



看通集團有限公司

股份代號: 1059

中期報告

2016/2017

看通集團有限公司
KANTONE HOLDINGS LIMITED

The board of directors (the "Board") of Kantone Holdings Limited (the "Company" or "Kantone") announces the unaudited condensed consolidated results of the Company and its subsidiaries (the "Group") for the six months ended 31 December 2016 (the "Period") with comparative unaudited figures for the corresponding period in 2015 (the "Previous Period") as follows:

看通集團有限公司(「本公司」或「看通」)之董事會(「董事會」)公佈本公司及其附屬公司(「本集團」)截至二零一六年十二月三十一日止六個月(「回顧期」)之未經審核簡明綜合業績，連同二零一五年同期(「去年同期」)之未經審核比較數字如下：

**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 31 December 2016

截至二零一六年十二月三十一日止六個月

		Six months ended 31 December 截至十二月三十一日 止六個月	
		2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註	
Revenue	收益	2	70,824
Cost of sales	銷售成本		(36,971)
			1,056,105
			(975,883)
Gross profit	毛利總額		33,853
Other income, gains and losses	其他收入、收益及虧損		1,894
Gain on disposal of subsidiaries	出售附屬公司之收益	3	2,167
Distribution costs	分銷成本		(12,695)
General and administrative expenses	一般及行政支出		(27,241)
Impairment losses recognised for development costs for systems and networks	就系統及網絡開發成本所確認之減值虧損		(14,650)
Research and development costs expensed	研究及開發成本支出		(1,001)
Finance costs	財務成本		(88)
			(8,929)
			(52,805)
			—
			(1,330)
			(202)
(Loss)/profit before taxation	除稅前(虧損)/溢利		(17,761)
Taxation	稅項	5	—
			25,968
			—
(Loss)/profit for the period	期內(虧損)/溢利		(17,761)
			25,968
Other comprehensive expense:	其他全面支出：		
Items that will not be reclassified to profit or loss:	將不會劃分至損益之項目：		
Remeasurement of defined benefits pension plans	重算定額福利退休計劃		(8,275)
Items that may be reclassified subsequently to profit or loss:	其後可劃分至損益之項目：		(19,999)
Exchange difference arising on translation of foreign operations	因國外業務換算所產生之匯兌差額		1,948
			1,763
Other comprehensive expense for the period	期內其他全面支出		(6,327)
			(18,236)
Total comprehensive (expense)/income for the period	期內全面(支出)/收益總額		(24,088)
			7,732

看通集團有限公司
KANTONE HOLDINGS LIMITED

CONDENSED CONSOLIDATED
STATEMENT OF PROFIT OR LOSS AND
OTHER COMPREHENSIVE INCOME

(continued)

For the six months ended 31 December 2016

簡明綜合損益及其他全面收益表(續)

截至二零一六年十二月三十一日止六個月

		Six months ended	
		31 December	
		截至十二月三十一日	
		止六個月	
		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
(Loss)/profit for the period attributable to:	應佔期內(虧損)/溢利:		
Owners of the Company	本公司擁有人	(17,761)	28,133
Non-controlling interests	非控股股東權益	—	(2,165)
		(17,761)	25,968
Total comprehensive (expense)/income for the period attributable to:	應佔期內全面(支出)/收益總額:		
Owners of the Company	本公司擁有人	(24,088)	10,784
Non-controlling interests	非控股股東權益	—	(3,052)
		(24,088)	7,732
(Loss)/earnings per share — Basic and diluted	每股(虧損)/盈利 — 基本及經攤薄	6	HK(1.80) cents 港仙
			HK2.85 cents 港仙

