>95,655</b>	(6,225)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	於期初之現金及現金等值項目	28,754	19,725
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	外匯匯率變動之影響	(766)	(49)
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD, REPRESENTED BY</b>	於期末之現金及現金等值項目， 以下列項目代表		
Bank and cash balances	銀行及現金結餘	<b>123,643</b>	13,451



## Notes to the Condensed Financial Statements

For the six months ended 30 September 2013

### 1. GENERAL INFORMATION

C Y Foundation Group Limited (the “Company”) is incorporated in Bermuda as an exempted company with limited liability under the Bermuda Companies Act. As at 30 September 2013, according to the register kept by the Company under Section 336 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and to the best knowledge of the directors of the Company (“the Directors”), the Company’s controlling shareholder is Dato POH Po Lian. The addresses of the registered office and principal place of business of the Company are Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and 3503B-5, 35/F., 148 Electric Road, North Point, Hong Kong, respectively. The shares of the Company are listed on The Stock Exchange of Hong Kong Limited (“Stock Exchange”).

The principal activities of the Group are manufacturing and sale of packaging products, and the management of electronic gaming equipment in Macau. In prior period, the Group were also engaged in property investment and digital entertainment business and these operations were ceased after 30 September 2013.

### 2. BASIS OF PREPARATION

The unaudited condensed consolidated interim financial statements (“Interim Financial Statements”) have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“HKAS 34”) issued by Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the applicable disclosure requirements of Appendix 16 of the Rules Governing the Listing of Securities on the Stock Exchange.

The Interim Financial Statements do not include all the information and disclosures required in a full set of financial statements, and should be read in conjunction with the Group’s annual consolidated financial statements for the year ended 31 March 2013 (“2013 Annual Report”).

## 簡明財務報表附註

截至二零一三年九月三十日止六個月

### 1. 一般資料

中青基業集團有限公司(「本公司」)為根據百慕達公司法於百慕達註冊成立之獲豁免有限公司。於二零一三年九月三十日，按照本公司根據香港法例第571章證券及期貨條例第336條存置之登記冊，以及據本公司董事(「董事」)所知，本公司之控股股東為傅寶聯拿督。本公司註冊辦事處及主要營業地點之地址分別為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda及香港北角電氣道148號35樓3503B-5室。本公司股份於香港聯合交易所有限公司(「聯交所」)上市。

本集團之主要業務為製造及銷售包裝產品以及於澳門管理電子博彩設備。於過往期間，本集團之業務亦包括物業投資及數碼娛樂業務，而此等業務於二零一三年九月三十日後已終止經營。

### 2. 編製基準

未經審核簡明綜合中期財務報表(「中期財務報表」)根據由香港會計師公會頒佈之香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)及聯交所證券上市規則附錄16之適用披露規定編製。

中期財務報表並不包括完整財務報表所規定之所有資料及披露事項，應與本集團截至二零一三年三月三十一日止年度之年度綜合財務報表(「二零一三年年報」)一併閱讀。

## Notes to the Condensed Financial Statements

For the six months ended 30 September 2013

### 2. BASIS OF PREPARATION (Continued)

The preparation of the Interim Financial Statements in conformity with HKAS 34 requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year-to-date basis. Actual results may differ from these estimates.

The accounting policies adopted in the preparation of the Interim Financial Statements are consistent with those followed in the preparation of 2013 Annual Report of the Group.

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

In the current period, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA that are relevant to its operations and effective for its accounting period beginning on 1 April 2013. HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's financial statements and amounts reported for the current and prior periods.

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

## 簡明財務報表附註

截至二零一三年九月三十日止六個月

### 2. 編製基準 (續)

遵照香港會計準則第34號編製中期財務報表需要管理層作出影響政策應用及資產、負債、收入與開支於年內至今之申報數額之判斷、估計及假設。實際結果或有別於該等估計。

於編製中期財務報表時所採用之會計政策與編製本集團二零一三年年報時所依循者一致。

### 3. 採納新訂及經修訂之香港財務報告準則

於本期間內，本集團已採納由香港會計師公會頒佈與其業務有關、並自二零一三年四月一日開始之會計期間生效之所有新訂及經修訂香港財務報告準則。香港財務報告準則包括香港財務報告準則、香港會計準則及詮釋。採納該等新訂及經修訂香港財務報告準則並無導致本集團之會計政策、本集團財務報表之呈列方式以及於現時及過往期間所申報之金額出現任何重大變動。

本集團並未應用已頒佈但未生效之新訂及經修訂香港財務報告準則。本集團已開始評估該等新訂及經修訂香港財務報告準則之影響，但未能指出該等新訂及經修訂香港財務報告準則會否對本集團之經營業績及財務狀況產生重大影響。

**Notes to the Condensed Financial Statements**

For the six months ended 30 September 2013

**4. SEGMENT INFORMATION**

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

**Continuing operations:**

- |                             |   |   |
|-----------------------------|---|---|
| Packaging products business | – | Manufacture and sale of packaging products.         |
| Electronic gaming business  | – | Management of electronic gaming equipment in Macau. |

**Discontinued operations:**

- |                                |   |  |
|--------------------------------|---|--|
| Property investment            | – | Generation of rental income.   |
| Digital entertainment business | – | Provision of internet cafe licenses, online game tournament services and online entertainment platforms. |

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

**簡明財務報表附註**

截至二零一三年九月三十日止六個月

**4. 分部資料**

就管理而言，本集團之營運分部以及其主要業務如下：

**持續經營業務：**

- |        |   |              |
|--------|---|--------------|
| 包裝產品業務 | – | 製造及銷售包裝產品。   |
| 電子博彩業務 | – | 於澳門管理電子博彩設備。 |

**已終止經營業務：**

- |        |   |                       |
|--------|---|-----------------------|
| 物業投資   | – | 產生租金收入。               |
| 數碼娛樂業務 | – | 提供網吧牌照、網絡遊戲服務及網絡娛樂平台。 |

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

## Notes to the Condensed Financial Statements

For the six months ended 30 September 2013

### 4. SEGMENT INFORMATION (Continued)

Information regarding the above segments is reported below.

#### (a) Segment revenue, results and assets

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

## 簡明財務報表附註

截至二零一三年九月三十日止六個月

### 4. 分部資料 (續)

有關上述分部之資料呈報如下。

#### (a) 分部收益、業績及資產

下表為本集團按可呈報分部劃分之收益、業績及資產分析：

		Continuing operations 持續經營業務			Discontinued operations 已終止經營業務			Group 本集團
		Packaging products business 包裝產品業務	Electronic gaming business 電子博彩業務	Total	Property investment 物業投資	Digital entertainment business 數碼娛樂業務	Total	
		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	
<i>Six months ended</i> <i>30 September 2013:</i>	<i>截至二零一三年九月三十日止</i> <i>六個月:</i>							
Revenue from external customers	來自外部客戶之收益	28,179	298	28,477	5,794	667	34,938	
Segment results	分部業績	1,404	(653)	751	2,630	(1,871)	1,510	
<i>At 30 September 2013:</i>	<i>於二零一三年九月三十日:</i>							
Segment assets	分部資產	17,242	147,165	164,407	-	-	164,407	
<i>Six months ended</i> <i>30 September 2012:</i>	<i>截至二零一二年九月三十日止</i> <i>六個月:</i>							
Revenue from external customers	來自外部客戶之收益	29,724	-	29,724	5,333	1,008	36,065	
Segment results	分部業績	(30,123)	-	(30,123)	3,331	(813)	(27,605)	
<i>At 31 March 2013:</i>	<i>於二零一三年三月三十一日:</i>							
Segment assets (Audited)	分部資產 (經審核)	17,227	-	17,227	191,167	736	209,130	

There are no intersegment revenue between the reportable segments for both six months ended 30 September 2012 and 2013.

截至二零一二年及二零一三年九月三十日止六個月，可呈報分部間並無分部間收益。

**Notes to the Condensed Financial Statements**

For the six months ended 30 September 2013

**4. SEGMENT INFORMATION (Continued)****(b) Reconciliation of reportable segment profit or loss**

		<b>Six months ended 30 September</b>	
		截至九月三十日止六個月	
		<b>2013</b>	2012
		二零一三年	二零一二年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
		<b>(Unaudited)</b>	(Unaudited)
		(未經審核)	(未經審核)
Reconciliation of reportable segment profit or loss for the period:	本期間可呈報分部損益對賬：		
Total profit/(loss) of reportable segments	可呈報分部溢利／(虧損)總額	<b>1,510</b>	(27,605)
Other unallocated and corporate profit or loss	其他未分配及企業損益	<b>6,310</b>	(8,481)
Elimination of discontinued operations	對銷已終止經營業務	<b>(6,690)</b>	(2,142)
Consolidated profit/(loss) for the period from continuing operations	持續經營業務之本期間綜合溢利／(虧損)	<b>1,130</b>	(38,228)

**5. FINANCE COSTS****5. 財務費用**

		<b>Six months ended 30 September</b>	
		截至九月三十日止六個月	
		<b>2013</b>	2012
		二零一三年	二零一二年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
		<b>(Unaudited)</b>	(Unaudited)
		(未經審核)	(未經審核)
<b>Continuing operations:</b>	<b>持續經營業務：</b>		
Interests expenses on borrowings wholly repayable within five years:	須於五年內全數償還之借貸之利息開支：		
– Bank borrowings	– 銀行借貸	–	57
– Other borrowing	– 其他借貸	–	177
– Convertible notes (Note 16)	– 可換股票據(附註16)	<b>1,170</b>	485
		<b>1,170</b>	719

