

權智集團
GroupSense

權智(國際)有限公司*

Group Sense (International) Limited

(於百慕達註冊成立之有限公司)

(Incorporated in Bermuda with limited liability)

(股份代號 Stock Code: 00601)

2016 中期報告
Interim Report

* 僅供識別
For identification purpose only

董事

執行董事：

沈世捷(主席)
池碧芬(行政總裁)

非執行董事：

孟健教授
譚偉豪 太平紳士

獨立非執行董事：

鄭炳文
張省本
關毅傑

審核委員會

鄭炳文(主席)
張省本
關毅傑

薪酬委員會

鄭炳文(主席)
池碧芬
張省本

提名委員會

沈世捷(主席)
鄭炳文
關毅傑

公司秘書

樊國民

核數師

安永會計師事務所

DIRECTORS

Executive Directors:

Shum Sai Chit (*Chairman*)
Chi Bi Fen (*Chief Executive Officer*)

Non-executive Directors:

Professor Meng Jian
Tam Wai Ho, Samson JP

Independent Non-executive Directors:

Kwong Ping Man
Cheung Sound Poon
Kwan Ngai Kit

AUDIT COMMITTEE

Kwong Ping Man (*Chairman*)
Cheung Sound Poon
Kwan Ngai Kit

REMUNERATION COMMITTEE

Kwong Ping Man (*Chairman*)
Chi Bi Fen
Cheung Sound Poon

NOMINATION COMMITTEE

Shum Sai Chit (*Chairman*)
Kwong Ping Man
Kwan Ngai Kit

COMPANY SECRETARY

Fan Kwok Man, Raymond

AUDITORS

Ernst & Young

主要往來銀行

香港上海滙豐銀行有限公司
星展銀行(香港)有限公司

註冊辦事處

Clarendon House
Church Street
Hamilton HM11
Bermuda

主要辦事處

香港灣仔港灣道 25 號
海港中心
2606A 室

百慕達主要股份過戶登記處及 轉讓登記處

Appleby Management (Bermuda) Ltd.
Canon's Court, 22 Victoria Street
Hamilton HM 12
Bermuda

香港股份過戶登記分處及 轉讓登記處

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

網址

<http://www.gsl.com.hk>

股份代號

00601

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
DBS Bank (Hong Kong) Limited

REGISTERED OFFICE

Clarendon House
Church Street
Hamilton HM11
Bermuda

PRINCIPAL PLACE OF BUSINESS

Unit 2606A, Harbour Centre
25 Harbour Road
Wanchai, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN BERMUDA

Appleby Management (Bermuda) Ltd.
Canon's Court, 22 Victoria Street
Hamilton HM 12
Bermuda

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

WEBSITE

<http://www.gsl.com.hk>

STOCK CODE

00601

業績

權智(國際)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」)截至二零一六年六月三十日止六個月之未經審核簡明綜合中期業績連同二零一五年同期比較數字如下。由於自截至二零一五年十二月三十一日止九個月開始，本公司將其財政年度結算日由三月三十一日更改為十二月三十一日，故本報告所呈列的本公司財務報表乃截至二零一六年六月三十日止六個月，而比較數字則截至二零一五年九月三十日止六個月。

簡明綜合損益及其他全面收益表

截至二零一六年六月三十日止六個月

RESULTS

The board of directors (the "Board") of Group Sense (International) Limited (the "Company") announces the unaudited condensed consolidated interim results of the Company and its subsidiaries (collectively the "Group") for the six months ended 30 June 2016, together with the comparative figures for the corresponding period in 2015 as follows. As the Company changed its financial year end date from 31 March to 31 December beginning from the nine months ended 31 December 2015, the financial statements of the Company herein presented are for the six months ended 30 June 2016, with comparatives based on those for the six months ended 30 September 2015.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2016

			截至 二零一六年 六月三十日 六個月 Six months ended 30 June 2016 千港元 HK\$'000 (未經審核) (Unaudited)	截至 二零一五年 九月三十日 六個月 Six months ended 30 September 2015 千港元 HK\$'000 (未經審核) (Unaudited)
收入	REVENUE	3	151,923	88,352
銷售成本	Cost of sales		(122,468)	(63,231)
毛利	Gross profit		29,455	25,121
其他收入及收益，淨額	Other income and gains, net		12,641	6,852
銷售及分銷支出	Selling and distribution expenses		(10,569)	(11,766)
行政支出	Administrative expenses		(30,468)	(27,595)
研究及開發支出	Research and development expenses		(9,740)	(11,020)
其他經營收入，淨額	Other operating income, net		—	182
融資成本	Finance costs	4	(864)	(466)
應佔合資公司溢利	Share of profit of joint ventures		699	825
稅前虧損	LOSS BEFORE TAX	5	(8,846)	(17,867)
所得稅支出	Income tax expenses	6	(12)	—
本期虧損	LOSS FOR THE PERIOD		(8,858)	(17,867)
其他全面虧損	OTHER COMPREHENSIVE LOSS			
於往後期間重新分類至損益之 其他全面虧損：	Other comprehensive loss to be reclassified to profit or loss in subsequent periods:			
折算海外業務之匯兌差額	Exchange differences on translating foreign operations		(4,922)	(4,475)
本期全面虧損總額	TOTAL COMPREHENSIVE LOSS FOR THE PERIOD		(13,780)	(22,342)

簡明綜合損益及其他全面收益表(續)

截至二零一六年六月三十日止六個月

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

For the six months ended 30 June 2016

		截至 二零一六年 六月三十日 六個月 Six months ended 30 June 2016 千港元 HK\$'000 (未經審核) (Unaudited)	截至 二零一五年 九月三十日 六個月 Six months ended 30 September 2015 千港元 HK\$'000 (未經審核) (Unaudited)
應佔虧損：	Loss attributable to:		
本公司股權持有人	Equity holders of the Company	(8,119)	(17,047)
非控制權益	Non-controlling interests	(739)	(820)
		(8,858)	(17,867)
應佔全面虧損總額：	Total comprehensive loss attributable to:		
本公司股權持有人	Equity holders of the Company	(13,176)	(21,785)
非控制權益	Non-controlling interests	(604)	(557)
		(13,780)	(22,342)
本公司普通股股權持有人 應佔每股虧損	LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY		
基本	Basic	8 (港仙) HK0.28 cents	(港仙) HK1.19 cents
攤薄	Diluted	(港仙) HK0.28 cents	(港仙) HK1.19 cents

有關股息之詳情於簡明財務報表附註7披露。

Details of the dividends are disclosed in note 7 to the condensed financial statements.

