



eprint Group Limited
eprint 集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 1884

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Interim Report 2013 中期報告

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Corporate Information

公司資料

Board of Directors

Executive directors

Mr. She Siu Kee William
(*Chairman and Chief Executive Officer*)

Mr. Tsui Pak Wai

Mr. Fung Hong Keung

Non-executive directors

Mr. Lam Shing Kai

Mr. Leung Wai Ming

Mr. Leung Yat Pang

Mr. Chong Cheuk Ki

Independent non-executive directors

Dr. Lung Cheuk Wah

Mr. Chan Chi Yu

Mr. Chi Man Shing Stephen

Ms. Luk Mei Yan

Audit Committee

Ms. Luk Mei Yan (*Chairman*)

Dr. Lung Cheuk Wah

Mr. Chi Man Shing Stephen

Remuneration Committee

Dr. Lung Cheuk Wah (*Chairman*)

Mr. Chan Chi Yu

Mr. She Siu Kee William

Nomination Committee

Mr. Chi Man Shing Stephen (*Chairman*)

Dr. Lung Cheuk Wah

Mr. She Siu Kee William

Authorised Representatives

Mr. She Siu Kee William

Mr. Fung Hong Keung

Company Secretary

Mr. Fung Hong Keung

董事會

執行董事

余紹基先生
(*主席暨行政總裁*)

徐柏煒先生

馮康強先生

非執行董事

林承佳先生

梁衛明先生

梁一鵬先生

莊卓琪先生

獨立非執行董事

龍卓華博士

陳志裕先生

池文盛先生

陸美恩女士

審核委員會

陸美恩女士(*主席*)

龍卓華博士

池文盛先生

薪酬委員會

龍卓華博士(*主席*)

陳志裕先生

余紹基先生

提名委員會

池文盛先生(*主席*)

龍卓華博士

余紹基先生

授權代表

余紹基先生

馮康強先生

公司秘書

馮康強先生

Corporate Information

公司資料

Registered Office

4th Floor, Harbour Place
103 South Church Street
George Town, P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

Headquarter and Principal Place of Business in Hong Kong

Flat A3, 1st Floor, Phase 3
Kwun Tong Industrial Centre
448-458 Kwun Tong Road
Kwun Tong
Hong Kong

Principal Bankers

Bank of China (Hong Kong) Limited
Dah Sing Bank, Limited

Auditor

PricewaterhouseCoopers
Certified Public Accountants

Principal Share Registrar and Transfer Office

Appleby Trust (Cayman) Ltd.
Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office

Tricor Investor Services Limited
26th Floor
Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

Website

<http://www.eprintgroup.com.hk>

註冊辦事處

4th Floor, Harbour Place
103 South Church Street
George Town, P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

香港總公司及主要營業地點

香港
觀塘
觀塘道448-458號
觀塘工業中心
第3期1樓A3室

主要往來銀行

中國銀行(香港)有限公司
大新銀行有限公司

核數師

羅兵咸永道會計師事務所
執業會計師

主要股份登記及過戶處

Appleby Trust (Cayman) Ltd.
Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

香港股份登記及過戶分處

卓佳證券登記有限公司
香港
灣仔
皇后大道東28號
金鐘匯中心
26樓

網址

<http://www.eprintgroup.com.hk>

Financial Highlights

財務摘要

		Six months ended 30 September		Change 變動
		2013	2012	
		二零一三年	二零一二年	
		HK\$ million	HK\$ million	
		百萬港元	百萬港元	
		(Unaudited)	(Unaudited)	
		(未經審核)	(未經審核)	
Revenue	收益	153.8	147.8	4.1%
Profit for the period attributable to equity holders of the Company (excluding listing expenses)	本公司權益持有人應佔期內溢利(不計入上市開支)	22.5	19.3	16.6%
Less: Listing expenses for the period	減：期內上市開支	(12.8)	–	
Profit for the period attributable to equity holders of the Company	本公司權益持有人應佔期內溢利	9.7	19.3	(49.7%)
Net profit margin % (excluding listing expenses)	純利率%(不計入上市開支)	14.6%	13.0%	
Gross Profit margin %	毛利率%	37.6%	36.5%	

		As at 30 September	As at 31 March	Change 變動
		2013	2013	
		於二零一三年 九月三十日	於二零一三年 三月三十一日	
		HK\$ million	HK\$ million	
		百萬港元	百萬港元	
		(Unaudited)	(audited)	
		(未經審核)	(經審核)	
Total assets	總資產	197.2	192.0	2.8%
Total equity	總權益	74.0	71.9	2.9%
Bank balances and deposit	銀行結餘及存款	72.0	71.1	1.3%

Report on Review of Interim Financial Information

中期財務資料審閱報告

TO THE BOARD OF DIRECTORS OF EPRINT GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

Introduction

We have reviewed the interim financial information set out on pages 7 to 35, which comprises the condensed consolidated statement of financial position of eprint Group Limited (the “Company”) and its subsidiaries (together, the “Group”) as at 30 September 2013 and the related condensed consolidated statement of comprehensive income, changes in equity and cash flows for the six months 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” issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting”. 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.

致eprint集團有限公司董事會

(於開曼群島註冊成立的有限公司)

引言

我們已審閱載於第7至35頁的中期財務資料，包括eprint集團有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）於二零一三年九月三十日的簡明合併財務狀況表與截至該日止六個月期間的相關簡明合併綜合收益表、權益變動表和現金流量表，以及主要會計政策概要和其他解釋附註。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的報告必須符合以上規則的有關條文以及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」。貴公司董事須負責根據香港會計準則第34號「中期財務報告」編製及列報該等中期財務資料。我們的責任是根據我們的審閱對該等中期財務資料發表結論，並按照我們協定之委聘條款僅向閣下整體報告結論，此外別無其他目的。我們不會就本報告的內容向任何其他人士負上責任或承擔任何法律責任。

Report on Review of Interim Financial Information

中期財務資料審閱報告

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 Hong Kong Institute of Certified Public Accountants. A review of interim financial statements 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.

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 Hong Kong Accounting Standard 34 “Interim Financial Reporting”.

PricewaterhouseCoopers

Certified Public Accountants

Hong Kong, 14 December 2013

審閱範圍

我們已根據香港會計師公會頒佈的香港審閱準則第2410號「由實體的獨立核數師執行中期財務資料審閱」進行審閱。審閱中期財務資料包括主要向負責財務和會計事務的人員作出查詢，及採用分析性和其他審閱程序。審閱的範圍遠較根據香港審計準則進行審核的範圍為小，故不能令我們得到保證，我們會知悉在審核中可能被發現的所有重大事項。因此，我們不會發表審核意見。

結論

按照我們的審閱，我們並無發現任何事項，令我們相信中期財務資料在各重大方面未有根據香港會計準則第34號「中期財務報告」編製。

羅兵咸永道會計師事務所

執業會計師

香港，二零一三年十二月十四日

Condensed Interim Consolidated Statement of Comprehensive Income

簡明中期合併綜合收益表

		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		
Revenue	收益	153,764	147,851
Cost of sales	銷售成本	(95,928)	(93,824)
Gross profit	毛利	57,836	54,027
Other income	其他收入	2,725	3,543
Other losses	其他虧損	(223)	(48)
Selling and distribution expenses	銷售及分銷支出	(8,401)	(8,963)
Administrative expenses	行政開支	(38,105)	(25,629)
Operating profit	營運溢利	13,832	22,930
Finance income	融資收入	238	533
Finance costs	融資成本	(1,030)	(849)
Finance costs – net	淨融資成本	(792)	(316)
Share of profits of joint ventures	分佔合營企業之溢利	1,091	566
Profit before income tax	除所得稅前溢利	14,131	23,180
Income tax expense	所得稅開支	(4,527)	(3,916)
Profit for the period	期內溢利	9,604	19,264
Other comprehensive income: Item that may be subsequently reclassified to profit or loss	其他綜合收益：其後可能重新分類至損益表的項目		
Currency translation differences	匯兌差額	(98)	(61)
Total comprehensive income for the period	期內綜合收益總額	9,506	19,203

Condensed Interim Consolidated Statement of Comprehensive Income

簡明中期合併綜合收益表

		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		
Profit for the period attributable to:	以下各項應佔 期內溢利：		
Equity holders of the Company	本公司權益 持有人	9,652	19,265
Non-controlling interest	非控股權益	(48)	(1)
		9,604	19,264
Earnings per share – basic and diluted (expressed in HK cents per share)	每股盈利 —基本及攤薄 (按每股 港仙計)	2.57	5.14
	9		
Total comprehensive income attributable to:	以下各項應佔 綜合收益 總額：		
Equity holders of the Company	本公司權益 持有人	9,554	19,204
Non-controlling interest	非控股權益	(48)	(1)
		9,506	19,203
Dividends	股息	6,999	–
	10		

The notes on pages 13 to 35 form an integral part of this condensed interim consolidated financial information.

第13至35頁的附註構成本簡明中期合併財務資料不可分割的一部分。

Condensed Interim Consolidated Statement of Financial Position

簡明中期合併財務狀況表

			As 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)	As 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)
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	11	105,441	101,974
Investments in joint ventures	合營企業的投資	12	2,212	1,235
Deposits for purchase of plant and machinery	購買廠房及機器的按金		175	2,261
			107,828	105,470
Current assets	流動資產			
Inventories	存貨		2,993	3,736
Trade receivables	貿易應收款項	13	3,564	1,803
Other receivables and prepayments	其他應收款項及預付款項		10,555	9,565
Amount due from related companies	應收關聯公司款項	19(b)	311	296
Bank deposit	銀行存款		18,029	-
Cash and cash equivalents	現金及現金等值項目		53,968	71,086
			89,420	86,486
Total assets	資產總額		197,248	191,956
EQUITY	權益			
Capital and reserves attributable to the equity holders of the Company	本公司權益持有人應佔資本及儲備			
Share capital	股本	15	1	1
Reserves	儲備		71,875	69,720
			71,876	69,721
Non-controlling interests	非控股權益		2,156	2,204
Total equity	權益總額		74,032	71,925

Condensed Interim Consolidated Statement of Financial Position

簡明中期合併財務狀況表

			As 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)	As 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)
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Borrowings	借貸	16	14,286	16,217
Obligations under finance leases	融資租賃項下責任		18,472	18,564
Deferred income tax liabilities	遞延所得稅負債		9,674	9,380
			42,432	44,161
Current liabilities	流動負債			
Trade payables	貿易應付款項	14	28,859	24,531
Accrual and other payables	應計款項及其他應付款項		21,626	14,474
Borrowings	借貸	16	12,267	21,013
Obligations under finance leases	融資租賃項下責任		12,749	13,415
Current income tax payable	應付即期所得稅		5,283	2,437
			80,784	75,870
Total liabilities	負債總額		123,216	120,031
Total equity and liabilities	權益及負債總額		197,248	191,956
Net current assets	流動資產淨額		8,636	10,616
Total assets less current liabilities	資產總額減流動負債		116,464	116,086

She Siu Kee William
余紹基
Director
董事

Fung Hong Keung
馮康強
Director
董事

The notes on pages 13 to 35 form an integral part of this condensed interim consolidated financial information.

