



**FOREBASE INTERNATIONAL HOLDINGS LIMITED**

**申基國際控股有限公司**

*(Incorporated in Hong Kong with limited liability)* (於香港註冊成立之有限公司)

(Stock Code 股份代號: 2310)



**2015**

**INTERIM REPORT 中期報告**

## CONTENTS

## 目錄

Corporate Information	2-5	公司資料
Financial Highlights	6-8	財務摘要
Management Discussion and Analysis	9-14	管理層討論及分析
Disclosure of Interests and Other Information	15-22	權益披露及其他資料
<b>Financial Statements</b>		<b>財務報表</b>
Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income	23	簡明綜合損益及其他全面收益表
Condensed Consolidated Statement of Financial Position	24-25	簡明綜合財務狀況表
Condensed Consolidated Statement of Changes in Equity	26-28	簡明綜合權益變動表
Condensed Consolidated Statement of Cash Flows	29-30	簡明綜合現金流量表
Notes to the Condensed Consolidated Financial Statements	31-56	簡明綜合財務報表附註

## CORPORATE INFORMATION

### 公司資料

#### BOARD OF DIRECTORS

##### Executive directors

- Mr. Shen Yong (*Chairman*)  
 Mr. Kaneko Hiroshi  
*(appointed with effect from 31 August 2015)*  
 Mr. Kwan Man Kit Edmond  
*(resigned with effect from 13 March 2015 and resigned as Chief Executive Officer with effect from 28 April 2015)*  
 Mr. Ronald Lew Podlas  
*(resigned with effect from 16 February 2015)*  
 Mr. Shen Ke  
 Mr. Li Zhi  
*(resigned with effect from 16 February 2015)*  
 Mr. Zhao Enze  
*(appointed with effect from 16 February 2015)*  
 Mr. Fan Jiangang  
*(appointed with effect from 16 February 2015)*  
 Mr. Hong Sang Joon

##### Independent non-executive directors

- Mr. Yu Lei  
 Ms. Zhang Cui Lan  
 Mr. Ernst Rudolf Zimmermann

#### 董事會

##### 執行董事

- 申勇先生 (主席)  
 金子博先生  
*(於二零一五年八月三十一日獲委任)*  
 關文傑先生  
*(於二零一五年三月十三日辭任及於二零一五年四月二十八日辭任行政總裁)*  
 包德榮先生  
*(於二零一五年二月十六日辭任)*  
 申柯先生  
 李智先生  
*(於二零一五年二月十六日辭任)*  
 趙恩澤先生  
*(於二零一五年二月十六日獲委任)*  
 范劍剛先生  
*(於二零一五年二月十六日獲委任)*  
 洪祥準先生

##### 獨立非執行董事

- 余磊先生  
 張翠蘭女士  
 司馬文先生

# CORPORATE INFORMATION

## 公司資料

### EXECUTIVE COMMITTEE

- Mr. Shen Yong  
Mr. Kaneko Hiroshi  
*(became a member of the committee with effect from 31 August 2015)*  
Mr. Kwan Man Kit Edmond  
*(ceased to be a member with effect from 13 March 2015)*  
Mr. Ronald Lew Podlas  
*(ceased to be a member with effect from 16 February 2015)*  
Mr. Shen Ke  
Mr. Li Zhi  
*(ceased to be a member with effect from 16 February 2015)*  
Mr. Zhao Enze  
*(became a member of the committee with effect from 16 February 2015)*  
Mr. Fan Jiangang  
*(became a member of the committee with effect from 16 February 2015)*  
Mr. Hong Sang Joon

### AUDIT COMMITTEE

- Ms. Zhang Cui Lan  
Mr. Yu Lei  
Mr. Ernst Rudolf Zimmermann

### REMUNERATION COMMITTEE

- Mr. Yu Lei  
Ms. Zhang Cui Lan  
Mr. Ernst Rudolf Zimmermann

### 執行委員會

- 申勇先生  
金子博先生  
*(於二零一五年八月三十一日成為委員會成員)*  
關文傑先生  
*(於二零一五年三月十三日停任成員)*  
包德榮先生  
*(於二零一五年二月十六日停任成員)*  
申柯先生  
李智先生  
*(於二零一五年二月十六日停任成員)*  
趙恩澤先生  
*(於二零一五年二月十六日成為委員會成員)*  
范劍剛先生  
*(於二零一五年二月十六日成為委員會成員)*  
洪祥準先生

### 審核委員會

- 張翠蘭女士  
余磊先生  
司馬文先生

### 薪酬委員會

- 余磊先生  
張翠蘭女士  
司馬文先生

## CORPORATE INFORMATION

### 公司資料

#### NOMINATION COMMITTEE

Mr. Yu Lei  
Ms. Zhang Cui Lan  
Mr. Ernst Rudolf Zimmermann

#### 提名委員會

余磊先生  
張翠蘭女士  
司馬文先生

#### INDEPENDENT BOARD COMMITTEE

Mr. Yu Lei  
Ms. Zhang Cui Lan  
Mr. Ernst Rudolf Zimmermann

#### 獨立董事委員會

余磊先生  
張翠蘭女士  
司馬文先生

#### COMPANY SECRETARY

Mr. Leung Tak Chee Frankie

#### 公司秘書

梁德志先生

#### AUTHORISED REPRESENTATIVES

Mr. Li Zhi  
(until 16 February 2015)  
Mr. Leung Tak Chee Frankie  
Mr. Zhao Enze  
(from 16 February 2015)

#### 授權代表

李智先生  
(至二零一五年二月十六日止)  
梁德志先生  
趙恩澤先生  
(自二零一五年二月十六日起)

#### REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS

Room 3805, 38/F.  
Lee Garden One  
33 Hysan Avenue  
Causeway Bay  
Hong Kong

#### 註冊辦事處及主要營業地點

香港  
銅鑼灣  
希慎道33號  
利園一期  
38樓3805室

#### AUDITORS

SHINEWING (HK) CPA Limited  
Certified Public Accountants

#### 核數師

信永中和(香港)會計師事務所有限公司  
執業會計師

# CORPORATE INFORMATION

## 公司資料

### SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Standard Limited  
Level 22  
Hopewell Centre  
183 Queen's Road East  
Hong Kong

### 股份過戶登記處

卓佳標準有限公司  
香港  
皇后大道東 183 號  
合和中心  
22 樓

### STOCK CODE

The Stock Exchange of Hong Kong Limited: 2310

### 股份代號

香港聯合交易所有限公司：2310

### COMPANY WEBSITE

[www.kse.com.hk](http://www.kse.com.hk)

### 公司網址

[www.kse.com.hk](http://www.kse.com.hk)

# FINANCIAL HIGHLIGHTS

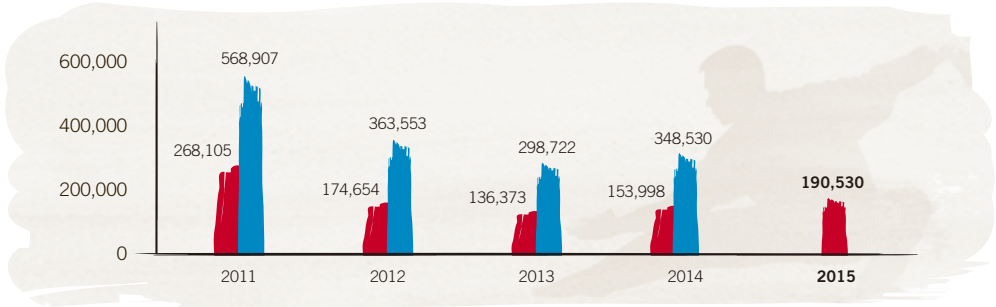
## 財務摘要

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

### Revenue 收益

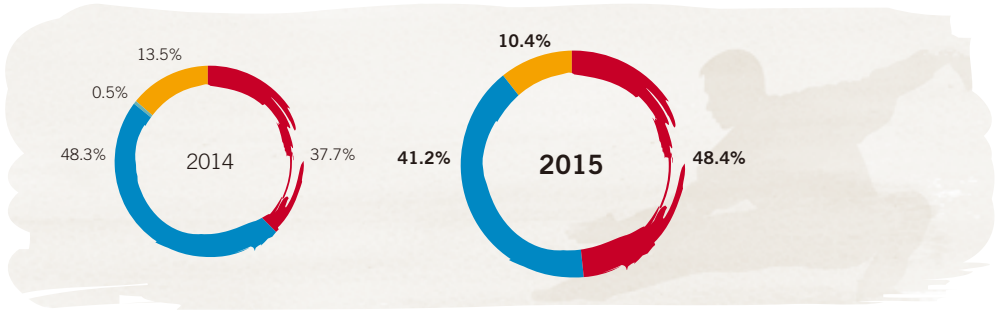
(HK\$'000 千港元)

— Full year 全年  
— First half year 上半年



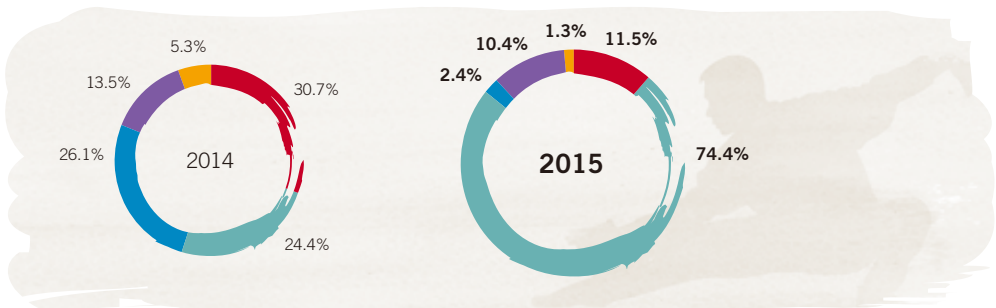
### Revenue by Business Segments 按業務分部劃分之收益分析

— Composite components 複合元件  
— Property investment 物業投資  
— Unit electronic components 單位電子元件  
— Hotel operation 酒店投資



### Revenue by Geographical Segments 按地區分部劃分之收益分析

— PRC 中國  
— Hong Kong 香港  
— Korea 韓國  
— Others 其他  
— Canada 加拿大



# FINANCIAL HIGHLIGHTS

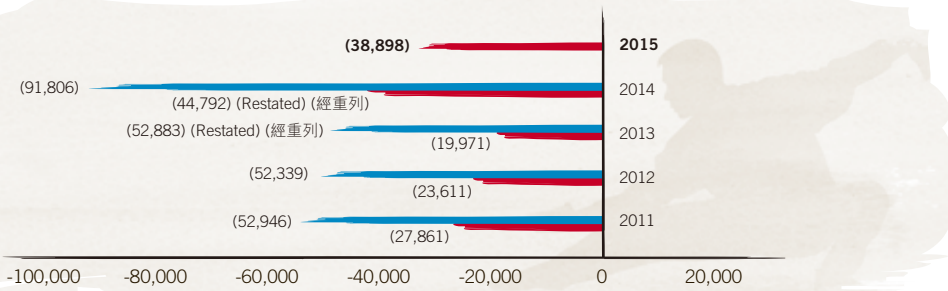
## 財務摘要

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

### Profit (Loss) Attributable to Owners of the Company 本公司擁有人應佔溢利 (虧損)

(HK\$'000 千港元)

