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## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

### **EXECUTIVE DIRECTORS**

Mr. Huang Shourong (*Chairman*)

Mr. Pan Junfeng

### **INDEPENDENT NON-EXECUTIVE DIRECTORS**

Dr. Leung Hoi Ming

Mr. Mak Ka Wing, Patrick

Mr. Sung Wing Sum

### **COMPANY SECRETARY**

Mr. Wan Oi Ming Kevin

### **AUDITOR**

ZHONGHUI ANDA CPA Limited

Unit 701, 7/F,

Citicorp Centre,

18 Whitfield Road,

Causeway Bay,

Hong Kong

### **PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE**

Royal Bank of

Canada Trust Company (Cayman) Limited,

4th Floor, Royal Bank House,

24 Shedden Road, George Town,

Grand Cayman KY1-1110,

Cayman Islands

### **HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE**

Computershare Hong Kong Investor Services Limited

Shop 1712-1716,

17th Floor, Hopewell Centre,

183 Queen's Road East,

Wan Chai,

Hong Kong

### **REGISTERED OFFICE**

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

### **HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

Unit D, 12/F.,

Seabright Plaza,

9-23 Shell Street,

North Point,

Hong Kong

### **PRINCIPAL BANKERS**

Hang Seng Bank

Level B2,

83 Des Voeux Road,

Central,

Hong Kong

### **WEBSITE**

<http://www.fujicateringhk.com>

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **FINANCIAL REVIEW**

For the six months ended 30 September 2015, the revenue of the Group from continuing operations was approximately RMB932 million (six months ended 30 September 2014: approximately RMB245 million), representing an increase of approximately 280% from the six months ended 30 September 2014.

The consolidated profit attributable to equity holders of the Company amounted to approximately RMB35 million for the six months ended 30 September 2015 (six months ended 30 September 2014: approximately RMB15 million). Earnings per share was approximately RMB0.07 for the six months ended 30 September 2015 (six months ended 30 September 2014: approximately RMB0.04).

### **RESULTS AND APPROPRIATIONS**

#### **Revenue**

The revenue of the Group from continuing operations, the Convenience Food business, was approximately RMB932 million (six months ended 30 September 2014: approximately RMB245 million), representing an increase of approximately 280% from the six months ended 30 September 2014 due to the fast expansion of the existing convenience food business and increase in the number of customers in various cities. The sales network was enhanced, which resulted in increased market share in the market.

The Catering Services business is classified as the discontinued operations. The revenue of the Group from discontinued operations decreased from RMB2 million to nil due to the termination of catering sites.

#### **Gross Profit**

Gross profit of the Group from continuing operations increased from approximately RMB25.6 million for the six months ended 30 September 2014 to approximately RMB50.3 million for the six months ended 30 September 2015. Whereas, the gross profit margin for the current period decreased from 10.4% to 5.4% as the Company targets to generate higher market shares.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **Other operating expenses**

Other operating expenses of the Group from continuing operations were approximately RMB6.6 million (six months ended 30 September 2014: approximately RMB0.3 million), representing a significant increase of approximately 2,100% from the six months ended 30 September 2014 mainly due to increase in transportation costs incurred during the delivery processes as a result of increased in the number of customers in various cities and market shares.

### **Profit for the period attributable to equity holders**

The profit for the period attributable to equity holders of the Company from continuing operation amounted to approximately RMB35.5 million for the six months ended 30 September 2015 (six months ended 30 September 2014: approximately RMB16.1 million). The profit for the period attributable to equity holders of the Company from discontinued operations was nil for the six months ended 30 September 2015 (six months ended 30 September 2014: loss approximately RMB1.1 million). Basic earnings per share were approximately RMB0.07 as compared with basic earnings per share of approximately RMB0.04 for the preceding period. The profit for the period attributable to equity holders of the Company increased was mainly due to enlarging the market shares during the period.

