



AMCO UNITED HOLDING LIMITED  
雋泰控股有限公司\*

(Incorporated in Bermuda with limited liability) (於百慕達註冊成立之有限公司)  
(Stock Code 股份代號 : 630)

Interim Report  
**2015**  
中期報告

\* For identification purposes only  
僅供識別

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### RESULTS, BUSINESS REVIEW AND PROSPECTS

#### Results

For the six months ended 30 June 2015, the Company and its subsidiaries (collectively referred to as the “Group”) principally engaged in (i) the manufacture and sale of medical devices products (the “Medical Devices Business”); (ii) the manufacture and sale of plastic moulding products (the “Plastic Moulding Business”); (iii) the provision of public relations services (the “PR Business”); and (iv) the provision of human resources management services (the “HR Business”).

During the period under review, turnover of the Group amounted to HK\$35.9 million, representing an increase of HK\$1.5 million or 4.3% from HK\$34.4 million of the same period last year. The increase in revenue was mainly attributable to the rebound in demand of medical devices products, partially offset by the decreasing production orders due to certain plastic moulding products discontinued.

Benefited from improving profit margin of sales orders by effectively adjusting product mix between medical devices and plastic moulding products, gross profit of the Group increased by 49.5% or HK\$1.8 million to HK\$5.5 million, as compared to HK\$3.7 million for the corresponding period of 2014. Gross profit margin increased by 4.6 percentage points to 15.2% (30 June 2014: 10.6%).

Other income amounted to HK\$0.9 million, recorded an increase of 111.0% as compared to HK\$0.4 million in the corresponding period of 2014. Such growth was mainly attributable to the gain on disposal of property, plant and equipment in Plastic Moulding Business.

### 業績、業務回顧及前景

#### 業績

截至二零一五年六月三十日止六個月，本公司及其附屬公司（統稱「本集團」）的主要業務為(i)製造及銷售醫療設備產品（「醫療設備業務」）；(ii)製造及銷售塑膠模具產品（「塑膠模具業務」）；(iii)提供公共關係服務（「公關業務」）；及(iv)提供人力資源管理服務（「人力資源業務」）。

於回顧期間，本集團之營業額為35,900,000港元，較去年同期之34,400,000港元增加1,500,000港元或4.3%。收入增加主要源於醫療設備產品需求回升，惟因終止經營若干塑膠模具產品導致生產訂單減少而被部分抵銷。

受惠於有效調整醫療設備及塑膠模具產品之產品組合令銷售訂單利潤改善，本集團之毛利較二零一四年同期之3,700,000港元增加49.5%或1,800,000港元至5,500,000港元。毛利率上升4.6個百分點至15.2%（二零一四年六月三十日：10.6%）。

其他收入為900,000港元，較二零一四年同期之400,000港元增加111.0%。其他收入增加主要源於塑膠模具業務出售物業、廠房及設備之收益。

## RESULTS, BUSINESS REVIEW AND PROSPECTS

(continued)

### Results (continued)

With the implementation of stringent cost control and streamlining measures, the distribution costs and administrative expenses of the Group declined by HK\$0.8 million and HK\$4.1 million to HK\$0.6 million and HK\$14.8 million respectively (30 June 2014: HK\$1.4 million and HK\$18.9 million respectively), which represent a reduction of 57.2% and 21.9% against the corresponding period of 2014 respectively.

During the period under review, there was no impairment loss incurred for goodwill and the recognition of loss in fair value upon the conversion of convertible notes through profit and loss, while the amounts recognised for the corresponding period of 2014 were HK\$4.0 million and HK\$4.0 million respectively.

As a result, the Group's overall loss attributable to owners of the Group was HK\$9.0 million, which shows a decrease of 63.9% as compared to HK\$24.9 million loss in the corresponding period of 2014.

### Business Review

#### *Medical Devices Business*

For the six months ended 30 June 2015, the Medical Devices Business recorded a revenue of HK\$24.2 million, representing an increase of 193.1% or HK\$16.0 million as compared to HK\$8.2 million in the same period last year. This amount represented 67.2% of the Group's total revenue for the period under review. The increase of revenue was mainly due to the increase in sales orders from its key customer in America as a result of the strong demand of customer's end product. Such growth in demand was attributable to the sustainable recovery from the ultimate customer's product recall in 2013 and the rebound of market demand for certain medical devices products from sluggish retail environment over the past few years.

## 業績、業務回顧及前景 (續)

### 業績 (續)

透過嚴格之成本控制及精簡措施，本集團之分銷成本及行政開支分別較二零一四年同期減少800,000港元及4,100,000港元至600,000港元及14,800,000港元（二零一四年六月三十日：分別為1,400,000港元及18,900,000港元），減幅分別為57.2%及21.9%。

於回顧期間，並無產生商譽減值虧損，亦無因轉換可換股票據而確認計入損益之公允價值虧損，而二零一四年同期則就有關項目分別確認4,000,000港元及4,000,000港元。

因此，本集團整體之擁有人應佔虧損為9,000,000港元，較二零一四年同期之虧損24,900,000港元減少63.9%。

### 業務回顧

#### *醫療設備業務*

截至二零一五年六月三十日止六個月，醫療設備業務錄得收入24,200,000港元，較去年同期之8,200,000港元增加193.1%或16,000,000港元。該金額佔本集團於回顧期間之總收入之67.2%。收入增加之主要原因為來自美國之主要客戶因其顧客對終端產品需求殷切而增加銷售訂單，而需求增長源於終端客戶需求從二零一三年回收產品中持續恢復，加上市場對若干醫療設備產品之需求從過去數年零售環境不振中回升。

### RESULTS, BUSINESS REVIEW AND PROSPECTS

(continued)

#### Business Review (continued)

##### *Medical Devices Business (continued)*

After the end-product relaunched in the fourth quarter of 2013 and the respective inventory consumed in the following months, sales orders was on the track to resume normal from the second half of 2014. The increase in sales orders began to drive profitability relief from the short-term production inefficiency which was triggered by the product recall in the last two years. As a result, segmental loss has been narrowed to HK\$84,000, representing a decrease of approximately HK\$2.8 million or 97.1% compared to a loss of HK\$2.9 million in the same period last year.

##### *Plastic Moulding Business*

As disclosed in the announcement of the Company dated 12 January 2015, the Group would cease the operation of the Plastics Moulding Business by the end of the first quarter of 2015. As further updated by the Company in its announcement dated 14 July 2015, in the first half year of 2015, the Group has ceased the production of majority of the products, which contributed to a relatively low gross profit margin. However, the Group has been accepting production orders of mould fabrication and some products, which have a relatively higher gross profit margin. As a result, the revenue from this segment decreased by HK\$14.8 million, or 56.3%, to HK\$11.4 million, as compared to HK\$26.2 million for the corresponding period of 2014, which accounts for 31.8% of the Group's total revenue. As at the date of this report, the Company has not yet ceased the operation of the Plastic Moulding Business. The Group will closely monitor the business condition of the business segment and will update the shareholders of the Company as and when appropriate.

### 業績、業務回顧及前景 (續)

#### 業務回顧 (續)

##### *醫療設備業務 (續)*

自終端產品於二零一三年第四季重推，以及相關存貨於隨後數月清理後，銷售訂單重上軌道，於二零一四年下半年恢復正常水平。銷售訂單增加已開始推動盈利，解決過去兩年產品回收造成之短期生產效率下降問題。因此，分部虧損已收窄至84,000港元，較去年同期虧損2,900,000港元減少約2,800,000港元或97.1%。

##### *塑膠模具業務*

誠如本公司日期為二零一五年一月十二日之公佈所披露，本集團會於二零一五年第一季末前終止經營塑膠模具業務。據本公司於二零一五年七月十四日之公佈中進一步提供之更新資料，於二零一五年上半年，本集團已終止生產大部份毛利率相對較低之產品，然而，本集團仍一直承接毛利率相對較高之模具製造及若干產品之生產訂單。因此，此分部之收入較二零一四年同期之26,200,000港元減少14,800,000港元或56.3%至11,400,000港元，佔本集團總收入之31.8%。於本報告日期，本公司仍未終止經營塑膠模具業務。本集團將密切監察此業務分部之業務狀況，並將於適當時候向本公司股東提供更新資料。

## RESULTS, BUSINESS REVIEW AND PROSPECTS

(continued)

### Business Review (continued)

#### *Plastic Moulding Business (continued)*

Along with the improvement in profit margin of the sales orders, the cost containment program including outsourcing of certain manufacturing processes and relocation of production plant also contributed to the enhanced financial performance of this segment. As the reduction of distribution costs and administrative expenses driven by the effect of cost savings and the upfront expenses of out-sourcing and plant relocation were mainly absorbed in last year, the segmental loss for the period under review hence decreased by 91.2% to HK\$0.7 million, as compared to HK\$7.3 million for the same period of 2014.

#### *PR Business and HR Business ("New Businesses")*

The Group has been continuously looking for opportunities to diversify its income and asset base with a view to lessen the reliance on its existing businesses. By maintaining a diversified and balanced portfolio of products and services, the Group considers the New Businesses will enable corporate growth and generate stable income from different business sectors as recurrent sources of revenue.

The Group realised that to many organisations, managing the relationships between organisations and service providers has become increasingly complex, while larger organisations were more likely to have consultation services. The growth in outsourcing, in particular of public relations ("PR") services and human resource ("HR") activities, has been triggered by the enduring efforts of organisations to reduce costs, to focus on strategic issues, and to improve services to the employees. Therefore, the Group took this opportunity to penetrate the PR and HR services sectors so as to further diversify its business and source of income flow. In April 2015, the Group has set up an office for both PR Business and HR Business in Central, Hong Kong.

## 業績、業務回顧及前景 (續)

### 業務回顧 (續)

#### *塑膠模具業務 (續)*

除銷售訂單利潤改善外，成本控制計劃（包括外判若干製造工序及搬遷生產廠房）亦有助提升此分部之財務表現。由於外判及搬遷廠房令成本減省，加上所產生之開支已計入去年賬目，分銷成本及行政費用得以減少，因此，分部虧損於回顧期間較二零一四年同期之7,300,000港元減少91.2%至700,000港元。

#### *公關業務及人力資源業務 ("新業務")*

本集團一直尋求機會多元化發展其收入及資產基礎，務求減少倚靠其現有業務。透過保持產品及服務組合多元化及均衡，本集團認為新業務將有助達致企業增長，並從不同業務分部產生穩定收入，作為經常性收入來源。

本集團了解到，對不少機構而言，機構與服務供應商之關係日趨複雜，故較大型機構傾向使用顧問服務協助管理。機構致力削減成本、專注策略性事宜及改善為僱員提供之服務，促成外判服務（尤其是公共關係（「公關」）服務及人力資源活動）增長。因此，本集團把握機會進軍公關及人力資源服務行業，藉此進一步多元化發展其業務，擴闊收入來源。於二零一五年四月，本集團已於香港中環設立公關業務及人力資源業務之辦事處。

### RESULTS, BUSINESS REVIEW AND PROSPECTS

(continued)

#### Business Review (continued)

*PR Business and HR Business ("New Businesses") (continued)*

##### *PR Business*

The Group has recently recruited a team of PR consultants, who provide PR services to corporate, to assist clients in building up and maintaining their corporate image and marketing the corporations to the public and media through a series of corporate functions. During the period under review, the revenue contribution to the Group and segmental loss of PR Business were HK\$0.2 million and HK\$64,000 respectively.

##### *HR Business*

The Group also set up a team of eight recruitment consultants and three staff members to operate the HR Business and started to deliver broad-based human resources solutions for general and investment banks and multi-national corporations, providing customers a "one stop-shop" to fulfill their staffing needs from professional services and consulting to clerical positions. The recruitment consultants have approached several banking and non-banking clients to obtain the job descriptions of the soliciting staff. The recruitment consultants have also conducted interviews with a number of potential candidates to identify their capabilities. Meanwhile, a database for potential candidates has been set up for staff searching and matching purposes. During the period under review, the segmental revenue and loss of HR Business were HK\$0.2 million and HK\$0.3 million respectively.

### 業績、業務回顧及前景 (續)

#### 業務回顧 (續)

*公關業務及人力資源業務 ("新業務") (續)*

##### *公關業務*

近期，本集團已招募一支公關顧問團隊，為企業提供公關服務，協助客戶建立及保持企業形象，並透過一系列企業活動進行市場推廣，加深公眾及傳媒對有關企業之認識。於回顧期內，公關業務為本集團貢獻收入200,000港元，而分部虧損為64,000港元。

##### *人力資源業務*

本集團亦已建立一支由八名招聘顧問及三名員工組成之團隊負責經營人力資源業務，開始為一般及投資銀行與跨國企業提供範圍廣泛之人力資源解決方案，為客戶提供「一站式」服務，滿足由專業服務及顧問以至文職人員方面之人事需要。招聘顧問已接觸多名銀行及非銀行客戶，以取得擬延攬人員之工作內容。招聘顧問亦已面見有潛質之人選，了解其能力。同時，人力資源業務已建立潛在入選的數據庫，以作人員搜尋及配對用途。於回顧期間，人力資源業務之分部收入及虧損分別為200,000港元及300,000港元。

## RESULTS, BUSINESS REVIEW AND PROSPECTS

(continued)

### Prospect

2015 will be a year of achieving various milestones for the strategic transformation of the Group including sustained cost saving, effective product mix fine-tuning and diversified business development. The implementation of cost saving program since 2013 successfully has maintained the production cost at relatively low level and contribute to overcome short-term headwinds for sustainable growth in the past two years.

In addition, the Group has bolstered effort to effectively adjust the product mix towards higher profit margin sales orders and hence has further enhanced corporate profitability. As the preparation work for the New Businesses has completed in the first half of 2015, leveraging on the rising awareness of corporate communications functions and the increasing demand for human resources management, the New Businesses are believed to become a thrust for the growth of the Group's revenue.

Furthermore, as disclosed in the announcements of the Company dated 12 January 2015 and 23 June 2015, the Group is currently exploring the opportunities of the business in provision of money lending ("Money Lending Business") and other financial related services. Also as disclosed in the announcement of the Company dated 21 May 2015, the Company signed a non-binding memorandum of understanding with a target company, which is operating in the industry of building construction, building maintenance and improvement work ("Engineering Business"). Details of these projects are set out as below respectively.

## 業績、業務回顧及前景 (續)

### 前景

二零一五年，本集團將於策略性轉型方面豎立多個里程碑，包括持續節省成本、有效微調產品組合及多元化發展業務。成本節省計劃自二零一三年推行已來，於過去兩年成功將生產成本維持於偏低水平，並協助克服不同短期逆境，造就可持續增長。

此外，本集團加強有效調整產品組合，配合較高利潤之銷售訂單，令企業盈利能力進一步提升。隨着新業務之籌備工作於二零一五年上半年完成，相信新業務將乘企業傳訊日受重視、人力資源管理需求有增無減之勢，推動本集團收入增長。

另外，誠如本公司日期為二零一五年一月十二日及二零一五年六月二十三日之公佈所披露，本集團現正尋求有關提供放貸（「放貸業務」）及其他財務相關服務之商機。另外，誠如本公司日期為二零一五年五月二十一日之公佈所披露，本公司與一間目標公司簽訂不具約束力之諒解備忘錄，該公司從事樓宇建造、樓宇維修及改善工程行業（「工程業務」）。該等項目之詳情分別載列於下文。



### RESULTS, BUSINESS REVIEW AND PROSPECTS

(continued)

#### Prospect (continued)

##### *Money Lending Business*

The Group is currently exploring the opportunities of the Money Lending Business and other financial related services. During the period under review, the Group lodged an application for obtaining a money lenders licence (“Licence”) to the Registrar of Money Lenders pursuant to the Money Lender Ordinance (Chapter 163 of the Laws of Hong Kong). On 25 August 2015, the Licence has been granted and the according business is expected to become a new growth driver for the Group’s revenue.