## Notes to the Condensed Financial Statements

For the six months ended 30 September 2013

## 簡明財務報表附註

截至二零一三年九月三十日止六個月

### 6. PROFIT/(LOSS) FOR THE PERIOD

The Group's profit/(loss) for the period is stated after charging/(crediting):-

### 6. 本期間溢利／（虧損）

本集團之本期間溢利／（虧損）已扣除／（計入）下列各項：

		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)
<b>Continuing operations:</b>	<b>持續經營業務：</b>		
<i>After charging:</i>	<i>經扣除：</i>		
Cost of inventories sold	出售存貨成本	21,167	30,090
Depreciation of property, plant and equipment and amortisation of intangible assets	物業、機器及設備折舊以及無形資產攤銷	1,308	1,302
Impairment of goodwill	商譽減值	-	15,138
Operating lease rentals in respect of land and buildings	土地及樓宇之經營租賃租金	647	1,772
Directors' remuneration	董事酬金	4,242	2,889
Staff costs (including Directors' remuneration)	員工成本（包括董事酬金）	10,383	11,458
<i>And after crediting:</i>	<i>並經計入：</i>		
Gain on disposal of property, plant and equipment	出售物業、機器及設備之收益	(110)	(1,789)
Interest income	利息收入	(141)	(113)
Recovery of receivables previously impaired	收回先前已減值之應收款	(13,201)	-
<b>Discontinued operations:</b>	<b>已終止經營業務：</b>		
<i>After charging:</i>	<i>經扣除：</i>		
Depreciation of property, plant and equipment and amortisation of intangible assets	物業、機器及設備折舊以及無形資產攤銷	112	397
Impairment of other receivables	其他應收款減值	-	176
Operating lease rentals in respect of land and buildings	土地及樓宇之經營租賃租金	674	1,006
Staff costs	員工成本	3,057	2,778
<i>And after crediting:</i>	<i>並經計入：</i>		
Change in fair value of investment properties	投資物業之公平值變動	-	(4,896)
Interest income	利息收入	(4)	(7)
Rental income on investment properties less direct operating expenses of HK\$699,000 (Six months ended 30 September 2012: HK\$694,000)	投資物業之租金收入減直接經營開支699,000港元（截至二零一二年九月三十日止六個月：694,000港元）	(5,095)	(4,639)

## Notes to the Condensed Financial Statements

For the six months ended 30 September 2013

## 7. INCOME TAX

## 簡明財務報表附註

截至二零一三年九月三十日止六個月

## 7. 所得稅

		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)
Current tax – PRC Enterprise Income Tax	本期稅項－中國企業所得稅	263	78
Deferred tax (Note 17)	遞延稅項(附註17)	(42)	1,224
		<b>221</b>	<b>1,302</b>
Representing:	來自:		
Continuing operations	持續經營業務	215	75
Discontinued operations	已終止經營業務	6	1,227
		<b>221</b>	<b>1,302</b>

No provision for Hong Kong profits tax is required since the Group has no assessable profit for both periods. Tax arising in other jurisdictions is calculated at the rates prevailing in the respective jurisdictions. Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of subsidiaries of the Company in the PRC is 25% for both periods.

由於本集團於兩個期間均無應課稅溢利，故無須作出香港利得稅撥備。於其他司法權區產生之稅項乃按各司法權區之現行稅率計算。根據中國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，本公司位於中國之附屬公司之稅率於該兩個期間均為25%。

## Notes to the Condensed Financial Statements

For the six months ended 30 September 2013

### 8. DISPOSAL OF SUBSIDIARIES

On 30 September 2013, the Group disposed of its entire interest in a wholly-owned subsidiary, Expert Global Investments Limited (the “Disposed Company”), to an independent third party at a cash consideration of RMB110 million (equivalent to approximately HK\$136,750,000) (collectively “the Disposal”). Further details of the Disposal were published in the related circular of the Company dated 18 July 2013.

The Disposed Company and its subsidiaries (collectively the “Disposed Group”) were principally engaged in property investment and digital entertainment business. The major assets of the Disposed Group were the investment properties located in Beijing.

- (a) The profit for the period from the discontinued operations is analysed as follows:

## 簡明財務報表附註

截至二零一三年九月三十日止六個月

### 8. 出售附屬公司

於二零一三年九月三十日，本集團向一名獨立第三方出售全資附屬公司寶瀛國際投資有限公司（「出售公司」）之全部權益，現金代價為人民幣110,000,000元（相等於約136,750,000港元）（統稱「出售事項」）。出售事項之進一步詳情載於本公司日期為二零一三年七月十八日之相關通函。

出售公司及其附屬公司（統稱「出售集團」）之主要業務為物業投資及數碼娛樂業務。出售集團之主要資產為位於北京之投資物業。

- (a) 已終止經營業務之本期間溢利分析如下：

		<b>Six months ended</b>	
		<b>30 September</b>	
		截至九月三十日止六個月	
		<b>2013</b>	2012
		二零一三年	二零一二年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Notes		<b>(Unaudited)</b>	(Unaudited)
附註		(未經審核)	(未經審核)
Loss of discontinued operations	已終止經營業務之虧損	<b>(1,573)</b>	2,142
Gain on disposal of discontinued operations	出售已終止經營業務之收益	<b>8,263</b>	-
		<b>6,690</b>	2,142



**Notes to the Condensed Financial Statements**

For the six months ended 30 September 2013

**8. DISPOSAL OF SUBSIDIARIES (Continued)**

- (b) The results of the discontinued operations, which have been included in the consolidated profit or loss of the Group, are as follows:

**簡明財務報表附註**

截至二零一三年九月三十日止六個月

**8. 出售附屬公司 (續)**

- (b) 已終止經營業務之業績(已計入本集團之綜合損益)如下:

		<b>Six months ended 30 September 截至九月三十日止六個月</b>	
		<b>2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)</b>	<b>2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)</b>
Revenue	收益	<b>6,461</b>	6,341
Cost of services rendered	已提供服務成本	<b>(744)</b>	(731)
Gross profit	毛利	<b>5,717</b>	5,610
Other income	其他收入	<b>8</b>	11
Selling and distribution costs	銷售及分銷成本	<b>(27)</b>	(30)
Administrative expenses	行政管理開支	<b>(7,265)</b>	(7,118)
Loss from operations	來自經營業務之虧損	<b>(1,567)</b>	(1,527)
Change in fair value of investment properties	投資物業之公平值變動	-	4,896
Income tax	所得稅	<b>(6)</b>	(1,227)
(Loss)/profit for the period	本期間(虧損)/溢利	<b>(1,573)</b>	2,142

## Notes to the Condensed Financial Statements

For the six months ended 30 September 2013

## 簡明財務報表附註

截至二零一三年九月三十日止六個月

### 8. DISPOSAL OF SUBSIDIARIES (Continued)

### 8. 出售附屬公司 (續)

(c) Net assets of the Disposal Group at the date of disposal on 30 September 2013 were as follows:

(c) 出售集團於出售日期(二零一三年九月三十日)之淨資產如下:

		Notes 附註	HK\$'000 千港元
Investment properties	投資物業	11	194,117
Property, plant and equipment	物業、機器及設備	11	112
Trade and other receivables	貿易及其他應收款		1,434
Bank and cash balances	銀行及現金結餘		2,182
Trade and other payables	貿易及其他應付款		(5,603)
Current tax liabilities	本期稅項負債		(66)
Deferred tax liabilities	遞延稅項負債	17	(32,857)
Net assets disposed of	所出售淨資產		159,319
Release of foreign currency translation reserve	解除外幣換算儲備		(30,713)
Non-controlling interests	非控股權益		(119)
Gain on disposal of subsidiaries	出售附屬公司之收益		8,263
Total consideration – satisfied by cash	總代價—以現金支付		136,750
An analysis of the net inflow of cash and cash equivalents in respect of the Disposal is as follows:	出售事項之現金及現金等值項目流入淨額分析如下:		
Consideration received in cash and cash equivalents	已收現金及現金等值項目代價		136,750
Bank and cash balances disposed of	已出售之銀行及現金結餘		(2,182)
			134,568

**Notes to the Condensed Financial Statements**

For the six months ended 30 September 2013

**9. EARNINGS/(LOSS) PER SHARE****(a) From continuing and discontinued operations****Basic earnings/(loss) per share**

The calculation of basic earnings (Six months ended 30 September 2012: loss) per share attributable to owners of the Company is based on the profit for the period attributable to owners of the Company of approximately HK\$8,826,000 (Six months ended 30 September 2012: loss of approximately HK\$36,084,000) and the weighted average number of 1,045,415,838 (Six months ended 30 September 2012: 696,871,032) ordinary shares in issue during the period.

**Diluted earnings/(loss) per share**

The calculation of diluted earnings per share attributable to owners of the Company is based on the profit for the period attributable to owners of the Company of approximately HK\$8,826,000 and the weighted average number of 1,048,952,086 ordinary shares, being the weighted average number of 1,045,415,838 ordinary shares in issue during the period used in the basic earnings per share calculation plus the weighted average number of 3,536,248 ordinary shares assumed to have been issued at no consideration on the deemed exercise of the share options outstanding during the period. The computation of diluted earnings per share presented for the six months period ended 30 September 2013 does not assume the conversion of all convertible notes of the Company since their conversion would result in an increase in earnings per share.

The effects of all potential ordinary shares are anti-dilutive for the period ended 30 September 2012.

**簡明財務報表附註**

截至二零一三年九月三十日止六個月

**9. 每股盈利／（虧損）****(a) 來自持續及已終止經營業務****每股基本盈利／（虧損）**

本公司擁有人應佔每股基本盈利（截至二零一二年九月三十日止六個月：虧損）根據本公司擁有人應佔本期間溢利約8,826,000港元（截至二零一二年九月三十日止六個月：虧損約36,084,000港元），以及本期間已發行普通股之加權平均數1,045,415,838股（截至二零一二年九月三十日止六個月：696,871,032股）計算。

**每股攤薄盈利／（虧損）**

本公司擁有人應佔每股攤薄盈利根據本公司擁有人應佔本期間溢利約8,826,000港元，以及普通股加權平均數1,048,952,086股（即計算每股基本盈利所用之本期間已發行普通股加權平均數1,045,415,838股，加假設視作於本期間行使尚未行使之購股權而無償發行之普通股加權平均數3,536,248股）計算。由於轉換本公司所有可換股票據會導致每股盈利增加，因此，計算截至二零一三年九月三十日止六個月期間呈列之每股攤薄盈利時，並無假設可換股票據獲轉換。

截至二零一二年九月三十日止期間，所有潛在普通股具反攤薄影響。

## Notes to the Condensed Financial Statements

For the six months ended 30 September 2013

### 9. EARNINGS/(LOSS) PER SHARE (Continued)

#### (b) From continuing operations

##### Basic earnings/(loss) per share

The calculation of basic earnings (Six months ended 30 September 2012: loss) per share from continuing operations attributable to owners of the Company is based on the profit for the period from continuing operations attributable to owners of the Company of approximately HK\$1,130,000 (Six months ended 30 September 2012: loss of approximately HK\$38,228,000) and the denominator used is the same as that detailed in 9(a) above for basic earnings/(loss) per share.