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Condensed Interim Consolidated Statement of Changes in Equity

簡明中期合併權益變動表

		Attributable to equity holders of the Company 本公司權益持有人應佔						
		Share capital 股本 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Exchange reserve 外匯儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元	Non-controlling interests 非控股權益 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
Balance at 31 March 2012 (Audited) and 1 April 2012	於二零一二年三月三十一日 (經審核)及二零一二年 四月一日結餘	-	6,993	42	58,012	65,047	2,968	68,015
Comprehensive income	綜合收益							
Profit for the period	期內溢利	-	-	-	19,265	19,265	(1)	19,264
Other comprehensive income	其他綜合收益							
Currency translation differences	匯兌差額	-	-	(61)	-	(61)	-	(61)
Total comprehensive income	綜合收益總額	-	-	(61)	19,265	19,204	(1)	19,203
Balance at 30 September 2012 (Unaudited)	於二零一二年九月三十日 結餘(未經審核)	-	6,993	(19)	77,277	84,251	2,967	87,218
Balance at 31 March 2013 (Audited) and 1 April 2013	於二零一三年三月三十一日 (經審核)及二零一三年 四月一日	1	6,993	37	62,690	69,721	2,204	71,925
Comprehensive income	綜合收益							
Profit for the period	期內溢利	-	-	-	9,652	9,652	(48)	9,604
Other comprehensive income	其他綜合收益							
Currency translation differences	匯兌差額	-	-	(98)	-	(98)	-	(98)
Total comprehensive income	綜合收益總額	-	-	(98)	9,652	9,554	(48)	9,506
Total distributions to owners of the Company recognised directly in equity	直接於實體確認的本公司 擁有人應佔分派總額							
Deemed distributions to the shareholders of the Group before the listing of the Company's shares (Note)	於本公司股份上市前， 向本集團股東的分派 (附註)	-	(400)	-	-	(400)	-	(400)
Dividends	股息	-	-	-	(6,999)	(6,999)	-	(6,999)
Total distributions to owners of the Company	本公司擁有人應佔分派總額	-	(400)	-	(6,999)	(7,399)	-	(7,399)
Balance at 30 September 2013 (Unaudited)	於二零一三年九月三十日 結餘(未經審核)	1	6,593	(61)	65,343	71,876	2,156	74,032

Note: As part of the Reorganisation, the Company paid a consideration of HK\$400,000 to the shareholders of the Group before the Listing of the Company's shares for transfer of their equity interests in certain subsidiaries.

附註：於重組過程中，本公司在本公司的股份上市前向本集團股東支付了400,000港元作為轉讓若干附屬公司股權的代價。

The notes on pages 13 to 35 form an integral part of this condensed interim consolidated financial information.

第13至35頁的附註構成本簡明中期合併財務資料不可分割的一部分。

Condensed Interim Consolidated Statement of Cash Flows

簡明中期合併現金流量表

		Six months ended 30 September	
		截至九月三十日止六個月	
		2013	2012
		二零一三年	二零一二年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Net cash generated from operating activities	經營活動所得現金淨額	28,669	34,361
Net cash (used in)/generated from investing activities	投資活動(所用)/所得現金淨額	(20,586)	9,100
Net cash used in financing activities	融資活動所用的現金淨額	(25,212)	(21,726)
Net (decrease)/increase in cash and cash equivalents	現金及現金等值項目(減少)/增加淨額	(17,129)	21,735
Cash and cash equivalents at beginning of the period	期初之現金及現金等值項目	71,086	23,717
Effect of change in exchange rate	匯率變動的影響	11	-
Cash and cash equivalents at end of period	期終之現金及現金等值項目	53,968	45,452

The notes on pages 13 to 35 form an integral part of this condensed consolidated financial information.

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Notes to the Condensed Interim Consolidated Financial Information

簡明中期合併財務資料附註

1 General

eprint Group Limited (the “Company”) was incorporated in the Cayman Islands on 10 January 2013 as an exempted company with limited liability under the Companies Law (as revised) of the Cayman Islands. The Company’s registered office is situated at 4th Floor, Harbour Place, 103 South Church Street, George Town, P.O. Box 10240, Grand Cayman KY1-1002, Cayman Islands.

The Company and its subsidiaries (together, the “Group”) are principally engaged in the provision of printing services and solutions on advertisement, bound book and stationery, to a diversified customer base in Hong Kong (the “Printing Business”).

The Company was listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 3 December 2013 (the “Listing”) pursuant to its share offer under which 125,000,000 new ordinary shares of HK\$0.01 each were issued by the Company at an offer price of HK\$0.78 per share (the “Share Offer”).

Prior to the incorporation of the Company and the completion of the reorganisation as described in the prospectus of the Company dated 20 November 2013 (the “Prospectus”) in connection with the Share Offer (the “Reorganisation”), the Printing Business was carried out by companies now comprising the Group, which were collectively controlled by Mr. She Siu Kee William, Mr. Chong Cheuk Ki, Mr. Lam Shing Kai, Mr. Leung Wai Ming and Mr. Leung Yat Pang (collectively, the “Controlling Shareholders”).

This condensed interim consolidated financial information is presented in thousands of Hong Kong dollar (“HK\$’000”), unless otherwise stated. This condensed consolidated financial information was approved for issue by the Board of Directors on 14 December 2013. This condensed interim consolidated financial information has not been audited.

1 總則

eprint集團有限公司(「本公司」)於二零一三年一月十日根據開曼群島公司法(經修訂)於開曼群島註冊成立為受豁免有限公司。本公司註冊辦事處位於4th Floor, Harbour Place, 103 South Church Street, George Town, P.O. Box 10240, Grand Cayman KY1-1002, Cayman Islands。

本公司及其附屬公司(統稱「本集團」)主要於香港從事為多元化客戶群提供印刷服務及廣告解決方案、精裝圖書及文具(「印刷業務」)。

於二零一三年十二月三日，本公司根據其股份發售在香港聯合交易所有限公司(「聯交所」)主板上市(「上市」)，據此，本公司以每股0.78港元的發售價發行125,000,000股每股0.01港元的新普通股(「股份發售」)。

在本公司註冊成立及於本公司日期為二零一三年十一月二十日的招股章程(「招股章程」)所載的股份發售相關的重組(「重組」)前，印刷業務由現時組成本集團的公司經營，而該等公司均由余紹基先生、莊卓琪先生、林承佳先生、梁衛明先生及梁一鵬先生(統稱「控股股東」)集體控制。

本簡明中期合併財務資料按1,000港元(「千港元」)呈列，除非另行列明。本簡明合併財務資料，已於二零一三年十二月十四日獲董事會批准發出。本簡明中期合併財務資料未經審核。

Notes to the Condensed Interim Consolidated Financial Information

簡明中期合併財務資料附註

2 Basis of preparation

This is the Company's first set of condensed interim consolidated financial information for the six months ended 30 September 2013 which has been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

The condensed interim consolidated financial information should be read in conjunction with the Group's consolidated financial statements for the year ended 31 March 2013, included in the Prospectus, which are prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs").

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

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

2 編製基準

此份截至二零一三年九月三十日止六個月期間之本公司首份簡明中期合併財務資料，乃根據香港會計師公會（「香港會計師公會」）所頒佈香港會計準則（「香港會計準則」）第34號「中期財務報告」及聯交所《證券上市規則》（「上市規則」）之規定編製。

本簡明中期合併財務資料須與載於招股章程中截至二零一三年三月三十一日止年度之本集團合併財務報表（根據香港財務報告準則（「香港財務報告準則」）編製）一併閱讀。

在編製本中期財務資料時，管理層就應用會計政策及所申報資產及負債、收入及支出額而作出判斷、估算及假設。實際結果可能會與有關估算有所差異。

在編製本簡明中期合併財務資料時，管理層就應用本集團的會計政策及重要估算來源不明因素時所作重大判斷，與應用於截至二零一三年三月三十一日止年度的合併財務報表所作判斷相同。

Notes to the Condensed Interim Consolidated Financial Information

簡明中期合併財務資料附註

3 Principal accounting policies

The accounting policies applied are consistent with those used in preparing the Group's financial statements for the year ended 31 March 2013 as included in the Prospectus.

The following new standards and amendments have been issued, but are not effective for the Group's accounting period beginning on 1 April 2013 and have not been early adopted:

3 主要會計政策

現應用的會計政策，與編製招股章程所列示截至二零一三年三月三十一日止年度的本集團財務報表所應用會計政策一致。

以下為已頒佈的新準則及修訂，而於二零一三年四月一日開始的本集團會計年度尚未生效，亦未提前採用：

		Effective for annual period beginning on or after 於以下日期或 之後開始 的年度期間生效
HKAS 32 (Amendment)	Financial instruments: Presentation – Offsetting financial assets and financial liabilities	1 January 2014
香港會計準則第32號(修訂)	金融工具：呈列—金融資產與金融負債抵銷	二零一四年一月一日
HKAS 36 (Amendment)	Recoverable amount disclosures for non-financial assets	1 January 2014
香港會計準則第36號(修訂)	非金融資產的可收回金額披露	二零一四年一月一日
HKAS 39 (Amendment)	Novation of derivatives and continuation of hedge accounting	1 January 2014
香港會計準則第39號(修訂)	衍生工具之更替及對沖會計法的延續	二零一四年一月一日
HKFRS 7 and 9 (Amendments)	Mandatory effective date and transition disclosures	1 January 2015
香港財務報告準則第7號及第9號(修訂)	強制生效日期及過渡性披露	二零一五年一月一日
HKFRS 9	Financial instruments	1 January 2015
香港財務報告準則第9號	金融工具	二零一五年一月一日
HKFRS 10, HKFRS12 and HKAS 27 (2011) (Amendment)	Investment entities	1 January 2014
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(2011)(修訂)	投資實體	二零一四年一月一日
HKIFRIC 21	Levies	1 January 2014
香港財務報告詮釋委員會第21號	徵費	二零一四年一月一日

Notes to the Condensed Interim Consolidated Financial Information

簡明中期合併財務資料附註

3 Principal accounting policies (Continued)

The Group has commenced an assessment of the impact of these new standards and amendments but is not yet in a position to state whether they would have a significant impact on its results of operations and financial position.

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

4 Financial risk management

(a) Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and interest rate risk), credit risk and liquidity risk.

The condensed interim consolidated financial information does 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 for the year ended 31 March 2013.

(b) Liquidity risk

As at 31 March 2013 and 30 September 2013, there was no material change in the contractual undiscounted cash out flows for financial liabilities.

(c) Fair value estimation

At 31 March 2013 and 30 September 2013, the Group does not have any financial instruments that are measured at fair value.