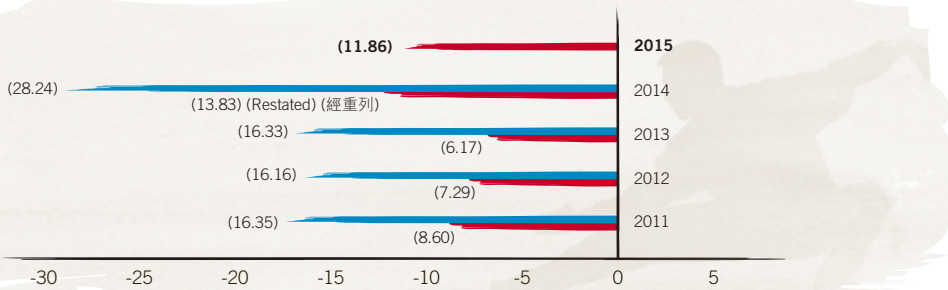
Full year 全年  
First half year 上半年



### Basic Earnings (Loss) per Share 每股基本盈利 (虧損)

(HK cents 港仙)

Full year 全年  
First half year 上半年





# FINANCIAL HIGHLIGHTS

## 財務摘要

Six months ended 30 June

截至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 二零一五年 (Unaudited) (未經審核)	2014 二零一四年 (Unaudited) (未經審核) (Restated) (經重列)	% changes 變動百分比
<b>Results (HK\$'000)</b>	<b>業績 (千港元)</b>			
Revenue	收益	190,530	153,998	23.7
Gross loss	毛損	(41)	(2,605)	(98.4)
Loss before tax	除稅前虧損	(37,813)	(48,444)	(21.9)
Loss for the period	本期間虧損	(38,898)	(44,792)	(13.2)
Loss attributable to owners of the Company	本公司擁有人 應佔虧損	(38,898)	(44,792)	(13.2)
<b>Per Share Data (HK cents)</b>	<b>每股數據 (港仙)</b>			
Basic loss	基本虧損	(11.86)	(13.83)	(14.2)
Diluted loss	攤薄虧損	(11.86)	(13.83)	(14.2)
<b>Financial Ratio (%)</b>	<b>財務比率 (%)</b>			
Gross loss margin	毛損率	(0.02)	(1.69)	(98.7)
Net loss margin	淨虧損率	(20.42)	(29.09)	(29.8)

		At 30 June 2015 於二零一五年 六月三十日 (Unaudited) (未經審核)	At 31 December 2014 二零一四年 十二月三十一日 (Audited) (經審核)	% changes 變動百分比
<b>Assets and Liabilities</b> (HK\$'000)	<b>資產與負債</b> (千港元)			
Total assets	總資產	404,903	368,488	9.9
Total liabilities	總負債	425,119	347,400	22.4
Total equity	總權益	(20,216)	21,088	n/a 不適用
<b>Per Share Data (HK dollars)</b>	<b>每股數據 (港元)</b>			
Total equity	總權益	(0.06)	0.06	n/a 不適用
<b>Financial Ratio</b>	<b>財務比率</b>			
Current ratio	流動比率	1	1.46	(19.6)
Quick ratio	速動比率	2	1.29	(17.4)

Notes:

1) Current ratio represents current assets divided by current liabilities.

2) Quick ratio represents current assets excluding inventories divided by current liabilities.

附註：

1) 流動比率指流動資產除以流動負債。

2) 速動比率指不包括存貨的流動資產除以流動負債。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW

Revenue represents sales of goods, rental income and hotel operating income. The Group's revenue increased by approximately 23.7% to approximately HK\$190,530,000 as compared with the corresponding period last year. Cost of sales increased by approximately HK\$33,968,000 or 21.7% to approximately HK\$190,571,000 which was in line with the increase in revenue.

Other income and gains for the six months ended 30 June 2015 increased by approximately HK\$4,200,000 as compared with the corresponding period last year. The increase was primarily due to gain arising from initial recognition of amount due to a director and ultimate holding company at fair value during the period under review.

Operating expenses for the six months ended 30 June 2015 decreased by approximately HK\$4,984,000 or 13.0% as compared with the corresponding period last year. The decrease was mainly due to loss on disposal of certain investment properties (included in other operating expenses) of approximately HK\$4,191,000 reported in the corresponding period last year.

The increase in finance costs was mainly due to the interest charged on bonds issued by the Group while no such item reported in the corresponding period last year.

Taxation represented an income tax expense of approximately HK\$1,085,000 as compared to a net tax credit of approximately HK\$3,652,000 in the corresponding period last year. The difference was due to a deferred tax credit arising from the disposal of certain investment properties recorded in the corresponding period last year.

### 財務回顧

收益乃產品銷售價值、租金收入及酒店經營收入。本集團收益較去年同期上升23.7%至約190,530,000港元。銷售成本則上升約33,968,000港元或21.7%至約190,571,000港元，升幅與收益增長一致。

截至二零一五年六月三十日止六個月，其他收入及收益比去年同期增加約4,200,000港元，主要因在回顧期間首次按公允價值確認應付一名董事及最終控股公司款項所產生之收益。

截至二零一五年六月三十日止六個月，經營開支較去年同期減少約4,984,000港元或13.0%，主要由於在去年同期申報出售若干投資物業虧損（列為其他經營開支）約4,191,000港元所致。

融資成本增加主要由於本集團發行之債券產生利息費用（而去年並無該項利息）所致。

稅項指所得稅開支約1,085,000港元，去年同期則錄得稅項抵免淨額3,652,000港元，乃主要由於去年同期錄得出售若干投資物業所產生之遞延稅項抵免所致。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

As a result of the foregoing, the Group reported a loss for the period of approximately HK\$38,898,000 as compared to approximately HK\$44,792,000 recorded in the corresponding period last year.

#### Liquidity and Financial Resources

As at 30 June 2015, the Group's net current assets amounted to approximately HK\$41,230,000 (31 December 2014: approximately HK\$78,134,000).

Current ratio, being the ratio of current assets to current liabilities, decreased from 1.46 as at 31 December 2014 to 1.17 as at 30 June 2015. The decrease in ratio mainly reflected the increase in current liabilities as a result of increase in approximately HK\$53,323,000 trade and other payables.

As at 30 June 2015, the Group's net debt (total borrowings net of cash and bank balance) over total adjust equity (the sum of all components of equity, amount due to ultimate holdings company and amount due to a director) was approximately 404.5% (31 December 2014: approximately 95.5%).

As at 30 June 2015, the Group's bank and cash balances amounted to approximately HK\$31,328,000 which including approximately HK\$1,000,000 short term bank deposit with original maturity more than three months (31 December 2014: approximately HK\$45,861,000 which including approximately HK\$12,940,000 restricted bank deposits and approximately HK\$1,000,000 short term bank deposit with original maturity more than three months).

由於上述各項之綜合影響，本集團錄得期內虧損約38,898,000港元，去年同期則錄得約44,792,000港元。

#### 流動資金及財務資源

於二零一五年六月三十日，本集團之流動資產淨值約為41,230,000港元（二零一四年十二月三十一日：約78,134,000港元）。

流動比率（即流動資產除以流動負債之比率）由二零一四年十二月三十一日1.46下降至二零一五年六月三十日1.17，主要反映由於應付貿易及其他賬款上升約53,323,000港元導致流動負債增加。

於二零一五年六月三十日，本集團淨負債（總借款扣除現金及銀行結餘）與經調整權益總額（權益之所有成份及應付最終控股公司款項和應付一名董事款項之和）的比率約為404.5%（二零一四年十二月三十一日：約95.5%）。

於二零一五年六月三十日，本集團之銀行結餘及現金約31,328,000港元，其中包括原到期日超過三個月之短期銀行存款約1,000,000港元（二零一四年十二月三十一日：約45,861,000港元，包括受限制銀行存款約12,940,000港元及原到期日超過三個月之短期銀行存款約1,000,000港元）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Charge on Assets

As at 30 June 2015, the Group's land and buildings held for own use of approximately HK\$91,561,000 (31 December 2014: bank deposits of approximately HK\$12,940,000, land and buildings held for own use of approximately HK\$98,217,000) were pledged to secure banking facilities granted to the Group.

### Capital Structure

For the six months ended 30 June 2015, the Group financed its liquidity requirements through a combination of cash flow as generated from operations, secured loan, bonds, advances from a director and ultimate holding company.

### Capital Commitment and Contingent Liabilities

As at 30 June 2015, the Group's capital commitments were approximately HK\$555,650,000 (31 December 2014: approximately HK\$139,000,000) and approximately HK\$19,470,000 (31 December 2014: approximately HK\$18,563,000) as operating lease commitments. As at 30 June 2015, the Group did not have any significant contingent liabilities.

### Investment Activities

The Group did not make any material acquisition or disposal of any of its subsidiaries or associated company for the six months ended 30 June 2015.

### 資產抵押

於二零一五年六月三十日，本集團所取得之有抵押銀行融資以持有作自用之土地及樓宇約91,561,000港元（二零一四年十二月三十一日：以銀行存款約12,940,000港元及持有作自用之土地及樓宇約98,217,000港元）作為抵押。

### 資本結構

截至二零一五年六月三十日止六個月，本集團主要透過經營所得現金流量、抵押貸款、債券、一名董事及最終控股公司墊款支持流動資金需要。

### 資本承擔及或然負債

於二零一五年六月三十日，本集團資本承擔約為555,650,000港元（二零一四年十二月三十一日：約139,000,000港元）及約19,470,000港元作為營運租賃承擔（二零一四年十二月三十一日：約18,563,000港元）。於二零一五年六月三十日，本集團並無任何重大或然負債。

### 投資活動

本集團於截至二零一五年六月三十日止六個月並無其任何附屬公司或聯營公司之任何重大收購或出售事項。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Staff and Remuneration Policies

As at 30 June 2015, the Group had approximately 1,165 employees, including 1,021 based in the People's Republic of China (the "PRC"), 28 based in Hong Kong, 111 based in Canada and 5 based in Korea. Staff costs for the six months ended 30 June 2015 were approximately HK\$56,390,000, representing an increase of approximately HK\$7,010,000 as compared to approximately HK\$49,380,000 in the corresponding period last year.

Employee remuneration is determined in accordance with prevailing industry practice and employees' performance and experience. Discretionary bonuses are awarded to employees with outstanding performance with reference to the performance of the Group. Employees are also entitled to other staff benefits including medical insurance and mandatory provident fund.

### Foreign Exchange Fluctuation and Hedge

The Group is exposed to foreign currency risk arising from various currency exposures, primarily with respect to Renminbi, United States Dollar, Korean Won and Canadian Dollar. Foreign exchange risk arises from commercial transactions, recognised assets and liabilities and net investment in foreign operations. During the six months ended 30 June 2015, the Group did not enter into any forward foreign currency contracts.

### BUSINESS REVIEW

For the six months ended 30 June 2015, revenue from composite components business increased by approximately 58.6% to approximately HK\$92,198,000 as compared with approximately HK\$58,126,000 for the corresponding period last year. The increase was mainly driven by increase in sales of tablets during the period. The revenue amount represented approximately 48.4% of the Group's total revenue.

### 僱員及薪酬政策

於二零一五年六月三十日，本集團約有1,165名員工，當中1,021名在中華人民共和國（「中國」），28名在香港、111名在加拿大及5名在韓國。截至二零一五年六月三十日止六個月，員工成本約56,390,000港元，較去年同期約49,380,000港元增加約7,010,000港元。

僱員酬金乃根據現行的行業慣例及僱員表現及經驗釐定。酌情花紅乃根據本集團之業績表現，獎勵表現優異的僱員。僱員亦有權享有其他僱員福利（包括醫療保險及強制性公積金）。

### 外匯波動及對沖

本集團承受來自多種貨幣之外匯風險，主要涉及人民幣、美元、韓圓及加元。外匯風險來自商業交易、已確認資產和負債，以及於外國業務之淨投資。截至二零一五年六月三十日止六個月，本集團並無訂立任何遠期外匯合約。

### 業務回顧

截至二零一五年六月三十日止六個月，複合元件業務之收益約為92,198,000港元，較去年同期約58,126,000港元上升約58.6%，主要因為期內平板銷售上升所致。收益金額佔本集團總收益約48.4%。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Revenue from unit electronic components business amounted to approximately HK\$78,485,000, representing an increase of approximately 5.5% as compared to approximately HK\$74,373,000 over the corresponding period last year. The increase was due to the net effect of increase in sales of transformers and decrease in sales of coils during the period. The revenue amount represented approximately 41.2% of the Group's total revenue.