##### Diluted earnings/(loss) per share

The calculation of diluted earnings per share from continuing operations attributable to owners of the Company is based on the profit for the period from continuing operations attributable to owners of the Company of approximately HK\$1,130,000 and the denominator used is the same as that detailed in 9(a) above for diluted earnings/(loss) per share.

The effects of all potential ordinary shares are anti-dilutive for the period ended 30 September 2012.

#### (c) From discontinued operations

Basic earnings per share from the discontinued operations is HK0.74 cents per share (Six months ended 30 September 2012: HK0.31 cents per share) and diluted earnings per share from the discontinued operations is HK0.73 cents per share, based on the profit for the period from discontinued operations attributable to the owners of the Company of approximately HK\$7,696,000 and the denominators used are the same as those detailed in 9(a) above for both basic and diluted earnings/(loss) per share.

The effects of all potential ordinary shares are anti-dilutive for the period ended 30 September 2012.

## 簡明財務報表附註

截至二零一三年九月三十日止六個月

### 9. 每股盈利／（虧損）（續）

#### (b) 來自持續經營業務

##### 每股基本盈利／（虧損）

本公司擁有人應佔來自持續經營業務之每股基本盈利（截至二零一二年九月三十日止六個月：虧損）根據本公司擁有人應佔來自持續經營業務之本期間溢利約1,130,000港元（截至二零一二年九月三十日止六個月：虧損約38,228,000港元）計算，而所用基數與上文9(a)所詳述計算每股基本盈利／（虧損）所用者相同。

##### 每股攤薄盈利／（虧損）

本公司擁有人應佔來自持續經營業務之每股攤薄盈利根據本公司擁有人應佔來自持續經營業務之本期間溢利約1,130,000港元計算，而所用基數與上文9(a)所詳述計算每股攤薄盈利／（虧損）所用者相同。

截至二零一二年九月三十日止期間，所有潛在普通股具反攤薄影響。

#### (c) 來自已終止經營業務

來自已終止經營業務之每股基本盈利為每股0.74港仙（截至二零一二年九月三十日止六個月：每股0.31港仙），而來自已終止經營業務之每股攤薄盈利為每股0.73港仙，乃根據本公司擁有人應佔來自已終止經營業務之本期間溢利約7,696,000港元計算，而所用基數與上文9(a)所詳述計算每股基本及攤薄盈利／（虧損）所用者相同。

截至二零一二年九月三十日止期間，所有潛在普通股具反攤薄影響。

**Notes to the Condensed Financial Statements**

For the six months ended 30 September 2013

**10. DIVIDENDS**

The Directors do not recommend the payment of an interim dividend for the six months ended 30 September 2013 (Six months ended 30 September 2012: HK\$Nil).

**11. INVESTMENT PROPERTIES, PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS****簡明財務報表附註**

截至二零一三年九月三十日止六個月

**10. 股息**

董事不建議就截至二零一三年九月三十日止六個月派付中期股息（截至二零一二年九月三十日止六個月：零港元）。

**11. 投資物業、物業、機器及設備以及無形資產**

	Investment properties 投資物業		Property, plant and equipment 物業、機器及設備		Intangible assets 無形資產	
	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)	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)	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)
Carrying amounts at 1 April (Audited)	190,329	175,752	3,250	20,272	-	338
Exchange realignment	3,788	(936)	8	23	-	(2)
Additions	-	-	552	1,316	-	-
Acquisition of a subsidiary (Note 12)	-	-	32,251	-	50,190	-
Fair value change	-	4,896	-	-	-	-
Depreciation/amortisation	-	-	(1,069)	(1,695)	(351)	(4)
Disposals	-	-	(771)	(5,118)	-	-
Disposal of subsidiaries (Note 8)	(194,117)	-	(112)	-	-	-
Carrying amounts at 30 September (Unaudited)	-	179,712	34,109	14,798	49,839	332

As at 30 September 2012, the Group had pledged the leasehold land and buildings included in property, plant and equipment with a net carrying amount of approximately HK\$7,900,000 to secure for general banking facilities granted to the Group.

於二零一二年九月三十日，本集團之物業、機器及設備內賬面淨額約7,900,000港元之租賃土地及樓宇已作為本集團獲授之一般銀行信貸之抵押。

## Notes to the Condensed Financial Statements

For the six months ended 30 September 2013

### 12. ACQUISITION OF A SUBSIDIARY

On 16 September 2013 (“Completion Date”), the Group acquired 100% equity interest in Weike (G) Management Macau Limited (“Weike G Macau”) from Dato POH Po Lian (the “Ultimate Vendor”), the controlling shareholder of the Company (collectively the “Acquisition”). Further details of the Acquisition were published in the related circular of the Company dated 18 July 2013. Weike G Macau is principally engaged in the management of electronic gaming equipment in Macau. The purchase consideration for the Acquisition was satisfied by issuance of convertible notes with an aggregate nominal value of HK\$69 million payable to the Ultimate Vendor or their respective nominees on the Completion Date.

The fair value of the identifiable assets and liabilities of Weike G Macau acquired as at the Completion Date is as follows:

		Notes 附註	HK\$'000 千港元
Property, plant and equipment	物業、機器及設備	11	32,251
Intangible assets	無形資產	11	50,190
Inventories	存貨		27
Trade and other receivables	貿易及其他應收款		2,909
Bank and cash balances	銀行及現金結餘		937
Trade and other payables	貿易及其他應付款		(7,203)
Due to related companies	應付關連公司款項		(27,429)
Deferred tax liabilities	遞延稅項負債	17	(6,023)
			45,659
Goodwill on acquisition	收購時之商譽		59,050
			104,709
Satisfied by:	支付方式:		
Fair value of convertible notes issued	已發行可換股票據之公平值		104,709
An analysis of the net inflow of cash and cash equivalents in respect of the acquisition of a subsidiary is as follows:	收購一間附屬公司之現金及現金等值項目流入淨額分析如下:		
Bank and cash balances acquired	已收購之銀行及現金結餘		937

## 簡明財務報表附註

截至二零一三年九月三十日止六個月

### 12. 收購一間附屬公司

於二零一三年九月十六日（「完成日期」），本集團向本公司控股股東傅寶聯拿督（「最終賣方」）收購威科(G)管理澳門有限公司（「威科(G)澳門」）100%股權（統稱「收購事項」）。收購事項之進一步詳情載於本公司日期為二零一三年七月十八日之相關通函。威科(G)澳門之主要業務為於澳門管理電子博彩設備。收購事項之購買代價透過發行總面值69,000,000港元之可換股票據支付，並須於完成日期支付予最終賣方或彼等相關之代名人。

所收購威科(G)澳門之可識別資產及負債於完成日期之公平值如下：

**Notes to the Condensed Financial Statements**

For the six months ended 30 September 2013

**13. TRADE AND OTHER RECEIVABLES****簡明財務報表附註**

截至二零一三年九月三十日止六個月

**13. 貿易及其他應收款**

		<b>30 September 2013 二零一三年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)</b>	<b>31 March 2013 二零一三年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)</b>
Trade receivables	貿易應收款	<b>14,145</b>	14,562
Less: Impairment losses	減：減值虧損	<b>(4,510)</b>	(6,251)
		<b>9,635</b>	8,311
Other receivables, deposits and prepayments	其他應收款、按金及預付款	<b>10,129</b>	5,421
Consideration receivables from disposal of a subsidiary	出售一間附屬公司之應收代價	<b>8,750</b>	-
		<b>28,514</b>	13,732

- (a) The Group grants a credit period normally ranging from cash on delivery to 90 days (for the year ended 31 March 2013: cash on delivery to 90 days) to its trade customers. For those customers who have established good relationships with the Group, the credit period may be extended to 120 days.

- (a) 本集團一般授予其貿易客戶介乎付運收現至90日（截至二零一三年三月三十一日止年度：付運收現至90日）之信貸期。就與本集團建立良好關係之客戶而言，信貸期可延至120日。

## Notes to the Condensed Financial Statements

For the six months ended 30 September 2013

### 13. TRADE AND OTHER RECEIVABLES (Continued)

- (b) At the end of the reporting period, the aging analysis of the trade receivables, based on invoice date, is as follows:

Within 60 days	60日內
61 – 90 days	61至90日
91 – 180 days	91至180日
181 – 365 days	181至365日

## 簡明財務報表附註

截至二零一三年九月三十日止六個月

### 13. 貿易及其他應收款 (續)

- (b) 於報告期末，根據發票日期對貿易應收款作出之賬齡分析如下：

30 September 2013 二零一三年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2013 二零一三年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
8,060	5,759
148	140
388	1,653
1,039	759
<b>9,635</b>	<b>8,311</b>

### 14. BALANCES WITH RELATED COMPANIES

The amounts due from/(to) related companies are unsecured, interest-free and have no fixed repayment terms.

### 15. TRADE AND OTHER PAYABLES

Trade payables	貿易應付款
Accrued expenses and other payables	應計費用及其他應付款

### 14. 與關連人士之結餘

應收／(應付)關連公司款項為無抵押、免息及無固定還款期。

### 15. 貿易及其他應付款

30 September 2013 二零一三年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2013 二零一三年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
5,135	2,667
9,703	15,625
<b>14,838</b>	<b>18,292</b>



**Notes to the Condensed Financial Statements**

For the six months ended 30 September 2013

**15. TRADE AND OTHER PAYABLES (Continued)**

At the end of the reporting period, the aging analysis of the trade payables is as follows:

Within 60 days	60日內
61 – 90 days	61至90日
91 – 180 days	91至180日
181 – 365 days	181至365日
Over 365 days	365日以上

**簡明財務報表附註**

截至二零一三年九月三十日止六個月

**15. 貿易及其他應付款 (續)**

於報告期末，貿易應付款之賬齡分析如下：

30 September 2013 二零一三年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2013 二零一三年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
4,158	1,173
247	652
34	201
–	136
696	505
<b>5,135</b>	<b>2,667</b>

**16. CONVERTIBLE NOTES**

- (1) The convertible notes with the nominal value of HK\$69 million (the “Weike Notes”) were issued to Weike (G) Management Pte Ltd, a company wholly owned by Dato POH Po Lian, a controlling shareholder of the Company, as the full consideration for acquisition of 100% interest in Weike G Macau on the Completion Date. Further details on the acquisition of Weike G Macau is presented in note 12 above.