##### *Possible acquisition of Engineering Business (“Possible Acquisition”)*

On 21 May 2015, the Company entered into a memorandum of understanding (“MOU”) with two individuals (the “Prospective Seller”) in relation to the possible acquisition of the entire equity interest of a company principally engaged in building construction, building maintenance and improvement works, project management, renovation and decoration works in Hong Kong. On 20 August 2015, the Company and the Prospective Seller entered into an addendum to the MOU to extend the expiry date of the exclusivity period to 30 September 2015. As at the date of this report, the parties to the MOU are still in discussion on the terms of the Possible Acquisition. Further announcement in relation to the MOU will be made by the Company as and when appropriate. Details of the Possible Acquisition are set out in the Company’s announcements dated 21 May 2015 and 20 August 2015, respectively.

### 業績、業務回顧及前景 (續)

#### 前景 (續)

##### *放貸業務*

本集團現正尋求有關放貸業務及其他財務相關服務之商機。於回顧期間，本集團已根據香港法例第163章放債人條例向放債人註冊處處長遞交申請以獲得放債人牌照（「牌照」）。於二零一五年八月二十五日，本集團獲發牌照，而相關業務預期將成為本集團收入的新增長動力。

##### *可能收購工程業務（「可能收購事項」）*

於二零一五年五月二十一日，本公司與兩名個人（「潛在賣方」）訂立一份諒解備忘錄（「諒解備忘錄」），內容有關可能收購主要於香港從事樓宇建造、樓宇維修及改善工程、項目管理、翻新及裝修工程之公司之全部股權。於二零一五年八月二十日，本公司與潛在賣方訂立一份諒解備忘錄之附錄，以將獨家期之屆滿日期延遲至二零一五年九月三十日。於本報告日期，諒解備忘錄訂約各方仍在磋商可能收購事項之條款。本公司將於適當時候另行發表有關諒解備忘錄之公佈。可能收購事項之詳情載於本公司日期分別為二零一五年五月二十一日及二零一五年八月二十日之公佈。

## FINANCIAL REVIEW

### Capital structure

As of 30 June 2015, the Group's consolidated net asset was approximately HK\$39.2 million, representing a decrease of approximately HK\$9 million as compared to HK\$48.2 million that of 31 December 2014.

As at 30 June 2015, the Company has 306,486,321 shares of HK\$0.01 each in issue. On 28 April 2015, the Company effected a capital reorganisation, which included:

- (i) share consolidation of every five issued and unissued shares of par value HK\$0.01 each into one consolidated share of par value HK\$0.05 each. The total number of consolidated shares in the issued share capital of the Company immediately following the share consolidation was rounded down to a whole number by cancelling any fraction in the issued share capital of the Company which might arise from the share consolidation;
- (ii) capital reduction of the par value of each issued consolidated share from HK\$0.05 to HK\$0.01 by cancellation of HK\$0.04 of the paid-up capital on each issued consolidated share; and
- (iii) the credits arising in the books of the Company from the capital reduction of approximately HK\$12,259,452.85 was credited to the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda.

### 財務回顧

#### 股本架構

於二零一五年六月三十日，本集團之綜合資產淨值約為39,200,000港元，較二零一四年十二月三十一日之48,200,000港元減少約9,000,000港元。

於二零一五年六月三十日，本公司有306,486,321股每股面值0.01港元之已發行股份。於二零一五年四月二十八日，本公司進行股本重組，包括：

- (i) 股份合併，將每5股每股面值0.01港元之已發行及未發行股份合併為1股面值0.05港元之合併股份。本公司於緊隨股份合併後之已發行股本中之合併股份總數，透過註銷本公司已發行股本中可能因股份合併而產生之任何碎股下調至整數；
- (ii) 股本削減，透過註銷每股已發行合併股份之繳足股本0.04港元，將每股已發行合併股份之面值由0.05港元削減至0.01港元；及
- (iii) 將因股本削減而於本公司賬目產生之進賬約12,259,452.85港元計入百慕達一九八一年公司法所界定之本公司繳入盈餘賬。

#### FINANCIAL REVIEW (continued)

##### Capital structure (continued)

On 24 March 2014, the Company and a placing agent (the “Placing Agent I”) entered into a placing agreement under the general mandate (the “GM Placing Agreement I”), pursuant to which the Company conditionally agreed to offer for subscription and the Placing Agent I agreed to procure, failing which, the Placing Agent I itself would subscribe for 175,160,000 placing shares (the “GM Placing Shares I”) at a price of HK\$0.239 per GM Placing Share I (collectively, the “GM Placing I”). The closing price of the Company’s shares quoted on the Stock Exchange on 21 March 2014, being the last trading day immediately prior to the date of the GM Placing Agreement I was HK\$0.265 per share. On 7 April 2014, the GM Placing I was completed. The Company issued a total of 175,160,000 GM Placing Shares I at a price of HK\$0.239 each to not less than six independent places. The Company received the net proceeds of approximately HK\$40.3 million from the GM Placing I, representing a net issue price of HK\$0.2298 per GM Placing Share I, of which (i) approximately HK\$10.3 million was used for repayment of short term loan and accrued loan interest; (ii) approximately HK\$15.8 million was used for repayment of amount due to a Director; and (iii) approximately HK\$14.2 million was used for payment of general corporate expenses.

#### 財務回顧 (續)

##### 股本架構 (續)

於二零一四年三月二十四日，本公司與配售代理（「配售代理I」）根據一般授權訂立一份配售協議（「一般授權配售協議I」），據此，本公司已有條件同意提呈以供認購，而配售代理I已同意促使以每股配售股份（「一般授權配售股份I」）0.239港元之價格認購175,160,000股一般授權配售股份I。倘一般授權配售股份I未獲認購，則由配售代理I本身認購（統稱為「一般授權配售I」）。本公司股份於二零一四年三月二十一日（即緊接一般授權配售協議I訂立日期前之最後一個交易日）在聯交所報之收市價為每股0.265港元。一般授權配售I已於二零一四年四月七日完成。本公司以每股0.239港元之價格發行合共175,160,000股一般授權配售股份I予不少於六名獨立承配人。本公司由一般授權配售I獲得之所得款淨額約為40,300,000港元（相當於淨發行價每股一般授權配售股份I 0.2298港元），其中(i)約10,300,000港元用於償還短期貸款及應計貸款利息；(ii)約15,800,000港元用於償還應付董事款項；及(iii)約14,200,000港元用於支付一般企業開支。

## FINANCIAL REVIEW (continued)

### Capital structure (continued)

On the same date, the Company and the Placing Agent I also entered into another placing agreement (the "SM Placing Agreement I") under a specific mandate, pursuant to which, the Company conditionally agreed to place through the Placing Agent I on a best endeavor basis, up to 175,160,000 placing shares (the "SM Placing Shares I") to not less than six places at a placing price HK\$0.239 per SM Placing Share I by 30 June 2014 or such other date as the parties may agree in writing (collectively, the "SM Placing I"). Pursuant to an ordinary resolution passed by the Shareholders at the special general meeting on 20 June 2014 and all of the conditions as set out in the Company's circular dated 4 June 2014 was fulfilled, the Company issued a total of 175,160,000 SM Placing Shares I at a price of HK\$0.239 each to not less than six independent places. The Company received the net proceeds of approximately HK\$40.1 million from the SM Placing I, representing a net issue price of HK\$0.2289 per SM Placing Share I, of which HK\$14.6 million was used as intended as to (i) approximately HK\$8.3 million for the research and development of new medical and/or healthcare products and services; (ii) approximately HK\$1.3 million for the launch of new medical and/or healthcare products and service; (iii) approximately HK\$1.2 million for the set up and development of e-commerce platform; and (iv) approximately HK\$3.8 million for the development of the provision of public relations services and human resources management services. The remaining net proceeds of approximately HK\$25.5 million had not yet been utilised and remains in the bank for intended use.

Details of the GM Placing I and the SM Placing I are set out in the Company's announcements dated 24 March 2014, 7 April 2014, 30 June 2014, 12 January 2015 and 23 June 2015, respectively and the Company's circular dated 4 June 2014.

## 財務回顧 (續)

### 股本架構 (續)

同日，本公司亦與配售代理I根據一項特別授權訂立另一份配售協議（「特別授權配售協議I」），據此，本公司已有條件同意於二零一四年六月三十日或之前或訂約雙方可能書面協定之其他日期，透過配售代理I盡力以每股配售股份I（「特別授權配售股份I」）0.239港元之配售價配售最多175,160,000股特別授權配售股份I予不少於六名承配人（統稱為「特別授權配售I」）。根據股東於二零一四年六月二十日舉行之股東特別大會上通過之一項普通決議案，且本公司日期為二零一四年六月四日之通函所載之所有條件均已達成，本公司以每股0.239港元之價格發行合共175,160,000股特別授權配售股份I予不少於六名獨立承配人。本公司由特別授權配售I獲得之所得款淨額約為40,100,000港元（相當於淨發行價每股特別授權配售股份I 0.2289港元），其中14,600,000港元已按擬定用途動用，當中(i)約8,300,000港元用於研發新醫療及／或保健產品及服務；(ii)約1,300,000港元用於推出新醫療及／或保健產品及服務；(iii)約1,200,000港元用於設立及開發電子商務平台；及(iv)約3,800,000港元用於發展提供公共關係及人力資源管理服務。餘下所得款項淨額約25,500,000港元尚未動用，置存於銀行以待作擬定用途。

一般授權配售I及特別授權配售I之詳情載於本公司日期分別為二零一四年三月二十四日、二零一四年四月七日、二零一四年六月三十日、二零一五年一月十二日及二零一五年六月二十三日之公佈，以及本公司日期為二零一四年六月四日之通函。

### FINANCIAL REVIEW (continued)

#### Capital structure (continued)

On 31 October 2014, the Company and another placing agent (the "Placing Agent II") entered into a placing agreement under the general mandate (the "GM Placing Agreement II"), pursuant to which the Company conditionally agreed to offer for subscription and the Placing Agent II agreed to procure, failing which, the Placing Agent II itself will subscribe for 226,200,000 placing shares (the "GM Placing Shares II") at a price of HK\$0.118 per GM Placing Share II (collectively, the "GM Placing II"). The closing price of the Company's shares quoted on the Stock Exchange on 31 October 2014, being the date of the GM Placing Agreement II was HK\$0.144 per share. On 14 November 2014, the GM Placing II was completed. The Company received the net proceeds of approximately HK\$25.4 million from the GM Placing II, representing a net issue price of HK\$0.112 per GM Placing Share II, of which approximately HK\$4.0 million was used as general working capital and the unutilised net proceeds of approximately HK\$21.4 million was placed at the bank for intended use. Details of the GM Placing II are set out in the Company's announcements dated 31 October 2014, 14 November 2014 and 23 June 2015, respectively.

On 23 June 2015, the Company had entered into an underwriting agreement with an underwriter, in relation to proposed rights issue of 919,458,963 shares at HK\$0.435 per rights share on the basis of three rights shares for every one share in issue. On 6 July 2015, the underwriting agreement was terminated as the parties did not come to any agreement on the revised structure of the proposed rights issue and in light of the market sentiment. Details of the proposed rights issue were disclosed in the Company's announcements dated 23 June 2015 and 6 July 2015, respectively.

### 財務回顧 (續)

#### 股本架構 (續)

於二零一四年十月三十一日，本公司與另一配售代理（「配售代理II」）根據一般授權訂立一份配售協議（「一般授權配售協議II」），據此，本公司已有條件同意提呈以供認購，而配售代理II已同意促使以每股配售股份（「一般授權配售股份II」）0.118港元之價格認購226,200,000股一般授權配售股份II，倘一般授權配售股份II未獲認購，則由配售代理II本身認購（統稱為「一般授權配售II」）。本公司股份於二零一四年十月三十一日（即一般授權配售協議II之訂立日）在聯交所所報之收市價為每股0.144港元。一般授權配售II已於二零一四年十一月十四日完成。本公司由一般授權配售II獲得之所得款淨額約為25,400,000港元（相當於淨發行價每股一般授權配售股份II 0.112港元），其中約4,000,000港元用作一般營運資金，而未動用之所得款淨額約21,400,000港元置存於銀行以待作擬定用途。一般授權配售II之詳情載於本公司日期分別為二零一四年十月三十一日、二零一四年十一月十四日及二零一五年六月二十三日之公佈。

於二零一五年六月二十三日，本公司與一名包銷商訂立包銷協議，內容有關建議按每持有一股已發行股份可獲發三股供股股份之基準進行供股，按每股供股股份0.435港元發行919,458,963股股份。於二零一五年七月六日，由於訂約方並無就建議供股之經修訂架構達成任何協議及鑑於當前市場氣氛，因此包銷協議已經終止。建議供股之詳情於本公司日期分別為二零一五年六月二十三日及二零一五年七月六日之公佈披露。

### FINANCIAL REVIEW (continued)

#### Capital structure (continued)

On 14 July 2015, the Company and the Placing Agent I entered into a placing agreement under the general mandate (the “GM Placing Agreement III”), pursuant to which the Company has conditionally agreed to offer for subscription and the Placing Agent I agreed to procure, failing which, the Placing Agent I itself would subscribe for 61,200,000 placing shares (the “GM Placing Shares III”) at a price of HK\$0.328 per GM Placing Share III (collectively, the “GM Placing III”). The closing price of the Company’s shares quoted on the Stock Exchange on 14 July 2015, being the date of the GM Placing Agreement III was HK\$0.400 per share. On 24 July 2015, the GM Placing III was completed. The Company received the net proceeds of approximately HK\$19.2 million from the GM Placing III, representing a net issue price of HK\$0.314 per GM Placing Share III, would be used as general working capital of the Group. As at the date of this report, the entire net proceeds has not been utilised and remains in the bank for intended use.

On the same date, the Company and the Placing Agent I also entered into another placing agreement (the “SM Placing Agreement II”) under a specific mandate, pursuant to which, the Company conditionally agreed to place through the Placing Agent I on a best endeavour basis, up to 612,900,000 placing shares (the “SM Placing Shares II”) to not less than six places at a placing price of HK\$0.328 per SM Placing Share II by 30 September 2015 or such other date as the parties may agree in writing (collectively, the “SM Placing II”). The SM Placing Shares II will be allotted and issued pursuant to the specific mandate be obtained at the special general meeting of the Company. The net proceed of approximately HK\$194.5 million after deducting commission and placing expenses, are intended to be utilised as to (i) approximately HK\$84.5 million for the business development of the Possible Acquisition, in which HK\$77.5 million for bidding and underwriting construction projects from Hong Kong Housing Authority and private developers and HK\$7.0 million for general working capital of the Possible Acquisition; and (ii) approximately HK\$110.0 million for purchasing an office in Hong Kong for the Group.

Details of the GM Placing III and the SM Placing II are set out in the Company’s announcements dated 14 July 2015 and 24 July 2015, respectively.

### 財務回顧 (續)

#### 股本架構 (續)

於二零一五年七月十四日，本公司與配售代理I根據一般授權訂立一份配售協議（「一般授權配售協議III」），據此，本公司已有條件同意提呈以供認購，而配售代理I已同意促使以每股配售股份（「一般授權配售股份III」）0.328港元之價格認購61,200,000股一般授權配售股份III，倘一般授權配售股份III未獲認購，則由配售代理I本身認購（統稱為「一般授權配售III」）。本公司股份於二零一五年七月十四日（即一般授權配售協議III之訂立日）在聯交所所報之收市價為每股0.400港元。一般授權配售III已於二零一五年七月二十四日完成。本公司由一般授權配售III獲得之所得款淨額約為19,200,000港元（相當於淨發行價每股一般授權配售股份III 0.314港元），將用作本集團之一般營運資金。於本報告日期，全部所得款項淨額尚未動用，置存於銀行以待作擬定用途。

同日，本公司亦與配售代理I根據一項特別授權訂立另一份配售協議（「特別授權配售協議II」），據此，本公司已有條件同意於二零一五年九月三十日或之前或訂約雙方可能書面協定之其他日期，透過配售代理I盡力以每股配售股份（「特別授權配售股份II」）0.328港元之配售價配售最多612,900,000股特別授權配售股份II予不少於六名承配人（統稱為「特別授權配售II」）。特別授權配售股份II將根據將於本公司之股東特別大會上徵求之特別授權配發及發行。經扣除佣金及配售費用後，所得款項淨額約為194,500,000港元，其中：(i)約84,500,000港元擬用作可能收購事項之業務發展，當中77,500,000港元用作投標及承攬香港房屋委員會及私人發展商之建造工程，而7,000,000港元用作可能收購事項之一般營運資金；及(ii)約110,000,000港元擬用作為本集團於香港購置辦公室。

一般授權配售III及特別授權配售II之詳情載於本公司日期分別為二零一五年七月十四日及二零一五年七月二十四日之公佈。

### FINANCIAL REVIEW (continued)

#### Debt structure

As at 30 June 2015, the Group's total borrowing from financial institution was zero (as at 31 December 2014: HK\$2.2 million). The Group's total cash and bank balances amounted to approximately HK\$53.4 million at the end of the period under review, which was about HK\$9.2 million less than the position of HK\$62.6 million at 31 December 2014.