All of the Group's investment properties were disposed in 2014, no revenue generated from properties investment business during the period (six months ended 30 June 2014: approximately HK\$691,000).

Revenue generated from hotel operation in Canada contributed approximately HK\$19,847,000 for the six months ended 30 June 2015 which represented 10.4% of the Group's total revenue (six months ended 30 June 2014: approximately HK\$20,808,000).

In September 2014, the Group acquired Best Dollar Group, which owns a parcel of land located in Zhaotong City, Yunnan Province, the PRC. After the acquisition, the Group has entered into a new business segment - Property Development. This project with a total gross floor area of 243,000 sq.m for residential properties and a total gross floor area of 41,000 sq.m for commercial use is under construction. Pre-sales are scheduled to be launched starting from fourth quarter of 2015 and completion is planned progressively from 2016 to 2017.

單位電子元件業務之收益約為78,485,000港元，較去年同期約74,373,000港元上升約5.5%，此乃期內變壓器銷售額上升及線圈銷售額下降之淨影響。收益金額佔本集團總收益約41.2%。

本集團之投資物業已於二零一四年全數出售，故於期內並無錄得投資物業之收益（截至二零一四年六月三十日止六個月：約691,000港元）。

來自加拿大酒店經營業務之收益於截至二零一五年六月三十日止六個月貢獻約19,847,000港元，佔本集團總收益之10.4%（截至二零一四年六月三十日止六個月：約20,808,000港元）。

於二零一四年九月，本集團收購Best Dollar集團，其擁有一幅位於中國雲南省昭通市之土地。收購事項後，本集團進入新業務分部——物業開發。該項目總樓面面積有243,000平方米作住宅物業，另41,000平方米作商業用途，現正興建中。預售定於二零一五年第四季度開始，按進取規劃，將於二零一六年至二零一七年間完工。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### PROSPECTS

Although the revenue of the Group's electronic components business recorded an increase in this period, the business is still at a loss, which is resulted from the slow economic recovery, weak demand for traditional electronic products in export market and intense market competition. The Group will continue to take appropriate operational strategies to tackle the continuing impacts from these difficult conditions so as to bring a turnaround for the Group.

The hotel and residential composite development project located in Zhaotong City, Yunnan Province, the People's Republic of China is under construction. As a result of the slowdown of China's economic growth, the real estate industry is in a downward trend. With reference to the development of the real estate market, the Group will take appropriate adjustments on the construction progress, tighten up cost control to ensure the overall return of the project.

The hotel operation business in Victoria, British Columbia, Canada continues to generate income for the Group. The Group is actively exploring other investment opportunities in hotel operation, property investment and development both in the PRC and other overseas counties, with an aim to enhance the shareholders' returns.

The Group has been in discussion with various service providers in the healthcare and senior care industry. Leveraging on the Group's resources and experience in areas such as hotel operation as well as property investment and development, the Group intends to be an integrated service provider for global high-end healthcare and senior care industry, with high-end senior care properties as a foundation as well as service management and medical care as core resources.

### 前景

儘管本集團的電子零部件業務的銷售在本期間錄得增長，但由於經濟復甦緩慢，傳統電子產品在出口市場之銷售需求依然疲弱，加上市場競爭激烈，有關業務仍然處於虧損狀態。本集團將繼續採取適當的運營策略，以削弱這些艱難條件下持續的影響及協助本集團扭虧為盈。

位於中華人民共和國雲南省昭通市之酒店及住宅之綜合發展項目，目前仍在興建中。隨著中國經濟增長的放緩，房地產行業正處於下滑的趨勢。本集團將根據房地產市場發展的情況，適當調整項目的工程進度，嚴格控制成本，以保證項目的整體收益。

位於加拿大英屬哥倫比亞省維多利亞市的酒店經營業務繼續替本集團帶來收益。本集團正積極發掘其他於中國及其他海外國家之酒店經營、物業投資及發展的投資機會，希望通過一系列的收購行動及合作計劃，祈望替本公司股東帶來可觀的回報。

本集團正與不同的健康養老產業服務商商討合作，希望憑藉自身在酒店營運、物業投資及發展等方面之資源和經驗，以高端養老物業為載體，以服務管理和醫療護理為核心資源，成為國際高端健康養老產業綜合服務商。

# DISCLOSURE OF INTERESTS AND OTHER INFORMATION

## 權益披露及其他資料

### Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 30 June 2015, the interests and short positions of the Directors or chief executive of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); or (ii) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules adopted by the Company (the "Model Code") (collectively "disclosure interests") to be notified to the Company and the Stock Exchange, were as follows:

### 董事及最高行政人員於股份、相關股份及債券之權益及淡倉

於二零一五年六月三十日，董事或本公司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、相關股份或債權證中，擁有須(i)根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例有關條文彼等被視作或視為擁有之權益及淡倉）；或(ii)根據證券及期貨條例第352條記入該條所述登記冊之權益及淡倉；或(iii)根據本公司所採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）知會本公司及聯交所之權益及淡倉（統稱「須予披露權益」）如下：

#### (1) Interests in Issued Shares of the Company

#### (1) 本公司已發行股份權益

Name of directors	董事姓名	Beneficial Owner 實益擁有人	Ordinary Shares 普通股		
			Interest of controlled corporation 受控制法團之權益	Total number of shares held 持有之股份總數	% of total issued shares 佔已發行股份總數之百分比
Mr. Shen Yong	申勇先生	9,500,000 (note 1) (附註1)	176,272,950 (note 2) (附註2)	185,772,950	56.66%
Mr. Shen Ke	申柯先生	5,500,000	-	5,500,000	1.68%



## DISCLOSURE OF INTERESTS AND OTHER INFORMATION

### 權益披露及其他資料

Note:

- (1) 5,500,000 ordinary shares of the Company (the “Shares”) out of 9,500,000 Shares are held by Ms. Meng Qing, who is the spouse of Mr. Shen Yong, the Executive Director of the Company. Pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, Mr. Shen Yong is deemed to be interested in those Shares.
- (2) These Shares are held by Ultra Harvest Limited (“Ultra Harvest”), of which Ultra Harvest is owned as to 51% by Mr. Shen Yong and 10% by Mr. Shen Ke respectively. Mr. Shen Yong is the father of Mr. Shen Ke.

附註：

- (1) 9,500,000股股份中的5,500,000股本公司普通股（「股份」）由執行董事申勇先生之配偶孟青女士持有。根據證券及期貨條例第XV部份第2及3分部之條款，申勇先生被視為為該等股份中擁有權益。
- (2) 該等股份由Ultra Harvest Limited（「Ultra Harvest」）持有，而Ultra Harvest分別由申勇先生擁有51%及申柯先生擁有10%。申勇先生為申柯先生之父親。

#### (2) Interests in Ordinary Shares of USD1.00 each in the Issued Share Capital in Ultra Harvest, the Associated Corporation of the Company

#### (2) 本公司之相聯公司Ultra Harvest已發行股本中每股面值1.00美元之普通股權益

Name of directors	董事姓名	Nature of interest/ Capacity 權益性質／身份	Total number of shares held 持有之股份總數	% of total issued shares of Ultra Harvest 佔已發行股份 總數之百分比
Mr. Shen Yong	申勇先生	Beneficial owner 實益擁有人	51	51%
Mr. Wang Yuqiang	王玉強先生	Beneficial owner 實益擁有人	39	39%
Mr. Shen Ke	申柯先生	Beneficial owner 實益擁有人	10	10%

Save as disclosed above, as at 30 June 2015, none of the directors and/or the chief executive of the Company, or their respective associates had any other discloseable interests as required.

除上文披露者外，於二零一五年六月三十日，概無本公司之董事及／或最高行政人員或彼等各自之關連人士擁有任何其他須予披露之權益。

## DISCLOSURE OF INTERESTS AND OTHER INFORMATION 權益披露及其他資料

### Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares

As at 30 June 2015, the following persons (other than the directors or chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO or as otherwise notified to the Company were as follows:

### 主要股東及其他人士於股份及相關股份之權益及淡倉

於二零一五年六月三十日，除本公司之董事或最高行政人員外，下列人士於本公司之股份及相關股份中，擁有已記入本公司根據證券及期貨條例第336條須予備存之登記冊或已知會本公司之權益或淡倉如下：

Substantial shareholders 主要股東	No. of ordinary shares held 持有之普通股數目	Ordinary shares	% of issued share capital 佔已發行股份百分比
		普通股 Nature of interest/Capacity 權益性質／身份	
Ultra Harvest (Note 1) Ultra Harvest (附註1)	176,272,950 (L)	Beneficial owner 實益擁有人	53.76%
Ms. Meng Qing (Note 2) 孟青女士 (附註2)	180,272,950 (L)	Interest of spouse 配偶之權益	54.98%
	5,500,000 (L)	Beneficial owner 實益擁有人	1.68%
Mr. Wang Yuqiang (Note 3) 王玉強先生 (附註3)	176,272,950 (L)	Interest of controlled corporation 受控制法團之權益	53.76%
Ms. Zhao Ying Ying (Note 4) 趙穎穎女士 (附註4)	176,272,950 (L)	Interest of spouse 配偶之權益	53.76%
(L) Long position		(L) 好倉	

## DISCLOSURE OF INTERESTS AND OTHER INFORMATION

### 權益披露及其他資料

Notes:

- (1) Ultra Harvest holds 53.76% interest in the Company. Ultra Harvest is owned as to 51% by Mr. Shen Yong and 39% by Mr. Wang Yuqiang respectively. Pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, each of Mr. Shen Yong and Mr. Wang Yuqiang is deemed to be interested in all the ordinary shares in which Ultra Harvest is, or is deemed to be, interested.
- (2) Ms. Meng Qing is the spouse of Mr. Shen Yong. Pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, she is deemed to be interested in all the ordinary shares in which Mr. Shen Yong is, or is deemed to be, interested.
- (3) Mr. Wang Yuqiang holds 39% interest in Ultra Harvest.
- (4) Ms. Zhao Ying Ying is the spouse of Mr. Wang Yuqiang. Pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, she is deemed to be interested in all the ordinary others in which Mr. Wang Yuqiang is, or is deemed to be, interested.

Save as disclosed above, as at 30 June 2015, no other interests required to be recorded in the register kept under Section 336 of the SFO had been notified to the Company.

### SHARE OPTION SCHEME

The Company has adopted a share option scheme (the “**Share Option Scheme**”) on 3 June 2013 whereby the directors of the Company are authorised, at their discretion, to invite, among other eligible participants, employees of the Group (including directors of any member of the Group), advisers and consultants, to take up options to subscribe for shares of the Company. Each option gives the holder the right to subscribe for one ordinary share of the Company. The Share Option Scheme shall be valid and effective for a period of ten years ending on 2 June 2023, after which no further options can be granted.

