

# 2016 INTERIM REPORT 中期報告

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TACK FIORI INTERNATIONAL GROUP LIMITED  
野馬國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立之有限公司)

(Stock Code 股份代號: 928)



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## Corporate Information 公司資料

### EXECUTIVE DIRECTORS

Mr. Hua Yunbo (*Chairman and President*)

Ms. Shan Hua (*Chief Executive Officer*)

### NON-EXECUTIVE DIRECTOR

Dr. Feng Xiaogang

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Zheng Chunlei

Ms. Zhang Xuyang

Mr. Liu Xinghua

Mr. Zhou Jian

### AUDIT COMMITTEE

Mr. Zhang Xuyang (*Chairman*)

Mr. Zheng Chunlei

Mr. Zhou Jian

### REMUNERATION COMMITTEE

Mr. Zhou Jian (*Chairman*)

Ms. Shan Hua

Ms. Zhang Xuyang

### NOMINATION COMMITTEE

Mr. Liu Xinghua (*Chairman*)

Mr. Hua Yunbo

Mr. Zheng Chunlei

### COMPANY SECRETARY

Mr. Chung Yau Tong

### LEGAL ADVISER AS TO HONG KONG LAW

Loong & Yeung Solicitors

### AUDITOR

Deloitte Touche Tohmatsu

35/F, One Pacific Place

88 Queensway

Hong Kong

### 執行董事

华云波先生(*主席兼總裁*)

单华女士(*行政總裁*)

### 非執行董事

馮曉剛博士

### 獨立非執行董事

鄭春雷先生

張旭阳女士

刘兴华先生

周健先生

### 審核委員會

張旭阳女士(*主席*)

鄭春雷先生

周健先生

### 薪酬委員會

周健先生(*主席*)

单华女士

張旭阳女士

### 提名委員會

刘兴华先生(*主席*)

华云波先生

鄭春雷先生

### 公司秘書

鍾有棠先生

### 香港法律之法律顧問

龍炳坤、楊永安律師行

### 核數師

德勤•關黃陳方會計師行

香港

金鐘道88號

太古廣場一座35樓

## Corporate Information 公司資料

### PRINCIPAL BANKER

The Hongkong and Shanghai Banking Corporation Limited

### REGISTERED OFFICE

Cricket Square, Hutchins Drive  
P.O. Box 2681,  
Grand Cayman KY1-1111  
Cayman Islands

### PRINCIPAL OFFICE IN HONG KONG

Room 2201, 22/F  
Kwan Chart Tower  
No. 6 Tonnochy Road  
Wanchai  
Hong Kong

### COMPANY'S WEBSITE

[www.tackfiori.com](http://www.tackfiori.com)

### CAYMAN ISLANDS 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

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

### LISTING INFORMATION

The Stock Exchange of Hong Kong Limited  
Stock Code: 00928

### 主要往來銀行

香港上海滙豐銀行有限公司

### 註冊辦事處

Cricket Square, Hutchins Drive  
P.O. Box 2681,  
Grand Cayman KY1-1111  
Cayman Islands

### 香港主要辦事處

香港  
灣仔  
杜老誌道6號  
群策大廈  
22樓2201室

### 公司網站

[www.tackfiori.com](http://www.tackfiori.com)

### 開曼群島主要股份過戶登記處

Royal Bank of Canada Trust Company (Cayman)  
Limited  
4th Floor, Royal Bank House  
24 Shedden Road, George Town  
Grand Cayman KY1-1110  
Cayman Islands

### 香港股份過戶登記分處

卓佳登捷時有限公司  
香港  
皇后大道東183號  
合和中心22樓

### 上市資料

香港聯合交易所有限公司  
股份代號：00928



## Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income 簡明綜合損益及其他全面收益表

For the six months ended 30 September 2016 截至二零一六年九月三十日止六個月  
(Amounts expressed in Hong Kong dollars) (以港元為單位)

		Unaudited 未經審核		
		Six months ended 30 September		
		截至九月三十日止六個月		
		2016	2015	
		二零一六年	二零一五年	
		\$'000	\$'000	
		千元	千元	
	Notes 附註			
Turnover	營業額	4	7,386	4,352
Cost of sales and services	銷售及服務成本		(4,999)	(1,270)
<b>Gross profit</b>	<b>毛利</b>		<b>2,387</b>	3,082
Other income and gain	其他收入及收益		443	715
Selling and distribution costs	銷售及分銷成本		(562)	(752)
Administrative and other operating expenses	行政及其他經營開支		(17,101)	(19,439)
Finance costs	融資成本		(103)	—
Share of results of an associate	分佔一家聯營公司之業績	19	(76)	—
Impairment on goodwill	商譽減值	5	—	(3,842)
Impairment on inventories	存貨減值	6	—	(879)
Loss before taxation	除稅前虧損	7	(15,012)	(21,115)
Income tax	所得稅	8	(247)	(4)
Loss for the period	期內虧損		(15,259)	(21,119)
Other comprehensive expense that may be reclassified subsequently to profit or loss: Exchange differences arising from translations	日後可能重新分類至損益之其他全面開支：換算所產生匯兌差額		(1,534)	(1,248)
Total comprehensive expense for the period	期內全面開支總額		(16,793)	(22,367)
Loss for the period attributable to:	以下人士應佔期內虧損：			
Owners of the Company	本公司擁有人		(14,573)	(21,119)
Non-controlling interests	非控股權益		(686)	—
			(15,259)	(21,119)
Total comprehensive expense for the period attributable to:	以下人士應佔期內全面開支總額：			
Owners of the Company	本公司擁有人		(16,115)	(22,367)
Non-controlling interests	非控股權益		(678)	—
			(16,793)	(22,367)
Loss per share	每股虧損	10		
— Basic and diluted (HK cents)	— 基本及攤薄(港仙)		0.65	0.98



## Condensed Consolidated Statement of Financial Position 簡明綜合財務狀況表

As at 30 September 2016 於二零一六年九月三十日  
(Amounts expressed in Hong Kong dollars) (以港元為單位)

		Notes 附註	Unaudited 未經審核 30 September 2016 二零一六年 九月三十日 \$'000 千元	Audited 經審核 31 March 2016 二零一六年 三月三十一日 \$'000 千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	11	4,480	1,212
Prepayment for acquisition of property, plant and equipment	收購物業、廠房及設備 之預付款項		5,258	–
Interest in an associate	於一家聯營公司之權益	19	64,920	–
			<b>74,658</b>	1,212
<b>Current assets</b>	<b>流動資產</b>			
Prepayments for acquisition of intangible asset	收購無形資產之預付款項	12	–	12,485
Financial assets at fair value through profit or loss	按公平值計入損益之 財務資產	13	29,070	–
Inventories	存貨		2,780	2,158
Trade and other receivables	應收貿易及其他款項	14	11,348	4,481
Loans receivable	應收貸款	15	79,965	–
Bank balances and cash	銀行結餘及現金		52,333	65,810
			<b>175,496</b>	84,934
<b>Current liabilities</b>	<b>流動負債</b>			
Other payables	其他應付款項		12,929	1,331
Loan from a director	來自一名董事之貸款	16	10,000	20,000
Loans from shareholders	來自股東之貸款	16	50,300	–
Loans payable	應付貸款	17	65,233	–
Tax payable	應付稅項	8	243	–
			<b>138,705</b>	21,331
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>36,791</b>	63,603
<b>Net assets</b>	<b>資產淨值</b>		<b>111,449</b>	64,815
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本	18	23,903	21,444
Reserves	儲備		86,270	43,371
<b>Total equity attributable to owners of the Company</b>	<b>本公司擁有人應佔 權益總額</b>		<b>110,173</b>	64,815
Non-controlling interests	非控股權益		1,276	–
<b>Total equity</b>	<b>權益總額</b>		<b>111,449</b>	64,815



## Condensed Consolidated Statement of Changes in Equity 簡明綜合權益變動表

For the six months ended 30 September 2016 截至二零一六年九月三十日止六個月  
(Amounts expressed in Hong Kong dollars) (以港元為單位)

		Attributable to owners of the Company 本公司擁有人應佔								
		Share capital	Share premium	Contributed surplus (Note a) 繳入盈餘 (附註a)	Translation reserve 換算儲備	Other reserve (Note b) 其他儲備 (附註b)	Accumulated losses	Total	Non-controlling interests	Total equity
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
At 1 April 2015 (audited)	於二零一五年四月一日 (經審核)	21,444	849,351	167,780	526	5,518	(942,158)	102,461	-	102,461
Loss for the period	期內虧損	-	-	-	-	-	(21,119)	(21,119)	-	(21,119)
Other comprehensive expense arising from exchange difference on translations	換算之匯兌差額所產生 其他全面開支	-	-	-	(1,248)	-	-	(1,248)	-	(1,248)
Total comprehensive expense for the period	期內全面開支總額	-	-	-	(1,248)	-	(21,119)	(22,367)	-	(22,367)
At 30 September 2015 (unaudited)	於二零一五年九月三十日 (未經審核)	21,444	849,351	167,780	(722)	5,518	(963,277)	80,094	-	80,094
At 1 April 2016 (audited)	於二零一六年四月一日 (經審核)	21,444	849,351	167,780	(2,783)	5,518	(976,495)	64,815	-	64,815
Loss for the period	期內虧損	-	-	-	-	-	(14,573)	(14,573)	(686)	(15,259)
Other comprehensive expense arising from exchange difference on translations	換算之匯兌差額所產生 其他全面開支	-	-	-	(1,542)	-	-	(1,542)	8	(1,534)
Total comprehensive expense for the period	期內全面開支總額	-	-	-	(1,542)	-	(14,573)	(16,115)	(678)	(16,793)
Adjustment to non-controlling interest arising from capital contribution by an associate to a subsidiary of the Group	因一間聯營公司向本集團 一間附屬公司注資調整 非控股權益	-	-	-	-	-	-	-	1,954	1,954
Issue of shares for acquisition of an associate	就收購一間聯營公司 發行股份	2,459	59,014	-	-	-	-	61,473	-	61,473
At 30 September 2016 (unaudited)	於二零一六年九月三十日 (未經審核)	23,903	908,365	167,780	(4,325)	5,518	(991,068)	110,173	1,276	111,449