## **LIQUIDITY, FINANCIAL RESOURCES AND FUNDING**

Bank and cash balances as at 30 September 2015 was approximately RMB62.8 million (31 March 2015: approximately RMB130.3 million). The Group's debt-to-equity ratio measured on the basis of the Group's total liabilities of approximately RMB524.4 million (31 March 2015: approximately RMB480.1 million) to the total equity of positive of approximately RMB241.6million (31 March 2015: positive of approximately RMB115.8 million) is 2.17 (31 March 2015: 4.14).

## **CAPITAL STRUCTURE**

On 1 April 2015, the Company has issued 66,860,000 Placing Shares under the Placing Agreement. Details were set out in the circular and announcement of the Company dated 8 April 2015.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **EVENTS AFTER THE REPORTING PERIOD**

On 23 May 2015, the Company entered into an agreement (the “First Agreement”) with Perfect Future Investment Limited (the “Seller”) regarding the sale and purchase of 25% equity interests in the target company (the “Target”).

Subsequently on 23 August 2015, the Company entered into the Second Agreement in relation to the acquisition of the remaining 75% equity interests in the Target based on the same terms in the acquisition of the 25% equity interests of the Target under the First Agreement. Accordingly, the Seller is a connected person of the Company at issuer level. The Target is principally engaged in the food processing business and holding of properties. The transaction in relation to the acquisition of 100% equity interest in the Target has not yet completed as at the date of the report.

On 19 November 2015, the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Company has conditionally agreed to place up to 107,260,000 Placing Shares through the Placing Agent on a best effort basis, at a price of HK\$0.91 per Placing Share.

### **PROSPECTS**

As mentioned in the annual report of FY2014/2015, the direction for future developments in the business of the Group will still be the rapid establishment of a nation-wide cold chain logistics purchasing network for various kinds of food and a nation-wide cold chain logistics food distribution network based on its cold chain food logistic distribution plant, with an aim to become the most competitive cold chain food distribution and delivery services provider in China.

### **EMPLOYMENT**

It is the Group’s policy that remuneration of the employees is in line with the market and commensurate with the level of pay for similar responsibilities within the industry. Discretionary year-end bonuses are payable to the employees based on individual performance. Other benefits to the employees included medical insurance, retirement schemes, training programs and education subsidies.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **CHARGES ON GROUP'S ASSETS**

As at 30 September 2015, there were no charges on the Group's assets.

### **PURCHASE, SALE OR REDEMPTION OF 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 September 2015.

### **DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES**

As at the end of the financial period under review, none of the Directors, chief executive or their associates had any personal, family, corporate or other beneficial interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

## MANAGEMENT DISCUSSION AND ANALYSIS

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

As at 30 September 2015, the following shareholders (other than the Directors or chief executives of the Company whose interests and short positions in the shares and underlying shares of the Company are disclosed in the section headed "Directors' and chief executives' interests and short positions in the shares, underlying shares and debentures" above) had interests in the shares and underlying shares of the Company which were recorded in the register to be kept by the Company under section 336 of the SFO:

Name of shareholders	Capacity and nature of interest	Number of Shares held		Percentage of total holding (Notes 1 & 2)
		Long position (Note 1)	Short position (Note 1)	
Marvel Light Holdings Limited (Note 3)	Beneficial owner	135,405,352 (L)	23,480,000 (S)	25.25% (L) 4.38% (S)
Bomao Holdings Limited	Interest in controlled corporation (Note 3)	135,405,352 (L)	23,480,000 (S)	25.25% (L) 4.38% (S)
Harvest (Overseas) Investment Limited	Interest in controlled corporation (Note 3)	135,405,352 (L)	23,480,000 (S)	25.25% (L) 4.38% (S)
安徽豐收投資有限公司 (Anhui Harvest Investment Company Limited*)	Interest in controlled corporation (Note 3)	135,405,352 (L)	23,480,000 (S)	25.25% (L) 4.38% (S)
安徽省創業投資有限公司 (Anhui Province Venture Investment Co., Ltd.*)	Interest in controlled corporation (Note 3)	135,405,352 (L)	23,480,000 (S)	25.25% (L) 4.38% (S)
安徽省投資集團控股有限公司 (Anhui Province Investment Group Co., Ltd.*)	Interest in controlled corporation (Note 3)	135,405,352 (L)	23,480,000 (S)	25.25% (L) 4.38% (S)
深圳市佳銀基金管理有限公司 (Note 4)	Security interest	110,000,000 (L)	–	20.51% (L)
深圳市佳銀資產管理有限公司	Interest in controlled corporation (Note 4)	110,000,000 (L)	–	20.51% (L)