簡明綜合財務狀況表

於二零一六年六月三十日

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2016

			二零一六年 六月 三十日 30.06.2016 千港元 HK\$'000 (未經審核) (Unaudited)	二零一五年 十二月 三十一日 31.12.2015 千港元 HK\$'000 (經審核) (Audited)
非流動資產	NON-CURRENT ASSETS			
物業、廠房及設備	Property, plant and equipment	9	307,747	313,508
預付土地租賃款額	Prepaid land lease payments		44,290	45,668
遞延開發成本	Deferred development costs		552	756
合資公司之投資	Investments in joint ventures		4,976	4,290
聯營公司之投資	Investments in associates		18	18
可供出售投資	Available-for-sale investments		7,300	7,300
長期按金	Long term deposits		10,437	10,688
非流動資產總額	Total non-current assets		375,320	382,228
流動資產	CURRENT ASSETS			
存貨	Inventories		70,099	58,590
應收貿易賬款	Trade receivables	10	29,413	20,300
預付款項、按金及 其他應收賬款	Prepayments, deposits and other receivables		17,082	14,264
應收一間合資公司賬款	Amounts due from a joint venture		295	885
可退回稅款	Tax recoverable		1,786	1,826
已抵押存款	Pledged deposits		—	488
現金及現金等值項目	Cash and cash equivalents		290,618	375,161
流動資產總額	Total current assets		409,293	471,514

簡明綜合財務狀況表(續)

於二零一六年六月三十日

CONDENSED CONSOLIDATED STATEMENT OF
FINANCIAL POSITION (continued)

At 30 June 2016

			二零一六年 六月 三十日 30.06.2016 千港元 HK\$'000 (未經審核) (Unaudited)	二零一五年 十二月 三十一日 31.12.2015 千港元 HK\$'000 (經審核) (Audited)
		附註 Notes		
流動負債	CURRENT LIABILITIES			
應付貿易賬款	Trade payables	11	40,118	54,431
其他應付賬款及應計負債	Other payables and accruals		147,951	153,998
附息銀行借貸	Interest-bearing bank borrowings	12	24,887	68,927
撥備	Provision		999	945
應付稅款	Tax payable		120	123
流動負債總額	Total current liabilities		214,075	278,424
流動資產淨值	NET CURRENT ASSETS		195,218	193,090
總資產減流動負債	TOTAL ASSETS LESS CURRENT LIABILITIES		570,538	575,318
非流動負債	NON-CURRENT LIABILITIES			
股東貸款	Loan from a shareholder		119,000	110,000
資產淨值	Net assets		451,538	465,318
股權	EQUITY			
本公司股權持有人應佔股權	Equity attributable to equity holders of the Company			
已發行股本	Issued capital		287,439	287,439
儲備	Reserves		170,966	184,142
非控制權益	Non-controlling interests		458,405 (6,867)	471,581 (6,263)
股權總額	Total equity		451,538	465,318

簡明綜合權益變動表

截至二零一六年六月三十日止六個月

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2016

本公司股權持有人應佔
Attributable to equity holders of the Company

		已發行 股本	股份 溢價賬	資本贖回 儲備	特殊儲備	其他儲備	匯兌波動 儲備	累計虧損	總額	非控制權益	股權總額
		Issued capital	Share premium account	Capital redemption reserve	Special reserve	Other reserve	Exchange fluctuation reserve	Accumulated loss	Total	Non- controlling interests	Total equity
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
於二零一六年一月一日 (經審核)	At 1 January 2016 (Audited)	287,439	601,060	419	(60,819)	5,176	44,086	(405,780)	471,581	(6,263)	465,318
本期虧損	Loss for the period	—	—	—	—	—	—	(8,119)	(8,119)	(739)	(8,858)
其他全面虧損	Other comprehensive loss	—	—	—	—	—	(5,057)	—	(5,057)	135	(4,922)
本期全面虧損總額	Total comprehensive loss for the period	—	—	—	—	—	(5,057)	(8,119)	(13,176)	(604)	(13,780)
於二零一六年六月三十日 (未經審核)	At 30 June 2016 (unaudited)	287,439	601,060	419	(60,819)	5,176	39,029	(413,899)	458,405	(6,867)	451,538
於二零一五年四月一日 (經審核)	At 1 April 2015 (Audited)	147,319	460,312	419	(60,819)	5,176	52,368	(384,864)	216,311	(6,571)	209,740
本期虧損	Loss for the period	—	—	—	—	—	—	(17,047)	(17,047)	(820)	(17,867)
其他全面虧損	Other comprehensive loss	—	—	—	—	—	(4,738)	—	(4,738)	263	(4,475)
本期全面虧損總額	Total comprehensive loss for the period	—	—	—	—	—	(4,738)	(17,047)	(21,785)	(557)	(22,342)
於二零一五年九月三十日 (未經審核)	At 30 September 2015 (unaudited)	147,319	460,312	419	(60,819)	5,176	47,630	(401,911)	194,526	(7,128)	187,398

特殊儲備指所收購之附屬公司之股份面值與本公司於本公司股份在一九九三年上市前集團重組時就收購事項發行之股份面值之差額。

The special reserve represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for the acquisition at the time of the group reorganisation prior to the listing of the Company's shares in 1993.

簡明綜合現金流量表

截至二零一六年六月三十日止六個月

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2016

	截至 二零一六年 六月三十日 六個月 Six months ended 30 June 2016 千港元 HK\$'000 (未經審核) (Unaudited)	截至 二零一五年 九月三十日 六個月 Six months ended 30 September 2015 千港元 HK\$'000 (未經審核) (Unaudited)
經營業務之現金流量	Cash flows from operating activities	
稅前虧損	(8,846)	(17,867)
調整：	Adjustments for:	
融資成本	864	466
應佔合資公司溢利及虧損	(699)	(825)
銀行利息收入	(551)	(39)
折舊	8,786	4,699
確認預付土地租賃款額	593	243
遞延開發成本攤銷	204	283
撇銷存貨至可變現淨值	716	554
撥回其他應收賬款減值	(5,905)	—
	(4,838)	(12,486)
存貨增加	(12,467)	(7,193)
應收貿易賬款增加	(9,199)	(636)
其他應收賬款減少／(增加)	2,924	(9,431)
長期按金減少	251	—
應收合資公司賬款減少	603	590
應付貿易賬款(減少)／增加	(13,859)	4,524
其他應付賬款(減少)／增加	(5,074)	721
產品保證撥備增加／(減少)	30	(574)
經營所用現金	(41,629)	(24,485)
已付海外稅項	(12)	—
經營業務所用之現金流量淨額	(41,641)	(24,485)
	Net cash flows used in operating activities	

簡明綜合現金流量表(續)

截至二零一六年六月三十日止六個月

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

For the six months ended 30 June 2016

		截至 二零一六年 六月三十日止 六個月 Six months ended 30 June 2016 千港元 HK\$'000 (未經審核) (Unaudited)	截至 二零一五年 九月三十日止 六個月 Six months ended 30 September 2015 千港元 HK\$'000 (未經審核) (Unaudited)
已收利息	Interest received	551	39
購入物業、廠房及設備項目	Purchases of items of property, plant and equipment	(9,658)	(955)
增加遞延開發成本	Additions to deferred development costs	—	(83)
定期存款減少	Decrease in time deposits	230,000	—
投資業務產生／(所用)之 現金流量淨額	Net cash flows generated from/(used in) investing activities	220,893	(999)
融資成本	Finance costs	(864)	(466)
新增銀行貸款	New bank loans	24,887	25,910
償還銀行貸款	Repayment of bank loans	(68,927)	(27,781)
應付一股東賬款增加	Increase in an amount due to a shareholder	9,000	68,000
融資業務(所用)／產生之現金 流量淨額	Net cash (used in)/generated from financing activities	(35,904)	65,663
現金及現金等值項目之增加淨 額	Net increase in cash and cash equivalents	143,348	40,179
期初之現金及現金等值項目	Cash and cash equivalents at the beginning of the period	145,649	113,064
外幣匯率變更之影響，淨額	Effect of foreign exchange rate changes, net	1,621	(493)
期末之現金及現金等值項目	Cash and cash equivalents at the end of the period	290,618	152,750

