



**GLOBAL TECH (HOLDINGS) LIMITED**  
**耀科國際(控股)有限公司\***

(Stock Code 股份代號 : 143)



**2016**

Interim Report 中期報告

\* For identification purpose only 僅供識別

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The board of directors (the "Board") of Global Tech (Holdings) Limited (the "Company") announces the unaudited condensed consolidated financial statements of the Company and its subsidiaries (collectively the "Group") for the six months ended 31 March 2016.

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

For the six months ended 31 March 2016

耀科國際(控股)有限公司(「本公司」)董事會(「董事會」)宣佈，本公司及其附屬公司(統稱「本集團」)截至二零一六年三月三十一日止六個月之未經審核簡明綜合財務報告。

## 簡明綜合損益及其他全面收益表

截至二零一六年三月三十一日止六個月

		For the six months ended 31 March		
		截至三月三十一日止六個月		
		2016	2015	
		(Unaudited)	(Unaudited)	
		HK\$'000	HK\$'000	
		二零一六年	二零一五年	
		(未經審核)	(未經審核)	
		港幣千元	港幣千元	
		Notes		
		附註		
Revenue	收益	3	<b>47,472</b>	35,309
Cost of sales	銷售成本		<b>(34,536)</b>	(24,616)
Gross profit	毛利		<b>12,936</b>	10,693
Other revenue	其他收益	4	<b>375</b>	26
Other income	其他收入		–	471
Selling and distribution expenses	銷售及分銷支出		<b>(16)</b>	(632)
Administrative expenses	行政支出		<b>(23,911)</b>	(18,184)
Other operating expenses	其他經營支出		<b>(45)</b>	(1,789)
Finance costs	財務成本		<b>(238)</b>	–
Loss before taxation	除稅前虧損	5	<b>(10,899)</b>	(9,415)
Taxation	稅項	6	<b>(149)</b>	–
<b>Loss for the period</b>	<b>期內虧損</b>		<b>(11,048)</b>	(9,415)

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

For the six months ended 31 March 2016

**簡明綜合損益及其他全面收益表**  
(續)

截至二零一六年三月三十一日止六個月

		For the six months ended 31 March	
		2016 (Unaudited) Notes 二零一六年 (未經審核) 附註 港幣千元	2015 (Unaudited) 二零一五年 (未經審核) 港幣千元
<b>Other comprehensive income</b>	其他全面收入		
<b>Item that may be reclassified</b>	其後可能重新分類至損益之項目：		
<b>subsequently to profit or</b>			
<b>loss:</b>			
Exchange differences on translating foreign operations	換算海外業務之匯兌差額	70	1,689
<b>Other comprehensive income</b>	期內其他全面收入，扣除稅項	70	1,689
<b>for the period, net of tax</b>			
<b>Total comprehensive loss for</b>	期內全面虧損總額	(10,978)	(7,726)
<b>the period</b>			
<b>Loss for the period</b>	本公司擁有人應佔期內虧損	(11,048)	(9,415)
<b>attributable to owners of</b>			
<b>the Company</b>			
<b>Total comprehensive loss for</b>	本公司擁有人應佔期內	(10,978)	(7,726)
<b>the period attributable to</b>	全面虧損總額		
<b>owners of the Company</b>			
<b>Loss per share attributable to</b>	本公司擁有人應佔每股虧損	7	
<b>owners of the Company</b>			
Basic and diluted	基本及攤薄	HK\$(0.002) 港幣(0.002)元	HK\$(0.002) 港幣(0.002)元

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 March 2016

## 簡明綜合財務狀況表

於二零一六年三月三十一日

			At 31 March 2016 (Unaudited) HK\$'000 於二零一六年 三月三十一日 (未經審核) 港幣千元	At 30 September 2015 (Audited) HK\$'000 於二零一五年 九月三十日 (經審核) 港幣千元
	Notes			
	附註			
<b>Non-current assets</b>		<b>非流動資產</b>		
Property, plant and equipment	9	物業、廠房及設備	2,397	2,918
Available-for-sale financial assets		可供出售金融資產	5,950	5,950
			<b>8,347</b>	8,868
<b>Current assets</b>		<b>流動資產</b>		
Inventories		存貨	1,160	2,272
Trade receivables	10	應收貿易賬款	1,049	1,309
Prepayments, deposits and other receivables		預付款項、按金及其他應收款項	8,034	7,971
Financial assets at fair value through profit or loss		透過損益以公平價值列賬之金融資產	187	177
Tax recoverable		可收回稅項	-	20
Pledged time deposits	11	已抵押定期存款	5,035	5,030
Cash and bank balances		現金及銀行結餘	9,411	14,298
			<b>24,876</b>	31,077
<b>Current liabilities</b>		<b>流動負債</b>		
Trade payables	12	應付貿易賬款	2,953	4,339
Accrued charges and other payables		應計費用及其他應付款項	13,653	8,011
Secured bank borrowings		有抵押銀行借貸	4,500	4,500
			<b>21,106</b>	16,850

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION** (continued)

At 31 March 2016

**簡明綜合財務狀況表(續)**

於二零一六年三月三十一日

			At 31 March 2016 (Unaudited) Notes 於二零一六年 三月三十一日 (未經審核) 附註 港幣千元	At 30 September 2015 (Audited) 於二零一五年 九月三十日 (經審核) 港幣千元
<b>Net current assets</b>	流動資產淨額		<b>3,770</b>	14,227
<b>Total assets less current liabilities</b>	總資產減流動負債		<b>12,117</b>	23,095
<b>Net assets</b>	資產淨額		<b>12,117</b>	23,095
<b>Equity</b>	權益			
<b>Capital and reserves attributable to owners of the Company</b>	本公司擁有人應佔資本及儲備			
Share capital	股本	13	<b>51,659</b>	51,659
Reserves	儲備		<b>(39,542)</b>	(28,564)
<b>Total equity</b>	總權益		<b>12,117</b>	23,095



## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 31 March 2016

## 簡明綜合權益變動表

截至二零一六年三月三十一日止六個月

		Share capital HK\$'000	Share premium HK\$'000	Capital reserve HK\$'000	Capital redemption reserve HK\$'000	Exchange difference reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
		股本 港幣千元	股份溢價 港幣千元	資本儲備 港幣千元	贖回儲備 港幣千元	匯兌 差額儲備 港幣千元	累計虧損 港幣千元	合計 港幣千元
At 1 October 2015 (Audited)	於二零一五年 十月一日 (經審核)	51,659	457,804	2,450	160	5,841	(494,819)	23,095
Loss for the period	期內虧損	-	-	-	-	-	(11,048)	(11,048)
Item that may be reclassified subsequently to profit or loss:	其後可能重新分類至 損益之項目:							
Exchange differences on translating foreign operations	換算海外業務之 匯兌差額	-	-	-	-	70	-	70
Total comprehensive income/(loss) for the period	期內全面收入/(虧損) 總額	-	-	-	-	70	(11,048)	(10,978)
<b>At 31 March 2016 (Unaudited)</b>	<b>於二零一六年 三月三十一日 (未經審核)</b>	<b>51,659</b>	<b>457,804</b>	<b>2,450</b>	<b>160</b>	<b>5,911</b>	<b>(505,867)</b>	<b>12,117</b>
At 1 October 2014 (Audited)	於二零一四年 十月一日 (經審核)	51,659	457,804	2,450	160	32	(471,474)	40,631
Loss for the period	期內虧損	-	-	-	-	-	(9,415)	(9,415)
Item that may be reclassified subsequently to profit or loss:	其後可能重新分類至 損益之項目:							
Exchange differences on translating foreign operations	換算海外業務之 匯兌差額	-	-	-	-	1,689	-	1,689
Total comprehensive income/(loss) for the period	期內全面收入/(虧損) 總額	-	-	-	-	1,689	(9,415)	(7,726)
At 31 March 2015 (Unaudited)	於二零一五年 三月三十一日 (未經審核)	51,659	457,804	2,450	160	1,721	(480,889)	32,905

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**

For the six months ended 31 March 2016

**簡明綜合現金流量表**

截至二零一六年三月三十一日止六個月

		<b>For the six months ended 31 March</b>	
		截至三月三十一日止六個月	
		<b>2016</b>	2015
		<b>(Unaudited)</b>	(Unaudited)
		<b>HK\$'000</b>	HK\$'000
		二零一六年	二零一五年
		(未經審核)	(未經審核)
		港幣千元	港幣千元
Net cash used in operating activities	經營業務所使用之現金淨額	<b>(4,694)</b>	(4,472)
Net cash used in investing activities	投資業務所使用之現金淨額	<b>(142)</b>	(2,335)
Net cash used in financing activities	融資活動所使用之現金淨額	<b>(56)</b>	(5,000)
<b>Net decrease in cash and cash equivalents</b>	<b>現金及現金等價物之減少淨額</b>	<b>(4,892)</b>	(11,807)
<b>Cash and cash equivalents at the beginning of the period</b>	<b>期初之現金及現金等價物</b>	<b>14,298</b>	24,646
<b>Effect of foreign exchange rate changes</b>	<b>匯率變動之影響</b>	<b>5</b>	(8)
<b>Cash and cash equivalents at the end of the period</b>	<b>期末之現金及現金等價物</b>	<b>9,411</b>	12,831
<b>Analysis of the balances of cash and cash equivalents</b>	<b>現金及現金等價物結餘分析</b>		
Cash and bank balances	現金及銀行結餘	<b>9,411</b>	12,831



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 31 March 2016

### 1. CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands on 9 December 1998 as an exempted company with limited liability and its shares have a primary listing on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and a secondary listing on Singapore Exchange Securities Trading Limited.

The registered office of the Company is P.O. Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands and the principal place of business of the Company is located at Room 2903, Prosperity Place, 6 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong.

The principal activity of the Company is investment holding. Its subsidiaries are principally engaged in trading of telecommunications products, provision of repair services for telecommunications products and investments in financial assets.

The directors of the Company (the "Directors") regard CITIC Guoan Group\*, a company established in the People's Republic of China (the "PRC") with limited liability as one of the substantial shareholders of the Company.

### 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The interim report contains unaudited condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since 2015 annual financial statements. The unaudited condensed consolidated financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), which is a collective term that includes all applicable individual HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations ("Ints") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and accounting principles generally accepted in Hong Kong.

\* For identification purpose only

## 簡明綜合財務報告附註

截至二零一六年三月三十一日止六個月

### 1. 公司資料

本公司於一九九八年十二月九日在開曼群島註冊成立為一間獲豁免有限公司，其股份在香港聯合交易所有限公司（「聯交所」）擁有第一上市地位，及於新加坡證券交易所有限公司擁有第二上市地位。

本公司之註冊辦事處為P.O. Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands，而本公司主要業務地點位於香港九龍觀塘成業街6號泓富廣場2903室。

本公司之主要業務為投資控股，其附屬公司主要從事電訊產品貿易、提供電訊產品維修服務及金融資產投資。

本公司董事（「董事」）認為在中華人民共和國（「中國」）成立之有限責任公司中信國安集團有限公司為本公司主要股東之一。

### 2. 編製基準及會計政策

本中期報告載有未經審核簡明綜合財務報告及選定之說明附註。此等附註載有多項事件及交易之說明，而該等說明對了解本集團自二零一五年度財務報告刊發以來之財政狀況及表現之變化非常重要。本未經審核簡明綜合財務報告及其附註並不包括所有按照香港會計師公會（「香港會計師公會」）頒佈之適用之香港財務報告準則（「香港財務報告準則」）編製整套財務報告所需之全部資料。總括而言，香港財務報告準則包括所有適用之個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋（「詮釋」）以及香港普遍公認之會計準則。

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

The unaudited condensed consolidated financial statements have been prepared in accordance with HKAS 34 “Interim Financial Reporting” issued by the HKICPA and the applicable disclosure requirements set out in Appendix 16 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

The measurement basis used in the preparation of these unaudited condensed consolidated financial statements is historical cost except for certain financial instruments that are measured at fair value.

These unaudited condensed consolidated financial statements should be read in conjunction with the annual financial statements for the year ended 30 September 2015. The accounting policies and methods of computation used in the preparation of these unaudited condensed consolidated financial statements are consistent with those used in the annual financial statements for the year ended 30 September 2015. No new and amendments to HKFRSs are mandatorily effective for the current interim period.

The Group has not early adopted the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKAS 1 (Amendments)	Disclosure Initiative <sup>1</sup>
HKAS 16 and HKAS 38 (Amendments)	Clarification of Acceptable Methods of Depreciation and Amortisation <sup>1</sup>
HKAS 16 and HKAS 41 (Amendments)	Agriculture: Bearer Plants <sup>1</sup>
HKAS 27 (Amendments)	Equity Method in Separate Financial Statements <sup>1</sup>
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2012-2014 Cycle <sup>1</sup>
HKFRS 9 (As revised in 2014)	Financial Instruments <sup>2</sup>
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>

## 2. 編製基準及會計政策（續）

本未經審核簡明綜合財務報告乃根據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」及聯交所證券上市規則（「上市規則」）附錄十六之適用披露規定而編製。

編製此等未經審核簡明綜合財務報告時使用歷史成本法作為計算基準，惟以公平價值列賬之若干金融工具除外。

此等未經審核簡明綜合財務報告應與截至二零一五年九月三十日止年度之年度財務報告一併參閱。編製此等未經審核簡明綜合財務報告所採用之會計政策及計算方法，與截至二零一五年九月三十日止年度之年度財務報告所採納者一致。本中期期間概無強制生效之新訂及經修訂香港財務報告準則。