The Weike Notes are convertible to ordinary shares of the Company at any time between the date of issue of the Weike Notes and 16 September 2016 (the “Maturity Date”). The Weike Notes are convertible to 460,000,000 ordinary shares of HK\$0.01 each per HK\$0.15 loan note.

If the Weike Notes have not been converted, they will be redeemed at par on the Maturity Date. Interest of 3 per cent will be paid annually up until the Maturity Date.

**16. 可換股票據**

- (1) 本公司已向Weike (G) Management Pte Ltd (本公司控股股東傅寶聯全資擁有之公司)發行面值69,000,000港元之可換股票據(「Weike票據」)，作為於完成日期收購威科(G)澳門100%權益之全數代價。收購威科(G)澳門之進一步詳情於上文附註12呈列。

Weike票據可於發行日期至二零一六年九月十六日(「到期日」)期間隨時轉換為本公司普通股。Weike票據可按每份貸款票據0.15港元轉換為460,000,000股每股面值0.01港元之普通股。

倘Weike票據未獲轉換，則會於到期日按面值贖回。Weike票據將每年按3厘獲發利息，直至到期日為止。

## Notes to the Condensed Financial Statements

For the six months ended 30 September 2013

### 16. CONVERTIBLE NOTES (Continued)

(1) (Continued)

On the Completion Date, the Weike Notes with its fair value of approximately HK\$104,709,000 dividing into the liability and equity component are as follows:

- The fair value of the liability component of approximately HK\$49,144,000 is determined by using a market rate for an equivalent non-convertible notes and is carried as a liability at amortised cost using the effective interest method until extinguished on conversion or redemption which will be the third anniversary of the date of issue of the convertible notes. The liability component is determined by applying the average effective interest rate of 15.3%. Current portion of liability component of approximately HK\$2,070,000 represents interest payable within one year; and
- The fair value of the conversion option is approximately HK\$55,565,000 carried as a equity component of the convertible notes included in shareholders' equity until extinguished on conversion or redemption.

## 簡明財務報表附註

截至二零一三年九月三十日止六個月

### 16. 可換股票據 (續)

(1) (續)

於完成日期，公平值約104,709,000港元之Weike票據按下述方式分為負債及權益部分：

- 負債部分之公平值約49,144,000港元利用同等不可換股票據之市場費率釐定，並利用實際利息法按攤銷成本列賬為負債，直至獲轉換或於可換股票據發行日期第三週年贖回時消除為止。負債部分按平均實際利率15.3%釐定。負債部分之即期部分約2,070,000港元指須於一年內支付之利息；及
- 轉換期權之公平值約為55,565,000港元，會入賬列為計入股東權益之可換股票據之權益部分，直至於獲轉換或贖回時消除為止。

**Notes to the Condensed Financial Statements**

For the six months ended 30 September 2013

**16. CONVERTIBLE NOTES** (Continued)

- (2) The convertible notes (the "Idea Sino Notes"), with the nominal amount of HK\$20,000,000, were issued to Idea Sino Limited on 6 August 2012. The Idea Sino Notes were convertible to ordinary shares of the Company at any time between the date of issue of the Idea Sino Notes and their maturity date on 6 August 2013. The Idea Sino Notes were initially convertible to 349,040,140 ordinary shares of the Company at HK\$0.0573 per share. As a result of the share consolidation effective on 18 September 2012, the conversion price of the outstanding notes was adjusted from HK\$0.0573 to HK\$0.573 per share, and the aggregate number of ordinary shares of the Company falling to be issued upon exercise of the conversion rights attached to the notes in full was adjusted from 349,040,140 to 34,904,013 ordinary shares of the Company.

Effective from 8 November 2012, being the day immediately after the record date of the open offer as set out in the prospectus of the Company dated 9 November 2012, the conversion price of the outstanding Idea Sino Notes was further adjusted from HK\$0.573 to HK\$0.5073 per share. The aggregate number of ordinary shares of the Company falling to be issued upon exercise of the conversion right attached to the Idea Sino Notes was further adjusted to 39,424,403 ordinary shares of the Company.

The Idea Sino Notes were fully redeemed by the Company on the maturity date of 6 August 2013.

**簡明財務報表附註**

截至二零一三年九月三十日止六個月

**16. 可換股票據 (續)**

- (2) 本公司於二零一二年八月六日向Idea Sino Limited發行面值為20,000,000港元之可換股票據(「Idea Sino票據」)。Idea Sino票據可於發行日期至到期日(二零一三年八月六日)期間隨時轉換為本公司之普通股。Idea Sino票據初步可按每股0.0573港元轉換為349,040,140股本公司普通股。由於股份合併在二零一二年九月十八日生效,未獲轉換票據之轉換價由每股0.0573港元調整至每股0.573港元,而於票據所附轉換權獲全數行使後須發行之本公司普通股總數已由349,040,140股本公司普通股調整至34,904,013股本公司普通股。

自二零一二年十一月八日(即緊隨本公司日期為二零一二年十一月九日之章程所載公開發售之記錄日期後當日)起,未獲轉換Idea Sino票據之轉換價進一步由每股0.573港元調整至每股0.5073港元。於Idea Sino票據所附轉換權獲行使後須發行之本公司普通股總數已進一步調整至39,424,403股本公司普通股。

本公司已於到期日(二零一三年八月六日)悉數贖回Idea Sino票據。

## Notes to the Condensed Financial Statements

For the six months ended 30 September 2013

### 16. CONVERTIBLE NOTES (Continued)

(2) (Continued)

The movements of the liability component of the Group's convertible notes during the six months ended 30 September 2013 are as follows:

		<b>Weike Notes Weike票據</b>	<b>Idea Sino Notes Idea Sino票據</b>	<b>Total 總計</b>
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)
Liability component at 31 March 2013 (Audited)	於二零一三年三月三十一日之 負債部分 (經審核)	-	19,718	19,718
Fair value of convertible notes issued	已發行可換股票據之公平值	104,709	-	104,709
Less: equity component	減: 權益部分	(55,565)	-	(55,565)
Liability component subtotal	負債部分小計	49,144	19,718	68,862
Interest charged for the period	本期間已扣除之利息	288	882	1,170
Interest paid for the period	本期間已支付之利息	(79)	-	(79)
Redeemed during the period	期內贖回	-	(20,600)	(20,600)
Liability component at 30 September 2013 (Unaudited)	於二零一三年九月三十日之 負債部分 (未經審核)	49,353	-	49,353
Interest payable within one year classified as current liabilities	須於一年內支付之利息 (分類為流動負債)	(2,070)	-	(2,070)
Non-current portion	非流動部分	47,283	-	47,283

Note: The interest charged on the Weike Notes for the period is calculated by applying the average effective interest rate of 15.3% per annum to its liability component.

The interest charged on the Idea Sino Notes for the period is calculated by applying the average effective interest rate of 15.26% per annum to its liability component.

## 簡明財務報表附註

截至二零一三年九月三十日止六個月

### 16. 可換股票據 (續)

(2) (續)

於截至二零一三年九月三十日止六個月，本集團可換股票據之負債部分變動如下：

附註：本期間就Weike票據支付之利息乃透過對其負債部分應用15.3%之平均實際年利率計算。

本期間就Idea Sino票據支付之利息乃透過對其負債部分應用15.26%之平均實際年利率計算。

## Notes to the Condensed Financial Statements

For the six months ended 30 September 2013

## 17. DEFERRED TAX LIABILITIES

## 簡明財務報表附註

截至二零一三年九月三十日止六個月

## 17. 遞延稅項負債

			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)
Carrying amounts at 1 April (Audited)	於四月一日之賬面金額 (經審核)		32,216	27,941
Exchange realignment	匯兌調整		641	(149)
Acquisition of a subsidiary (Credited)/charged to consolidated profit or loss	收購一間附屬公司 於綜合損益(計入)/扣除	12	6,023	-
Disposal of subsidiaries	出售附屬公司	8(c)	(42)	1,224
			(32,857)	-
Carrying amounts at 30 September (Unaudited)	於九月三十日之賬面金額 (未經審核)		5,981	29,016

## 18. SHARE CAPITAL

## 18. 股本

		No. of shares 股份數目 (Unaudited) (未經審核)	Amount 金額 HK\$'000 千港元 (Unaudited) (未經審核)
<i>Authorised:</i>	法定:		
Ordinary shares of HK\$0.01 (31 March 2013: HK\$0.01) each At 1 April 2013 and 30 September 2013	每股面值0.01港元(二零一三年 三月三十一日: 0.01港元)之普通股 於二零一三年四月一日及 二零一三年九月三十日	30,000,000,000	300,000
<i>Issued and fully paid:</i>	已發行及繳足:		
Ordinary shares of HK\$0.01 (31 March 2013: HK\$0.01) each At 1 April 2013	每股面值0.01港元(二零一三年 三月三十一日: 0.01港元)之普通股 於二零一三年四月一日	1,045,306,548	10,453
Issue of ordinary shares pursuant to exercise of share options (Note)	購股權獲行使時發行普通股(附註)	1,000,000	10
<b>At 30 September 2013</b>	於二零一三年九月三十日	<b>1,046,306,548</b>	<b>10,463</b>

## Notes to the Condensed Financial Statements

For the six months ended 30 September 2013

### 18. SHARE CAPITAL (Continued)

Note: On 16 September 2013, the subscription rights attaching to 1,000,000 share options were exercised at the subscription price of HK\$0.1292 per share, resulting in the issue of 1,000,000 additional shares of HK\$0.01 each for a total cash consideration, before expenses, of HK\$129,200.

### 19. RELATED PARTY TRANSACTIONS

In addition to those related party transactions and balances disclosed elsewhere in notes 12 and 14 to the Interim Financial Statements, the Group had the following transactions with its related parties during the period:

## 簡明財務報表附註

截至二零一三年九月三十日止六個月

### 18. 股本 (續)

附註：於二零一三年九月十六日，1,000,000份購股權所附之認購權已按每股0.1292港元之認購價獲行使，導致額外發行1,000,000股每股面值0.01港元之股份，扣除開支前之總現金代價為129,200港元。

### 19. 關連人士交易

除中期財務報表附註12及14另有披露之關連人士交易及結餘外，本集團於期內與其關連人士進行下列交易：

		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)
Management fee received from a related company	收取一間關連公司之管理費	221	-

The related company is a company that is significantly influenced by the controlling shareholder of the Company.