附註：

- (1) Ultra Harvest持有本公司53.76%權益。Ultra Harvest分別由申勇先生及王玉強先生擁有51%及39%。根據證券及期貨條例第XV部第2及3分部之條款，申勇先生及王玉強先生被視為於Ultra Harvest擁有或視為擁有權益之所有普通股中擁有權益。
- (2) 孟青女士為申勇先生之配偶。根據證券及期貨條例第XV部第2及3分部之條款，彼被視為於申勇先生擁有或視為擁有權益之所有普通股中擁有權益。
- (3) 王玉強先生持有Ultra Harvest 39%權益。
- (4) 趙穎穎女士為王玉強先生之配偶。根據證券及期貨條例第XV部第2及3分部之條款，彼被視為於王玉強先生擁有或視為擁有權益之所有普通股中擁有權益。

除上文所披露者外，於二零一五年六月三十日，本公司並無得悉其他需要記入依據證券及期貨條例第336條須予備存之登記冊內之權益。

### 購股權計劃

本公司於二零一三年六月三日採納購股權計劃（「**購股權計劃**」），本公司董事獲授權酌情向（包括其他合資格參與者）本集團僱員（包括本集團內任何成員公司之董事）、顧問及諮詢人提出接納購股權之要約，以認購本公司股份。各份購股權均授權持有人認購一股本公司普通股。購股權計劃有效期為十年，直至二零二三年六月二日止，其後不可授出額外購股權。

# DISCLOSURE OF INTERESTS AND OTHER INFORMATION

## 權益披露及其他資料

Particulars of the movement of the options held by each of the directors and, the employees of the Company in aggregate granted under the Share Option Scheme during the period ended 30 June 2015, were as follows:

於二零一五年六月三十日止期間，根據購股權計劃授予本公司董事及僱員之購股權變動詳情載列如下：

Category of participants 持有人	Date of grant 授予日期	Exercise period 行使期	Exercise price per share 每股股份行使價 HK\$ 港元	Number of outstanding share options 尚未行使之購股權數目				
				Held at 1 January 2015 於二零一五年一月一日持有	Granted during the period 於本期間授予	Exercised during the period 於本期間行使	Lapsed during the period 於本期間失效	Held at 30 June 2015 於二零一五年六月三十日持有
<b>Directors of the Company</b>								
<b>本公司董事</b>								
Mr. Kwan Man Kit, Edmond (Note) 關文傑先生(附註)	10.6.2014	1.4.2017- 9.6.2024	2.41	3,238,969	-	-	3,238,969	-
<b>Total</b> 合共				<b>3,238,969</b>	<b>-</b>	<b>-</b>	<b>3,238,969</b>	<b>-</b>

Note:

Mr. Kwan Man Kit Edmond resigned as an Executive Director of the Company with effect from 13 March 2015 and his 3,238,969 share options were then lapsed on 28 April 2015.

附註：

關文傑先生自二零一五年三月十三日起辭任本公司執行董事，其3,238,969份購股權已於二零一五年四月二十八日失效。

Other than disclosed above, no other share options had been granted during the period. No share options had been cancelled or had lapsed during the period.

除上文披露外，於本期間，概無授出其他購股權。於本期間，亦概無購股權被註銷或失效。

As at 30 June 2015, no share options under the Share Option Scheme were outstanding and the total number of Shares available for issue under such scheme was 32,789,693 Shares.

於二零一五年六月三十日，在購股權計劃下概無任何購股權尚未行使，而該計劃下可供發行之股份總數為32,789,693股股份。

## DISCLOSURE OF INTERESTS AND OTHER INFORMATION

### 權益披露及其他資料

#### OTHER INFORMATION

##### Interim Dividend

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

##### Corporate Governance

The Company is committed to achieving a high standard of practices of corporate governance so as to ensure the protection of shareholders' interests with better transparency. The Company has complied with the code provisions of the Corporate Governance Code set out in Appendix 14 to the Listing Rules during the six months ended 30 June 2015, except for the following:

Pursuant to the code provision A.6.7, independent non-executive directors and other non-executive directors, as equal Board members, should attend the general meetings of the Company.

The Company held its annual general meeting on 29 May 2015 (the "AGM") but an independent non-executive director was unable to attend the AGM due to his unavoidable business engagement. The Company will continue to create excellent conditions for independent non-executive directors and (if any) non-executive directors to attend general meetings, so as to support executive directors to respond to shareholders' questions in the general meetings. Code Provision E.1.2 stipulates that the Chairman of the Board should attend the AGM. Due to other business engagements, the Chairman of the Board was unable to attend the AGM.

#### 其他資料

##### 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（截至二零一四年六月三十日止六個月：無）。

##### 企業管治

本公司一向恪守嚴謹之企業管治常規，藉提高透明度確保股東利益。本公司於截至二零一五年六月三十日止六個月已遵守聯交所證券上市規則附錄十四所載企業管治守則所載的守則條文，惟下列除外：

根據守則條文第A.6.7條，獨立非執行董事及其他非執行董事作為與其他董事擁有同等地位之董事會成員，應出席本公司之股東大會。

本公司於二零一五年五月二十九日舉行股東週年大會（「股東週年大會」），但一位獨立非執行董事因其他事務而未能出席股東週年大會。本公司將繼續為獨立非執行董事及非執行董事（若有）提供最佳狀況以供彼等出席股東大會，以支持執行董事回應股東於股東大會之提問。守則條文第E.1.2條規定董事會主席應出席股東週年大會。由於有其他事務在身，董事會主席未能出席股東週年大會。

# DISCLOSURE OF INTERESTS AND OTHER INFORMATION

## 權益披露及其他資料

### Model Code for Securities Transactions by Directors

The Company has adopted Appendix 10, Model Code for Securities Transactions by Directors of Listed Issuers of the Listing Rules (the “**Model Code**”) as the code of practice for carrying out securities transactions by the directors of the Company. The Company, having made specific enquiries to all directors of the Company, confirmed that as at 30 June 2015, all directors have complied with the code provisions as set out in the Model Code. The relevant employees who, because of their office in the Company, are likely to be in possession of unpublished price sensitive information, have been requested to comply with the provisions of the Model Code.

### Purchase, Sale or Redemption of the Company’s Listed Securities

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities during the six months ended 30 June 2015.

### Change of Directors’ Information

1. Mr. Ronald Lew Podlas resigned as an Executive Director of the Company and ceased to be a member of Executive Committee of the Company with effect from 16 February 2015.
2. Mr. Li Zhi resigned as an Executive Director of the Company and ceased to be a member of Executive Committee of the Company with effect from 16 February 2015.
3. Mr. Zhao Enze was appointed as an Executive Director of the Company and a member of Executive Committee of the Company with effect from 16 February 2015.

### 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之《上市發行人董事進行證券交易的標準守則》(「**標準守則**」)，作為本公司董事進行證券交易的行為守則。本公司向本公司所有董事作出具體查詢後確認，於二零一五年六月三十日，所有董事均有遵守標準守則所載之守則條文。該等由於在本公司所持有之職務而可能擁有未經發表之股價敏感資料之有關僱員已被要求遵守標準守則所載之守則條文。

### 購買、出售或贖回本公司上市證券

本公司或任何其附屬公司於截至二零一五年六月三十日止六個月概無購買、出售或贖回本公司任何上市證券。

### 董事資料變動

1. 包德榮先生自二零一五年二月十六日起辭任本公司執行董事及停任本公司執行委員會成員。
2. 李智先生自二零一五年二月十六日起辭任本公司執行董事及停任本公司執行委員會成員。
3. 趙恩澤先生自二零一五年二月十六日起獲委任為本公司執行董事及本公司執行委員會成員。

## DISCLOSURE OF INTERESTS AND OTHER INFORMATION

### 權益披露及其他資料

- |  |   |
|--|---|
| <p>4. Mr. Fan Jiangang was appointed as an Executive Director of the Company and a member of Executive Committee of the Company with effect from 16 February 2015.</p>   | <p>4. 范劍剛先生自二零一五年二月十六日起獲委任為本公司執行董事及本公司執行委員會成員。</p>                          |
| <p>5. Mr. Kwan Man Kit Edmond resigned as an Executive Director of the Company and ceased to be a member of Executive Committee of the Company with effect from 13 March 2015. He also resigned as Chief Executive Officer of the Company with effect from 28 April 2015</p> | <p>5. 關文傑先生自二零一五年三月十三日起辭任本公司執行董事及停任本公司執行委員會成員。彼亦自二零一五年四月二十八日起辭任本公司行政總裁。</p> |
| <p>6. Mr. Kaneko Hirosh was appointed as an Executive Director of the Company and a member of Executive Committee of the Company with effect from 31 August 2015.</p>  | <p>6. 金子博先生自二零一五年八月三十一日起獲委任為本公司執行董事及本公司執行委員會成員。</p>                         |

#### Review of Accounts

The audit committee of the Board (the “**Audit Committee**”) has reviewed and discussed with the management of the Company the accounting principles and practices, financial reporting process, internal control matters, and the unaudited interim financial results for the six months ended 30 June 2015. The Audit Committee consists of three independent non-executive directors of which at least one of them has appropriate professional qualifications and experience in financial matters.

By order of the Board  
**Forebase International Holdings Limited**  
**SHEN YONG**  
*Chairman*

Hong Kong, 28 August 2015

#### 賬目審閱

董事會審核委員會（「**審核委員會**」）已與本公司管理層審閱及討論會計原則及慣例、財務報告程序、內部監控事宜，以及截至二零一五年六月三十日止六個月之未經審核財務業績。審核委員會由三名獨立非執行董事組成，彼等中至少一位具有財務方面之專業資格及經驗。

承董事會命  
**申基國際控股有限公司**  
 主席  
**申勇**

香港，二零一五年八月二十八日

# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 簡明綜合損益及其他全面收益表

For the six months ended 30 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 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核)	2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核) (Restated) (經重列)
	Notes 附註		
Revenue	4	190,530	153,998
Cost of sales		(190,571)	(156,603)
Gross loss		(41)	(2,605)
Other income and gains		4,918	718
Selling and distribution expenses		(5,462)	(4,385)
Administrative expenses		(19,689)	(17,980)
Research and development expenses		(2,376)	(4,663)
Other operating expenses		(5,634)	(11,117)
Finance costs		(9,529)	(8,412)
Loss before tax		(37,813)	(48,444)
Income tax (expense) credit	6	(1,085)	3,652
Loss for the period	7	(38,898)	(44,792)
Other comprehensive income:	其他全面收益：		
<i>Item that will not be reclassified to profit or loss:</i>	將不會重新分類至損益的項目：		
Release of deferred tax upon disposal of investment properties	因出售投資物業而撥回之遞延稅項	-	1,962
<i>Item that may be subsequently reclassified to profit or loss:</i>	或會重新分類至損益的項目：		
Exchange differences arising on translation	因換算而產生之匯兌差額	(2,899)	87
Other comprehensive income for the period	本期間其他全面收益	(2,899)	2,049
Total comprehensive expense for the period	本期間全面開支總額	(41,797)	(42,743)
Loss per share	每股虧損		
- Basic and diluted (HK cents)	- 基本及攤薄 (港仙)	9	(11.86)
			(13.83)



# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

As at 30 June 2015

於二零一五年六月三十日

			<b>30 June 2015</b>	31 December 2014
			於二零一五年 六月三十日	於二零一四年 十二月三十一日
	Notes 附註		<b>HK\$'000</b> 千港元 <b>(Unaudited)</b> <b>(未經審核)</b>	HK\$'000 千港元 <b>(Audited)</b> <b>(經審核)</b>
<b>Non-current assets</b>		<b>非流動資產</b>		
Property, plant and equipment	10	物業、機器及設備	<b>124,639</b>	120,764
Club memberships		會所會籍	<b>600</b>	600
Deposits for purchase of property, plant and equipment		購置物業、機器及設備之按金	<b>1,869</b>	347
			<b>127,108</b>	121,711
<b>Current assets</b>		<b>流動資產</b>		
Inventories		存貨	<b>25,772</b>	29,579
Properties under development	11	開發中物業	<b>80,034</b>	66,950
Trade and other receivables	12	應收貿易及其他賬款	<b>140,661</b>	104,301
Restricted bank deposits		受限制銀行存款	-	12,940
Short-term bank deposit with original maturity more than three months		原到期日超過三個月之短期銀行存款	<b>1,000</b>	1,000
Bank balances and cash		銀行結餘及現金	<b>30,328</b>	31,921
			<b>277,795</b>	246,691
A disposal group classified as held for sale		分類為持作出售之出售組別	-	86
			<b>277,795</b>	246,777