## MANAGEMENT DISCUSSION AND ANALYSIS

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

Name of shareholders	Capacity and nature of interest	Number of Shares held		Percentage of total holding (Notes 1 & 2)
		Long position (Note 1)	Short position (Note 1)	
深圳市中億集投資發展有限公司	Interest in controlled corporation (Note 4)	110,000,000 (L)	–	20.51% (L)
深圳市合正房地產集團有限公司	Interest in controlled corporation (Note 4)	110,000,000 (L)	–	20.51% (L)
深圳市佳遠集團有限公司	Interest in controlled corporation (Note 4)	110,000,000 (L)	–	20.51% (L)
深圳市佳合恆投資有限公司	Interest in controlled corporation (Note 4)	110,000,000 (L)	–	20.51% (L)
袁安如	Interest in controlled corporation (Notes 4 and 5)	110,000,000 (L)	–	20.51% (L)
黃長生	Interest in controlled corporation (Notes 4 and 6)	110,000,000 (L)	–	20.51% (L)
聶愛梅	Family interest (Note 5)	110,000,000 (L)	–	20.51% (L)
袁麗華	Family interest (Note 6)	110,000,000 (L)	–	20.51% (L)

\* English translation/transliteration for identification purpose only



## MANAGEMENT DISCUSSION AND ANALYSIS

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

*Notes:*

1. (L) denotes long position and (S) denotes short position.
2. The percentage holding is calculated on the issued share capital of the Company as at 30 September 2015.
3. Marvel Light Holdings Limited is wholly owned by Bomao Holdings Limited, which in turn is wholly owned by Harvest (Overseas) Investment Limited, which in turn is wholly owned by 安徽豐收投資有限公司 (Anhui Harvest Investment Company Limited\*), which in turn is owned as to 40% by 安徽省創業投資有限公司 (Anhui Province Venture Investment Co., Ltd.\*), which in turn is wholly owned by 安徽省投資集團控股有限公司 (Anhui Province Investment Group Co., Ltd.\*). Their interests in the 135,405,352 Shares (L) and 23,480,000 Shares (S) therefore duplicate each other.
4. Based on the disclosure of interests forms filed with the Company, 深圳市佳銀基金管理有限公司 is owned as to 95% by 深圳市佳銀資產管理有限公司, which in turn is owned as to 51% by 深圳市中億集投資發展有限公司, which in turn is owned as to 51% by 黃長生 and 49% by 深圳市合正房地產集團有限公司. 深圳市合正房地產集團有限公司 is owned as to 93.7% by 深圳市佳遠集團有限公司, which in turn is owned as to 95% by 深圳市佳合恒投資有限公司, which in turn is owned as to 80% by 袁安如. 袁安如 also has interest in 深圳市佳遠集團有限公司 and 深圳市合正房地產集團有限公司 as to 4% and 4.8% respectively. Their interests in the 110,000,000 Shares therefore duplicate each other.
5. Based on the disclosure of interests form filed, 聶愛梅 is a family member of 袁安如 and is deemed interested in, and duplicated, the interests 袁安如 is interested in.
6. Based on the disclosure of interests form filed, 袁麗華 is a family member of 黃長生 and is deemed interested in, and duplicated, the interests 黃長生 is interested in.

Save as disclosed above, as at 30 September 2015, no person had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

## MANAGEMENT DISCUSSION AND ANALYSIS

### CORPORATE GOVERNANCE

In the opinion of the Directors, the Company has complied with the code provisions of the Code on Corporate Governance Practices (the “Code”) as set out in Appendix 14 of the Listing Rules throughout the six months ended 30 September 2015, except for the deviation of A2.1, A.4.1 and F.1.2 of the Code.