看通集團有限公司
KANTONE HOLDINGS LIMITED

CONDENSED CONSOLIDATED
STATEMENT OF FINANCIAL POSITION

At 31 December 2016

簡明綜合財務狀況表

於二零一六年十二月三十一日

			As at 31 December 2016 於 二零一六年 十二月 三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 30 June 2016 於 二零一六年 六月 三十日 HK\$'000 千港元 (Audited) (經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	8	29,885	33,406
Development costs for systems and networks	系統及網絡開發成本		—	21,694
			29,885	55,100
Current assets	流動資產			
Inventories	存貨	9	3,397,908	3,397,308
Trade and other receivables	應收貿易及其他賬款	10	26,379	34,282
Cash and cash equivalents	現金及現金等額		64,551	74,377
			3,488,838	3,505,967
Current liabilities	流動負債			
Trade and other payables	應付貿易及其他賬款	11	38,720	61,040
Warranty provision	保養撥備		992	1,055
Bank borrowings — amount due within one year	銀行借貸 — 於一年內到期		3,457	3,677
			43,169	65,772
Net current assets	流動資產淨值		3,445,669	3,440,195
Total assets less current liabilities	資產總值減流動負債		3,475,554	3,495,295

看通集團有限公司
KANTONE HOLDINGS LIMITED

CONDENSED CONSOLIDATED
STATEMENT OF FINANCIAL POSITION

(continued)

At 31 December 2016

簡明綜合財務狀況表(續)

於二零一六年十二月三十一日

		As at 31 December 2016 於 二零一六年 十二月 三十一日 Notes 附註 HK\$'000 (Unaudited) (未經審核)	As at 30 June 2016 於 二零一六年 六月 三十日 HK\$'000 (Audited) (經審核)
Non-current liabilities	非流動負債		
Bank borrowings — amount due after one year	銀行借貸 — 於一年後到期	1,729	3,677
Retirement benefit obligations	退休福利承擔	64,116	57,821
		65,845	61,498
Net assets	資產淨值	3,409,709	3,433,797
Capital and reserves	股本及儲備		
Share capital	股本	986,538	986,538
Reserves	儲備	2,423,171	2,447,259
Equity attributable to owners of the Company	本公司擁有人應佔權益	3,409,709	3,433,797

看通集團有限公司
KANTONE HOLDINGS LIMITED

**CONDENSED CONSOLIDATED
STATEMENT OF CHANGES IN EQUITY**

簡明綜合股本權益變動表

For the six months ended 31 December 2016

截至二零一六年十二月三十一日止六個月

		Attributable to owners of the Company 本公司擁有人應佔					Non- controlling interests 非控股 股東權益	Total equity 股本 權益總額
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Translation reserve 匯兌儲備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 合計 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 July 2016 (Audited)	於二零一六年七月一日 (經審核)	986,538	795,357	8,020	1,643,882	3,433,797	—	3,433,797
Loss for the period	期內虧損	—	—	—	(17,761)	(17,761)	—	(17,761)
Remeasurement of defined benefits pension plans	重算定額福利退休 計劃	—	—	—	(8,275)	(8,275)	—	(8,275)
Exchange difference arising on translation of foreign operations	因國外業務換算所產生之 匯兌差額	—	—	1,948	—	1,948	—	1,948
Total comprehensive (expense)/income for the period	期內全面(支出)/收益 總額	—	—	1,948	(26,036)	(24,088)	—	(24,088)
At 31 December 2016 (Unaudited)	於二零一六年十二月三十一日 (未經審核)	986,538	795,357	9,968	1,617,846	3,409,709	—	3,409,709
At 1 July 2015 (Audited)	於二零一五年七月一日 (經審核)	986,538	795,357	5,402	1,651,691	3,438,988	25,965	3,464,953
Profit for the period	期內溢利	—	—	—	28,133	28,133	(2,165)	25,968
Remeasurement of defined benefits pension plans	重算定額福利退休 計劃	—	—	—	(19,999)	(19,999)	—	(19,999)
Exchange difference arising on translation of foreign operations	因國外業務換算所產生之 匯兌差額	—	—	2,650	—	2,650	(887)	1,763
Total comprehensive income/(expense) for the period	期內全面收益/(支出) 總額	—	—	2,650	8,134	10,784	(3,052)	7,732
At 31 December 2015 (Unaudited)	於二零一五年十二月三十一日 (未經審核)	986,538	795,357	8,052	1,659,825	3,449,772	22,913	3,472,685