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

As at 30 June 2015  
於二零一五年六月三十日

			30 June 2015 於二零一五年 六月三十日	31 December 2014 於二零一四年 十二月三十一日
	Notes 附註		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Audited) (經審核)
<b>Current liabilities</b>		<b>流動負債</b>		
Trade and other payables	13	應付貿易及其他賬款	157,793	104,470
Amount due to related companies	14	應付關連公司款項	76,220	61,593
Tax payables		應付稅項	2,457	2,440
Obligation under a finance lease		融資租賃責任	95	140
			<b>236,565</b>	168,643
<b>Net current assets</b>		<b>流動資產淨值</b>	<b>41,230</b>	78,134
<b>Total assets less current liabilities</b>		<b>資產總值減流動負債</b>	<b>168,338</b>	199,845
<b>Capital and reserves</b>		<b>資本及儲備</b>		
Share capital	16	股本	99,076	99,076
Reserves		儲備	(119,292)	(77,988)
Equity attributable to owners of the Company and total equity		本公司擁有人應佔權益及總權益	(20,216)	21,088
<b>Non-current liabilities</b>		<b>非流動負債</b>		
Deferred tax liabilities		遞延稅項負債	212	211
Obligation under a finance lease		融資租賃責任	279	304
Amount due to ultimate holding company	15	應付最終控股公司款項	33,538	41,998
Amount due to a director	15	應付一名董事款項	13,740	15,397
Secured loan	17	抵押貸款	100,785	100,847
Bonds	18	債券	40,000	20,000
			<b>188,554</b>	178,757
			<b>168,338</b>	199,845

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

As at 30 June 2015

於二零一五年六月三十日

	Share capital	Share premium	Merger reserve	Contribution reserve	Properties revaluation reserve	Statutory reserve	Share options reserve	Exchange reserve	Retained profits (accumulate losses)	Total
	股本	股份溢價	合併儲備	出資儲備	重估儲備	法定儲備	購股權儲備	匯兌儲備	保留溢利 (累計虧損)	總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(note a) (附註a)	(note b) (附註b)	(note c) (附註c)	(note d) (附註d)	(note e) (附註e)				
<b>For the six months ended 30 June 2014</b>										
<b>截至二零一四年六月三十日止六個月</b>										
At 1 January 2014 (audited)	32,390	58,566	12,460	8,478	10,397	10,215	-	(4,202)	3,289	131,593
於二零一四年一月一日 (經審核)										
Loss for the period (restated)	-	-	-	-	-	-	-	-	(44,792)	(44,792)
本期間虧損 (經重列)										
Other comprehensive income for the period										
本期間其他全面收益										
- Release of deferred tax upon disposal of investment properties	-	-	-	-	1,962	-	-	-	-	1,962
- 因出售投資物業而撥回之遞延稅項										
- Exchange differences arising on translation (restated)	-	-	-	-	-	-	-	87	-	87
- 因換算而產生之匯兌差額 (經重列)										
	-	-	-	-	1,962	-	-	87	-	2,049
Total comprehensive income (expense) for the period	-	-	-	-	1,962	-	-	87	(44,792)	(42,743)
本期間其他全面收益 (開支)										
Transfer upon abolition of par value under the new Hong Kong Companies Ordinance	58,566	(58,566)	-	-	-	-	-	-	-	-
按新香港公司條例廢除面值時轉出										
Recognition of equity-settled share-based payments expenses	-	-	-	-	-	-	87	-	-	87
確認以股補結算之股份付款開支										
Release upon disposal of investment properties	-	-	-	-	(11,890)	-	-	-	11,890	-
因出售投資物業而撥回										
At 30 June 2014 (unaudited)	90,956	-	12,460	8,478	469	10,215	87	(4,115)	(29,613)	88,937
於二零一四年六月三十日 (未經審核)										

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

As at 30 June 2015  
於二零一五年六月三十日

		Share capital	Share premium	Merger reserve	Contribution reserve	Properties revaluation reserve	Statutory reserve	Share options reserve	Exchange reserve	Retained profits (accumulate losses)	Total
		股本	股份溢價	合併儲備	出資儲備	物業 重估儲備	法定儲備	購股權 儲備	匯兌儲備	保留溢利 (累計虧損)	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
			(note a)	(note b)	(note c)	(note d)	(note e)				
			(附註 a)	(附註 b)	(附註 c)	(附註 d)	(附註 e)				
<b>For the six months ended</b>	<b>截至二零一五年</b>										
<b>30 June 2015</b>	<b>六月三十日止六個月</b>										
At 1 January 2015	於二零一五年一月一日										
(audited)	(經審核)	99,076	-	(8,195)	8,478	-	10,215	829	(13,269)	(76,046)	21,088
Loss for the period	本期間虧損	-	-	-	-	-	-	-	-	(38,898)	(38,898)
Other comprehensive income	本期間其他全面收益										
(expense) for the period	(開支)										
- Exchange differences	- 因換算而產生之										
arising on translation	匯兌差額	-	-	-	-	-	-	-	(2,899)	-	(2,899)
		-	-	-	-	-	-	-	(2,899)	-	(2,899)
Total comprehensive income	本期間全面收益										
(expense) for the period	(開支) 總額	-	-	-	-	-	-	-	(2,899)	(38,898)	(41,797)
Recognition of equity-settled	確認以股權結算之										
share-based payments	股份付款開支										
expenses		-	-	-	-	-	-	493	-	-	493
Transfer to retained profits	本公司所授出購股										
upon lapse of share	權失效時轉撥至										
options granted	保留溢利										
by the Company		-	-	-	-	-	-	(1,322)	-	1,322	-
At 30 June 2015	於二零一五年六月三十日										
(unaudited)	(未經審核)	99,076	-	(8,195)	8,478	-	10,215	-	(16,168)	(113,622)	(20,216)

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

As at 30 June 2015

於二零一五年六月三十日

Notes:

### (a) Share premium

During the six months ended 30 June 2013, the application of the share premium is governed by section 48B of the Hong Kong Companies Ordinance. With effect from 3 March 2014, under the new Hong Kong Companies Ordinance (Cap. 622), the concept of authorised share capital no longer exists and the Company's shares no longer have a par value. The share premium was transferred to share capital upon the abolition of par value under the new Hong Kong Companies Ordinance.

### (b) Merger reserve

During the year ended 31 December 2014, Forebase International Holdings Limited (the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**”) acquired 100% of equity interest in Best Dollar International Limited and its subsidiaries from Mr. Shen Yong, the beneficial owner of the Company. The acquisition was accounted for using merger accounting.

### (c) Contribution reserve

Contribution reserve represents contributions from shareholders for indemnity liabilities payable for periods prior to 30 June 2003.

### (d) Properties revaluation reserve

The properties revaluation reserve has been set up and is dealt with in accordance with the accounting policies adopted for land and buildings held for own use. The reserve was arising from land and buildings under revaluation model adopted in prior years. The land and buildings were transferred to investment properties during the year ended 31 December 2012 and the properties revaluation reserve will be released upon the disposal of the respective properties.

### (e) Statutory reserve

In accordance with the People's Republic of China (the “**PRC**”) laws applicable to wholly-foreign owned investment enterprises, subsidiaries of the Company operating in the PRC are required to set up a general reserve fund and appropriate at least 10% of respective company's annual profit after tax, as determined under the PRC accounting rules and regulations, to the general reserve fund until the balance of the reserve equals to 50% of its registered capital. This fund can be used to make good losses and to convert into paid-up capital.

附註：

### (a) 股份溢價

截至二零一三年六月三十日止六個月內，股份溢價之用途受香港公司條例第48B條規管。自二零一四年三月三日起，根據新香港公司條例（第622章），不再存在法定股本的概念，本公司的股份不再具有面值。股份溢價於根據新香港公司條例廢除面值時轉撥至股本。

### (b) 合併儲備

截至二零一四年十二月三十一日止年度內，申基國際控股有限公司（「**本公司**」）及其附屬公司（統稱「**本集團**」）向本公司實益擁有人申勇先生收購 Best Dollar International Limited 及其附屬公司 100% 股權。是項收購已採用合併會計處理方法入賬。

### (c) 出資儲備

出資儲備指股東就二零零三年六月三十日前期間之應付彌償負債出資。

### (d) 物業重估儲備

物業重估儲備乃按有關持作自用土地及樓宇之會計政策設立及處理。該儲備是因過往年度對土地及樓宇採納重估模式所產生。於截至二零一二年十二月三十一日止年度，土地及樓宇轉撥至投資物業及物業重估儲備將於出售有關物業時被撥回。

### (e) 法定儲備

根據適用於外商獨資企業之中華人民共和國（「**中國**」）法律，本公司於中國營運之附屬公司需要設立一般儲備基金，並把各公司最少 10% 之年度稅後純利（按中國會計規則及條例計算）撥入一般儲備基金，直至儲備結餘達至其註冊資本 50% 為止。一般儲備基金可用作彌補虧損及轉換為已繳股本。

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 簡明綜合現金流量表

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

<b>2015</b>	2014
於二零一五年	於二零一四年
<b>HK\$'000</b>	HK\$'000
千港元	千港元
<b>(Unaudited)</b>	(Unaudited)
(未經審核)	(未經審核)
	(Restated)
	(經重列)

<b>Net cash used in operating activities</b>	經營活動所用之現金淨額	<b>(21,190)</b>	(10,836)
<b>INVESTING ACTIVITIES</b>	投資活動		
Proceeds on disposal of investment properties	出售投資物業所得款項	-	12,967
Decrease in restricted bank deposits	受限制銀行存款減少	<b>12,940</b>	5,881
Interest received	已收利息	<b>126</b>	391
Proceeds on disposal of property, plant and equipment	出售物業、機器及設備所得款項	<b>8</b>	-
Purchases of property, plant and equipment	購置物業、機器及設備	<b>(15,181)</b>	(1,988)
Increase in deposits for purchase of property, plant and equipment	購置物業、機器及設備之按金增加	<b>(1,522)</b>	(445)
<b>Net cash (used in) from investing activities</b>	投資活動所得(所用)之現金淨額	<b>(3,629)</b>	16,806
<b>FINANCING ACTIVITIES</b>	融資活動		
(Repayment to) Advance from a director	(償還)一名董事墊款	<b>(793)</b>	4,596
(Repayment to) Advance from ultimate holding company	(償還)最終控股公司墊款	<b>(6,461)</b>	1,960

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 簡明綜合現金流量表

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 於二零一五年 HK\$'000 千港元 (Unaudited) (未經審核)	2014 於二零一四年 HK\$'000 千港元 (Unaudited) (未經審核) (Restated) (經重列)
Advance (Repayment to) from related companies	關連公司墊款(償還)	14,606	(70)
Interest paid	已付利息	(7,135)	(5,898)
Proceeds from issue of bonds	發行債券所得款項	20,000	-
Repayment of obligation under finance lease	償還融資租賃責任	(69)	(65)
<b>Net cash from financing activities</b>	<b>融資活動所得之現金淨額</b>	<b>20,148</b>	<b>523</b>
<b>Net (decrease) increase in cash and cash equivalents</b>	<b>現金及現金等價物之(減少)增加淨額</b>	<b>(4,671)</b>	<b>6,493</b>
Cash and cash equivalents at 1 January	於一月一日之現金及現金等價物	32,007	68,370
Effect of foreign exchange rate changes	匯率變動影響	2,992	311
<b>Cash and cash equivalents at 30 June, represented by</b>	<b>於六月三十日之現金及現金等價物</b>	<b>30,328</b>	<b>75,174</b>
Bank balances and cash	銀行結餘及現金	30,328	75,563
Bank overdrafts	銀行透支	-	(389)
		<b>30,328</b>	<b>75,174</b>

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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

### 1. GENERAL

Forebase International Holdings Limited (the “**Company**”) was incorporated in Hong Kong with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section to the interim report.