簡明綜合現金流量表(續)

截至二零一六年六月三十日止六個月

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

For the six months ended 30 June 2016

		截至 二零一六年 六月三十日止 六個月 Six months ended 30 June 2016 千港元 HK\$'000 (未經審核) (Unaudited)	截至 二零一五年 九月三十日止 六個月 Six months ended 30 September 2015 千港元 HK\$'000 (未經審核) (Unaudited)
現金及現金等值項目結餘分析	Analysis of balances of cash and cash equivalents		
於簡明綜合財務狀況表列賬之現金及現金等值項目	Cash and cash equivalents as stated in the condensed consolidated statement of financial position	290,618	152,266
購入時原到期日少於三個月之定期存款，成為銀行貸款抵押	Time deposits with original maturity of less than three months when acquired, pledged as security for a bank loan	—	484
於簡明綜合現金流量表列賬之現金及現金等值項目	Cash and cash equivalents as stated in the condensed consolidated statement of cash flows	290,618	152,750

簡明綜合財務報表附註

截至二零一六年六月三十日止六個月

1. 編製基準

本簡明綜合財務報表乃未經審核及已根據香港會計師公會(「香港會計師公會」)頒佈之香港會計準則(「香港會計準則」)第34號「中期財務報告」及香港聯合交易所有限公司主板證券上市規則(「上市規則」)附錄16之適用披露規定而編製。

2. 主要會計政策

除按公平值計量的投資物業及若干金融工具外，簡明綜合財務報表已按歷史成本基準編製。

本集團已於該等財務報表中首次採納下列由香港會計師公會頒佈的經修訂香港財務報告準則(「香港財務報告準則」)(包括所有香港財務報告準則、香港會計準則及詮釋)。

香港財務報告準則
第10號、香港財務
報告準則第12號及
香港財務報告準則
第28號修訂本
(二零一一年)

投資實體：綜合入賬例外
情況之應用

香港財務報告準則
第11號、香港財務
報告準則第12號及
香港財務報告準則
第28號修訂本
(二零一一年)

收購共同經營權益的會計
法

香港會計準則第1號
修訂本

主動披露

香港會計準則第16號及
香港財務報告準則
第41號修訂本

農業：生產性植物

香港會計準則第27號
修訂本(二零一一年)

獨立財務報表的權益會計
法

二零一二年至
二零一四年週期
的年度改進

對多項香港財務報告準則
作出的修訂

採納經修訂香港財務報告準則對該等簡明綜合財務報表並未造成重大財務影響，而該等簡明綜合財務報表所應用的會計政策亦無重大變動。

該等準則變化概無對本集團當前或以往期間如何編製或呈列業績及財務狀況構成重大影響。本集團並無應用在當前會計期間尚未生效的任何新準則或詮釋。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2016

1. BASIS OF PREPARATION

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

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements has been prepared under the historical cost basis except for investment properties and certain financial instruments, which are measured at fair values.

The Group has adopted the following revised Hong Kong Financial Reporting Standards ("HKFRSs")(which include all Hong Kong Financial Reporting Standards, HKASs and Interpretations) issued by the HKICPA for the first time for these Financial Statements.

Amendments to HKFRS 10, Investment Entities: Applying the Consolidation
HKFRS 12 and Exception
HKFRS 28(2011)

Amendments to HKFRS 11 Accounting for Acquisitions of Interests in Joint
HKFRS 12 and Operations
HKFRS 28(2011)

Amendments to HKAS 1 Disclosure Initiative

Amendments to HKAS 16 Agriculture: Bearer Plants
and HKFRS 41

Amendments to Equity Method in Separate Financial Statements
HKAS 27(2011)

Annual Improvements to Amendments to numbers of HKFRSs
2012-2014 Cycle

The adoption of the revised HKFRSs has had no significant financial effect on these condensed consolidated financial statements and there have been no significant changes to the accounting policies applied in these condensed consolidated financial statements.

None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

簡明綜合財務報表附註(續)

截至二零一六年六月三十日止六個月

3. 業務分類資料

本集團報告業務分類資料之主要形式為業務分類。

截至二零一六年六月三十日止六個月(未經審核)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the six months ended 30 June 2016

3. OPERATING SEGMENT INFORMATION

The Group's primary format for reporting operating segment information is business segment.

For the six months ended 30 June 2016 (unaudited)

		金屬鎂產品 Magnesium products 千港元 HK\$'000	個人通訊產品 Personal communication products 千港元 HK\$'000	策略產品 Strategic products 千港元 HK\$'000	企業及其他 Corporate and others 千港元 HK\$'000	綜合 Consolidated 千港元 HK\$'000
分類收入：	Segment revenue:					
銷售予外界客戶	Sales to external customers	41,045	23,575	87,303	—	151,923
分類業績	Segment results	(9,533)	2,024	(1,184)	(539)	(9,232)
<u>對賬：</u>	<u>Reconciliation:</u>					
利息收入	Interest income					551
融資成本	Finance costs					(864)
應佔合資公司溢利	Share of profit of joint ventures					699
稅前虧損	Loss before tax					(8,846)
所得稅支出	Income tax expenses					(12)
本期虧損	Loss for the period					(8,858)
於二零一六年六月三十日(未經審核)	At 30 June 2016 (unaudited)					
分類資產	Segment assets	285,334	31,433	162,231	6,916	485,914
<u>對賬：</u>	<u>Reconciliation:</u>					
未分配資產	Unallocated assets					298,699
總資產	Total assets					784,613
分類負債	Segment liabilities	134,377	11,453	42,966	272	189,068
<u>對賬：</u>	<u>Reconciliation:</u>					
未分配負債	Unallocated liabilities					144,007
總負債	Total liabilities					333,075

簡明綜合財務報表附註(續)

截至二零一六年六月三十日止六個月

3. 業務分類資料(續)

截至二零一五年九月三十日止六個月(未經審核)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the six months ended 30 June 2016

3. OPERATING SEGMENT INFORMATION (continued)

For the six months ended 30 September 2015 (unaudited)