The related party transaction above also constitutes connected transaction or the continuing connected transaction as defined in Chapter 14A of the Listing Rules.

該關連公司為受本公司控股股東重大影響之公司。

上述關連人士交易亦構成上市規則第14A章所界定之關連交易或持續關連交易。

**Notes to the Condensed Financial Statements**

For the six months ended 30 September 2013

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

In connection with the payment in the sum of HK\$9,306,500 (the “Payment”) made to Ms. Yung, the spouse of Mr. Cheng (being a former Director) and a former employee of the Company, purportedly for legal fees and expenses incurred by Mr. Cheng and Ms. Yung in relation to (i) the ICAC Investigation, details of which were disclosed in the announcements of the Company dated 13 September 2010, 7 October 2010, 7 March 2011 and 6 October 2011; and (ii) petition under section 168A of the Hong Kong Companies Ordinance details of which were disclosed in the announcements of the Company dated 21 April 2010, 24 January 2011, 27 January 2011, 27 April 2012 and 11 May 2012. In relation to the Payment, on 14 April 2011, the Company, as plaintiff, has issued an originating summons in the Court of First Instance at the High Court of Hong Kong (the “High Court”) against Mr. Cheng, Ms. Yung, Mr. Ng Pui Lung (being a former Director), Mr. Wang Shanchuan (being a former Director) and Mr. Ho Chi Chung (“Mr. Joseph Ho”, being a former Director and the former acting chief executive officer of the Group).

Pursuant to the court order dated 18 March 2013, the proceedings are stayed until the determination of Mr. Cheng’s appeal against his conviction in District Court No. 476 of 2011 to the Court of Appeal.

**(b) The Company and Highsharp Investments Limited (“Highsharp”), as plaintiffs**

On 5 May 2011, the Company and Highsharp, a former wholly-owned subsidiary of the Company, as plaintiffs, issued a writ of summons in the High Court against, among others, Mr. Cheng, Ms. Yung, the personal representatives of Mr. Kok Teng Nam (deceased), Mr. Philip Yu and Agustus Investments Limited.

Pursuant to the court order dated 18 March 2013, the proceedings are stayed until the determination of Mr. Cheng’s appeal against his conviction in District Court No. 476 of 2011 to the Court of Appeal.

**簡明財務報表附註**

截至二零一三年九月三十日止六個月

**20. 訴訟****(a) 本公司訴成之德先生（「成先生」）、榮智豐女士（「榮女士」）及其他人士**

有關向榮女士（成先生（前董事）配偶及本公司前僱員）支付合共9,306,500港元之款項（「付款」），據稱為成先生及榮女士有關以下各項之法律費用及支出：(i)廉署調查，詳情於本公司日期為二零一零年九月十三日、二零一零年十月七日、二零一一年三月七日及二零一一年十月六日之公佈披露；及(ii)香港公司條例第168A條下之呈請，詳情於本公司日期為二零一零年四月二十一日、二零一一年一月二十四日、二零一一年一月二十七日、二零一二年四月二十七日及二零一二年五月十一日之公佈披露。本公司作為原告人於二零一一年四月十四日就付款於香港高等法院（「高等法院」）原訟庭對成先生、榮女士、吳貝龍先生（前董事）、王山川先生（前董事）及何志中先生（「何先生」，前董事及本集團前代首席執行官）發出原訴傳票。

根據法庭於二零一三年三月十八日作出之命令，法律程序會被擱置，直至成先生就區域法院之定罪（案件編號：2011年第476號）向上訴法庭提出之上訴有裁定為止。

**(b) 本公司與高銳投資有限公司（「高銳」）（作為原告人）**

於二零一一年五月五日，本公司及其前全資附屬公司高銳作為原告人在高等法院對（其中包括）成先生、榮女士、已故之藍國定先生之遺產代理人、余國超先生及Agustus Investments Limited發出傳訊令狀。

根據法庭於二零一三年三月十八日作出之命令，法律程序會被擱置，直至成先生就區域法院之定罪（案件編號：2011年第476號）向上訴法庭提出之上訴有裁定為止。

## Notes to the Condensed Financial Statements

For the six months ended 30 September 2013

### 20. LITIGATIONS (Continued)

#### (c) The Company and Ace Precise International Limited (“Ace Precise”), as plaintiffs

On 6 May 2011, the Company and Ace Precise, a wholly-owned subsidiary of the Company, as plaintiffs, issued a writ of summons in the High Court against Best Max Holdings Limited (“Best Max”), Mr. Lo Chun Cheong (being the sole director and registered shareholder of Best Max) (“Mr. Lo”), Mr. Cheng, Mr. Joseph Ho and Mr. Yeung Tak Hung Arthur (“Mr. Arthur Yeung”, being the former chief operating officer of the Group (collectively referred to as the “Defendants”)).

The hearing of Mr. Lo’s striking out summons was heard on 7 February 2012. The judgment in respect of Mr. Lo’s application to strike out his statement of claim was handed down on 3 June 2013. According to the said judgment, it is ordered that the claim against Mr. Lo for restitution of the HK\$12 million convertible bond be struck out. The Company will continue processing the claims against other Defendants.

#### (d) Subsidiaries of the Company against Mr. Cheng

On 11 June 2011, the Company, together with certain of its former wholly-owned subsidiaries, namely CYC Investments Limited, Sincere Land Holdings Limited, Hainan Treasure Way Enterprises Limited, Hainan Jiaying Internet Technology Company Limited, Suzhou C Y Foundation Entertainment and Investment Management Limited, CYC Investment Consultancy (Wuxi) Limited and Longpin Investment Consultancy (Shanghai) Company Limited, as plaintiffs (the “Plaintiffs”), issued an originating summons in the High Court to claim against Mr. Cheng.

The first joint mediation session was held on 24 May 2013 and was concluded after both the Plaintiffs and Mr. Cheng failed to reach any settlement.

Pursuant to a court order made on 26 July 2013, both parties are now preparing for the relevant documents to be filed to the court and a case management conference be listed to be held on 12 March 2014.

## 簡明財務報表附註

截至二零一三年九月三十日止六個月

### 20. 訴訟 (續)

#### (c) 本公司與 Ace Precise International Limited (「Ace Precise」) (作為原告人)

於二零一一年五月六日，本公司及本公司全資附屬公司 Ace Precise 作為原告人在高等法院對 Best Max Holdings Limited (「Best Max」)、羅俊昶先生 (Best Max 之唯一董事及登記股東) (「羅先生」)、成先生、何先生及楊德雄先生 (「楊先生」，本集團前首席營運官) (統稱「被告人」) 發出傳訊令狀。

有關羅先生剔除傳票之聆訊已於二零一二年二月七日進行。有關羅先生申請剔除其訴狀之判決已於二零一三年六月三日頒佈。上述判決頒令剔除就復還 12,000,000 港元之可換股債券對羅先生提出之申索。本公司將繼續進行對其他被告人提出申索之法律程序。

#### (d) 本公司附屬公司訴成先生

於二零一一年六月十一日，本公司連同其若干先前之全資附屬公司 (即中青投資有限公司、確信集團有限公司、海南寶瀛實業有限公司、海南佳瀛網絡科技有限公司、蘇州中青基業娛樂投資管理有限公司、中青投資諮詢 (無錫) 有限公司及龍品投資諮詢 (上海) 有限公司) 作為原告人 (「原告人」) 在高等法院發出原訴傳票，對成先生提出索償。

首次雙方調解會議已於二零一三年五月二十四日舉行，惟原告人與成先生未能就解決紛爭而達成共識，故調解已於其後結束。

根據法庭於二零一三年七月二十六日作出之命令，雙方現正準備將向法院遞交之相關文件，而案件管理會議將於二零一四年三月十二日舉行。



**Notes to the Condensed Financial Statements**

For the six months ended 30 September 2013

**20. LITIGATIONS (Continued)****(e) The Company against former management and employees**

On 3 June 2011, the Company, as plaintiff, issued a writ of summons in the High Court against, among others, Mr. Cheng, Ms. Yung, Mr. Joseph Ho, Mr. Arthur Yeung, Ms. Kwok Pui Hung (being a former director of human resources of the Group), Mr. Tsang Heung Yip (being a former financial controller of the Group) and other six former employees (collectively referred to as the "Defendants").

After the mediation session held on 19 July 2012, both the Company and the Defendants are not able to reach an agreement to settle the dispute, the mediation was therefore concluded on the same day.

The date of pre-trial review is fixed to be held on 4 March 2014 and the trial is scheduled to be held from 27 May 2014 to 11 June 2014.

**(f) A subsidiary of the Company against Ms. Yung**

Ms. Yung and Kingbox (Asia) Limited ("Kingbox") (an indirect wholly-owned subsidiary of the Company) purportedly entered into supplemental agreement dated 4 January 2010 (the "Supplemental Agreement") which provides that Kingbox would pay to Ms. Yung upon her termination of employment a remunerative payment which equaled her annual salary income multiplied by two years (the total amount should not exceed 28 months' salary). Ms. Yung had made a claim against Kingbox for arrears of wages and the remunerative payment under the Supplemental Agreement after her resignation. On 17 August 2011, Kingbox, as plaintiff, commenced a legal proceeding in the High Court against Ms. Yung, as defendant, in respect of the Supplemental Agreement.

Both Kingbox and Ms. Yung agreed for mediation. The first joint mediation session was held on 30 April 2012 but ended on 7 May 2012, as Kingbox and Ms. Yung were not able to reach an agreement to settle the dispute.

The date of pre-trial review is fixed to be held on 16 April 2014 and the trial is scheduled to be held from 23 July 2014 to 30 July 2014.