#### Working capital and liquidity

As at 30 June 2015, the Group's current ratio and quick ratio were 2.2 and 2.1 respectively (30 June 2014: 1.9 and 1.8 respectively). Inventory turnover on sales decreased to 5 days (30 June 2014: 27 days). Receivable turnover of continuing operations was 51 days (30 June 2014: 54 days).

#### Contingent liabilities and charges

As at 30 June 2015, the Group had no assets pledged (31 December 2014: HK\$1.6 million) to secure bank facilities and finance lease obligations. The Group had no material contingent liabilities at 30 June 2015.

#### Foreign Currency Exposure

The Group's monetary assets, liabilities and transactions are mainly denominated in United States dollars, Renminbi and Hong Kong dollars. Since Hong Kong dollars are pegged to United States dollars and the exchange rate of Renminbi to Hong Kong dollars was relatively stable during the period, the Group's exposure to the potential foreign currency risk is relatively limited.

### EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2015, the Group's employee number was 34 (31 December 2014: 36). The Group's employees are remunerated largely based on their performance and experience, alongside with the current industry practices. Remuneration packages of employees include salaries, insurance, mandatory provident fund and share option scheme. Other employee benefits include medical cover, housing allowance and discretionary bonuses.

### INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2015 (2014: Nil).

### 財務回顧 (續)

#### 債務架構

於二零一五年六月三十日，本集團來自金融機構之總借貸為零（於二零一四年十二月三十一日：2,200,000港元）。於回顧期間期末，本集團之現金及銀行結餘總額約為53,400,000港元，較二零一四年十二月三十一日之62,600,000港元減少約9,200,000港元。

#### 營運資金及流動資金

於二零一五年六月三十日，本集團之流動比率及速動比率分別為2.2及2.1（二零一四年六月三十日：分別為1.9及1.8）。存貨銷售周轉期減至5天（二零一四年六月三十日：27天）。持續經營業務之應收款項周轉期為51天（二零一四年六月三十日：54天）。

#### 或然負債及抵押

於二零一五年六月三十日，本集團並無抵押任何資產（二零一四年十二月三十一日：1,600,000港元），作為銀行信貸及融資租賃承擔之擔保。於二零一五年六月三十日，本集團並無重大或然負債。

#### 外幣風險

本集團之貨幣資產、負債及交易主要以美元、人民幣及港元計值。由於港元與美元掛鈎，而人民幣兌港元之匯率於期內相對穩定，因此，本集團之潛在外幣風險相對有限。

### 僱員及薪酬政策

於二零一五年六月三十日，本集團僱員人數為34人（二零一四年十二月三十一日：36人）。本集團給予僱員之薪酬大致上按彼等之表現及經驗而定，並參考行內目前慣例。僱員薪酬待遇包括薪金、保險、強制性公積金及購股權計劃。其他僱員福利包括醫療保障、房屋津貼及酌情花紅。

### 中期股息

董事會不建議派付截至二零一五年六月三十日止六個月之中期股息（二零一四年：無）。

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ASSOCIATED CORPORATIONS

As at 30 June 2015, the interests or short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were as follows:

### Long positions

#### Shares and underlying shares of the Company

Name of Director	Capacity	Number of ordinary shares 普通股數目		Number of underlying shares held under share option scheme 根據購股權計劃持有相關股份數目	Number of underlying shares held under performance incentive agreement 根據履約獎勵協議持有相關股份數目	Total	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本之概約百分比
		Personal interests 個人權益	Corporate interests 公司權益				
Mr. Yip Wai Lun, Alvin 葉偉倫先生	Interest of controlled corporation 受控制公司之權益	-	35,025,346 (Note 1) (附註1)	-	94,455,851 (Note 2) (附註2)	129,481,197	42.25%

## 董事及最高行政人員於本公司及相聯法團股份、相關股份及債券之權益及淡倉

於二零一五年六月三十日，本公司董事及最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中，擁有根據證券及期貨條例第352條列入本公司須存置之登記冊內之權益或淡倉，或根據上市發行人董事進行證券交易的標準守則（「標準守則」）須另行知會本公司及香港聯合交易所有限公司（「聯交所」）之權益或淡倉如下：

### 好倉

#### 本公司之股份及相關股份



## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ASSOCIATED CORPORATIONS (continued)

### Long positions (continued)

#### Shares and underlying shares of the Company (continued)

##### Notes:

1. These shares were held by Almeco United Group Limited as to 34,899,346 shares and Titron Group Holdings Limited as to 126,000 shares. Each of Almeco United Group Limited and Titron Group Holdings Limited was owned by Mr. Yip Wai Lun, Alvin as to 100% directly and 42.5% indirectly. Accordingly, Mr. Yip Wai Lun, Alvin was deemed to be interested in these 35,025,346 shares by virtue of the SFO.
2. Pursuant to the performance incentive agreement dated 4 March 2011 (the "Performance Incentive Agreement"), a maximum number of 6,720,000,000 shares is potentially entitled by Atlas Medical Limited, which was 50% owned by Mr. Yip Wai Lun, Alvin and 50% owned by Mr. Lye Khay Fong respectively. As at 1 January 2015, the outstanding number of shares issuable pursuant to the Performance Incentive Agreement was 600,000,000 shares. Out of these 600,000,000 shares, 140,000,000 shares lapsed on 26 March 2015 according to the terms of the Performance Incentive Agreement. On 28 April 2015, the Company effected the capital reorganisation, whereupon (among others) the number of shares issuable pursuant to the Performance Incentive Agreement was adjusted from 460,000,000 shares to 94,455,851 shares and the issue price was adjusted to HK\$2.435 per share. Accordingly, Mr. Yip Wai Lun, Alvin was deemed to be interested in all these shares by virtue of the SFO.

Save as disclosed above, none of the Directors nor the chief executive of the Company had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code and none of the Directors or chief executive, or their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right during the period under review.

## 董事及最高行政人員於本公司及相聯法團股份、相關股份及債券之權益及淡倉 (續)

### 好倉 (續)

#### 本公司之股份及相關股份 (續)

##### 附註:

1. 於該等股份當中，34,899,346股股份及126,000股股份分別由雋美泰集團有限公司及Titron Group Holdings Limited持有。雋美泰集團有限公司及Titron Group Holdings Limited分別由葉偉倫先生直接及間接擁有100%及42.5%權益。因此，憑藉證券及期貨條例，葉偉倫先生被視為於該35,025,346股股份中擁有權益。
2. 根據日期為二零一一年三月四日之履約獎勵協議（「履約獎勵協議」），上限為6,720,000,000股股份之潛在權益由Atlas Medical Limited擁有，而Atlas Medical Limited由葉偉倫先生及黎其方先生各自擁有50%權益。於二零一五年一月一日，根據履約獎勵協議可發行之尚未發行股份數目為600,000,000股股份。在該600,000,000股股份中，140,000,000股已於二零一五年三月二十六日根據履約獎勵協議之條款失效。於二零一五年四月二十八日，本公司進行股本重組，據此（其中包括），根據履約獎勵協議可發行之股份數目由460,000,000股股份調整為94,455,851股股份，發行價亦已調整至每股2.435港元。因此，憑藉證券及期貨條例，葉偉倫先生被視為於所有該等股份中擁有權益。

除上文所披露者外，本公司董事或最高行政人員概無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）之任何股份、相關股份及債券中，擁有根據證券及期貨條例第352條列入本公司須存置之登記冊內之任何權益或淡倉，或根據標準守則須另行知會本公司及聯交所之任何權益或淡倉，而董事或最高行政人員或彼等之配偶或未滿18歲子女概無任何權利認購本公司之證券，亦無於回顧期內行使任何該等權利。

**DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ASSOCIATED CORPORATIONS** (continued)

**董事及最高行政人員於本公司及相聯法團股份、相關股份及債券之權益及淡倉** (續)

(a) 2004 Share Option Scheme

The Company had adopted a share option scheme on 12 June 2004 (the "2004 Share Option Scheme"), which subsequently expired on 11 June 2014.

The following table discloses movements in the Company's share options during the six months ended 30 June 2015:

Name of participants	Date of share option granted	Share option scheme category	Outstanding at the beginning of the period	Granted during the period	Exercised during the period	Cancelled/ lapsed during the period	Outstanding at the end of the period	Exercise price HK\$ (Note 2)	Exercise period
參與者姓名	購股權授出日期	(Note 1) 購股權計劃類別 (附註1)	於期初尚未行使	於期內授出	於期內行使	於期內註銷/失效	於期末尚未行使	行使價 港元 (附註2)	行使期
<b>Directors</b> <b>董事</b>									
Mr. Leung Ka Kui, Johnny (Retired on 30 June 2015) 梁家駒先生 (於二零一五年 六月三十日退任)	25.1.2005	2005	149	-	-	(149)	-	1.629	25.1.2005 – 24.1.2015
Mr. Chan Kam Kwan, Jason (Resigned on 30 June 2015) 陳錦坤先生 (於二零一五年 六月三十日辭任)	25.1.2005	2005	149	-	-	(149)	-	1.629	25.1.2005 – 24.1.2015
Total for directors 董事合計			298	-	-	(298)	-		
Total under the Company's share option scheme 本公司購股權計劃 項下總數			298	-	-	(298)	-		Approximate percentage to the Company's total shares in issue at the end of the period 佔本公司於期末已發行 股份總數之概約百分比 0.00%

(a) 二零零四年購股權計劃

本公司於二零零四年六月十二日採納一項購股權計劃(「二零零四年購股權計劃」)，惟該購股權計劃已於二零一四年六月十一日屆滿。

下表披露本公司購股權於截至二零一五年六月三十日止六個月內之變動：

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ASSOCIATED CORPORATIONS (continued)

(a) 2004 Share Option Scheme (continued)

Notes:

1. The 2005 share options were granted under the share option scheme adopted on 12 June 2004.
2. The closing price of the Company's shares immediately before 25 January 2005, the date of grant of 2005 share options, was HK\$0.159 per share.

As at 30 June 2015, there was no outstanding share options under the 2004 Share Option Scheme.

(b) 2015 Share Option Scheme

On 30 June 2015, the Company adopted a new share option scheme (the "2015 Share Option Scheme"), which was approved by the shareholders of the Company (the "Shareholders") at the annual general meeting of the Company held on the same date.

The purpose of the 2015 Share Option Scheme is to enable the Group to grant share options to the eligible participants as incentives or rewards for their contributions to the Group.

According to the 2015 Share Option Scheme, the Board may grant share options to the eligible participants as defined in the 2015 Share Option Scheme to subscribe for such number of shares as the Board may determine. Share options granted should be accepted within 28 days from the date of the letter of grant. Upon acceptance of the share options, the grantee shall pay HK\$1.00 to the Company by way of consideration for the grant. Subject to the terms of the 2015 Share Option Scheme and all applicable laws, the Board has the power to determine the period within which payments or calls must or may be made.

董事及最高行政人員於本公司及相聯法團股份、相關股份及債券之權益及淡倉 (續)

(a) 二零零四年購股權計劃 (續)

附註:

1. 二零零五年購股權乃根據於二零零四年六月十二日採納之購股權計劃授出。
2. 本公司股份於緊接二零零五年一月二十五日(二零零五年購股權之授出日期)前之收市價為每股0.159港元。

於二零一五年六月三十日，二零零四年購股權計劃項下概無任何未行使購股權。

(b) 二零一五年購股權計劃

於二零一五年六月三十日，本公司採納一項新購股權計劃(「二零一五年購股權計劃」)，並由本公司股東(「股東」)於在同日舉行之股東週年大會上批准。

二零一五年購股權計劃旨在使本集團可向合資格參與者授出購股權，作為彼等對本集團作出貢獻之獎勵或回報。

根據二零一五年購股權計劃，董事會可向二零一五年購股權計劃所界定之合資格參與者授出購股權，以認購董事會可能釐定數目之股份。授出之購股權須於由授出函件日期起計28日內接納。於接納購股權時，承授人應就授出之購股權向本公司支付1.00港元作為代價。在二零一五年購股權計劃條款及所有適用法律之規限下，董事會有權決定必須或可以繳付或催繳款項之期限。

**DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ASSOCIATED CORPORATIONS** (continued)

(b) 2015 Share Option Scheme (continued)

The exercise price of share options shall be determined by the Board, which shall be at least the highest of (i) the closing price of the shares as stated in the daily quotations sheet of the Stock Exchange on the date of the grant, which must be a business day; (ii) the average closing price of the shares as stated in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the date of the grant; and (iii) the nominal value of a share.

The maximum number of shares which may be issued upon the exercise of all share options to be granted under the 2015 Share Option Scheme and any other share option scheme(s) of the Company must not exceed 10% of the issued share capital of the Company on the date of approval and adoption of the 2015 Share Option Scheme provided that the Company may at any time seek approval from the Shareholders to refresh the limit to 10% of the shares in issue as at the date of approval by the Shareholders in general meeting where such limit is refreshed. Share options previously granted under any share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with such schemes or exercised options) will not be counted for the purpose of calculating the limit as refreshed.

**董事及最高行政人員於本公司及相聯法團股份、相關股份及債券之權益及淡倉** (續)

(b) 二零一五年購股權計劃 (續)

購股權之行使價由董事會決定，惟不得少於以下之最高者：(i)於授出日期（必須為營業日）聯交所每日報價表所報之股份收市價；(ii)於緊接授出日期前五個營業日聯交所每日報價表所報之股份平均收市價；及(iii)股份面值。

因行使根據二零一五年購股權計劃及本公司任何其他購股權計劃將予授出之所有購股權而可予發行之股份數目上限，合共不得超過於批准及採納二零一五年購股權計劃當日本公司已發行股本之10%，惟本公司可隨時徵求股東批准將上限更新至股東於股東大會上批准更新上限當日已發行股份之10%。就計算經更新上限而言，先前根據本公司任何購股權計劃授出之購股權（包括根據有關計劃尚未行使、已註銷、已失效或已行使之購股權）均不予計算。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ASSOCIATED CORPORATIONS (continued)

(b) 2015 Share Option Scheme (continued)

The total number of shares issued and may fall to be issued upon exercise of the share options granted under the 2015 Share Option Scheme and any other share option scheme(s) of the Company (including exercised, cancelled and outstanding options) to each eligible participant in any 12-month period up to and including the date of grant shall not exceed 1% of the shares in issue as at the date of grant unless such grant has been duly approved by ordinary resolution of the Shareholders in general meeting at which the relevant eligible participant and his associates abstained from voting. Share options granted to substantial Shareholders or independent non-executive Directors or any of their respective associates in any 12-month period in excess of 0.1% of the Company's issued share capital on the date of grant and with a value in excess of HK\$5 million must be approved in advance by the Shareholders.

The period during which a share option may be exercised will be determined by the Board at its absolute discretion, save that no share options can be exercised more than 10 years after it has been granted. There is no general requirement that a share options must be held for any minimum period before it can be exercised. The 2015 Share Option Scheme is valid and effective for a period of ten years and will expire at the close of business on 29 June 2025.

During the six months ended 30 June 2015, no share options were granted under the 2015 Share Option Scheme since its adoption on 30 June 2015.