看通集團有限公司
KANTONE HOLDINGS LIMITED

CONDENSED CONSOLIDATED
STATEMENT OF CASH FLOWS

For the six months ended 31 December 2016

簡明綜合現金流動表

截至二零一六年十二月三十一日止六個月

		Six months ended 31 December 截至十二月三十一日止 六個月	
		2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核)
Operating activities	經營業務		
Cash used in operations	營運所用現金	(3,611)	(546,444)
Tax paid	已付稅項	—	—
Net cash used in operating activities	經營業務所用之現金淨額	(3,611)	(546,444)
Investing activities	投資活動		
Payment for the purchase of property, plant and equipment	支付購買物業、廠房及設備	(3,032)	(4,914)
Other cash flows (used in)/arising from investing activities	投資活動(所用)/產生之其他現金流	(790)	435,506
Net cash (used in)/generated from investing activities	投資活動(所用)/所得之現金淨額	(3,822)	430,592
Financing activities	融資活動		
Advance from a director	一名董事墊款	2,000	—
Other cash flows used in financing activities	融資活動所用之其他現金流	(2,256)	(2,866)
Net cash used in financing activities	融資活動所用之現金淨額	(256)	(2,866)
Net decrease in cash and cash equivalents	現金及現金等額之減少淨額	(7,689)	(118,718)
Cash and cash equivalents at beginning of the period	期初現金及現金等額	74,377	196,407
Effect of foreign exchange rate changes	匯率變動之影響	(2,137)	(2,355)
Cash and cash equivalents at end of the period	期末現金及現金等額	64,551	75,334
Represented by:	包括：		
Deposits, bank balances and cash	存款、銀行結餘及現金	64,551	75,334

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 31 December 2016

1. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements of Kantone Holdings Limited (the "Company") and its subsidiaries (collectively the "Group") have been prepared in accordance with the Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). In addition, the unaudited condensed consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The unaudited condensed consolidated financial statements have been prepared on the historical cost basis.

The accounting policies adopted are consistent with those followed in the preparation of the annual financial statements of the Group for the year ended 30 June 2016 except that the Group has applied for the first time, certain amendments to Hong Kong Financial Reporting Standards ("HKFRS") issued by the HKICPA that are effective for the current period.

The HKICPA has issued a number of amendments to HKFRSs that are first effective for the current accounting period of the Group. Of these, the following amendments are relevant to the Group:

- Annual Improvements to HKFRSs 2012-2014 Cycle
- Amendments to HKAS 1, Presentation of financial statements: Disclosure initiative

None of these amendments 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

截至二零一六年十二月三十一日止六個月

1. 編製基準及會計政策

看通集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)之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」之規定編製。此外，未經審核簡明綜合財務報表亦載入按香港聯合交易所有限公司證券上市規則所規定之適用披露資料。

未經審核簡明綜合財務報表乃根據歷史成本基準編製。

所採納之會計政策與編製本集團截至二零一六年六月三十日止年度之年度財務報表所遵循者一致，惟本集團首次應用由香港會計師公會頒佈之香港財務報告準則(「香港財務報告準則」)若干修訂本除外，該等修訂本於本期間生效。

香港會計師公會已頒佈多項於本集團目前會計期間首次生效之香港財務報告準則修訂本。其中，以下修訂本與本集團有關：

- 二零一二年至二零一四年周期之年度改進
- 香港會計準則第1號之修訂本，呈列財務報表：披露計劃

概無該等修訂本對本集團業績及財務狀況於目前或過往期間編製或呈列之方式有重大影響。本集團並無應用任何於目前會計期間尚未生效之任何新訂準則或詮釋。

看通集團有限公司

KANTONE HOLDINGS LIMITED

2. REVENUE AND SEGMENT INFORMATION

(a) Revenue

Revenue represents the amounts received and receivable for goods sold and services provided by the Group to external customers, licensing fees and leasing income received and receivable during the period.