		金屬鎂產品 Magnesium products 千港元 HK\$'000	個人通訊產品 Personal communication products 千港元 HK\$'000	策略產品 Strategic products 千港元 HK\$'000	企業及其他 Corporate and others 千港元 HK\$'000	綜合 Consolidated 千港元 HK\$'000
分類收入：	Segment revenue:					
銷售予外界客戶	Sales to external customers	—	24,554	63,798	—	88,352
分類業績	Segment results	—	(5,635)	(8,912)	(3,900)	(18,447)
對賬：	Reconciliation:					
利息收入	Interest income					39
融資成本	Finance costs					(466)
應佔合營公司溢利	Share of profit of joint ventures					825
出售附屬公司之收益	Gain on disposal of subsidiaries					182
稅前虧損	Loss before tax					(17,867)
所得稅支出	Income tax expenses					—
本期虧損	Loss for the period					(17,867)
於二零一五年十二月三十一日(經審核)	At 31 December 2015 (audited)					
分類資產	Segment assets	258,397	37,482	164,614	3,281	463,774
對賬：	Reconciliation:					
未分配資產	Unallocated assets					389,968
總資產	Total assets					853,742
分類負債	Segment liabilities	149,191	13,598	45,123	1,462	209,374
對賬：	Reconciliation:					
未分配負債	Unallocated liabilities					179,050
總負債	Total liabilities					388,424

簡明綜合財務報表附註(續)

截至二零一六年六月三十日止六個月

4. 融資成本

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the six months ended 30 June 2016

4. FINANCE COSTS

		截至 二零一六年 六月三十日 止六個月 Six months ended 30 June 2016 千港元 HK\$'000 (未經審核) (Unaudited)	截至 二零一五年 九月三十日 止六個月 Six months ended 30 September 2015 千港元 HK\$'000 (未經審核) (Unaudited)
於五年內全數償還之 銀行借貸利息	Interest on bank borrowings wholly repayable within five years	864	466

5. 稅前虧損

5. LOSS BEFORE TAX

		截至 二零一六年 六月三十日 止六個月 Six months ended 30 June 2016 千港元 HK\$'000 (未經審核) (Unaudited)	截至 二零一五年 九月三十日 止六個月 Six months ended 30 September 2015 千港元 HK\$'000 (未經審核) (Unaudited)
本集團之稅前虧損已扣除/(計入): The Group's loss before tax has been arrived at after charging/(crediting):			
存貨撥備	Provision of inventories	716	554
撥回其他應收賬款減值	Reversal of impairment of other receivables	(5,905)	—
遞延開發成本攤銷	Amortisation of deferred development costs	204	283
預付土地租賃款額攤銷	Amortisation of prepaid land lease payments	593	243
折舊	Depreciation	8,786	4,699
銀行利息收入	Bank interest income	(551)	(39)

6. 稅項支出

6. INCOME TAX EXPENSES

		截至 二零一六年 六月三十日 止六個月 Six months ended 30 June 2016 千港元 HK\$'000 (未經審核) (Unaudited)	截至 二零一五年 九月三十日 止六個月 Six months ended 30 September 2015 千港元 HK\$'000 (未經審核) (Unaudited)
本集團: 期內支出 — 其他地區	The Group: Current – Elsewhere	12	—

簡明綜合財務報表附註(續)

截至二零一六年六月三十日止六個月

7. 股息

董事會不建議向股東派發截至二零一六年六月三十日止六個月之中期股息(二零一五年九月三十日:無)。

8. 本公司普通股股權持有人應佔每股虧損

(a) 每股基本虧損

每股基本虧損乃根據本公司普通股股權持有人應佔本期虧損8,119,000港元(二零一五年九月三十日:17,047,000港元)及期內已發行股份2,874,390,058股(二零一五年九月三十日:1,437,195,029股)計算。

(b) 每股攤薄虧損

本集團於該等期間概無已發行潛在攤薄普通股。

9. 物業、廠房及設備

於截至二零一六年六月三十日止六個月,已購入金額為9,658,000港元(二零一五年九月三十日:955,000港元)之物業、廠房及設備。

10. 應收貿易賬款

本集團給予其貿易客戶之平均信貸期為30至90天。

以下乃應收貿易賬款根據到期日之賬齡分析:

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the six months ended 30 June 2016

7. DIVIDEND

The Board does not recommend any payment of interim dividend to shareholders for the six months ended 30 June 2016 (30 September 2015: Nil).

8. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

(a) Basic loss per share

The calculation of basic loss per share amount is based on the loss for the period attributable to ordinary equity holders of the Company of HK\$8,119,000 (30 September 2015: HK\$17,047,000) and 2,874,390,058 (30 September 2015: 1,437,195,029) shares in issue during the period.

(b) Diluted loss per share

The Group had no potentially dilutive ordinary share in issue during those periods.

9. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2016, additions of property, plant and equipment amounted to HK\$9,658,000 (30 September 2015: HK\$955,000).

10. TRADE RECEIVABLES

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

The following is an aged analysis of trade receivables, based on due date:

		二零一六年 六月三十日 30.06.2016 千港元 HK\$'000 (未經審核) (Unaudited)	二零一五年 十二月三十一日 31.12.2015 千港元 HK\$'000 (經審核) (Audited)
0 – 60天	0 – 60 days	23,533	19,101
61 – 90天	61 – 90 days	1,028	127
超過90天	Over 90 days	4,852	1,072
		29,413	20,300

簡明綜合財務報表附註(續)

截至二零一六年六月三十日止六個月

11. 應付貿易賬款

以下乃應付貿易賬款根據到期日之賬齡分析：

0 – 60天	0 – 60 days	30.06.2016	31.12.2015
61 – 90天	61 – 90 days	418	45
超過90天	Over 90 days	2,777	3,036
		40,118	54,431

12. 附息銀行借貸

二零一六年六月三十日	二零一五年十二月三十一日
30.06.2016	31.12.2015
實際利率	實際利率
(%)	(%)
Effective interest rate (%)	Effective interest rate (%)
(未經審核)	(經審核)
(Unaudited)	(Audited)
流動銀行借貸，已抵押並須於一年內或按要求償還	Current Bank borrowings, secured and repayable within one year or on demand
3.0 – 3.9	2.6 – 8.6
24,887	68,927

附註：

- (a) 於二零一六年六月三十日，本集團之銀行貸款以下列各項作抵押：
- (i) 以本集團於報告期末賬面總值約7,105,000港元(二零一五年十二月三十一日：7,245,000港元)之樓宇作按揭抵押；
- (ii) 以本公司及本集團旗下附屬公司簽立之公司擔保作抵押。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the six months ended 30 June 2016

11. TRADE PAYABLES

The following is an aged analysis of trade payable, based on due date:

二零一六年六月三十日	二零一五年十二月三十一日
30.06.2016	31.12.2015
千港元	千港元
HK\$'000	HK\$'000
(未經審核)	(經審核)
(Unaudited)	(Audited)
36,923	51,350
418	45
2,777	3,036
40,118	54,431

12. INTEREST-BEARING BANK BORROWINGS

二零一六年六月三十日	二零一五年十二月三十一日
30.06.2016	31.12.2015
實際利率	實際利率
(%)	(%)
Effective interest rate (%)	Effective interest rate (%)
(未經審核)	(經審核)
(Unaudited)	(Audited)
3.0 – 3.9	2.6 – 8.6
24,887	68,927

Notes:

- (a) As at 30 June 2016, the Group's bank loans are secured by:
- (i) a mortgage over the Group's building, which had an aggregate carrying value at the end of the reporting period of approximately HK\$7,105,000 (31 December 2015: HK\$7,245,000);
- (ii) corporate guarantee executed by the Company and the subsidiary company within the Group.