董事及最高行政人員於本公司及相聯法團股份、相關股份及債券之權益及淡倉 (續)

(b) 二零一五年購股權計劃 (續)

截至授出日期(包括該日)止任何12個月期間,因行使根據二零一五年購股權計劃及本公司任何其他購股權計劃授出之購股權(包括已行使、已註銷及尚未行使之購股權)而已發行及可能須發行予各合資格參與者之股份總數,不得超過授出當日已發行股份之1%,惟授出有關購股權已於股東大會上獲股東以普通決議案方式正式批准則屬例外,而於有關股東大會上,相關合資格參與者及其聯繫人須放棄投票。倘於任何12個月期間向主要股東或獨立非執行董事或彼等各自之任何聯繫人授出之購股權多於授出日期本公司已發行股本0.1%,且總值高於5,000,000港元,則必須事先經股東批准。

購股權之行使期將由董事會全權酌情決定,惟不得於授出起計10年後行使。並無行使購股權前必須持有購股權之任何最短期限之一般規定。二零一五年購股權計劃於10年內有效及生效,並將於二零二五年六月二十九日營業時間結束時屆滿。

截至二零一五年六月三十日止六個月,本公司自二零一五年六月三十日採納二零一五年購股權計劃以來,並無根據該計劃授出任何購股權。

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

### Interests and short positions of shareholders discloseable under the SFO

As at 30 June 2015, so far as are known to the Directors, the shareholders of the Company (other than Directors or chief executive of the Company), who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the SFO, or which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, or had otherwise notified the Company were as follows:

### Long positions

#### Shares and underlying shares of the Company

Name of shareholders	Capacity	Number of issued ordinary shares held	Number of underlying shares held	Approximate percentage of the issued share capital of the Company (Note 1) 佔本公司已發行股本之概約百分比 (附註1)
股東名稱/姓名	身份	持有已發行普通股數目	持有相關股份數目	
Atlas Medical Limited	Beneficial owner 實益擁有人	–	94,455,851 (Note 2) (附註2)	30.82%
Lye Khay Fong 黎其方	Interest of controlled corporation 受控制公司之權益	126,000 (Note 3) (附註3)	94,455,851 (Note 4) (附註4)	30.86%
Almeco United Group Limited 雋美泰集團有限公司	Beneficial owner 實益擁有人	34,899,346 (Note 6) (附註6)	–	11.39%
Four Seas Mercantile Holdings Limited ("Four Seas") 四洲集團有限公司(「四洲」)	Interest of controlled corporation 受控制公司之權益	16,436,000 (Note 6) (附註6)	–	5.36%
Tai Tak Fung ("Mr. Tai") 戴德豐(「戴先生」)	Interest of controlled corporation 受控制公司之權益	16,436,000 (Note 6) (附註6)	–	5.36%
	Beneficial owner 實益擁有人	1,742,000	–	0.57%

## 主要股東及其他人士於本公司股份及相關股份之權益及淡倉

### 根據證券及期貨條例須予披露之股東權益及淡倉

於二零一五年六月三十日，據董事所知，以下本公司股東（本公司董事或最高行政人員除外）於本公司股份或相關股份中，擁有須根據證券及期貨條例向本公司披露，或已記入本公司根據證券及期貨條例第336條須存置之登記冊內，或已另行知會本公司之權益或淡倉：

### 好倉

#### 本公司股份及相關股份

## Corporate Governance and Other Information 企業管治及其他資料

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY (continued)

Long positions (continued)

Shares and underlying shares of the Company (continued)

### 主要股東及其他人士於本公司股份及相關股份之權益及淡倉 (續)

好倉 (續)

本公司股份及相關股份 (續)

Name of shareholders	Capacity	Number of issued ordinary shares held	Number of underlying shares held	Approximate percentage of the issued share capital of the Company (Note 1) 佔本公司已發行股本之概約百分比 (附註1)
股東名稱/姓名	身份	持有已發行普通股數目	持有相關股份數目	
Wu Mei Yung ("Ms. Wu") 胡美容 (「胡女士」)	Interest in spouse 配偶權益	18,178,000 (Note 7) (附註7)	–	5.93%
Like Capital Limited 讚賞資本有限公司	Beneficial owner 實益擁有人	43,623,200 (Note 8) (附註8)	–	14.23%
Ethnocentric Investment Limited	Interest of controlled corporation 受控制公司之權益	43,623,200 (Note 8) (附註8)	–	14.23%
Capital VC Limited 首都創投有限公司	Interest of controlled corporation 受控制公司之權益	43,623,200 (Note 8) (附註8)	–	14.23%
SBI China Capital Financial Services Limited 軟庫中華金融服務有限公司	Beneficial owner 實益擁有人	919,458,963 (Notes 9 and 10) (附註9及10)	–	75%
Probest Limited	Interest of controlled corporation 受控制公司之權益	919,458,963 (Note 10) (附註10)	–	75%
Long Vehicle Capital Ltd.	Interest of controlled corporation 受控制公司之權益	919,458,963 (Note 10) (附註10)	–	75%
Cao Guoqi 曹國琪	Interest of controlled corporation 受控制公司之權益	919,458,963 (Note 10) (附註10)	–	75%
Zhang Xiongfeng 張雄峰	Interest of controlled corporation 受控制公司之權益	919,458,963 (Note 10) (附註10)	–	75%

**SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY** (continued)

Long positions (continued)

*Shares and underlying shares of the Company (continued)*

Notes:

1. The calculation of percentage figures is based on the relevant number of shares as a percentage of the number of shares of the Company in issue as at 30 June 2015.
2. These 94,455,851 shares are the maximum number of shares potentially entitled by Atlas Medical Limited as at 30 June 2015 pursuant to the Performance Incentive Agreement.
3. These shares were held by Titron South China Limited as to 126,000. Titron South China Limited was owned by Mr. Lye Khay Fong as to 46.25% indirectly. Accordingly, Mr. Lye Khay Fong was deemed to be interested in these 126,000 shares by virtue of the SFO.
4. These 94,455,851 shares refer to the same parcel of shares in note 2 above. Atlas Medical Limited was 50% owned by Mr. Lye Khay Fong and 50% owned by Mr. Yip Wai Lun, Alvin respectively. Accordingly, Mr. Lye Khay Fong was deemed to be interested in these 94,455,851 underlying shares by virtue of the SFO.
5. Almeco United Group Limited was 100% directly owned by Mr. Yip Wai Lun, Alvin, an Executive Director.
6. These shares were held by Ever Media Limited, which is indirectly wholly-owned by Four Seas. Four Seas is indirectly owned by Mr. Tai. Accordingly, Mr. Tai was deemed to be interested in these 16,436,000 shares by virtue of the SFO.
7. These shares were held by Ever Media Limited as to 16,436,000 shares, referring to the same parcel of shares in note 6 above, and Mr. Tai as to 1,742,000 shares. Mr. Tai is the spouse of Ms. Wu. Accordingly, Ms. Wu is deemed to be interested in these 18,178,000 shares by virtue of the SFO.

**主要股東及其他人士於本公司股份及相關股份之權益及淡倉** (續)

好倉 (續)

*本公司股份及相關股份 (續)*

附註:

1. 百分比數字乃根據有關股份數目所佔本公司於二零一五年六月三十日之已發行股份數目之百分比計算。
2. 根據履約獎勵協議，該94,455,851股股份為Atlas Medical Limited於二零一五年六月三十日可能擁有之最高股份數目。
3. 於該等股份當中，126,000股股份由德隆華南有限公司持有。德隆華南有限公司由黎其方先生間接擁有46.25%權益。因此，憑藉證券及期貨條例，黎其方先生被視為於該126,000股股份中擁有權益。
4. 該94,455,851股股份指上文附註2所述之同一批股份。Atlas Medical Limited由黎其方先生及葉偉倫先生各自擁有50%權益。因此，憑藉證券及期貨條例，黎其方先生被視為於該94,455,851股相關股份中擁有權益。
5. 雋美泰集團有限公司由執行董事葉偉倫先生直接全資擁有。
6. 該等股份由Ever Media Limited持有，而Ever Media Limited由四洲間接全資擁有。四洲由戴先生間接擁有。因此，憑藉證券及期貨條例，戴先生被視為於該16,436,000股股份中擁有權益。
7. 於該等股份當中，16,436,000股股份由Ever Media Limited持有（見上文附註6所述之同一批股份）而1,742,000股股份由戴先生持有。戴先生為胡女士之配偶。因此，憑藉證券及期貨條例，胡女士被視為於該18,178,000股股份中擁有權益。



#### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY (continued)

##### Long positions (continued)

##### Shares and underlying shares of the Company (continued)

Notes: (continued)

- Based on the disclosure of interests notice filed by each of Like Capital Limited, Ethnocentric Investment Limited and Capital VC Limited, whose shares are listed on the Main Board of the Stock Exchange with stock code: 2324, on 22 January 2015, Like Capital Limited is the beneficial owner of 218,116,000 shares (which was adjusted to 43,623,200 shares after the capital reorganisation of the Company becoming effective on 28 April 2015) and Like Capital Limited is a company wholly-owned by Ethnocentric Investment Limited, which is in turn wholly-owned by Capital VC Limited.
- On 23 June 2015, the Company and SBI China Capital Financial Services Limited (the "Underwriter"), as the underwriter, entered into the underwriting agreement in respect of the rights issue of 919,458,963 rights shares at HK\$0.435 per rights share on the basis of three rights shares for every one Share held on the record date (i.e. 27 August 2015). The Company and the Underwriter mutually agreed to terminate the underwriting agreement on 6 July 2015. Details of which were set out in the announcements of the Company dated 23 June 2015 and 6 July 2015 respectively.
- These shares were held by the Underwriter, which is indirectly 52% owned by Probest Limited and indirectly 48% owned by Long Vehicle Capital Limited. Probest Limited is wholly-owned by Cao Guoqi and Long Vehicle Capital Limited is wholly-owned by Zhang Xiongfeng. Accordingly, Cao Guoqi and Zhang Xiongfeng were deemed to be interested in these 919,458,963 shares by virtue of the SFO.

Other than as disclosed above, the register of substantial shareholders maintained by the Company under Section 336 of the SFO showed that the Company had not been notified of any other interests or short positions in the shares or underlying shares of the Company as at 30 June 2015.

#### 主要股東及其他人士於本公司股份及相關股份之權益及淡倉 (續)

##### 好倉 (續)

##### 本公司股份及相關股份 (續)

附註: (續)

- 根據讚賞資本有限公司、Ethnocentric Investment Limited及首都創投有限公司(其股份於聯交所主板上市,股份代號:2324)各自於二零一五年一月二十二日提交之披露權益通知,讚賞資本有限公司為218,116,000股股份(其將於本公司之股本重組於二零一五年四月二十八日生效後調整至43,623,200股股份)之實益擁有人且讚賞資本有限公司為Ethnocentric Investment Limited全資擁有之公司,而Ethnocentric Investment Limited由首都創投有限公司全資擁有。
- 於二零一五年六月二十三日,本公司與軟庫中華金融服務有限公司(「包銷商」)(作為包銷商)訂立包銷協議,內容有關按於記錄日期(即二零一五年八月二十七日)每持有一股股份獲發三股供股股份之基準,以供股方式按每股供股股份0.435港元發行919,458,963股供股股份。本公司與包銷商相互協定於二零一五年七月六日終止包銷協議。詳情載於本公司日期為二零一五年六月二十三日及二零一五年七月六日之公佈。
- 該等股份由包銷商持有。包銷商分別由Probest Limited及Long Vehicle Capital Limited間接擁有52%及48%權益。Probest Limited由曹國琪全資擁有,而Long Vehicle Capital Limited則由張雄峰全資擁有。因此,憑藉證券及期貨條例,曹國琪及張雄峰被視為於該919,458,963股股份中擁有權益。

除上文所披露者外,於二零一五年六月三十日,按本公司根據證券及期貨條例第336條所存置之主要股東名冊所示,本公司並不知悉於本公司股份或相關股份之任何其他權益或淡倉。

## CORPORATE GOVERNANCE

The Company has complied with all code provisions of the Corporate Governance Code (“CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) for the six months ended 30 June 2015, save as disclosed as follows.

Code provision A.2.1 of the CG Code requires the roles of chairman and the chief executive should be separate and should not be performed by the same individual.

Mr. Yip Wai Lun, Alvin was the Chairman and Managing Director of the Company (the Company regards the role of its managing director to be the same as that of chief executive under the CG Code) during the six months ended 30 June 2015. The Board considers that it would be in the best interest of its Shareholders that the roles of the Chairman and the Managing Director of the Company be combined to enable a strong and dedicated leadership to reposition the Company and implement effective measures to improve shareholders’ value. In this light, the Company has maintained Mr. Yip Wai Lun, Alvin as the Chairman and the Managing Director of the Company. The Company will review the current structure when and as it becomes appropriate.

Code provision E.1.2 of the CG Code requires the chairman of the board should attend the annual general meeting. Mr. Yip Wai Lun, Alvin, the Chairman of the Company, was unable to attend the annual general meeting of the Company held on 30 June 2015 due to his other business engagements.

Code provision A.6.7 of the CG Code requires all independent non-executive directors and non-executive directors should attend general meetings of listed issuers. Mr. Leung Ka Kui, Johnny and Mr. Lau Man Tak, the Independent Non-executive Directors, were unable to attend the special general meeting of the Company held on 27 April 2015 due to their other business engagements. Mr. Leung Ka Kui, Johnny, Mr. Chan Kam Kwan, Jason and Mr. Lau Man Tak, the Independent Non-executive Directors, and Ms. Leung Mei Han, an Executive Director, were unable to attend the annual general meeting of the Company held on 30 June 2015 due to their other business engagements.

## 企業管治

除下文所披露者外，於截至二零一五年六月三十日止六個月，本公司一直遵守聯交所證券上市規則（「上市規則」）附錄十四所載之企業管治守則（「企業管治守則」）之所有守則條文。

根據企業管治守則之守則條文第A.2.1條，主席與行政總裁的角色應有區分，並不應由一人同時兼任。

截至二零一五年六月三十日止六個月，葉偉倫先生同時擔任本公司主席兼董事總經理（本公司視其董事總經理之角色相當於企業管治守則所指之行政總裁）。董事會認為本公司主席與董事總經理之角色合併符合股東之最佳利益，此舉有助於通過強大及貫徹的領導將本公司重新定位並實施有效措施以提升股東價值。有鑑於此，本公司已由葉偉倫先生繼續擔任本公司主席兼董事總經理。本公司將於適當時候檢討目前架構。

根據企業管治守則之守則條文第E.1.2條，董事會主席應出席股東週年大會。本公司主席葉偉倫先生因需處理其他公務而未能出席本公司於二零一五年六月三十日舉行之股東週年大會。

根據企業管治守則之守則條文第A.6.7條，所有獨立非執行董事及非執行董事應出席上市發行人之股東大會。獨立非執行董事梁家駒先生及劉文德先生因需處理其他公務而未能出席本公司於二零一五年四月二十七日舉行之股東特別大會。獨立非執行董事梁家駒先生、陳錦坤先生及劉文德先生以及執行董事梁美嫻女士因需處理其他公務而未能出席本公司於二零一五年六月三十日舉行之股東週年大會。

#### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as the code of conduct regarding securities transactions by its Directors. Having made specific enquiry, all Directors have confirmed that they have fully complied with the required standard set out in the Model Code during the six months ended 30 June 2015.

#### AUDIT COMMITTEE

During the period, the members of the audit committee of the Company (the "Audit Committee") comprised of all the Independent Non-executive Directors as set out below:

Mr. Wong Siu Ki	<i>Appointed as the chairman and a member of Audit Committee on 30 June 2015</i>
Mr. Chan Ngai Sang, Kenny	<i>Appointed as a member of Audit Committee on 30 June 2015</i>
Mr. Li Kwok Fat	<i>Appointed as a member of Audit Committee on 30 June 2015</i>
Mr. Chan Kam Kwan, Jason	<i>Ceased to be the chairman and a member of Audit Committee on 30 June 2015</i>
Mr. Leung Ka Kui, Johnny	<i>Ceased to be a member of Audit Committee on 30 June 2015</i>
Mr. Lau Man Tak	<i>Ceased to be a member of Audit Committee on 30 June 2015</i>

The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group, and discussed financial reporting matters including the review of the unaudited interim results for the six months ended 30 June 2015. The Group's independent auditors, BDO Limited, have been engaged to review the condensed consolidated financial statements. On the basis of their review, nothing has come to their attention that causes them to believe that the condensed consolidated financial statements are not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting".