Pursuant to A.2.1 of the Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual, with the division of responsibilities between the chairman and chief executive clearly established and set out in writing. On 23 September 2014, Mr. Wang Jianqing retired as an executive director and chairman of the Company. On the same date, Mr. Huang Shourong (“Mr. Huang”) resigned from the position of Chief Executive Officer (“CEO”) of the Company and was appointed chairman of the Company. Mr. Huang, albeit resigned from the position of CEO, has kept on carrying out the responsibilities of CEO. Mr. Huang possesses the essential leadership skills to manage the Board and extensive knowledge in the business of the Group. The Board considers the present structure to be suitable to the Company because it can promote the efficient formulation and implementation of the Company’s strategies. The Board will review the effectiveness of this arrangement from time to time and will consider appointing an individual as CEO when it thinks appropriate.

Pursuant to A.4.1 of the Code, non-executive directors should be appointed for specific terms, subject to re-election. For the period ended 30 September 2015, all the existing independent non-executive Directors were not appointed for a specific term but are subject to retirement and re-election at the forthcoming annual general meeting of the Company (the “AGM”) and retirement by rotation and re-election at least once every three years at the AGM in accordance with the provisions of the Company’s bye-laws.

Pursuant to F.1.2 of the Code, the appointment of the company secretary should be dealt with by a physical board meeting rather than a written resolution. The appointment of the current company secretary was dealt with by a written resolution in September 2013. The Board considers that, prior to the execution of the written resolution to appoint the current company secretary, all Directors were individually consulted on the matter without any dissenting opinion and there was no need to approve the matter by a physical board meeting instead of a written resolution.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **REVIEW OF INTERIM REPORT**

The Audit Committee constitutes three independent non-executive Directors. The unaudited results of the Group for the six months ended 30 September 2015 have been reviewed by the Audit Committee.

### **MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules. Having made specific enquiry to all Directors, they have confirmed that they complied with the required standards as set out in the Model Code during the six months ended 30 September 2015.

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

For the six months ended 30 September 2015

		Six months ended 30 September	
	Notes	2015 RMB'000 (Unaudited)	2014 RMB'000 (Unaudited) Restated
<b>Continuing operation</b>			
<b>Revenue</b>	4	<b>931,622</b>	245,560
Cost of inventories sold		<u>(881,362)</u>	<u>(219,981)</u>
<b>Gross profit</b>		<b>50,260</b>	25,579
Other income		2,744	1
Staff costs		(4,514)	(2,033)
Operating lease rentals		(1,524)	(720)
Depreciation		(353)	(78)
Fuel and utility costs		(317)	(253)
Other operating expenses		(6,649)	(265)
Finance cost		<u>(811)</u>	<u>(386)</u>
<b>Profit before tax</b>	5	<b>38,836</b>	21,845
Income tax	6	<u>(3,338)</u>	<u>(5,739)</u>
<b>Profit for the period from continuing operation</b>		<b>35,498</b>	16,106
<b>Discontinued operations</b>			
Loss for the period from discontinued operations		<u>–</u>	<u>(1,088)</u>
Profit for the period		<b>35,498</b>	15,018
<b>Other comprehensive income/(loss):</b>			
<i>Items that may be reclassified to profit or loss:</i>			
Exchange differences on translating foreign operations		<u>1,078</u>	<u>(169)</u>
<b>Total comprehensive income for the period</b>		<b><u>36,576</u></b>	<b><u>14,849</u></b>