本集團並無提早採納下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港會計準則第1號（修訂本）	披露主動性 <sup>1</sup>
香港會計準則第16號及香港會計準則第38號（修訂本）	澄清折舊及攤銷之可接受方法 <sup>1</sup>
香港會計準則第16號及香港會計準則第41號（修訂本）	農業：生產性植物 <sup>1</sup>
香港會計準則第27號（修訂本）	獨立財務報告之權益法 <sup>1</sup>
香港財務報告準則（修訂本）	香港財務報告準則年度改進（二零一一年至二零一四年週期） <sup>1</sup>
香港財務報告準則第9號（於二零一四年修訂）	金融工具 <sup>2</sup>
香港財務報告準則第10號及香港會計準則第28號（修訂本）	投資者與其聯營公司或合營企業之間之資產出售或投入 <sup>3</sup>

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

HKFRS 10, HKFRS 12 and HKAS 28 (Amendments)	Investment Entities: Applying the Consolidation Exception <sup>1</sup>
HKFRS 11 (Amendments) HKFRS 14	Accounting for Acquisitions of Interests in Joint Operations <sup>1</sup> Regulatory Deferral Accounts <sup>1</sup>
HKFRS 15	Revenue from Contracts with Customers <sup>2</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2016.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2018.

<sup>3</sup> Effective for annual periods beginning on or after a date to be determined.

The Group is in the process of assessing the potential impact of the above new and amendments to HKFRSs upon initial application but is not yet in a position to determine whether these new and amendments to HKFRSs will have a significant impact on the Group's results of operations and financial position.

## 3. SEGMENT INFORMATION

For management purpose, the Group is principally engaged in (i) trading of telecommunications products; (ii) provision of repair services for telecommunications products; and (iii) investments in financial assets.

The Group's operating businesses are almost exclusively with customers based in Hong Kong. Accordingly, no segment analysis by geographical area of operations is provided.

An analysis of the Group's revenue and results for the six months ended 31 March 2016 and 2015 is as follows:

## 2. 編製基準及會計政策 (續)

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號 (修訂本)	投資實體：應用合併的例外規定 <sup>1</sup>
香港財務報告準則第11號 (修訂本) 香港財務報告準則第14號	收購合營業務權益之會計處理 <sup>1</sup> 監管遞延賬目 <sup>1</sup>
香港財務報告準則第15號	來自客戶合約之收益 <sup>2</sup>

<sup>1</sup> 於二零一六年一月一日或之後開始之年度期間生效。

<sup>2</sup> 於二零一八年一月一日或之後開始之年度期間生效。

<sup>3</sup> 於將予釐定日期或之後開始之年度期間生效。

本集團現正評估於首次應用上述新訂及經修訂香港財務報告準則後之潛在影響，惟尚未能確定該等新訂及經修訂香港財務報告準則會否對本集團經營業績及財務狀況之方式構成重大影響。

## 3. 分部資料

就管理而言，本集團主要從事：(i) 電訊產品貿易；(ii) 提供電訊產品維修服務；及(iii) 金融資產投資。

本集團經營業務的客戶幾乎全部均來自香港。因此，本集團並未提供按經營地區劃分的分部分析。

有關截至二零一六年及二零一五年三月三十一日止六個月本集團之收益及業績分析如下：

**3. SEGMENT INFORMATION** (continued)

For the six months ended 31 March 2016

**3. 分部資料** (續)

截至二零一六年三月三十一日止六個月

		Trading of telecommunications products (Unaudited) HK\$'000 電訊產品貿易 (未經審核) 港幣千元	Provision of repair services for telecommunications products (Unaudited) HK\$'000 提供電訊 產品維修服務 (未經審核) 港幣千元	Investments in financial assets (Unaudited) HK\$'000 金融資產投資 (未經審核) 港幣千元	Consolidated (Unaudited) HK\$'000 綜合 (未經審核) 港幣千元
Revenue	收益	2,421	45,041	10	47,472
Segment results	分部業績	731	(2,395)	10	(1,654)
Interest income	利息收入				7
Finance cost	財務成本				(238)
Unallocated income	未分配收入				745
Unallocated expenses	未分配支出				(9,759)
Loss before taxation	除稅前虧損				(10,899)
Taxation	稅項				(149)
Loss for the period	期內虧損				(11,048)

For the six months ended 31 March 2015

截至二零一五年三月三十一日止六個月

		Trading of telecommunications products (Unaudited) HK\$'000 電訊產品貿易 (未經審核) 港幣千元	Provision of repair services for telecommunications products (Unaudited) HK\$'000 提供電訊 產品維修服務 (未經審核) 港幣千元	Investments in financial assets (Unaudited) HK\$'000 金融資產投資 (未經審核) 港幣千元	Consolidated (Unaudited) HK\$'000 綜合 (未經審核) 港幣千元
Revenue	收益	3,028	32,281	-	35,309
Segment results	分部業績	(678)	(720)	-	(1,398)
Interest income	利息收入				18
Unallocated income	未分配收入				431
Unallocated expenses	未分配支出				(8,466)
Loss before taxation	除稅前虧損				(9,415)
Taxation	稅項				-
Loss for the period	期內虧損				(9,415)

**3. SEGMENT INFORMATION** (continued)

Revenue reported above represents revenue generated from external customers. There were no inter-segment sales for the six months ended 31 March 2016 (2015: HK\$ Nil).

**4. OTHER REVENUE****3. 分部資料** (續)

上文呈報之收益指對外客戶產生之收益。截至二零一六年三月三十一日止六個月並無分部間之銷售(二零一五年:港幣零元)。

**4. 其他收益**

		For the six months ended 31 March	
		截至三月三十一日止六個月	
		2016	2015
		(Unaudited)	(Unaudited)
		HK\$'000	HK\$'000
		二零一六年	二零一五年
		(未經審核)	(未經審核)
		港幣千元	港幣千元
Interest income	利息收入	7	18
Sundry income	雜項收入	368	8
		<b>375</b>	<b>26</b>

**5. LOSS BEFORE TAXATION**

Loss before taxation has been arrived at after charging/(crediting):

**5. 除稅前虧損**

除稅前虧損已扣除/(計入)下列項目:

		For the six months ended 31 March	
		截至三月三十一日止六個月	
		2016	2015
		(Unaudited)	(Unaudited)
		HK\$'000	HK\$'000
		二零一六年	二零一五年
		(未經審核)	(未經審核)
		港幣千元	港幣千元
Cost of trading inventories sold	已售貿易存貨成本	964	1,637
Employee benefit expenses (including directors' emoluments)	僱員福利支出 (包括董事酬金)	14,134	11,005
Retirement benefit costs (including directors' retirement benefit costs)	退休福利成本(包括董事之 退休福利成本)	599	462
Depreciation	折舊	654	550
Bad debts written off*	呆壞賬撇銷*	28	34
Loss on disposal of property, plant and equipment*	出售物業、廠房及設備 之虧損*	10	-
Allowance for inventories	存貨撥備	255	248
Reversal of allowance for inventories	存貨撥備撥回	(21)	(106)
Written off of inventories	存貨撇銷	8	57

\* Items included in other operating expenses.