3 主要會計政策(續)

本集團對有關新準則及修訂的影響展開評估，惟尚未能確定會否對集團的營運業績及財務狀況產生重大影響。

中期期間收入的稅項，將按適用於預計年度溢利或虧損的稅率累計。

4 財務風險管理

(a) 財務風險因素

本集團經營活動面對各種財務風險：市場風險（包括：外匯風險及利率風險）、信貸風險及流動資金風險。

簡明中期合併財務資料並不包括年度財務報表所要求的所有財務風險管理資料及披露；閱讀簡明中期合併財務資料時，應一併細閱本集團截至二零一三年三月三十一日止年度的合併財務報表。

(b) 流動資金風險

於二零一三年三月三十一日及二零一三年九月三十日，財務負債的合約未折現現金流出並無重大變動。

(c) 公允價值估計

於二零一三年三月三十一日及二零一三年九月三十日，本集團概無按公允價值計量的財務工具。

5 Segment Information

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker has been identified as the chairman and executive directors of the Group. As the Group is principally engaged in the provision of printing services, which are subject to similar business risk, and resources are allocated based on what is beneficial to the Group in enhancing the value as a whole rather than any specific unit, the Board of Directors considers the performance assessment of the Group should be based on the profit before income tax of the Group as a whole and regards the Group's business as a single operating segment and reviews financial information accordingly. Therefore, the Board of Directors considers there to be only one operating segment under the requirements of Hong Kong Financial Reporting Standard 8 – Operating Segments.

The subsidiary incorporated in the PRC provides I.T. support services within the Group. Since the Group mainly operates in Hong Kong and the Group's assets are mainly located in Hong Kong, no geographical segment information is presented.

During the six months ended 30 September 2013 and 2012, no external customers contributed over 10% of the Group's revenue.

5 分部資料

經營分部以向主要經營決策者提供內部呈報一致的形式呈報。本集團之主席及執行董事被視為主要經營決策者。由於本集團主要從事提供印刷服務，須承受類似業務風險，而資源乃根據對本集團提升整體（而非任何特定單位）價值有利的方法進行分配，董事會認為本集團的業績評估應基於本集團整體除所得稅前溢利，並將本集團業務視為僅有一個業務分部且相應審閱其財務資料。因此，董事會認為根據香港財務報告準則第8號－經營分部項下規定僅有一個經營分部。

於中國註冊成立的附屬公司為本集團內部提供資訊科技支援服務。由於本集團主要於香港營運且本集團的資產主要位於香港，概無地理分部資料呈列。

截至二零一二年及二零一三年九月三十日止六個月，概無外部客戶貢獻超過10%的本集團收益。

Notes to the Condensed Interim Consolidated Financial Information

簡明中期合併財務資料附註

6 Operating profit

Operating profit is stated after charging the following:

6 經營溢利

經營溢利於收取以下各項後呈列：

		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)
Depreciation of property, plant and equipment	物業、廠房及設備的折舊	5,481	4,766
Provision for impairment of trade receivables	貿易應收款項減值撥備	1	14
Loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損	223	48
Professional expenses incurred in connection with the Company's Listing	本公司上市所產生的專業開支	12,850	—

Notes to the Condensed Interim Consolidated Financial Information

簡明中期合併財務資料附註

7 Finance costs – net

7 融資成本－淨額

		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)
Finance income	融資收入		
Interest income from bank deposits	銀行存款利息收入	238	2
Interest income from amounts due from related companies (Note 19)	應收關聯公司款項利息收入 (附註19)	–	400
Interest income from loans to third parties	授予第三方的貸款利息收入	–	131
		238	533
Finance cost	融資成本		
Finance charge on obligations under finance lease	有關融資租賃項下責任的融資費用	(518)	(459)
Interest expenses on borrowings	借貸利息開支	(512)	(390)
		(1,030)	(849)
Finance cost – net	融資成本－淨額	(792)	(316)

Notes to the Condensed Interim Consolidated Financial Information

簡明中期合併財務資料附註

8 Income tax expense

8 所得稅開支

		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)
Hong Kong Profits Tax	香港利得稅		
Current income tax	即期所得稅	4,233	3,816
Deferred income tax	遞延所得稅	294	100
Income tax expense	所得稅開支	4,527	3,916

Income tax expense is recognised based on the management's best estimate of the weighted average annual income tax rate expected for the full financial year. The estimated average annual tax rate used for the year ending 31 March 2014 is 16.5% (the estimated tax rate for the six months ended 30 September 2012 was 16.3%).

所得稅開支的確認是基於管理層對整個財政年度加權平均年度所得稅率的最佳估計。截至二零一四年三月三十一日止年度所用的估計平均年度稅率為16.5% (截至二零一二年九月三十日止六個月期間的估計平均稅率為16.3%)。

9 Earnings per share

The calculation of basic and diluted earnings per share is based on the followings:

9 每股盈利

基本及攤薄每股盈利將根據以下方法計算：

		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)	2012 二零一二年 (Unaudited) (未經審核)
Profit attributable to the equity holders of the Company (HK\$'000)	本公司權益持有人應佔溢利 (千港元)	9,652	19,265
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均數 (千)	375,000	375,000
Basic and diluted earnings per share (HK cents)	每股基本及攤薄盈利 (港仙)	2.57	5.14

Notes to the Condensed Interim Consolidated Financial Information

簡明中期合併財務資料附註

9 Earnings per share (Continued)

The weighted average number of ordinary shares for the purpose of basic earnings per share for the six months ended 30 September 2013 and 2012 has been retrospectively adjusted to reflect 374,900,000 shares issued upon capitalisation on 3 December 2013 as disclosed in Note 20.

The Company had no potential dilutive shares for the six months ended 30 September 2013 (2012: Nil).

10 Dividends

On 27 May 2013, the board of directors of Promise Network Printing Limited, a subsidiary of the Company, declared the payment of a second interim dividend in respect of the year ended 31 March 2013 of HK\$2,425 per ordinary share, totalling HK\$6,998,550 to its then shareholders. All dividends were paid during the six months ended 30 September 2013.

On 11 November 2013, the board of directors of the Company approved to declare an interim dividend of HK\$80 per ordinary share, totalling HK\$8,000,000 to its then shareholders. All dividends were paid on the same date.

11 Property, plant and equipment

During the six months ended 30 September 2013, the Group acquired assets with a cost of HK\$9,250,000 (six months ended 30 September 2012: HK\$14,758,000).

9 每股盈利(續)

二零一三及二零一二年九月三十日止六個月的基本每股盈利所用的普通股加權平均數，已作出追溯調整，藉以反映附註20所披露於二零一三年十二月三日進行資本化後發行的374,900,000股股份。

截至二零一三年九月三十日止六個月，本公司並無潛在可攤薄股份(二零一二年：無)。

10 股息

於二零一三年五月二十七日，本公司附屬公司保諾時網上印刷有限公司董事會向其當時的股東宣派截至二零一三年三月三十一日止年度第二次中期股息，每股普通股2,425港元，合共6,998,550港元。所有股息已於截至二零一三年九月三十日止六個月內派付。

於二零一三年十一月十一日，本公司董事會批准向其當時的股東宣派中期股息，每股普通股80港元，合共8,000,000港元。所有股息，均已於同日派付。

11 物業、廠房及設備

截至二零一三年九月三十日止六個月期間，本集團購入的資產，按成本計為9,250,000港元(截至二零一二年九月三十日止六個月：14,758,000港元)。

Notes to the Condensed Interim Consolidated Financial Information

簡明中期合併財務資料附註

12 Investments in joint ventures

12 於合營企業的投資

		As at 30 September 2013 於 二零一三年 九月三十日止 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2013 於 二零一三年 三月三十一日止 HK\$'000 千港元 (Audited) (經審核)
At beginning of the period/year	期／年初	1,235	220
Share of profits of joint ventures	應佔合營企業溢利	1,091	1,022
Exchange differences	匯兌差額	(114)	(7)
At end of the period/year	期／年末	2,212	1,235

Details of the Group's investments in the joint ventures are as follows:

本集團的合營企業投資詳情如下：

Name of joint ventures	Form of business and structure	Place of incorporation	Effective interest held as at		Principal activities
			30 September 2013	31 March 2013	
合資企業名稱	業務形式及結構	註冊成立地點	二零一三年九月三十一日	二零一三年三月三十日	主要業務活動
E-Print Solutions Sdn. Bhd.	Incorporated with limited liability 註冊成立為有限責任公司	Malaysia 馬來西亞	30%	30%	Provision of printing services 提供印刷服務
E-Print Bannershop Limited	Incorporated with limited liability 註冊成立為有限責任公司	Hong Kong 香港	50%	50%	Leasing of premises 物業租賃

Notes to the Condensed Interim Consolidated Financial Information

簡明中期合併財務資料附註

13 Trade receivables

The Group's credit terms granted to customers of printing services are mainly cash on delivery and on credit. Our average credit period offered to customers ranges from 30 days to 60 days.

The ageing analysis of the trade receivables, based on the invoice date are as follows:

13 貿易應收款項

本集團授予印刷服務客戶的信貸條款，主要是現金交收及信貸方式。授予客戶的平均信貸期為30日至60日。

貿易應收款項按發票日期計算的賬齡分析如下：

		As at 30 September 2013 於 二零一三年 九月三十日止 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2013 於 二零一三年 三月三十一日止 HK\$'000 千港元 (Audited) (經審核)
1 – 30 days	1至30日	3,474	1,405
31 – 60 days	31至60日	55	266
Over 60 days	超過60日	35	132
		3,564	1,803

Notes to the Condensed Interim Consolidated Financial Information

簡明中期合併財務資料附註

14 Trade payables

The ageing analysis of trade payables, based on the invoice date are as follows:

		As at 30 September 2013 於 二零一三年 九月三十日止 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 March 2013 於 二零一三年 三月三十一日止 HK\$'000 千港元 (Audited) (經審核)
1 – 30 days	1至30日	9,998	9,241
31 – 60 days	31至60日	7,039	3,746
61 – 90 days	61至90日	6,091	6,331
Over 90 days	超過90日	5,731	5,213
		28,859	24,531

14 貿易應付款項

貿易應付款項按發票日期計算的賬齡分析如下：

15 Share capital

		Number of ordinary shares 普通股數目	Equivalent nominal value of ordinary shares 同等面值普通股 HK\$'000 千港元
Authorised:	法定：		
Ordinary shares of HK\$0.01 each as at 30 September 2013 (unaudited) and 31 March 2013	於二零一三年 九月三十日(未經 審核)及二零一三年 三月三十一日 每股面值0.01港元 之普通股	10,000,000,000	100,000
Issued:	已發行：		
At 30 September 2013 (unaudited) and 31 March 2013	於二零一三年 九月三十日(未經 審核)及二零一三年 三月三十一日	100,000	1

15 股本

Notes to the Condensed Interim Consolidated Financial Information

簡明中期合併財務資料附註

16 Borrowings

16 借款

		As 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)	As 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)
Current	即期		
Bank loans	銀行貸款	8,625	16,857
Trust receipt loans	信託收據貸款	3,642	4,156
		12,267	21,013
Non-current	非即期		
Bank loans	銀行貸款	14,286	16,217
		26,553	37,230

As at 30 September 2013 and 31 March 2013, the borrowings of the Group were secured by personal guarantee by certain shareholders and non-controlling interests of the Company and corporate guarantee provided by related parties of the Group and properties extended from related parties of the Group. Upon the Company's Listing on 3 December 2013, all personal guarantees provided by certain shareholders and non-controlling interests of the Company, corporate guarantee provided by related companies and properties extended from related parties are expected to be soon released and/or replaced by corporate guarantee of the Company.

