

C Y Foundation Group Limited

中青基業集團有限公司

(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：1182

A seagull is shown in flight against a sunset sky over the ocean. The sun is low on the horizon, casting a golden glow across the sky and reflecting on the water. The seagull is positioned in the upper right quadrant of the image, flying towards the left.

Toward
A BRIGHT FUTURE
邁步向前

Interim Report 2015
中期報告

Contents

目錄

CORPORATE INFORMATION	公司資料	2
INDEPENDENT REVIEW REPORT	獨立審閱報告	4
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	6
CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION	簡明綜合財務狀況表	7
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	簡明綜合權益變動表	8
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS	簡明綜合現金流量表	9
NOTES TO THE CONDENSED FINANCIAL STATEMENTS	簡明財務報表附註	10
MANAGEMENT DISCUSSION AND ANALYSIS	管理層討論及分析	33
DIRECTORS' INTERESTS IN SECURITIES	董事之證券權益	37
SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES	主要股東之證券權益	39
SHARE OPTION SCHEME	購股權計劃	40
OTHER INFORMATION	其他資料	45

CORPORATE INFORMATION**BOARD OF DIRECTORS****Executive Directors:**

Carlos Luis SALAS PORRAS (with effect from 11 June 2015)
(*Chairman* (with effect from 11 June 2015) and
Chief Executive Officer (with effect from 2 October 2015))
GOH Hoon Leum (with effect from 16 July 2015)

Independent Non-executive Directors:

YONG Peng Tak
ER Kwong Wah
LEUNG Po Hon (with effect from 16 July 2015)

AUDIT COMMITTEE

LEUNG Po Hon (*Chairman*) (with effect from 16 July 2015)
ER Kwong Wah
YONG Peng Tak

REMUNERATION COMMITTEE

ER Kwong Wah (*Chairman*) (with effect from 16 July 2015)
YONG Peng Tak
LEUNG Po Hon (with effect from 16 July 2015)
Carlos Luis SALAS PORRAS
(with effect from 7 May 2015)

NOMINATION COMMITTEE

Carlos Luis SALAS PORRAS (*Chairman*)
(with effect from 16 July 2015)
YONG Peng Tak
ER Kwong Wah
LEUNG Po Hon (with effect from 16 July 2015)

COMPANY SECRETARY

WONG Yuk

AUDITORS

ZHONGHUI ANDA CPA Limited

LEGAL ADVISERS AS TO HONG KONG LAWS

Chiu & Partners

公司資料**董事會****執行董事：**

Carlos Luis SALAS PORRAS (於二零一五年六月十一日
生效) (主席 (於二零一五年六月十一日生效) 及
行政總裁 (於二零一五年十月二日生效))
吳坤林 (於二零一五年七月十六日生效)

獨立非執行董事：

楊平達
余光華
梁寶漢 (於二零一五年七月十六日生效)

審核委員會

梁寶漢 (主席) (於二零一五年七月十六日生效)
余光華
楊平達

薪酬委員會

余光華 (主席) (於二零一五年七月十六日生效)
楊平達
梁寶漢 (於二零一五年七月十六日生效)
Carlos Luis SALAS PORRAS
(於二零一五年五月七日生效)

提名委員會

Carlos Luis SALAS PORRAS (主席)
(於二零一五年七月十六日生效)
楊平達
余光華
梁寶漢 (於二零一五年七月十六日生效)

公司秘書

王旭

核數師

中匯安達會計師事務所有限公司

香港法律顧問

趙不渝 馬國強律師事務所

CORPORATE INFORMATION

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Hang Seng Bank Limited
Bank of East Asia Limited

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL OFFICE

Unit 3503B-5, 35/F
148 Electric Road
North Point
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited
(formerly known as Butterfield Fulcrum Group (Bermuda) Limited)
The Belvedere Building
69 Pitts Bay Road
Pembroke HM 08
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

STOCK CODE

1182

CONTACTS

Telephone: (852) 3576 3309
Facsimile: (852) 3576 3963
Website: www.cyfoundation.com
Email: shareholder@cyfoundation.com

公司資料

主要往來銀行

香港上海滙豐銀行有限公司
恒生銀行有限公司
東亞銀行有限公司

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

主要辦事處

香港
北角
電氣道148號
35樓3503B-5室

主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited
(前稱Butterfield Fulcrum Group (Bermuda) Limited)
The Belvedere Building
69 Pitts Bay Road
Pembroke HM 08
Bermuda

香港股份過戶登記分處

卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心22樓

股份代號

1182

聯絡資料

電話: (852) 3576 3309
傳真: (852) 3576 3963
網址: www.cyfoundation.com
電郵: shareholder@cyfoundation.com

INDEPENDENT REVIEW REPORT

獨立審閱報告



**TO THE BOARD OF DIRECTORS OF
C Y FOUNDATION GROUP LIMITED**
(Incorporated in Bermuda with limited liability)

致：中青基業集團有限公司
(於百慕達註冊成立之有限公司)
董事會

INTRODUCTION

緒言

We have reviewed the interim financial information set out on pages 6 to 32 which comprises the condensed consolidated statement of financial position of C Y Foundation Group Limited (the “Company”, together with its subsidiaries, the “Group”) as at 30 September 2015 and the related condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“HKAS 34”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). The directors of the Company (the “Directors”) are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

吾等已審閱載於第6至32頁之中期財務資料。此中期財務資料包括C Y Foundation Group Limited (中青基業集團有限公司*) (「貴公司」，連同其附屬公司統稱為「貴集團」) 於二零一五年九月三十日之簡明綜合財務狀況表、截至該日止六個月期間之有關簡明綜合損益及其他全面收益表、簡明綜合權益變動表及簡明綜合現金流量表，以及主要會計政策概要及其他附註解釋。香港聯合交易所有限公司證券上市規則規定，就中期財務資料編製報告時，須遵守當中所載規定以及香港會計師公會頒佈之香港會計準則第34號「中期財務報告」（「香港會計準則第34號」）。貴公司董事（「董事」）負責根據香港會計準則第34號編製及呈列此中期財務資料。吾等之責任為根據吾等之審閱對此中期財務資料作出結論，並根據吾等之協定委聘條款僅向董事會整體報告，並不可作其他目的。吾等並不就本報告之內容對任何其他人士負責或承擔責任。

* 僅供識別

INDEPENDENT REVIEW REPORT (CONTINUED)

獨立審閱報告(續)

SCOPE OF REVIEW

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

審閱範圍

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

CONCLUSION

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

結論

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

ZHONGHUI ANDA CPA Limited

Certified Public Accountants

Pang Hon Chung

Practising Certificate Number P05988

Hong Kong, 27 November 2015

中匯安達會計師事務所有限公司

執業會計師

彭漢忠

執業證書號碼P05988

香港，二零一五年十一月二十七日

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

For the six months ended 30 September 2015

簡明綜合損益及其他全面收益表

截至二零一五年九月三十日止六個月

		Six months ended 30 September	
		截至九月三十日止六個月	
		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)
		Notes 附註	
Revenue	收益	4	79,681
Cost of sales	銷售成本		(60,336)
Gross profit	毛利		19,345
Other income	其他收入	5	6,146
Selling and distribution costs	銷售及分銷成本		(2,972)
Operating, administrative and other expenses	經營、行政管理及其他開支		(77,778)
Loss from operations	來自經營業務之虧損		(55,259)
Exchange gain/(loss)	匯兌收益／(虧損)		561
Impairment of property, plant and equipment	物業、機器及設備減值	11	(4,247)
Impairment of goodwill	商譽減值	11	(48,231)
Impairment of intangible assets	無形資產減值	11	(34,753)
Settlement sum in respect of a legal proceeding	法律程序之和解款項		400
Finance costs	財務費用	6	(3,658)
Loss before tax	除稅前虧損		(145,187)
Income tax	所得稅	7	4,914
Loss for the period attributable to owners of the Company	本公司擁有人應佔本期間虧損	8	(140,273)
Other comprehensive income:	其他全面收益：		
<i>Items that may be reclassified to profit or loss:</i>	<i>可重新分類至損益之項目：</i>		
Exchange differences on translating foreign operations	換算國外經營業務產生之匯兌差異		14
Other comprehensive income for the period, net of tax	本期間除稅後其他全面收益		14
Total comprehensive loss for the period attributable to owners of the Company	本公司擁有人應佔本期間全面虧損總額		(140,259)
Loss per share (HK cents per share)	每股虧損 (每股港仙)		
Basic and diluted	基本及攤薄	9	(10.89)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2015

簡明綜合財務狀況表

於二零一五年九月三十日

			30 September 2015 二零一五年 九月三十日	31 March 2015 二零一五年 三月三十一日
		Notes 附註	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Audited) (經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業、機器及設備	11	45,813	57,817
Intangible assets	無形資產	11	441	41,496
Goodwill	商譽	11	–	48,231
			46,254	147,544
Current assets	流動資產			
Inventories	存貨		4,328	4,669
Trade and other receivables	貿易及其他應收款	12	52,137	16,960
Bank and cash balances	銀行及現金結餘		149,638	73,650
			206,103	95,279
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款	13	20,778	10,453
Due to related companies	應付關連公司款項	14	–	18,717
Convertible notes	可換股票據	15	28,895	1,865
			49,673	31,035
Net current assets	流動資產淨值		156,430	64,244
Total assets less current liabilities	總資產減流動負債		202,684	211,788
Non-current liabilities	非流動負債			
Convertible notes	可換股票據	15	–	50,456
Deferred tax liabilities	遞延稅項負債		53	4,980
			53	55,436
NET ASSETS	資產淨值		202,631	156,352
Capital and reserves	資本及儲備			
Share capital	股本	16	15,292	11,051
Reserves	儲備		187,339	145,301
TOTAL EQUITY	總權益		202,631	156,352