In the opinion of the directors of the Company, Ultra Harvest Limited (“**Ultra Harvest**”), a company incorporated in the British Virgin Islands with limited liability, is the ultimate holding company of the Company and Mr. Shen Yong, the Chairman of the Company, is the ultimate controlling party of the Company.

The Company is an investment holding company and the principal activities of its subsidiaries are the manufacture and sale of electronic components, properties investment and hotel operation. In addition, upon the completion of the acquisition of Best Dollar Group on 18 September 2014, the Group further extended its principal activities to properties development in the PRC.

The functional currency of the Company is Hong Kong dollar (“**HK\$**”) and the functional currencies for certain subsidiaries are Renminbi (“**RMB**”), Canadian dollar (“**CAD**”) and Korean Won (“**KRW**”). For the purposes of presenting the condensed consolidated financial statements, the Group adopted HK\$ as its presentation currency as its shares are listed in Hong Kong.

### 1. 一般資料

申基國際控股有限公司（「**本公司**」）是一間於香港註冊成立之有限公司，其股份於香港聯合交易所有限公司（「**聯交所**」）上市。本公司之註冊辦事處及主要營業地點地址於本中期報告公司資料一節披露。

本公司董事認為，Ultra Harvest Limited（「**Ultra Harvest**」，於英屬處女群島註冊成立之有限公司）為本公司之最終控股公司，本公司主席申勇先生為本公司之最終控股方。

本公司為投資控股公司，其附屬公司的主要業務為製造及銷售電子元件、物業投資及酒店營運。此外，於二零一四年九月十八日完成收購Best Dollar集團後，本集團將其主要業務進一步擴大至中國物業發展。

本公司之功能貨幣為港元（「**港元**」），若干附屬公司之功能貨幣為人民幣（「**人民幣**」）、加拿大元（「**加元**」）及韓圓（「**韓圓**」）。就呈列簡明綜合財務報表而言，本集團採納港元為其呈列貨幣，因為其股份於香港上市。



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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

### 2. BASIS OF PREPARATION

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

The financial statements have been prepared on a going concern basis notwithstanding that the Group had capital deficiency of approximately HK\$20,216,000 as at 30 June 2015. As the ultimate holding company has undertaken to provide adequate funds to enable the Company to meet in full its financial obligations and has confirmed not to demand for repayment for the balance due from the Company within the next twelve months from the end of the reporting period, the directors of the Company are satisfied that it is appropriate to prepare these condensed consolidated financial statements on a going concern basis. The condensed consolidated financial statements do not include any adjustments relating to the carrying amount and reclassification of assets and liabilities that might be necessary should the Group be unable to continue as a going concern.

### 2. 編製基準

本簡明綜合財務報表已按照香港會計師公會（「香港會計師公會」）頒佈之香港會計準則第34號（「香港會計準則第34號」）「中期財務報告」之規定以及香港聯合交易所有限公司證券上市規則（「上市規則」）附錄16內適用之披露規定編製。

雖然本集團在二零一五年六月三十日錄得資本虧絀約20,216,000港元，惟財務報表仍以持續經營基準編製。由於最終控股公司承諾提供足夠資金，使本公司可全面應付其財務責任，並確認不會在報告期末起計未來十二個月內要求本公司償還到期款項，本公司董事信納以持續經營基準編製簡明綜合財務報表乃屬恰當。本簡明綜合財務報表並未列載倘本集團不能持續經營時可能需要作出的任何與賬面值相關的調整及對資產及負債的重新分類。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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

### 3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments, which are measured at fair values, as appropriate.

Except as described below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2015 are the same as those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2014.

In the current interim period, the Group has applied, for the first time, the following new Interpretation ("Int") and amendments to Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA that are relevant for the preparation of the Group's condensed consolidated financial statements:

Amendments to HKAS19	Defined Benefit Plans: Employee Contributions
Amendments to HKFRSs	Annual Improvements to HKFRSs 2010-2012 Cycle
Amendments to HKFRSs	Annual Improvements to HKFRSs 2011-2013 Cycle

The application of the above new Interpretation and amendments to HKFRSs in the current interim period has had no material effect on the amounts reported in these condensed consolidated financial statements and/or disclosures set out in these condensed consolidated financial statements.

### 3. 主要會計政策

簡明綜合財務報表乃根據歷史成本基準編製，惟若干物業及金融工具則按公允價值計量（如適用）。

除下文所述者外，截至二零一五年六月三十日止六個月之簡明綜合財務報表所採用之會計政策以及計算方法與編製本集團截至二零一四年十二月三十一日止年度全年綜合財務報表所採用者相同。

於本中期期間，本集團首次應用以下由香港會計師公會頒佈適用於編製本集團簡明綜合財務報表之香港財務報告準則（「香港財務報告準則」）之新訂詮釋（「詮釋」）及修訂本：

香港會計準則第19號 (修訂本)	界定福利計劃： 僱員供款
香港財務報告準則 (修訂本)	香港財務報告 準則二零一 零年至二零 一二年週期 之年度改進
香港財務報告準則 (修訂本)	香港財務報告 準則二零一 一年至二零 一三年週期 之年度改進

於本中期期間應用上述香港財務報告準則新訂詮釋及修訂本對該等簡明綜合財務報表所呈報金額及／或該等簡明綜合財務報表所載列披露事項概無任何重大影響。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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

### 4. REVENUE AND SEGMENT INFORMATION

Revenue represents the sales of goods to customers less goods returned and trade discounts, rental income under operating leases and service income from hotel operation. During the six months ended 30 June 2015, the Group has a new reportable and operating segment, properties development upon the completion of the acquisition of Best Dollar Group on 18 September 2014.

The Group is principally engaged in the manufacture and sales of electronic components, properties investment, hotel operation and properties development. The Group's reportable and operating segments, based on information reported to the chief executive officer, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on goods or services provided are as follows:

#### (1) Composite components segment

Sales and manufacture of composite components for electronic appliances and communication equipment.

#### (2) Unit electronic components segment

Sales and manufacture of unit electronic components for electronic appliances and communication equipment.

#### (3) Properties investment segment

Leasing office premises to generate rental income.

#### (4) Hotel operation segment

Operation of a resort in Canada.

### 4. 收益及分部資料

收益乃供應予客戶之產品之銷售價值，扣除退貨及貿易折扣，以及經營租賃下之租金收入及酒店經營收入。截至二零一五年六月三十日止六個月，在二零一四年九月十八日完成收購 Best Dollar 集團後，本集團新增物業發展分部為新營運分部。

本集團主要從事製造及銷售電子元件、物業投資、酒店經營及物業發展。本集團之可呈報及營運分部是根據首席執行官所辨識之資料，即最高營運決策者進行資源配置及評估分部表現而言，側重於產品或提供之服務如下：

#### (1) 複合元件分部

銷售及製造電子產品及通訊設備使用的複合元件。

#### (2) 單位電子元件分部

銷售及製造電子產品及通訊設備使用的單位電子元件。

#### (3) 物業投資分部

租賃辦公室物業以賺取租金收入。

#### (4) 酒店經營分部

經營一間位於加拿大的渡假酒店。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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

### 4. REVENUE AND SEGMENT INFORMATION (Continued)

#### (5) Properties development segment

Properties development in the PRC.

No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable segments of the Group.

#### (a) Segment revenue and results

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

Six months ended 30 June 2015

		Composite components	Unit electronic components	Properties investment	Hotel operation	Properties development	Total
		複合元件	電子元件	物業投資	酒店經營	物業發展	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Revenue	收益	92,198	78,485	-	19,847	-	190,530
Segment (loss) profit	分部(虧損)溢利	(7,005)	(12,231)	-	1,601	(1,801)	(19,436)
Unallocated operating income	未經分配經營收入						4,918
Unallocated operating expenses	未經分配經營開支						(13,766)
Finance costs	融資成本						(9,529)
Loss before tax	除稅前虧損						(37,813)

### 4. 收益及分部資料(續)

#### (5) 物業發展分部

在中國開發物業。

在達致本集團可呈報分部時，概無將最高營運決策者所識別之營運分部予以合併。

#### (a) 分部收益及業績

以下為本集團之收益及業績按可呈報及營運分部所作之分析：

截至二零一五年六月三十日止六個月

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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

### 4. REVENUE AND SEGMENT INFORMATION (Continued)

#### (a) Segment revenue and results (Continued)

Six months ended 30 June 2014

		Unit electronic Composite components	components 單位 電子元件	Properties investment 物業投資	Hotel operation 酒店經營	Properties development 物業發展	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
						(Restated) (經重列)	(Restated) (經重列)
Revenue	收益	58,126	74,373	691	20,808	-	153,998
Segment (loss) profit	分部(虧損)溢利	(12,118)	(12,010)	(6,610)	1,730	(2,302)	(31,310)
Unallocated operating income	未經分配經營收入						718
Unallocated operating expenses	未經分配經營開支						(9,440)
Finance costs	融資成本						(8,412)
Loss before tax	除稅前虧損						(48,444)

Segment (loss) profit represents the (loss from) profit earned by each segment without allocation of part of other income, certain other operating expenses and finance costs. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

### 4. 收益及分部資料(續)

#### (a) 分部收益及業績(續)

截至二零一四年六月三十日止六個月

分部(虧損)溢利指各分部(所蒙虧損)所賺溢利,當中並無分配部分之其他收入、其他經營開支及融資成本。此乃向主要營運決策者報告以決定資源配置及表現評估之計量。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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

### 4. REVENUE AND SEGMENT INFORMATION (Continued)

#### (b) Segment assets and liabilities

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

### 4. 收益及分部資料 (續)

#### (b) 分部資產及負債

以下為本集團之資產與負債按可呈報分部所作之分析：

	Unit												Consolidated 總計	
	Composite components 複合元件		electronic components 單位電子元件		Properties investment 物業投資		Hotel operation 酒店經營		Properties development 物業發展		Consolidated 總計			
	30 June 2015	31 December 2014	30 June 2015	31 December 2014	30 June 2015	31 December 2014	30 June 2015	31 December 2014	30 June 2015	31 December 2014	30 June 2015	31 December 2014	30 June 2015	31 December 2014
	二零一五年 六月三十日	二零一四年 十二月三十一日	二零一五年 六月三十日	二零一四年 十二月三十一日	二零一五年 六月三十日	二零一四年 十二月三十一日	二零一五年 六月三十日	二零一四年 十二月三十一日	二零一五年 六月三十日	二零一四年 十二月三十一日	二零一五年 六月三十日	二零一四年 十二月三十一日	二零一五年 六月三十日	二零一四年 十二月三十一日
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
	(Unaudited) (未經審核)	(Audited) (經審核)	(Unaudited) (未經審核)	(Audited) (經審核)	(Unaudited) (未經審核)	(Audited) (經審核)	(Unaudited) (未經審核)	(Audited) (經審核)	(Unaudited) (未經審核)	(Audited) (經審核)	(Unaudited) (未經審核)	(Audited) (經審核)	(Unaudited) (未經審核)	(Audited) (經審核)
Segment assets	92,517	80,380	76,394	58,579	-	-	97,148	104,589	103,159	74,569	369,218	318,117		
Unallocated assets														
- Restricted bank deposits													-	12,940
- Short-term bank deposit with original maturity more than three months													1,000	1,000
- Bank balances and cash													30,328	31,921
- A disposal group classified as held for sale													-	86
- Others													4,357	4,424
<b>Consolidated assets</b>													<b>404,903</b>	<b>368,488</b>
Segment liabilities	53,515	35,291	45,959	40,226	-	-	6,158	5,528	97,362	66,585	202,994	147,630		
Unallocated liabilities														
- Others													222,125	199,770
<b>Consolidated liabilities</b>													<b>425,119</b>	<b>347,400</b>

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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

### 4. REVENUE AND SEGMENT INFORMATION (Continued)

#### (b) Segment assets and liabilities (Continued)

For the purposes of monitoring segment performances and allocating resources between segments for the six months ended 30 June 2015 and the year ended 31 December 2014:

- all assets are allocated to reportable segments other than restricted bank deposits, short-term bank deposit with original maturity more than three months, bank balances and cash, a disposal group classified as held for sales and part of other receivables. Assets used jointly by reportable segments are allocated on the basis of the production capacity; and
- all liabilities are allocated to reportable segments other than part of other payables, amount due to related companies, amount due to ultimate holding company, amount due to a director, obligation under a finance lease, deferred tax liabilities, secured loan and bonds.