The revenue of the Group comprises the following:

2. 收益及分類資料

(a) 收益

收益指期內本集團向外界顧客出售產品及提供服務之已收及應收賬款、已收及應收特許權費用及租賃收入。

本集團之收益包括下列各項：

		Six months ended	
		31 December	
		截至十二月三十一日止六個月	
		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Sales of systems and related products	銷售系統及相關產品	46,569	392,540
Rendering of services	提供服務	13,155	15,967
Leasing of systems products	租賃系統產品	11,100	13,217
Sales of cultural products	銷售文化產品	—	522,709
Licensing fees	特許權費	—	111,672
		70,824	1,056,105

看通集團有限公司
KANTONE HOLDINGS LIMITED

2. REVENUE AND SEGMENT INFORMATION (continued)

2. 收益及分類資料(續)

(b) Segment information

(b) 分類資料

Information regarding the Group's reportable segments for the purpose of resources allocation and performance assessment for the period is reported below:

於回顧期內，本集團就資源分配及分類表現評估之可報告分類資料呈報如下：

		Systems sales and licensing 系統銷售及特許權 HK\$'000 千港元 (Unaudited) (未經審核)	Leasing of systems products 租賃系統產品 HK\$'000 千港元 (Unaudited) (未經審核)	Sale of cultural products 銷售文化產品 HK\$'000 千港元 (Unaudited) (未經審核)	Consolidated 綜合 HK\$'000 千港元 (Unaudited) (未經審核)
Six months ended 31 December 2016	截至二零一六年十二月三十一日止六個月				
REVENUE	收益				
External and total revenue	對外銷售及總收益	59,724	11,100	—	70,824
RESULTS	業績				
Segment result	分類業績	(20,503)	1,921	(176)	(18,758)
Interest income	利息收入				75
Finance costs	財務成本				(88)
Unallocated expenses, net	未分配開支，淨額				(1,157)
Gain on disposal of subsidiaries	出售附屬公司之收益				2,167
Loss before taxation	除稅前虧損				(17,761)
Six months ended 31 December 2015	截至二零一五年十二月三十一日止六個月				
REVENUE	收益				
External and total revenue	對外銷售及總收益	520,179	13,217	522,709	1,056,105
RESULTS	業績				
Segment result	分類業績	(53,993)	1,831	79,883	27,721
Interest income	利息收入				2,996
Finance costs	財務成本				(202)
Unallocated expenses, net	未分配開支，淨額				(4,547)
Profit before taxation	除稅前溢利				25,968

No assets and liabilities are included in segment reportings as they are not regularly reviewed by the executive directors of the Company.

由於本公司執行董事未有就資產及負債作出定期審閱，故未有將其納入於分類報告內。

看通集團有限公司

KANTONE HOLDINGS LIMITED

3. GAIN ON DISPOSAL OF SUBSIDIARIES

On 30 August 2016, the Group disposed of its entire interest in Vision Kingdom Limited (“Vision Kingdom”) and its subsidiary, Smart (Macao Commercial Offshore) Limited (“Smart”) to an independent third party for a consideration of HK\$3,000,000 fully satisfied by cash. The consideration was received during the year ended 30 June 2016 and has been included as other payables as at 30 June 2016.

As at 30 August 2016, the carrying amount of net assets disposed of amounted to HK\$833,000, mainly representing deposits, bank balances and cash of HK\$863,000, other receivables of HK\$58,000 and other payables of HK\$88,000. The net gain on disposal amounted to HK\$2,167,000.

4. AMORTISATION AND DEPRECIATION

3. 出售附屬公司之收益

於二零一六年八月三十日，本集團出售其於 Vision Kingdom Limited (「Vision Kingdom」) 及其附屬公司佳盛(澳門離岸商業服務)有限公司(「佳盛」)之全部股權予一名獨立第三方，代價為3,000,000港元，以現金悉數償付。該代價已於截至二零一六年六月三十日止年度收悉，並計入二零一六年六月三十日之應付其他款項。

於二零一六年八月三十日，已出售淨資產之賬面值為833,000港元，主要為按金、銀行結餘及現金863,000港元、應收其他款項58,000港元及應付其他款項88,000港元。出售之淨收益為2,167,000港元。

4. 攤銷及折舊

		Six months ended	
		31 December	
		截至十二月三十一日止六個月	
		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Amortisation on development costs for systems and networks, included in cost of sales	系統及網絡開發成本之攤銷 (計入銷售成本內)	7,044	251,283
Depreciation of property, plant and equipment, included in general and administrative expenses	物業、廠房及設備之折舊 (計入一般及行政支出內)	4,527	5,646
Total amortisation and depreciation	攤銷及折舊總額	11,571	256,929

5. TAXATION

Hong Kong Profits Tax is calculated at 16.5% (2015: 16.5%) on the estimated assessable profits derived from Hong Kong. There was no estimated assessable profit for Hong Kong Profits Tax for both periods. Taxation in other jurisdictions is calculated at the rate prevailing in the respective jurisdictions.