\* 計入其他經營支出之項目。

## 6. TAXATION

**Current tax:**  
Hong Kong Profits Tax

**即期稅項：**  
香港利得稅

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Hong Kong Profits Tax is calculated at 16.5% on the estimated assessable profits for both periods. Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

## 7. LOSS PER SHARE

The calculation of the basic loss per share is based on the loss attributable to owners of the Company of approximately HK\$11,048,000 (2015: HK\$9,415,000) and on 5,165,973,933 ordinary shares (2015: 5,165,973,933 ordinary shares) in issue during the period.

The diluted loss per share for the periods ended 31 March 2016 and 2015 were same as the basic loss per share of the respective periods as there were no potential outstanding shares during the periods.

## 8. DIVIDENDS

The Board does not recommend the payment of interim dividend for the six months ended 31 March 2016 (2015: HK\$ Nil).

## 9. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 31 March 2016, the Group acquired property, plant and equipment at a cost of approximately HK\$143,000 (for the six months ended 31 March 2015: HK\$368,000).

During the six months ended 31 March 2016, the Group disposed of property, plant and equipment at a cost of approximately 343,000 (for the six months ended 31 March 2015: HK\$Nil).

## 6. 稅項

**For the six months ended  
31 March**

**截至三月三十一日止六個月**

<b>2016</b>	2015
<b>(Unaudited)</b>	(Unaudited)
<b>HK\$'000</b>	HK\$'000
<b>二零一六年</b>	二零一五年
<b>(未經審核)</b>	(未經審核)
<b>港幣千元</b>	港幣千元

香港利得稅乃以兩段期間內估計之應課稅溢利按16.5%之稅率計算。於其他司法權區產生之稅項乃按相關司法權區現行之稅率計算。

## 7. 每股虧損

每股基本虧損乃根據期內本公司擁有人應佔虧損約港幣11,048,000元（二零一五年：港幣9,415,000元）及已發行5,165,973,933股普通股（二零一五年：5,165,973,933股普通股）計算。

由於期內並無潛在尚未發行股份，故截至二零一六年及二零一五年三月三十一日止期間之每股攤薄虧損與各期間之每股基本虧損相同。

## 8. 股息

董事會不建議派發截至二零一六年三月三十一日止六個月之中期股息（二零一五年：港幣零元）。

## 9. 物業、廠房及設備

截至二零一六年三月三十一日止六個月，本集團購買物業、廠房及設備之成本約港幣143,000元（截至二零一五年三月三十一日止六個月：港幣368,000元）。

截至二零一六年三月三十一日止六個月，本集團以成本約港幣343,000元（截至二零一五年三月三十一日止六個月：港幣零元）出售物業、廠房及設備。

## 10. TRADE RECEIVABLES

At the end of the reporting periods, the aging analysis of the trade receivables is as follows:

		At 31 March 2016 (Unaudited) HK\$'000 於二零一六年 三月三十一日 (未經審核) 港幣千元	At 30 September 2015 (Audited) HK\$'000 於二零一五年 九月三十日 (經審核) 港幣千元
Current	即期	351	531
One to three months overdue	逾期一至三個月	315	383
More than three months but less than twelve months overdue	逾期三個月以上 但十二個月以內	93	50
Over twelve months overdue	逾期十二個月以上	139,546	139,586
		<b>140,305</b>	140,550
Less: Impairment loss recognised	減：已確認減值虧損	<b>(139,256)</b>	(139,241)
		<b>1,049</b>	1,309

### Note:

The credit terms granted to the Group's customers vary and are generally the results of negotiations between the Group and individual customers.

## 11. PLEDGED TIME DEPOSITS

The balances, which were carried at the prevailing market interest rate, representing deposits pledged to a bank to secure short-term bank borrowings granted to the Group, and is therefore classified as current assets. The pledged deposits will be released upon expiry or termination or upon settlement of the relevant bank borrowings. At 31 March 2016, all the pledged time deposits were denominated in Hong Kong Dollar.

## 10. 應收貿易賬款

於報告期末，應收貿易賬款之賬齡分析如下：

		At 31 March 2016 (Unaudited) HK\$'000 於二零一六年 三月三十一日 (未經審核) 港幣千元	At 30 September 2015 (Audited) HK\$'000 於二零一五年 九月三十日 (經審核) 港幣千元
Current	即期	351	531
One to three months overdue	逾期一至三個月	315	383
More than three months but less than twelve months overdue	逾期三個月以上 但十二個月以內	93	50
Over twelve months overdue	逾期十二個月以上	139,546	139,586
		<b>140,305</b>	140,550
Less: Impairment loss recognised	減：已確認減值虧損	<b>(139,256)</b>	(139,241)
		<b>1,049</b>	1,309

### 附註：

給予本集團客戶之賬期各有不同，一般乃本集團與個別客戶磋商之結果。

## 11. 已抵押定期存款

按現行市場利率計息之結餘指作為存款抵押予銀行以獲取授予本集團之短期銀行借貸，因此被分類為流動資產。已抵押存款將於有關銀行借貸屆滿或終止或已償還時解除。於二零一六年三月三十一日，所有已抵押定期存款均以港元計值。



**12. TRADE PAYABLES**

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

		At 31 March 2016 (Unaudited) HK\$'000 於二零一六年 三月三十一日 (未經審核) 港幣千元	At 30 September 2015 (Audited) HK\$'000 於二零一五年 九月三十日 (經審核) 港幣千元
Current and within one month	即期及一個月內	2,932	4,321
One to three months overdue	逾期一至三個月	-	8
Over three months overdue	逾期三個月以上	21	10
		<b>2,953</b>	<b>4,339</b>

**13. SHARE CAPITAL****13. 股本**

		At 31 March 2016 (Unaudited) HK\$'000 於二零一六年 三月三十一日 (未經審核) 港幣千元	At 30 September 2015 (Audited) HK\$'000 於二零一五年 九月三十日 (經審核) 港幣千元
Authorised:	法定:		
20,000,000,000 ordinary shares of HK\$0.01 each	20,000,000,000股每股面值 港幣0.01元之普通股	<b>200,000</b>	200,000
Issued and fully paid:	已發行及繳足:		
5,165,973,933 ordinary shares of HK\$0.01 each	5,165,973,933股每股面值 港幣0.01元之普通股	<b>51,659</b>	51,659

## 14. MATERIAL RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the unaudited condensed consolidated financial statements, the Group had the following material related party transactions during the period:

### Key management personnel compensation

Compensation for key management personnel, including amounts paid to the Directors, is as follows:

		<b>2016</b> <b>(Unaudited)</b> <b>HK\$'000</b> 二零一六年 (未經審核) 港幣千元	<b>2015</b> <b>(Unaudited)</b> <b>HK\$'000</b> 二零一五年 (未經審核) 港幣千元
Salaries and other short-term benefits	薪金及其他短期福利	1,001	840
Contributions to retirement fund	退休金供款	11	9
		<b>1,012</b>	<b>849</b>

## 15. OPERATING LEASE COMMITMENTS

The Group leases certain of its properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to five years.