### 5. SEASONALITY OF OPERATIONS

The sales of composite components segment, unit electronic components segment and hotel operation segment of the Group are subject to seasonal fluctuations, with peak demand in the third quarter of each year.

### 4. 收益及分部資料 (續)

#### (b) 分部資產及負債 (續)

截至二零一五年六月三十日止六個月及二零一四年十二月三十一日止年度，為監督分部表現及在各分部之間分配資源：

- 除受限制銀行存款、原到期日超過三個月之短期銀行存款、銀行結餘及現金、分類為持作出售之出售組別以及部分其他應收賬款外，所有資產分配至可呈報分部。可呈報分部共用之資產乃按產能分配；及
- 除部分其他應付賬款、應付關連公司款項、應付最終控股公司款項、應付一名董事款項、融資租賃責任、遞延稅項負債、抵押貸款及債券外，所有負債分配至可呈報分部。

### 5. 經營季節性

本集團複合元件分部、單位電子元件分部之銷售及酒店經營分部受季節性波動所影響，需求高峰期於每年第三季度。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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

### 6. INCOME TAX EXPENSE (CREDIT)

### 6. 所得稅開支（抵免）

Six months ended 30 June

截至六月三十日止六個月

2015	2014
二零一五年	二零一四年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

Current tax	本期稅項		
<b>PRC Enterprise Income Tax</b>	<b>中國企業所得稅</b>		
Provision for the period	本期間撥備	<b>1,085</b>	1,446
<b>Canada Corporate Tax</b>	<b>加拿大企業所得稅</b>		
Provision for the period	本期間撥備	-	319
<b>Deferred tax</b>	<b>遞延稅項</b>		
(Credited) charged for the period	本期間經（計入）扣除	-	(5,417)
		<b>1,085</b>	<b>(3,652)</b>

No provision for Hong Kong Profits Tax has been made for the six months ended 30 June 2015 and 2014 as the Group did not have any assessable profit derived from Hong Kong.

由於本集團於香港概無獲得任何應課稅溢利，故於截至二零一五年及二零一四年六月三十日止六個月並無就香港利得稅作出撥備。

Provision for the PRC Enterprise Income Tax for its subsidiaries in the PRC are calculated at 25% (2014: 25%) of estimated assessable profits for the six months ended 30 June 2015 and 2014.

位於中國之附屬公司之中國企業所得稅撥備乃以截至二零一五年及二零一四年六月三十日止六個月估計之應課稅溢利按25%（二零一四年：25%）計算。



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the six months ended 30 June 2015

截至二零一五年六月三十日止六個月

#### 6. INCOME TAX EXPENSE (CREDIT) (Continued)

The Korea branch operated in Korea is subject to Korean Corporate Income Tax. The basic Korean Corporate Tax rates for the six months ended 30 June 2015 and 2014 are 11% on the first KRW200,000,000 of the tax base and 22% for the excess. In addition to the basic tax rate, there is a resident surcharge of 10% on the income tax liability. No provision for taxation has been made as there is no assessable profit for the six months ended 30 June 2015 and 2014.

Canadian Corporate Tax is calculated at Federal tax rate of 15% and British Columbia provincial tax rate of 11% on the estimated assessable profits for the six months ended 30 June 2015 and 2014. No provision for Canadian Corporate Tax has been made for the six months ended 30 June 2015.

#### 6. 所得稅開支(抵免)(續)

在韓國經營之韓國分公司須繳納韓國企業所得稅。截至二零一五年及二零一四年六月三十日止六個月，基本韓國企業稅率為稅基中首200,000,000韓圓為11%，超過之部份則為22%。除基本稅率外，亦須就所得稅負債徵收10%居民附加稅。截至二零一五年及二零一四年六月三十日止六個月，各期間內均無應課稅溢利，故並無作出稅項撥備。

加拿大企業所得稅乃以截至二零一五年及二零一四年六月三十日止六個月估計之應課稅溢利按聯邦稅率15%及英屬哥倫比亞省稅率11%計算。截至二零一五年六月三十日止六個月並無就加拿大企業所得稅作出撥備。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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

### 7. LOSS FOR THE PERIOD

### 7. 本期間虧損

Six months ended 30 June

截至六月三十日止六個月

2015	2014
二零一五年	二零一四年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
	(Restated)
	(經重列)

Loss for the period has been arrived at after charging (crediting):	本期間虧損經扣除 (計入):		
Minimum lease payments for rented premises under operating leases	經營租賃下租用物業之最低租賃付款	<b>4,379</b>	4,284
Gross rental income less outgoing (2014: approximately HK\$190,000)	租金收入總額 (扣除支銷) (二零一四年: 約190,000港元)	-	(502)
Cost of inventories recognised as an expense	確認為開支之存貨成本	<b>116,192</b>	87,154
Impairment loss recognised on trade and other receivables (included in other operating expenses)	就應收貿易及其他賬款確認之減值虧損 (計入其他經營開支)	-	123
Net foreign exchange losses	匯兌虧損淨額	<b>257</b>	25
Allowance of inventories (included in cost of sales)	存貨撥備 (計入銷售成本)	<b>749</b>	3,206
Reversal of allowance of inventories (included in cost of sales)	存貨撥備回撥 (計入銷售成本)	-	(1,561)
Equity-settled share-based payments expenses (included in other operating expenses)	以股權結算之股份付款開支 (計入其他經營開支)	<b>493</b>	87
Depreciation	折舊	<b>5,130</b>	5,245
Gain on disposal of property, plant and equipment	出售物業、機器及設備之收益	<b>113</b>	-
Gain on disposal of a subsidiary	出售一間附屬公司之收益	<b>(110)</b>	-
Interest income	利息收入	<b>(126)</b>	(391)
Loss on disposal of investment properties	出售投資物業之虧損	-	4,191
Change in fair value of investment properties	投資物業之公允價值變動	-	2,901

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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

### 8. DIVIDEND

No dividend was paid, declared or proposed during the interim period (six months ended 30 June 2014: nil). The directors of the Company have determined that no dividend will be paid in respect of the interim period (six months ended 30 June 2014: nil).

### 9. LOSS PER SHARE

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

### 8. 股息

於中期期間並無派發、宣派或建議派發股息（截至二零一四年六月三十日止六個月：無）。本公司董事不建議派發中期股息（截至二零一四年六月三十日止六個月：無）。

### 9. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃按下列數據計算：

		<b>Six months ended 30 June</b>	
		<b>截至六月三十日止六個月</b>	
		<b>2015</b>	2014
		<b>二零一五年</b>	二零一四年
		<b>HK\$'000</b>	HK\$'000
		<b>千港元</b>	千港元
		<b>(Unaudited)</b>	(Unaudited)
		<b>(未經審核)</b>	(未經審核)
			(Restated)
			(經重列)
<b>Loss</b>	<b>虧損</b>		
Loss for the purpose of basic and diluted loss per share	用以計算每股基本及分攤虧損		
Loss for the period attributable to owners of the Company	本公司擁有人應佔本期間之虧損	<b>(38,898)</b>	(44,792)
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	用以計算每股基本及攤薄虧損之普通股加權平均數	<b>327,896,933</b>	323,896,933

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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

### 9. LOSS PER SHARE (Continued)

The computation of diluted loss per share does not assume the exercise of the Company's share options as the exercise price of those options was higher than the average market price of the Company's shares for the six months ended 30 June 2015.

The diluted loss per share is the same as basic loss per share as the Company has no dilutive potential shares outstanding for the six months ended 30 June 2015 and 2014.

### 10. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2015, the Group acquired items of property, plant and equipment with a cost of approximately HK\$15,181,000 (six months ended 30 June 2014: approximately HK\$1,988,000).

During the six months ended 30 June 2015, the Group disposed of certain property, plant and equipment with cash proceeds of approximately HK\$8,000 resulting in a loss on disposal of approximately HK\$113,000 (six months ended 30 June 2014: nil).

As at 30 June 2015, the Group's land and buildings held for own use of approximately HK\$91,561,000 (31 December 2014: HK\$98,217,000) were pledged to secure secured loan granted to the Group.

### 9. 每股虧損 (續)

由於本公司之購股權之行使價較本公司股份截至二零一五年六月三十日止六個月之平均市價為高，故計算每股攤薄虧損時並無假設本公司之購股權已被行使。

本公司於截至二零一五年及二零一四年六月三十日止六個月並無潛在具攤薄性之股份，故每股攤薄虧損與每股基本虧損相同。

### 10. 物業、機器及設備

於截至二零一五年六月三十日止六個月，本集團以成本約15,181,000港元（截至二零一四年六月三十日止六個月：約1,988,000港元）購置物業、機器及設備。

於截至二零一五年六月三十日止六個月，本集團以所得款項約8,000港元出售若干物業、機器及設備，從而產生出售虧損淨額約113,000港元（截至二零一四年六月三十日止六個月：無）

於二零一五年六月三十日，本集團以持有作自用之土地及樓宇，價值約91,561,000港元（二零一四年十二月三十一日：98,217,000港元）已予抵押作為授予本集團有抵押貸款之擔保。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 June 2015

截至二零一五年六月三十日止六個月

### 11. PROPERTIES UNDER DEVELOPMENT 11. 發展中物業

		<b>30 June 2015</b>	31 December 2014
		二零一五年 六月三十日	二零一四年 十二月三十一日
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
		<b>(Unaudited)</b>	(Audited)
		(未經審核)	(經審核)
At beginning of the year	年初	<b>66,950</b>	57,441
Exchange adjustments	匯兌調整	<b>22</b>	(513)
Additions	添置	<b>13,062</b>	10,022
At end of the period/year	期/年終	<b>80,034</b>	66,950
Represented by:	其中包括：		
Land use rights	土地使用權	<b>53,182</b>	53,164
Construction costs and capitalised expenditure	建設成本及資本化開支	<b>26,852</b>	13,786
		<b>80,034</b>	66,950

Properties under development are classified as current asset as the construction period of the relevant property development project is expected to complete in the normal operating cycle.

由於預期有關物業開發項目之建設期將於正常經營週期內完成，故發展中物業分類為流動資產。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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

### 12. TRADE AND OTHER RECEIVABLES

### 12. 應收貿易及其他賬款

		30 June 2015 二零一五年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2014 二零一四年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables	應收貿易賬款	<b>109,563</b>	85,249
Less: impairment loss recognised	減：減值虧損確認	<b>(10,957)</b>	(10,965)
Deposits and other receivables	按金及其他應收賬款	<b>98,606</b>	74,284
Prepayments	預付款項	<b>36,663</b>	29,051
Total trade and other receivables	應收貿易及其他賬款總額	<b>5,392</b>	966
		<b>140,661</b>	104,301

The Group allows an average credit period of 30 to 90 days to its trade customers.

本集團給予其貿易客戶之平均信貸期為30至90日。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the six months ended 30 June 2015

截至二零一五年六月三十日止六個月

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

The following is an aged analysis of trade receivables net of impairment loss presented based on the date of delivery of goods or date of rendering of services which approximated the respective dates on which revenue was recognised.