Notes:

附註：

- (a) The contributed surplus represents the difference between nominal value of the shares of subsidiaries acquired by the Company and the nominal value of the shares of the Company issued for the acquisition pursuant to the reorganisation in April 2002.
- (a) 繳入盈餘指本公司所收購附屬公司股份面值與本公司根據於二零零二年四月之重組進行收購所發行本公司股份面值之差額。
- (b) The other reserve represents the release of share options expenses from share options reserve upon exercise of share options.
- (b) 其他儲備指購股權獲行使後自購股權儲備轉出之購股權開支。

## Condensed Consolidated Statement of Cash Flows 簡明綜合現金流量表

For the six months ended 30 September 2016 截至二零一六年九月三十日止六個月  
(Amounts expressed in Hong Kong dollars) (以港元為單位)

		Unaudited 未經審核	
		Six months ended 30 September 截至九月三十日止六個月	
		2016 二零一六年	2015 二零一五年
		\$'000 千元	\$'000 千元
Net cash used in operating activities	經營業務所用現金淨額	(93,981)	(15,611)
Net cash used in investing activities:	投資活動所用現金淨額：		
Purchase of property, plant and equipment	購買物業、廠房及設備	(4,534)	(99)
Prepayment paid for acquisition of property, plant and equipment	收購物業、廠房及設備之已付預付款項	(5,258)	–
Refund of prepayments for acquisition of intangible asset	收回就收購無形資產支付之預付款項	11,802	–
Prepayments paid for acquisition of intangible asset	就收購無形資產支付之預付款項	–	(12,485)
Purchase of financial assets at fair value through profit or loss	購買按公平值計入損益之財務資產	(40,000)	(89,024)
Redemption of financial assets at fair value through profit or loss	贖回按公平值計入損益之財務資產	10,588	79,268
Interest received	已收利息	29	502
		(27,373)	(21,838)
Net cash from financing activities:	融資活動所得現金淨額：		
Capital contribution by an associate to a subsidiary of the Group	一間聯營公司向本集團一間附屬公司之注資	2,791	–
Drawn down of loans	提取貸款	65,233	–
Loans from shareholders	股東貸款	50,300	–
Repayment of loan to a director	向一名董事償還貸款	(10,000)	–
		108,324	–
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(13,030)	(37,449)
Cash and cash equivalents at 1 April	於四月一日之現金及現金等價物	65,810	97,670
Effect of foreign exchange rate changes	匯率變動之影響	(447)	(1,212)
Cash and cash equivalents at 30 September, represented by bank balances and cash	於九月三十日之現金及現金等價物，代表銀行結餘及現金	52,333	59,009





# Notes to Unaudited Condensed Consolidated Financial Statements

## 未經審核簡明綜合財務報表附註

For the six months ended 30 September 2016 截至二零一六年九月三十日止六個月

### I GENERAL

Tack Fiori International Group Limited (the "Company", together with its subsidiaries, the "Group") was incorporated in the Cayman Islands on 12 March 2001. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business is Room 2201, 22th Floor, Kwan Chart Tower, No. 6 Tonnochy Road, Wanchai, Hong Kong.

The Company is principally engaged in investment holding. The Group is principally engaged in (i) healthcare services in the People's Republic of China (the "PRC"); (ii) development and promotion of education software products and provision of technical support services in the PRC; (iii) sale of apparel in the PRC; (iv) securities trading and investments business in Hong Kong; and (v) loan financing business.

The presentation currency of the unaudited condensed consolidated financial statements is Hong Kong dollars ("HK\$"). For the convenience of the unaudited condensed consolidated financial statements users, the results and financial position of the Group are presented in HK\$ as the Company's shares are listed on The Stock Exchange of Hong Kong Limited. All values are rounded to the nearest thousand (\$'000) except otherwise indicated.

### 2 BASIS OF PREPARATION

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

### I 一般資料

野馬國際集團有限公司(「本公司」，連同其附屬公司統稱「本集團」)於二零零一年三月十二日在開曼群島註冊成立，其註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands，而主要營業地點則設於香港灣仔杜老誌道6號群策大廈22樓2201室。

本公司主要從事投資控股業務。本集團主要(i)在中華人民共和國(「中國」)從事健康服務；(ii)在中國開發及推廣教育軟件產品及提供技術支援服務；(iii)在中國從事服裝銷售；(iv)在香港從事證券買賣與投資業務；及(v)從事貸款融資業務。

未經審核簡明綜合財務報表之呈列貨幣為港元(「港元」)。由於本公司股份於香港聯合交易所有限公司上市，為方便未經審核簡明綜合財務報表之使用者，本集團之業績及財務狀況均以港元呈列。除另行說明外，所有價值均調整至最接近之千位數(千元)。

### 2 編製基準

未經審核簡明綜合財務報表乃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第34號「中期財務報告」及香港聯合交易所有限公司證券上市規則附錄十六之適用披露規定編製。

## Notes to Unaudited Condensed Consolidated Financial Statements 未經審核簡明綜合財務報表附註

For the six months ended 30 September 2016 截至二零一六年九月三十日止六個月

### 3 PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements have been prepared on the historical cost basis except for the financial assets at fair value through profit or loss that are measured at their fair values at the end of each reporting period.

Except as described below, the accounting policies and methods of computation used in the unaudited condensed consolidated financial statements for the six months ended 30 September 2016 are the same as those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 March 2016.

#### Investment in an associate

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. The results and assets and liabilities of an associate are incorporated in these condensed consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with Hong Kong Financial Reporting Standards (the "HKFRS") 5 "Non-current Assets Held for Sale and Discontinued Operations". Under the equity method, an investment in an associate is initially recognised in the condensed consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

### 3 主要會計政策

未經審核簡明綜合財務報表乃按歷史成本基準編製，惟按公平值計入損益之財務資產除外，有關財務資產於各報告期末按其公平值計量。

除下文所述者外，截至二零一六年九月三十日止六個月之未經審核簡明綜合財務報表所採用會計政策及計算方法與編製本集團截至二零一六年三月三十一日止年度之年度綜合財務報表所遵循者相同。

#### 於一間聯營公司之投資

聯營公司為本集團有重大影響力之實體。重大影響力指有權參與投資對象之財務及經營政策決定但非控制或共同控制該等政策。聯營公司之業績與資產及負債，乃採用權益會計法列入簡明綜合財務報表，惟倘該項投資(或其中部分)分類為持作出售，則會根據香港財務報告準則(「香港財務報告準則」)第5號「持作出售非流動資產及已終止業務」入賬。根據權益法，於一間聯營公司之投資初步於簡明綜合財務狀況報表按成本確認，並於其後就確認本集團應佔該聯營公司之損益及其他全面收益而作出調整。當本集團應佔一間聯營公司之虧損超出本集團於該聯營公司之權益時(包括實質上構成本集團於聯營公司之投資淨值一部分之任何長期權益)，本集團會終止確認其應佔之進一步虧損。額外虧損僅於本集團已產生法定或推定責任或代表該聯營公司付款時方予確認。



## Notes to Unaudited Condensed Consolidated Financial Statements 未經審核簡明綜合財務報表附註

For the six months ended 30 September 2016 截至二零一六年九月三十日止六個月

### 3 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Investment in an associate (Continued)

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired. The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 "Impairment of Assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group reduces its ownership interest in an associate but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities. When a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group's condensed consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

### 3 主要會計政策(續)

#### 於一間聯營公司之投資(續)

於一間聯營公司之投資自投資對象成為聯營公司當日起以權益法入賬。收購於一間聯營公司之投資時，任何投資成本超出本集團應佔投資對象之可識別資產及負債公平淨值之差額，均確認為商譽，並計入該項投資之賬面值內。本集團應佔可識別資產及負債之公平淨值超出投資成本之任何數額經重新評估後，即時於收購該項投資之期間於損益內確認。香港會計準則第39號之規定適用於釐定是否需要就本集團於一間聯營公司之投資確認任何減值虧損。如有需要，該項投資之全部賬面值(包括商譽)將根據香港會計準則第36號「資產減值」以單一資產方式進行減值測試，方法為比較其可收回金額(即使用價值與公平值減出售成本之較高者)與其賬面值。任何已確認減值虧損均構成該項投資賬面值之一部分。有關減值虧損之任何撥回按該項投資可收回金額之其後增加根據香港會計準則第36號確認。

倘本集團削減其於聯營公司之所有權權益但本集團繼續採用權益法，而有關收益或虧損會於出售相關資產或負債時重新分類至損益，則本集團會將先前就削減所有權權益而於其他全面收益確認之收益或虧損按比例重新分類至損益。倘集團實體與本集團一間聯營公司進行交易，與該聯營公司進行交易所產生損益僅於該聯營公司之權益與本集團並無關連之情況下，方會在本集團之簡明綜合財務報表確認。

## Notes to Unaudited Condensed Consolidated Financial Statements 未經審核簡明綜合財務報表附註

For the six months ended 30 September 2016 截至二零一六年九月三十日止六個月

### 3 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Investment in an associate (Continued)

In the current interim period, the Group has applied, for the first time, the following amendments to HKFRSs issued by the HKICPA that are relevant for the preparation of the Group's unaudited condensed consolidated financial statements:

Amendments to HKFRS 11	<i>Accounting for Acquisitions of Interests in Joint Operations</i>
Amendments to HKAS 1	<i>Disclosure Initiative</i>
Amendments to HKAS 16 and HKAS 38	<i>Clarification of Acceptable Methods of Depreciation and Amortisation</i>
Amendments to HKAS 16 and HKAS 41	<i>Agriculture: Bearer Plants</i>
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	<i>Investment Entities: Applying the Consolidation Exception</i>
Amendments to HKFRSs	<i>Annual Improvements to HKFRSs 2012–2014 Cycle</i>

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

### 3 主要會計政策(續)

#### 於一間聯營公司之投資(續)

於本中期期間，本集團已首次應用下列由香港會計師公會頒佈並與編製本集團未經審核簡明綜合財務報表有關之香港財務報告準則之修訂本：

香港財務報告準則第11號(修訂本)	收購聯合經營權益之會計處理
香港會計準則第1號(修訂本)	披露計劃
香港會計準則第16號及香港會計準則第38號(修訂本)	釐清可接受之折舊及攤銷方法
香港會計準則第16號及香港會計準則第41號(修訂本)	農業：產花果植物
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：應用綜合賬目之例外情況
香港財務報告準則(修訂本)	香港財務報告準則二零一二年至二零一四年週期之年度改進

於本中期期間應用上述香港財務報告準則修訂本並無對該等簡明綜合財務報表所呈報金額及／或該等簡明綜合財務報表所披露資料造成重大影響。



## Notes to Unaudited Condensed Consolidated Financial Statements 未經審核簡明綜合財務報表附註

For the six months ended 30 September 2016 截至二零一六年九月三十日止六個月

### 3 PRINCIPAL ACCOUNTING POLICIES (Continued)

#### Structure Contracts

During the current interim period, Beijing LifeHealthcare Technology Co. Ltd 北京蓮和無限醫療科技有限公司 (“Beijing Lianhe”), a 100% owned subsidiary of the Company, entered into an exclusive cooperation agreement, an exclusive call option agreement, a power of attorney and a share pledge agreement (together, the “VIE Agreements” and each a “VIE Agreement”) with LifeHealthcare (Beijing) Co. Ltd 蓮和(北京)醫療科技有限公司 (“LifeHealthcare”) and the two registered shareholders of LifeHealthcare who hold all the equity capital of LifeHealthcare.

LifeHealthcare was established by the Group on 22 February 2016 and its principal activities are providing of genetic testing and health data analysis services (the “Relevant Business”). Pursuant to the *Catalog of Industries for Foreign Investment (2015 Amendment)* issued by the National Development and Reform Commission and the Ministry of Commerce of the People's Republic of China on 10 March 2015 and effected on 10 April 2015, the “development and application of human stem cells and genetic diagnosis therapy technology” is listed as an item in the forbidden catalog for foreign investment. The Group entered into the VIE Agreements, through which the Group has provided services to LifeHealthcare and received services fees accordingly, and pursuant to which Beijing Lianhe has obtained effective control over LifeHealthcare and the right to receive substantially all of LifeHealthcare's economic benefits. As a result of the VIE Agreements, LifeHealthcare's financials and results of operations, together with those of its subsidiaries, are consolidated into the Company's consolidated financial statements as wholly-owned subsidiaries of the Company.

The Company will make detailed disclosures concerning the VIE Agreements in its annual report.

### 3 主要會計政策(續) 結構合約

於本中期期間，本公司擁有100%權益之附屬公司北京蓮和無限醫療科技有限公司(「北京蓮和」)與蓮和(北京)醫療科技有限公司(「蓮和醫療」)及兩名擁有蓮和醫療全部股本之蓮和醫療登記股東訂立獨家合作協議、獨家認購權協議、授權書及股份質押協議(統稱及個別稱為「VIE協議」)。

蓮和醫療由本集團於二零一六年二月二十二日成立，其主要業務為提供基因檢測及健康數據分析服務(「有關業務」)。根據中華人民共和國國家發展和改革委員會及中華人民共和國商務部於二零一五年三月十日頒佈並於二零一五年四月十日生效之《外商投資產業指導目錄(二零一五年修訂)》，「人體幹細胞、基因診斷與治療技術開發和應用」為禁止外商投資產業目錄其中一項。本集團通過訂立VIE協議，向蓮和醫療提供服務，並收取相應之服務費，而北京蓮和據此取得蓮和醫療之實質控制權及取得蓮和醫療絕大部分經濟利益之權利。由於訂立VIE協議，蓮和醫療及其附屬公司之財務及經營業績綜合計入本公司之綜合財務報表中，列作本公司之全資附屬公司。

本公司將於其年報內就VIE協議作出詳盡披露。

## Notes to Unaudited Condensed Consolidated Financial Statements 未經審核簡明綜合財務報表附註

For the six months ended 30 September 2016 截至二零一六年九月三十日止六個月

### 4 TURNOVER AND SEGMENT INFORMATION

HKFRS 8 "Operating segments" requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision makers ("CODM") in order to allocate resources to the segment and to assess its performance. Relevant information was reported to the executive directors of the Company, being the CODM, for the purposes of resource allocation and assessment of segment performance focusing on types of goods or services delivered or provided.

The Group is organised into the following five major operating segments, each of which represents an operating and reportable segment of the Group:

- (i) Healthcare services
- (ii) Education software products and related services business
- (iii) Sale of apparel
- (iv) Securities trading and investments
- (v) Loan financing

The healthcare services and loan financing business segments are new operating segments as a result of the commencement of these new operations in the current interim period.

During the current interim period, the healthcare services segment was principally engaged in the provision of technical services to hospitals by enabling hospitals to provide consultation services to their potential customers. The loan financing segment principally earns interest income from loans advanced to its customers.

### 4 營業額及分部資料

香港財務報告準則第8號「經營分部」規定按本集團各組成部分之內部報告確定經營分部。該等內部報告乃由主要營運決策者（「主要營運決策者」）定期審閱，以便對各分部進行資源分配及表現評估。就資源分配及分部表現評估向本公司執行董事（即主要營運決策者）報告之相關資料集中於所交付貨品或所提供服務之種類。

本集團分為以下五個主要經營分部，各經營分部指本集團之經營及可呈報分部：

- (i) 健康服務
- (ii) 教育軟件產品及相關服務業務
- (iii) 服裝銷售
- (iv) 證券買賣及投資
- (v) 貸款融資

健康服務及貸款融資業務分部為於本中期期間開始經營有關新業務而產生之新經營分部。

於本中期期間，健康服務分部主要從事向醫院提供技術服務，讓醫院可向其潛在客戶提供顧問服務。貸款融資分部主要賺取向其客戶墊付貸款產生之利息收入。



## Notes to Unaudited Condensed Consolidated Financial Statements 未經審核簡明綜合財務報表附註

For the six months ended 30 September 2016 截至二零一六年九月三十日止六個月

### 4 TURNOVER AND SEGMENT INFORMATION (Continued)

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

For the six months ended 30 September 2016 (Unaudited)

### 4 營業額及分部資料(續)

以下為本集團按可呈報及經營分部劃分之營業額及業績分析：

截至二零一六年九月三十日止六個月(未經審核)

		Healthcare services	Education software products and related services business	Sale of apparel	Securities trading and investments	Loan financing business	Total
		健康服務	教育軟件產品及相關服務業務	服裝銷售	證券買賣及投資	貸款融資業務	總計
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元
Segment revenue	分部收入	4,830	1,311	489	–	756	7,386
Intra-segment revenue	分部內收入	–	–	–	–	–	–
Consolidated revenue from external customers	來自外界客戶之綜合收入	4,830	1,311	489	–	756	7,386
Segment result	分部業績	(3,699)	(1,685)	(1,642)	(6)	743	(6,289)
Unallocated corporate expenses	未分配公司支出						(8,649)
Finance costs	融資成本						(103)
Other income and gain	其他收入及收益						29
Loss before taxation	除稅前虧損						(15,012)

## Notes to Unaudited Condensed Consolidated Financial Statements 未經審核簡明綜合財務報表附註

For the six months ended 30 September 2016 截至二零一六年九月三十日止六個月

#### 4 TURNOVER AND SEGMENT INFORMATION (Continued)

For the six months ended 30 September 2015 (Unaudited)

#### 4 營業額及分部資料(續)

截至二零一五年九月三十日止六個月  
(未經審核)

		Education software products and related services business 教育軟件 產品及相關 服務業務 \$'000 千元	Sale of apparel 服裝銷售 \$'000 千元	Securities trading and investments 證券買賣 及投資 \$'000 千元	Total 總計 \$'000 千元
Segment revenue	分部收入	4,204	148	–	4,352
Intra-segment revenue	分部內收入	–	–	–	–
Consolidated revenue from external customers	來自外界客戶之 綜合收入	4,204	148	–	4,352
Segment result	分部業績	(3,769)	(3,001)	(8)	(6,778)
Unallocated corporate expenses	未分配公司支出				(14,839)
Other income and gain	其他收入及收益				502
Loss before taxation	除稅前虧損				(21,115)

Segment loss represents the loss resulted in each segment without allocation of other income and gain and unallocated corporate expenses. This is the measure for reporting to the Group's CODM for the purposes of resource allocation and performance assessment.

#### Segment assets and liabilities

Amounts of segment assets and liabilities of the Group are not reviewed by the Group's CODM or otherwise regularly provided to the CODM, accordingly, segment assets and liabilities are not presented.

分部虧損指各分部所產生虧損，並無分配其他收入及收益以及未分配公司支出。此乃就資源分配及表現評估向本集團主要營運決策者匯報之措施。

#### 分部資產及負債

本集團之分部資產及負債金額未經本集團主要營運決策者審閱或以其他方式定期呈交主要營運決策者，故未有呈列分部資產及負債。





## Notes to Unaudited Condensed Consolidated Financial Statements 未經審核簡明綜合財務報表附註

For the six months ended 30 September 2016 截至二零一六年九月三十日止六個月

### 5 IMPAIRMENT ON GOODWILL

The goodwill was related to the cash-generating unit of education software products and related services business. As the recoverable amount of the cash-generating unit of education software products and related services business was lower than its carrying amount as at 30 September 2015, the goodwill was fully impaired during the six months ended 30 September 2015.