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

For the six months ended 30 September 2015

	<b>Six months ended</b>	
	<b>30 September</b>	2014
<i>Notes</i>	<b>2015</b>	2014
	<b>RMB'000</b>	RMB'000
	<b>(Unaudited)</b>	(Unaudited)
		Restated
<b>Profit/(loss) for the period attributable to:</b>		
<b>Equity holders of the Company</b>		
From continuing operation	35,498	16,106
From discontinued operations	–	(1,088)
	<u>35,498</u>	<u>15,018</u>
<b>Non-controlling interests</b>		
From continuing operations	–	–
	<u>35,498</u>	<u>15,018</u>
<b>Total comprehensive income for the period attributable to:</b>		
Equity holders of the Company	36,576	14,849
Non-controlling interests	–	–
	<u>36,576</u>	<u>14,849</u>
<b>Earnings/(loss) per share</b>		
<b>Basic (cents per share)</b>	7	
From continuing operation	6.62	4.82
From discontinued operations	–	(0.33)
	<u>6.62</u>	<u>4.49</u>
From continuing and discontinued operations	<u>6.62</u>	<u>4.49</u>
<b>Diluted (cents per share)</b>		
From continuing operation	6.62	3.43
From discontinued operations	–	(0.23)
	<u>6.62</u>	<u>3.20</u>
From continuing and discontinued operations	<u>6.62</u>	<u>3.20</u>

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 September 2015

	<i>Notes</i>	At 30 September 2015 RMB'000 (Unaudited)	At 31 March 2015 RMB'000 (Audited)
<b>Non-current assets</b>			
Property, plant and equipment	9	711	960
<b>Current assets</b>			
Inventories		112,178	23,564
Trade receivables	10	160,733	163,375
Prepayments, deposits and other receivables	11	149,569	67,666
Pledged bank deposits	12	280,000	210,000
Bank and cash balances		62,835	130,329
		<u>765,315</u>	<u>594,934</u>
<b>Current liabilities</b>			
Trade payables	13	180,773	156,225
Accruals and other payables		113,420	83,180
Tax payable		12,225	12,999
Bank borrowings	14	218,000	227,730
		<u>524,418</u>	<u>480,134</u>
<b>Net current assets</b>		<u>240,897</u>	<u>114,800</u>
<b>NET ASSETS</b>		<u><u>241,608</u></u>	<u><u>115,760</u></u>
<b>Capital and reserves</b>			
Share capital	15	4,392	3,864
Reserves		237,053	111,733
Equity attributable to equity holders of the Company		241,445	115,597
Non-controlling interests		163	163
<b>TOTAL EQUITY</b>		<u><u>241,608</u></u>	<u><u>115,760</u></u>

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Attributable to equity holders of the Company

	Share capital	Share premium	Statutory reserve	Foreign currency translation reserve	Accumulated losses	Total	Non- controlling interests	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
At 1 April 2014	3,864	1,732,553	7,500	(71,799)	(1,597,691)	74,427	804	75,231
Total comprehensive income/(loss) for the period	-	-	-	(169)	15,018	14,849	-	14,849
At 30 September 2014	<u>3,864</u>	<u>1,732,553</u>	<u>7,500</u>	<u>(71,968)</u>	<u>(1,582,673)</u>	<u>89,276</u>	<u>804</u>	<u>90,080</u>
At 1 April 2015	3,864	1,732,553	-	(74,200)	(1,546,620)	115,597	163	115,760
Issue of shares on placements	528	88,744	-	-	-	89,272	-	89,272
Total comprehensive income for the period	-	-	-	1,078	35,498	36,576	-	36,576
At 30 September 2015	<u>4,392</u>	<u>1,821,297</u>	<u>-</u>	<u>(73,122)</u>	<u>(1,511,122)</u>	<u>241,445</u>	<u>163</u>	<u>241,608</u>