於二零一三年九月三十日及二零一三年三月三十一日，本集團的借款均以本公司若干股東及非控股權益所訂個人擔保及本集團關聯方提供的公司擔保及本集團關聯方提供的物業作抵押。在本公司於二零一三年十二月三日上市之後，本公司若干股東及非控股權益提供的個人擔保、關聯公司提供的公司擔保及關聯方提供的物業預期即將會解除及／或由本公司的公司擔保取代。

Notes to the Condensed Interim Consolidated Financial Information

簡明中期合併財務資料附註

16 Borrowings (Continued)

Movements in borrowings are analysed as follows:

		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)
At beginning of the period/year	期／年初	37,230	27,680
Increase in borrowings	借款增加	-	20,000
Repayment of borrowings	償還借款	(10,677)	(10,450)
At end of the period/year	期／年末	26,553	37,230

The weighted average effective interest rates (per annum) were as follows:

16 借款(續)

借款變動的分析如下：

加權平均實際利率(年率)如下：

		At 30 September 2013 於 二零一三年 九月三十日 (Unaudited) (未經審核)	At 31 March 2013 於 二零一三年 三月三十一日 (Audited) (經審核)
Bank loans	銀行貸款	2.99%	3.14%
Trust receipt loans	信託收據貸款	2.57%	2.57%

Notes to the Condensed Interim Consolidated Financial Information

簡明中期合併財務資料附註

17 Obligations under finance leases

17 融資租賃項下責任

		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)
Current – portion	流動—部分	12,749	13,415
Non-current – portion	非流動—部分	18,472	18,564
		31,221	31,979

At 30 September 2013, the Group pledged plant and machinery with a net book amount of approximately HK\$55,851,000 (31 March 2013: HK\$52,036,000) as collateral to secure the Group's obligations under finance leases.

於二零一三年九月三十日，本集團將淨賬面值約55,851,000港元(二零一三年三月三十一日：52,036,000港元)的廠房及機器作為抵押品用作抵押，以擔保本集團之融資租賃下的責任。

Movements in obligations under finance leases are analysed as follows:

融資租賃下的責任的變動，分析如下：

		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)
At beginning of the period/year	期／年初	31,979	26,362
Increase in obligations	責任增加	4,776	17,941
Repayment of obligations	償還責任	(5,534)	(12,324)
At end of the period/year	期／年末	31,221	31,979

At 30 September 2013, the weighted average effective interest rate (per annum) was 3.29% (31 March 2013: 3.30%).

於二零一三年九月三十日，加權平均有效利率(年率)為3.29%(二零一三年三月三十一日：3.30%)。

Notes to the Condensed Interim Consolidated Financial Information

簡明中期合併財務資料附註

18 Commitments

(a) Capital commitments

Capital expenditure contracted for at the end of each reporting date but not provided for is as follows:

	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)
Property, plant and equipment 物業、廠房及設備	406	2,570

(b) Operating lease commitments

The Group leases various stores and premises under non-cancellable operating lease agreements. The lease terms are between 1 to 5 years. The future aggregate minimum lease payments are as follows:

	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)
Not later than 1 year 不足一年	13,771	5,555
Later than 1 year and not later than 5 years 一年至不足五年	17,212	2,090
	30,983	7,645

18 承擔

(a) 資本承擔

每個報告日期結束時訂有但尚未撥備的資本開支如下：

(b) 營運租賃承擔

本集團根據不可撤銷營運租賃協議租用多間店舖及處所。租賃期限由1至5年不等。未來最低租賃款項總額如下：

Notes to the Condensed Interim Consolidated Financial Information

簡明中期合併財務資料附註

18 Commitments (Continued)

(b) Operating lease commitments (Continued)

The Group leases machinery and office equipment under non-cancellable operating lease agreements. The lease terms are between 1 to 5 years. The future aggregate minimum lease payments are as follows:

		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)
Not later than 1 year	不足一年	359	586
Later than 1 year and not later than 5 years	一年至不足五年	602	722
		961	1,308

18 承擔(續)

(b) 營運租賃承擔(續)

本集團根據不可撤銷營運租賃協議租用機械及辦公設備。租賃期限由1至5年不等。未來最低租賃款項總額如下：

Notes to the Condensed Interim Consolidated Financial Information

簡明中期合併財務資料附註

19 Related party disclosures

The directors of the Company are of the view that the following companies were related parties that had transactions or balances with the Group during the period:

19 關聯方披露

本公司董事認為，下列公司為於期內曾與本集團進行交易或存在結餘的關聯方：

Name of related party 關聯方名稱	Relationship with the Group 與本集團的關係
Mr. Yip Chi Man 葉子民先生	Non-controlling interest of the Group 本集團的非控股權益
E-Print Bannershop Limited	Joint venture of the Group 本集團的合營企業
E-Print Bannershop	Jointly controlled by a party among the Controlling Shareholders and a third party 由一名控股股東及一名第三方共同控制
CTP Limited	Controlled by certain parties among the Controlling Shareholders 由若干控股股東控制
Promise Properties Limited 保諾時物業有限公司	Controlled by certain parties among the Controlling Shareholders 由若干控股股東控制
Profit More Rich Limited 盈富多有限公司	Controlled by certain parties among the Controlling Shareholders 由若干控股股東控制
VVV Limited	Controlled by certain parties among the Controlling Shareholders 由若干控股股東控制
GSM Limited	Controlled by certain parties among the Controlling Shareholders 由若干控股股東控制
King Profit International Limited 至利國際有限公司	Controlled by certain parties among the Controlling Shareholders 由若干控股股東控制
Pro-print Production Printing Limited 浩天制作印刷有限公司	Controlled by Mr. Yip Chi Man 由葉子民先生控制
Print Art Production Centre Limited 印藝制作中心有限公司	Controlled by Mr. Yip Chi Man 由葉子民先生控制

Notes to the Condensed Interim Consolidated Financial Information

簡明中期合併財務資料附註

19 Related party disclosures (Continued)

(a) Related party transactions

Save as disclosed elsewhere in this condensed consolidated financial information, the Group has the following related party transactions during the period:

19 關聯方披露(續)

(a) 關聯方交易

除本簡明合併財務資料其他地方所披露者外，本集團期內有以下關聯方交易：

		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)
Continuing transactions	持續交易		
Rental expense of plants and carpark in Hong Kong payable or paid (i)	應付或已付於香港的廠房及停車場租金開支(i)		
– CTP Limited	– CTP Limited	2,226	1,699
– Profit More Rich Limited	– 盈富多有限公司	246	186
– Promise Properties Limited	– 保諾時物業有限公司	679	615
– VVV Limited	– VVV Limited	930	146
– GSM Limited	– GSM Limited	–	14
– King Profit International Limited	– 至利國際有限公司	161	156
		4,242	2,816
Rental expense of retail outlets payable or paid (i)	應付或已付零售店舖租金開支(i)		
– E-Print Bannershop Limited	– E-Print Bannershop Limited	878	364
Emolument payable or paid (i)	應付或已付薪酬(i)		
– Mr. Yip Chi Man	– 葉子民先生	258	240
Discontinued transactions	已終止交易		
Rental expense of premises in Hong Kong payable or paid (i)	應付或已付於香港的物業租金開支(i)		
– CTP Limited	– CTP Limited	–	462
Rental expense of stores payable or paid (i)	應付或已付門市租金開支(i)		
– E-Print Bannershop	– E-Print Bannershop	66	282
Management fee income receivable or received (i)	應收或已收管理費收入(i)		
– CTP Limited	– CTP Limited	180	360
– Promise Properties Limited	– 保諾時物業有限公司	45	90
– VVV Limited	– VVV Limited	45	90
		270	540

Notes to the Condensed Interim Consolidated Financial Information

簡明中期合併財務資料附註

19 Related party disclosures (Continued)

(a) Related party transactions (Continued)

		Six months ended 30 September	
		截至九月三十日止六個月	
		2013	2012
		二零一三年	二零一二年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Interest income receivable or received (ii)	應收或已收利息收入(ii)		
- CTP Limited	- CTP Limited	-	292
- Promise Properties Limited	- 保諾時物業有限公司	-	38
- VVV Limited	- VVV Limited	-	70
		-	400

Notes:

- (i) These transactions are carried out on terms agreed with the counter-parties in the ordinary course of business.
- (ii) Interest income on amounts due from related parties is carried out on terms agreed with the counter-parties in the ordinary course of business.

附註：

- (i) 該等交易乃按與交易對方於日常業務過程中議定的條款進行。
- (ii) 應收關聯方款項之利息收入按與交易對方於日常業務過程中議定的條款進行。

(b) Related companies balances

The amounts due from related parties included as current assets are unsecured, interest-free and repayable on demand.

(b) 關聯公司結餘

列入流動資產的應收關聯方款項為無抵押、免息及按要求償還的。

Notes to the Condensed Interim Consolidated Financial Information

簡明中期合併財務資料附註

19 Related party disclosures (Continued)

(c) Financial guarantee contracts

As at 30 September 2013 and 31 March 2013, Promise Network Printing Limited, a subsidiary of the Group, and certain parties among the Controlling Shareholders have jointly provided guarantees to secure the mortgage loans of the following related companies. The carrying values of these guarantees to the Group were nil as at 30 September 2013 and 31 March 2013. The mortgage loan balances of related companies as at 30 September 2013 and 31 March 2013 were as follows:

		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)
CTP Limited	CTP Limited	49,367	51,976
Promise Properties Limited	保諾時物業有限公司	10,644	11,241
VVV Limited	VVV Limited	22,943	23,637
Profit More Rich Limited	盈富多有限公司	4,242	4,370
King Profit International Limited	至利國際有限公司	2,660	2,742
		89,856	93,966

Under the terms of the financial guarantee contracts, the guarantors will make payments to reimburse the lenders upon failure of the guaranteed entity to make payments when due.

All of the above financial guarantee contracts are expected to be soon released.

19 關聯方披露(續)

(c) 財務擔保合約

於二零一三年九月三十日及二零一三年三月三十一日，本集團的附屬公司保諾時網上印刷有限公司及控股股東中若干人士共同提供擔保，以抵押以下關聯公司的按揭貸款。本集團所獲有關擔保於二零一三年九月三十日及二零一三年三月三十一日的賬面值為零。關聯公司於二零一三年九月三十日及二零一三年三月三十一日的按揭貸款結餘如下：

根據財務擔保合約的條款，如受擔保實體未有支付到期款項，擔保人將會作出付款，藉以償付予貸款人。

上述所有財務擔保合約，於上市後預期即將會解除。

Notes to the Condensed Interim Consolidated Financial Information

簡明中期合併財務資料附註

19 Related party disclosures (Continued)

(d) Compensation of key management personnel

The remuneration of executive director during the period were as follows:

19 關聯方披露(續)

(d) 主要管理人員薪酬

執行董事於期內的袍金如下：

		Six months ended 30 September	
		截至九月三十日止六個月	
		2013	2012
		二零一三年	二零一二年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	637	637
Contributions to the mandatory provident fund scheme	強積金計劃供款	8	7
		645	644

20 Subsequent events

Pursuant to the written resolution passed by the shareholders of the Company on 13 November 2013, conditional on the share premium account of the Company being credited as a result of the issue of the offer shares by the Company pursuant to the Share Offer as described in the Prospectus, the Company capitalised an amount of HK\$3,749,000, standing to the credit of its share premium account of the Company by applying such sum to pay up in full at par a total of 374,900,000 shares for allotment and issue to the shareholders on a pro rata basis immediately before the Share Offer.