### 6 IMPAIRMENT ON INVENTORIES

At the end of the reporting period, the directors of the Company had performed a detailed review on the analysis of aged inventories of the Group and no impairment loss on inventories was required for the period ended 30 September 2016. For the period ended 30 September 2015, HK\$879,000 impairment was provided for the aged inventories of the sale of apparel business.

### 7 LOSS BEFORE TAXATION

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

### 5 商譽減值

商譽與教育軟件產品及相關服務業務之現金產生單位有關。由於教育軟件產品及相關服務業務之現金產生單位之可收回金額低於其於二零一五年九月三十日之賬面值，故商譽於截至二零一五年九月三十日止六個月悉數減值。

### 6 存貨減值

於報告期末，本公司董事詳細檢討本集團之陳舊存貨分析，截至二零一六年九月三十日止期間毋須作出存貨減值虧損。截至二零一五年九月三十日止期間，已就服裝銷售業務之陳舊存貨計提減值879,000港元。

### 7 除稅前虧損

除稅前虧損已扣除/(計入)：

		Unaudited 未經審核	
		Six months ended 30 September	
		截至九月三十日止六個月	
		2016	2015
		二零一六年	二零一五年
		\$'000	\$'000
		千元	千元
Cost of inventories recognised as expenses	確認為開支之存貨成本	940	1,145
Depreciation of property, plant and equipment	物業、廠房及設備折舊	976	402
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	224	15
Bank interest income	銀行利息收入	(29)	(502)
Legal and professional fees and expenses	法律及專業費用及開支	1,029	8,243

## Notes to Unaudited Condensed Consolidated Financial Statements 未經審核簡明綜合財務報表附註

For the six months ended 30 September 2016 截至二零一六年九月三十日止六個月

### 8 INCOME TAX

### 8 所得稅

		Unaudited 未經審核	
		Six months ended 30 September	
		截至九月三十日止六個月	
		2016	2015
		二零一六年	二零一五年
		\$'000	\$'000
		千元	千元
Taxation attributable to the Company and its subsidiaries:	本公司及其附屬公司之相關稅項：		
Current tax	即期稅項		
Hong Kong (note i)	香港(附註i)	90	—
PRC Enterprise Income Tax ("EIT") (note ii)	中國企業所得稅 (「企業所得稅」)(附註ii)	157	4
		<b>247</b>	<b>4</b>

Notes:

(i) Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for both interim periods.

(ii) PRC EIT is calculated at 25% of estimated assessable profits for both interim periods.

附註：

(i) 香港利得稅就兩段中期期間之估計應課稅溢利按稅率16.5%計算。

(ii) 中國企業所得稅就兩段中期期間之估計應課稅溢利按稅率25%計算。

### 9 DIVIDENDS

No dividends were paid, declared or proposed during both interim periods. The directors have determined that no dividend will be paid in respect of the current interim period.

### 9 股息

於兩段中期期間概無派付、宣派或建議派付任何股息。董事議決不會就本中期期間派付股息。



## Notes to Unaudited Condensed Consolidated Financial Statements 未經審核簡明綜合財務報表附註

For the six months ended 30 September 2016 截至二零一六年九月三十日止六個月

### 10 LOSS PER SHARE

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

		Unaudited 未經審核 Six months ended 30 September 截至九月三十日止六個月	
		2016 二零一六年 \$'000 千元	2015 二零一五年 \$'000 千元
<b>Loss</b>	<b>虧損</b>		
Loss for the period attributable to the owners of the Company for the purposes of basic and diluted loss per share	計算每股基本及攤薄虧損之 本公司擁有人應佔期內虧損	14,573	21,119

### 10 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃按以下數據計算：

		Unaudited 未經審核 Six months ended 30 September 截至九月三十日止六個月	
		2016 二零一六年 '000 千股	2015 二零一五年 '000 千股
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares during the period for the purposes of basic and diluted loss per share	計算每股基本及攤薄虧損之 期內普通股加權平均數	2,256,165	2,144,421

There were no share options outstanding during the six months period ended 30 September 2016 and 2015.

截至二零一六年及二零一五年九月三十日止六個月期間並無尚未行使購股權。

## Notes to Unaudited Condensed Consolidated Financial Statements 未經審核簡明綜合財務報表附註

For the six months ended 30 September 2016 截至二零一六年九月三十日止六個月

### 11 PROPERTY, PLANT AND EQUIPMENT

During the current interim period, additions to the Group's property, plant and equipment amounted to HK\$4,534,000 (six months ended 30 September 2015: HK\$99,000). In addition, the Group disposed of certain property, plant and equipment with an aggregate carrying amount of approximately HK\$224,000 (six months ended 30 September 2015: HK\$15,000).

### 12 PREPAYMENTS FOR ACQUISITION OF INTANGIBLE ASSET

The balance as at 31 March 2016 represented the prepayments for the rights of distribution and marketing of the mobile versions of two games. However, the distribution agreements were terminated on 3 June 2016 and the prepayments were fully refunded during the period ended 30 September 2016.

### 13 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

The amount as at 30 September 2016 represented an investment of principal amount of RMB25,000,000 (equivalent to HK\$29,070,000) in a structured financial product issued by a state-owned bank in the PRC with variable return and with a maturity date on 24 October 2016. The structured financial product is designated at FVTPL on initial recognition as it contains non-closely related embedded derivative. The gross proceed received on maturity date was RMB25,443,900 (equivalent to HK\$29,138,000). The directors consider the fair value of the structured financial product approximate to its purchase cost as at 30 September 2016.

### 11 物業、廠房及設備

於本中期期間，本集團添置4,534,000港元(截至二零一五年九月三十日止六個月：99,000港元)之物業、廠房及設備。此外，本集團出售賬面總值約為224,000港元(截至二零一五年九月三十日止六個月：15,000港元)之若干物業、廠房及設備。

### 12 收購無形資產之預付款項

於二零一六年三月三十一日之結餘指兩個遊戲手機版之分銷及推廣權之預付款項。然而，分銷協議已於二零一六年六月三日終止，而預付款項已於截至二零一六年九月三十日止期間悉數退還。

### 13 按公平值計入損益之財務資產

於二零一六年九月三十日之有關金額指於中國一間國有銀行發行之結構性金融產品之投資，有關本金額為人民幣25,000,000元(相當於29,070,000港元)，其具有可變回報並於二零一六年十月二十四日到期。由於該結構性金融產品含有非緊密相關之嵌入衍生工具，故其於初步確認時指定按公平值計入損益。於到期日收訖之所得款項總額為人民幣25,443,900元(相當於29,138,000港元)。董事認為該結構性金融產品之公平值與其於二零一六年九月三十日之購入成本相若。



## Notes to Unaudited Condensed Consolidated Financial Statements 未經審核簡明綜合財務報表附註

For the six months ended 30 September 2016 截至二零一六年九月三十日止六個月

### 14 TRADE AND OTHER RECEIVABLES

### 14 應收貿易及其他款項

		Unaudited 未經審核 At 30 September 2016 於二零一六年 九月三十日 \$'000 千元	Audited 經審核 At 31 March 2016 於二零一六年 三月三十一日 \$'000 千元
Trade receivables	應收貿易款項	2,323	3,262
Other receivables	其他應收款項	9,025	1,219
Total trade and other receivables	應收貿易及其他款項總額	11,348	4,481

Retail sales conducted through outlet shops and e-commerce platforms are normally settled in cash or Alipay (“支付寶”) or by credit card with the settlement from the corresponding banks or other financial institutions within 7 days. For receivables from retail sales conducted through authorised distributor, the Group allows a credit period of 14 days. For receivables from sales of education software products and provision of technical support services, the Group allows a credit period ranging from 30–180 days. The following is an aged analysis of trade receivables presented based on the invoice date at the end of the reporting period:

透過零售店及電子商務平台進行之零售銷售一般以現金或支付寶或透過相關銀行或其他財務機構以信用卡於7日內償付。就授權分銷商所進行零售銷售之應收款項而言，本集團給予之信貸期為14日。就銷售教育軟件產品及提供技術支援服務之應收款項而言，本集團給予之信貸期介乎30至180日。於報告期末，按發票日期呈列應收貿易款項之賬齡分析如下：

		Unaudited 未經審核 At 30 September 2016 於二零一六年 九月三十日 \$'000 千元	Audited 經審核 At 31 March 2016 於二零一六年 三月三十一日 \$'000 千元
Within 90 days	90日內	2,323	56
91–180 days	91至180日	–	6
181–365 days	181至365日	–	1,632
Over 1 year	1年以上	–	1,568
		2,323	3,262

## Notes to Unaudited Condensed Consolidated Financial Statements 未經審核簡明綜合財務報表附註

For the six months ended 30 September 2016 截至二零一六年九月三十日止六個月

### 15 LOANS RECEIVABLE

Loans receivable at the end of the reporting period represented loans advanced to certain independent third parties bearing interest at rates ranging from 9% to 19% per annum. The grants of these loans were approved and monitored by the Group's management. As at 30 September 2016, certain loans receivable with an aggregate carrying amount of HK\$20,000,000 were secured by the pledge of residential property as collateral and HK\$59,965,000 (30 September 2015: Nil) were with personal guarantees provided by certain independent third parties.

The loans granted by the Group to its customers in the Loan financing business are normally of 3 months duration. The following is an ageing analysis of loans receivable presented based on the drawn down date of loans by customers at the end of the reporting period:

	Unaudited 未經審核 At 30 September 2016 於二零一六年 九月三十日 \$'000 千元	Audited 經審核 At 31 March 2016 於二零一六年 三月三十一日 \$'000 千元
Within 90 days	於90日內 79,965	—

### 16 LOAN(S) FROM A DIRECTOR / SHAREHOLDERS

The amounts are unsecured, interest-free and repayable within one year from the drawn down date.