**簡明財務報表附註**

截至二零一三年九月三十日止六個月

**20. 訴訟 (續)****(e) 本公司訴前管理層及僱員**

於二零一一年六月三日，本公司作為原告人在高等法院對（其中包括）成先生、榮女士、何先生、楊先生、郭蓓紅女士（本集團前人力資源主管）、曾向業先生（本集團前財務總監）及其他六名前僱員（統稱「被告人」）發出傳訊令狀。

在二零一二年七月十九日舉行之調解會議後，本公司及被告人均不能就解決爭議達成一致意見，因此，調解於同日結束。

審訊前覆核定於二零一四年三月四日進行，而審訊定於二零一四年五月二十七日至二零一四年六月十一日進行。

**(f) 本公司一間附屬公司訴榮女士**

據稱，榮女士與金盒（亞洲）有限公司（「金盒」，本公司間接全資附屬公司）於二零一零年一月四日訂立補充協議（「補充協議」），當中規定金盒將於榮女士之聘用合約終止後向其支付相當於其年薪收入乘以兩年之報酬款項（總額不得超過28個月之薪金）。榮女士於辭任後根據補充協議向金盒索償遭拖欠之薪金及報酬款項。於二零一一年八月十七日，金盒（作為原告人）在高等法院就補充協議對榮女士（作為被告人）提起法律程序。

金盒及榮女士均同意調解。首次雙方調解會議已於二零一二年四月三十日舉行，但已於二零一二年五月七日結束，因為金盒與榮女士未能就解決紛爭而達成共識。

審訊前覆核定於二零一四年四月十六日進行，而審訊定於二零一四年七月二十三日及至二零一四年七月三十日進行。

## Notes to the Condensed Financial Statements

For the six months ended 30 September 2013

### 20. LITIGATIONS (Continued)

**(g) A subsidiary of the Company against Lucky Belt Holdings Limited (“Lucky Belt”), Mr. Shek Hiu Hung (“Mr. Shek”), BG Global Gaming Limited (“BG Global”), Winning Beauty Investments Limited (“Winning Beauty”) and Mr. Leung Ching Yuen Ronald (“Mr. Leung”)**

On 11 May 2012, Lucky Zone Holdings Limited (“Lucky Zone”), a subsidiary of the Company issued three writs of summons in the High Court, respectively against Lucky Belt, Mr. Shek, BG Global, Winning Beauty and Mr. Leung (collectively referred to as the “Defendants”) in respect of the convertible notes and deposit paid for software development and license agreement (Bingo) relating to sums of USD3.0 million and USD2.5 million for the convertible notes (the “CB Case”); and HK\$15 million for the deposit (the “Deposit Case”) respectively, together with the related interests, costs and further and/or other relief.

A decision was handed down at the decision hearing held on 29 May 2013. It was mentioned in the judgment that the defendants of the CB Case have to pay Lucky Zone all the sums of convertible notes plus interest up to 11 May 2012.

For the CB Case, on 22 July 2013, Lucky Zone and Mr. Leung entered into a Deed of Settlement in relation to the settlement of the judgment. Pursuant to the Deed of Settlement, Mr. Leung shall pay US\$2,000,000 to Lucky Zone for the settlement of the respective judgment sum (equivalent to approximately US\$2,614,270.26) plus legal fee of HK\$100,000. Up to the end of the reporting period, the Company has received around HK\$11.7 million from Mr. Leung, and such amount was included in the consolidated profit or loss presented as “Recovery of receivables previously impaired”.

## 簡明財務報表附註

截至二零一三年九月三十日止六個月

### 20. 訴訟 (續)

**(g) 本公司一間附屬公司訴Lucky Belt Holdings Limited (「Lucky Belt」)、石曉虹先生(「石先生」)、比高環球遊樂有限公司(「比高環球」)、Winning Beauty Investments Limited (「Winning Beauty」)及梁青遠先生(「梁先生」)**

於二零一二年五月十一日，本公司附屬公司Lucky Zone Holdings Limited (「Lucky Zone」)入稟高等法院分別向Lucky Belt、石先生、比高環球、Winning Beauty及梁先生(統稱「被告人」)發出三份傳訊令狀，內容有關可換股票據及就軟件開發及牌照協議(Bingo)支付之按金，當中分別涉及3,000,000美元及2,500,000美元之可換股票據(「可換股票據案件」)；以及15,000,000港元之按金(「按金案件」)，連同相關利息、費用及進一步及／或其他賠償。

判決已於二零一三年五月二十九日舉行之判決聆訊上頒佈。判決指出可換股票據案件之被告人須向Lucky Zone支付直至二零一二年五月十一日產生之所有可換股票據金額另加利息。

至於可換股票據案件，於二零一三年七月二十二日，Lucky Zone與梁先生就判決安排訂立償付契據。根據償付契據，梁先生須向Lucky Zone支付2,000,000美元，以償付判決金額(相等於約2,614,270.26美元)另加訟費100,000港元。直至報告期末，本公司已向梁先生收取約11,700,000港元，有關金額計入綜合損益，列作「收回先前已減值之應收款」。

**Notes to the Condensed Financial Statements**

For the six months ended 30 September 2013

**20. LITIGATIONS (Continued)****(g) A subsidiary of the Company against Lucky Belt Holdings Limited (“Lucky Belt”), Mr. Shek Hiu Hung (“Mr. Shek”), BG Global Gaming Limited (“BG Global”), Winning Beauty Investments Limited (“Winning Beauty”) and Mr. Leung Ching Yuen Ronald (“Mr. Leung”) (Continued)**

For the CB Case, the Company is applying bankruptcy order against Mr. Shek. An application for leave to issue bankruptcy has been filed and pending the court’s granting the leave. After the leave is granted, the bankruptcy petition will be issued. The Company has engaged a debt collection agency to help in the recovery.

For the Deposit Case, the Company is negotiating with the legal adviser for taking further actions.

More details of the above litigations were also disclosed in the 2010/11, 2011/12 and 2012/13 Annual Reports as well as 2011/12 and 2012/13 Interim Reports of the Company respectively. The Company will issue further announcements to update the status of the above outstanding litigations as and when appropriate.

**21. CAPITAL COMMITMENTS**

As at 30 September 2013, the Group’s capital expenditure contracted for but not provided in the Interim Financial Statements in respect of acquisition of property, plant and equipment amounted to approximately HK\$16,475,000 (At 31 March 2013: HK\$564,000).

**22. CONTINGENT LIABILITIES**

As at 30 September 2013, the Group and the Company did not have any significant contingent liabilities (At 31 March 2013: HK\$Nil).

**23. APPROVAL OF THE INTERIM FINANCIAL STATEMENTS**

These Interim Financial Statements were approved and authorised for issue by the board of Directors on 29 November 2013.

**簡明財務報表附註**

截至二零一三年九月三十日止六個月

**20. 訴訟 (續)****(g) 本公司一間附屬公司訴Lucky Belt Holdings Limited (「Lucky Belt」)、石曉虹先生 (「石先生」)、比高環球遊樂有限公司 (「比高環球」)、Winning Beauty Investments Limited (「Winning Beauty」)及梁青遠先生 (「梁先生」) (續)**

至於可換股票據案件，本公司現正申請針對石先生之破產令。本公司已遞交發出破產令之許可申請書，現正待法院授出許可。法院授出許可後將會發出破產呈請書。本公司已委聘一間債務追收公司協助追收款項。

至於按金案件，本公司現正與法律顧問討論採取進一步行動。

上述訴訟之更多詳情分別於本公司二零一零至一一年年度、二零一一至一二年年度及二零一二至一三年年度之年報及二零一一至一二年年度及二零一二至一三年年度之中期報告披露。本公司將於適當時候進一步刊發公佈，更新上述未判決之訴訟之狀況。

**21. 資本承擔**

於二零一三年九月三十日，本集團就收購物業、機器及設備已訂約但並無於中期財務報表內作出撥備之資本開支約為16,475,000港元（於二零一三年三月三十一日：564,000港元）。

**22. 或然負債**

於二零一三年九月三十日，本集團及本公司並無任何重大或然負債（於二零一三年三月三十一日：零港元）。

**23. 批准中期財務報表**

中期財務報表已獲董事會於二零一三年十一月二十九日批准及授權刊發。

## REVIEW AND OUTLOOK

### Business and Financial Review

#### Results

In prior period, the Group was principally engaged in manufacturing and sales of packaging products, property investment and digital entertainment business.

On 16 September 2013, the Group successfully acquired the entire equity interest in Weike (G) Management Macau Limited, a company incorporated in Macau and mainly engaged in the management of electronic gaming equipment in Macau.

On 30 September 2013, the Group disposed of its entire equity interest in a wholly owned subsidiary, Expert Global Investments Limited, including its major assets, the properties located in Beijing (the "Disposal"). Upon the completion of the Disposal, the Group has ceased its operation in property investment and digital entertainment business. The Disposal provided considerable cash resource to the Group in developing the potential new business in order to create additional value and generate new source of income to the Group.

For the six months ended 30 September 2013, the Group's total revenue, other income and gains have significantly increased by 48.6% from approximately HK\$38.5 million to approximately HK\$57.2 million. The increase was mainly due to the gain realised from disposal of the entire equity interest in Expert Global Investments Limited and the collection of the settlement sum in relation to an outstanding litigation of the Group (please refer to Note 20 Litigation for details).

During the period, the manufacturing and sales of packaging products business and the electronic gaming business contributed approximately HK\$28.2 million and approximately HK\$0.3 million respectively to the Group while the discontinued segments, property investment business and digital entertainment business contributed approximately HK\$5.8 million and approximately HK\$0.7 million respectively to the Group. During the period, the manufacturing and sales of packaging products business and property investment business generated profits while the digital entertainment business and electronic gaming business were at a loss.