#### 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所載之標準守則作為董事進行證券交易之行為守則。經作出具體查詢後，全體董事已確認彼等於截至二零一五年六月三十日止六個月全面遵守標準守則所載之規定標準。

#### 審核委員會

期內，本公司之審核委員會（「審核委員會」）成員包括下文所載全體獨立非執行董事：

黃兆麒先生	於二零一五年六月三十日獲委任為審核委員會主席兼成員
陳毅生先生	於二零一五年六月三十日獲委任為審核委員會成員
李國發先生	於二零一五年六月三十日獲委任為審核委員會成員
陳錦坤先生	於二零一五年六月三十日不再為審核委員會主席兼成員
梁家駒先生	於二零一五年六月三十日不再為審核委員會成員
劉文德先生	於二零一五年六月三十日不再為審核委員會成員

審核委員會已聯同管理層檢討本集團所採納之會計原則及慣例，並商討財務報告事宜，其中包括審閱截至二零一五年六月三十日止六個月之未經審核中期業績。本集團之獨立核數師香港立信德豪會計師事務所有限公司已獲委聘審閱簡明綜合財務報表。根據彼等之審閱結果，彼等並無發現任何事項導致彼等認為簡明綜合財務報表未有在所有重大方面按照香港會計準則第34號「中期財務報告」編製。

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

During the six months ended 30 June 2015, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

## CHANGE IN INFORMATION OF DIRECTORS

Pursuant to the disclosure requirement under Rule 13.51B(1) of the Listing Rules, the change in information of the Directors are as follows:

### Change in Directors' position

Mr. Leung Kelvin Ming Yuen was appointed as an Executive Director on 1 May 2015.

Mr. Wong Siu Ki was appointed as an Independent Non-executive Director on 1 May 2015 and as the Chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee on 30 June 2015.

Ms. Leung Mei Han retired as Independent Non-executive Director of Yue Da Mining Holdings Limited on 29 May 2015, the shares of which are listed on the main board of the Stock Exchange.

Mr. Cheng Kin Chor, an Executive Director of the Company, was appointed as a member of the Nomination Committee on 30 June 2015.

Mr. Leung Ka Kui, Johnny retired as an Independent Non-executive Director and ceased to be the Chairman of the Remuneration Committee and a member of the Audit Committee on 30 June 2015.

Mr. Lau Man Tak retired as an Independent Non-executive Director and ceased to be a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee on 30 June 2015.

## 購買、出售或贖回本公司上市證券

於截至二零一五年六月三十日止六個月內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

## 董事資料之變動

依據上市規則第13.51B(1)條之披露規定，董事資料之變動如下：

### 董事職務之變動

梁明遠先生於二零一五年五月一日獲委任為執行董事。

黃兆麒先生於二零一五年五月一日獲委任為獨立非執行董事，並於二零一五年六月三十日獲委任為審核委員會主席以及提名委員會成員及薪酬委員會成員。

梁美嫻女士於二零一五年五月二十九日退任悅達礦業控股有限公司（其股份於聯交所主板上市）之獨立非執行董事。

本公司執行董事鄭堅楚先生於二零一五年六月三十日獲委任為提名委員會成員。

梁家駒先生於二零一五年六月三十日退任獨立非執行董事且不再擔任薪酬委員會主席及審核委員會成員。

劉文德先生於二零一五年六月三十日退任獨立非執行董事並不再擔任審核委員會成員、薪酬委員會成員及提名委員會成員。

## CHANGE IN INFORMATION OF DIRECTOR

(continued)

### Change in Directors' position (continued)

Mr. Chan Kam Kwan, Jason resigned as an Independent Non-executive Director and ceased to be the Chairman of the Audit Committee and a member of the Nomination Committee on 30 June 2015.

Mr. Chan Ngai Sang, Kenny was appointed as an Independent Non-executive Director, the Chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee on 30 June 2015.

Mr. Li Kwok Fat was appointed as an Independent Non-executive Director and a member of each of the Audit Committee and the Nomination Committee on 30 June 2015.

By Order of the Board

**AMCO United Holding Limited**

**Yip Wai Lun, Alvin**

*Chairman and Managing Director*

Hong Kong, 27 August 2015

## 董事資料之變動 (續)

### 董事職務之變動 (續)

陳錦坤先生於二零一五年六月三十日辭任獨立非執行董事且不再擔任審核委員會主席及提名委員會成員。

陳毅生先生於二零一五年六月三十日獲委任為獨立非執行董事、薪酬委員會主席、審核委員會成員及提名委員會成員。

李國發先生於二零一五年六月三十日獲委任為獨立非執行董事、審核委員會成員及提名委員會成員。

承董事會命

**雋泰控股有限公司**

*主席兼董事總經理*

**葉偉倫**

香港，二零一五年八月二十七日

# Interim Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 簡明綜合中期損益及其他全面收益表

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

			Six months ended 30 June 截至六月三十日止六個月	
			2015 Unaudited HK\$'000 二零一五年 未經審核 千港元	2014 Unaudited HK\$'000 二零一四年 未經審核 千港元
		Notes 附註		
Turnover	營業額	3	35,939	34,441
Cost of sales and services	銷售及服務成本		(30,463)	(30,779)
<b>Gross profit</b>	<b>毛利</b>		<b>5,476</b>	3,662
Other income	其他收益	4	871	413
Distribution costs	分銷成本		(595)	(1,390)
Administrative expenses	行政開支		(14,753)	(18,900)
Impairment losses and write offs	減值虧損及撇銷		–	(4,004)
Loss on change in fair value of convertible notes	可換股票據之公允價值變動虧損		–	(4,005)
Finance costs	財務費用		(6)	(697)
<b>Loss before income tax expense</b>	<b>除所得稅開支前虧損</b>	5	<b>(9,007)</b>	(24,921)
Income tax expense	所得稅開支	6	–	–
<b>Loss for the period</b>	<b>期內虧損</b>		<b>(9,007)</b>	(24,921)
<b>Other comprehensive income</b>	<b>其他全面收入</b>			
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可重新分類至損益之項目：</i>			
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額		–	(37)
<b>Total comprehensive income for the period</b>	<b>期內全面收入總額</b>		<b>(9,007)</b>	(24,958)
<b>Loss for the period attributable to the owners of the Company</b>	<b>本公司擁有人應佔期內虧損</b>		<b>(9,007)</b>	(24,921)
<b>Total comprehensive income for the period attributable to the owners of the Company</b>	<b>本公司擁有人應佔期內全面收入總額</b>		<b>(9,007)</b>	(24,958)
<b>Loss per share</b>	<b>每股虧損</b>	8		(Restated) (經重列)
Basic	基本		HK(2.94) cents港仙	HK(12.78) cents港仙
Diluted	攤薄		N/A 不適用	N/A 不適用

# Interim Condensed Consolidated Statement of Financial Position

## 簡明綜合中期財務狀況表

As at 30 June 2015 於二零一五年六月三十日

			30 June 2015	31 December 2014
		Notes	Unaudited HK\$'000	Audited HK\$'000
			二零一五年 六月三十日 未經審核 千港元	二零一四年 十二月三十一日 經審核 千港元
		附註		
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	9	3,707	3,169
Goodwill	商譽	10	-	-
			<b>3,707</b>	<b>3,169</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		188	1,798
Trade and other receivables	貿易及其他應收款項	11	12,536	12,675
Tax recoverable	可收回稅項		-	175
Pledged time deposits	已抵押定期存款	16(ii)	-	1,546
Cash and cash equivalents	現金及現金等價物		53,435	62,580
			<b>66,159</b>	<b>78,774</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	12	30,687	31,572
Bank and other borrowings	銀行及其他借貸	13	-	2,169
Obligation under finance leases	融資租賃承擔		-	16
Convertible notes	可換股票據	14	-	-
			<b>30,687</b>	<b>33,757</b>
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>35,472</b>	<b>45,017</b>
<b>Total assets less current liabilities and net assets</b>	<b>總資產減流動負債及資產淨值</b>		<b>39,179</b>	<b>48,186</b>
<b>EQUITY</b>	<b>權益</b>			
<b>Capital and reserve</b>	<b>資本及儲備</b>			
Share capital	股本	15	3,065	15,324
Reserves	儲備		36,114	32,862
<b>Total equity</b>	<b>權益總額</b>		<b>39,179</b>	<b>48,186</b>

# Interim Condensed Consolidated Statement of Changes in Equity

## 簡明綜合中期權益變動表

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

		Share capital HK\$'000 股本 千港元	Share premium HK\$'000 股份溢價 千港元	Capital reserve HK\$'000 資本儲備 千港元	Translation reserve HK\$'000 匯兌儲備 千港元	Accumulated losses HK\$'000 累計虧損 千港元	Total HK\$'000 總計 千港元
At 1 January 2015 (audited)	於二零一五年一月一日 (經審核)	15,324	126,803	1	1,591	(95,533)	48,186
Loss for the period	期內虧損	-	-	-	-	(9,007)	(9,007)
Total comprehensive income for the period	期內全面收入總額	-	-	-	-	(9,007)	(9,007)
Equity-settled share-based transactions - Lapse of options granted to employees	以股本結算股份為基礎之交易 - 授予僱員之購股權失效	-	-	(1)	-	1	-
Capital Reorganisation (Note 15)	股本重組 (附註15)	(12,259)	-	-	-	12,259	-
At 30 June 2015 (unaudited)	於二零一五年六月三十日 (未經審核)	3,065	126,803	-	1,591	(92,280)	39,179
At 1 January 2014 (audited)	於二零一四年一月一日 (經審核)	8,758	-	1	1,814	(47,246)	(36,673)
Loss for the period	期內虧損	-	-	-	-	(24,921)	(24,921)
Other comprehensive income for the period	期內其他全面收入	-	-	-	(37)	-	(37)
Total comprehensive income for the period	期內全面收入總額	-	-	-	(37)	(24,921)	(24,958)
Issue of new shares on conversion of convertible notes (Note 14)	就兌換可換股票據發行新股份 (附註14)	801	26,429	-	-	-	27,230
Issue of shares upon placing (Note 15)	於配售後發行股份 (附註15)	3,503	80,223	-	-	-	83,726
Shares issue expenses (Note 15)	發行股份開支 (附註15)	-	(3,116)	-	-	-	(3,116)
At 30 June 2014 (unaudited)	於二零一四年六月三十日 (未經審核)	13,062	103,536	1	1,777	(72,167)	46,209



# Interim Condensed Consolidated Statement of Cash Flows

## 簡明綜合中期現金流量表

For the six months ended 30 June 2015 截至二零一五年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2015 Unaudited HK\$'000 二零一五年 未經審核 千港元	2014 Unaudited HK\$'000 二零一四年 未經審核 千港元
<b>Net cash used in operating activities</b>	經營活動動用之現金淨額	<b>(7,574)</b>	(12,710)
<b>Net cash generated/(used in) from investing activities</b>	投資活動產生/(動用)之現金淨額	<b>663</b>	(648)
<b>Net cash (used in)/generated from financing activities</b>	融資活動(動用)/產生之現金淨額		
New bank and other borrowings raised	新增銀行及其他借貸	–	1,726
Repayment of bank and other borrowings	償還銀行及其他借貸	<b>(2,169)</b>	(10,000)
Repayment of amount due to a director	償還應付董事款項	–	(12,150)
Repayments of obligation under finance leases	償還融資租賃承擔	<b>(17)</b>	(101)
Interest paid	已付利息	<b>(4)</b>	(687)
Finance charges on obligation under finance leases	融資租賃承擔之財務費用	<b>(2)</b>	(10)
Proceeds from placing of shares	配售股份所得款項	–	83,726
Shares issue expenses	發行股份開支	–	(3,116)
		<b>(2,192)</b>	59,388
<b>Net (decrease)/increase in cash and cash equivalents</b>	現金及現金等價物(減少)/增加淨額	<b>(9,103)</b>	46,030
<b>Cash and cash equivalents at 1 January</b>	於一月一日之現金及現金等價物	<b>62,580</b>	4,576
Effect of exchange rate changes on cash and cash equivalents	匯率變動對現金及現金等價物之影響	<b>(42)</b>	(5)
<b>Cash and cash equivalents at 30 June</b>	於六月三十日之現金及現金等價物	<b>53,435</b>	50,601
Represented by:	為:		
Cash and cash equivalents	現金及現金等價物	<b>53,435</b>	50,601

## 1. GENERAL INFORMATION

AMCO United Holding Limited (the “Company”) was incorporated in Bermuda with limited liability on 19 August 1994 as an exempted company under the Companies Act 1981 of Bermuda with its shares listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 28 November 1996.

The Company and its subsidiaries (hereinafter collectively referred to as the “Group”) are principally engaged in (i) the manufacture and sale of medical devices products; (ii) the manufacture and sale of plastic moulding products; (iii) the provision of public relations services; and (iv) the provision of human resources management services.

## 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The interim condensed consolidated financial statements for the six months ended 30 June 2015 have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange and with the Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting”, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). The interim condensed consolidated financial statements are unaudited but have been reviewed by the Company’s audit committee.

The interim condensed consolidated financial statements should be read in conjunction with the Group’s annual financial statements for the year ended 31 December 2014, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

## 1. 一般資料

雋泰控股有限公司（「本公司」）於一九九四年八月十九日根據百慕達一九八一年公司法在百慕達註冊成立為一間獲豁免有限公司，其股份自一九九六年十一月二十八日起於香港聯合交易所有限公司（「聯交所」）主板上市。

本公司及其附屬公司（以下統稱為「本集團」）主要從事(i)製造及銷售醫療設備產品；(ii)製造及銷售塑膠模具產品；(iii)提供公共關係服務；及(iv)提供人力資源管理服務。

## 2. 編製基準及會計政策

截至二零一五年六月三十日止六個月之簡明綜合中期財務報表乃按照聯交所證券上市規則附錄十六之適用披露規定，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」編製。簡明綜合中期財務報表為未經審核，惟已由本公司之審核委員會審閱。

簡明綜合中期財務報表應與本集團按照香港財務報告準則編製之截至二零一四年十二月三十一日止年度之年度財務報表一併閱讀。

## Notes to the Interim Condensed Consolidated Financial Statements 簡明綜合中期財務報表附註

### 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)

The interim condensed consolidated financial statements have been prepared on historical cost basis.

The accounting policies adopted and methods of computation used in the interim condensed consolidated financial statements are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2014.

In the current interim period, the Group has adopted all the new and revised standards, amendments and interpretations (the "new and revised HKFRSs") issued by the HKICPA that are relevant to its operations and effective for its accounting period beginning on 1 January 2015. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies and amounts reported for the current and prior accounting period.

The Group has not applied any new and revised HKFRSs that is not yet effective for the current period.

### 2. 編製基準及會計政策 (續)

簡明綜合中期財務報表按歷史成本基準編製。

簡明綜合中期財務報表內採納之會計政策及所使用之計算方法與本集團編製截至二零一四年十二月三十一日止年度之年度財務報表所依循者一致。

於本中期，本集團已採納由香港會計師公會頒佈並與其營運有關及於其會計期間（於二零一五年一月一日開始）生效之所有新訂及經修訂準則、修訂及詮釋（「新訂及經修訂香港財務報告準則」）。採納此等新訂及經修訂香港財務報告準則並無令本集團之會計政策以及就本會計期間及過往會計期間呈報之數額出現重大變動。

本集團並未應用任何於本期間尚未生效之新訂及經修訂之香港財務報告準則。

# Notes to the Interim Condensed Consolidated Financial Statements

## 簡明綜合中期財務報表附註

### 3. SEGMENT INFORMATION

During the six months ended 30 June 2015, the Group has four reportable segments (30 June 2014: two segments). The following summary describes the operations in each of the Group's reportable segments:

- (1) Manufacture and sale of medical devices products;
- (2) Manufacture and sale of plastic moulding products;
- (3) Provision of public relations services; and
- (4) Provision of human resources management services.