### 17 LOANS PAYABLE

The amounts outstanding as at 30 September 2016 represents loans drawn from certain independent third parties bearing interest at rates ranging from 4.35% to 8% per annum, unsecured and repayable within one year from the drawn down date.

### 15 應收貸款

報告期末之應收貸款指墊付予若干獨立第三方按介乎9%至19%之年息計息之貸款。本集團管理層批核及監察授出該等貸款。於二零一六年九月三十日，賬面總額20,000,000港元之若干應收貸款以質押住宅物業作為抵押品作擔保，另59,965,000港元(二零一五年九月三十日：無)則以若干獨立第三方提供之個人擔保作擔保。

本集團於貸款融資業務中授予其客戶之貸款一般為期3個月。以下為於報告期末根據客戶提取貸款日期呈列之應收貸款賬齡分析：

### 16 來自一名董事／股東之貸款

有關金額為無抵押、免息及須於提取日期起計一年內償還。

### 17 應付貸款

於二零一六年九月三十日之未償還金額指自若干獨立第三方提取之貸款，乃按介乎4.35%至8%之年息計息、無抵押及須於提取日期起計一年內償還。



## Notes to Unaudited Condensed Consolidated Financial Statements 未經審核簡明綜合財務報表附註

For the six months ended 30 September 2016 截至二零一六年九月三十日止六個月

### 18 SHARE CAPITAL

### 18 股本

		Number of shares 股份數目 '000 千股	Share capital 股本 \$'000 千元
Authorised:	法定：		
Ordinary shares of HK\$0.01 each At 1 April 2015, 30 September 2015, 1 April 2016 and 30 September 2016	於二零一五年四月一日、 二零一五年九月三十日、 二零一六年四月一日及 二零一六年九月三十日 每股面值0.01港元之普通股	50,000,000	500,000
Issued and fully paid:	已發行及繳足：		
Ordinary shares of HK\$0.01 each At 1 April 2015 (audited), 30 September 2015 (unaudited) and 1 April 2016 (audited)	於二零一五年四月一日(經審核)、 二零一五年九月三十日(未經審核) 及二零一六年四月一日(經審核) 每股面值0.01港元之普通股	2,144,421	21,444
Issue of shares for acquisition of an associate	就收購一間聯營公司發行股份	245,891	2,459
At 30 September 2016 (unaudited)	於二零一六年九月三十日 (未經審核)	2,390,312	23,903

### 19 INTEREST IN AN ASSOCIATE

On 5 August 2016, the Group acquired 30% equity interest in Guangzhou Manrui Biotech Company Limited ("Manrui Biotech") from two independent third parties at an agreed consideration that comprised of cash of RMB3,750,000 (equivalent to HK\$4,360,000) and 245,890,890 shares of HK\$0.01 each being issued by the Company. Manrui Biotech specialises in research and development of gene testing technologies, specifically relating to non-invasive cancer detection through gene testing. Please refer to the announcement of the Company dated 1 August 2016 and 9 August 2016 for details of the acquisition.

### 19 於一間聯營公司之權益

於二零一六年八月五日，本集團向兩名獨立第三方收購廣州漫瑞生物信息技術有限公司(「漫瑞生物」)之30%股權，協定代價包括現金人民幣3,750,000元(相當於4,360,000港元)及本公司所發行245,890,890股每股面值0.01港元之股份。漫瑞生物專門從事研發基因檢測技術，特別是有關透過基因檢測進行非侵入性癌症偵測。有關收購事項之詳情請參閱本公司日期為二零一六年八月一日及二零一六年八月九日之公佈。

## Notes to Unaudited Condensed Consolidated Financial Statements 未經審核簡明綜合財務報表附註

For the six months ended 30 September 2016 截至二零一六年九月三十日止六個月

### 19 INTEREST IN AN ASSOCIATE (Continued)

Details of the consideration transferred are set out below.

		\$'000 千元
Cash consideration	現金代價	4,360
Consideration shares (note)	代價股份(附註)	61,473
		<b>65,833</b>

Note:

This represents the fair value of the 245,890,890 shares that have been issued upon the fulfilment of all conditions precedent during the six months ended 30 September 2016.

The Group has not yet finalized the determination of the fair values of the associate's identifiable assets and liabilities as at the date of acquisition. Hence when applying the equity method of accounting for the interest in this associate, provisional values have been used.

Details of Manrui Biotech at the end of the reporting period are as follows:

Name of entity	Country of establishment/ operation	Proportion of ownership interest held by the Group 本集團所持所有權權益所佔比例	Proportion of voting rights held by the Group 本集團所持投票權所佔比例	Principal activities 主要業務
實體名稱	成立/經營國家			
Manrui Biotech	PRC	30%	30%	research and development of gene testing technologies
漫瑞生物	中國			研發基因檢測技術

### 19 於一間聯營公司之權益(續)

所轉讓代價之詳情載列如下。

附註：

此項指於截至二零一六年九月三十日止六個月在所有先決條件達成後發行之245,890,890股股份之公平值。

本集團尚未落實釐定聯營公司可識別資產及負債於收購日期之公平值。因此，就於聯營公司之權益應用權益會計法時，已採用暫定價值。

於報告期末，漫瑞生物之詳情如下：





## Notes to Unaudited Condensed Consolidated Financial Statements 未經審核簡明綜合財務報表附註

For the six months ended 30 September 2016 截至二零一六年九月三十日止六個月

### 20 FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

#### (i) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Certain Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at 30 September 2016, the Group's financial asset at fair value through profit or loss was measured at Level 3. There is no transfer between different levels of the fair value hierarchy for the six months ended 30 September 2016.

### 20 財務工具之公平值計量

#### (i) 按循環基準以公平值計量之本集團財務資產及財務負債公平值

於各報告期結束時，本集團若干財務資產及財務負債以公平值計量。該等財務資產及財務負債公平值(尤其是所採用之估值技術及輸入數據)，以及公平值計量所屬公平值級別(第一至三級)之劃分乃按照公平值計量輸入數據之可觀察程度而釐定。

- 第一級公平值計量指以在活躍市場就相同資產或負債取得之報價(未經調整)進行之計量；
- 第二級公平值計量指以第一級報價以外之資產或負債之可觀察輸入數據(無論是直接(即價格)或間接(即按價格推算))進行之計量；及
- 第三級公平值計量指透過運用並非基於可觀察市場數據之資產或負債輸入數據(不可觀察輸入數據)之估值技術進行之計量。

於二零一六年九月三十日，本集團按公平值計入損益之財務資產按第三級計量。截至二零一六年九月三十日止六個月，公平值不同級別之間並無轉移。

## Notes to Unaudited Condensed Consolidated Financial Statements 未經審核簡明綜合財務報表附註

For the six months ended 30 September 2016 截至二零一六年九月三十日止六個月

### 20 FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

(Continued)

- (ii) Fair value of the Group's financial assets that are not measured at fair value on a recurring basis (but fair value disclosures are required)

The directors of the Company consider that the carrying amounts of financial assets recorded at amortised cost in the unaudited condensed consolidated financial statements approximate their fair values.

### 21 CAPITAL COMMITMENTS

### 20 財務工具之公平值計量(續)

- (ii) 並非按循環基準以公平值計量之本集團財務資產公平值(但須披露公平值)

本公司董事認為，於未經審核簡明綜合財務報表按攤銷成本記錄之財務資產賬面值與其公平值相若。

### 21 資本承擔

		Unaudited 未經審核 At 30 September 2016 於二零一六年 九月三十日 \$'000 千元	Audited 經審核 At 31 March 2016 於二零一六年 三月三十一日 \$'000 千元
Commitments to acquire intangible asset (note)	承諾收購無形資產 (附註)	—	18,696

Note: The commitments as at 31 March 2016 were released upon the termination of the distribution agreements on 3 June 2016 as stated in note 12.

附註：誠如附註12所述，於二零一六年三月三十一日之承擔已於二零一六年六月三日在分銷協議終止時解除。

### 22 CONTINGENT LIABILITIES AND PLEDGE OF ASSETS

The Group has no significant contingent liabilities and pledge of assets at the end of the reporting period.

### 23 EVENT AFTER THE END OF THE REPORTING PERIOD

On 17 October 2016, the Group granted in aggregate HK\$30,000,000 secured loans to two independent third parties bearing interest at rate 19% per annum, repayable within 3 months from the loan drawn down date.

### 22 或然負債及資產抵押

於報告期末，本集團並無任何重大或然負債及資產抵押。

### 23 報告期末後事項

於二零一六年十月十七日，本集團向兩名獨立第三方授出合共30,000,000港元之有抵押貸款，按年利率19厘計息並須於自貸款提取日期起計3個月內償還。



## Other Information 附加資料

### FINANCIAL RESULTS

For the six months ended 30 September 2016, the Group recorded a turnover of approximately HK\$7.39 million (six months ended 30 September 2015: HK\$4.35 million), representing an increase of approximately 69.89% as compared to the corresponding period last year. Such increase in turnover was primarily attributable to the turnover of HK\$4.83 million generated from healthcare services segment. The Group's overall gross profit margin was 32.32% (six months ended 30 September 2015: 70.82%). During the six months ended 30 September 2016, the Group's overall gross profit was primarily attributable to the healthcare services and education software products and related services segments (six months ended 30 September 2015: attributable to the education software products and related service segment).