The low effective tax rate is attributable to the fact that a substantial portion of the Group's profit neither arose in, nor was derived from, Hong Kong and was accordingly not subject to Hong Kong Profits Tax and such profit was either exempt from Macau Income Tax or not subject to taxation in any other jurisdictions.

6. (LOSS)/EARNINGS PER SHARE

The calculation of the basic (loss)/earnings per share is based on the loss for the period attributable to owners of the Company of HK\$17,761,000 (2015: profit of HK\$28,133,000) and on the weighted average number of shares of 986,538,000 shares (2015: 986,538,000 shares) in issue.

Diluted (loss)/earnings per share for the six months ended 31 December 2016 and 2015 were the same as the basic (loss)/earnings per share as there were no potential ordinary shares in issue during both periods.

7. DIVIDEND

The Board has resolved not to pay any interim dividend for the six months ended 31 December 2016 (2015: nil).

5. 稅項

香港利得稅乃以源自香港之估計應課稅溢利按16.5% (二零一五年：16.5%)之稅率計算。於兩個期間內，就香港利得稅並無估計應課稅溢利。其他司法地區之稅項乃按個別司法地區各自採用之稅率計算。

實際稅率偏低之原因為本集團大部分溢利既非於香港賺取，亦非源自香港，故毋須繳納香港利得稅，而此等溢利已獲豁免於澳門所得稅或毋須於其他司法地區繳納任何稅項。

6. 每股(虧損)/盈利

每股基本(虧損)/盈利乃根據回顧期內本公司擁有人應佔虧損17,761,000港元(二零一五年：溢利28,133,000港元)及已發行之加權平均股份數目986,538,000股(二零一五年：986,538,000股)計算。

由於兩個回顧期內均無潛在可發行普通股，因此於截至二零一六年及二零一五年十二月三十一日止六個月期內經攤薄每股(虧損)/盈利與每股基本(虧損)/盈利相同。

7. 股息

董事會決定不派發截至二零一六年十二月三十一日止六個月之中期股息(二零一五年：無)。

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8. PROPERTY, PLANT AND EQUIPMENT

8. 物業、廠房及設備

		Amount 總額 HK\$'000 千港元
Carrying value at 1 July 2016 (Audited)	於二零一六年七月一日之賬面值(經審核)	33,406
Currency realignment	匯兌調整	(2,026)
Additions	添置	3,032
Depreciation	折舊	(4,527)
Carrying value at 31 December 2016 (Unaudited)	於二零一六年十二月三十一日之賬面值 (未經審核)	29,885

9. INVENTORIES

9. 存貨

		As at 31 December 2016 於二零一六年 十二月 三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 30 June 2016 於二零一六年 六月 三十日 HK\$'000 千港元 (Audited) (經審核)
Raw materials	原料	6,473	6,578
Work in progress	在製品	4,227	4,243
Finished goods (note)	製成品(附註)	3,387,208	3,386,487
		3,397,908	3,397,308

Note: Included in finished goods are cultural products of HK\$3,379,083,000 (30 June 2016: HK\$3,379,083,000) which are ready for trading.

附註：製成品包括可作交易之文化產品 3,379,083,000 港元(於二零一六年六月三十日：3,379,083,000 港元)。

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10. TRADE AND OTHER RECEIVABLES

10. 應收貿易及其他賬款

		As at 31 December 2016 於二零一六年 十二月 三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 30 June 2016 於二零一六年 六月 三十日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables	應收貿易賬款	17,807	23,729
Other receivables	應收其他賬款	8,572	10,553
		26,379	34,282

The Group maintains a well-defined credit policy regarding its trade customers depending on their credit worthiness, nature of services and products, industry practice and condition of the market with credit period ranging from 30 days to 180 days. The aged analysis of trade receivables presented based on the invoice date at the end of the reporting period is as follows:

本集團就其貿易客戶實行明確之信貸政策。根據彼等之信用、服務及貨品之性質、行內規範及市場情況而給予客戶介乎30日至180日之信貸期。應收貿易賬款於報告期完結時根據發票日期之賬齡分析呈列如下：

		As at 31 December 2016 於二零一六年 十二月 三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 30 June 2016 於二零一六年 六月 三十日 HK\$'000 千港元 (Audited) (經審核)
0 – 60 days	0 – 60 日	11,390	20,669
61 – 90 days	61 – 90 日	2,700	156
91 – 180 days	91 – 180 日	3,717	2,904
		17,807	23,729

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11. TRADE AND OTHER PAYABLES

11. 應付貿易及其他賬款

		As at 31 December 2016	As at 30 June 2016
		於二零一六年 十二月 三十一日	於二零一六年 六月 三十日
		HK\$'000	HK\$'000
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Trade payables	應付貿易賬款	9,235	10,975
Other payables	應付其他賬款	27,485	50,065
Amount due to a director	應付一名董事款項	2,000	—
		38,720	61,040

As at 31 December 2016, the amount due to a director is unsecured, interest free and repayable on demand.

於二零一六年十二月三十一日，應付一名董事款項為無抵押、免息及須按要求償還。

The aged analysis of trade payables presented based on the invoice date at the end of the reporting period is as follows:

應付貿易賬款於報告期完結時根據發票日期之賬齡分析呈列如下：

		As at 31 December 2016	As at 30 June 2016
		於二零一六年 十二月 三十一日	於二零一六年 六月 三十日
		HK\$'000	HK\$'000
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
0 – 60 days	0 – 60 日	8,879	10,975
91-180 days	91-180 日	356	—
		9,235	10,975

The credit period for purchases of goods ranged from 30 days to 60 days. Other payables mainly represented receipts in advance and accruals.

購買貨品之信貸期介乎30日至60日。應付其他賬款主要為預收款項及預提費用。

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12. CAPITAL COMMITMENTS

12. 資本承擔

	As at	As at
	31 December	30 June
	2016	2016
	於二零一六年	於二零一六年
	十二月	六月
	三十一日	三十日
	HK\$'000	HK\$'000
	千港元	千港元
	(Unaudited)	(Audited)
	(未經審核)	(經審核)
Capital expenditure in respect of property, plant and equipment and development costs for systems and networks authorised but not contracted for	—	9,750
已授權但未訂約之有關物業、廠房及設備與系統及網絡開發成本之資本開支	—	9,750

13. RELATED PARTY TRANSACTIONS

13. 關連人士交易

(a) Related party transaction with Champion Technology Holdings Limited ("Champion")

(a) 與冠軍科技集團有限公司(「冠軍」)進行之關連人士交易

	Six months ended	
	31 December	
	截至十二月三十一日止六個月	
	2016	2015
	二零一六年	二零一五年
	HK\$'000	HK\$'000
	千港元	千港元
	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)
Nature of transactions	交易性質	
Fees paid by the Group to Champion for the provision of office premises and facilities, and management services, on cost basis	450	450
本集團向冠軍按成本基礎支付提供辦公室及設備及管理服務之費用	450	450

These transactions were carried out after negotiation between the Group and Champion. The fees paid for the provision of office premises and facilities, and management services were in accordance with the management agreement entered into with Champion dated 20 December 1996, which was renewed on 5 January 2010.

該等交易乃經本集團與冠軍磋商後進行。就提供辦公室及設備及管理服務所支付之費用乃根據與冠軍於一九九六年十二月二十日訂立之管理協議而定，該協議於二零一零年一月五日重續。

As at 31 December 2016 and 30 June 2016, a corporate guarantee was provided by Champion to a bank in respect of banking facilities granted to the Group.