簡明綜合財務報表附註(續)

截至二零一六年六月三十日止六個月

13. 應付一股東賬款

應付一股東賬款為無抵押、不計息及無固定還款期。

14. 承擔

已訂約但未作撥備：
物業、廠房及設備

Contracted, but not provided for:
Property, plant and equipment

19,752

5,751

15. 關連人士交易

於截至二零一六年六月三十日止六個月期間，向一聯營公司購買貨品之支出為823,000港元(二零一五年九月三十日：無)。

於截至二零一六年六月三十日止六個月期間，本集團給予主要管理層88,000港元(二零一五年九月三十日：95,000港元)作為董事酬金。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the six months ended 30 June 2016

13. AMOUNT DUE TO A SHAREHOLDER

The amount due to a shareholder is unsecured, non-interest-bearing and has no fixed terms of repayment.

14. COMMITMENTS

二零一六年 六月三十日 30.06.2016 千港元 HK\$'000 (未經審核) (Unaudited)	二零一五年 十二月三十一日 31.12.2015 千港元 HK\$'000 (經審核) (Audited)
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15. RELATED PARTY TRANSACTION

During the six months ended 30 June 2016, the purchase of products from an associate amounts to HK\$823,000 (30 September 2015: Nil).

During the six months ended 30 June 2016, the compensation to key management amounts to HK\$88,000 (30 September 2015: HK\$95,000) representing director's remuneration.

管理層討論及分析

業務回顧

於回顧期內，環球經濟仍持續不景氣，但電子產品業務的策略調整及業務優化，開源節流雙管齊下，使總銷售收益明顯上升，也提升了整體營運效益，使現有業務得以轉虧為盈。回顧期內，本集團位於新疆的金屬鎂生產基地正式營運投產，將成為本集團新收入來源。

以下為本集團各業務單位狀況之回顧：

金屬鎂業務

本集團位於新疆的鎂製品生產商，其已建成的鎂產品及蘭炭生產線年產能分別為1.5萬噸及60萬噸。其中，金屬鎂生產線經過調試後，已於期內成功開始投入生產，金屬鎂規劃總產能為10萬噸。目前，金屬鎂生產線主要以生產鎂錠為主，而技術改造項目已經陸續完成，新增加的部分設施將於今年第三季度完成。技術改造將能優化本集團將來的金屬鎂產品，以符合本集團之營運策略，致力提升高毛利產品之生產及銷售比例。

製造業務單位

二零一六年上半年，電子製造業務（「電子製造業務」）訂單出現下降趨勢，但觸摸屏業務則有所增長，使製造業務單位之虧損減少。製造業務單位將繼續努力控制開支降低成本，以維持競爭力，並致力鞏固觸摸屏業務，提升收入及盈利。

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

During the period under review, the Group recorded a significant improvement in both total sales revenue and overall operational efficiency amidst the global economic downturn, with strategies on adjusting business plan of electronic business to realize business optimisation, and a two-pronged approach for improving efficiency and reducing costs, leading to a turnaround in existing businesses. During the period under review, the Group's production base for magnesium in Xinjiang has commenced operations, which will become new sources of income for the Group.

A review on each business unit of the Group as follows:

The Magnesium Business

The Group's magnesium product manufacturing unit in Xinjiang has established production lines for magnesium product and semi-coke with an annual production capacity of 15,000 tonnes and 600,000 tonnes respectively. Among which, the production line for magnesium has commenced operations after the trial run during the review period, with a planned production capacity of 100,000 tonnes. Currently, the production line for magnesium mainly produces magnesium ingots, and technology upgrade has been completed by stages. Additional facilities will be completed during the third quarter of the year. The Group's magnesium products will be further optimized through technology upgrade, so as to improve the manufacture and sales for high-margin products.

Manufacturing Business Unit

During the first half of 2016, orders from electronics manufacturing business ("EMB") recorded a decline while orders from touchscreen business has been increased, leading to a reduction in loss from Manufacturing Business Unit. This unit will continue to control the expenses and lower the costs so as to maintain competitiveness, while strengthen touchscreen business in order to achieve income and revenue growth.

管理層討論及分析(續)

業務回顧(續)

策略產品策略業務單位

來自日本的銷售收入於回顧期內有所增長，使策略產品策略業務單位於上半年度之虧損收窄。但受日元波動及轉強影響，預期下半年度銷售收入將明顯減少。本業務單位將進一步拓展產品線及客源，以帶動銷售增長。

個人通訊產品策略事業部

回顧期內，個人通訊產品策略業務單位的銷售收入略勝預期，並錄得盈利。預料下半年度新產品線能繼續提供穩定盈利，管理層有信心個人通訊產品策略事業部能保持增長及盈利。

展望

金屬鎂作為綠色輕質新材料，能有助達到節能減排目標，對汽車、通訊設備零件輕量化有著重要作用。中國的鎂產量、儲量及出口量均為全球第一，中商產業研究院大數據庫數據顯示，二零一五年中國鎂合金產量為41.5萬噸，消費量為30萬噸。鎂合金現時主要應用除了交通領域外，也應用在移動電話、筆記本電腦外殼、飾件等壓鑄產品，同時於汽車、家電製造等行業的應用也愈見廣泛。隨著下游需求的快速增長，鎂合金行業在中國經濟中的地位將顯著提升。管理層看好金屬鎂的巨大發展潛力，在節能減排成為經濟社會發展趨勢下，開拓金屬鎂業務將引領本集團跨進另一發展階段。

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

Business Review (continued)

Strategic Products Strategic Business Unit

During the period under review, the sales revenue generated from Japan has recorded growth, therefore the loss from strategic products business unit has been narrowed down during the first half of the year. However, it is anticipated that the volatility and appreciation of Japanese Yen will result a sharp decrease in sales revenue for the second half of the year. This business unit will further expand production lines and customer sources to drive sales growth.

Personal Communication Products Strategic Business Unit

During the period under review, sales revenue from Personal Communication Products Strategic Business Unit was slightly better than anticipated and recorded a profit. It is expected that new production lines will be able to contribute stable profit in the second half of the year. The Management is confident that this unit will be able to maintain growth and profit.

Outlook

As an eco-friendly lightweight new material, magnesium can help achieving energy saving and emission reduction, it also plays an important part in light-weight components for vehicle and communication equipment. According to the figures from ASKCI Consulting Co. LTD (中商產業研究院), China's magnesium production, reserve and export ranked the 1st around the world, its production and consumption of magnesium alloy reached 415,000 tonnes and 300,000 tonnes respectively in 2015. Magnesium alloy was mainly used on die casting products such as mobile phone, laptop casing and accessories in addition to transportation; it also gained a growing popularity in application of vehicle and appliance manufacturing industries. In view of the rapidly growing downstream demand, magnesium alloy industry will have a more important role to play in China's economy. Given the development trend of energy saving and emission reduction, the management is optimistic with the enormous potential for magnesium and believes that expanding magnesium business will lead the Group to enter the next stage.