The Group's loss for the six months ended 30 September 2016 was approximately HK\$15.26 million (six months ended 30 September 2015: HK\$21.12 million), representing a decrease of 27.75% as compared to the corresponding period last year. The decrease in loss was principally attributable to (i) the absence of the impairment on goodwill of approximately HK\$3.84 million recognised during the six months ended 30 September 2015; and (ii) a decrease in legal and professional fee of HK\$7.21 million (included in administrative and other operating expenses) as compared to the six months ended 30 September 2015, during which more merger and acquisition exercises were conducted by the Group; while partly offset by the loss of HK\$3.70 million incurred by the healthcare services segment, a new business commenced by the Group in 2016.

### 財務業績

截至二零一六年九月三十日止六個月，本集團錄得營業額約7,390,000港元(截至二零一五年九月三十日止六個月：4,350,000港元)，較去年同期增加約69.89%。營業額增加主要由於健康服務分部產生之營業額4,830,000港元。本集團之整體毛利率為32.32%(截至二零一五年九月三十日止六個月：70.82%)。截至二零一六年九月三十日止六個月，本集團之整體毛利主要源自健康服務分部以及教育軟件產品及相關服務分部(截至二零一五年九月三十日止六個月：源自教育軟件產品及相關服務分部)。

本集團截至二零一六年九月三十日止六個月之虧損約為15,260,000港元(截至二零一五年九月三十日止六個月：21,120,000港元)，較去年同期減少27.75%。虧損減少主要歸因於(i)期內並無錄得於截至二零一五年九月三十日止六個月確認之商譽減值約3,840,000港元；及(ii)相較而言，本集團於截至二零一五年九月三十日止六個月內進行較多合併及收購活動，故期內之法律及專業費用減少7,210,000港元(包含於行政及其他經營開支內)，惟部分由本集團於二零一六年新開展之業務健康服務分部產生虧損3,700,000港元所抵銷。

## Other Information 附加資料

### BUSINESS REVIEW AND PROSPECTS

#### Healthcare services

The Directors continue to explore opportunities for the Group to diversify and strengthen its revenue streams in order to maximise returns to the Company's shareholders. In particular, the healthcare industry has been identified as a specific area of focus for the Group's investments. Therefore, (i) on 5 April 2016, the Group entered into a set of structure contracts through its wholly-owned subsidiary (namely 北京蓮和無限醫療科技有限公司 Beijing LifeHealthcare Technology Co., Ltd.\*), with 蓮和(北京)醫療科技有限公司 LifeHealthcare (Beijing) Co., Ltd.\* ("LifeHealthcare") and its shareholders. Pursuant to which Beijing LifeHealthcare Technology Co., Ltd. has obtained the effective control over LifeHealthcare and a right to receive substantially all of LifeHealthcare's economic benefits. LifeHealthcare is a provider of genetic testing and health data analysis services. Through LifeHealthcare and its non-invasive tumor genetic testing technology, the Group is committed to the promotion and application of genetic testing in clinical medicine and related healthcare services, with the broader aim of becoming the provider of a full range of services and solutions for medical and health administration; and (ii) in April 2016, the Group set up a wholly-owned subsidiary (namely 天津蓮和軟件開發有限公司 Tianjin LifeHealthcare Software Development Co., Ltd\* ("TJLH"). TJLH provides technical services to convert health enquiries from public, via various health application/website platforms provided by suppliers, in a user-friendly format and distribute to the customers, i.e. – hospitals where the hospitals could explore their potential patients by providing consultation services via the health applications/website platforms provided by suppliers. The services of TJLH will be charged by way of prepayment of the hospital for the purchase of online chats, in which the doctors in the hospitals could identify their potential patients by using the online chats to provide online consultations to the application/website users through the health application/website platforms provided by the suppliers.

This segment recorded a turnover of HK\$4.83 million and a loss in segment result of HK\$3.70 million during the six months ended 30 September 2016.

### 業務回顧及前景

#### 健康服務

董事不斷為本集團探索多元化發展及鞏固其收入來源之機會，以盡量提高本公司股東回報。董事已特別物色到健康行業為本集團投資之特定重點範疇。因此，(i) 於二零一六年四月五日，本集團透過其全資附屬公司(即北京蓮和無限醫療科技有限公司)與蓮和(北京)醫療科技有限公司(「蓮和醫療」)及其股東訂立一組結構合約，據此，北京蓮和無限醫療科技有限公司取得蓮和醫療之實際控制權，實質上有權接收蓮和醫療絕大部分經濟利益。蓮和醫療為基因檢測及健康數據分析服務供應商。透過蓮和醫療及其無創腫瘤基因檢測技術，本集團在臨床醫藥及有關健康服務方面致力推廣及應用基因檢測，更大目標乃成為醫療與健康管理機構之全方位服務及解決方案供應商；及(ii)於二零一六年四月，本集團成立全資附屬公司天津蓮和軟件開發有限公司(「天津蓮和」)。天津蓮和向其客戶(即醫院)提供技術服務，讓醫院可透過供應商提供之健康應用程式／網站平台提供顧問服務，藉此物色潛在病人。有關服務為透過供應商提供之多個健康應用程式／網站平台，以方便用戶之形式將公眾之健康查詢分發予客戶。天津蓮和之服務將以醫院預先付款購買線上聊天次數之方式收費，醫院之醫生可透過供應商提供之健康應用程式／網站，利用線上聊天向應用程式／網站用戶提供線上顧問服務，從而物色其潛在病人。

截至二零一六年九月三十日止六個月，此分部錄得營業額4,830,000港元及分部業績虧損3,700,000港元。



## Other Information

### 附加資料

#### Education software products and related services business

Turnover from education software products and related services business was HK\$1.31 million (six months ended 30 September 2015: HK\$4.20 million). This segment recorded a loss in segment result of HK\$1.69 million during the current period (six months ended 30 September 2015: HK\$3.77 million). The decrease in segment loss for the current period was mainly attributable to the goodwill impairment of HK\$3.84 million recognised during the six months ended 30 September 2015.

#### Sale of apparel

The sale of apparel segment generated a loss of approximately HK\$1.64 million during the six months ended 30 September 2016 (six months ended 30 September 2015: HK\$3.00 million), representing a decrease of approximately 45.33% when compared with the same period in the previous year. The decrease in segment loss was primarily attributable to (i) the benefit from cost saving as part of the Group's plan of change in focus of sales channels from shops to e-commerce, and (ii) the decrease in impairment on inventories of approximately HK\$0.88 million recognised during the six months ended 30 September 2015.

#### Securities trading and investments

During the current and prior interim periods, the Group had no securities trading activities, while the management is cautious about the performance of the securities trading market and the Group will continue to adopt a prudent approach in securities trading business with a view to strengthen the shareholders' value in the long run.

#### Loan financing business

In order to diversify and strengthen its revenue streams to maximise returns to the Company's shareholders, in particular, the Directors have identified loan financing to be an area where the Group can generate regular and long-term sustainable income. The Group has also obtained a money lenders' licence in Hong Kong subsequent to 30 September 2016 with a view of developing its loan financing business.

This segment recorded a turnover of HK\$0.76 million and a segment profit of HK\$0.74 million during the six months ended 30 September 2016.

#### 教育軟件產品及相關服務業務

教育軟件產品及相關服務業務之營業額為1,310,000港元(截至二零一五年九月三十日止六個月:4,200,000港元)。於本期間,此分部錄得分部虧損1,690,000港元(截至二零一五年九月三十日止六個月:3,770,000港元)。本期間分部虧損減少主要由於截至二零一五年九月三十日止六個月確認商譽減值3,840,000港元。

#### 服裝銷售

服裝銷售業務分部於截至二零一六年九月三十日止六個月錄得虧損約1,640,000港元(截至二零一五年九月三十日止六個月:3,000,000港元),較去年同期減少約45.33%。分部虧損減少,主要(i)受惠於作為本集團將銷售渠道重點由門店改為電子商貿計劃一部分而節省成本;及(ii)截至二零一五年九月三十日止六個月所確認存貨減值減少約880,000港元。

#### 證券買賣及投資

於本中期期間及上一個中期期間,本集團並無買賣證券。管理層關注證券買賣市場表現,而本集團將繼續就證券買賣業務採取審慎態度,務求鞏固長遠股東價值。

#### 貸款融資業務

為多元化發展及鞏固收入來源,從而盡量提高本公司股東回報,董事已特別物色到貸款融資為本集團可產生穩定及長期可持續收入之範疇領域。於二零一六年九月三十日後,為發展其貸款融資業務,本集團亦已取得香港放債人牌照。

截至二零一六年九月三十日止六個月,此分部錄得營業額760,000港元及分部溢利740,000港元。

## Other Information 附加資料

### BOARD OF DIRECTORS

As at the date of this report, the Board comprises two executive directors, namely, Mr. Hua Yunbo and Ms. Shan Hua, one non-executive director, namely Dr. Feng Xiaogang and four independent non-executive directors, namely, Mr. Zheng Chunlei, Ms. Zhang Xuyang, Mr. Liu Xinghua and Mr. Zhou Jian.

The Board has approved the unaudited condensed consolidated financial statements of the Group for the six months ended 30 September 2016. The Board considers that the said financial statements have been prepared in conformity with the generally accepted accounting standards in Hong Kong and the amounts reflected are based on the best estimates and reasonable, informed and prudent judgment of the Board with an appropriate consideration of materiality.

### EMPLOYEES AND REMUNERATION POLICY

As at 30 September 2016, the Group employed 56 employees excluding directors. The Group remunerates its employees based on their performance, working experience and prevailing market standards. Employee benefits include medical insurance coverage, mandatory provident fund and share option scheme.

### LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 30 September 2016, the Group had bank balances and cash of approximately HK\$52.33 million (31 March 2016: approximately HK\$65.81 million). Interest bearing borrowings, which represented other borrowings, amounted to approximately HK\$65.23 million (31 March 2016: Nil). Non-interest bearing borrowings, which comprised loan from a director and loans from shareholders, amounted to HK\$60.30 million (31 March 2016: HK\$20.00 million). The gearing ratio, representing the ratio of total borrowings to total assets of the Group, was 0.50 as at 30 September 2016 (31 March 2016: 0.23).