**CONDENSED CONSOLIDATED STATEMENT OF
CHANGES IN EQUITY**

For the six months ended 30 September 2015

簡明綜合權益變動表

截至二零一五年九月三十日止六個月

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

		Share capital	Share premium	(Note) Capital reserve	Foreign currency translation reserve	Capital redemption reserve	Accumulated losses	Total
	Notes	HK\$'000	HK\$'000	資本儲備	外幣換算儲備	資本贖回儲備	累計虧損	總計
	附註	千港元	千港元	HK\$'000	HK\$'000	千港元	千港元	千港元
		(Unaudited)	(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)	(未經審核)
At 1 April 2014 (Audited)	於二零一四年四月一日 (經審核)	10,538	833,620	57,809	(208)	1,190	(714,150)	188,799
Total comprehensive loss for the period	本期間全面虧損總額	-	-	-	88	-	(11,923)	(11,835)
Equity-settled share-based payments	以權益支付之股份基礎給付	-	-	4,784	-	-	-	4,784
Issue of shares upon conversion of convertible notes	轉換可換股票據時發行股份	466	10,504	(5,637)	-	-	-	5,333
Issue of ordinary shares upon exercise of share options	購股權行使時發行普通股	31	1,021	(423)	-	-	-	629
Lapse of share options	購股權失效	-	-	(85)	-	-	-	(85)
At 30 September 2014	於二零一四年九月三十日	11,035	845,145	56,448	(120)	1,190	(726,073)	187,625
At 1 April 2015 (Audited)	於二零一五年四月一日 (經審核)	11,051	845,497	60,235	(152)	1,190	(761,469)	156,352
Total comprehensive loss for the period	本期間全面虧損總額	-	-	-	14	-	(140,273)	(140,259)
Equity-settled share-based payments	以權益支付之股份基礎給付	-	-	26,340	-	-	-	26,340
Issue of shares upon conversion of convertible notes	轉換可換股票據時發行股份	16(a)	1,980	48,177	(23,917)	-	-	26,240
Issue of ordinary shares upon exercise of share options	購股權行使時發行普通股	16(b)	54	4,236	(1,461)	-	-	2,829
Issue of ordinary shares upon placement	配售時發行普通股	16(c)	2,207	130,639	-	-	-	132,846
Lapse of share options	購股權失效	-	-	(1,717)	-	-	-	(1,717)
At 30 September 2015	於二零一五年九月三十日	15,292	1,028,549	59,480	(138)	1,190	(901,742)	202,631

Note:

附註:

The capital reserve comprises (i) the fair value of the number of unexercised share options granted to directors, employees and consultants of the Company and (ii) the equity component of the convertible note issued by the Company which is the difference between the gross proceeds or fair value of the issue of the convertible notes and the fair value assigned to the liability component, representing the conversion option for the holder to convert the notes into equity.

資本儲備包括(i)授予本公司董事、僱員及顧問之未行使購股權數目之公平值，及(ii)本公司所發行可換股票據之權益部分(即發行可換股票據之所得款項總額或公平值與分配至負債部分之公平值間之差額)(指持有人將票據轉換為權益之轉換權)。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2015

簡明綜合現金流量表

截至二零一五年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月	
		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)
NET CASH (USED IN)/GENERATED FROM OPERATING ACTIVITIES	經營業務(耗用)/產生之現金淨額	(39,446)	4,213
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動所得現金流量		
Purchase of property, plant and equipment	購置物業、機器及設備	(545)	(1,149)
Other investing cash flows	其他投資現金流量	650	(141)
NET CASH GENERATED FROM/(USED IN) INVESTING ACTIVITIES	投資活動產生/(耗用)之現金淨額	105	(1,290)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動所得現金流量		
Repayment of amount due to related companies	償還應付關連公司款項	(18,550)	(11,184)
Proceeds from issue of shares	發行股份所得款項	135,675	-
Other financing cash flows	其他融資現金流量	(1,348)	629
NET CASH GENERATED FROM/(USED IN) FINANCING ACTIVITIES	融資活動產生/(耗用)之現金淨額	115,777	(10,555)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值項目增加/(減少)淨額	76,436	(7,632)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	於期初之現金及現金等值項目	73,650	79,144
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	外匯匯率變動之影響	(448)	314
CASH AND CASH EQUIVALENTS AT END OF PERIOD, REPRESENTED BY Bank and cash balances	於期末之現金及現金等值項目，以下列項目代表 銀行及現金結餘	149,638	71,826

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

For the six months ended 30 September 2015

1. GENERAL INFORMATION

C Y Foundation Group Limited (the “Company”) was incorporated in Bermuda as an exempted company with limited liability under the Bermuda Companies Act. The addresses of the registered office and principal place of business of the Company are Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and Unit 3503B-5, 35/F., 148 Electric Road, North Point, Hong Kong, respectively. The shares of the Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The principal activities of the Group are provision of services on management of electronic gaming equipment in Macau and manufacturing of packaging products for luxury goods in the People’s Republic of China (the “PRC”).

2. BASIS OF PREPARATION

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

The Interim Financial Statements do not include all the information and disclosures required in a full set of financial statements, and should be read in conjunction with the Group’s annual consolidated financial statements for the year ended 31 March 2015 (“2015 Annual Report”).

簡明財務報表附註

截至二零一五年九月三十日止六個月

1. 一般資料

C Y Foundation Group Limited (中青基業集團有限公司*) (「本公司») 為根據百慕達公司法於百慕達註冊成立之獲豁免有限公司。本公司註冊辦事處之地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda，而主要營業地點之地址為香港北角電氣道148號35樓3503B-5室。本公司股份於香港聯合交易所有限公司 (「聯交所») 主板上市。

本集團之主要業務為於澳門提供管理電子博彩設備服務以及於中華人民共和國 (「中國») 製造奢侈品包裝產品。

2. 編製基準

簡明綜合中期財務報表 (「中期財務報表») 根據由香港會計師公會頒佈之香港會計準則第34號「中期財務報告」 (「香港會計準則第34號») 及聯交所證券上市規則附錄十六之適用披露規定編製。

中期財務報表並不包括完整財務報表所規定之所有資料及披露事項，應與本集團截至二零一五年三月三十一日止年度之年度綜合財務報表 (「二零一五年年報») 一併閱讀。

* 僅供識別

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

For the six months ended 30 September 2015

2. BASIS OF PREPARATION (Continued)

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

The accounting policies adopted in the preparation of the Interim Financial Statements are consistent with those followed in the preparation of 2015 Annual Report of the Group.

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

In the current period, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 April 2015. HKFRSs comprise Hong Kong Financial Reporting Standards ("HKFRS"); Hong Kong Accounting Standards ("HKAS"); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes in the Group's accounting policies, presentation of the Group's financial statements and amounts reported for the current period and prior years.

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

簡明財務報表附註

截至二零一五年九月三十日止六個月

2. 編製基準 (續)

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

於編製中期財務報表時所採納之會計政策與編製本集團之二零一五年年報時所依循者一致。

3. 採納新訂及經修訂之香港財務報告準則

於本期間內，本集團已採納由香港會計師公會頒佈與其業務有關、並自二零一五年四月一日開始之會計年度生效之所有新訂及經修訂香港財務報告準則。香港財務報告準則包括香港財務報告準則、香港會計準則及詮釋。採納該等新訂及經修訂香港財務報告準則並無導致本集團之會計政策、本集團財務報表之呈列方式以及於本期間及過往年度所申報之金額出現任何重大變動。

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

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

For the six months ended 30 September 2015

4. SEGMENT INFORMATION

For management purpose, the Group's operating segments and their principal activities for the six months ended 30 September 2015 are as follows:

- | | |
|-----------------------------|--|
| Electronic gaming business | – Provision of services on management of electronic gaming equipment in Macau. |
| Packaging products business | – Manufacture of packaging products for luxury goods in the PRC. |

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

簡明財務報表附註

截至二零一五年九月三十日止六個月

4. 分部資料

就管理而言，本集團於截至二零一五年九月三十日止六個月之營運分部及其主要業務如下：

- | | |
|--------|--------------------|
| 電子博彩業務 | – 於澳門提供管理電子博彩設備服務。 |
| 包裝產品業務 | – 於中國製造奢侈品包裝產品。 |

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

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

For the six months ended 30 September 2015

4. SEGMENT INFORMATION (Continued)

Information regarding the above segments is reported below.

(a) Segment revenue, results and assets

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

		Electronic gaming business 電子博彩 業務 HK\$'000 千港元 (Unaudited) (未經審核)	Packaging products business 包裝產品 業務 HK\$'000 千港元 (Unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (Unaudited) (未經審核)
<i>Six months ended</i>	<i>截至二零一五年九月三十日</i>			
<i>30 September 2015:</i>	<i>止六個月:</i>			
Revenue from external customers	來自外部客戶之收益	57,049	22,632	79,681
Segment results	分部業績	(96,504)	(10,813)	(107,317)
<i>At 30 September 2015:</i>	<i>於二零一五年九月三十日:</i>			
Segment assets	分部資產	54,434	13,232	67,666
<i>Six months ended</i>	<i>截至二零一四年九月三十日</i>			
<i>30 September 2014:</i>	<i>止六個月:</i>			
Revenue from external customers	來自外部客戶之收益	64,080	29,774	93,854
Segment results	分部業績	(4,747)	3,944	(803)
<i>At 30 September 2014:</i>	<i>於二零一四年九月三十日:</i>			
Segment assets	分部資產	172,358	18,206	190,564

There are no intersegment revenue between the reportable segments for both six months ended 30 September 2014 and 2015.

簡明財務報表附註

截至二零一五年九月三十日止六個月

4. 分部資料 (續)

有關上述分部之資料呈報如下。

(a) 分部收益、業績及資產

下表為本集團按可呈報分部劃分之收益、業績及資產分析：

截至二零一四年及二零一五年九月三十日止六個月，可呈報分部間並無分部間收益。

**NOTES TO THE
CONDENSED FINANCIAL STATEMENTS**

For the six months ended 30 September 2015

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

		Six months ended 30 September 截至九月三十日止六個月	
		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)
Reconciliation of reportable segment profit or loss for the period:	本期間可呈報分部損益對賬：		
Total loss of reportable segments	可呈報分部虧損總額	(107,317)	(803)
Equity-settled share-based payment	以權益支付之股份基礎給付	(24,623)	(4,699)
Other unallocated and corporate profit or loss	其他未分配及企業損益	(8,333)	(6,421)
Consolidated loss for the period	本期間綜合虧損	(140,273)	(11,923)

簡明財務報表附註

截至二零一五年九月三十日止六個月

4. 分部資料 (續)**(b) 可呈報分部損益對賬****5. OTHER INCOME**

		Six months ended 30 September 截至九月三十日止六個月	
		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)
Interest income	利息收入	26	5
Management fee income	管理費收入	3,217	2,353
Recovery of receivables previously impaired	收回先前已減值之應收款	-	1,145
Rental income	租金收入	303	326
Gain on disposal of property, plant and equipment	出售物業、機器及設備之收益	189	383
Subcontracting income	分包收入	-	96
Sundry income	雜項收入	315	499
Compensation received	已收賠償	2,096	-
		6,146	4,807

5. 其他收入

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

For the six months ended 30 September 2015

6. FINANCE COSTS

		Six months ended 30 September 截至九月三十日止六個月	
		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)
Imputed interests on convertible notes (Note 15)	可換股票據之名義利息 (附註15)	3,658	3,706

7. INCOME TAX

		Six months ended 30 September 截至九月三十日止六個月	
		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)
Current tax – PRC Enterprise Income Tax	本期稅項－中國企業所得稅	13	9
Deferred tax	遞延稅項	(4,927)	(341)
		(4,914)	(332)

No provision for Hong Kong profits tax is required since the Group has no assessable profit for the six months ended 30 September 2015 and had sufficient tax losses brought forward to set off against assessable profit for the six months ended 30 September 2014. Tax arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions. Macau Complementary Tax is calculated at a progressive rate from 9% to 12% on the estimated assessable profit for both periods. No provision for Macau Complementary Tax is required as the Company's subsidiary in Macau incurred tax losses for both periods. Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of subsidiaries of the Company in the PRC is 25% for both periods.