管理層討論及分析(續)

展望(續)

本集團電子業務之主要市場，日本及歐洲以至環球之經濟情況仍不太樂觀，並將影響各業務單位下半年度之營運表現。各業務單位將致力鞏固現有客戶，同時加強開拓市場及銷售網絡，拓展產品線，發掘新客戶及新業務機會，為本集團帶來銷售增長及溢利貢獻。

財務回顧

於截至二零一六年六月三十日止六個月，本集團之銷售收益為約151,923,000港元，較截至二零一五年九月三十日止期間增加71.9%。於回顧期，金屬鎂、個人通訊產品及策略產品業務單位分別錄得銷售收益41,045,000港元、23,575,000港元及87,303,000港元。

本集團於回顧期之營運虧損為約7,982,000港元(二零一五年九月三十日：約17,583,000港元)。扣除融資成本約864,000港元(二零一五年九月三十日：約446,000港元)後，除稅前虧損為約8,846,000港元(二零一五年九月三十日：約17,867,000港元)。

流動性及財務資源

於二零一六年六月三十日，本集團之銀行結餘及現金(包括銀行存款)為290,618,000港元(二零一五年十二月三十一日：375,649,000港元)。於二零一六年六月三十日，本集團之銀行借貸為24,887,000港元(二零一五年十二月三十一日：68,927,000港元)。本集團之銀行借貸為浮息短期借貸。於二零一六年六月三十日，本集團有股東貸款119,000,000港元(二零一五年十二月三十一日：110,000,000港元)，該款項為無抵押、免息及毋須於12個月內還款。於二零一六年六月三十日，本集團之資產負債比率(即銀行借貸總額加股東貸款除以股東權益總數)為31.8%。期內之利息支出為864,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

Outlook (continued)

As economic situations in Japan, Europe, the primary markets for the Group's electronic business, and all other countries worldwide remain uncertain, this will create an impact on the operating performance of all business units during the second half of the year. As such, our business units will strive to consolidate existing customers, while expand markets and sales networks, broaden product offerings, explore new customers and business opportunities, in order to make contribution to our sales growth and profits.

FINANCIAL REVIEW

Sales revenue of the Group for the six months ended 30 June 2016 was approximately HK\$151,923,000 representing an increase of 71.9% compared with the period ended 30 September 2015. During the period under review, Magnesium, PCP and SP business units recorded a sales revenue of HK\$41,045,000, HK\$23,575,000 and HK\$87,303,000 respectively.

Operating loss of the Group during the period under review was approximately HK\$7,982,000 (30 September 2015: approximately HK\$17,583,000). After deducting finance costs of approximately HK\$864,000 (30 September 2015: approximately HK\$446,000), loss before tax was approximately HK\$8,846,000 (30 September 2015: approximately HK\$17,867,000).

LIQUIDITY AND FINANCIAL RESOURCES

On 30 June 2016, the bank balances and cash of the Group (including bank deposits) were HK\$290,618,000 (31 December 2015: HK\$375,649,000). The Group's bank borrowings as at 30 June 2016 was HK\$24,887,000 (31 December 2015: HK\$68,927,000). The Group's bank borrowings was short term in nature and with floating interest rate. The Group has a loan from a shareholder of HK\$119,000,000 (31 December 2015: HK\$110,000,000) as at 30 June 2016, which was unsecured, non-interest-bearing and not repayable within 12 months. As at 30 June 2016, the gearing ratio of the Group, defined as total bank borrowings plus loan from a shareholder divided by shareholders' equity, was 31.8%. The interest expenses was HK\$864,000 during the period.

或然負債

於二零一六年六月三十日及二零一五年十二月三十一日，本集團概無或然負債。

外匯及財務政策

本集團大部份商業交易、資產及負債均以港元、日圓、美元或人民幣計值。本集團一貫之財務政策為小心控制重大外匯風險，並在其可能對本集團造成重大風險時盡量減低外匯風險。於過去六個月內，本集團並無進行任何利率或外匯之投機活動。

員工關係

於二零一六年六月三十日，本集團於香港聘有65名僱員（二零一五年十二月三十一日：73名），於中國聘有825名僱員（二零一五年十二月三十一日：907名）及於日本聘有6名僱員（二零一五年十二月三十一日：5名），分別較去年同期減少約11%及9%以及增加約20%。除薪酬外，本集團亦為員工提供有薪年假、醫療保險及公積金等其他員工福利。

鳴謝

本人謹代表董事會向全體股東、客戶、供應商及銀行致謝，多謝他們多年來對本集團之支持，亦感謝全體員工於期內辛勤工作及為本集團所作之貢獻。

CONTINGENT LIABILITIES

As at 30 June 2016 and 31 December 2015, the Group has no contingent liabilities.

FOREIGN CURRENCIES AND TREASURY POLICY

Most of the Group's business transactions, assets and liabilities are denominated in Hong Kong dollars, Japanese Yen, United States dollars or Renminbi. The usual treasury policy of the Group is to manage significant currency exposure and minimize currency risk whenever it may have material impact to the Group. During the last six months, the Group did not engage in any interest rate or currencies speculations.

EMPLOYEES RELATIONS

As at 30 June 2016, the Group has on its payroll 65 employees (31 December 2015: 73) in Hong Kong, 825 employees (31 December 2015: 907) in China and 6 employees (31 December 2015: 5) in Japan, representing a decrease of approximately 11% and 9% and an increase of approximately 20% respectively as compared with the corresponding period last year. In addition to salary remuneration, the Group also provides other fringe benefits such as annual leave, medical insurance and provident fund, etc. to its staff.

APPRECIATION

On behalf of the Board, I wish to thank all our shareholders, customers, suppliers and bankers for their continual support. I would also like to extend my appreciation to all the staff for their dedicated work and their contribution throughout the period.

其他資料

董事之證券權益

於二零一六年六月三十日，根據本公司按證券及期貨條例(「證券及期貨條例」)第352條存置之登記冊所記錄，或根據香港聯合交易所有限公司證券上市規則(「上市規則」)附錄10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」)本公司及香港聯合交易所有限公司所接獲之通知，本公司各董事(「董事」)及彼等之聯繫人士於本公司及其相聯法團(定義見證券及期貨條例第XV部)之股份及相關股份之權益如下：

於本公司股份、相關股份及債券之權益

OTHER INFORMATION

Directors' Interests in Securities

At 30 June 2016, the interests of the directors of the Company (the "Directors") and their associates in the shares and underlying shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register maintained by the Company under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), were as follows:

Interests in the Shares, underlying shares and debenture of the Company

董事	擁有權益或視為擁有權益之普通股數目 Number of ordinary shares interested or deemed to be interested				總額	佔本公司 已發行股本 之權益 概約百分比 Approximate percentage of interests in the issued share capital of the Company
	個人權益 Personal interests	家族權益 Family interests	公司權益 Corporate interests			
好倉 Long position						
譚偉豪太平紳士(「譚博士」) Tam Wai Ho, Samson JP (“Dr. Tam”)	63,464,000 (附註1) (Note 1)	4,600,000 (附註2) (Note 2)	75,754,236 (附註3) (Note 3)	143,818,236		5.00%
淡倉 Short position						
無 Nil						

附註：

- (1) 該等股份包括由譚博士及譚偉棠先生(「譚先生」)共同擁有之51,464,000股股份。譚博士直接擁有12,000,000股股份。
- (2) 譚太為譚博士之配偶，故根據證券及期貨條例第XV部，譚博士被視為於譚太所擁有之股份中擁有權益。

Notes:

- (1) Such Shares include the 51,464,000 Shares which are jointly owned by Dr. Tam and Mr. Tam Wai Tong, Thomas (“Mr. Tam”). Dr. Tam directly owns 12,000,000 Shares.
- (2) Mrs. Tam is the spouse of Dr. Tam and therefore Dr. Tam is deemed to be interested in the Shares owned by Mrs. Tam pursuant to Part XV of the SFO.