於二零一六年十二月三十一日及二零一六年六月三十日，冠軍就本集團所獲授銀行融資向銀行作出公司擔保。

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13. RELATED PARTY TRANSACTIONS (continued)

(b) Key management personnel remuneration

Key management personnel are those persons holding positions with authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including the directors of the Company. Key management personnel remuneration are as follows:

13. 關連人士交易(續)

(b) 主要管理人員薪酬

主要管理人員為擔任之職位直接或間接擁有規劃、指示及控制本集團業務之權責之人士，包括本公司董事。主要管理人員薪酬如下：

		Six months ended	
		31 December	
		截至十二月三十一日止六個月	
		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Salaries and other benefits	薪金及其他福利	667	658
Performance related incentive payments	按工作表現發放之獎金	255	175
Retirement benefit scheme contributions	退休福利計劃供款	9	9
		931	842

DIVIDEND

As a precaution against further economic and financial turbulence, and to strengthen the Group's liquidity position ahead of continuing market uncertainties, the Board does not recommend the payment of any interim dividend for the Period (2015: nil).

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL RESULTS

The Group reported a revenue for the Period of approximately HK\$71 million compared with approximately HK\$1,056 million of the Previous Period, a decrease of 93 percent. This was mainly attributable to significant drop in sales of systems products in the People's Republic of China (the "PRC") market as a result of the scale-down in investments in the development of systems and networks in recent years and after the sale of non-exclusive rights to exploit and use the design of the Group's systems and networks during the year ended 30 June 2016. Sales of cultural products was temporarily held up due to the management's view of the continued appreciation of value of Tianhuang and their aims to design a better mode of operation and marketing platform for these high-value products.

Both the loss for the Period and loss for the Period attributable to owners of the Company are approximately HK\$18 million (2015: the profit and profit attributable to owners of the Company for the Previous Period were approximately HK\$26 million and HK\$28 million respectively). The loss was mainly due to the drop in revenue and the impairment losses recognised for the development costs for systems and networks during the Period. Loss per share is HK1.80 cents (2015: earnings per share of HK2.85 cents). The gross profit margin of the Group increased to 48 percent compared with 8 percent of Previous Period, as a result of the change in product mix.

股息

為防範經濟及金融動盪，及進一步加強集團的現金流以面對市場持續不明朗，董事會不建議派發回顧期之中期股息(二零一五年：無)。

管理層討論及分析

財務業績

於回顧期，本集團錄得收益約為71,000,000港元，而去年同期約為1,056,000,000港元，相當於減少93%。這主要是由於近年來系統及網絡發展投資規模縮減，以及於截至二零一六年六月三十日止年度出售開發及採用本集團系統及網路設計之非獨家權利後，系統產品於中華人民共和國(「中國」)市場之銷售顯著下跌。由於管理層認為田黃之價值持續升值，並著重為這些高價值產品設計出更佳營運模式及市場營銷平台，故暫緩推行銷售文化產品。

回顧期內虧損及本公司擁有人應佔回顧期內虧損均約為18,000,000港元(二零一五年：去年同期之溢利及本公司擁有人應佔溢利分別約為26,000,000港元及約28,000,000港元)。虧損主要乃因於回顧期內收益下跌及就系統及網絡開發成本所確認之減值虧損。每股虧損為1.80港仙(二零一五年：每股盈利為2.85港仙)。由於產品結構變動，本集團之毛利率增加至48%，去年同期之比較數字為8%。

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

FINANCIAL RESULTS (continued)

Distribution costs for the period increased by 42 percent to approximately HK\$13 million from approximately HK\$9 million of Previous Period. This was mainly due to the reclassification of marketing and selling expenses of European operation during the Period. General and administrative expenses for the period decreased by 48 percent to approximately HK\$27 million from approximately HK\$53 million of Previous Period as a result of the business realignment.

Amortisation and depreciation costs for the period significantly dropped to approximately HK\$12 million, compared with approximately HK\$257 million of the Previous Period, due to the scale-down in the development for systems and networks. In view of the uncertainties in business environment of sales of system products in PRC, management exercised a prudent approach to recognise impairment losses of approximately HK\$15 million for development costs for systems and networks.

Finance costs for the Period decreased to approximately HK\$0.1 million from approximately HK\$0.2 million of the Previous Period, in line with the decrease in borrowings during the Period.

REVIEW OF OPERATIONS

With the change in management, the Group continued its strategic plan of business realignment and structural transformation to build a solid market base in the culture-related businesses.