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

Six months ended 30 September

	2015 <i>RMB'000</i> (Unaudited)	2014 <i>RMB'000</i> (Unaudited)
<b>Net cash used in from operating activities</b>	(80,754)	(78,644)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Change in pledged bank deposit	(70,000)	–
Purchase of property, plant and equipment	(104)	–
Interest received	2,744	1
	<hr/>	<hr/>
<b>Net cash (used in)/generated from investing activities</b>	(67,360)	1
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of shares	89,272	–
Repayment of bank loans	(9,730)	–
Bank loans raised	–	18,000
	<hr/>	<hr/>
<b>Net cash generated from financing activities</b>	79,542	41,370
<b>Net decrease in cash and cash equivalents</b>	(68,572)	(60,643)
Effect of foreign exchange rate changes	1,078	(169)
<b>Cash and cash equivalents at beginning of period</b>	<hr/> 130,329	<hr/> 80,700
<b>Cash and cash equivalents at end of period</b>	<hr/> <b>62,835</b>	<hr/> <b>19,888</b>



# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 1. GENERAL INFORMATION

FU JI Food and Catering Services Holdings Limited was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and principal place of business is Unit D, 12/F, Seabright Plaza, 9-23 Shell Street, North Point, Hong Kong. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. During the period, the Company and its subsidiaries (collectively "the Group") were principally engaged in the cold chain food distribution business of delivering fresh food to end-user corporations.

## 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

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

The Interim Financial Statements do not include all the information and disclosures required in the full set of financial statements prepared in accordance with the Hong Kong Financial Reporting Standards ("HKFRSs"), and should be read in conjunction with the Group's annual financial statements for the year ended 31 March 2015.

The preparation of an Interim Financial Statements in conformity with HKAS 34 requires management to make judgements, 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 the Group's annual financial statements for the year ended 31 March 2015.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

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

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

### 4. REVENUE AND SEGMENT INFORMATION

Revenue represents the sale value of goods supplied to customers, net of business tax and other government surcharges, less sales returns and discounts during the period. The Group’s reportable segments are strategic business units that offer different products. They are managed separately because each business requires different technology and marketing strategies.

Segment profits or losses do not include gains or losses from investments, interest income, finance costs, income tax, and other unallocated corporate income and expenses. Segment assets do not include bank and cash balances and other unallocated corporate assets.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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

An analysis of the Group's revenue and results by operating segments is as follows:

	<u>Discontinued operation</u>	<u>Continuing operation</u>	
	Catering Services RMB'000 (Unaudited)	Convenience Food and related business RMB'000 (Unaudited)	Total RMB'000 (Unaudited)
<b>For the six months ended</b>			
<b>30 September 2015:</b>			
Revenue from external customers	–	931,622	931,622
Segment profit	–	40,803	40,803
Interest income	–	2,744	2,744
Depreciation	–	353	353
Income tax	–	3,338	3,338
<b>At 30 September 2015:</b>			
Segment assets – unaudited	<u>–</u>	<u>702,119</u>	<u>702,119</u>
	<u>Discontinued operation</u>	<u>Continuing operation</u>	
	Catering Services RMB\$'000 (Unaudited)	Convenience Food and related business RMB\$'000 (Unaudited)	Total RMB\$'000 (Unaudited)
<b>For the six months ended</b>			
<b>30 September 2014:</b>			
Revenue from external customers	1,667	245,560	247,227
Segment (loss)/profit	(1,088)	23,671	22,583
Interest income	–	1	1
Depreciation	1,216	78	1,294
Income tax	–	5,739	5,739
<b>At 31 March 2015</b>			
Segment assets – audited	<u>–</u>	<u>465,514</u>	<u>465,514</u>

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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

Reconciliations of reportable segment profit and loss:

	Six months ended 30 September	
	2015 RMB'000 (Unaudited)	2014 RMB'000 (Unaudited)
Total profit from reportable segments	40,803	23,671
Corporate and unallocated profit or loss	(1,967)	(1,826)
	38,836	21,845
	38,836	21,845

### 5. PROFIT BEFORE TAX

The Group's profit before tax from continuing operation is stated after charging/(crediting) the following:

	Six months ended 30 September	
	2015 RMB'000 (Unaudited)	2014 RMB'000 (Unaudited)
Interest income	(2,744)	(1)
Cost of inventories sold	881,362	219,981
Depreciation	353	78
Minimum lease payments under operating leases in respect of land and buildings	1,524	720
Directors' remuneration	297	490
	1,524	720
	1,524	720

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 6. INCOME TAX

	Six months ended 30 September	
	2015	2014
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Current tax – Provision for the period		
PRC enterprise income tax	<b>3,338</b>	<b>5,739</b>

No provision for Hong Kong Profits Tax has been made for six months ended 30 September 2015 as the Group did not generate any assessable profits arising in Hong Kong during the period.