Pursuant to the written resolutions of the shareholders of the Company passed on 13 November 2013, the rules of the Pre-IPO share option scheme were approved and adopted. An aggregate of 12,500,000 share options at an exercise price of HK\$0.78 per share were granted on 13 November 2013 to two executive Directors and certain employees of the Group.

On 3 December 2013, the shares of the Company were listed on the Stock Exchange. 125,000,000 ordinary shares of HK\$0.01 each of the Company were issued at HK\$0.78 each by way of the Share Offer for a net proceed of approximately HK\$71.6 million.

20 結算日後發生的事件

根據本公司股東於二零一三年十一月十三日通過的書面決議，以本公司根據招股章程所述的股份發售將本公司股份溢價賬入賬為發行發售股份的結果作為條件，本公司應用本公司股份溢價賬貸方所存3,749,000港元款項進行資本化，方式是將之用於以面值全數繳足於緊接股份發售前按比例配發及發行予股東，合共374,900,000股股份。

根據本公司股東於二零一三年十一月十三日通過的書面決議案，首次公開發售前購股權計劃的規則已獲批准及採納。於二零一三年十一月十三日，以每股股份行使價0.78港元將合共12,500,000份購股權授予兩名執行董事及本集團若干僱員。

於二零一三年十二月三日，本公司的股份在聯交所上市。藉股份發售方式，本公司為取得所得款項淨額約71,600,000港元而按每股0.78港元發行125,000,000股每股面值0.01港元的普通股。

Management Discussion and Analysis

管理層討論及分析

Business Review

The Board is pleased to present the results of the Group to shareholders for the six months ended 30 September 2013. The Group's revenue amounted to approximately HK\$153,764,000, an increase of 4.1% compared with the same period last year. Gross profit margin was 37.6% which was 1.1% higher than the corresponding period last year.

Unaudited profit attributable to equity holders (excluding listing expenses) for the six months ended 30 September 2013 amounted to approximately HK\$22,502,000 before taking into account of the listing expenses relating to the Share Offer of HK\$12,850,000. After taking into account the aforesaid listing expenses, the Group's unaudited profit attributable to equity holders for the six months ended 30 September 2013 was HK\$9,652,000.

The Group has a leading position in supplying online printing services and customized printed products which target at a large and diverse customer groups, comprising primarily SMEs, design houses, education institutes and individual customers for instance students. As at 30 September 2013, the Company has been operating 16 retail stores, 4 localized websites which provide internet-based graphic design software and editing tools that allow customers to design their desired products by themselves, and computer-integrated printing facilities in Hong Kong.

業務回顧

董事會欣然向股東報告本集團截至二零一三年九月三十日止六個月的業績。本集團收益約153,764,000港元，較去年同期增加4.1%。毛利率為37.6%，較去年同期上升1.1%。

於計及有關股份發售的12,850,000港元上市開支前，截至二零一三年九月三十日止六個月的未經審核權益持有人應佔溢利(不計入上市開支)約為22,502,000港元。於計及上述上市開支後，本集團的截至二零一三年九月三十日止六個月的未經審核權益持有人應佔溢利為9,652,000港元。

本集團是首屈一指的印刷服務及度身訂造印刷產品的互聯網供應商，主要針對大型和多樣化的客戶群，主要包括中小企、設計公司、教育機構及學生等個人客戶。於二零一三年九月三十日，本公司在香港經營16間零售店、4個本地網站連同容許客戶自己設計喜好產品的互聯網圖像設計軟件及編輯工具，以及電腦綜合印刷設施。

Management Discussion and Analysis

管理層討論及分析

The Group will continue to strengthen the market position and increase the market share by making use of the following competitive advantages:

- Well-positioned to seize enormous online market potential
- Comprehensive information technology infrastructure and unique eprint system which is automatically operated
- Production facilities located in Hong Kong with more potential to capture more business opportunities
- Well-recognised local brand

本集團將繼續透過以下競爭優勢鞏固市場地位和推動多元化需求：

- 能抓緊龐大的互聯網市場潛力
- 全面的資訊科技基礎建設和獨一無二的eprint系統自動推進操作
- 位處香港的生產設施有潛力抓緊更多商業機遇
- 廣受認可的本地品牌

Management Discussion and Analysis

管理層討論及分析

Outlook

Looking forward to the second half of the Group's financial year ending 31 March 2014, Hong Kong market, which is the Group's major market, is expected to remain stable. As a result, the Group will continue to proactively pursue business opportunities and be aware of the difficulties and challenges that may lie ahead. Meanwhile, the Group will monitor closely the market conditions and the upcoming future plan of business strategy stated in the Company's Prospectus.

Under the leadership of the new Board of Directors, the management of the Group has formed a broad consensus in response to the key improvement areas in the existing business operations in order to further enhance the Group's overall competitiveness. We will strive to employ extra stringent cost control and efficiency enhancement measurement to continuously optimise business processes and increase overall operational efficiency. Under this leadership direction, the management is actively involved in promoting and executing specific operational enhancement measures to aggressively achieve the best results.

The Group is looking forward to the results of the recent operational enhancement measurement. We have confidence in a more positive future for our development in the long run.

展望

對於本集團二零一四年三月三十一日止財政年度下半年的展望，本集團的主要市場香港，預計依然穩定。因此，本集團將繼續積極尋找業務機會，並瞭解所需面對的困難及挑戰。與此同時，本集團亦會密切監察市場情況及本公司招股章程所列明即將推出的未來業務策略計劃。

在新董事會的領導下，本集團的管理層就應對現有運作的重要改進範疇達成共識，藉以進一步增強本集團的整體競爭力。我們將盡力採用格外嚴格成本控制及效率提升措施，藉以不斷優化業務程序，並提升整體運作效率。管理層現正積極參與推廣及執行特定運作提升措施，藉以按進取方式達致最佳效果。

本集團期盼近期增強營運措施的結果。在長期的發展方面，我們有信心未來會有樂觀的進展。

Management Discussion and Analysis

管理層討論及分析

Financial Review

Revenue

Income from the provision of printing services in Hong Kong increased by HK\$6.0 million or 4.1% from HK\$147.8 million for the six months ended 30 September 2012 to HK\$153.8 million for the six months ended 30 September 2013. Such increase was primarily due to the increase of average monthly orders. The following table sets forth a breakdown of the revenue by service category and their respective percentage of the total revenue for the periods indicated.

財務回顧

收益

在香港提供印刷服務所得的收入，由截至二零一二年九月三十日止六個月的147,800,000港元，增至截至二零一三年九月三十日止六個月的153,800,000港元，上升6,000,000港元或4.1%。有關上升主要來自平均每月訂單的增加。下表載列按服務類別劃分的收益明細及其各自佔於所示期間的總收益百分比。

		Six months ended 30 September			
		2013		2012	
		二零一三年		二零一二年	
		HK\$'000		HK\$'000	
		千港元		千港元	
Advertising printing	廣告印刷	62,512	41%	63,546	43%
Bound book printing	精裝圖書印刷	48,887	32%	45,055	30%
Stationery printing	文具印刷	38,189	25%	35,145	24%
Other services	其他服務	4,176	2%	4,105	3%
Total	總計	153,764	100%	147,851	100%

Sales mix remained relatively stable and advertising printing was our primary printing service that accounted for approximately 43% and 41% of our total revenue for six months ended 30 September 2012 and 2013, respectively.

銷售組合依然相對穩定，而廣告印刷是我們的主要印刷服務，分別約為截至二零一二年及二零一三年九月三十日止六個月總收益的43%及41%。

Management Discussion and Analysis

管理層討論及分析

Sales Channels 銷售渠道		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		2012 二零一二年 HK\$'000 千港元	
Stores	商店	58,047	38%	60,517	41%
Websites	網站	56,847	37%	50,274	34%
Others (Note)	其他(附註)	38,870	25%	37,060	25%
Total	總計	153,764	100%	147,851	100%

Note: "Others" refers to revenue derived from orders received over the telephone and through e-mail.

附註：「其他」指通過電話及電郵接獲的訂單所得的收益。

Websites sales channel contributed 37% of total revenue for the six months ended 30 September 2013, which accounted for approximately 13.1% increase as compared with that of the six months ended 30 September 2012.

網站銷售渠道的貢獻，佔截至二零一三年九月止六個月總收益的37%，較截至二零一二年九月三十日止六個月，上升約13.1%。

Other income

Other income primarily comprises sales of scrap materials, such as used zinc printing plates and paper scrap, and management fee received from several companies controlled by certain Directors of the Group.

其他收入

其他收入主要包括銷售廢料(例如已使用的鋅印刷版及廢紙)及收取由本集團若干董事控制的數間公司管理費。

Other losses

Other losses – net primarily comprises loss on disposal of plant and equipment.

其他虧損

其他虧損－淨額主要包括出售廠房及設備的虧損。

Selling and distribution expenses

Selling and distribution expenses primarily consist of delivery expenses, handling charges for electronic payments received, and store rentals as well as advertising and marketing expenses.

銷售及分銷開支

銷售及分銷開支主要包括付運開支、所收取的電子付款手續費及店舖租金以及廣告及市場推廣開支。

Selling and distribution expenses represent approximately 5.5% of the revenue for the six months ended 30 September 2013 (six months ended 30 September 2012: 6.1%).

截至二零一三年九月三十日止六個月，銷售及分銷開支佔收益約5.5% (截至二零一二年九月三十日止六個月：6.1%)。

Management Discussion and Analysis

管理層討論及分析

Administrative expenses

Administrative expenses primarily comprise staff costs, outsourced customer support expenses, information technology support services expenses, office rental and utilities, depreciation, internet and telephone expenses, professional expenses incurred in connection with the Company's Listing and other miscellaneous administrative expenses. Administrative expenses represent approximately 24.8% of the total revenue for the six months ended 30 September 2013 (six months ended 30 September 2012: 17.3%). The increase in administrative expenses was primarily due to the listing expenses of HK\$12.8 million.

Listing expenses represent professional fees, printing fee and underwriting commission and fees, other direct expenses incurred in connection with the Listing. Listing expenses to be borne by the Company are estimated to be approximately HK\$27.9 million, of which approximately HK\$9.7 million is directly attributable to the issue of new shares to the public and to be accounted for as a deduction from equity and the remaining amount of approximately HK\$18.2 million is accounted for in the consolidated statement of comprehensive income. During the year ended 31 March 2013 and the 6 months ended 30 September 2013, the amounts of approximately HK\$1.3 million and HK\$12.8 million have been reflected in the consolidated statement of comprehensive income, respectively. The remaining amount of approximately HK\$4.1 million is expected to be reflected in the consolidated statement of comprehensive income in the subsequent period.