#### 12. 應收貿易及其他賬款 (續)

以下為根據向客戶交付貨品或提供服務的日期（與收益確認日期相若）呈列的經扣除減值虧損的應收貿易賬款的賬齡分析。

		<b>30 June 2015 二零一五年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)</b>	31 December 2014 二零一四年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 90 days	90日內	<b>75,621</b>	67,770
91 to 180 days	91至180日	<b>19,529</b>	5,515
181 to 365 days	181至365日	<b>2,557</b>	999
Over 365 days	365日以上	<b>899</b>	-
		<b>98,606</b>	74,284

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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

### 13. TRADE AND OTHER PAYABLES

### 13. 應付貿易及其他賬款

		30 June 2015 二零一五年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2014 二零一四年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade payables	應付貿易賬款	69,798	51,393
Accrued expenses and other payables	應計費用及 其他應付賬款	87,995	53,077
		<b>157,793</b>	104,470

The average credit period on purchases of goods is 0 to 90 days.

購貨之平均信貸期為0至90日。

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

以下為根據發票日期於報告期末呈列的應付貿易賬款賬齡分析。

		30 June 2015 二零一五年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2014 二零一四年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 90 days	90日內	56,485	43,207
91 to 180 days	91至180日	10,240	5,925
181 to 365 days	181至365日	835	69
Over 365 days	365日以上	2,238	2,192
		<b>69,798</b>	51,393



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

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

#### 14. AMOUNTS DUE TO RELATED COMPANIES

Included in the balance, certain amounts are unsecured, non-interest bearing and repayable on demand. The remaining balances were arisen from normal purchase transactions, which are unsecured, non-interest bearing and expected to be settled according to their respective credit terms which are similar to those with third parties.

#### 15. AMOUNTS DUE TO ULTIMATE HOLDING COMPANY/A DIRECTOR

The amounts are unsecured, non-interest bearing and repayable in March 2017.

The effective interest rate of the amounts due to ultimate holding company and the director is 5% per annum.

#### 14. 應付關連公司款項

載入結餘的若干款項為無抵押、免息及須按要求償還。剩餘結餘來自一般採購交易，為無抵押、免息及預期將根據各自的信貸期（與第三方相似）結算。

#### 15. 應付最終控股公司／一名董事款項

該款項乃無抵押、免息及須於二零一七年三月償還。

應付最終控股公司／董事款項之實際利率為年利率5%。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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

### 16. SHARE CAPITAL

### 16. 股本

		Number of shares 股份數目 '000 千股	Share capital 股本 HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>		
At 1 January 2014 – Ordinary shares of HK\$0.1 each	於二零一四年一月一日 – 每股0.1 港元之普通股	1,500,000	150,000
At 30 June 2014, 1 January 2015 and 30 June 2015	於二零一四年六月三十日、 二零一五年一月一日及 二零一五年六月三十日	Note 1 附註1	Note 1 附註1
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
At 1 January 2014	於二零一四年一月一日	323,897	32,390
Transfer from share premium upon abolition of par value (Note 2)	廢除面值時從股份溢價賬轉撥 (附註2)	–	58,566
Issue of shares (Note 3)	發行股份(附註3)	4,000	8,120
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	327,897	99,076

Notes:

附註：

- |  |   |
|--|---|
| <p>(1) Under the new Hong Kong Companies Ordinance (Cap. 622), with effect from 3 March 2014, the concept of authorised share capital no longer exists and the Company's shares no longer have a par value. There is no impact on the number of shares in issue or the relative entitlement of any of the shareholders as a result of this transition.</p> <p>(2) In accordance with the transitional provisions set out in section 37 of schedule 11 to Hong Kong Companies Ordinance (Cap. 622), on 3 March 2014 any amount standing to the credit of the share premium account has become part of the Company's share capital.</p> <p>(3) On 18 September 2014, the Company has allotted and issued 4,000,000 ordinary shares each of HK\$2.03 in respect of a consideration of the acquisition of Best Dollar Group.</p> | <p>(1) 根據自二零一四年三月三日生效的新香港公司條例(第622章)，已不再存在法定股本的概念，本公司的股份不再具有面值。該轉變不會影響已發行股份數目或任何股東的相關權利。</p> <p>(2) 根據香港公司條例(第622章)附表11第37節所載的過渡性條文，於二零一四年三月三日計入股份溢價賬的任何金額已成為本公司的部分股本。</p> <p>(3) 於二零一四年九月十八日，本公司已配發及發行4,000,000股每股2.03港元的普通股，作為收購Best Dollar集團的代價。</p> |
|--|---|

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

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

#### 17. SECURED LOAN

On 24 December 2014, the Company signed a secured term loan facility with aggregate principal amount of US\$13,000,000 (equivalent to approximately HK\$100,847,000) to refinance the secured note issued on 20 November 2013. The secured term loan facility is guaranteed by its subsidiaries, two directors of the Company and a related company, has a maturity term of two years and bears a fixed interest rate of 14% per annum with interest payable annually in arrears. The secured term loan facility is secured by the land and buildings of the Group of approximately HK\$91,561,000 as at 30 June 2015 (31 December 2014: approximately HK\$98,217,000).

In the opinions of the directors of the Company, the effective interest rate of the secured loan approximated to the nominal interest rate of 14% per annum.

The carrying amount of the secured loan was approximately HK\$100,785,000 as at 30 June 2015 (31 December 2014: approximately HK\$100,847,000).

#### 17. 抵押貸款

於二零一四年十二月二十四日，本公司簽署一項總本金額13,000,000美元（相等於約100,847,000港元）之有抵押有限期貸款融資，以將於二零一三年十一月二十日發行之抵押票據進行再融資。該有抵押有限期貸款融資由其附屬公司、本公司其中兩位董事及一間關連公司作為擔保人，到期日為兩年，利息每年按14%單息計算，於每年年末支付。該抵押貸款以本集團之土地及樓宇，於二零一五年六月三十日價值約91,561,000港元作為抵押品（二零一四年十二月三十一日：約98,217,000港元）。

本公司董事認為該抵押貸款的實際年利率接近票面利率14%。

該抵押貸款於二零一五年六月三十日之賬面值約100,785,000港元（二零一四年十二月三十一日：約為100,847,000港元）。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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

### 18. BONDS

### 18. 債券

		30 June 2015 二零一五年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2014 二零一四年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
HK\$20,000,000 bonds carry fixed coupon rate of 6% per annum	總值 20,000,000 港元之債券 (固定票面年利率 6%)	20,000	20,000
HK\$20,000,000 bonds carry fixed coupon rate of 8% per annum	總值 20,000,000 港元之債券 (固定票面年利率 8%)	20,000	-
		<b>40,000</b>	20,000

During the six months ended 30 June 2015, the Company issued two 8% HKD dollar denominated bonds with principal amount of HK\$10,000,000 each on 23 January 2015 and 1 June 2015 respectively. The amounts are repayable within 96 months and 60 months respectively from the date of issue.

截至二零一五年六月三十日止六個月，本公司分別於二零一五年一月二十三日及二零一五年六月一日發行本金額各為 10,000,000 港元之兩份 8% 港元計值的債券。該等金額分別須於發行日期起計 96 個月內及 60 個月內償還。

As at 30 June 2015, the aggregate carrying amounts of the bonds are HK\$40,000,000 (31 December 2014: HK\$20,000,000).

於二零一五年六月三十日，債券之賬面值總額約為 40,000,000 港元（二零一四年十二月三十一日：20,000,000 港元）

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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

### 19. SHARE-BASED PAYMENT TRANSACTIONS

The Company has a share option scheme which was adopted on 3 June 2013 whereby the directors of the Company are authorised, at their discretion, to invite, among other eligible participants, employees of the Group (including directors of any member of the Group), advisers and consultants, to take up options to subscribe for shares of the Company. Each option gives the holder the right to subscribe for one ordinary share of the Company. The Scheme shall be valid and effective for a period of ten years ending on 2 June 2023, after which no further options can be granted.

The table below discloses movement of the Company's share options held by a director of the Company:

### 19. 股份付款交易

本公司於二零一三年六月三日採納購股權計劃，本公司董事獲授權酌情向（包括其他合資格參與者）本集團僱員（包括本集團內任何成員公司之董事）、顧問及諮詢人提出接納購股權之要約，以認購本公司股份。每份購股權均授權持有人認購一股本公司普通股。計劃有效期為十年，直至二零二三年六月二日止，其後不可授出額外購股權。

下表披露本公司董事持有本公司購股權之變動：

		Number of share options 購股權數目
Outstanding as at 30 June 2014	於二零一四年六月三十日	
and 1 January 2015	及於二零一五年一月一日尚未行使	3,238,969
Lapsed during the period	於本期間失效	(3,238,969)
Outstanding as at 30 June 2015	於二零一五年六月三十日尚未行使	-

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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

### 20. COMMITMENTS

#### (a) Operating leases

##### The Group as lessee

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

		30 June 2015 二零一五年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2014 二零一四年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within one year	一年內	6,170	7,569
In the second to fifth year inclusive	於第二年至第五年 (包括首尾兩年)	13,300	10,994
		<b>19,470</b>	18,563

Operating lease payments represent rentals payables by the Group for certain of its office premises and staff quarter. Leases are negotiated for an average terms from one to five years and rentals are fixed for the leases period.

### 20. 承擔

#### (a) 經營租賃

##### 本集團作為承租人

於報告期末，本集團根據不可解除經營租賃有日後應付之最低租賃款項之承擔如下：

經營租賃款項指本集團就若干辦公室物業及員工宿舍之應付租金。租約經磋商後平均為期一年至五年，租賃期間之租金為固定。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the six months ended 30 June 2015

截至二零一五年六月三十日止六個月

#### 20. COMMITMENTS (Continued)

##### (b) Capital commitment

As the end of the reporting periods, the Group had the following commitments:

#### 20. 承擔 (續)

##### (b) 資本承擔

於報告期末，本集團有以下承擔：

	<b>30 June 2015 二零一五年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)</b>	31 December 2014 二零一四年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided for in the financial statements	<b>1,019</b>	456
Capital expenditure in respect of properties under development contracted for but not provided for in the financial statements	<b>554,631</b>	138,544
	<b>555,650</b>	139,000

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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

### 21. MATERIAL RELATED PARTY BALANCES AND TRANSACTIONS

- (a) The balances with related parties at the end of the reporting period are disclosed elsewhere in the condensed consolidated financial statements.
- (b) The Group had the following material transactions with related parties during the period:

### 21. 重大關連人士往來餘額 及交易

- (a) 於報告期末，與關聯人士往來餘額已於簡明綜合財務報表其他章節內披露。
- (b) 於本期間，本集團已發行下列重大關連人士交易：

Name of the company 公司名稱	Nature of transactions 交易性質	Notes 附註	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
重慶平方釐米房地產經紀有限公司	Service fee paid thereto 已付服務費	(i)&(ii)	364	363

Notes:

- (i) These transactions were carried out at terms determined and agreed by the Group and the relevant parties.
- (ii) Mr. Shen Yong, the controlling shareholder of the Company has beneficial interest in these companies.

附註：

- (i) 該等交易乃按本集團與關連人士釐定及協商的條款進行。
- (ii) 本公司控股股東申勇先生於該等公司中擁有實益權益。



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the six months ended 30 June 2015

截至二零一五年六月三十日止六個月

#### 21. MATERIAL RELATED PARTY BALANCES AND TRANSACTIONS

(Continued)

##### (c) Compensation of key management personnel

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

#### 21. 重大關連人士往來餘額及交易 (續)

##### (c) 主要管理人員之酬金

董事及其他主要管理人員於本期間之酬金如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核)	2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核)
Short-term benefits	短期僱員福利	5,099	4,315
Post-employment benefits	離職後福利	33	30
Equity-settled share-based payments expenses	以股權結算之股份付款開支	495	87
		<b>5,627</b>	4,432

**FOREBASE INTERNATIONAL HOLDINGS LIMITED**  
申基國際控股有限公司