## 回顧及展望

### 業務及財務回顧

#### 業績

於過往期間，本集團主要從事製造及銷售包裝產品、物業投資及數碼娛樂業務。

於二零一三年九月十六日，本集團成功收購威科(G)管理澳門有限公司全部股權。威科(G)管理澳門有限公司為一間於澳門註冊成立之公司，主要於澳門從事電子博彩設備管理業務。

於二零一三年九月三十日，本集團出售其於全資附屬公司寶瀛國際投資有限公司之全部股權，包括其主要資產（位於北京之物業）（「出售事項」）。於出售事項完成後，本集團不再從事物業投資及數碼娛樂業務。出售事項為本集團提供可觀現金資源發展潛在新業務，為本集團創造更高價值及帶來新收入來源。

截至二零一三年九月三十日止六個月，本集團之總收益、其他收入及收益由約3,850萬港元大幅增加48.6%至約5,720萬港元，主要是由於出售寶瀛國際投資有限公司全部股權所變現之收益及收回有關本集團未了結訴訟之償付款額（詳情請參閱附註20訴訟）。

期內，製造及銷售包裝產品業務及電子博彩業務分別為本集團貢獻約2,820萬港元及約30萬港元，而已終止分部（即物業投資業務及數碼娛樂業務）則分別為本集團貢獻約580萬港元及約70萬港元。期內，製造及銷售包裝產品業務及物業投資業務錄得溢利，而數碼娛樂業務及電子博彩業務則錄得虧損。

## Liquidity, Financial Resources and Foreign Currency Exposure

As at 30 September 2013, the bank and cash balances of the Group amounted to approximately HK\$123.6 million. The Group had total unsecured outstanding borrowings of approximately HK\$73.7 million, comprising amounts due to related companies of approximately HK\$24.3 million and unsecured convertibles notes of approximately HK\$49.4 million. Except the convertible bonds of approximately HK\$47.3 million, all remaining outstanding borrowings are payable within one year or had no fixed repayment terms.

The gearing ratio of the outstanding borrowings against the total equity as at 30 September 2013 was 35.8%. As the majority of bank deposits and cash on hand were denominated in Renminbi, US dollars and Hong Kong dollars, the Group's exchange risk exposure depended on the movement of the exchange rate of the aforesaid currencies.

### Convertible notes

On 16 September 2013, the Company issued the convertible notes to Weike (G) Management Pte Ltd with the nominal value of HK\$69 million in a term of 3 years which is convertible into 460,000,000 shares at the conversion price of HK\$0.15 per share (subject to adjustments) (the "Convertible Notes") (please refer to Note 16 Convertible Notes for details).

## Material Acquisitions, Disposals and Significant Investment

The Company did not have any material acquisition, disposal and significant investment in subsidiaries and affiliated companies during the Period except for the followings:

### Major Transaction

On 24 May 2013, Perfect Ace Global Limited and Ace Advantage Developments Limited (both being direct wholly-owned subsidiaries of the Company) (the "Purchasers") entered into a sale and purchase agreement with Weike (G) Management Pte Ltd and Dato Poh Po Lian (the "Vendors"), pursuant to which the Purchasers agreed to acquire the entire issued share capital of Weike (G) Management Macau Limited, at a total consideration of HK\$69 million, which has been satisfied by way of issue of the convertible notes to the Vendors on 16 September 2013, which was the date of completion of the Major Transaction.

## 流動資金、財務資源及外幣風險

於二零一三年九月三十日，本集團之銀行及現金結餘約為12,360萬港元。本集團之無抵押未償還借貸總額約為7,370萬港元，當中包括應付關連公司款項約2,430萬港元及無抵押可換股票據約4,940萬港元。除約4,730萬港元之可換股債券外，其餘未償還借貸全部須於一年內償付或無固定還款期。

於二零一三年九月三十日，未償還借貸對總權益之負債比率為35.8%。由於大部分銀行存款及手頭現金以人民幣、美元及港元計值，故本集團之外匯風險乃受上述貨幣之匯率變動影響。

### 可換股票據

於二零一三年九月十六日，本公司向Weike (G) Management Pte Ltd發行面值6,900萬港元之三年期可換股票據，可按轉換價每股股份0.15港元（可予調整）轉換為460,000,000股股份（「可換股票據」）（詳情請參閱附註16可換股票據）。

## 重大收購、出售及重大投資

除下述者外，本公司於本期間內並無有關附屬公司及聯屬公司之任何重大收購、出售及重大投資：

### 主要交易

於二零一三年五月二十四日，Perfect Ace Global Limited及Ace Advantage Developments Limited（均為本公司之直接全資附屬公司）（「買方」）與Weike (G) Management Pte Ltd及傅寶聯拿督（「賣方」）訂立買賣協議，據此，買方同意收購威科(G)管理澳門有限公司全部已發行股本，總代價為6,900萬港元，已透過於二零一三年九月十六日（主要交易之完成日期）向賣方發行可換股票據支付。

### Very Substantial Disposal (“VSD”)

On 18 June 2013, the Company and Sansheng (China) Limited (the “Purchaser”) entered into a sale and purchase agreement pursuant to which the Company agreed to sell the entire issued share capital of Expert Global Investments Limited at a cash consideration of RMB110 million (equivalent to approximately HK\$137 million). The VSD was completed on 30 September 2013, the Purchaser has paid RMB105 million and will pay the remaining RMB5 million within six months after the completion date or upon the changes of all legal representatives of all PRC subsidiaries becoming effective, whichever is earlier.

### Pledge of Assets

As at 30 September 2013, no assets was pledged by the Group.

### Capital Commitments

As at 30 September 2013, the Group’s capital expenditure contracted for but not provided in the Interim Financial Statements in respect of acquisition of property, plant and equipment amounted to HK\$16.5 million.

### Employees and Remuneration Policy

The Group employed 458 permanent employees as at 30 September 2013, including 22 employees in Hong Kong, 20 in Macau and 416 in the PRC. The Group continued to review the remuneration packages of employees with reference to the level and composition of pay, general market condition and individual performance. Staff benefits include contribution to Mandatory Provident Fund Scheme and discretionary bonus, share option scheme, medical allowance and hospitalization scheme and housing allowance.

### Contingent Liabilities and Litigations

The Group’s contingent liabilities are disclosed in Note 22 to the unaudited condensed consolidated interim financial information. The Group has a number of pending litigations and in the opinion of the legal counsel, it is premature to predict the outcome. Details of litigations are disclosed in Note 20 to the unaudited condensed consolidated interim financial information.

### 非常重大出售事項

於二零一三年六月十八日，本公司與三生（中國）有限公司（「買方」）訂立買賣協議，據此，本公司同意出售寶瀛國際投資有限公司全部已發行股本，現金代價為人民幣11,000萬元（相等於約13,700萬港元）。非常重大出售事項已於二零一三年九月三十日完成，買方已支付人民幣10,500萬元，並將於完成日期後六個月內或更改全部中國附屬公司所有法定代表人生效後（以較早者為準）支付餘額人民幣500萬元。

### 資產抵押

於二零一三年九月三十日，本集團並無抵押任何資產。

### 資本承擔

於二零一三年九月三十日，本集團就收購物業、機器及設備已訂約但並無於中期財務報表內作出撥備之資本開支為1,650萬港元。

### 僱員及薪酬政策

於二零一三年九月三十日，本集團僱用458名長期僱員，其中22名僱員在香港，20名僱員在澳門及416名僱員在中國。本集團繼續參考薪酬水平及組合、整體市況及個人表現檢討僱員之薪酬。員工福利包括強制性公積金計劃供款、酌情花紅、購股權計劃、醫療津貼、住院計劃及房屋津貼。

### 或然負債及訴訟

本集團之或然負債於未經審核簡明綜合中期財務資料附註22披露。本集團有多項待決訴訟，根據法律顧問之意見，目前預測其結果為時尚早。訴訟之詳情於未經審核簡明綜合中期財務資料附註20披露。

**DIRECTORS' INTERESTS IN SECURITIES**

As at 30 September 2013, the interests and short positions of the Directors or chief executive of the Company and their associates in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules") to be notified to the Company and the Stock Exchange were as follows:

**Long positions in shares**

Name 姓名	Capacity 身份	Number of shares 股份數目	Shareholding 持股量 (%)
Mr. SNEAH Kar Loon 盛家倫先生	Beneficial owner 實益擁有人	3,900,000	0.37
Mr. BALAKRISHNAN Narayanan BALAKRISHNAN Narayanan先生	Beneficial owner 實益擁有人	4,900,000	0.47
Mr. NG Kwok Lun (resigned on 30 September 2013) 吳國倫先生 (於二零一三年九月三十日辭任)	Beneficial owner 實益擁有人	2,100,000	0.20
Mr. IO Rudy Cheok Kei 姚卓基先生	Beneficial owner 實益擁有人	2,000,000	0.19
Mr. LAI Hock Meng 賴學明先生	Beneficial owner 實益擁有人	1,000,000	0.10
Mr. GOH Hoon Leum 吳坤林先生	Beneficial owner 實益擁有人	1,500,000	0.14

**董事證券權益**

於二零一三年九月三十日，本公司之董事或主要行政人員及彼等之聯繫人士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）之股份、相關股份或債券中擁有(a)根據證券及期貨條例第XV部第7及第8分部之規定須知會本公司及聯交所之權益及淡倉（包括彼等根據證券及期貨條例之相關條文被認為或視作擁有之權益或淡倉）；(b)根據證券及期貨條例第352條須記錄於該條所述之登記冊之權益及淡倉；或(c)根據聯交所證券上市規則（「上市規則」）所載之上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉如下：

**股份之好倉**

## Long positions in share options of the Company

## 本公司購股權之好倉

Name 姓名	Date of grant 授出日期	Number of underlying shares 相關股份數目	Shareholding 持股量 (%)
Mr. SNEAH Kar Loon 盛家倫先生	14 January 2013 二零一三年一月十四日	1,500,000	0.14
Mr. BALAKRISHNAN Narayanan BALAKRISHNAN Narayanan先生	14 January 2013 二零一三年一月十四日	800,000	0.08
Mr. IO Rudy Cheok Kei 姚卓基先生	14 January 2013 二零一三年一月十四日	800,000	0.08
Mr. LAI Hock Meng 賴學明先生	14 January 2013 二零一三年一月十四日	800,000	0.08
Mr. Yong Peng Tak 楊平達先生	14 January 2013 二零一三年一月十四日	800,000	0.08

Save as disclosed above, as at 30 September 2013, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code to be notified to the Company and the Stock Exchange.