During the period under review, the Group did not use any financial instruments for hedging purposes.

### 董事會

於本報告日期，董事會由兩名執行董事(華云波先生及單華女士)、一名非執行董事(馮曉剛博士)及四名獨立非執行董事(鄭春雷先生、張旭陽女士、劉興華先生及周健先生)組成。

董事會已批准本集團截至二零一六年九月三十日止六個月之未經審核簡明綜合財務報表。董事會認為上述財務報表已按香港公認會計準則編製，所示金額建基於董事會最佳估計以及合理、知情及謹慎判斷，並已作出重大適當考慮。

### 僱員及薪酬政策

於二零一六年九月三十日，本集團聘用56名僱員(不包括董事)。本集團根據僱員之表現、工作經驗及當時市場標準釐定僱員酬金。僱員福利包括醫療保險、強制性公積金及購股權計劃。

### 流動資金、財務資源及資本架構

於二零一六年九月三十日，本集團之銀行結餘及現金約52,330,000港元(二零一六年三月三十一日：約65,810,000港元)。計息借貸(指其他借貸)約達65,230,000港元(二零一六年三月三十一日：零)。免息借貸(指來自一名董事之貸款及來自股東之貸款)達60,300,000港元(二零一六年三月三十一日：20,000,000港元)。於二零一六年九月三十日，以本集團總借貸與總資產之比率列示之資產負債比率為0.50(二零一六年三月三十一日：0.23)。

於回顧期間內，本集團並無使用任何財務工具作對沖用途。



## Other Information 附加資料

### TREASURY POLICIES

The Group adopts a conservative approach towards its treasury policies. The Group strives to reduce exposure to credit risk by performing ongoing credit evaluations of the financial conditions of its customers. To manage liquidity risk, the directors and management will closely monitor the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

### FOREIGN EXCHANGE EXPOSURE

The Group operates mainly in Hong Kong and the PRC. For its operations in Hong Kong, most of the transactions are denominated in Hong Kong dollars and U.S. dollars. The exchange rate of U.S. dollars against Hong Kong dollars is relatively stable and the related currency exchange risk is considered minimal. For operations in the PRC, most of the Group's transactions are denominated in Renminbi ("RMB"). Given the floating level of RMB against Hong Kong dollars during the period under review, this give rise to translation gain or loss upon consolidation. No financial instrument was used for hedging purposes.

The Group has not made other arrangements to hedge against the exchange rate risk. However, the directors and management will continue to monitor the Group's foreign exchange exposure and will consider utilising applicable derivatives to hedge exchange risk if necessary.

### MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

On 5 August 2016, the Group acquired 30% equity interest in Guangzhou Manrui Biotech Company Limited ("Manrui Biotech") from two independent third parties at an agreed consideration of RMB60.00 million satisfied by (i) cash consideration of RMB3.75 million (approximately HK\$4.36 million), and (ii) consideration shares of 245,890,890 shares of HK\$0.01 each, being issued by the Company.

### 庫務政策

本集團採納穩健庫務政策。本集團透過對客戶財務狀況進行持續信貸評估，竭力降低信貸風險。為管理流動資金風險，董事及管理層會密切監察本集團流動資金狀況，以確保本集團資產、負債及承擔之流動資金結構可應付其資金需求。

### 外匯風險

本集團主要於香港及中國營運。就其香港之營運而言，大部分交易以港元及美元計值。美元兌港元之匯率相對穩定，相關貨幣匯兌風險被視為極低。就中國之營運而言，本集團大部分交易以人民幣（「人民幣」）計值。鑑於回顧期間內人民幣兌港元之波動水平，綜合計算時產生匯兌收益或虧損。並無使用金融工具作對沖用途。

本集團並未作出其他安排以對沖外匯風險。然而，董事及管理層將不斷監察本集團之外匯風險，並將於需要時考慮採用適當衍生工具對沖外匯風險。

### 有關附屬公司及聯屬公司之重大收購及出售事項

於二零一六年八月五日，本集團按協定代價向兩名獨立第三方收購廣州漫瑞生物信息技術有限公司（「漫瑞生物」）30%股權，協定代價人民幣60,000,000元將以下列方式支付(i)現金代價人民幣3,750,000元（約4,360,000港元）及(ii)本公司所發行245,890,890股每股面值0.01港元之代價股份。

## Other Information 附加資料

Manrui Biotech specialises in research and development of gene testing technologies, specifically relating to non-invasive cancer detection through gene testing.

Save as disclosed above, there was no other material acquisitions and disposals of subsidiaries and affiliated companies during the period.

### AUDIT COMMITTEE

The unaudited condensed consolidated financial statements of the Company for the six months ended 30 September 2016 have not been audited, but have been reviewed by the Company's audit committee (the "Audit Committee"). The Audit Committee comprises three independent non-executive directors of the Company. The primary duties of the Audit Committee are, amongst other matters, to communicate with the management of the Company; and review the accounting principles and practices, internal control, interim and annual results of the Group.

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

For the six months ended 30 September 2016, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

### INTERIM DIVIDEND

The Board did not recommend the payment of an interim dividend for the six months ended 30 September 2016 (six months ended 30 September 2015: Nil).

漫瑞生物專門研發基因檢測技術，尤其是透過基因檢測偵測非侵入性癌症。

除上文披露者外，期內概無其他有關附屬公司及聯屬公司之重大收購及出售事項。

### 審核委員會

本公司截至二零一六年九月三十日止六個月之未經審核簡明綜合財務報表未經審核，但已由本公司審核委員會（「審核委員會」）審閱。審核委員會由本公司三名獨立非執行董事組成。審核委員會之主要職責為（其中包括）與本公司管理層溝通，以及審閱本集團之會計原則及慣例、內部監控、中期及年度業績。

### 購買、出售或贖回本公司之上市證券

截至二零一六年九月三十日止六個月，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

### 中期股息

董事會不建議就截至二零一六年九月三十日止六個月派付中期股息（截至二零一五年九月三十日止六個月：無）。





## Other Information 附加資料

### CORPORATE GOVERNANCE

The Company has complied with the code provisions of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 of the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) during the six months ended 30 September 2016, except for the following deviation:

- Code provision A.4.1 of the CG Code provides that non-executive directors should be appointed for a specific term and subject to re-election.

The independent non-executive directors of the Company were not appointed for specific terms. In accordance with the article 84 of the Articles of Association of the Company, at each annual general meeting, one-third of the Directors for the time being (of, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. As such, the Board considers that sufficient measures have been taken to ensure that the Company’s corporate governance practices are in line with those of the CG Code.

- In respect of code provision A.6.7 of the CG Code, all independent non-executive directors and non-executive directors should attend general meeting. Mr. Lau Yu (resigned on 12 September 2016) and Mr. Zheng Chunlei did not attend the annual general meeting of the Company held on 12 August 2016 due to other business engagement.

### COMPLIANCE WITH THE MODEL CODE FOR DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) contained in Appendix 10 to the Listing Rules as its own code of conduct regarding directors’ transactions in the Company’s securities. Following specific enquiries by the Company, all Directors confirmed that they have complied with the Model Code during the six months ended 30 September 2016.

### 企業管治

本公司於截至二零一六年九月三十日止六個月一直遵守香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四所載企業管治守則(「企業管治守則」)所載守則條文，惟以下偏離情況除外：

- 企業管治守則之守則條文第A.4.1條規定，非執行董事應按明確任期獲委任及須重選連任。

本公司獨立非執行董事並無明確任期。根據本公司之組織章程細則第84條，於每屆股東週年大會上，當時在任董事其中三分之一(倘人數並非三之倍數，則為最接近但不少於三分之一之數)須輪值退任，惟每名董事至少須每三年於股東週年大會上輪值退任一次。因此，董事會認為已採取足夠措施以確保本公司之企業管治常規符合企業管治守則所規定者。

- 就企業管治守則之守則條文第A.6.7條而言，全體獨立非執行董事及非執行董事應出席股東大會。劉宇先生(於二零一六年九月十二日辭任)及鄭春雷先生因其他公務而未有出席本公司於二零一六年八月十二日舉行之股東週年大會。

### 遵守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上市發行人董事進行證券交易的標準守則(「標準守則」)，作為董事進行本公司證券交易之行為守則。經本公司具體查詢後，全體董事確認彼等於截至二零一六年九月三十日止六個月一直遵守標準守則。

## Other Information 附加資料

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

As at 30 September 2016, the interests and short positions of the directors and chief executive of the Company in shares, underlying shares and debentures of the Company or its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code of the Listing Rules were as follows:

Long positions in ordinary shares of HK\$0.01 each of the Company:

Name of Director 董事姓名	Capacity 身份	Number of ordinary shares held 所持普通股數目	Approximate percentage of shareholding 股權概約百分比
Hua Yunbo 华云波	Interest of controlled corporation 受控法團之權益	319,688,000 (Note) (附註)	13.37%
Shan Hua 单华	Interest of controlled corporation 受控法團之權益	319,688,000 (Note) (附註)	13.37%

Note:

These interests are held by Powerful Software Limited which is owned as to 65% and 35% by Merry Cycle Enterprises Limited and Gorgeous Moment Holdings Limited respectively. Merry Cycle Enterprises Limited is wholly-owned by Mr. Hua Yunbo while Gorgeous Moment Holdings Limited is wholly-owned by Ms. Shan Hua. Mr. Hua Yunbo and Ms. Shan Hua are therefore deemed to be interested in the shares held by Powerful Software Limited. The interests held by Powerful Software Limited are disclosed under the section headed "SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITION IN SHARES AND UNDERLYING SHARES" below.

Save as disclosed above and in the section headed "(SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITION IN SHARES AND UNDERLYING SHARES)" below, as at 30 September 2016, none of the directors, chief executive of the Company or their respective associates had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) 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 pursuant to the Model Code.