簡明財務報表附註

截至二零一五年九月三十日止六個月

6. 財務費用

7. 所得稅

由於本集團於截至二零一五年九月三十日止六個月並無任何應課稅溢利，並有足夠承前稅務虧損抵銷截至二零一四年九月三十日止六個月之應課稅溢利，故無須作出香港利得稅撥備。於其他司法權區產生之稅項乃按相關司法權區之現行稅率計算。澳門所得補充稅按該兩個期間之估計應課稅溢利以累進稅率9%至12%計算。由於本公司之澳門附屬公司於該兩個期間產生稅項虧損，故無須計提澳門所得補充稅撥備。根據中國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，本公司位於中國之附屬公司之稅率於該兩個期間均為25%。

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

For the six months ended 30 September 2015

簡明財務報表附註

截至二零一五年九月三十日止六個月

8. LOSS FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE COMPANY

8. 本公司擁有人應佔本期間虧損

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

本集團本期間虧損已扣除／(抵免)下列各項：

		Six months ended 30 September 截至九月三十日止六個月	
		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)
<i>After charging:</i>	<i>經扣除：</i>		
Cost of inventories sold	出售存貨成本	17,191	19,715
Depreciation of property, plant and equipment and amortisation of intangible assets	物業、機器及設備折舊及無形資產攤銷	14,552	10,979
Impairment of property, plant and equipment	物業、機器及設備減值	4,247	-
Impairment of goodwill	商譽減值	48,231	-
Impairment of intangible assets	無形資產減值	34,753	-
Other receivables written off	其他應收款撇銷	159	-
Operating lease rentals in respect of land and buildings	土地及樓宇之經營租賃租金	3,144	3,003
Directors' remuneration	董事酬金	17,652	6,370
Staff costs (including Directors' remuneration):	員工成本(包括董事酬金)：		
Salaries, allowances and other benefits in kind	薪金、津貼及其他實物福利	26,606	17,998
Equity-settled share-based payment	以權益支付之股份基礎給付	24,623	4,699
Pension scheme contributions	退休金計劃供款	1,230	775
Total staff costs	員工成本總額	52,459	23,472
<i>And after crediting:</i>	<i>並經抵免：</i>		
Gain on disposal of property, plant and equipment	出售物業、機器及設備之收益	(189)	(383)
Interest income	利息收入	(26)	(5)
Recovery of receivables previously impaired	收回先前已減值之應收款	-	(1,145)

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

For the six months ended 30 September 2015

9. LOSS PER SHARE

Basic loss per share

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the period attributable to owners of the Company of approximately HK\$140,273,000 (Six months ended 30 September 2014: approximately HK\$11,923,000) and the weighted average number of 1,288,625,892 (Six months ended 30 September 2014: 1,099,152,904) ordinary shares in issue during the period.

Diluted loss per share

The diluted loss per share is the same as the basic loss per share for both periods as the exercise of the Company's outstanding convertible notes and share options would be anti-dilutive.

10. DIVIDENDS

The Directors do not recommend the payment of an interim dividend for the six months ended 30 September 2015 (Six months ended 30 September 2014: HK\$Nil).

簡明財務報表附註

截至二零一五年九月三十日止六個月

9. 每股虧損

每股基本虧損

本公司擁有人應佔每股基本虧損根據本公司擁有人應佔本期間虧損約140,273,000港元(截至二零一四年九月三十日止六個月:約11,923,000港元),以及本期間已發行普通股之加權平均數1,288,625,892股(截至二零一四年九月三十日止六個月:1,099,152,904股)計算。

每股攤薄虧損

由於行使本公司未行使之可換股票據及購股權具反攤薄影響,故於該兩個期間每股攤薄虧損與每股基本虧損相同。

10. 股息

董事不建議就截至二零一五年九月三十日止六個月派付中期股息(截至二零一四年九月三十日止六個月:零港元)。

**NOTES TO THE
CONDENSED FINANCIAL STATEMENTS**

For the six months ended 30 September 2015

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

截至二零一五年九月三十日止六個月

**11. 物業、機器及設備、無形資產以及
商譽**

		Property, plant and equipment	Intangible assets	Goodwill
		物業、機器及 設備	無形資產	商譽
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)
Carrying amounts at 1 April 2015 (Audited)	於二零一五年四月一日之 賬面金額 (經審核)	57,817	41,496	48,231
Exchange realignment	匯兌調整	383	-	-
Additions	添置	545	-	-
Depreciation/amortisation charged for the period	期內支銷之折舊／攤銷	(8,250)	(6,302)	-
Impairment	減值	(4,247)	(34,753)	(48,231)
Disposals	出售	(435)	-	-
Carrying amounts at 30 September 2015	於二零一五年九月三十日之 賬面金額	<u>45,813</u>	<u>441</u>	<u>-</u>

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

For the six months ended 30 September 2015

12. TRADE AND OTHER RECEIVABLES

簡明財務報表附註

截至二零一五年九月三十日止六個月

12. 貿易及其他應收款

		30 September 2015 二零一五年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2015 二零一五年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables	貿易應收款	6,959	4,507
Other receivables	其他應收款	10,941	8,605
Deposits and prepayments	按金及預付款	34,237	3,848
		52,137	16,960

- (a) The Group grants a credit period normally ranging from 0 to 45 days (for the year ended 31 March 2015: from 0 to 90 days) to its trade customers. For those customers who have established good relationships with the Group, the credit period may be extended to 120 days.
- (b) At the end of the reporting period, the aging analysis of the trade receivables, based on invoice date, is as follows:

- (a) 本集團一般授予其貿易客戶介乎0至45日(截至二零一五年三月三十一日止年度:0至90日)之信貸期。就與本集團建立良好關係之客戶而言,信貸期可延至120日。
- (b) 於報告期末,根據發票日期對貿易應收款作出之賬齡分析如下:

		30 September 2015 二零一五年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2015 二零一五年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 60 days	60日內	6,676	3,586
61 – 90 days	61至90日	–	8
91 – 180 days	91至180日	228	18
181 – 365 days	181至365日	55	895
		6,959	4,507

**NOTES TO THE
CONDENSED FINANCIAL STATEMENTS**

For the six months ended 30 September 2015

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

截至二零一五年九月三十日止六個月

13. 貿易及其他應付款

		30 September 2015 二零一五年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2015 二零一五年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade payables	貿易應付款	2,502	2,346
Accrued expenses and other payables	應計費用及其他應付款	18,276	8,107
		20,778	10,453

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

於報告期末，對貿易應付款作出之賬齡分析如下：

		30 September 2015 二零一五年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2015 二零一五年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 60 days	60日內	1,753	1,775
61 – 90 days	61至90日	418	288
91 – 180 days	91至180日	191	3
181 – 365 days	181至365日	7	3
Over 365 days	365日以上	133	277
		2,502	2,346

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

For the six months ended 30 September 2015

14. DUE TO RELATED COMPANIES

As at 31 March 2015, the balances with related companies were unsecured, interest-free and had no fixed repayment terms. The related companies were ultimately controlled by Dato POH Po Lian (the "Former Single Largest Shareholder") as at 31 March 2015.

15. CONVERTIBLE NOTES

The convertible notes with the nominal value of HK\$69 million (the "Notes") were issued to Weike (G) Management Pte Ltd ("Weike Pte"), a company wholly owned by the Former Single Largest Shareholder, as the full consideration for acquisition of 100% interest in CY Management Limited (formerly known as Weike (G) Management Macau Limited) on 16 September 2013.

Convertible notes with nominal value of HK\$7,000,000 were converted into 46,666,666 ordinary shares with conversion price of HK\$0.15 per Note during the year ended 31 March 2015. Convertible notes with nominal value of HK\$29,700,000 were converted into 198,000,000 ordinary shares with conversion price of HK\$0.15 per Note during the six months ended 30 September 2015.

During the six months ended 30 September 2015, Weike Pte disposed the Notes with nominal value of HK\$17,000,000 to the directors of Weike Pte and HK\$45,000,000 to Ideal Investment Limited, a company wholly and beneficially owned by the single largest shareholder of the Company as at 30 September 2015.

The Notes are convertible to ordinary shares of the Company at any time between the date of issue of the Notes and 16 September 2016 (the "Maturity Date"). At the end of the reporting period, the remaining Notes with nominal value of HK\$32,300,000 will be convertible to 215,333,333 ordinary shares of HK\$0.01 each at a conversion price of HK\$0.15 per Note. The nominal value of HK\$15,300,000 of the remaining Notes were beneficially held by the single largest shareholder of the Company as at 30 September 2015. If the remaining Notes have not been converted, they will be redeemed at par on the Maturity Date. Interest of 3 per cent per annum will be paid semi-annually up until the Maturity Date.

簡明財務報表附註

截至二零一五年九月三十日止六個月

14. 應付關連公司款項

於二零一五年三月三十一日，與關連公司之結餘為無抵押、免息及無固定還款期。於二零一五年三月三十一日，此等關連公司均由傅寶聯拿督（「前單一最大股東」）最終控制。

15. 可換股票據

本公司已向Weike (G) Management Pte Ltd（「Weike Pte」）（前單一最大股東全資擁有之公司）發行面值69,000,000港元之可換股票據（「票據」），作為於二零一三年九月十六日收購中青管理有限公司（前稱威科(G)管理澳門有限公司）100%權益之全數代價。

於截至二零一五年三月三十一日止年度，面值7,000,000港元之可換股票據已按轉換價每份票據0.15港元轉換為46,666,666股普通股。於截至二零一五年九月三十日止六個月，面值29,700,000港元之可換股票據已按轉換價每份票據0.15港元轉換為198,000,000股普通股。

於截至二零一五年九月三十日止六個月，Weike Pte向其董事出售面值17,000,000港元之票據，並向Ideal Investment Limited（於二零一五年九月三十日由本公司單一最大股東全資實益擁有之公司）出售面值45,000,000港元之票據。

票據可於票據發行日期至二零一六年九月十六日（「到期日」）期間隨時轉換為本公司普通股。於報告期末，面值32,300,000港元之剩餘票據將可按每份票據0.15港元之轉換價轉換為215,333,333股每股面值0.01港元之普通股。於二零一五年九月三十日，面值15,300,000港元之剩餘票據由本公司單一最大股東實益持有。倘剩餘票據未獲轉換，則會於到期日按面值贖回。票據將每半年按年利率3厘獲發利息，直至到期日為止。

**NOTES TO THE
CONDENSED FINANCIAL STATEMENTS**

For the six months ended 30 September 2015

15. CONVERTIBLE NOTES (Continued)

The movements of the liability component of the Group's convertible notes during the six months ended 30 September 2015 are as follows:

		HK\$'000 千港元 (Unaudited) (未經審核)
Liability component at 31 March 2015 (Audited)	於二零一五年三月三十一日之負債部分 (經審核)	52,321
Interest charged for the period	本期間扣除之利息	3,658
Interest transferred to accrued charges	轉撥至應計支出之利息	(844)
Issue of shares upon conversion of convertible notes	轉換可換股票據時發行股份	(26,240)
Liability component at 30 September 2015	於二零一五年九月三十日之負債部分	<u>28,895</u>

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

簡明財務報表附註

截至二零一五年九月三十日止六個月

15. 可換股票據 (續)

於截至二零一五年九月三十日止六個月，本集團可換股票據之負債部分變動如下：

	HK\$'000 千港元 (Unaudited) (未經審核)
於二零一五年三月三十一日之負債部分 (經審核)	52,321
本期間扣除之利息	3,658
轉撥至應計支出之利息	(844)
轉換可換股票據時發行股份	(26,240)
於二零一五年九月三十日之負債部分	<u>28,895</u>

本期間就票據扣除之利息乃透過對其負債部分應用15.3%之實際年利率計算。

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

For the six months ended 30 September 2015

16. SHARE CAPITAL

簡明財務報表附註

截至二零一五年九月三十日止六個月

16. 股本

		No. of shares 股份數目 '000 千股 (Unaudited) (未經審核)	Amount 金額 HK\$'000 千港元 (Unaudited) (未經審核)
	Notes 附註		
<i>Authorised:</i>			
Ordinary shares of HK\$0.01 (31 March 2015: HK\$0.01) each	法定： 每股面值0.01港元(二零一五年 三月三十一日：0.01港元) 之普通股		
At 31 March 2015 and 30 September 2015	於二零一五年三月三十一日及 二零一五年九月三十日	30,000,000	300,000
<i>Issued and fully paid:</i>			
Ordinary shares of HK\$0.01 (31 March 2015: HK\$0.01) each	已發行及繳足： 每股面值0.01港元(二零一五年 三月三十一日：0.01港元) 之普通股		
At 1 April 2015	於二零一五年四月一日	1,105,123	11,051
Issue of shares upon conversion of convertible notes	轉換可換股票據時 發行股份	(a) 198,000	1,980
Exercise of share options granted	已授出購股權獲行使	(b) 5,380	54
Issue of shares upon placement	配售時發行股份	(c) 220,700	2,207
At 30 September 2015	於二零一五年九月三十日	1,529,203	15,292

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

For the six months ended 30 September 2015

16. SHARE CAPITAL (Continued)

Notes:

- (a) During the period, convertible notes with nominal value of HK\$29,700,000 were converted into 198,000,000 ordinary shares of HK\$0.01 each per HK\$0.15 Note, resulting in approximately HK\$1,980,000 and HK\$48,177,000 were recorded in share capital and share premium respectively.
- (b) During the period, the subscription rights attaching to 1,200,000, 3,130,000 and 1,050,000 share options were exercised at the subscription price of HK\$0.47, HK\$0.415 and HK\$0.92 per share respectively, resulting in the issue of 5,380,000 additional ordinary shares of HK\$0.01 each for a total cash consideration, before expenses, of approximately HK\$2,829,000, resulting in approximately HK\$54,000 and HK\$4,236,000 of which were recorded in share capital and share premium respectively.
- (c) On 25 May 2015, the Company and Haitong International Securities Company Limited entered into a placing agreement in respect of the placement of 220,700,000 ordinary shares of HK\$0.01 each to certain independent investors at a price of HK\$0.605 per share. The placement was completed on 3 June 2015 and the premium on the issue of shares amounting to approximately HK\$130,639,000 (net of share issue expense of approximately HK\$678,000) was credited to the Company's share premium account.

簡明財務報表附註

截至二零一五年九月三十日止六個月

16. 股本 (續)

附註：

- (a) 期內，面值29,700,000港元之可換股票據已按每份票據0.15港元轉換為198,000,000股每股面值0.01港元之普通股，導致約1,980,000港元及48,177,000港元分別於股本及股份溢價內入賬。
- (b) 期內，1,200,000份、3,130,000份及1,050,000份購股權所附之認購權分別按每股0.47港元、0.415港元及0.92港元之認購價獲行使，導致額外發行5,380,000股每股面值0.01港元之普通股，扣除開支前之總現金代價約為2,829,000港元，導致約54,000港元及4,236,000港元分別於股本及股份溢價內入賬。
- (c) 於二零一五年五月二十五日，本公司與海通國際證券有限公司訂立配售協議，內容有關向若干獨立投資者配售220,700,000股每股面值0.01港元之普通股，作價每股0.605港元。配售已於二零一五年六月三日完成，發行股份之溢價約130,639,000港元（扣除股份發行費用約678,000港元）已計入本公司之股份溢價賬。

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

For the six months ended 30 September 2015

17. RELATED PARTY TRANSACTIONS

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

			Six months ended 30 September 截至九月三十日止六個月	
			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)
		Notes 附註		
Management fee received from Weike Pte	收取Weike Pte之管理費	(i)	1,220	2,353
Technical support service fee and maintenance fee paid to Weike Gaming Technology (S) Pte Limited ("Weike Gaming")	向Weike Gaming Technology (S) Pte Limited (「Weike Gaming」)支付技術支援服務費及保養費	(i) and (ii)	165	261
Services income received from Weike Gaming	收取Weike Gaming之服務收入	(ii)	55	-
Spare parts purchased from Weike Gaming	向Weike Gaming購買零件	(ii)	-	90

Notes:

- (i) The management fee and technical support service fee were charged at predetermined amounts agreed between the parties involved.
- (ii) The terms of the purchases and services are negotiated at normal commercial terms.
- (iii) Weike Pte and Weike Gaming are companies ultimately controlled by the Former Single Largest Shareholder.

附註:

- (i) 管理費及技術支援服務費乃按所涉各方事先協定之金額收取。
- (ii) 購買及服務條款乃按正常商務條款商定。
- (iii) Weike Pte及Weike Gaming為受前單一最大股東最終控制之公司。

簡明財務報表附註

截至二零一五年九月三十日止六個月

17. 關連人士交易

除中期財務報表其他部分披露之關連人士交易及結餘外，本集團於期內與其關連人士進行下列交易：

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

For the six months ended 30 September 2015

18. LITIGATION

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

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

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

簡明財務報表附註

截至二零一五年九月三十日止六個月

18. 訴訟

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

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

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

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

For the six months ended 30 September 2015

18. LITIGATION (Continued)

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

By a notice of motion filed on 10 April 2014, Mr. Cheng sought leave to make an application out of time for a certificate under section 32(2) of the Hong Kong Court of Final Appeal Ordinance. On 12 June 2014, the Court of Appeal refused Mr. Cheng’s application. Upon a further application by Mr. Cheng to the Appeal Committee of the Court of Final Appeal, leave to appeal was granted on 4 August 2014.

By the Court Order dated 25 June 2015, it was ordered that Ms. Yung be made a party to the final appeal in her capacity as personal representative of the estate of Mr. Cheng in substitution for the Appellant and the appeal in DCCC No. 476 of 2011 be continued in the name of Ms. Yung in such capacity. Hearing of the Final Appeal in DCCC No. 476 of 2011 has been fixed to be held on 25 February 2016.

(b) The Company and Highsharp Investments Limited (“Highsharp”), as the Plaintiffs

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

Pursuant to the Court Order dated 18 March 2013, the proceedings are stayed until the determination of Mr. Cheng’s appeal against his conviction in District Court DCCC No. 476 of 2011 to the Court of Appeal. On 14 March 2014, the Court of Appeal handed down a judgment dismissing applications by Mr. Cheng and Mr. Philip Yu for leave to appeal against their conviction.

簡明財務報表附註

截至二零一五年九月三十日止六個月

18. 訴訟 (續)

(a) 本公司訴成之德先生(「成先生」)(已身故)、榮智豐女士(「榮女士」)及其他人士(續)

根據於二零一四年四月十日遞交存檔之動議通知書，成先生尋求就香港終審法院條例第32(2)條下之證明提出逾期申請之許可。於二零一四年六月十二日，上訴法庭拒絕成先生之申請。於成先生向終審法院上訴委員會提出進一步申請後，於二零一四年八月四日獲授上訴許可。

根據日期為二零一五年六月二十五日之法院命令，其命令榮女士以成先生遺產代理人身份作為最終上訴一方，以取代上訴人，而就區域法院刑事案件編號：2011年第476號提出之上訴將繼續以榮女士之名義以相關身份審理。最終上訴(區域法院刑事案件編號：2011年第476號)已定於二零一六年二月二十五日聆訊。

(b) 本公司與高銳投資有限公司(「高銳」)(作為原告人)

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

根據法庭於二零一三年三月十八日作出之命令，法律程序會被擱置，直至成先生就區域法院之定罪(區域法院刑事案件編號：2011年第476號)向上訴法庭提出之上訴有裁定為止。於二零一四年三月十四日，上訴法庭頒佈判決，駁回成先生及余國超先生就彼等之定罪提出上訴之申請。

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

For the six months ended 30 September 2015

18. LITIGATION (Continued)

(b) The Company and Highsharp Investments Limited (“Highsharp”), as the Plaintiffs (Continued)

By a notice of motion filed on 10 April 2014, Mr. Cheng sought leave to make an application out of time for a certificate under section 32(2) of the Hong Kong Court of Final Appeal Ordinance. On 12 June 2014, the Court of Appeal refused Mr. Cheng’s application. Upon a further application by Mr. Cheng to the Appeal Committee of the Court of Final Appeal, leave to appeal was granted on 4 August 2014.

By the Court Order dated 25 June 2015, it was ordered that Ms. Yung be made a party to the final appeal in her capacity as personal representative of the estate of Mr. Cheng in substitution for the Appellant and the appeal in DCCC No. 476 of 2011 be continued in the name of Ms. Yung in such capacity. Hearing of the Final Appeal in DCCC No. 476 of 2011 has been fixed to be held on 25 February 2016.