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

#### For the period ended 30 June 2015 (Unaudited)

### 3. 分部報告

截至二零一五年六月三十日止六個月，本集團有四個可報告分部（二零一四年六月三十日：兩個分部）。以下為本集團各可報告分部業務之概要：

- (1) 製造及銷售醫療設備產品；
- (2) 製造及銷售塑膠模具產品；
- (3) 提供公共關係服務；及
- (4) 提供人力資源管理服務。

以下為本集團按可報告及經營分部劃分之收入及業績分析：

#### 截至二零一五年六月三十日止期間 (未經審核)

		Manufacture and sale of medical devices products 製造及 銷售醫療 設備產品 HK\$'000 千港元	Manufacture and sale of plastic moulding products 製造及 銷售塑膠 模具產品 HK\$'000 千港元	Provision of public relations services 提供 公共關係服務 HK\$'000 千港元	Provision of human resources management services 提供 人力資源 管理服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue from external customers	來自外部客戶收入	24,153	11,439	194	153	35,939
Reportable segment revenue	可報告分部收入	24,153	11,439	194	153	35,939
Reportable segment loss	可報告分部虧損	(84)	(653)	(64)	(262)	(1,063)

## Notes to the Interim Condensed Consolidated Financial Statements

### 簡明綜合中期財務報表附註

#### 3. SEGMENT INFORMATION (continued)

For the period ended 30 June 2014 (Unaudited)

		Manufacture and sale of medical devices products 製造及 銷售醫療 設備產品 HK\$'000 千港元	Manufacture and sale of plastic moulding products 製造及 銷售塑膠 模具產品 HK\$'000 千港元	Total  總計 HK\$'000 千港元
Revenue from external customers	來自外部客戶收入	8,239	26,202	34,441
Reportable segment revenue	可報告分部收入	8,239	26,202	34,441
Reportable segment loss	可報告分部虧損	(2,936)	(7,300)	(10,236)

Reportable segment loss represents the loss attributable to each segment without allocation of corporate administrative expenses, loss on change in fair value of convertible notes, impairment losses and write offs, finance costs, corporate directors' emoluments, corporate interest income and income tax expense. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

#### 3. 分部報告 (續)

截至二零一四年六月三十日止期間  
(未經審核)

可報告分部虧損指各分部應佔之虧損，當中並無分配企業行政開支、可換股票據之公允價值變動虧損、減值虧損及撇銷、財務費用、企業董事酬金、企業利息收入及所得稅開支。此乃向主要經營決策者報告以進行資源分配及表現評估之方法。

# Notes to the Interim Condensed Consolidated Financial Statements

## 簡明綜合中期財務報表附註

### 3. SEGMENT INFORMATION (continued)

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

		Manufacture and sale of medical devices products 製造及 銷售醫療 設備產品 HK\$'000 千港元	Manufacture and sale of plastic moulding products 製造及 銷售塑膠 模具產品 HK\$'000 千港元	Provision of public relations services 提供 公共關係服務 HK\$'000 千港元	Provision of human resources management services 提供 人力資源 管理服務 HK\$'000 千港元	Total  總計 HK\$'000 千港元
Reportable segment assets and liabilities	可報告分部資產及負債					
As at 30 June 2015 (unaudited)	於二零一五年六月三十日 (未經審核)					
Reportable segment assets	可報告分部資產	10,181	2,844	232	316	13,573
Reportable segment liabilities	可報告分部負債	8,939	4,216	10	63	13,228
As at 31 December 2014 (audited)	於二零一四年十二月三十一日 (經審核)					
Reportable segment assets	可報告分部資產	5,460	10,381	-	-	15,841
Reportable segment liabilities	可報告分部負債	5,483	9,452	-	-	14,935

All assets are allocated to reportable segments other than pledged time deposits, and cash and cash equivalents.

All liabilities are allocated to reportable segments other than bank and other borrowings and amounts due to related parties.

### 3. 分部報告 (續)

以下為本集團按可報告及經營分部劃分之資產及負債分析：

除已抵押定期存款以及現金及現金等價物外，所有資產已分配至可報告分部。

除銀行及其他借貸及應付關連人士款項外，所有負債已分配至可報告分部。

## Notes to the Interim Condensed Consolidated Financial Statements

### 簡明綜合中期財務報表附註

#### 3. SEGMENT INFORMATION (continued)

The following is the Group's reconciliation of reportable segment revenues and profit and loss:

		Six months ended 30 June 截至六月三十日止六個月	
		2015 Unaudited HK\$'000 二零一五年 未經審核 千港元	2014 Unaudited HK\$'000 二零一四年 未經審核 千港元
<b>Revenue</b>	<b>收入</b>		
Reportable segment revenue	可報告分部收入	<b>35,939</b>	34,441
<b>Loss before income tax expense</b>	<b>除所得稅開支前虧損</b>		
Reportable segment loss	可報告分部虧損	<b>(1,063)</b>	(10,236)
Loss on change in fair value of convertible notes	可換股票據之公允價值變動虧損	–	(4,005)
Impairment losses and write offs	減值虧損及撇銷	–	(4,004)
Finance costs	財務費用	<b>(6)</b>	(697)
Unallocated corporate income	未分配企業收入	<b>3</b>	1
Unallocated corporate expenses	未分配企業開支	<b>(7,941)</b>	(5,980)
<b>Consolidated loss before income tax expense</b>	<b>除所得稅開支前綜合虧損</b>	<b>(9,007)</b>	(24,921)

#### 3. 分部報告 (續)

以下為本集團可報告分部收入及損益之對賬：

Notes to the Interim Condensed Consolidated Financial Statements  
 簡明綜合中期財務報表附註

4. OTHER INCOME

4. 其他收益

Six months ended 30 June

截至六月三十日止六個月

		2015 Unaudited HK\$'000 二零一五年 未經審核 千港元	2014 Unaudited HK\$'000 二零一四年 未經審核 千港元
Exchange gain, net	匯兌收益·淨額	12	121
Interest income	利息收入	4	35
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	668	159
Other income	其他收益	187	98
		<b>871</b>	413



# Notes to the Interim Condensed Consolidated Financial Statements

## 簡明綜合中期財務報表附註

### 5. LOSS BEFORE INCOME TAX EXPENSE

### 5. 除所得稅開支前虧損

		Six months ended 30 June 截至六月三十日止六個月	
		2015 Unaudited HK\$'000 二零一五年 未經審核 千港元	2014 Unaudited HK\$'000 二零一四年 未經審核 千港元
<b>Loss before income tax expense has been arrived at after charging:</b>	<b>除所得稅開支前虧損已扣除下列各項：</b>		
Staff costs (including directors' emoluments)	員工成本（包括董事酬金）		
Contribution to defined contribution retirement plan	界定供款退休計劃供款	81	358
Termination benefit	遣散賠償	–	2,543
Salaries, wages and other benefits	薪金、工資及其他福利	6,190	11,552
		<b>6,271</b>	<b>14,453</b>
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,006	1,668
Cost of inventories recognised as an expense	確認為開支之存貨成本	26,497	20,723
Cost of services recognized as an expenses	確認為開支之服務成本	472	–
Operating lease charges in respect of properties	有關物業之經營租賃費用	1,435	1,647
Impairment loss on goodwill	商譽之減值虧損	–	4,000
Impairment loss on other deposits, prepayments and other receivables	其他按金、預付款項及其他應收款項之減值虧損	–	4

## 6. INCOME TAX EXPENSE

Hong Kong profits tax is calculated at 16.5% of the estimated assessable profits for both periods. Hong Kong profits tax has not been provided as there is no assessable profit arising in or derived from Hong Kong during the financial period.

Under the law of the People's Republic of China ("PRC") on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both periods.

No income tax expense for the six months ended 30 June 2015 (six months ended 30 June 2014: Nil) has been provided on the estimated assessable profit derived from the PRC.

## 7. INTERIM DIVIDEND

No dividends were paid, declared or proposed during the reporting period. The directors do not recommend the payment of an interim dividend for the six months ended 30 June 2015 (2014: Nil).

## 6. 所得稅開支

香港利得稅乃按該兩段期間之估計應課稅溢利之16.5%計算。由於本集團於本財政期間並無在香港產生或來自香港之應課稅溢利，故並無作出香港利得稅撥備。

根據《中華人民共和國（「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，中國附屬公司於該兩段期間之稅率為25%。

截至二零一五年六月三十日止六個月概無就來自中國之估計應課稅溢利計提所得稅開支（截至二零一四年六月三十日止六個月：無）。

## 7. 中期股息

報告期內並無派付、宣派或建議派付任何股息。董事不建議派付截至二零一五年六月三十日止六個月之中期股息（二零一四年：無）。

# Notes to the Interim Condensed Consolidated Financial Statements

## 簡明綜合中期財務報表附註

### 8. LOSS PER SHARE

#### (a) Basic loss per share

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

		<b>30 June 2015</b> <b>Unaudited</b> 二零一五年 六月三十日 未經審核	30 June 2014 Unaudited 二零一四年 六月三十日 未經審核
<b>Basic</b>	<b>基本</b>		
Loss for the period for the purposes of computation of basic loss per share (HK\$'000)	就計算每股基本虧損而言之期內虧損(千港元)	<b>(9,007)</b>	(24,921)
Number of shares	股份數目		
Weighted average number of ordinary shares in issue ( <i>Note</i> )	已發行普通股之加權平均數 (附註)	<b>306,486,321</b>	(Restated) (經重列) 194,995,642

*Note:*

The calculation of basic loss per share for the period is based on the consolidated loss for the period attributable to owners of the Company and on the weighted average number of ordinary shares in issue during the period after the adjustment of the share consolidation as set out in Note 15(d).

### 8. 每股虧損

#### (a) 每股基本虧損

本公司普通股權持有人應佔每股基本虧損乃基於以下數據計算：

		<b>30 June 2015</b> <b>Unaudited</b> 二零一五年 六月三十日 未經審核	30 June 2014 Unaudited 二零一四年 六月三十日 未經審核
<b>Basic</b>	<b>基本</b>		
Loss for the period for the purposes of computation of basic loss per share (HK\$'000)	就計算每股基本虧損而言之期內虧損(千港元)	<b>(9,007)</b>	(24,921)
Number of shares	股份數目		
Weighted average number of ordinary shares in issue ( <i>Note</i> )	已發行普通股之加權平均數 (附註)	<b>306,486,321</b>	(Restated) (經重列) 194,995,642

*附註：*

期內之每股基本虧損乃基於本公司擁有人應佔期內綜合虧損及就附註15(d)所載之股份合併進行調整後之期內已發行普通股加權平均數計算。

## 8. LOSS PER SHARE (continued)

### (b) Diluted loss per share

Diluted loss per share has not been presented for the six months ended 30 June 2015 and 30 June 2014 as there were no potentially dilutive shares outstanding.

## 9. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

During the period, the Group spent approximately HK\$1,551,000 (six months ended 30 June 2014: HK\$654,000) on the purchase of property, plant and equipment.

During the six months ended 30 June 2015, the Group disposed of certain machineries and furniture, fixtures and equipment with carrying amount of approximately HK\$8,000 for cash proceeds of HK\$676,000 (six months ended 30 June 2014: carrying amount of HK\$Nil for cash proceeds of HK\$159,000), resulting in a gain on disposal of HK\$668,000 (six months ended 30 June 2014: HK\$159,000).

## 8. 每股虧損 (續)

### (b) 每股攤薄虧損

由於截至二零一五年六月三十日及二零一四年六月三十日止六個月並無已發行之潛在攤薄股份，因此並無呈列每股攤薄虧損。

## 9. 物業、廠房及設備之變動

於期內，本集團動用約1,551,000港元（截至二零一四年六月三十日止六個月：654,000港元）購買物業、廠房及設備。

截至二零一五年六月三十日止六個月，本集團出售賬面值約為8,000港元之若干機器以及傢俬、裝置及設備，現金所得款項為676,000港元（截至二零一四年六月三十日止六個月：賬面值為零港元，現金所得款項為159,000港元），獲得出售收益668,000港元（截至二零一四年六月三十日止六個月：159,000港元）。

# Notes to the Interim Condensed Consolidated Financial Statements

## 簡明綜合中期財務報表附註

### 10. GOODWILL

Cost	成本
Less: Accumulated impairment loss	減：累計減值虧損
Net book value	賬面淨值

#### Impairment testing on goodwill

All of the goodwill relates to the manufacturing and sale of medical devices products business unit acquired as part of the acquisition of the Titron Group in 2011, as defined and detailed in the Company's circular dated 11 August 2011. At the 31 December 2014, the goodwill relating to this business unit, which is also a CGU, is subject to impairment testing.

The recoverable amount of the CGU has been determined using cash flow projections to calculate value in use based on estimates and financial budgets approved by the management. These projections cover a five-year period, and have been discounted using a pre-tax discount rate of 14.62%. The cash flows beyond that five-year period have been extrapolated using a zero growth rate.

### 10. 商譽

30 June 2015	31 December 2014
Unaudited	Audited
HK\$'000	HK\$'000
二零一五年	二零一四年
六月三十日	十二月三十一日
未經審核	經審核
千港元	千港元
–	67,362
–	(67,362)
–	–

#### 商譽之減值測試

所有商譽與二零一一年收購之製造及銷售醫療設備產品業務單位（作為收購德隆集團（定義及詳情見本公司日期為二零一一年八月十一日之通函）之一部份）有關。於二零一四年十二月三十一日，與此業務單位（亦為現金產生單位）有關之商譽須進行減值測試。

現金產生單位之可收回金額已根據管理層所批准之估計及財政預算利用現金流量預測計算使用價值釐定。該等預測涵蓋五年期間及已使用14.62%之稅前貼現率貼現。超出五年期間之現金流量已使用零增長率推算。

## 10. GOODWILL (continued)

### Impairment testing on goodwill (continued)

All of the assumptions and estimations involved in the preparation of the cash flow projection including budgeted gross margin, discount rate and growth rate are determined by the management of the Group based on past performance, experience and their expectation for future market development.

Based on the assessment, the recoverable amount of the CGU fell below zero, resulting in an impairment loss of HK\$11,836,000 and HK\$2,069,000 recognised on goodwill and property, plant and equipment respectively in 2014. Accordingly, goodwill had been written down to zero as at 31 December 2014.