Finance income

Finance income primarily consists of interest income from amounts due from related companies, bank deposits and loans to third parties.

行政開支

行政開支主要包括員工成本、外判客戶支援開支、資訊科技支援服務開支、辦公室租金及公用設施費用、折舊、互聯網及電話開支、就本公司上市所產生的專業開支及其他雜項行政開支。截至二零一三年九月三十日止六個月，行政開支佔總收益約24.8%（截至二零一二年九月三十日止六個月：17.3%）。行政開支增加主要因上市開支12,800,000港元所致。

上市開支指就上市所招致的專業費用、印刷費及包銷佣金及費用、其他直接開支。將由本公司承擔的上市開支預計約27,900,000港元，當中約9,700,000港元直接歸屬於向公眾發行新股，並將被列作自股權中扣減，而餘下金額約18,200,000港元則於合併綜合收益表中列賬。截至二零一三年三月三十一日止年內及截至二零一三年九月三十日止六個月內，約1,300,000港元及12,800,000港元之金額已分別在合併綜合收益表中反映。約4,100,000港元餘下金額預期會在繼後期間的合併綜合收益表中反映。

融資收入

融資收入主要包括應收關聯公司款項、銀行存款及第三方貸款的利息收入。

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管理層討論及分析

Finance costs

Finance costs primarily consist of interest expenses on bank borrowings and finance charges on obligations under finance lease.

Share of profits of joint ventures

Share of profits of joint ventures represent the share of profit of the Group's joint ventures in each period using equity method of accounting. During the period under review, the Company had two entities jointly controlled in Hong Kong and Malaysia.

Profit and total income

Profit significantly decreased by approximately HK\$9.6 million or 49.7%, from approximately HK\$19.3 million for the six months ended 30 September 2012 to approximately HK\$9.7 million for the six months ended 30 September 2013. Net profit margin also significantly decreased from approximately 13.0% for the six months ended 30 September 2012 to approximately 6.3% for the six months ended 30 September 2013. The decreases in net profit and net profit margin primarily reflected professional expenses of approximately HK\$12.8 million in connection with the Company's Listing incurred during the period under review.

Profit and total income (excluding listing expenses)

If excluding the listing expenses, profit increased by approximately HK\$3.2 million or 16.6%, from approximately HK\$19.3 million for the six months ended 30 September 2012 to approximately HK\$22.5 million for the six months ended 30 September 2013. Net profit margin also increased from approximately 13.0% for the six months ended 30 September 2012 to approximately 14.6% for the six months ended 30 September 2013. The increase in our net profit and net profit margin (excluding listing expenses) primarily reflected by the increase in gross margin from 36.5% to 37.6% during the period under review.

融資成本

融資成本主要包括銀行借款的利息開支及融資租賃下的責任的財務費用。

應佔合營企業溢利

應佔合營企業溢利指於各期間使用權益會計法計算的應佔本集團的合營企業的溢利。於回顧期間，本公司於香港及馬來西亞擁有兩個共同控制實體。

溢利及收益總額

溢利由截至二零一二年九月三十日止六個月的約19,300,000港元大幅減少約9,600,000港元或49.7%至截至二零一三年九月三十日止六個月的約9,700,000港元。純利率由截至二零一二年九月三十日止六個月的約13.0%大幅下跌至截至二零一三年九月三十日止六個月的約6.3%。溢利及純利率下跌主要反映回顧期內有關本公司上市的專業開支約12,800,000港元。

溢利及收益總額(不計入上市開支)

如不計入上市開支，溢利由截至二零一二年九月三十日止六個月的約19,300,000港元增加約3,200,000港元或16.6%至截至二零一三年九月三十日止六個月的約22,500,000港元。純利率亦由截至二零一二年九月三十日止六個月的約13.0%增加至截至二零一三年九月三十日止六個月的約14.6%。純利及純利率(不計入上市開支)上升主要以回顧期內毛利率由36.5%增至37.6%來反映。

Management Discussion and Analysis

管理層討論及分析

Liquidity and Financial Information

At 30 September 2013, the total amount of short-term bank deposits, bank balances and cash of the Group was approximately HK\$72.0 million, an increase of approximately HK\$0.9 million compared with that at 31 March 2013. At 30 September 2013, the financial ratios of the Group were as follows:

流動資金及財務資料

於二零一三年九月三十日，本集團短期銀行存款、銀行結餘及現金總額約72,000,000港元，較二零一三年三月三十一日增加約900,000港元。於二零一三年九月三十日，本集團財務比率如下：

		As at 30 September 2013 於 二零一三年 九月三十日	As at 31 March 2013 於 二零一三年 三月三十一日
Current ratio ⁽¹⁾	流動比率 ⁽¹⁾	1.1	1.1
Gearing ratio ⁽²⁾	資產負債比率 ⁽²⁾	78.0%	96.2%

Notes:

- (1) Current ratio is calculated based on total current assets divided by total current liabilities.
- (2) Gearing ratio is calculated based on total borrowings and obligation under finance leases divided by total equity and multiplied by 100%.

附註：

- (1) 流動比率乃按總流動資產除以總流動負債計算。
- (2) 資產負債比率乃按財務租賃下的總借款及責任減現金等值項目除以期末結餘總權益乘以100%。

Management Discussion and Analysis

管理層討論及分析

Borrowings

The Group had bank borrowings as at 30 September 2013 in the sum of approximately HK\$26.6 million. All bank borrowings were made from banks in Hong Kong and were repayable within one to five years, of which approximately HK\$12.3 million was repayable within one year. The carrying amounts of bank borrowings were denominated in Hong Kong dollars and were approximate to fair value. No financial instruments were used for hedging purposes, nor were there any foreign currency net investments hedged by current borrowings and/or other hedging instruments. The weighted average interest rates (per annum) were 2.99% for bank loan and 2.57% for trust receipt loan.

Treasury Policies

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the period under review. The Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets liabilities and other commitments can meet its funding requirements from time to time.

Capital Structure

The shares of the Company were listed on the Stock Exchange on 3 December 2013. There has been no change in the capital structure of the Company since that date. The capital of the Company comprises ordinary shares and other reserves.

借款

本集團於二零一三年九月三十日擁有金額約26,600,000港元的銀行借款。所有銀行借款均從香港的銀行借出，並須於一至五年內償還，當中約12,300,000港元須於一年內償還。銀行借款的賬面金額以港元列值，並與公允價值相約。概無金融工具用作對沖，亦無任何外匯投資淨額由目前的借款及／或其他對沖工具對沖。銀行貸款及信託收據貸款的加權平均(年)息率為2.99%及2.57%。

庫務政策

本集團已對其庫務政策採取審慎的財務管理方針，故在整個回顧期內維持健康的流動資金狀況。董事會密切監視本集團的流動資金狀況，以確保本集團資產、負債及其他承擔的流動資金架構可不時符合其資金要求。

股本架構

本公司股份已於二零一三年十二月三日在聯交所上市。自該日期起，本公司股本架構並無變動。本公司股本由普通股及其他儲備組成。

Management Discussion and Analysis

管理層討論及分析

Capital Commitments

As at 30 September 2013, the Group has capital commitments of HK\$0.4 million (30 March 2013: HK\$2.6 million).

Significant Investments Held

Except for investments in subsidiaries and joint ventures, the Group did not hold any significant investment in equity interest in any other company during the period under review.

Future Plans for Material Investments and Capital Assets

Save as disclosed in the Prospectus, the Group did not have other plans for material investments and capital assets.

Material Acquisitions

Save for the reorganization in preparation for the listing of the Company's shares on the Stock Exchange as more particularly described in the Prospectus, the Group did not have any material acquisition or disposal of subsidiaries or associates during the six months ended 30 September 2013.

Exposure to Foreign Exchange Risk

The Group operates principally in Hong Kong and its business is supported by an information technology support services centre located in the PRC. The Group is exposed to foreign exchange risk arising from the exposure of Renminbi against Hong Kong dollars. The Group does not hedge its foreign exchange risk as its exposure to foreign exchange risk is low as the Group's cash flows mainly denominated in Hong Kong dollars.

資本承擔

於二零一三年九月三十日，本集團有資本承擔400,000港元(二零一三年三月三十日：2,600,000港元)。

所持重大投資

除附屬公司及合營企業的投資外，本集團並無於回顧期內在任何其他公司股權中持有任何重大投資。

大額投資及資本資產的未來計劃

除招股章程所披露者外，本集團並無其他大額投資及資本資產的未來計劃。

重大收購

除如招股章程加以詳述而為籌備本公司股份在聯交所上市的重組外，本集團於截至二零一三年九月三十日止六個月內並無任何附屬公司或聯營公司的重大收購或出售。

蒙受外匯風險

本集團主要在香港營業，其業務由位於中國的資訊科技支援服務中心所支援。本集團蒙受人民幣兌港元所產生的外匯風險。當本集團的現金流量主要以港元列值時，由於所蒙受的外匯風險偏低，故本集團並無對沖外匯風險。

Management Discussion and Analysis

管理層討論及分析

Charge of Assets

At 30 September 2013, the Group pledged the plant and machinery with a carrying value of approximately HK\$55.8 million (31 March 2013: HK\$52.0 million) as collaterals to secure the Group obligation under finance leases.

Contingent Liabilities

The Group had no material contingent liabilities as at 30 September 2013 and 31 March 2013.

Use of Proceeds

The Company was listed on the Stock Exchange on 3 December 2013 and raised net proceeds of approximately HK\$71.6 million.

As of the date of this report, no part of the proceeds raised was utilized and the unused proceeds were deposited in licensed banks in Hong Kong. The Group will apply the proceeds from the Share Offer in the manner as set out in the Prospectus.

Capital Expenditure

During the period under review, the Group invested approximately HK\$9.25 million in property, plant and equipment, represented a reduction of about 37.3% from capital expenditure of the same period in last year.

資產抵押

於二零一三年九月三十日，本集團以約55,800,000港元(二零一三年三月三十一日：52,000,000港元)賬面值將廠房及機器質押為抵押品，以擔保融資租賃下的本集團債務。

或然負債

本集團於二零一三年九月三十日及二零一三年三月三十一日並無重大或然負債。

所得款項用途

本公司已於二零一三年十二月三日在聯交所上市，並已集得所得款項淨額約71,600,000港元。

於本報告日期，所籌集的所得款項並無任何部份得以動用，而未動用的所得款項已存入香港的持牌銀行。本集團將以招股章程所載的方式運用來自股份發售的所得款項。

資本開支

回顧期內，本集團投資約9,250,000港元於物業、廠房及設備，較去年同期的資本開支減少約37.3%。

Management Discussion and Analysis

管理層討論及分析

Employees and Emolument Policies

At 30 September 2013, the Group had approximately 490 full time employees. There is no significant change in the Group's emolument policies.

On top of basic salaries, bonuses may be paid by reference to the Group's performance as well as individual's performance. Other staff benefits include contributions to Mandatory Provident Fund retirement benefits scheme in Hong Kong and the provision of pension funds, medical insurance, unemployment insurance and other relevant insurance for employees who are employed by the Group pursuant to the PRC rules and regulations and the prevailing regulatory requirements of the PRC.