(c) The Company and Ace Precise International Limited (“Ace Precise”), as the Plaintiffs

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

簡明財務報表附註

截至二零一五年九月三十日止六個月

18. 訴訟 (續)

(b) 本公司與高銳投資有限公司 (「高銳」) (作為原告人) (續)

根據於二零一四年四月十日遞交存檔之動議通知書，成先生尋求就香港終審法院條例第32(2)條下之證明提出逾期申請之許可。於二零一四年六月十二日，上訴法庭拒絕成先生之申請。於成先生向終審法院上訴委員會提出進一步申請後，於二零一四年八月四日獲授上訴許可。

根據日期為二零一五年六月二十五日之法院命令，其命令榮女士以成先生遺產代理人身份作為最終上訴一方，以取代上訴人，而就區域法院刑事案件編號：2011年第476號提出之上訴將繼續以榮女士之名義以相關身份審理。最終上訴（區域法院刑事案件編號：2011年第476號）已定於二零一六年二月二十五日聆訊。

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

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

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

For the six months ended 30 September 2015

18. LITIGATION (Continued)

(c) The Company and Ace Precise International Limited (“Ace Precise”), as the Plaintiffs (Continued)

The hearing of Mr. Lo’s striking out summons was heard on 7 February 2012. The judgment in respect of Mr. Lo’s application to strike out his statement of claim was handed down on 3 June 2013, whereby it is ordered that the striking out application be dismissed (save that the claim against Mr. Lo for restitution of the sum of HK\$12 million paid by the Company and/or Ace Precise pursuant to the convertible bond was struck out), and the remaining claims against Mr. Lo, including payment of the sum of HK\$12,000,000.00 under the Guarantee given by him, an Order for indemnity, equitable compensation for dishonest assistance of breach of fiduciary duties and/or knowing receipt, all necessary accounts and inquiries and payment, transfer and/or delivery up of what is found due and damages for conspiracy to injure the economic interests of the Company and Ace Precise were not struck out and are still continuing. The pleadings stage had been completed and the stage of discovery was in progress.

(d) The Company together with former subsidiaries of the Company against Mr. Cheng

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

簡明財務報表附註

截至二零一五年九月三十日止六個月

18. 訴訟 (續)

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

有關羅先生剔除傳票之聆訊已於二零一二年二月七日進行。有關羅先生申請剔除其訴狀之判決已於二零一三年六月三日頒佈。據此，判決頒令剔除申請已被駁回（就復還本公司及／或Ace Precise根據可換股債券已付之12,000,000港元而對羅先生提出之申索已被剔除），而對羅先生之其餘申索，包括根據彼所提供之擔保項下之12,000,000.00港元付款、彌償保證命令、不誠實協助違反受信責任及／或知情收款之衡平法賠償、被發現為到期之所有必要賬款及查詢及付款、轉讓及／或交付以及串謀損害本公司及Ace Precise經濟利益之損害賠償，並無被剔除，且仍在進行。作訴階段已完結，現已進入透露文件之階段。

(d) 本公司連同其前附屬公司訴成先生

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

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

For the six months ended 30 September 2015

18. LITIGATION (Continued)

(d) The Company together with former subsidiaries of the Company against Mr. Cheng (Continued)

The first joint mediation session was held on 24 May 2013 and was concluded after the Plaintiffs and Mr. Cheng failed to reach any settlement. A Case Management Conference was held on 12 March 2014.

Witness statements and expert report(s) had been exchanged between the Plaintiffs and Mr. Cheng.

A case management conference hearing has been fixed to be heard on 6 April 2016.

More details of the above litigations were disclosed in the 2010/11 to 2014/15 Annual Reports as well as 2011/12 to 2014/15 Interim Reports of the Company respectively, the Company will issue further announcements to update the status of the above outstanding litigations when appropriate.

簡明財務報表附註

截至二零一五年九月三十日止六個月

18. 訴訟 (續)

(d) 本公司連同其前附屬公司訴成先生 (續)

首次雙方調解會議已於二零一三年五月二十四日舉行，惟原告人與成先生未能就解決紛爭而達成共識，故調解已於其後結束。案件管理會議已於二零一四年三月十二日舉行。

原告人與成先生已交換證人陳述書及專家報告。

案件管理會議已定於二零一六年四月六日聆訊。

上述訴訟之更多詳情分別於本公司二零一零至一一年年度至二零一四至一五年度之年報以及二零一一至一二年度至二零一四至一五年度之中期報告披露。本公司將於適當時候另行發表公佈，提供上述未判決之訴訟之最新狀況。

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

For the six months ended 30 September 2015

19. COMMITMENTS

(a) Commitments under operating leases

As lessor

At 30 September 2015, the Group had total future minimum sublease payments of approximately HK\$240,000 (At 31 March 2015: approximately HK\$543,000) expected to be received under non-cancellable operating leases within one year.

As lessee

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

Within one year	一年內
In the second to fifth years, inclusive	第二至第五年內(包括首尾兩年)

30 September 2015 二零一五年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2015 二零一五年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
4,237	4,210
63	1,237
4,300	5,447

簡明財務報表附註

截至二零一五年九月三十日止六個月

19. 承擔

(a) 經營租賃承擔

作為出租人

於二零一五年九月三十日，根據不可撤銷經營租賃，本集團預期於一年內收取之未來最低分租款項總額約為240,000港元（於二零一五年三月三十一日：約543,000港元）。

作為承租人

於報告期末，根據不可撤銷經營租賃，本集團之未來最低租賃款項承擔須於下列期間支付：

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

For the six months ended 30 September 2015

19. COMMITMENTS *(Continued)*

(b) Capital commitments

At 30 September 2015, the Group's capital expenditure contracted for but not provided in the Interim Financial Statements in respect of acquisition of property, plant and equipment amounted to approximately HK\$3,711,000 (At 31 March 2015: approximately HK\$2,314,000).

20. CONTINGENT LIABILITIES

As at 30 September 2015, the Group did not have any significant contingent liabilities (At 31 March 2015: HK\$Nil).

21. APPROVAL OF THE INTERIM FINANCIAL STATEMENTS

These Interim Financial Statements were approved and authorised for issue by the board of Directors on 27 November 2015.

簡明財務報表附註

截至二零一五年九月三十日止六個月

19. 承擔 (續)

(b) 資本承擔

於二零一五年九月三十日，本集團就收購物業、機器及設備已訂約但並無於中期財務報表內作出撥備之資本開支約為3,711,000港元（於二零一五年三月三十一日：約2,314,000港元）。

20. 或然負債

於二零一五年九月三十日，本集團並無任何重大或然負債（於二零一五年三月三十一日：零港元）。

21. 批准中期財務報表

中期財務報表已獲董事會於二零一五年十一月二十七日批准及授權刊發。

MANAGEMENT DISCUSSION AND ANALYSIS

Business and financial review

Results

For the six-months ended 30 September 2015 (the "Period"), the electronic gaming business continued to be the Group's core business which contributed approximately 71.6% of the Group's total revenue. Both the electronic gaming business and the packaging business experienced a decrease in revenue and recorded a loss during the Period. The performance of each business segment is discussed in the following sections accordingly.

The Group's loss widened from approximately HK\$11.9 million for the six months ended 30 September 2014 to approximately HK\$140.3 million for the Period. Apart from the aforesaid reason of a dip in revenue, the major reasons are the additional recognition of share-based payments of approximately HK\$24.6 million, impairment of intangible assets of approximately HK\$34.8 million and the impairment of goodwill of approximately HK\$48.2 million during the Period.

Electronic gaming business

Under the influence of the challenging environment in gaming industry, in general, the revenue generated from the electronic gaming business decreased slightly of around 11.1% for the Period from approximately HK\$64.1 million for the six months ended 30 September 2014 to approximately HK\$57 million for the Period. The Group continues to place effort on expanding its electronic gaming business operation amid overall decline in the Macau gaming revenues. The Group expects that the effects of the anti-corruption campaign and the economic downturn in the People's Republic of China (the "PRC") will continue to impact the performance of the electronic gaming business in Macau in the remaining of the financial year ending 31 March 2016. Nevertheless, the Group is exploring new business opportunities in other Asian countries to diversify the risk which are expected to bring revenue to the Group.

管理層討論及分析

業務及財務回顧

業績

截至二零一五年九月三十日止六個月（「本期間」），電子博彩業務仍然是本集團之核心業務，貢獻本集團總收益約71.6%。於本期間，電子博彩業務及包裝業務之收益均有所減少，並錄得虧損。各個業務分部之表現於下文相關章節論述。

本集團之虧損由截至二零一四年九月三十日止六個月約11,900,000港元擴大至本期間約140,300,000港元。除上述收益下跌外，其他主因包括於本期間額外確認股份基礎付款約24,600,000港元、無形資產減值約34,800,000港元及商譽減值約48,200,000港元。

電子博彩業務

博彩業經營環境充滿挑戰，影響所及，來自電子博彩業務之整體收益由截至二零一四年九月三十日止六個月約64,100,000港元微跌至本期間約57,000,000港元，跌幅約11.1%。儘管澳門博彩收益整體下跌，本集團繼續致力擴充電子博彩業務營運。本集團預期，中華人民共和國（「中國」）之反貪運動及經濟下滑於截至二零一六年三月三十一日止財政年度餘下時間將繼續影響澳門電子博彩業務之表現。有鑑於此，本集團現正於其他亞洲國家發掘新商機，以分散風險，預期可為本集團帶來收益。

The loss in electronic gaming business was approximately HK\$96.5 million (2014: approximately HK\$4.7 million) during the Period, which included an impairment of intangible assets of approximately HK\$34.8 million and an impairment of goodwill of approximately HK\$48.2 million recognized in the Period due to the decline in the Macau gaming market. Such impairment is merely a non-cash accounting treatment and will not have any impact on the cash flow of the Group.

Packaging products business

Due to the challenges posed by e-retailing which bypassed the use of quality packaging, the performance of the packaging products business has been affected. It was also continuously affected by the high fixed costs and shortage of skilled workers in factories located in both Shenzhen and Huizhou. Customers tend to look for alternative production sources in other manufacturing-emerging cities in both China and South East Asia for lower costs. The revenue generated from the packaging products business decreased by around 24.2% from approximately HK\$29.8 million for the six months ended 30 September 2014 to approximately HK\$22.6 million for the Period.

The Group anticipated that the said challenges will continue to exist and there can be a breakthrough if the Group can cut the high fixed costs in the factories. The Group is exploring opportunities in changing the packaging products business from manufacturing and trading to merely trading. More resources can then be retained to develop potential new markets and products.

Liquidity, financial resources and foreign currency exposure

As at 30 September 2015, the bank and cash balances of the Group amounted to approximately HK\$149.6 million. The Group had a liability component of the unsecured convertible notes of approximately HK\$28.9 million. The convertible notes will be matured in September 2016.

The gearing ratio of loans against the total equity as at 30 September 2015 was 14.3%. As the majority of bank deposits and cash on hand were denominated in Hong Kong dollar, followed by Renminbi, Macau Pataca and US dollar, the Group's exchange risk exposure depended on the movement of the exchange rates of the aforesaid currencies.