### 董事及主要行政人員於股份、相關股份及債權證之權益及淡倉

於二零一六年九月三十日，董事及本公司主要行政人員於本公司或其相聯法團（定義見香港法律第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中擁有須記錄於本公司根據證券及期貨條例第352條存置之登記冊或根據上市規則標準守則須知會本公司及聯交所之權益及淡倉如下：

於本公司每股面值0.01港元之普通股之好倉：

Name of Director 董事姓名	Capacity 身份	Number of ordinary shares held 所持普通股數目	Approximate percentage of shareholding 股權概約百分比
Hua Yunbo 华云波	Interest of controlled corporation 受控法團之權益	319,688,000 (Note) (附註)	13.37%
Shan Hua 单华	Interest of controlled corporation 受控法團之權益	319,688,000 (Note) (附註)	13.37%

附註：

該等權益由Powerful Software Limited持有，而該公司分別由Merry Cycle Enterprises Limited及Gorgeous Moment Holdings Limited擁有65%及35%權益。Merry Cycle Enterprises Limited由华云波先生全資擁有，而Gorgeous Moment Holdings Limited則由单华女士全資擁有。因此，华云波先生及单华女士被視為於Powerful Software Limited所持股份中擁有權益。Powerful Software Limited所持權益於下文「主要股東及其他人士於股份及相關股份之權益及淡倉」一節披露。

除上文及下文「(主要股東及其他人士於股份及相關股份之權益及淡倉)」一節所披露者外，於二零一六年九月三十日，董事、本公司主要行政人員或彼等各自之聯繫人士概無於本公司或其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債權證中擁有須記錄於根據證券及期貨條例第352條存置之登記冊或根據標準守則須知會本公司及聯交所之任何權益或淡倉。



## Other Information

### 附加資料

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

As at 30 September 2016, so far as known to the directors, the following companies had interests and short positions of 5% or more of the issued share capital and underlying shares of the Company (other than the directors or chief executive of the Company) which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions in ordinary shares of HK\$0.01 each of the Company:

Name of shareholder 股東名稱	Capacity 身份	Number of ordinary shares held 所持普通股數目	Approximate percentage of shareholding 股權概約百分比
Powerful Software Limited (note) (附註)	Beneficial owner 實益擁有人	319,688,000	13.37%
Merry Enterprises Limited (note) (附註)	Interest of controlled corporation 受控法團之權益	319,688,000	13.37%
Gorgeous Moment Holdings Limited (note) (附註)	Interest of controlled corporation 受控法團之權益	319,688,000	13.37%
Cherrie Holdings Limited (note) 卓慧集團有限公司(附註)	Beneficial owner 實益擁有人	304,610,860	12.74%
Wang Liang 王亮	Interest of controlled corporation 受控法團之權益	304,610,860	12.74%

Note:

These interests are held by Powerful Software Limited which is own as to 65% and 35% by Merry Cycle Enterprises Limited and Gorgeous Moment Holdings Limited respectively. Merry Cycle Enterprises Limited is wholly-owned by Mr. Hua Yunbo while Gorgeous Moment Holdings Limited is wholly-owned by Ms. Shan Hua. Mr. Hua Yunbo and Ms. Shan Hua are therefore deemed to be interested in the shares held by Powerful Software Limited.

These interests are held by Cherrie Holdings Limited ("Cherrie Holdings") which is wholly-owned by Mr. Wang Liang ("Mr. Wang"). Mr. Wang is therefore deemed to be interested in the shares held by Cherrie Holdings.

#### 主要股東及其他人士於股份及相關股份之權益及淡倉

於二零一六年九月三十日，據董事所知，以下公司(並非董事或本公司主要行政人員)持有本公司已發行股本及相關股份5%或以上而須根據證券及期貨條例第XV部第2及3分部條文向本公司披露或記錄於本公司根據證券及期貨條例第336條所存置之權益登記冊之權益及淡倉：

於本公司每股面值0.01港元之普通股之好倉：

Name of shareholder 股東名稱	Capacity 身份	Number of ordinary shares held 所持普通股數目	Approximate percentage of shareholding 股權概約百分比
Powerful Software Limited (note) (附註)	Beneficial owner 實益擁有人	319,688,000	13.37%
Merry Enterprises Limited (note) (附註)	Interest of controlled corporation 受控法團之權益	319,688,000	13.37%
Gorgeous Moment Holdings Limited (note) (附註)	Interest of controlled corporation 受控法團之權益	319,688,000	13.37%
Cherrie Holdings Limited (note) 卓慧集團有限公司(附註)	Beneficial owner 實益擁有人	304,610,860	12.74%
Wang Liang 王亮	Interest of controlled corporation 受控法團之權益	304,610,860	12.74%

附註：

該等權益由Powerful Software Limited持有，而該公司分別由Merry Cycle Enterprises Limited及Gorgeous Moment Holdings Limited擁有65%及35%權益。Merry Cycle Enterprises Limited由華雲波先生全資擁有，而Gorgeous Moment Holdings Limited則由單華女士全資擁有。因此，華雲波先生及單華女士被視為於Powerful Software Limited所持股份中擁有權益。

有關權益由王亮先生(「王先生」)全資擁有之卓慧集團有限公司(「卓慧集團」)持有。因此，王先生被視為於卓慧集團所持股份中擁有權益。

## Other Information 附加資料

Save as disclosed above and so far as known to the directors, as at 30 September 2016, no person (other than the directors and chief executive of the Company, whose interests are set out herein this report), had registered an interest or short position in the shares or underlying shares of the Company that would fall to be disclosed to the Company under the provisions of the Divisions 2 and 3 of Part XV of the SFO or which was required to be recorded pursuant to Section 336 of the SFO.

### SHARE OPTION SCHEME

On 18 September 2012, the shareholders of the Company adopted a new share option scheme (the "New Scheme") which would be valid for a period of ten years commencing on 18 September 2012. No share option was granted, exercised, cancelled or lapsed in accordance with the terms of the New Scheme during the six months ended 30 September 2016. As at 30 September 2016, there was no share option outstanding under the New Scheme.

### CHANGE OF DIRECTORS' AND CHIEF EXECUTIVE'S INFORMATION

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in information of the directors and chief executives of the Company after 22 June 2016, the date of the Company's 2016 annual report to the date of this interim report are set out below:

- (a) On 22 August 2016, Mr. Yau Yan Ming, Raymond tendered his resignation as an independent non-executive director of the Company, the chairman of the Audit Committee and a member of the remuneration committee of the Company.
- (b) From 22 August 2016, Ms. Zhang Xuyang has been appointed as an independent non-executive director of the Company, the chairman of the Audit Committee and a member of the remuneration committee of the Company.
- (c) On 22 August 2016, Mr. Wang Liang tendered his resignation as the Vice-Chairman of the Board, a non-executive director and an authorised representative of the Company.

除上文所披露者外，據董事所知，於二零一六年九月三十日，概無任何人士(董事及本公司主要行政人員除外，其權益已載於本報告)於本公司股份或相關股份中擁有任何權益或淡倉而須根據證券及期貨條例第XV部第2及3分部條文向本公司披露或根據證券及期貨條例第336條記錄。

### 購股權計劃

於二零一二年九月十八日，本公司採納一項新購股權計劃(「新計劃」)，自二零一二年九月十八日起計有效10年。於截至二零一六年九月三十日止六個月，概無購股權根據新購股權計劃條款獲授出、獲行使、已註銷或已失效。於二零一六年九月三十日，新計劃項下並無尚未行使購股權。

### 董事及主要行政人員資料變動

根據上市規則第13.51B(1)條，於本公司二零一六年年報日期二零一六年六月二十二日至本中期報告日期期間之本公司董事及主要行政人員資料變動載列如下：

- (a) 於二零一六年八月二十二日，邱恩明先生辭任本公司獨立非執行董事、審核委員會主席及薪酬委員會成員。
- (b) 自二零一六年八月二十二日起，張旭陽女士獲委任為本公司獨立非執行董事、審核委員會主席及薪酬委員會成員。
- (c) 於二零一六年八月二十二日，王亮先生辭任董事會副主席、本公司非執行董事及授權代表。



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- (d) From 22 August 2016, Ms. Shan Hua has been appointed as an authorised representative of the Company.
- (d) 自二零一六年八月二十二日起，单华女士獲委任為本公司授權代表。
- (e) On 12 September 2016, Mr. Lau Yu tendered his resignation as an independent non-executive director, the chairman of the nomination committee and remuneration committee and a member of the Audit Committee.
- (e) 於二零一六年九月十二日，劉宇先生辭任本公司獨立非執行董事、提名委員會及薪酬委員會主席以及審核委員會成員。
- (f) From 12 September 2016, Mr. Liu Xinghua has been appointed as an independent non-executive director and the chairman of the nomination committee of the Company.
- (f) 自二零一六年九月十二日起，刘兴华先生獲委任為本公司獨立非執行董事及提名委員會主席。
- (g) From 12 September 2016, Mr. Zhou Jian has been appointed as an independent non-executive director, the chairman of the remuneration committee and a member of the Audit Committee.
- (g) 自二零一六年九月十二日起，周健先生獲委任為本公司獨立非執行董事、薪酬委員會主席及審核委員會成員。
- (h) On 12 September 2016, Ms. Cheng Pui Yee tendered her resignation as the company secretary, an authorised representative and financial controller of the Company.
- (h) 於二零一六年九月十二日，鄭佩儀女士辭任本公司之公司秘書、授權代表及財務總監。
- (i) From 12 September 2016, Mr. Chung Yau Tong has been appointed as the company secretary, an authorised representative and financial controller of the Company.
- (i) 自二零一六年九月十二日起，鍾有棠先生獲委任為本公司之公司秘書、授權代表及財務總監。