其他資料(續)

董事之證券權益(續)

於本公司股份、相關股份及債券之權益(續)

(3) 該等股份中，75,754,236股由Earmill Holdings Limited(「Earmill Holdings」)(一間由譚博士及譚先生按相同比例最終全資擁有之公司)實益擁有。

於相聯法團股份之權益

OTHER INFORMATION (continued)

Directors' Interests in Securities (continued)

Interests in the Shares, underlying shares and debenture of the Company (continued)

(3) Of these shares, 75,754,236 Shares are beneficially owned by Earmill Holdings Limited ("Earmill Holdings"), a company which is ultimately wholly owned by Dr. Tam and Mr. Tam, in equal shares.

Interests in the shares of associated corporations

董事	相聯法團名稱	擁有權益或視為擁有權益之普通股數目(好倉) Number of ordinary shares interested or deemed to be interested (long position)				總額	佔相聯法團已發行股本之權益 概約百分比 Approximate percentage of interests in the issued share capital of the associated corporation
		個人權益	家族權益	公司權益	總額		
Director	Name of associated corporation	Personal interests	Family interests	Corporate interests	Total		
沈世捷先生 Mr. Shum Sai Chit	世紀陽光集團控股有限公司(「世紀陽光」) Century Sunshine Group Holdings Limited ("Century Sunshine")	26,166,766 (附註1) (Note 1)	—	—	26,166,766	0.57%	
池碧芬女士 Ms. Chi Bi Fen	世紀陽光 Century Sunshine	31,519,934 (附註2) (Note 2)	—	—	31,519,934	0.69%	
鄺炳文先生 Mr. Kwong Ping Man	世紀陽光 Century Sunshine	6,389,145 (附註3) (Note 3)	—	—	6,389,145	0.14%	
張省本先生 Mr. Cheung Sound Poon	世紀陽光 Century Sunshine	1,000,000 (附註4) (Note 4)	—	—	1,000,000	0.02%	
關毅傑先生 Mr. Kwan Ngai Kit	世紀陽光 Century Sunshine	—	3,839,797 (附註5) (Note 5)	—	3,839,797	0.08%	

其他資料(續)

董事之證券權益(續)

於相聯法團股份之權益(續)

附註：

- (1) 14,666,305股世紀陽光股份由沈世捷先生直接擁有及11,500,461股世紀陽光股份乃根據所持有之購股權可向沈先生發行之相關股份數目。
- (2) 12,352,499股世紀陽光股份由池碧芬女士直接擁有及19,167,435股世紀陽光股份乃根據所持有之購股權可向池女士發行之相關股份數目。
- (3) 該等世紀陽光股份乃根據所持有之購股權可向鄭炳文先生發行之相關股份數目。
- (4) 該等股份包括400,000股世紀陽光股份，其由張省本先生直接擁有，及600,000股世紀陽光股份由張先生及其配偶共同擁有。
- (5) 該等份包括2,560,010股世紀陽光股份由關先生之配偶持有，以及1,279,787股世紀陽光股份乃根據所持有之購股權可向關先生之配偶發行之相關股份數目。

除上文所披露者外，於二零一六年六月三十日，各董事或彼等之聯繫人士概無於本公司或其任何相聯法團(定義見證券及期貨條例)之股份及相關股份中擁有任何權益或淡倉。

購股權

本公司之舊購股權計劃已於二零一二年四月一日屆滿，所有根據該計劃授出但尚未行使之購股權均已被沒收或失效。於本報告日期，本公司並無採納任何新購股權計劃。

OTHER INFORMATION (continued)

Directors' Interests in Securities (continued)

Interests in the shares of associated corporations (continued)

Notes:

- (1) 14,666,305 shares in Century Sunshine are directly owned by Mr. Shum Sai Chit and 11,500,461 shares in Century Sunshine are the number of underlying shares which may be issued to Mr. Shum under the options held.
- (2) 12,352,499 shares in Century Sunshine are directly owned by Ms. Chi Bi Fen and 19,167,435 shares in Century Sunshine are the number of underlying shares which may be issued to Ms. Chi under the options held.
- (3) These shares in Century Sunshine are the number of underlying shares which may be issued to Mr. Kwong Ping Man under the options held.
- (4) Such shares include the 400,000 shares in Century Sunshine which are directly owned by Mr. Cheung Sound Poon and 600,000 shares in Century Sunshine which are jointly owned by Mr. Cheung and his spouse.
- (5) Such shares include the 2,560,010 shares in Century Sunshine owned by Mr. Kwan's spouse and 1,279,787 shares in Century Sunshine are the number of underlying shares which may be issued to Mr. Kwan's spouse under her options held.

Save as disclosed above, at 30 June 2016, none of the Directors or their associates had any interests or short positions in the shares and underlying shares of the Company or any of its associated corporations as defined in the SFO.

Share Options

The Company's old share option scheme was expired on 1 April 2012 and all the outstanding share options granted under such scheme were either forfeited or lapsed. The Company has not adopted any new share option scheme as at the date of this report.

其他資料(續)

主要股東

除上文所披露有關若干董事之權益外，於二零一六年六月三十日，根據本公司按證券及期貨條例第336條存置之主要股東名冊所記載，下列股東曾知會本公司其擁有本公司已發行股本中之相關權益及淡倉：

股東名稱	所持普通股 股份數目(好倉) Number of ordinary shares held (long position)	佔已發行 股本之百分比 % of issued share capital
Ming Xin Developments Limited(附註1)(note 1)	1,491,197,454	51.88
New Bright Group Limited(附註2)(note 2)	1,491,197,454	51.88
世紀陽光(附註3) Century Sunshine (note 3)	1,491,197,454	51.88
池文富(附註4) Chi Wen Fu (note 4)	1,491,197,454	51.88
譚偉棠(附註5) Tam Wai Tong (note 5)	145,218,236	5.05
梅嘉慧(附註6) Mui Kai Wai (note 6)	143,818,236	5.00
譚偉豪(附註6) Tam Wai Ho (note 6)	143,818,236	5.00

附註：

- (1) 1,491,197,454股由Ming Xin Developments Limited實益擁有。
- (2) Ming Xin Developments Limited為New Bright Group Limited之全資附屬公司。故此，就證券及期貨條例而言，New Bright Group Limited被視為擁有Ming Xin Developments Limited擁有權益之全部股份之權益。

OTHER INFORMATION (continued)

Substantial Shareholders

At 30 June 2016, the register of substantial shareholders kept by the Company pursuant to Section 336 of the SFO shows that other than the interests disclosed above in respect of certain Directors, the following shareholder had notified the Company of relevant interest and short position in the issued capital of the Company:

所持普通股 股份數目(好倉) Number of ordinary shares held (long position)	佔已發行 股本之百分比 % of issued share capital
1,491,197,454	51.88
1,491,197,454	51.88
1,491,197,454	51.88
1,491,197,454	51.88
145,218,236	5.05
143,818,236	5.00
143,818,236	5.00

Note:

- (1) 1,491,197,454 shares are beneficially owned by Ming Xin Developments Limited;
- (2) Ming Xin Developments Limited is a wholly-owned subsidiary of New Bright Group Limited. As such, New Bright Group Limited is deemed to be interested in all the shares in which Ming Xin Developments is interested by virtue of the SFO.