電子博彩業務於本期間之虧損約為96,500,000港元(二零一四年:約4,700,000港元),包括於本期間因澳門博彩市場倒退而確認之無形資產減值約34,800,000港元及商譽減值約48,200,000港元。有關減值僅為非現金會計處理,不會對本集團之現金流造成任何影響。

包裝產品業務

面對無需使用優質包裝之電子零售帶來之挑戰,包裝產品業務表現受到影響。此外,深圳及惠州兩地工廠之固定成本高企,缺乏熟練工人等因素仍困擾該業務。客戶傾向於成本較低之國內及東南亞其他新興工業城市物色其他生產來源。於本期間,來自包裝產品業務之收益由截至二零一四年九月三十日止六個月約29,800,000港元減少至本期間約22,600,000港元,跌幅約24.2%。

本集團預期上述挑戰將會持續,惟本集團可藉削減工廠之高昂固定成本來尋求突破。本集團現正尋求機會將包裝產品業務轉型,由製造及貿易兼備轉變為純粹貿易。屆時將可調撥更多資源發展具潛力之新市場及產品。

流動資金、財務資源及外幣風險

於二零一五年九月三十日,本集團之銀行及現金結餘約為149,600,000港元。本集團有無抵押可換股票據之負債部分約28,900,000港元。可換股票據將於二零一六年九月到期。

於二零一五年九月三十日,貸款對總權益之負債比率為14.3%。由於大部分銀行存款及手頭現金以港元、人民幣、澳門元及美元計值,故本集團之外匯風險乃受上述貨幣之匯率變動影響。

Treasury policy

The Group maintains a conservative approach on foreign exchange exposure management and ensures that its exposure to fluctuations in foreign exchange rates is minimized.

During the Period, apart from the convertible notes, the Group did not have any fixed interest rate borrowings and had not engaged in any financial instruments for hedging or speculative activities.

Material acquisitions, disposals and significant investment

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

Pledge of assets

As at 30 September 2015, no asset was pledged by the Group.

Capital commitments

As at 30 September 2015, the Group's capital expenditure contracted for but not provided in the interim financial statements in respect of acquisition of property, plant and equipment amounted to approximately HK\$3.7 million.

Contingent liabilities

The Group's contingent liabilities are disclosed in Note 20 to the interim financial statements.

財資政策

本集團在外匯風險管理方面繼續採取審慎方針，確保將外匯匯率波動風險減至最低。

於本期間，除可換股票據外，本集團並無任何固定利率借貸，亦無利用任何金融工具作對沖或投機活動。

重大收購、出售及重大投資

本公司於本期間並無有關附屬公司及聯屬公司之任何重大收購、出售及重大投資。

資產抵押

於二零一五年九月三十日，本集團並無抵押任何資產。

資本承擔

於二零一五年九月三十日，本集團就收購物業、機器及設備已訂約但並無於中期財務報表內作出撥備之資本開支約為3,700,000港元。

或然負債

本集團之或然負債於中期財務報表附註20內披露。

Employees and remuneration policy

The Group employed 378 permanent employees as at 30 September 2015, including 19 employees in Hong Kong, 335 employees in the PRC and 24 employees in Macau. The Group continued to review the remuneration packages of its employees with reference to the level and composition of wages, general market condition and individual performance. Staff benefits include contribution to Mandatory Provident Fund Scheme, discretionary bonus, share option scheme, medical allowance and hospitalization scheme and housing allowance which are generally consistent with market practices.

Litigation

The Group has a reduced number of outstanding litigations and in the opinion of the legal counsels of the Company, at the time being, it is premature to predict the outcomes of such outstanding litigations. However, the Board is of the view that the outcome of these litigations are not likely to have any material financial impact on the Group other than the legal cost of these cases. Details of litigation are disclosed in note 18 to the interim financial statements.

Convertible notes

During the Period, convertible notes with aggregate nominal value of HK\$29,700,000 were converted into 198,000,000 Shares with conversion price of HK\$0.15 per note. (Please refer to note 15 to the interim financial statements for details).

僱員及薪酬政策

於二零一五年九月三十日，本集團僱用378名長期僱員，其中19名在香港、335名在中國及24名在澳門。本集團繼續參考薪酬水平及組合、整體市況及個人表現，以檢討其僱員之薪酬待遇。員工福利包括強制性公積金計劃供款、酌情花紅、購股權計劃、醫療津貼、住院計劃以及房屋津貼，一般與市場慣例相符。

訴訟

本集團待決訴訟數目有所減少，而本公司之法律顧問認為，目前預測待決訴訟結果乃言之尚早。然而，董事會認為，除個案之訟費外，該等訴訟之結果不大可能對本集團造成任何重大財務影響。訴訟詳情於中期財務報表附註18披露。

可換股票據

於本期間，總面值29,700,000港元之可換股票據已按轉換價每份票據0.15港元轉換為198,000,000股股份（詳情請參閱中期財務報表附註15）。

DIRECTORS' INTERESTS IN SECURITIES

As at 30 September 2015, the interests and short positions of the Directors or chief executive of the Company and their associates in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were required (a) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules") to be notified to the Company and the Stock Exchange were as follows:

Long positions in shares of the Company (the "Shares")

董事之證券權益

於二零一五年九月三十日，本公司之董事或最高行政人員及彼等之聯繫人於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有(a)根據證券及期貨條例第XV部第7及第8分部之規定須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉（包括彼等根據證券及期貨條例之相關條文被認為或視作擁有之權益或淡倉）；或(b)根據證券及期貨條例第352條須記錄於該條所述之登記冊之權益及淡倉；或(c)根據聯交所證券上市規則（「上市規則」）所載之上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉如下：

本公司股份（「股份」）之好倉

Name 姓名	Capacity 身份	Number of Shares 股份數目	Shareholding 持股量 (%) (Note) (附註)
Mr. GOH Hoon Leum 吳坤林先生	Beneficial owner 實益擁有人	1,000,000	0.07
	Interest of spouse 配偶權益	800,000	0.05
Mr. YONG Peng Tak 楊平達先生	Beneficial owner 實益擁有人	800,000	0.05
Mr. LAI Hock Meng (resigned on 2 October 2015) 賴學明先生（於二零一五年十月二日辭任）	Beneficial owner 實益擁有人	2,400,000	0.16

Note:

The percentage of shareholding is calculated based on the number of issued shares of the Company as at 30 September 2015.

附註：

持股量百分比乃根據本公司於二零一五年九月三十日之已發行股份數目計算。

Long positions in share options of the Company

本公司購股權之好倉

Name 姓名	Date of grant 授出日期	Number of underlying Shares 相關股份數目	Shareholding 持股量 (%) (Note) (附註)
Mr. Carlos Luis SALAS PORRAS Carlos Luis SALAS PORRAS先生	22 July 2015 二零一五年七月二十二日	13,260,000	0.87
Mr. GOH Hoon Leum 吳坤林先生	10 January 2014 二零一四年一月十日	200,000	0.01
	3 July 2014 二零一四年七月三日	800,000	0.05
	22 July 2015 二零一五年七月二十二日	13,260,000	0.87
Mr. YONG Peng Tak 楊平達先生	10 January 2014 二零一四年一月十日	200,000	0.01
	3 July 2014 二零一四年七月三日	800,000	0.05
Mr. ER Kwong Wah 余光華先生	22 July 2015 二零一五年七月二十二日	1,000,000	0.07
Mr. Leung Po Hon 梁寶漢先生	21 September 2015 二零一五年九月二十一日	1,000,000	0.07
Mr. LAI Hock Meng (resigned on 2 October 2015) 賴學明先生(於二零一五年十月二日辭任)	3 July 2014 二零一四年七月三日	9,800,000	0.64

Note:

The percentage of shareholding is calculated based on the number of issued shares of the Company as at 30 September 2015.

Save as disclosed above, as at 30 September 2015, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code to be notified to the Company and the Stock Exchange.

附註:

持股量百分比乃根據本公司於二零一五年九月三十日之已發行股份數目計算。

除上文所披露者外，於二零一五年九月三十日，並無本公司董事或最高行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有或被視作擁有(a)根據證券及期貨條例第XV部第7及第8分部之規定須知會本公司及聯交所之任何權益或淡倉（包括彼等根據證券及期貨條例之相關條文被認為或視作擁有之權益或淡倉）；或(b)根據證券及期貨條例第352條須記錄於該條所述之登記冊之任何權益或淡倉；或(c)根據標準守則須知會本公司及聯交所之任何權益或淡倉。

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SECURITIES

主要股東之證券權益

As at 30 September 2015, the persons/companies, other than a Director or chief executive of the Company, who had interests or short positions in the Shares and underlying Shares in the Company which would fall to be disclosed to the Company pursuant to Section 336 of the SFO and as recorded in the register of the Company were as follows:

於二零一五年九月三十日，下列人士／公司（本公司之董事或最高行政人員除外）擁有根據證券及期貨條例第336條須向本公司披露及如本公司之登記冊所記錄之本公司股份及相關股份權益或淡倉：

Long positions in Shares or underlying Shares of the Company

本公司股份或相關股份之好倉

Name 姓名／名稱	Capacity 身份	Number of Shares 股份數目	Shareholding 持股量 (%) (Note 1) (附註1)
YONG Khong Yoong Mark	Interest of controlled corporation 受控制法團之權益	559,931,153 Note 2 附註2	36.62
HWANG Mei Chen Emily 黃媚宸	Interest of spouse 配偶權益	559,931,153 Note 2 附註2	36.62
Declan Investments Inc.	Beneficial owner 實益擁有人	457,931,153 Note 2 附註2	29.95
Ideal Investment Limited	Beneficial owner 實益擁有人	102,000,000 Note 2 附註2	6.67
ZHANG Lin Lin 張林林	Interest of controlled corporation 受控制法團之權益	174,217,758 Note 3 附註3	11.39
Hillsong Global Limited	Beneficial owner 實益擁有人	174,217,758 Note 3 附註3	11.39

Notes:

1. The percentage of shareholding is calculated based on the number of issued shares of the Company as at 30 September 2015.
2. Among the 559,931,153 Shares held by YONG Khong Yoong Mark, 457,931,153 of which were held by Declan Investment Inc., which was 100% controlled by YONG Khong Yoong Mark and 102,000,000 of which represented the underlying shares related to the conversion shares which may be issued upon conversion of convertible notes issued to Ideal Investments Limited, which was 100% controlled by YONG Khong Yoong Mark. YONG Khong Yoong Mark was deemed to be interested in all the Shares in which each of Declan Investment Inc. and Ideal Investments Limited was interested by virtue of the SFO. HWANG Mei Chen Emily, who is the spouse of YONG Khong Yoong Mark, was also deemed to be interested in all the Shares in which YONG Khong Yoong Mark was interested by virtue of the SFO.
3. These Shares were held by Hillsong Global Limited, which was 100% controlled by ZHANG Lin Lin. ZHANG Lin Lin was deemed to be interested in all the Shares in which Hillsong Global Limited was interested by virtue of the SFO.

Save as disclosed above, as at 30 September 2015, according to the register of interests required to be kept by the Company under Section 336 of the SFO, the Directors and the chief executive of the Company were not aware of any other person (other than the Directors and the chief executive of the Company) who had, or was deemed to have, interests or short positions in the shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Part XV of the SFO.

SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants as defined in the Scheme, including without limitation, full time or part time employees of the Group who contribute to the success of the Group's operations. Eligible participants include directors, full-time employees, senior executives and consultants of the Company.

The current Scheme became effective on 28 September 2012 (as amended at a Special General Meeting of the Company held on 8 August 2014) and unless otherwise cancelled or amended, will remain in force for 10 years from that date.