Dividends

On 11 November 2013, the Board approved to declare an interim dividend of HK\$80 per ordinary share, totaling HK\$8,000,000 to its then shareholders. All dividends were paid on the same date.

Save for the above, the Board resolved not to declare any further interim dividend for the six months ended 30 September 2013.

僱員及薪酬政策

於二零一三年九月三十日，本集團約有490名全職僱員。本集團的薪酬政策並無重大變動。

除基本薪金外，亦可參考本集團業績及個人表現支付獎金。其他員工福利包括香港的強積金退休福利計劃供款，及根據中國規則及規例和中國的現行監管規定，向本集團聘用僱員提供養老金基金、醫療保險、失業保險及其他相關保險。

派息

於二零一三年十一月十一日，董事會批准向其當時的股東宣派中期股息，每股普通股80港元，合共8,000,000港元。所有股息均於同日派付。

除上文者外，董事會已決議不會再度宣派任何截至二零一三年九月三十日止六個月的中期股息。

Other Information

其他資料

Directors' and Chief Executives' Interests in Shares

As at the date of this interim report, the interests or short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) which were notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (“Model Code”) as set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”), are set out below:

董事及主要行政人員之股份權益

於本中期報告日期，本公司董事及主要行政人員於本公司或任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）股份、相關股份及債券中擁有須根據證券及期貨條例第XV部第7及8分部通知本公司及香港聯合交易所有限公司（「聯交所」）的權益或淡倉（包括根據證券及期貨條例任何彼等被視為擁有的權益或淡倉），或根據證券及期貨條例第352條須登記在該條所述的登記冊，或根據聯交所《證券上市規則》（「上市守則」）附錄十所列《上市發行人董事進行證券交易的標準守則》（「標準守則」）須通知本公司及聯交所的權益或淡倉如下：

Other Information

其他資料

Directors' and Chief Executives' Interests in Shares (Continued)

Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or its associated corporation

(i) The Company

董事及主要行政人員之股份權益(續)

本公司或其相聯法團股份、相關股份及債券的權益及淡倉

(i) 本公司

Name of Director 董事姓名	Nature of interest 權益性質	Long position/ short position 好倉/淡倉	Number of ordinary shares/ underlying shares held 持有普通股/ 相關股份數目	Approximate percentage of shareholding in the Company 於本公司 持股概約百分比
Mr. She Siu Kee William 余紹基先生	Beneficial owner 實益擁有人	Long position 好倉	17,850,000 17,850,000	3.57% 3.57%
	Interest of controlled corporation (Note 1) 受控制法團權益(附註1)	Long position 好倉	292,500,000 292,500,000	58.50% 58.50%
Mr. Chong Cheuk Ki 莊卓琪先生	Beneficial owner 實益擁有人	Long position 好倉	17,850,000 17,850,000	3.57% 3.57%
	Interest of controlled corporation (Note 1) 受控制法團權益(附註1)	Long position 好倉	292,500,000 292,500,000	58.50% 58.50%
Mr. Lam Shing Kai 林承佳先生	Beneficial owner 實益擁有人	Long position 好倉	17,850,000 17,850,000	3.57% 3.57%
	Interest of controlled corporation (Note 1) 受控制法團權益(附註1)	Long position 好倉	292,500,000 292,500,000	58.50% 58.50%

Other Information

其他資料

Directors' and Chief Executives' Interests in Shares (Continued)

Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or its associated corporation (Continued)

(i) The Company (Continued)

董事及主要行政人員之股份權益(續)

本公司或其相聯法團股份、相關股份及債券的權益及淡倉(續)

(i) 本公司(續)

Name of Director 董事姓名	Nature of interest 權益性質	Long position/ short position 好倉/淡倉	Number of ordinary shares/ underlying shares held 持有普通股/ 相關股份數目	Approximate percentage of shareholding in the Company 於本公司 持股概約百分比
Mr. Leung Wai Ming 梁衛明先生	Beneficial owner 實益擁有人	Long position 好倉	17,850,000 17,850,000	3.57% 3.57%
	Interest of controlled corporation (Note 1) 受控制法團權益(附註1)	Long position 好倉	292,500,000 292,500,000	58.50% 58.50%
Mr. Leung Yat Pang 梁一鵬先生	Beneficial owner 實益擁有人	Long position 好倉	11,100,000 11,100,000	2.22% 2.22%
	Interest of controlled corporation (Note 1) 受控制法團權益(附註1)	Long position 好倉	292,500,000 292,500,000	58.50% 58.50%
Mr. Fung Hong Keung 馮康強先生	Beneficial owner 實益擁有人	Long position 好倉	2,500,000 (Note 2) 2,500,000 (附註2)	0.50% 0.50%
	Beneficial owner 實益擁有人	Long position 好倉	2,500,000 (Note 2) 2,500,000 (附註2)	0.50% 0.50%

Other Information

其他資料

Directors' and Chief Executives' Interests in Shares (Continued)

Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or its associated corporation (Continued)

(i) The Company (Continued)

Notes:

1. These 292,500,000 shares are held by eprint Limited, a company owned as to approximately 21.62%, 21.62%, 21.62% and 13.52% by Mr. She Siu Kee William ("Mr. She"), Mr. Chong Cheuk Ki ("Mr. Chong"), Mr. Lam Shing Kai ("Mr. Lam"), Mr. Leung Wai Ming ("Mr. WM Leung") and Mr. Leung Yat Pang ("Mr. YP Leung"), respectively. Pursuant to a deed of confirmation dated 2 July 2013 and entered into by them confirming the existence of their acting in concert arrangement, each of Mr. She, Mr. Chong, Mr. Lam, Mr. WM Leung and Mr. YP Leung (collectively, the "Concerted Shareholders") has agreed to jointly control their respective interests in the Company. Accordingly, eprint Limited shall be accustomed to act in accordance with joint instructions of the Concerted Shareholders. Hence, each of the Concerted Shareholders is deemed to be interested in all the Shares held by eprint Limited by virtue of the SFO; and
2. These 2,500,000 shares are derived from the interest in share options granted to the relevant Directors by the Company, details of which are set out in the section headed "Interests in Share Options" below.

董事及主要行政人員之股份權益(續)

本公司或其相聯法團股份、相關股份及債券的權益及淡倉(續)

(i) 本公司(續)

附註：

1. 此292,500,000股股份分別由余紹基先生(「余先生」、莊卓琪先生(「莊先生」、林承佳先生(「林先生」、梁衛明先生(「梁衛明先生」)及梁一鵬先生(「梁一鵬先生」)擁有約21.62%、21.62%、21.62%、21.62%及13.52%權益的eprint Limited所持有。根據由他們簽立之日期為二零一三年七月二日之確認契據確認存在之一致行動安排，余先生、莊先生、林先生、梁衛明先生及梁一鵬先生(「一致行動股東」)已各自同意共同控制彼等各自於本公司的權益。因此，eprint Limited慣常根據一致行動股東共同指示行事。根據證券及期貨條例，各一致行動股東被視為於eprint Limited所持有所有股份中擁有權益；及
2. 此2,500,000股股份衍生自本公司授予有關董事的2,500,000股購股權權益，有關詳情已於下文「購股權權益」一節列載。

Other Information

其他資料

Directors' and Chief Executives' Interests in Shares (Continued)

Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or its associated corporation
(Continued)

(ii) Associated corporation – eprint Limited

董事及主要行政人員之股份權益(續)

本公司或其相聯法團股份、相關股份及債券的權益及淡倉
(續)

(ii) 相聯法團 – eprint Limited

Name of Director 董事姓名	Nature of interest 權益性質	Number of ordinary shares held in the Associated Corporation 持有相聯法團普通股數目 (Note 1) (附註1)	Approximate percentage of shareholding in the Associated Corporation 於相聯法團持股概約百分比
Mr. She 佘先生	Beneficial owner 實益擁有人	2,162 2,162	21.62% 21.62%
Mr. Chong 莊先生	Beneficial owner 實益擁有人	2,162 2,162	21.62% 21.62%
Mr. Lam 林先生	Beneficial owner 實益擁有人	2,162 2,162	21.62% 21.62%
Mr. WM Leung 梁衛明先生	Beneficial owner 實益擁有人	2,162 2,162	21.62% 21.62%
Mr. YP Leung 梁一鵬先生	Beneficial owner 實益擁有人	1,352 1,352	13.52% 13.52%

Note: The disclosed interest represents the interests in eprint Limited, the controlling shareholder of the Company, which is owned by Mr. She, Mr. Chong, Mr. Lam, Mr. WM Leung and Mr. YP Leung in the respective proportions of 21.62%, 21.62%, 21.62%, 21.62% and 13.52%.

附註：已披露權益指佘先生、莊先生、林先生、梁衛明先生及梁一鵬先生於本公司控股股東eprint Limited之權益，各自所佔比例分別為21.62%、21.62%、21.62%、21.62%及13.52%。

Save as disclosed above, none of the Directors, chief executives of the Company and/or any of their respective associates had any interests or short positions in any shares, underlying Shares and debentures of the Company or any of its associated corporations as at the date of this interim report as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上述披露外，本公司董事、主要行政人員及／或其任何各自聯繫人士於本中期報告日期，並無在本公司或其相聯法團任何股份、相關股份及債券中擁有須在證券及期貨條例第352條規定備存的登記冊內記錄或根據標準守則須通知本公司及聯交所的任何權益或淡倉。

Other Information

其他資料

Interests in Share Options

Pre-IPO Share Option Scheme

Pursuant to the written resolutions of the shareholders of the Company passed on 13 November 2013, the rules of the Pre-IPO share option scheme (“Pre-IPO Share Option Scheme”) were approved and adopted. The purpose of the Pre-IPO Share Option Scheme is to recognize the contribution of certain Directors and employees of the Group to the growth of the Company and/or to the listing of the Shares on the Stock Exchange by granting options to them as incentive or reward. Details of the terms of the Pre-IPO Share Option Scheme were set out in the prospectus of the Company dated 20 November 2013 (the “Prospectus”).

An aggregate of 12,500,000 share options at an exercise price of HK\$0.78 each, being the offer price under the Share Offer (as defined in the Prospectus), were granted on 13 November 2013 to two executive Directors and certain employees of the Group.