除上文披露者外，於二零一三年九月三十日，並無本公司董事或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第XV部）之股份、相關股份或債券中擁有或被視作擁有(a)根據證券及期貨條例第XV部第7及第8分部之規定須知會本公司及聯交所之任何權益或淡倉（包括彼等根據證券及期貨條例之相關條文被認為或視作擁有之權益或淡倉）；或(b)根據證券及期貨條例第352條須記錄於該條所述之登記冊之任何權益或淡倉；或(c)根據標準守則須知會本公司及聯交所之任何權益或淡倉。



## SUBSTANTIAL SHAREHOLDERS

As at 30 September 2013, the persons/companies, other than a Director or chief executive of the Company, who had interests or short positions in the shares and underlying shares in the Company which would fall to be disclosed to the Company pursuant to Section 336 of the SFO and as recorded in the register of the Company were as follows:

### Long positions in shares or underlying shares of the Company

Name 姓名／名稱	Capacity 身份	Number of shares 股份數目	Shareholding 持股量 (%)
Dato POH Po Lian 傅寶聯拿督	Interest of controlled corporation 受控制法團之權益	781,626,412	74.70
Weike (G) Management Pte Ltd	Beneficial owner 實益擁有人	460,000,000 Note 附註	43.96
Luck Continent Limited 瑞洲有限公司	Beneficial owner 實益擁有人	321,626,412	30.74
Phua Wei Seng	Interest of controlled corporation 受控制法團之權益	174,217,758	16.65
Steady Enterprises Limited	Beneficial owner 實益擁有人	174,217,758	16.65

Note:

Weike (G) Management Pte Ltd is wholly owned by Dato POH Po Lian, these 460,000,000 underlying shares related to the conversion shares which may be issued under the Weike Notes.

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, the Directors and the chief executive of the Company were not aware of any other person (other than the Directors and the chief executive of the Company) who had, or was deemed to have, interests or short positions in the shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Part XV of the SFO.

## 主要股東

於二零一三年九月三十日，如本公司之登記冊所記錄，下列人士／公司（本公司之董事或主要行政人員除外）擁有根據證券及期貨條例第336條須向本公司披露之本公司股份及相關股份權益或淡倉：

### 本公司股份或相關股份之好倉

附註：

Weike (G) Management Pte Ltd由傅寶聯拿督全資擁有，該460,000,000股相關股份與根據Weike票據可予發行之轉換股份有關。

除上文披露者外，於二零一三年九月三十日，按照本公司根據證券及期貨條例第336條須存置之權益登記冊所示，董事及本公司主要行政人員並不知悉任何其他人士（本公司之董事及主要行政人員除外）於股份或相關股份中，擁有或被視作擁有根據證券及期貨條例第XV部之條文須向本公司及聯交所披露之權益或淡倉。

## SHARE OPTIONS

The Company operates a share option scheme (the “Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants include directors, full-time employees, senior executives and consultants of the Company.

The current Scheme became effective on 28 September 2012 and unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of shares falling to be issued in respect of the unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company as at the date of approval of the Scheme. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of shares options in excess of this limit is subject to shareholders’ approval in a general meeting.

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

## 購股權

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

現行計劃於二零一二年九月二十八日生效，除非另行註銷或修訂，否則將於該日起十年內維持生效。

現時根據計劃可授出之未行使購股權在行使時須予發行之股份最高數目相等於計劃獲批准當日本公司股份之10%。於任何十二個月期間內，根據計劃項下購股權可向每一名合資格參與者發行之股份最高數目不得超過本公司不時之已發行股份之1%。進一步授出超過此限額之購股權須經股東於股東大會上批准。

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

Details of the movement of the share options of the Company under the Scheme for the six months ended 30 September 2013 are set out below:

截至二零一三年九月三十日止六個月，計劃下本公司購股權之變動詳情載列如下：

Grantee	Date of grant of share options	Expiry date of share options	Exercise price	Share options held as at 31 March 2013 於二零一三年三月三十一日持有之購股權	Exercised	Lapsed	Cancelled	Share options held as at 30 September 2013 於二零一三年九月三十日持有之購股權
承授人	授出購股權日期	購股權到期日	行使價 (HK\$) (港元)		已行使	已失效	已註銷	
<b>Directors</b>								
<b>董事</b>								
Mr. SNEAH Kar Loon 盛家倫先生	14.1.2013	13.1.2018	0.1292	1,500,000	-	-	-	1,500,000
Mr. NG Kwok Lun 吳國倫先生	14.1.2013	13.1.2018	0.1292	1,000,000	1,000,000 (exercised price: HK\$0.1292) (行使價: 0.1292港元)	-	-	-
Mr. BALAKRISHNAN Narayanan BALAKRISHNAN Narayanan先生	14.1.2013	13.1.2018	0.1292	800,000	-	-	-	800,000
Mr. IO Rudy Cheok Kei 姚卓基先生	14.1.2013	13.1.2018	0.1292	800,000	-	-	-	800,000
Mr. LAI Hock Meng 賴學明先生	14.1.2013	13.1.2018	0.1292	800,000	-	-	-	800,000
Mr. YONG Peng Tak 楊平達先生	14.1.2013	13.1.2018	0.1292	800,000	-	-	-	800,000
<b>Others</b>								
<b>其他</b>								
<b>Employees and consultants</b> 僱員及顧問	14.1.2013	13.1.2018	0.1292	6,000,000	-	-	-	6,000,000
<b>Total</b> 總計				11,700,000	1,000,000	-	-	10,700,000

## DIVIDEND

The Board recommended that no interim dividend be paid for the six months ended 30 September 2013 (Six months ended 30 September 2012: Nil).

## ADOPTION OF CORPORATE GOVERNANCE PRINCIPLES

The Board is committed to ensuring high standards of corporate governance practices as set out in the Code on Corporate Governance ("CG Code") contained in Appendix 14 of the Listing Rules. To the best knowledge of the Board, the Company had complied with the CG Code throughout the Period except for the following deviation:

### Code Provision A.4.1

Code Provision A.4.1 provides, inter alia, that non-executive Directors should be appointed for a specific term and subject to re-election.

Non-executive Directors of the Company are not appointed for a specific term. However, they are subject to retirement by rotation and re-election at the annual general meeting of the Company at least once every three years in accordance with the Company's Bye-laws and the Listing Rules.

## COMPLIANCE WITH THE MODEL CODE

Throughout the Period, the Model Code had been taken as the Company's code of conduct regarding Directors' securities trading. Having made specific enquiries to all Directors and to the best knowledge of the Board, the Directors had complied with the Model Code throughout the Period.

## REMUNERATION COMMITTEE

Throughout the CG Period, the Company had maintained a Remuneration Committee as required under the CG Code. The Remuneration Committee is composed of three INEDs and chaired by Mr. IO Rudy Cheuk Kei. The Remuneration Committee is responsible for reviewing and determining the remuneration, compensation and benefits of Directors and senior management. The terms of reference of the Remuneration Committee are available and accessible on the Company's website at <http://www.cyfoundation.com/doc/RemunerationCommittee.pdf>.

## 股息

董事會不建議就截至二零一三年九月三十日止六個月派付任何中期股息（截至二零一二年九月三十日止六個月：無）。

## 採納企業管治原則

董事會致力達致符合上市規則附錄14所載之企業管治守則（「企業管治守則」）所要求之高水平企業管治常規。於本期間，就董事會所深知，除以下一項偏離外，本公司一直遵守企業管治守則：

### 守則條文A.4.1

守則條文A.4.1規定（當中包括）非執行董事應有指定任期，並須接受重新選舉。

本公司之非執行董事並無指定任期。然而，彼等須根據本公司之公司細則及上市規則至少每三年於本公司股東週年大會上輪值退任一次及接受重選。

## 遵守標準守則

於本期間，本公司一直採納標準守則為本公司董事進行證券交易之行為守則。經向全體董事作出特定查詢後及就董事會所深知，各董事於本期間內一直遵守標準守則。

## 薪酬委員會

於整個企業管治期間，本公司根據企業管治守則規定一直設有薪酬委員會。薪酬委員會由三名獨立非執行董事組成，並由姚卓基先生出任主席。薪酬委員會負責檢討及決定董事及高級管理人員之薪酬、補償及福利。薪酬委員會之職權範圍已載於本公司之網站[http://www.cyfoundation.com/doc/c\\_RemunerationCommittee.pdf](http://www.cyfoundation.com/doc/c_RemunerationCommittee.pdf)。

## NOMINATION COMMITTEE

Throughout the CG Period, the Company had maintained a Nomination Committee as required under the Listing Rules. The Nomination Committee is composed of three Independent Non-executive Directors and chaired by Mr. GOH Hoon Leum. The Nomination Committee is responsible for making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors. The terms of reference of the Nomination Committee are available and accessible on the Company's website at <http://www.cyfoundation.com/doc/NominationCommittee.pdf>.

## AUDIT COMMITTEE

Throughout the CG Period, the Company had maintained an Audit Committee as required under the Listing Rules. The Audit Committee is composed of three Independent Non-executive Directors and chaired by Mr. LAI Hock Meng. The Audit Committee is responsible for considering the appointment of external auditor, review the interim and annual financial statements before submission to the Board and the Group's internal control systems. The terms of reference of the Audit Committee are available and accessible on the Company's website at <http://www.cyfoundation.com/doc/AuditCommittee.pdf>.

## REVIEW OF RESULTS

The Group's unaudited condensed consolidated results for the Period have been reviewed by the Audit Committee of the Company.

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

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

By Order of the Board  
**Sneah Kar Loon**  
Chairman

Hong Kong, 29 November 2013

## 提名委員會

於整個企業管治期間，本公司根據上市規則規定一直設有提名委員會。提名委員會由三名獨立非執行董事組成，並由吳坤林先生出任主席。提名委員會負責就董事委任或重新委任以及董事繼任計劃向董事會提供建議。提名委員會之職權範圍已載於本公司之網站[http://www.cyfoundation.com/doc/c\\_NominationCommittee.pdf](http://www.cyfoundation.com/doc/c_NominationCommittee.pdf)。

## 審核委員會

於整個企業管治期間，本公司根據上市規則規定一直設有審核委員會。審核委員會由三名獨立非執行董事組成，並由賴學明先生出任主席。審核委員會負責考慮外聘核數師之委任，在向董事會提交前先行審閱中期及全年財務報表，以及檢討本集團之內部監控制度。審核委員會之職權範圍已載於本公司之網站[http://www.cyfoundation.com/doc/c\\_AuditCommittee.pdf](http://www.cyfoundation.com/doc/c_AuditCommittee.pdf)。

## 審閱業績

本集團於本期間之未經審核簡明綜合業績已由本公司之審核委員會審閱。

## 購入、出售或贖回本公司證券

於本期間內，本公司及其任何附屬公司概無購入、出售或贖回任何本公司上市證券。

承董事會命  
主席  
盛家倫

香港，二零一三年十一月二十九日