At the end of the reporting periods, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		<b>At 31 March 2016</b> <b>(Unaudited)</b> <b>HK\$'000</b> 於二零一六年三月三十一日 (未經審核) 港幣千元	<b>At 30 September 2015</b> <b>(Audited)</b> <b>HK\$'000</b> 於二零一五年九月三十日 (經審核) 港幣千元
Within one year	一年內	3,483	2,564
In the second to fifth years, inclusive	第二年至第五年 (首尾兩年包括在內)	2,029	2,355
		<b>5,512</b>	<b>4,919</b>

## 14. 主要關連人士交易

除於未經審核簡明綜合財務報告另有披露者外，本集團於期內有以下主要關連人士交易：

### 主要管理人員酬金

支付予主要管理人員之酬金（包括支付予董事之金額）詳情如下：

<b>For the six months ended</b> <b>截至三月三十一日止六個月</b>	
<b>2016</b> <b>(Unaudited)</b> <b>HK\$'000</b> 二零一六年 (未經審核) 港幣千元	<b>2015</b> <b>(Unaudited)</b> <b>HK\$'000</b> 二零一五年 (未經審核) 港幣千元

## 15. 經營租賃承擔

本集團根據經營租賃安排租賃若干物業。而物業之租賃年期經磋商後釐定為一年至五年不等。

於報告期末，本集團根據下列期間到期之不可撤銷經營租賃而於未來之最低租賃款項之總額如下：

## BUSINESS REVIEW AND OUTLOOK

### New Phase

On 14 December 2015, Road Shine Developments Limited, (the "Offeror"), entered into a Sale and Purchase Agreement with Optimum Pace International Limited, the controlling shareholder of the Company at that time, to acquire 2,737,970,000 shares in the Company, representing approximately 53.00% of the total issued share capital of the Company as at the date of the Sale and Purchase Agreement. Road Shine Developments Limited, through Guoan (HK) Holdings Limited, is indirectly owned by 中信國安集團有限公司 (CITIC Guoan Group\*), a conglomerate in the PRC market headquartered in Beijing.

Immediately following the completion of the Sale and Purchase Agreement, the Offeror and the parties acting in concert with it were interested in 53.00% of the existing issued ordinary share capital of the Company, thereby triggering the mandatory general offer obligation under Rule 26.1 of the Takeovers Code. An offer, subsequently made open for acceptance to the Company's shareholders, was closed on 24 February 2016.

The Offeror received valid acceptances in respect of a total of 11,240,892 shares under the offer. As a result thereof, the Offeror is interested in an aggregate of 2,749,210,892 shares, representing approximately 53.218% of total issued share capital of the Company.

The Group intends to continue the existing principal businesses. As for the current financial position of the Group, the new management will draw out plans to strengthen the Group's financial position whilst taking into consideration the capital market conditions. Furthermore, the Group also intends to identify investment opportunities to improve its business prospects. A review on the financial position and the operations of the Company will be conducted before the new management formulates its long-term business plans and strategies.

## 業務回顧及展望

### 企業新臺階

二零一五年十二月十四日，Road Shine Developments Limited（「買方」）與本公司當時控股股東Optimum Pace International Limited訂立買賣協議，收購本公司2,737,970,000股股份，相當於買賣協議當日本公司所發行之股本約53.00%。中信國安集團有限公司透過國安（香港）控股有限公司間接擁有Road Shine Developments Limited；中信國安集團有限公司總部設於北京，為中國市場一家綜合企業。

緊隨買賣協議完成後，買方及其一致行動人士擁有本公司當時已發行普通股本約53.00%之權益，因此觸發收購守則規則26.1項下強制性全面要約責任。隨後向本公司全體股東提出供其接納的要約於二零一六年二月二十四日截止。

買方根據要約接獲合共11,240,892股之有效接納股份。因此，買方合共擁2,749,210,892股股份權益，相當於本公司全部已發行股本約53.218%。

本集團擬繼續從事現有的主要業務。就集團目前財務狀況而言，新管理層將釐定計劃及考慮資本市場境況以改善集團之財務狀況。本集團亦有意物色投資機會以改善業務前景。新管理層將先行審閱公司之財務及營運狀況，方為公司制訂任何長遠業務計劃及策略。

\* For identification purpose only

## BUSINESS REVIEW AND OUTLOOK *(continued)*

### New Management

With effect from the conclusion of the annual general meeting of the Company held on 11 March 2016, Mr. Sy Ethan, Timothy resigned as Chairman of the Board and Chief Executive Officer (“CEO”) of the Company, and Mr. Du Jun was appointed as Chairman of the Board.

Mr. So Haw Herman and Mr. Huang Zhen Qian were appointed as Executive Director and Non-executive Director respectively, on 3 February 2016. With effect from 11 March 2016, Mr. Du Jun, Mr. Li Xiang Yu, Mr. Cui Ming Hong and Mr. Yang Li Ming were appointed as Non-executive Directors, and Mr. Wong Chun Man, Mr. Tse Yung Hoi and Mr. Ng Man Kung were appointed as Independent Non-executive Directors. Mr. Huang Zhen Qian was re-designated as Executive Director.

### Business Review

Economic dynamics have worsened since the final quarter of 2015, with volatility in the China market and falling commodity prices adding further pressure to the global financial system. Following a turbulent start at the outset of the year 2016, the global economy has moved into a more stable phase. Economic uncertainty, however, remains high amidst weak global demand and geopolitical issues.

In Hong Kong, mobile phone retail volume sales declined by 4% in 2015, mainly as a result of saturation and moderated tourist spending on mobile electronics in the city. Continued negative retail volume compound annual growth rate of mobile phones is forecasted by Euromonitor over the period of 2015-2020.