附註：

1. 持股量百分比乃根據本公司於二零一五年九月三十日之已發行股份數目計算。
2. 於YONG Khong Yoong Mark所持有之559,931,153股股份中，457,931,153股由Declan Investment Inc.（由YONG Khong Yoong Mark控制100%權益）持有，而102,000,000股則為與發行予Ideal Investments Limited（由YONG Khong Yoong Mark控制100%權益）之可換股票據獲轉換時可予發行之轉換股份有關之相關股份。憑藉證券及期貨條例，YONG Khong Yoong Mark被視為分別於Declan Investment Inc.及Ideal Investments Limited擁有權益之所有股份中擁有權益。黃媚宸為YONG Khong Yoong Mark之配偶，憑藉證券及期貨條例亦被視為於YONG Khong Yoong Mark擁有權益之所有股份中擁有權益。
3. 該等股份由Hillsong Global Limited（由張林林控制100%權益）持有。憑藉證券及期貨條例，張林林被視為於Hillsong Global Limited擁有權益之所有股份中擁有權益。

除上文所披露者外，於二零一五年九月三十日，按照本公司根據證券及期貨條例第336條須存置之權益登記冊所示，本公司董事及最高行政人員並不知悉任何其他人士（本公司之董事及最高行政人員除外）於股份或相關股份中，擁有或被視作擁有根據證券及期貨條例第XV部之條文須向本公司及聯交所披露之權益或淡倉。

購股權計劃

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

現行計劃於二零一二年九月二十八日生效（於二零一四年八月八日舉行之本公司股東特別大會上作出修訂），除非另行註銷或修訂，否則將自該日起十年內維持生效。

The maximum number of shares falling to be issued in respect of the unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the Shares as at the date of approval of the Scheme. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period, is limited to 1% of the Shares in issue at any time. Any further grant of shares options in excess of this limit is subject to shareholders' approval in a general meeting. There is no minimum period for which an option must be held before it can be exercised.

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

On 15 July 2015, the refreshment of scheme mandate limit under the Scheme was approved by the shareholders of the Company (the "Shareholders") at a special general meeting by way of an ordinary resolution. The Company is thus entitled to issue a maximum of 132,582,321 Shares upon exercise of the share options to be granted under the refreshed scheme mandate limit, representing 10% of the issued Shares as at the date of the special general meeting.

During the six months ended 30 September 2015 (the "Period"), the Company has granted an aggregate of 56,270,000 share options (the "Options") to certain eligible participants of the Group (the "Grantees") to subscribe for an aggregate of 56,270,000 Shares under the Scheme. Save as the 28,520,000 Options granted to the Directors, the remaining Grantees were full-time employees or consultants of the Group.

現時根據計劃可授出之未行使購股權在行使時須予發行之股份最高數目相等於計劃獲批准當日股份之10%。於任何十二個月期間內，根據計劃項下購股權可向每一名合資格參與者發行之股份最高數目不得超過任何時間之已發行股份之1%。進一步授出超過此限額之購股權須經股東於股東大會上批准。購股權並無規定於可以行使前須持有之最短期限。

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

於二零一五年七月十五日，本公司之股東（「股東」）於股東特別大會上以普通決議案方式批准更新計劃項下之計劃授權限額。因此，本公司可於根據經更新計劃授權限額授出之購股權獲行使時發行最多132,582,321股股份，相當於股東特別大會日期已發行股份之10%。

於截至二零一五年九月三十日止六個月（「本期間」），本公司已根據計劃向本集團若干合資格參與者（「承授人」）授出合共56,270,000份購股權（「購股權」），可認購股份合共56,270,000股。除授予董事之28,520,000份購股權外，其餘承授人均為本集團全職僱員或顧問。

5,380,000 share options were exercised and 29,950,000 share options were lapsed during the Period.

於本期間，5,380,000份購股權已行使，而29,950,000份購股權已失效。

Please refer to the announcements of the Company dated 22 July 2015, 31 August 2015 and 21 September 2015 for the share options granted by the Company during the Period.

有關本公司於本期間授出之購股權，請參閱本公司日期為二零一五年七月二十二日、二零一五年八月三十一日及二零一五年九月二十一日之公佈。

Details of the movement of the share options of the Company under the Scheme for the six months ended 30 September 2015 are set out below:

截至二零一五年九月三十日止六個月，計劃下本公司購股權之變動詳情載列如下：

Grantees	Date of grant of share options	Expiry date of share options	Exercise price	Share options held as at 31 March 2015	Granted	Exercised	Lapsed	Share options held as at 30 September 2015
				於二零一五年三月三十一日持有之購股權				於二零一五年九月三十日持有之購股權
承授人	授出購股權日期	購股權到期日	行使價 (HK\$) (港元)		已授出	已行使	已失效	
Directors								
董事								
Mr. Carlos Luis SALAS PORRAS Carlos Luis SALAS PORRAS先生	22.07.2015	22.07.2020	0.9200	-	13,260,000	-	-	13,260,000
Mr. GOH Hoon Leum 吳坤林先生	10.01.2014 03.07.2014 22.07.2015	09.01.2019 02.07.2019 22.07.2020	0.4700 0.4150 0.9200	200,000 800,000 -	- - 13,260,000	- - -	- - -	200,000 800,000 13,260,000
	Subtotal: 小計:			1,000,000	13,260,000	-	-	14,260,000
Mr. YONG Peng Tak 楊平達先生	10.01.2014 03.07.2014	09.01.2019 02.07.2019	0.4700 0.4150	200,000 800,000	- -	- -	- -	200,000 800,000
	Subtotal: 小計:			1,000,000	-	-	-	1,000,000
Mr. ER Kwong Wah 余光華先生	27.03.2015 22.07.2015	26.03.2020 22.07.2020	0.2372 0.9200	1,000,000 [#] -	- 1,000,000	- -	1,000,000 [#] -	- 1,000,000
	Subtotal: 小計:			1,000,000	1,000,000	-	1,000,000	1,000,000
Mr. LEUNG Po Hon 梁寶漢先生	21.09.2015	20.09.2020	1.0800	-	1,000,000	-	-	1,000,000

Grantees	Date of grant of share options	Expiry date of share options	Exercise price	Share options held as at	Granted	Exercised	Lapsed	Share options held as at
				31 March 2015				30 September 2015
承授人	授出購股權日期	購股權到期日	行使價 (HK\$) (港元)	於二零一五年三月三十一日持有之購股權	已授出	已行使	已失效	於二零一五年九月三十日持有之購股權
Mr. SNEAH Kar Loon*	10.01.2014	09.01.2019	0.4700	1,500,000	-	-	-	1,500,000
(resigned on 30 April 2015)		30.11.2019	0.4700	2,000,000	-	-	-	2,000,000
盛家倫先生*		30.11.2020	0.4700	2,000,000	-	-	2,000,000	-
(於二零一五年四月三十日辭任)		30.11.2021	0.4700	2,000,000	-	-	2,000,000	-
		30.11.2022	0.4700	2,000,000	-	-	2,000,000	-
		30.11.2023	0.4700	2,000,000	-	-	2,000,000	-
	03.07.2014	02.07.2019	0.4150	800,000	-	-	-	800,000
		30.06.2020	0.4150	1,000,000	-	-	-	1,000,000
		30.06.2021	0.4150	1,000,000	-	-	-	1,000,000
		30.06.2022	0.4150	1,000,000	-	-	-	1,000,000
		30.06.2023	0.4150	1,000,000	-	-	-	1,000,000
		30.06.2024	0.4150	1,000,000	-	-	-	1,000,000
	Subtotal:			17,300,000	-	-	8,000,000	9,300,000
	小計:							
Mr. IO Rudy Cheok Kei*	10.01.2014	09.01.2019	0.4700	200,000	-	-	-	200,000
(resigned on 16 July 2015)	03.07.2014	02.07.2019	0.4150	800,000	-	-	-	800,000
姚卓基先生*								
(於二零一五年七月十六日辭任)								
	Subtotal:			1,000,000	-	-	-	1,000,000
	小計:							
Mr. LAI Hock Meng*	10.01.2014	09.01.2019	0.4700	200,000	-	200,000	-	-
(resigned on 2 October 2015)	03.07.2014	02.07.2019	0.4150	800,000	-	-	-	800,000
賴學明先生*		30.11.2019	0.4150	2,000,000	-	-	-	2,000,000
(於二零一五年十月二日辭任)		30.11.2020	0.4150	2,000,000	-	-	-	2,000,000
		30.11.2021	0.4150	2,000,000	-	-	-	2,000,000
		30.06.2020	0.4150	1,000,000	-	-	-	1,000,000
		30.06.2021	0.4150	1,000,000	-	-	-	1,000,000
		30.06.2022	0.4150	1,000,000	-	-	-	1,000,000
	Sub-total			10,000,000	-	200,000	-	9,800,000
	小計:							
Sub-total for directors:				31,300,000	28,520,000	200,000	9,000,000	50,620,000
董事小計:								

* For resigned Directors during the Period, the figures represent the interest of respective directors as at his last day of service as a Director.

* 就於本期間辭任之董事而言，上文所示數字為相關董事於擔任董事之最後一日之權益。

All 17,450,000 share options granted on 27 March 2015 lapsed on the date of a special general meeting of the Company on 15 July 2015 at which no more than 50% of the shareholders who were entitled to vote had voted in favour of such grant of share options. Please refer to the announcements of the Company dated 27 March 2015 and 15 July 2015 and the circular of the Company dated 29 June 2015 for further details.