## 11. TRADE AND OTHER RECEIVABLES

Trade receivables	貿易應收款項		
Other deposits, prepayments and other receivables	其他按金、預付款項及其他應收款項		
Less: Impairment loss recognised on other deposits, prepayments and other receivables	減：就其他按金、預付款項及其他應收款項確認之減值虧損		

## 10. 商譽 (續)

### 商譽之減值測試 (續)

涉及編製現金流量預測之所有假設及估計 (包括預算毛利率、貼現率及增長率) 乃由本集團管理層根據過往表現、經驗及彼等對未來市場發展之預期而釐定。

根據評估，現金產生單位之可收回金額下降至低於零，導致於二零一四年分別就商譽以及物業、廠房及設備確認減值虧損 11,836,000 港元及 2,069,000 港元。因此，於二零一四年十二月三十一日，商譽已撇減至零。

## 11. 貿易及其他應收款項

30 June 2015 Unaudited HK\$'000 二零一五年 六月三十日 未經審核 千港元	31 December 2014 Audited HK\$'000 二零一四年 十二月三十一日 經審核 千港元
10,237	10,067
2,299	2,612
-	(4)
<b>2,299</b>	<b>2,608</b>
<b>12,536</b>	<b>12,675</b>

## Notes to the Interim Condensed Consolidated Financial Statements

### 簡明綜合中期財務報表附註

#### 11. TRADE AND OTHER RECEIVABLES (continued)

The Group allows an average credit period of 30 to 90 days to its trade customers (31 December 2014: 30 to 90 days). The ageing analysis of trade receivables is as follows:

		<b>30 June 2015</b>	31 December 2014
		<b>Unaudited</b>	Audited
		<b>HK\$'000</b>	HK\$'000
		二零一五年	二零一四年
		六月三十日	十二月三十一日
		未經審核	經審核
		千港元	千港元
Current	即期	<b>173</b>	81
1 to 90 days	1至90天	<b>10,036</b>	9,895
91 to 180 days	91至180天	<b>4</b>	67
Over 181 days	181天以上	<b>24</b>	24
		<b>10,237</b>	10,067

#### Movement in the impairment losses of other deposits, prepayments and other receivables

		<b>30 June 2015</b>	31 December 2014
		<b>Unaudited</b>	Audited
		<b>HK\$'000</b>	HK\$'000
		二零一五年	二零一四年
		六月三十日	十二月三十一日
		未經審核	經審核
		千港元	千港元
Balance at beginning of the period/year	期／年初結餘	<b>4</b>	5,287
Written off	撇銷	<b>(4)</b>	(5,287)
Impairment loss recognised	已確認之減值虧損	-	4
Balance at end of the period/year	期／年末結餘	-	4

#### 11. 貿易及其他應收款項 (續)

本集團給予其貿易客戶之平均信貸期為30至90天(二零一四年十二月三十一日: 30至90天)。貿易應收款項之賬齡分析如下:

#### 其他按金、預付款項及其他應收款項減值虧損變動

# Notes to the Interim Condensed Consolidated Financial Statements

## 簡明綜合中期財務報表附註

### 12. TRADE AND OTHER PAYABLES

Trade payables	貿易應付款項
Accruals and other payables	應計款項及其他應付款項
Amounts due to related parties	應付關連人士款項

As at 30 June 2015 and 31 December 2014, included in amounts due to related parties is an amount due to Titron Group Holdings Limited ("TGHL"), in amount of HK\$1,700,000 (as at 31 December 2014: HK\$1,700,000). TGHL was the one of the vendors in the acquisition of Titron Group in 2011. All of the shareholders of TGHL own shares in the Company, and include Mr. Yip Wai Lun, Alvin, the Chairman and Managing Director of the Company. This amount was unsecured, interest-free and repayable on demand.

The remaining balance of amounts due to related parties were also unsecured, interest-free and repayable on demand.

### 12. 貿易及其他應付款項

30 June 2015	31 December 2014
Unaudited	Audited
HK\$'000	HK\$'000
二零一五年 六月三十日	二零一四年 十二月三十一日
未經審核 千港元	經審核 千港元
8,581	5,656
12,906	16,716
9,200	9,200
<b>30,687</b>	<b>31,572</b>

於二零一五年六月三十日及二零一四年十二月三十一日，應付關連人士款項包括一筆應付Titron Group Holdings Limited (「TGHL」)之款項1,700,000港元(於二零一四年十二月三十一日：1,700,000港元)。TGHL為二零一一年收購德隆集團中其中一位賣方。TGHL全部股東均擁有本公司股份，包括本公司主席兼董事總經理葉偉倫先生。有關款項為無抵押及免息，並須按要求償還。

應付關連人士之餘款亦為無抵押及免息，並須按要求償還。



## Notes to the Interim Condensed Consolidated Financial Statements

### 簡明綜合中期財務報表附註

#### 12. TRADE AND OTHER PAYABLES (continued)

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period.

Within 3 months	三個月內
Over 3 months but within 6 months	超過三個月但於六個月內
Over 6 months	超過六個月

#### 12. 貿易及其他應付款項 (續)

以下為於報告期末按發票日期呈列之貿易應付款項之賬齡分析。

30 June 2015 Unaudited HK\$'000 二零一五年 六月三十日 未經審核 千港元	31 December 2014 Audited HK\$'000 二零一四年 十二月三十一日 經審核 千港元
8,581	5,623
–	29
–	4
<b>8,581</b>	<b>5,656</b>

#### 13. BANK AND OTHER BORROWINGS

Bank loans	銀行貸款
– trust receipt loans	– 信託收據貸款

The trust receipt loans borrowed from major banks situated in Hong Kong were secured by certain assets of the Group, and bore interest at 4.00% to 6.00% per annum. This amount was fully repaid on 13 January 2015.

#### 13. 銀行及其他借貸

30 June 2015 Unaudited HK\$'000 二零一五年 六月三十日 未經審核 千港元	31 December 2014 Audited HK\$'000 二零一四年 十二月三十一日 經審核 千港元
–	2,169

自位於香港之主要銀行借入之信託收據貸款乃以本集團之若干資產作抵押，並按年利率4.00厘至6.00厘計息。有關款項已於二零一五年一月十三日悉數償還。

## 14. CONVERTIBLE NOTES

On 23 January 2011, Energy Best Investments Limited (one of the subsidiary of the Group) and Lye Khay Fong, Yip Wai Lun, Alvin, TGHL and Chelin International Limited (“the Vendors”) entered into the Sales and Purchases Agreement (“S&P”) in relation to the acquisition of the Titron Group for HK\$120.0 million with HK\$7.5 million to be paid in cash and the balance of HK\$112.5 million by way of convertible notes (“Titron CN”). Titron CN could be converted into shares of the Company from the date of issue (i.e. 10 October 2011) and ending 10 Business Days prior to the maturity date, which was 31 December 2015. The Titron Group formed the basis of the Group’s present medical device and plastic moulding product operating segments set out in Note 3.

Under the S&P, there was a conversion restriction on HK\$40 million of the Titron CN, which was to be retained by the Vendors for the purpose of satisfying any claims under the warranties pursuant to the S&P Agreement. The Vendors undertook to use all reasonable endeavours to otherwise exercise the conversion rights attaching to the balance of Titron CN as soon as practicable after the Completion. The warranty period expired on 30 June 2012. The Titron CN have a maturity date of 31 December 2015. If the Titron CN are not converted into shares of the Company by that date, they are to be redeemed at full face value at 31 December 2015.

## 14. 可換股票據

於二零一一年一月二十三日，Energy Best Investments Limited（本集團其中一間附屬公司）與黎其方、葉偉倫、TGHL及智永國際有限公司（「賣方」）訂立買賣協議（「買賣協議」），內容有關以120,000,000港元收購德隆集團，當中7,500,000港元將以現金支付，而餘款112,500,000港元以可換股票據（「德隆可換股票據」）方式支付。德隆可換股票據可於由發行日期（即二零一一年十月十日）起至到期日（二零一五年十二月三十一日）前十個營業日止期間內兌換為本公司股份。誠如附註3所載列，德隆集團已構成本集團現時醫療設備及塑膠模具產品經營分部之基準。

根據買賣協議，德隆可換股票據設有兌換限制，當中40,000,000港元之德隆可換股票據須根據買賣協議就償還擔保項下之任何申索目的而由賣方保留。賣方承諾會於合理情況下竭盡全力，於完成後在實際可行情況下儘快行使餘下德隆可換股票據所附帶之兌換權。保證期已於二零一二年六月三十日屆滿。德隆集團可換股票據之到期日為二零一五年十二月三十一日。倘德隆可換股票據至該日仍未兌換為本公司股份，則將於二零一五年十二月三十一日按全額面值予以贖回。

## Notes to the Interim Condensed Consolidated Financial Statements

### 簡明綜合中期財務報表附註

#### 14. CONVERTIBLE NOTES (continued)

The conversion feature in Titron CN meant these convertible notes constituted a hybrid contract, with a conversion option derivative embedded into the convertible notes. The terms of Titron CN contained certain anti-dilution clauses which breached the “fixed for fixed” rule in HKAS 32. The Group had opted to classify the entire Titron CN as a financial liability at fair value through profit or loss.

At the date of issue, Titron CN were valued by Ascent Partners Valuation Service Limited, an independent firm of professional valuers. The fair value of Titron CN was based on the available observable market date. The major inputs used in the models were as follows:

Principal amount (HK\$'000)	112,500
Coupon rate	0%
Risk free rate	0.1899%
Market price per share (at date of completion)	HK\$0.041

On 30 December 2011, approximately HK\$72,456,000 of Titron CN (at nominal principal value) were converted into 1,449,123,800 ordinary shares at the conversion rate of HK\$0.05 per share pursuant to the S&P. The market price of the Company's shares was HK\$0.033 per share at that date.

#### 14. 可換股票據 (續)

德隆可換股票據之兌換特徵意味着此等可換股票據構成混合合約，將兌換權衍生工具嵌入可換股票據。德隆可換股票據之條款包括已違反香港會計準則第32號「定額原則」之若干反攤薄條款。本集團已選擇將全部德隆可換股票據歸類為透過損益按公允價值列賬之財務負債。

於發行日期，德隆可換股票據由獨立專業估值師行艾升評值諮詢有限公司估值。德隆可換股票據之公允價值乃依據可觀察市場數據而釐定。模型中所用主要輸入數據如下：

本金額 (千港元)	112,500
息票率	0%
無風險利率	0.1899%
每股市場價格 (於完成日期)	0.041港元

於二零一一年十二月三十日，為數約72,456,000港元之德隆可換股票據（按名義本金值）已根據買賣協議按每股0.05港元之兌換率兌換為1,449,123,800股普通股。本公司股份當日之市價為每股0.033港元。

#### 14. CONVERTIBLE NOTES (continued)

On 26 May 2014 (the "Conversion Date"), the remaining Titron CN of approximately HK\$40,044,000 (at nominal principal value) were converted into 80,087,620 ordinary shares at conversion rate of HK\$0.50 per share pursuant to the S&P, resulting in an increase in share capital of HK\$801,000 and share premium of HK\$26,429,000. The number of ordinary shares and conversion price had been duly amended to reflect the Capital Reorganisation carried out by the Company on 26 March 2013 (10 for 1 share consolidation and reduction in par value/share). The market price of the Company's shares was HK\$0.34 per share at the Conversion Date.

The movement of the convertible notes for the year ended 31 December 2014 was set out below:

#### 14. 可換股票據 (續)

於二零一四年五月二十六日(「兌換日期」)，餘下為數約40,044,000港元之德隆可換股票據(按名義本金值)已根據買賣協議按每股0.50港元之兌換率兌換為80,087,620股普通股，導致增加股本801,000港元及股份溢價26,429,000港元。普通股數目及兌換價已妥為修訂，以反映本公司於二零一三年三月二十六日進行之股本重組(10合1股份合併及削減每股面值)。本公司股份於兌換日期之市價為每股0.34港元。

截至二零一四年十二月三十一日止年度內可換股票據之變動載列如下：

		Total HK\$'000 總額 千港元
<b>Fair value of Titron CN</b>	<b>德隆可換股票據之公允價值</b>	
At 1 January 2014	於二零一四年一月一日	23,225
Converted into ordinary shares	兌換為普通股	(27,230)
Loss on change in fair value	公允價值變動之虧損	4,005
At 31 December 2014	於二零一四年十二月三十一日	-

# Notes to the Interim Condensed Consolidated Financial Statements

## 簡明綜合中期財務報表附註

### 15. SHARE CAPITAL

### 15. 股本

		Number of shares	Share capital HK\$'000
	Notes	股份數目	股本 千港元
<b>Authorised:</b>	<b>法定：</b>		
Balance as at 31 December 2014 and 30 June 2015	於二零一四年十二月三十一日 及二零一五年六月三十日之 結餘	40,000,000,000	400,000
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
Balance as at 1 January 2014	於二零一四年一月一日之結餘	875,823,986	8,758
Issue of shares in April 2014	於二零一四年四月發行股份 (a)	175,160,000	1,752
Issue of shares on conversion of convertible notes (Note 14)	就兌換可換股票據發行股份 (附註14)	80,087,620	801
Issue of shares in June 2014	於二零一四年六月發行股份 (b)	175,160,000	1,752
Issue of shares in November 2014	於二零一四年十一月發行股份 (c)	226,200,000	2,261
Balance as at 31 December 2014	於二零一四年十二月三十一日 之結餘	1,532,431,606	15,324
Share consolidation of every 5 shares of par value of HK\$0.01 each into 1 consolidated share of par value of HK\$0.05 each; and reduction par value of each consolidated share from HK\$0.05 to HK\$0.01	按每5股每股面值0.01港元之股 份合併為1股面值0.05港元之 合併股份進行之股份合併； 及將每股合併股份之面值由 0.05港元削減至0.01港元 (d)	(1,225,945,285)	(12,259)
Balance as at 30 June 2015	於二零一五年六月三十日之 結餘	306,486,321	3,065

## 15. SHARE CAPITAL (continued)

Notes:

- (a) On 7 April 2014, 175,160,000 ordinary shares of HK\$0.01 each were placed at a price of HK\$0.239 per GM Placing Share I. The closing price was HK\$0.265 per share as quoted on the Stock Exchange on 21 March 2014, being the last trading day immediately prior to the GM Placing Agreement I. A share premium of approximately HK\$40,111,500 was credited to share premium account. The net proceed of approximately HK\$40,318,000, after deducting commission and placing expenses of approximately HK\$1,545,000, are intended to be utilised as general working capital of the Group. The net proceeds has been utilised as intended. Details of the GM Placing Agreement I are set out in the Company's announcements dated 24 March 2014 and 7 April 2014, respectively.
- (b) On 30 June 2014, 175,160,000 ordinary shares of HK\$0.01 each were placed at a price of HK\$0.239 per SM Placing Share I. A share premium of approximately HK\$40,111,500 was credited to share premium account. The net proceed of approximately HK\$40,292,000, after deducting commission and placing expenses of approximately HK\$1,571,000, are intended to be utilised as to (i) research and development of new medical and/or healthcare products and services; (ii) launch of new medical and/or healthcare products and service; (iii) set up and development of e-commerce platform; (iv) establishment of new public relations and new human resources agencies; and (v) provision of financial assistance for the target company to facilities the tender of potential construction projects. Details of the SM Placing Agreement I and the use of proceeds are set out in the Company's announcements dated 24 March 2014, 30 June 2014, 12 January 2015 and 23 June 2015, respectively, and the Company's circular dated 4 June 2014.
- (c) On 14 November 2014, 226,200,000 ordinary shares of HK\$0.01 each were placed at a price of HK\$0.118 per GM Placing Share II. The closing price was HK\$0.144 per share as quoted on the Stock Exchange on 31 October 2014, being the date of the GM Placing Agreement II. A share premium of approximately HK\$40,111,500 was credited to share premium account. The net proceed of approximately HK\$40,318,000, after deducting commission and placing expenses of approximately HK\$1,545,000, are intended to be utilised as (i) general working capital of the Group; and (ii) funding for the Possible Acquisition, if the Possible Acquisition materialised. Details of the GM Placing Agreement II and the use of proceeds are set out in the Company's announcements dated 31 October 2014 and 23 June 2015, respectively.

## 15. 股本 (續)

附註：

- (a) 於二零一四年四月七日，本公司以每股一般授權配售股份I 0.239港元之價格配售175,160,000股每股面值0.01港元之普通股。股份於二零一四年三月二十一日（即緊接一般授權配售協議I訂立前之最後一個交易日）在聯交所所報之收市價為每股0.265港元。約40,111,500港元之股份溢價已計入股份溢價賬。經扣除佣金及配售費用約1,545,000港元後，所得款項淨額約為40,318,000港元，擬用作本集團之一般營運資金。所得款項淨額已按擬定用途動用。一般授權配售協議I之詳情載於本公司日期分別為二零一四年三月二十四日及二零一四年四月七日之公佈。
- (b) 於二零一四年六月三十日，本公司以每股特別授權配售股份I 0.239港元之價格配售175,160,000股每股面值0.01港元之普通股。約40,111,500港元之股份溢價已計入股份溢價賬。經扣除佣金及配售費用約1,571,000港元後，所得款項淨額約為40,292,000港元，擬用於(i)研究及開發新醫療及／或保健產品及服務；(ii)推出新醫療及／或保健產品及服務；(iii)建立及開發電子商貿平台；(iv)成立新公關顧問公司及新人力資源服務公司；及(v)為目標公司提供財務資助以便參與潛在建造項目之招標。特別授權配售協議I及所得款項用途之詳情載於本公司日期分別為二零一四年三月二十四日、二零一四年六月三十日、二零一五年一月十二日及二零一五年六月二十三日之公佈以及本公司日期為二零一四年六月四日之通函。
- (c) 於二零一四年十一月十四日，本公司以每股一般授權配售股份II 0.118港元之價格配售226,200,000股每股面值0.01港元之普通股。股份於二零一四年十月三十一日（即一般授權配售協議II之訂立日）在聯交所所報之收市價為每股0.144港元。約40,111,500港元之股份溢價已計入股份溢價賬。經扣除佣金及配售費用約1,545,000港元後，所得款項淨額約為40,318,000港元，擬用作(i)本集團之一般營運資金；及(ii)可能收購事項一旦落實時之資金。一般授權配售協議II及所得款項用途之詳情載於本公司日期分別為二零一四年十月三十一日及二零一五年六月二十三日之公佈。

## 15. SHARE CAPITAL (continued)

Notes: (continued)

- (d) Save as disclosed in the Company's circular dated 31 March 2015 in respect of a proposed capital reorganisation ("Capital Reorganisation") which was approved by the Shareholders in a special general meeting of the Company on 27 April 2015, the Capital Reorganisation has become effective on 28 April 2015 as detailed below.
- (i) Every five existing shares of HK\$0.01 each in the issued share capital of the Company were consolidated into one consolidated share of HK\$0.05 each;
- (ii) The issued share capital was reduced by cancelling of HK\$0.04 of the paid-up capital on each issued consolidated share so that the par value of each issued consolidated share be reduced from HK\$0.05 to HK\$0.01;
- (iii) The entire amount standing to the credit of the share premium account of the Company was cancelled; and
- (iv) The credit arising from the share premium account of the Company was transferred to the contributed surplus account of the Company to be applied to set off against the accumulated losses of the Company.