The Group recorded a gross profit for the six months ended 31 March 2016 (the “Period”) of approximately HK\$12.9 million (31 March 2015: HK\$10.7 million), an increase of 21.0% year on year. Revenue for the Period went up 34.4% to approximately HK\$47.5 million (31 March 2015: HK\$35.3 million). During the Period, a net loss of approximately HK\$11.0 million (31 March 2015: HK\$9.4 million) was incurred.

Revenue generated from the provision of repair services during the Period increased by 39.5% year on year to approximately HK\$45.0 million (31 March 2015: HK\$32.3 million) reflecting an increased demand for smartphone upgrading services. Nonetheless, this services provision segment has provided a steady stream of recurrent income for the Group, while complementing the trading business.

## 業務回顧及展望 (續)

### 新管理層

施懿庭先生已辭任董事會主席兼行政總裁（「行政總裁」），杜軍先生獲委任為董事會主席，由二零一六年三月十一日本公司舉行之股東週年大會結束後生效。

蘇灝先生及黃振謙先生分別獲委任為執行董事及非執行董事，自二零一六年二月三日起生效。杜軍先生、李向禹先生、崔明宏先生及楊立明先生獲委任為非執行董事；王俊文先生、謝湧海先生及吳文拱先生獲委任為獨立非執行董事，而黃振謙先生則調任為執行董事，以上均由二零一六年三月十一日起生效。

### 業務回顧

全球經濟動力自二零一五年最後季度開始轉弱，中國經濟的不穩定及商品價格持續下跌，讓全球金融系統更添壓力。全球經濟經歷二零一六年初期的大幅動蕩後，現已進入較穩定局面，惟在疲弱的全球需求和地緣政治問題的影響下，經濟仍然高度不明朗。

香港的手機零售銷量在二零一五年下降4%，主要由於市場飽和及旅客在港的移動電子產品消費放緩所致。根據歐睿國際的估算，在二零一五至二零二零年的預測期內，香港的手機零售銷量將持續錄得負年均複合增長率。

本集團截至二零一六年三月三十一日止六個月（「本期間」）錄得毛利約港幣1,294萬元（二零一五年三月三十一日：港幣1,070萬元），按年增加21.0%。本期間收益按年上升34.4%至約港幣4,747萬元（二零一五年三月三十一日：港幣3,531萬元）。本期間虧損淨額約為港幣1,105萬元（二零一五年三月三十一日：港幣942萬元）。

由於智能手機升級服務需求增加，提供維修服務之收入按年增加39.5%，至約港幣4,504萬元（二零一五年三月三十一日：港幣3,230萬元）。服務分部與貿易業務相輔相成，為集團提供穩定的經常性收益。

## BUSINESS REVIEW AND OUTLOOK (continued)

### Financial Review

As at 31 March 2016, overall inventory remained at a relatively low level of approximately HK\$1.2 million (30 September 2015: HK\$2.3 million).

As at 31 March 2016, a fixed deposit of approximately HK\$5.0 million (30 September 2015: HK\$5.0 million) was pledged to secure banking facilities during the Period. The current ratio was approximately 1.18 (30 September 2015: 1.84) while the liquid ratio was approximately 1.12 (30 September 2015: 1.71).

The Group's bank borrowings amounted to HK\$4.5 million (30 September 2015: HK\$4.5 million) as at 31 March 2016. Its gearing ratio, expressed as a percentage of total borrowings over total assets, was 13.5% (30 September 2015: 11.3%).

As in previous years, the Group will continue to adopt a conservative cash management policy. The Group conducts its core business transactions mainly in Hong Kong dollars and United States dollars. The greater part of its cash and bank balances is also in either Hong Kong dollars or United States dollars, given the pegging of the Hong Kong dollar to the United States dollar, this provides a natural hedge against currency fluctuations under the normal business trading circumstances.

### Outlook

Going forward, the global economic growth is expected to be slow, as seen on advanced economies' recovery rate and the prolonged burden on emerging economies. The Group will remain focused on building resilience to a weaker and uncertain economic environment. It will also continue to navigate its existing operations through the macro challenges, through identifying and pursuing opportunities to adjust its product and service offerings in response to squeezed after-sales service margins, as well as market and technological changes. Stringent cost control and risk management will continue to apply as the Group moves ahead with its business development plans. The mission of the Group remains to achieve sustainable development in order to safeguard long-term shareholder value.

## 業務回顧及展望 (續)

### 財務回顧

於二零一六年三月三十一日，本集團的整體存貨繼續維持於較低水平，約為港幣116萬元（二零一五年九月三十日：港幣230萬元）。

於二零一六年三月三十一日，本集團以約港幣503萬元（二零一五年九月三十日：港幣503萬元）的定期存款作為抵押，於本期間內獲得銀行信貸。流動比率約為1.18（二零一五年九月三十日：1.84），而速動資產比率則約為1.12（二零一五年九月三十日：1.71）。

本集團於二零一六年三月三十一日年的銀行借貸為港幣450萬元（二零一五年九月三十日：港幣450萬元）。以總借貸相對總資產計算的資產負債比率為13.5%（二零一五年九月三十日：11.3%）。

一如往年，本集團將繼續採取謹慎的現金管理政策。本集團的核心業務主要以港元及美元進行交易。由於大部分現金及銀行結餘均為港元或美元，因此在正常貿易情況下，港元與美元之聯繫匯率發揮了匯價波動的自動對沖作用。

### 前景

有見於先進經濟體系的復甦進度停滯不前及新興經濟體系長時間受壓，預計未來全球的經濟增長將繼續遲緩。本集團將專注建立強韌的企業實力，以應對更形疲弱和不明朗的經濟環境。同時，集團會不斷物色及尋求機會，調整產品及服務組合，以應對售後服務邊際利潤受壓的問題，以及市場和科技上的改變，從而引領業務迎接各項宏觀挑戰。本集團在實行業務發展計劃的同時，亦不忘嚴格控制成本及管理風險。集團定當恪守企業使命，爭取可持續發展，以維護長期股東價值。

## BUSINESS REVIEW AND OUTLOOK *(continued)*

### Employee Information

Mr. Sy Ethan, Timothy and Mr. Sung Yee Keung, Ricky resigned as Executive Directors, Mr. Ko Wai Lun, Warren resigned as Non-executive Director, and Mr. Andrew David Ross, Mr. Geoffrey William Fawcett and Mr. Charles Robert Lawson resigned as Independent Non-executive Directors, all with effect from 11 March 2016.

The Board wishes to thank the former Directors for their contribution to the Company and looks forward to the next chapter of the development of the Group under the guidance of the new management team.

At 31 March 2016, the Group employed a workforce of 110 (31 March 2015: 110). Staff costs for the Period, including salaries, bonuses and allowances, were approximately HK\$14.6 million (31 March 2015: HK\$11.5 million).