其他資料(續)

主要股東(續)

- (3) New Bright Group Limited 為世紀陽光之全資附屬公司。故此，就證券及期貨條例而言，世紀陽光被視為擁有 Ming Xin Developments Limited 擁有權益之全部股份之權益。
- (4) 池文富先生在世紀陽光(Ming Xin Developments Limited 之最終控股公司)股東大會上控制三分之一或以上表決權。故此，就證券及期貨條例而言，池文富先生被視為擁有 Ming Xin Developments Limited 擁有權益之全部股份之權益。
- (5) 該等股份包括：(i) 由譚偉棠先生及譚偉豪博士共同擁有之 51,464,000 股股份；(ii) 譚偉棠先生直接擁有之 18,000,000 股股份；及 (iii) 75,754,236 股由 Earnmill (一間由譚偉棠先生及譚偉豪博士按相同比例最終全資擁有之公司) 實益擁有。
- (6) 譚偉豪博士之股權與上文「董事擁有之證券權益」所披露者相同。譚梅嘉慧女士為譚偉豪博士之配偶，故根據證券及期貨條例第 XV 部，譚梅嘉慧女士被視為為譚偉豪博士所擁有之股份中擁有權益。

除上文所披露者外，於二零一六年六月三十日，本公司概無接獲任何人士知會其於本公司股份或相關股份中擁有根據證券及期貨條例須向本公司披露之權益或淡倉。

購買、出售或贖回本公司之上市證券

本公司及其任何附屬公司於期內概無購買、出售或贖回本公司任何上市證券。

OTHER INFORMATION (continued)

Substantial Shareholders (continued)

- (3) New Bright Group Limited is a wholly-owned subsidiary of Century Sunshine. As such, Century Sunshine is deemed to be interested in all the shares in which Ming Xin Developments is interested by virtue of the SFO.
- (4) Mr. Chi Wen Fu controls more than one-third or more of the voting power at general meetings of Century Sunshine (the ultimate holding company of Ming Xin Developments Limited). As such, Mr. Chi Wen Fu is deemed to be interested in all the shares in which Ming Xin Developments Limited is interested by virtue of the SFO.
- (5) Such shares include: (i) the 51,464,000 shares which are jointly owned by Mr. Tam Wai Tong and Dr. Tam Wai Ho; (ii) Mr. Tam Wai Tong directly owns 18,000,000 Shares; and (iii) 75,754,236 shares are beneficially owned by Earnmill, a company which is ultimately wholly owned by Mr. Tam Wai Tong and Dr. Tam Wai Ho, in equal shares.
- (6) The shareholding of Dr. Tam Wai Ho is also included in the "Directors' Interests in Securities" disclosed above. Mrs. Tam Mui Ka Wai is the spouse of Dr. Tam Wai Ho and therefore Mrs. Tam Mui Ka Wai is deemed to be interested in the shares owned by Dr. Tam Wai Ho pursuant to Part XV of the SFO.

Save as disclosed above, at 30 June 2016, the Company had not been notified by any persons who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the SFO.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any listed securities of the Company during the period.

審核委員會

審核委員會成員包括三名獨立非執行董事，即鄭炳文先生(審核委員會主席)、張省本先生及關毅傑先生。於回顧期內，審核委員會已舉行兩次會議，以檢討本集團所採納之會計原則及政策，並討論內部監控及財務匯報事宜。審核委員會已審閱本集團截至二零一六年六月三十日止六個月之未經審核綜合中期業績。

審核委員會對提升本公司企業管治作出正面貢獻。

企業管治常規

截至二零一六年六月三十日止六個月內，本公司一直遵守香港聯合交易所有限公司證券上市規則(「上市規則」)附錄14所載之企業管治守則(「守則」)，惟以下偏離情況除外：

根據守則條文第A.6.7條，獨立非執行董事及其他非執行董事須出席股東大會，並對股東之意見有公正的瞭解。

- 非執行董事孟健教授及非執行董事譚偉豪博士太平紳士因有其他事項處理而無法出席於二零一六年五月十七日舉行的股東週年大會。

AUDIT COMMITTEE

The Audit Committee comprises three Independent Non-executive Directors, namely Mr. Kwong Ping Man (Chairman of the Audit Committee), Mr. Cheung Sound Poon and Mr. Kwan Ngai Kit. During the period under review, the Audit Committee has held two meetings to review the accounting principles and practices adopted by the Group and discuss internal control and financial reporting matters. The Audit Committee has reviewed the unaudited consolidated interim results of the Group for the six months ended 30 June 2016.

The Audit Committee has made positive contribution to enhancing the Company's corporate governance.

CORPORATE GOVERNANCE PRACTICES

During the six months ended 30 June 2016, the Company has complied with the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"), save for the deviations as follows:

Under code provision A.6.7, independent non-executive directors and other non-executive directors should also attend general meetings and develop a balanced understanding of the views of shareholders.

- Professor Meng Jian (being a non-executive Director) and Dr. Tam Wai Ho JP (being a non-executive Director) were unable to attend the annual general meeting held on 17 May 2016 as they were obliged to be away for other matters.

董事進行證券交易之標準守則

本公司已採納上市規則附錄10所載有關董事進行證券交易之標準守則(「標準守則」)，以不遜於標準守則之條款，作為其有關董事進行證券交易之行為守則。經向所有董事作出特定查詢後，於截至二零一六年六月三十日止六個月內，所有董事確認彼等均已遵守標準守則之要求。

承董事會命
權智(國際)有限公司
主席
沈世捷

香港，二零一六年八月三十一日

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors (the “Model Code”) set out in Appendix 10 to the Listing Rules as its code of conduct regarding securities transactions by the Directors on terms no less exactly than the required standard set out in the Model Code. Having made specific enquiry of all Directors, all Directors confirmed that they have complied with the required standard set out in the Model Code throughout the six months ended 30 June 2016.

By order of the Board
Group Sense (International) Limited
Shum Sai Chit
Chairman

Hong Kong, 31 August 2016

權智集團
GroupSense

權智(國際)有限公司*
Group Sense (International) Limited

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* 僅供識別
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