## 16. CHARGES ON ASSETS

- (i) **Property, plant and equipment held under finance leases**

At 30 June 2015, no motor vehicles was held under finance leases (31 December 2014: HK\$102,000).

- (ii) **Pledged time deposits**

At 30 June 2015, no assets was pledged as securities for banking facilities granted to the Group.

At 31 December 2014, amounts of HK\$1,546,000 was deposited as pledged time deposits of fixed rates of 1.95% as securities for certain banking facilities granted to the Group.

## 15. 股本 (續)

附註：(續)

- (d) 除本公司日期為二零一五年三月三十一日有關建議股本重組(「股本重組」，經股東於二零一五年四月二十七日舉行之本公司股東特別大會上批准)之通函所披露者外，股本重組已於二零一五年四月二十八日生效，詳情如下。
- (i) 本公司已發行股本中每五股每股面值0.01港元之現有股份合併為一股面值0.05港元之合併股份；
- (ii) 透過將每股已發行合併股份之繳足股本註銷0.04港元削減已發行股本，致使每股已發行合併股份之面值由0.05港元削減至0.01港元；
- (iii) 本公司股份溢價賬之全部進賬額已予註銷；及
- (iv) 本公司股份溢價賬所產生之進賬乃轉撥至本公司繳入盈餘賬，以用於抵銷本公司之累計虧損。

## 16. 資產押記

- (i) **根據融資租賃持有之物業、廠房及設備**

於二零一五年六月三十日，本集團並無融資租賃汽車(二零一四年十二月三十一日：102,000港元)。

- (ii) **已抵押定期存款**

於二零一五年六月三十日，並無資產已抵押，以作為本集團獲授之銀行信貸之擔保。

於二零一四年十二月三十一日，本集團以固定利率1.95厘之已抵押定期存款之形式存入1,546,000港元，以作為本集團獲授之若干銀行信貸之擔保。

## 17. RELATED PARTY TRANSACTIONS

### Compensation of key management personnel

The remuneration of directors and other key management personnel during the period was as follows:

Salaries and short-term employee benefits	薪金及短期僱員福利
Post-employment benefits	離職後福利

## 17. 關連人士交易

### 主要管理人員之報酬

董事及其他主要管理層人員於期內之薪酬如下：

#### Six months ended 30 June 截至六月三十日止六個月

2015 Unaudited HK\$'000 二零一五年 未經審核 千港元	2014 Unaudited HK\$'000 二零一四年 未經審核 千港元
2,637	3,707
51	38
<b>2,688</b>	<b>3,745</b>

## 18. SHARE OPTION SCHEME

The Company had adopted a share option scheme on 12 June 2004 ("2004 Share Option Scheme") but the share options scheme expired on 11 June 2014.

On 30 June 2015, the Company adopted a new share option scheme (the "2015 Share Option Scheme"), which was approved by its Shareholders at the annual general meeting of the Company held on the same date.

The purpose of the 2015 Share Option Scheme is to enable the Group to grant share options to the eligible participants as incentives or rewards for their contributions to the Group.

## 18. 購股權計劃

本公司於二零零四年六月十二日採納一項購股權計劃（「二零零四年購股權計劃」），惟該購股權計劃已於二零一四年六月十一日屆滿。

於二零一五年六月三十日，本公司採納一項新購股權計劃（「二零一五年購股權計劃」），二零一五年購股權計劃已於同日舉行之本公司股東週年大會上獲其股東批准。

二零一五年購股權計劃旨在使本集團可向合資格參與者授出購股權，作為彼等對本集團作出貢獻之獎勵或回報。



## 18. SHARE OPTION SCHEME (continued)

According to the 2015 Share Option Scheme, the Board may grant share options to the eligible participants as defined in the 2015 Share Option Scheme to subscribe for such number of shares as the Board may determine. Share options granted should be accepted within 28 days from the date of the letter of grant. Upon acceptance of the share options, the grantee shall pay HK\$1.00 to the Company by way of consideration for the grant. Subject to the terms of the 2015 Share Option Scheme and all applicable laws, the Board has the power to determine the period within which payments or calls must or may be made.

The exercise price of share options shall be determined by the Board, which shall be at least the highest of (i) the closing price of the shares as stated in the daily quotations sheet of the Stock Exchange on the date of the grant, which must be a business day; (ii) the average closing price of the shares as stated in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the date of the grant; and (iii) the nominal value of a share.

The maximum number of shares which may be issued upon the exercise of all share options to be granted under the 2015 Share Option Scheme and any other share option scheme(s) of the Company must not exceed 10% of the issued share capital of the Company on the date of approval and adoption of the 2015 Share Option Scheme provided that the Company may at any time seek approval from the Shareholders to refresh the limit to 10% of the shares in issue as at the date of approval by the Shareholders in general meeting where such limit is refreshed. Share options previously granted under any share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with such schemes or exercised options) will not be counted for the purpose of calculating the limit as refreshed.

## 18. 購股權計劃 (續)

根據二零一五年購股權計劃，董事會可向二零一五年購股權計劃所界定之合資格參與者授出購股權，以認購董事會可能釐定數目之股份。授出之購股權於由要約函件日期起計28天內接納。於接納購股權時，承授人須向本公司支付1.00港元作為代價。在二零一五年購股權計劃條款及所有適用法律之規限下，董事會有權決定必須或可以繳付或催繳款項之期限。

購股權之行使價由董事會決定，惟不得少於以下之最高者：(i)於授出日期（必須為營業日）聯交所每日報價表上所列之股份收市價；(ii)於緊接授出日期前五個營業日聯交所每日報價表上所列之平均股份收市價；及(iii)股份面值。

因行使根據二零一五年購股權計劃及本公司任何其他購股權計劃授出之所有購股權而可能發行之股份數目上限，不得超過於批准及採納二零一五年購股權計劃當日本公司已發行股本之10%，惟本公司可隨時徵求股東批准將上限更新至股東於股東大會上批准更新上限當日已發行股份之10%。就計算經更新上限而言，先前根據本公司任何購股權計劃授出之購股權（包括根據有關計劃尚未行使、已註銷、已失效或已行使之購股權）均不予計算。

## 18. SHARE OPTION SCHEME (continued)

The total number of shares issued and may fall to be issued upon exercise of the share options granted under the 2015 Share Option Scheme and any other share option scheme(s) of the Company (including exercised, cancelled and outstanding options) to each eligible participant in any 12-month period up to and including the date of grant shall not exceed 1% of the shares in issue as at the date of grant unless such grant has been duly approved by ordinary resolution of the Shareholders in general meeting at which the relevant eligible participant and his associates abstained from voting. Share options granted to substantial shareholders or independent non-executive Directors or any of their respective associates in any 12-month period in excess of 0.1% of the Company's issued share capital on the date of grant and with a value in excess of HK\$5 million must be approved in advance by the Shareholders.

The period during which a share option may be exercised will be determined by the Board at its absolute discretion, save that no share options can be exercised more than 10 years after it has been granted. There is no general requirement that a share options must be held for any minimum period before it can be exercised. The 2015 Share Option Scheme is valid and effective for a period of ten years and will expire at the close of business on 29 June 2025.

During the six months ended 30 June 2015, no share options were granted under the 2015 Share Option Scheme since its adoption on 30 June 2015.

## 18. 購股權計劃 (續)

截至授出日期(包括該日)前任何12個月期間,因根據二零一五年購股權計劃及本公司任何其他購股權計劃授予個別合資格參與者之購股權(包括已行使、已註銷及尚未行使購股權)獲行使而已發行及可能須發行之股份總數,不得超過授出日期已發行股份之1%,惟有關授出於股東大會上獲股東以普通決議案方式正式批准(有關合資格參與者及其聯繫人須於該大會上放棄投票)則除外。倘於任何12個月期間向主要股東或獨立非執行董事或彼等各自之任何聯繫人授出之購股權多於授出日期本公司已發行股本之0.1%,且價值高於5,000,000港元,則必須事先經股東批准。

購股權之行使期將由董事會全權酌情決定,惟不得於授出起計10年後行使。並無行使購股權前必須持有購股權之任何最短期限之一般規定。二零一五年購股權計劃於10年內有效及生效,並將於二零二五年六月二十九日營業時間結束時屆滿。

截至二零一五年六月三十日止六個月內,本公司自二零一五年六月三十日採納二零一五年購股權計劃以來,並無根據該計劃授出任何購股權。

# Notes to the Interim Condensed Consolidated Financial Statements

## 簡明綜合中期財務報表附註

### 18. SHARE OPTION SCHEME (continued)

As at 30 June 2015, no share options under 2004 Share Option Scheme were outstanding. Details of the movement of the Company's share options during the reporting period were as follows:

Number of share options 購股權數目		Number of share options 購股權數目		Date of grant of the share options	Exercise period of the share options	Exercise price of the share options HK\$
Outstanding as at 1 January 2015	Lapsed during the period	Outstanding as at 30 June 2015	Outstanding as at 30 June 2015			
於二零一五年 一月一日 尚未行使	期內失效	於二零一五年 六月三十日 尚未行使	於二零一五年 六月三十日 尚未行使	購股權授出日期	購股權行使期	購股權行使價 港元
2005	298	(298)	-	25/01/2005	25/01/2005 – 24/01/2015	1.629

### 19. COMMITMENTS

#### (a) Capital Commitments

Capital expenditure contracted for in respect of additions in property, plant and equipment

有關添置物業、廠房及設備已訂約之資本開支

### 19. 承擔

#### (a) 資本承擔

30 June 2015 Unaudited HK\$'000 二零一五年 六月三十日 未經審核 千港元	31 December 2014 Audited HK\$'000 二零一四年 十二月三十一日 經審核 千港元
55	-

## 19. COMMITMENTS (continued)

### (b) Operating leases – lessee

The Group had total future minimum lease payments under non-cancellable operating leases falling due are as follows at the end of the reporting period:

		<b>30 June 2015 Unaudited HK\$'000 二零一五年 六月三十日 未經審核 千港元</b>	31 December 2014 Audited HK\$'000 二零一四年 十二月三十一日 經審核 千港元
Not later than one year	一年內	<b>2,133</b>	3,418
Later than one year but not later than five years	一年後但五年內	<b>1,822</b>	2,481
		<b>3,955</b>	5,899

## 20. EVENTS AFTER THE REPORTING DATE

On 14 July 2015, the Company and the Placing Agent I entered into a placing agreement under general mandate (the “GM Placing Agreement III”), pursuant to which the Company has conditionally agreed to offer for subscription and the Placing Agent I agreed to procure, failing which, the Placing Agent I itself would subscribe for 61,200,000 placing shares (the “GM Placing Shares III”) at a price of HK\$0.328 per GM Placing Share III (collectively, the “GM Placing III”). The closing price of the Company’s shares quoted on the Stock Exchange on 14 July 2015, being the date of the GM Placing Agreement III was HK\$0.400 per share. On 24 July 2015, the GM Placing III was completed. The Company received the net proceeds of approximately HK\$19.2 million from the GM Placing III, representing a net issue price of HK\$0.314 per GM Placing Share III, would be used as general working capital of the Group. As at the date of this report, the entire net proceeds has not been utilised and remains in the bank for intended use.

## 19. 承擔 (續)

### (b) 經營租賃－承租人

於報告期末，本集團根據不可撤銷經營租賃將於下列時間到期之未來最低租賃付款總額如下：

		<b>30 June 2015 Unaudited HK\$'000 二零一五年 六月三十日 未經審核 千港元</b>	31 December 2014 Audited HK\$'000 二零一四年 十二月三十一日 經審核 千港元
Not later than one year	一年內	<b>2,133</b>	3,418
Later than one year but not later than five years	一年後但五年內	<b>1,822</b>	2,481
		<b>3,955</b>	5,899

## 20. 報告日期後事項

於二零一五年七月十四日，本公司與配售代理I根據一般授權訂立一份配售協議（「一般授權配售協議III」），據此，本公司已有條件同意提呈以供認購，而配售代理I已同意促使以每股配售股份（「一般授權配售股份III」）0.328港元之價格認購61,200,000股一般授權配售股份III，倘一般授權配售股份III未獲認購，則由配售代理I本身認購（統稱為「一般授權配售III」）。本公司股份於二零一五年七月十四日（即一般授權配售協議III之訂立日）在聯交所所報之收市價為每股0.400港元。一般授權配售III已於二零一五年七月二十四日完成。本公司由一般授權配售III獲得之所得款淨額約為19,200,000港元（相當於淨發行價每股一般授權配售股份III 0.314港元），將用作本集團之一般營運資金。於本報告日期，全部所得款項淨額尚未動用，置存於銀行以待作擬定用途。

## 20. EVENTS AFTER THE REPORTING DATE

(continued)

On the same date, the Company and the Placing Agent I also entered into another placing agreement (the “SM Placing Agreement II”) under a specific mandate, pursuant to which, the Company conditionally agreed to place through the Placing Agent I on a best endeavour basis, up to 612,900,000 placing shares (the “SM Placing Shares II”) to not less than six places at a placing price HK\$0.328 per SM Placing Share II by 30 September 2015 or such other date as the parties may agree in writing (collectively, the “SM Placing II”). The net proceed of approximately HK\$194.5 million after deducting commission and placing expenses, are intended to be utilised as to (i) approximately HK\$84.5 million for the business development of the Possible Acquisition, in which HK\$77.5 million for bidding and underwriting construction projects from Hong Kong Housing Authority and private developers and HK\$7.0 million for general working capital of the Possible Acquisition; and (ii) approximately HK\$110.0 million for purchasing an office in Hong Kong for the Group.

Details of the GM Placing III and the SM Placing II are set out in the Company’s announcements dated 14 July 2015 and 24 July 2015, respectively.

## 20. 報告日期後事項 (續)

同日，本公司亦與配售代理I根據一項特別授權訂立另一份配售協議（「特別授權配售協議II」），據此，本公司已有條件同意於二零一五年九月三十日或之前或訂約雙方可能書面協定之其他日期，透過配售代理I盡力以每股配售股份（「特別授權配售股份II」）0.328港元之配售價配售最多612,900,000股特別授權配售股份II予不少於六名承配人（統稱為「特別授權配售II」）。經扣除佣金及配售費用後，所得款項淨額約為194,500,000港元，其中：(i)約84,500,000港元擬用作可能收購事項之業務發展，當中77,500,000港元用作投標及承攬香港房屋委員會及私人發展商之建造工程，而7,000,000港元用作可能收購事項之一般營運資金；及(ii)約110,000,000港元擬用作為本集團於香港購置辦公室。

一般授權配售III及特別授權配售II之詳情載於本公司日期分別為二零一五年七月十四日及二零一五年七月二十四日之公佈。