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

### 7. EARNINGS/(LOSS) PER SHARE

#### (a) From continuing and discontinued operations

##### *Basic earnings per share*

The calculation of basic earnings per share attributable to equity holders of the Company is based on the profit for the six months period attributable to equity holders of the Company of approximately RMB35,498,000 (six months ended 30 September 2014: approximately RMB15,018,000) and the weighted average number of 536,337,188 (six months ended 30 September 2014: 334,342,053) of ordinary shares in issue during the period.

##### *Diluted earnings per share*

No diluted earning per share is presented, as the Company did not have any outstanding dilutive potential ordinary shares for the six months ended 30 September 2015.

For the six months ended 30 September 2014, the calculation of diluted earnings per share attributable to equity holders of the Company is based on the profit for the period attributable to equity holders of the Company of approximately RMB15,018,000 and the weighted average number of ordinary shares of 469,477,188, being the weighted average number of ordinary shares of 334,342,053 in issue during the period used in the basic earnings per share calculation plus the weighted average number of ordinary shares of 135,135,135 assumed to converted of preference shares at the beginning of the period.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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

#### (b) From continuing operation

##### *Basic earnings per share*

The calculation of basic earnings per share from continuing operation attributable to equity holders of the Company is based on the profit for the period of approximately RMB35,498,000 (six months ended 30 September 2014: profit of approximately RMB16,106,000) attributable to equity holders of the Company and the denominator used is the same as that detailed above for calculation of basic earnings per share from continuing and discontinued operations.

##### *Diluted earnings per share*

No diluted earning per share is presented, as the Company did not have any outstanding dilutive potential ordinary shares for the six months ended 30 September 2015.

For the six months ended 30 September 2014, the calculation of diluted earnings per share attributable to equity holders of the Company is based on the profit for the period attributable to equity holders of the Company of approximately RMB16,106,000 and the denominator used is the same as that detailed above for calculation of diluted earnings per share from continuing and discontinued operation.

#### (c) From discontinued operation

##### *Basic (loss) per share*

The calculation of basic loss per share from discontinued operations attributable to equity holders of the Company is based on the loss for the period of approximately RMB nil (six months ended 30 September 2014: approximately RMB1,088,000) attributable to equity holders of the Company and denominator used is the same as that detailed above for calculation of basic earnings per share from continuing and discontinued operations.

##### *Diluted (loss) per share*

No diluted earning per share is presented, as the Company did not have any outstanding dilutive potential ordinary shares for the six months ended 30 September 2015.

For the six months ended 30 September 2014, the calculation of diluted earnings per share attributable to equity holders of the Company is based on the loss for the period attributable to equity holders of the Company of approximately RMB1,088,000 and the denominator used is the same as that detailed above for calculation of diluted earnings per share from continuing and discontinued operation.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 8. INTERIM DIVIDEND

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: nil).

### 9. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2015, the Group has acquired property, plant and equipment of approximately RMB104,000.

### 10. TRADE RECEIVABLES

Other than cash sales, invoices are normally payable within 30 days of issuance, except for certain well-established customers where the terms are extended up to 90 days. An aging analysis of the trade receivables at the end of the reporting period, based on invoice dates, is as follows:

	At 30 September 2015 RMB'000 (Unaudited)	At 31 March 2015 RMB'000 (Audited)
30 days or less	128,282	130,391
31 to 90 days	32,451	32,984
	<u>160,733</u>	<u>163,375</u>

### 11. PREPAYMENTS DEPOSITS AND OTHER RECEIVABLES

	At 30 September 2015 RMB'000 (Unaudited)	At 31 March 2015 RMB'000 (Audited)
Prepayments	148,836	67,193
Deposits	335	335
Other receivable	398	138
	<u>149,569</u>	<u>67,666</u>

As at 30 September 2015, prepayment of approximately RMB139 million (31 March 2015: RMB 67 million) was paid to a major supplier for guarantee the purchases of goods.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 12. PLEDGED BANK DEPOSITS

The Group's pledged bank deposits represented deposits pledged to banks to secure banking facilities granted to the Group as set out in note 14 to the interim financial statements. The deposits are in RMB and at fixed interest rates of 2.3% – 2.55% p.a..