購股權權益

首次公開發售前購股權計劃

根據本公司股東於二零一三年十一月十三日通過的書面決議案，通過並採納首次公開發售前購股權計劃的規則（「首次公開發售前購股權計劃」）。首次公開發售前購股權計劃旨在透過授出購股權作為獎勵或回報，肯定本集團若干董事及僱員對本公司增長及／或股份於聯交所上市的貢獻。首次公開發售前購股權計劃的條款詳情，已於日期為二零一三年十一月二十日的本公司招股章程（「招股章程」）內列載。

於二零一三年十一月十三日，以每股行使價0.78港元即股份發售（定義見招股章程）的發售價將合共12,500,000份購股權授予兩名執行董事及本集團若干僱員。

Other Information

其他資料

Interests in Share Options (Continued)

Pre-IPO Share Option Scheme (Continued)

Details of the share options granted under the Pre-IPO Share Option Scheme are as follows:

購股權權益(續)

首次公開發售前購股權計劃(續)

根據首次公開發售前購股權計劃授出的購股權詳情如下：

Name or category of participants 參與者姓名或類別	Granted on 13 November 2013 於二零一三年 十一月十三日授出	Lapsed during the period 期內失效	Outstanding as at the date of this interim report 於本中期報告日期 尚未行使	Exercise price (HK\$) 行使價 (港元)	Exercisable Period 行使期
Directors 董事					
Mr. Fung Hong Keung	2,500,000	-	2,500,000	0.78	1 April 2014 to 2 December 2019
馮康強先生	2,500,000	-	2,500,000	0.78	二零一四年四月一日至 二零一九年十二月二日
Mr. Tsui Pak Wai	2,500,000	-	2,500,000	0.78	1 April 2014 to 2 December 2019
徐柏煒先生	2,500,000	-	2,500,000	0.78	二零一四年四月一日至 二零一九年十二月二日
Sub-total 小計	5,000,000 5,000,000	- -	5,000,000 5,000,000	0.78	
Employees 僱員					
	7,500,000	-	7,500,000	0.78	1 April 2014 to 2 December 2019
	7,500,000	-	7,500,000	0.78	二零一四年四月一日至 二零一九年十二月二日
Sub-total 小計	7,500,000 7,500,000	- -	7,500,000 7,500,000		
Total 總計	12,500,000 12,500,000	- -	12,500,000 12,500,000		

Other Information

其他資料

Interests in Share Options (Continued)

Pre-IPO Share Option Scheme (Continued)

Note:

The share options are exercisable in the following manner:

1. on 1 April 2014, 50% of the share options granted shall become exercisable;
2. on the second anniversary date of the Listing (the "Listing Date"), being 3 December 2015, 50% of the share options granted shall become exercisable; and
3. all the options granted that are not exercisable prior to the sixth anniversary date of the Listing Date, being 3 December 2019, shall lapse and be deemed as cancelled and void.

Share Option Scheme

The Company adopted a share option scheme (the "Scheme") on 13 November 2013 pursuant to the written resolutions of the shareholders passed on 13 November 2013. The Scheme is a share incentive scheme and was established to recognize and acknowledge the contributions of the Eligible Participants (as defined in the Prospectus) have had or may have made to the Group. Pursuant to the Scheme, the Board may, at its discretion, offer to grant an option to subscribe new Shares in aggregate not exceeding 30% of the Shares in issue from time to time.

No share option was granted under the Scheme since its adoption.

購股權權益(續)

首次公開發售前購股權計劃(續)

附註：

購股權按以下方式行使：

1. 於二零一四年四月一日，批出的認股權的50%將成為可行使；
2. 於上市日期(「上市日期」)的第二個週年日(即二零一五年十二月三日)，批出的認股權的50%將成為可行使；及
3. 於上市日期的第六個週年日(即二零一九年十二月三日)之前所有已批出但尚未行使的認股權，將失效並視為取消及無效。

購股權計劃

根據於二零一三年十一月十三日通過的股東書面決議案，本公司於二零一三年十一月十三日採納一項購股權計劃(「該計劃」)。購股權計劃為一項股份獎勵計劃，旨在肯定及認可合資格參與者(定義見招股章程)對本集團已作出或可能已作出的貢獻。根據該計劃，董事會可酌情授出購股權，藉以認購新股，總數不超過不時已發行股份的30%。

自採納以來，概無根據該計劃授出任何購股權。

Other Information

其他資料

Substantial Shareholders and Other Persons' Interests in Shares

As at the date of this interim report, so far as is known to the Directors, the following persons (other than the Directors and the chief executives of the Company) had interests or short positions in the Shares and underlying Shares of the Company which were required to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept under section 336 of the SFO.

Interests or short positions in shares and underlying shares of the Company

主要股東及其他人士之股份權益

於本中期報告日期，據董事所知，以下人士(不包括本公司董事及主要行政人員)在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分部知會本公司或已根據證券及期貨條例第336條規定備存的登記冊內記錄的權益或淡倉。

本公司股份及相關股份的權益或淡倉

Name	Nature of interest	Position	Number of ordinary shares held	Approximate percentage of shareholding in the Company 於本公司持股 概約百分比
名稱	權益性質	倉位	持有普通股數目	
eprint Limited (Note 1)	Beneficial owner	Long position	292,500,000	58.50%
eprint Limited (附註1)	實益擁有人	好倉	292,500,000	58.50%
Ms. Lo Suet Yee (Note 2)	Interest of spouse	Long position	310,350,000	62.07%
盧雪兒女士(附註2)	配偶權益	好倉	310,350,000	62.07%
Ms. Yip Fei (Note 3)	Interest of spouse	Long position	310,350,000	62.07%
葉飛女士(附註3)	配偶權益	好倉	310,350,000	62.07%
Ms. Yu Siu Ping (Note 4)	Interest of spouse	Long position	310,350,000	62.07%
俞少萍女士(附註4)	配偶權益	好倉	310,350,000	62.07%
Ms. Chau Fung Kiu (Note 5)	Interest of spouse	Long position	310,350,000	62.07%
周鳳翹女士(附註5)	配偶權益	好倉	310,350,000	62.07%

Other Information

其他資料

Substantial Shareholders and Other Persons' Interests in Shares (Continued)

Interests or short positions in shares and underlying shares of the Company (Continued)

Notes:

1. eprint Limited is directly interested in approximately 58.5% in the Company.
2. Ms. Lo Suet Yee is the spouse of Mr. She. Under the SFO, Ms. Lo Suet Yee is taken to be interested in the same number of Shares in which Mr. She is interested.
3. Ms. Yip Fei is the spouse of Mr. Chong. Under the SFO, Ms. Yip Fei is taken to be interested in the same number of Shares in which Mr. Chong is interested.
4. Ms. Yu Siu Ping is the spouse of Mr. Lam. Under the SFO, Ms. Yu Siu Ping is taken to be interested in the same number of Shares in which Mr. Lam is interested.
5. Ms. Chau Fung Kiu is the spouse of Mr. WM Leung. Under the SFO, Ms. Chau Fung Kiu is taken to be interested in the same number of Shares in which Mr. WM Leung is interested.

Save as disclosed above, the Directors are not aware of any other persons who have interests or short positions 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, or which were recorded in the register required to be kept under section 336 of the SFO.

主要股東及其他人士之股份權益(續)

本公司股份及相關股份的權益或淡倉(續)

附註：

1. eprint Limited直接擁有本公司約58.5%權益。
2. 盧雪兒女士為余先生的配偶。根據證券及期貨條例，盧雪兒女士被視為於余先生所擁有權益之相同數目股份中擁有權益。
3. 葉飛女士為莊先生的配偶。根據證券及期貨條例，葉飛女士被視為於莊先生所擁有權益之相同數目股份中擁有權益。
4. 俞少萍女士為林先生的配偶。根據證券及期貨條例，俞少萍女士被視為於林先生所擁有權益之相同數目股份中擁有權益。
5. 周鳳翹女士為梁衛明先生的配偶。根據證券及期貨條例，周鳳翹女士被視為於梁衛明先生所擁有權益之相同數目股份中擁有權益。

除上文所披露者外，董事並不知悉有任何其他人士在本公司股份及相關股份中擁有要根據證券及期貨條例第XV部第2及3分部條文向本公司披露或已根據證券及期貨條例第336條規定備存的登記冊內記錄的權益或淡倉。

Other Information

其他資料

Purchase, Sale or Redemption of Securities

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities since the date of listing of the Company's securities on the Stock Exchange on 3 December 2013 up to the date of this interim report.

Model Code For Securities Transactions By Directors

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as the code of conduct regarding Directors' securities transactions. Having made specific enquiry by the Company to all Directors, the Company was not aware of any non-compliance with the required standards as set out in the Model Code since the Listing Date and up to the date of this interim report.

購入、出售或贖回證券

從二零一三年十二月三日本公司的證券於聯交所上市以來直至本中期報告日期，本公司或其任何附屬公司並無購入、出售或贖回本公司的任何上市證券。

董事進行證券交易的標準守則

本公司已採納上市規則附錄十列載的標準守則，作為董事證券交易有關的操守準則。本公司已向所有董事具體查詢，自上市日期及直至本中期報告日期，本公司並不知悉有任何不遵行標準守則所載標準的事件。

Other Information

其他資料

Corporate Governance

The Company has adopted the code provisions set out in the Corporate Governance Code and Corporate Governance Report (“CG Code”) as set out in Appendix 14 to the Listing Rules.

To the knowledge of the Board, the Company has fully complied with the code provisions in the CG Code since the date of listing of the Company's shares on the Stock Exchange on 3 December 2013 save for the deviation as explained below.

Code provision A.2.1 provides that the roles of the chairman and chief executive officer should be separated and should not be performed by the same individual. The Company does not at present separate the roles of the chairman and chief executive officer. Mr. She Siu Kee William is the chairman and chief executive officer of the Company. The Board believes that vesting the roles of both chairman and chief executive officer in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board further believes that the balance of power and authority for the present arrangement will not be impaired and is adequately ensured by the current Board which comprises experienced and high calibre individuals with sufficient number thereof being independent non-executive Directors.

企業管治

本公司已採納上市規則附錄十四列載的企業管治守則及企業管治報告（「企業管治守則」）所列載的守則條文。

據董事會所知，自二零一三年十二月三日日本公司的股份於聯交所上市以來，本公司已完全遵從企業管治守則的守則條文，下文所述偏離者則除外。

守則條文第A.2.1條規定，主席和行政總裁角色須分開，不得由同一人擔任。本公司現不將主席與行政總裁角色分開。余紹基先生為本公司主席及行政總裁。董事會相信將主席與行政總裁角色集於同一人，有確保集團內一致領導的好處，並可讓本集團實踐更具效率和效益的整體策略規劃。董事會更相信，由於會內亦有足夠數目的獨立非執行董事，故目前安排的權力及職權平衡不會受到損害，可由目前擁有經驗豐富和能幹成員的董事會充份確保。

Other Information

其他資料

Audit Committee

The Company established an audit committee (the "Audit Committee") on 13 November 2013 with written terms of reference in compliance with the CG Code, and currently comprises three independent non-executive Directors, namely Ms. Luk Mei Yan (as chairman), Dr. Lung Cheuk Wah and Mr. Chi Man Shing Stephen. The primary duties of the Audit Committee are to review the financial reporting process and internal control system of the Group. The Audit Committee has reviewed the Company's unaudited interim financial statements for the six months ended 30 September 2013.

By order of the Board
eprint Group Limited
She Siu Kee William
Chairman

Hong Kong, 14 December 2013

審核委員會

本公司於二零一三年十一月十三日，根據企業管治守則成立審核委員會（「審核委員會」），設有書面職權範圍，現時由三名獨立非執行董事組成，即陸美恩女士（出任主席）、龍卓華博士及池文盛先生。審核委員會的主要職責是檢討本集團的財務報告程序及內部控制系統。審核委員會已審閱本公司截至二零一三年九月三十日止六個月未經審核中期財務報表。

承董事會命
eprint集團有限公司
余紹基
主席

香港，二零一三年十二月十四日



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