The Group maintains a competitive remuneration policy to motivate, attract and retain talents. The remuneration packages mainly comprise of salary payments, group medical insurance plans and discretionary bonuses awarded on a performance basis. The Group provides pension schemes for employees as part of their staff benefits.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the six months ended 31 March 2016.

### DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

At 31 March 2016, none of the Directors or chief executive of the Company had any interests or short position 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 (Chapter 571 of the Laws of Hong Kong) (the "SFO")) as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code").

## 業務回顧及展望 (續)

### 僱員資料

施懿庭先生及宋義強先生已辭任執行董事；高偉倫先生辭任非執行董事；Andrew David Ross先生、Geoffrey William Fawcett先生及Charles Robert Lawson先生辭任獨立非執行董事之職；以上辭任皆由二零一六年三月十一日起生效。

各位前任董事對本公司貢獻良多，董事會謹此致謝，並期待本集團在新管理層的領導下踏上企業發展的新臺階，展開新一頁。

於二零一六年三月三十一日，本集團聘有110名員工（二零一五年三月三十一日：110名）。本期間之僱員成本（包括薪金、花紅及津貼）總額約為港幣1,460萬元（二零一五年三月三十一日：港幣1,150萬元）。

本集團維持具競爭力之薪酬政策，以激勵、吸引及挽留人才。薪酬主要包括薪金、企業醫療保險及以表現為基準之酌情花紅。員工福利亦包括本集團為僱員提供的退休金計劃。

### 購買、出售或贖回本公司上市證券

本公司及其任何附屬公司於截至二零一六年三月三十一日止六個月內概無購買、出售或贖回本公司任何上市證券。

### 董事於股份、相關股份及債權證中之權益

於二零一六年三月三十一日，本公司之董事或最高級行政人員概無於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債權證中擁有須記入本公司根據證券及期貨條例第352條存置之登記冊內，或根據上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之任何權益或淡倉。



## INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS DISCLOSEABLE UNDER THE SECURITIES AND FUTURES ORDINANCE

At 31 March 2016, the register of substantial shareholders maintained under section 336 of the SFO shows that the following companies (not being Directors or chief executive of the Company) had long positions of 5% or more in the shares of the Company which fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO:

Name of shareholder 股東名稱	Capacity 身份	Number of ordinary shares 普通股股份數目	Approximate percentage of shareholding 持股量概約百分比
Road Shine Developments Limited	Beneficial owner 實益擁有人	2,749,210,892	53.218%
Guoan (HK) Holdings Limited (Note)	Interest of controlled corporation 控制法團權益	2,749,210,892	53.218%
國安(香港)控股有限公司(附註)	Interest of controlled corporation 控制法團權益	2,749,210,892	53.218%
中信國安集團有限公司 (CITIC Guoan Group*) (Note)	Interest of controlled corporation 控制法團權益	2,749,210,892	53.218%
中信國安集團有限公司(附註)			

Note: Road Shine Developments Limited is held as to 100% by Guoan (HK) Holdings Limited, which in turn is held as to 100% by CITIC Guoan Group\*. Under the SFO, each of Guoan (HK) Holdings Limited and CITIC Guoan Group\* is deemed to be interested in all the shares held by Road Shine Developments Limited.

\* For identification purpose only

Save as disclosed above, no other person was recorded in the register required to be kept under section 336 of the SFO as having an interest or short position in the shares or underlying shares of the Company as at 31 March 2016.

## SHARE OPTION SCHEME

On 5 March 2015, a share option scheme (the "Option Scheme") was adopted by the shareholders of the Company. No share option has been granted under the Option Scheme since its adoption.

## 根據證券及期貨條例須予披露之 主要股東及其他人士之權益

於二零一六年三月三十一日，根據證券及期貨條例第336條存置之主要股東名冊所示，下列公司（非本公司董事或最高級行政人員）於根據證券及期貨條例第XV部第2及3分部須予披露之本公司股份之好倉中擁有5%或以上之權益：

Name of shareholder 股東名稱	Capacity 身份	Number of ordinary shares 普通股股份數目	Approximate percentage of shareholding 持股量概約百分比
Road Shine Developments Limited	Beneficial owner 實益擁有人	2,749,210,892	53.218%
Guoan (HK) Holdings Limited (Note)	Interest of controlled corporation 控制法團權益	2,749,210,892	53.218%
國安(香港)控股有限公司(附註)	Interest of controlled corporation 控制法團權益	2,749,210,892	53.218%
中信國安集團有限公司 (CITIC Guoan Group*) (Note)	Interest of controlled corporation 控制法團權益	2,749,210,892	53.218%
中信國安集團有限公司(附註)			

附註：Road Shine Developments Limited由國安(香港)控股有限公司持有100%權益，而國安(香港)控股有限公司由中信國安集團有限公司持有100%權益。根據證券及期貨條例，國安(香港)控股有限公司及中信國安集團有限公司各被視為於Road Shine Developments Limited持有之全部股份中擁有權益。

除上文所披露者外，於二零一六年三月三十一日，概無其他擁有本公司之股份或相關股份之權益或淡倉之人士記錄於根據證券及期貨條例第336條須存置之股東名冊內。

## 購股權計劃

於二零一五年三月五日，本公司股東採納一項購股權計劃（「購股權計劃」）。購股權計劃自採納以來，概無根據該計劃授出購股權。



## DISCLOSURE OF INFORMATION ON DIRECTORS

Pursuant to Rules 13.51B(1) of the Listing Rules, the changes in information on Directors are as follows:

During the period from 1 October 2015 to 11 March 2016, Mr. Sy Ethan, Timothy, Chairman of the Board and CEO waived his right to receive director's remuneration in the sum of HK\$8,433,871 whilst Mr. Ko Wai Lun, Warren, Non-executive Director, Mr. Andrew David Ross, Mr. Geoffrey William Fawcett, Mr. Charles Robert Lawson, Independent Non-executive Directors, waived their rights to receive their directors' fees in the sum of HK\$53,548, HK\$80,323, HK\$53,548 and HK\$53,548 respectively, all of which are covered by each of their service contracts with the Company.

## CORPORATE GOVERNANCE

### Compliance with Corporate Governance Code

Throughout the period of the six months ended 31 March 2016, the Company has complied with the code provisions ("Code Provisions") set out in the Corporate Governance Code contained in Appendix 14 to the Listing Rules, except for the following deviations:–

#### 1. Code Provision A.2.1

Code Provision A.2.1 provides that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

The positions of Chairman of the Board and CEO of the Company were both carried on by the same person during the period from 1 October 2015 to the conclusion of the annual general meeting held on 11 March 2016. The Board considers that this structure does not undermine the balance of power and authority between the Board and the management. The Board members have considerable experience and qualities which they bring to the Company and the Board believes that it is able to ensure that the balance of power between the Board and the management is not impaired. The Board believes that having the same person performing the roles of both Chairman and CEO does provide the Group with strong and consistent leadership and that, operating in this manner allows for more effective and efficient overall strategic planning of the Group.