由於在本公司於二零一五年七月十五日舉行之股東特別大會上，投票贊成於二零一五年三月二十七日授出 17,450,000 份購股權之股東不足有權投票者之 50%，故所有該等購股權均已於當日失效。進一步詳情請參閱本公司日期為二零一五年三月二十七日及二零一五年七月十五日之公佈以及日期為二零一五年六月二十九日之通函。

Grantees	Date of grant of share options	Expiry date of share options	Exercise price	Share options held as at	Granted	Exercised	Lapsed	Share options held as at
				31 March 2015				30 September 2015
承授人	授出購股權日期	購股權到期日	行使價 (HK\$) (港元)	於二零一五年三月三十一日持有之購股權	已授出	已行使	已失效	於二零一五年九月三十日持有之購股權
Others								
其他								
Employees and consultants	10.1.2014	09.01.2019	0.4700	2,000,000	-	1,000,000	-	1,000,000
僱員及顧問		30.11.2019	0.4700	800,000	-	-	400,000	400,000
		30.11.2020	0.4700	1,000,000	-	-	500,000	500,000
		30.11.2021	0.4700	1,200,000	-	-	600,000	600,000
		30.11.2022	0.4700	1,400,000	-	-	700,000	700,000
		30.11.2023	0.4700	1,600,000	-	-	800,000	800,000
	03.7.2014	02.07.2019	0.4150	800,000	-	800,000	-	-
		30.11.2019	0.4150	5,800,000	-	2,330,000	-	3,470,000
		30.11.2020	0.4150	6,660,000	-	-	-	6,660,000
		30.11.2021	0.4150	9,240,000	-	-	-	9,240,000
		30.06.2020	0.4150	2,010,000	-	-	200,000	1,810,000
		30.06.2021	0.4150	2,282,000	-	-	250,000	2,032,000
		30.06.2022	0.4150	2,898,000	-	-	300,000	2,598,000
		30.06.2023	0.4150	700,000	-	-	350,000	350,000
		30.06.2024	0.4150	800,000	-	-	400,000	400,000
	27.3.2015	26.03.2020	0.2372	2,350,000 [#]	-	-	2,350,000 [#]	-
		30.11.2020	0.2372	2,490,000 [#]	-	-	2,490,000 [#]	-
		30.11.2021	0.2372	2,560,000 [#]	-	-	2,560,000 [#]	-
		30.11.2022	0.2372	5,130,000 [#]	-	-	5,130,000 [#]	-
		30.11.2023	0.2372	2,000,000 [#]	-	-	2,000,000 [#]	-
		30.06.2020	0.2372	750,000 [#]	-	-	750,000 [#]	-
		30.06.2021	0.2372	684,000 [#]	-	-	684,000 [#]	-
		30.06.2022	0.2372	486,000 [#]	-	-	486,000 [#]	-
	22.07.2015	22.07.2020	0.9200	-	1,050,000	1,050,000	-	-
		22.07.2021	0.9200	-	1,000,000	-	-	1,000,000
		22.07.2022	0.9200	-	1,000,000	-	-	1,000,000
	31.08.02015	30.08.2020	0.7100	-	14,600,000	-	-	14,600,000
	21.09.2015	20.09.2020	1.0800	-	10,100,000	-	-	10,100,000
Sub-total for others:				55,640,000	27,750,000	5,180,000	20,950,000	57,260,000
其他小計:								
Total:				86,940,000	56,270,000	5,380,000	29,950,000	107,880,000
總計:								

[#] All 17,450,000 share options granted on 27 March 2015 lapsed on the date of a special general meeting of the Company on 15 July 2015 at which no more than 50% of the who were entitled to vote had voted in favour of such grant of share options. Please refer to the announcements of the Company dated 27 March 2015 and 15 July 2015 and the circular of the Company dated 29 June 2015 for further details.

[#] 由於在本公司於二零一五年七月十五日舉行之股東特別大會上，投票贊成於二零一五年三月二十七日授出17,450,000份購股權之股東不足有權投票者之50%，故所有該等購股權均已於當日失效。進一步詳情請參閱本公司日期為二零一五年三月二十七日及二零一五年七月十五日之公佈以及日期為二零一五年六月二十九日之通函。

OTHER INFORMATION

Interim Dividend

The Board of Directors of the Company resolved not to declare the payment of an interim dividend for the Period (six months ended 30 September 2014: HK\$Nil). Accordingly, no closure of register of members of the Company is proposed.

Corporate Governance

The Company has complied with the code provisions as set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) throughout the Period, except for the following deviation:

Code Provision A.4.1

Code Provision A.4.1 of the CG Code provides that non-executive Directors should be appointed for a specific term, subject to re-election.

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

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules for securities transactions by the Directors. Upon enquiry by the Company, all Directors have confirmed that, for the Period they have complied with the required standard set out in the Model Code regarding securities transactions by the Directors.

其他資料

中期股息

本公司董事會議決不就本期間宣派任何中期股息（截至二零一四年九月三十日止六個月：零港元）。因此，本公司不建議暫停辦理股份過戶登記。

企業管治

除以下偏離外，本公司於本期間一直遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四企業管治守則（「企管守則」）所載之守則條文：

守則條文A.4.1

企管守則之守則條文A.4.1規定非執行董事應有指定任期，並須接受重新選舉。

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

董事進行證券交易的標準守則

本公司已就董事進行之證券交易採納載於上市規則附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」）。經本公司作出查詢後，所有董事已確認於本期間已遵守標準守則所載有關董事進行證券交易之規定準則。

Proposed change of company name

The Board proposed to change the English name of the Company from “C Y Foundation Group Limited” to “Success Dragon International Holdings Limited” and to adopt the Chinese name of “勝龍國際控股有限公司” as the secondary name of the Company to replace the existing name in Chinese of “中青基業集團有限公司” which was adopted for identification purpose only (the “Change of Company Name”).

The Change of Company Name was approved by i) the Shareholders at a special general meeting by way of a special resolution on 30 October 2015 and ii) the Registrar of Companies in Bermuda on 30 October 2015. At present, the Company is carrying out other necessary filing procedures to effect the Change of Company Name and will make further announcement to inform the Shareholders of the effective date of the Change of Company Name in accordance with the Listing Rules.

Changes in directors' information

Changes in directors' information in respect of the period between the publication dates of the 2014/2015 annual report and this report, which are required to be disclosed pursuant to the requirement of Rule 13.51B(1) of the Listing Rules are set out below:

Dato POH Po Lian resigned as an executive Director and chairman of the Company with effect from 11 June 2015.

Mr. Carlos Luis SALAS PORRAS was re-designated from the position of non-executive Director to the positions of executive Director and chairman of the Company with effect from 11 June 2015. He was also appointed as an authorised representative of the Company under the Listing Rules with effect from 11 June 2015.

Mr. IO Rudy Cheok Kei resigned as an independent non-executive Director with effect from 16 July 2015.

Mr. GOH Hoon Leum was re-designated from the position of independent non-executive Director to the position of executive Director with effect from 16 July 2015.

建議更改公司名稱

董事會建議將本公司之英文名稱由「C Y Foundation Group Limited」更改為「Success Dragon International Holdings Limited」，並採納中文名稱「勝龍國際控股有限公司」為本公司之第二名稱，以代替僅供識別用途而採納之現有中文名稱「中青基業集團有限公司」（「更改公司名稱」）。

更改公司名稱已i)於二零一五年十月三十日在股東特別大會上獲股東以特別決議案方式批准；及ii)於二零一五年十月三十日獲百慕達公司註冊處處長批准。本公司現正進行其他所需存檔手續，以使更改公司名稱生效，並將根據上市規則另行發表公佈，將更改公司名稱之生效日期知會股東。

董事資料變動

有關二零一四至一五年年報刊發日期至本報告刊發日期期間而須根據上市規則第13.51B(1)條規定披露之董事資料變動載列如下：

傅寶聯拿督辭任本公司執行董事兼主席，於二零一五年六月十一日生效。

Carlos Luis SALAS PORRAS先生由本公司非執行董事調任為執行董事兼主席，於二零一五年六月十一日生效。彼亦已根據上市規則獲委任為本公司授權代表，於二零一五年六月十一日生效。

姚卓基先生辭任獨立非執行董事，於二零一五年七月十六日生效。

吳坤林先生由獨立非執行董事調任為執行董事，於二零一五年七月十六日生效。

Mr. LEUNG Po Hon was appointed as an independent non-executive Director of the Company with effect from 16 July 2015.

梁寶漢先生獲委任為本公司獨立非執行董事，於二零一五年七月十六日生效。

Mr. LAI Hock Meng resigned as an executive Director, chief executive officer and authorised representative of the Company with effect from 2 October 2015.

賴學明先生辭任本公司執行董事、行政總裁兼授權代表，於二零一五年十月二日生效。

Mr. GOH Hoon Leum was appointed as an authorised representative of the Company under the Listing Rules with effect from 2 October 2015.

吳坤林先生根據上市規則獲委任為本公司授權代表，於二零一五年十月二日生效。

Mr. Carlos Luis SALAS PORRAS was appointed as the chief executive officer of the Company with effect from 2 October 2015.

Carlos Luis SALAS PORRAS先生獲委任為本公司行政總裁，於二零一五年十月二日生效。

Remuneration Committee

The Remuneration Committee is composed of three independent non-executive Directors and one executive director and is chaired by Mr. ER Kwok Wah. The Remuneration Committee is mainly responsible for reviewing and determining the remuneration, compensation and benefits of Directors and senior management. The terms of reference of the Remuneration Committee are available and accessible on the Company's website at <http://www.cyfoundation.com> and the website of the Stock Exchange at <http://www.hkexnews.hk>.

薪酬委員會

薪酬委員會由三名獨立非執行董事以及一名執行董事組成，並由余光華先生出任主席。薪酬委員會主要負責檢討及決定董事及高級管理人員之薪酬、補償及福利。薪酬委員會之職權範圍已載於本公司之網站<http://www.cyfoundation.com>及聯交所之網站<http://www.hkexnews.hk>。

Nomination Committee

The Nomination Committee is composed of three independent non-executive Directors and one executive director and is chaired by Mr. Carlos Luis SALAS PORRAS. The Nomination Committee is mainly responsible for making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors. The terms of reference of the Nomination Committee are available and accessible on the Company's website at <http://www.cyfoundation.com> and the website of the Stock Exchange at <http://www.hkexnews.hk>.

提名委員會

提名委員會由三名獨立非執行董事以及一名執行董事組成，並由Carlos Luis SALAS PORRAS先生出任主席。提名委員會主要負責就董事委任或重新委任以及董事繼任計劃向董事會提供推薦建議。提名委員會之職權範圍已載於本公司之網站<http://www.cyfoundation.com>及聯交所之網站<http://www.hkexnews.hk>。

Audit Committee

The Audit Committee is composed of three independent non-executive Directors and chaired by Mr. LEUNG Po Hon. The Audit Committee is mainly responsible for considering the appointment of external auditor, review the interim and annual financial statements before submission to the Board and the Group's internal control systems. The terms of reference of the Audit Committee are available and accessible on the Company's website at <http://www.cyfoundation.com> and the website of the Stock Exchange at <http://www.hkexnews.hk>.

Review of Interim Results

The Audit Committee of the Company has reviewed the unaudited condensed consolidated results for the Period.

Purchase, Sale or Redemption of the Company's Securities

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

By Order of the Board

Carlos Luis SALAS PORRAS

Chairman and Chief Executive Officer

Hong Kong, 27 November 2015

審核委員會

審核委員會由三名獨立非執行董事組成，並由梁寶漢先生出任主席。審核委員會主要負責考慮外聘核數師之委任，在向董事會提交前先行審閱中期及全年財務報表，以及檢討本集團之內部監控制度。審核委員會之職權範圍已載於本公司之網站<http://www.cyfoundation.com>及聯交所之網站<http://www.hkexnews.hk>。

審閱中期業績

本公司之審核委員會已審閱本期間之未經審核簡明綜合業績。

購入、出售或贖回本公司證券

於本期間，本公司或其任何附屬公司概無購入、出售或贖回任何本公司上市證券。

承董事會命

主席兼行政總裁

Carlos Luis SALAS PORRAS

香港，二零一五年十一月二十七日