### 13. TRADE PAYABLES

The aging analysis of the trade payables at the end of the reporting period, based on invoice dates, is as follows:

	At 30 September 2015 RMB'000 (Unaudited)	At 31 March 2015 RMB'000 (Audited)
30 days or less	138,533	91,366
31 to 90 days	30,334	48,303
91 to 180 days	11,906	16,556
	<u>180,773</u>	<u>156,225</u>

### 14. BANK BORROWINGS

	At 30 September 2015 RMB'000 (Unaudited)	At 31 March 2015 RMB'000 (Audited)
Bank loans	<u>218,000</u>	<u>227,730</u>
	<u>218,000</u>	<u>227,730</u>

The borrowings are repayable as follows:

On demand or within one year

The carrying amounts of the Group's borrowings are denominated in RMB, the average interest rates at 30 September 2015 range from 5% to 6.77%.



## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 14. BANK BORROWINGS (Continued)

Bank borrowings of RMB200 million (31 March 2015: RMB200 million) are arranged at fixed interest rates and expose the Group to fair value interest rate risk. Other borrowings are arranged at floating rates, thus exposing the Group to cash flow interest rate risk.

The Group's borrowings are secured by the pledged bank deposits of RMB280 million (31 March 2015: RMB210 million) and property and personal guarantee from related parties.

### 15. SHARE CAPITAL

A summary of the share capital of the Company is as follows:

	<b>Number of shares</b>	<b>Amount RMB'000</b>
<i>Authorised:</i>		
Ordinary shares of HK\$0.01 each At 31 March 2015, 1 April 2015 and 30 September 2015	<u>19,800,000,000</u>	<u>157,061</u>
Preference shares of HK\$0.01 each At 31 March 2015, 1 April 2015 and 30 September 2015	<u>200,000,000</u>	<u>1,586</u>
<i>Issued and fully paid:</i>		
Ordinary shares of HK\$0.01 each At 31 March 2015 and 1 April 2015	469,477,188	3,864
Issue of shares on placement on 1 April 2015	<u>66,860,000</u>	<u>528</u>
As at 30 September 2015	<u>536,337,188</u>	<u>4,392</u>

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 16. CONTINGENT LIABILITIES

The Directors were not aware of any significant contingent liabilities of the Group as at 30 September 2015 (31 March 2015: Nil).

### 17. EVENTS AFTER THE REPORTING PERIOD

- (a) On 23 May 2015, the Company entered into an agreement (the “First Agreement”) with Perfect Future Investment Limited (the “Seller”) regarding the sale and purchase of 25% equity interests in the target company (the “Target”). Subsequently on 23 August 2015, the Company entered into the Second Agreement in relation to the acquisition of the remaining 75% equity interests in the Target based on the same terms in the acquisition of the 25% equity interests of the Target under the First Agreement. Accordingly, the Seller is a connected person of the Company at issuer level. The Target is principally engaged in the food processing business and holding of properties. The transaction in relation to the acquisition of 100% equity interests in the Target has not yet completed as at the date of the report.
- (b) On 19 November 2015, the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Company has conditionally agreed to place up to 107,260,000 Placing Shares through the Placing Agent on a best effort basis, at a price of HK\$0.91 per Placing Share.

### 18. APPROVAL OF THE INTERIM FINANCIAL STATEMENTS

These Interim Financial Statements were approved and authorised for issue by the Board of Directors on 30 November 2015.