## 董事資料披露

根據上市規則第13.51B(1)條，董事資料變動如下：

於二零一五年十月一日至二零一六年三月十一日期間，董事會主席兼行政總裁施懿庭先生已放棄收取為數港幣8,433,871元之董事薪金，而非執行董事高偉倫先生，以及獨立非執行董事Andrew David Ross先生、Geoffrey William Fawcett先生及Charles Robert Lawson先生則已分別放棄收取為數港幣53,548元、港幣80,323元、港幣53,548元及港幣53,548元之董事袍金，且所有薪金及袍金均已包括於各董事與本公司之服務合約內。

## 企業管治

### 遵守企業管治守則

於截至二零一六年三月三十一日止六個月之整段期間內，本公司一直遵守上市規則附錄十四所載之企業管治守則內之守則條文（「守則條文」），惟下列偏離事項除外：

#### 1. 守則條文A.2.1條

守則條文A.2.1條訂明主席與行政總裁之角色應有區分，並不應由同一人同時兼任。

本公司董事會主席及行政總裁之職務於二零一五年十月一日至二零一六年三月十一日股東週年大會結束期間由同一人士出任。董事會認為，本公司以此方式所運作之架構不會削弱董事會與管理層之間之權力平衡。董事會成員具豐富經驗及素質為本公司作出貢獻，董事會相信可確保董事會與管理層之權力平衡不受影響。董事會相信，由同一人擔任主席及行政總裁職務將可令本集團之領導更強健及穩定，而以此方式運作可使本集團之整體策略計劃更具效益及效率。

**CORPORATE GOVERNANCE** (continued)**Compliance with Corporate Governance Code** (continued)**1. Code Provision A.2.1** (continued)

Immediately after the annual general meeting of the Company held on 11 March 2016, Mr. Sy Ethan, Timothy resigned from the positions of Chairman of the Board and CEO while Mr. Du Jun was appointed as Chairman of the Board and Non-executive Director. No CEO has been appointed after the annual general meeting of the Company held on 11 March 2016 and the executive functions of the Company have been shared jointly by the Executive Directors and the senior management. The Board therefore considers that the Company has been compliant with Code Provision A.2.1 after the annual general meeting of the Company held on 11 March 2016.

**2. Code Provision A.4.2**

Code Provision A.4.2 provides that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

According to Article 116 of the article of association of the Company, all Directors (except the CEO) shall retire by rotation at the annual general meeting of the Company at least once every three years. In the opinion of the Board, stability and continuation are key factors to the successful implementation of business plans. The Board believes that it is beneficial to the Group that there is continuity in the role of the CEO and, therefore, the Board is of the view that the CEO should be exempt from this arrangement.

Consequent upon the resignation of Mr. Sy Ethan, Timothy as CEO immediately after the annual general meeting of the Company held on 11 March 2016 and in light of the fact that no CEO has been appointed since then, the Company has been in compliance with Code Provision A.4.2 after the annual general meeting of the Company held on 11 March 2016.

**企業管治** (續)**遵守企業管治守則** (續)**1. 守則條文A.2.1條** (續)

緊隨於二零一六年三月十一日舉行之本公司股東週年大會後，施懿庭先生辭任董事會主席兼行政總裁，而杜軍先生獲委任為董事會主席兼非執行董事。於二零一六年三月十一日舉行之本公司股東週年大會後並無委任行政總裁，而本公司之行政職能已由執行董事及高級管理人員共同分擔。因此，董事會認為本公司於二零一六年三月十一日舉行之本公司股東週年大會後一直遵守守則條文A.2.1條。

**2. 守則條文A.4.2條**

守則條文A.4.2條訂明每名董事（包括有指定任期之董事）應最少每三年輪值退任一次。

根據本公司組織章程細則第116條，所有董事（行政總裁除外）須最少每三年於本公司股東週年大會上輪值告退一次。董事會認為，穩定及延續性為成功執行業務計劃之主要因素。董事會相信，行政總裁可持續履行其職務對本集團有利，因此，董事會認為行政總裁應獲豁免受到此安排之規限。

基於緊隨於二零一六年三月十一日舉行之本公司股東週年大會後施懿庭先生辭任行政總裁，且鑒於此後並無委任行政總裁，本公司於二零一六年三月十一日舉行之本公司股東週年大會後一直遵守守則條文A.4.2條。

**CORPORATE GOVERNANCE** *(continued)***Model Code for Securities Transaction by Directors**

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as the code for dealing in securities of the Company by the Directors. Specific enquiry has been made on all Directors who have confirmed that they have complied with the required standard set out in the Model Code throughout the six months ended 31 March 2016.

**Audit Committee Review**

The Audit Committee has reviewed with the management of the Company the accounting principles and practices adopted by the Group, and discussed internal controls and financial reporting matters including a review of the unaudited condensed consolidated interim results of the Group for the six months ended 31 March 2016.

On behalf of the Board  
**Global Tech (Holdings) Limited**  
**DU Jun**  
*Chairman*

Hong Kong, 20 May 2016

*As at the date of this Interim Report, the Board comprises 9 Directors, of which 2 are Executive Directors, namely Mr. HUANG Zhen Qian and Mr. SO Haw Herman, 4 are Non-executive Directors, namely Mr. DU Jun, Mr. LI Xiang Yu, Mr. CUI Ming Hong and Mr. YANG Li Ming and 3 are Independent Non-executive Directors, namely Mr. WONG Chun Man, Mr. TSE Yung Hoi and Mr. NG Man Kung.*

**企業管治** (續)**董事進行證券交易的標準守則**

本公司已採納上市規則附錄十所載之標準守則作為董事進行本公司證券交易之守則。已向所有董事作出特定查詢，而彼等已確認，於截至二零一六年三月三十一日止六個月整段期間內一直符合標準守則所規定之標準。

**審核委員會之審閱**

審核委員會已與本公司管理層審閱本集團採納之會計原則及準則，並討論有關內部監控及財務報告事宜，包括審閱本集團截至二零一六年三月三十一日止六個月之未經審核簡明綜合中期業績。

承董事會命  
**耀科國際(控股)有限公司**  
 主席  
**杜軍**

香港，二零一六年五月二十日

於本中期報告日期，董事會由九名董事組成，其中兩名為執行董事黃振謙先生及蘇灝先生，四名為非執行董事杜軍先生、李向禹先生、崔明宏先生及楊立明先生，以及三名為獨立非執行董事王俊文先生、謝湧海先生及吳文拱先生。



**GLOBAL TECH (HOLDINGS) LIMITED**  
**耀科國際(控股)有限公司**

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