The Group maintained its momentum in European market, which was supported by continued spending within the healthcare and emergency services sectors. However, the weak Euro and Sterling Pound have put pressure on the margins due to increased costs of components priced in US dollars. Facing with the uncertain economic condition and challenging business environment, the Group continued to focus our development resources on providing customers with critical messaging solutions in niche markets.

管理層討論及分析(續)

財務業績(續)

回顧期內分銷成本增加42%至約13,000,000港元，去年同期則約9,000,000港元，主要由於回顧期內重新分類歐洲營運之市場營銷及銷售開支。由於業務重整，回顧期內一般及行政開支減少48%至約27,000,000港元，去年同期約53,000,000港元。

因系統及網絡發展規模縮減，回顧期內攤銷及折舊成本大幅下跌至約12,000,000港元，去年同期約257,000,000港元。有鑒於中國銷售系統產品營商環境之不確定性，管理層審慎處理並於系統及網絡開發成本確認減值虧損約15,000,000港元。

隨著回顧期內貸款減少，回顧期內財務成本減少至約100,000港元，去年同期約200,000港元。

業務回顧

隨著管理層之變化，本集團繼續其業務重整及結構轉型之戰略計劃，於文化相關業務中建立穩固之市場基礎。

受惠於醫療保健及緊急服務領域之持續開支，本集團於歐洲市場保持動力，然而，由於以美元計價之原組件成本增加，疲軟之歐元及英鎊對邊際利潤造成壓力。面對不確定之經濟狀況及具挑戰性之業務環境，本集團繼續將發展資源集中於為客戶提供關鍵信息解決方案之特有市場。

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

REVIEW OF OPERATIONS (continued)

During the Period, the management was reviewing the mode of operations and the marketing strategy in activities in technologies and services related to cultural products, aiming at providing customised solutions and services for the trading and promotion of cultural products and collectibles for the consumer market.

Hence, sales of cultural products was temporarily held up and inventories of artifacts and Tianhuang Stones of approximately HK\$3,379 million held at 30 June 2016 remained in stock by the end of the Period. Management was designing a suitable business model to capture the appreciation potential of these cultural products in order to achieve higher return.

Facing with the uncertain economic condition and challenging business environment, the Group continued to explore different options of business realignment plans with the aim of improving sales and the overall return.

OUTLOOK

OVERVIEW

Investors catered for a Trump-led economic boom in the US Stocks which hit record highs amid hopes for tax cuts, higher infrastructure spending, and lighter regulation from the new administration. The US dollar and therefore the HK dollar have also benefited from expectations of an inflation spurt and higher interest rates. The management believes that the Trump equity trade can continue thanks to stronger economic and profit growth, though fiscal support will likely be delayed. On the other hand, the US dollar looks vulnerable if inflation paces US rate rises.

管理層討論及分析(續)

業務回顧(續)

回顧期內，管理層正在檢討文化產品相關技術及相關服務之運作模式及營銷策略，旨在為消費市場之文化產品及收藏品買賣及推廣提供定制解決方案及服務。

因此，暫緩推行銷售文化產品，於二零一六年六月三十日持有藝術品及田黃石存貨約3,379,000,000港元，於回顧期末仍然持有。管理層正在設計一個合適商業模式來配合掌握該等文化產品之升值潛力，從而爭取更高回報。

面對不確定之經濟狀況及具挑戰性之業務環境，本集團繼續探討不同業務重組計劃，旨在為改善銷售及整體回報。

展望

概覽

投資者對特朗普領導之經濟繁榮投下信心一票，再加上減稅、增加基礎設施開支，以及新政府放寬規管之希冀下，股市創下了歷史新高。美元及港元因此也受惠於通脹上升及較高利率之預期。管理層認為，得利於更強勁之經濟及溢利增長，股票市場將持續暢旺，惟財政支援可能遭推延。另一方面，倘通脹加速美國利率上升，美元將顯弱勢。

OUTLOOK (continued)

OVERVIEW (continued)

Hopes of fiscal stimulus, including pledges to cut corporate taxes and huge spending on infrastructure, led US stocks higher. Stocks also gained on promises to trim business red tape. Yet the emphasis in the first few weeks of the administration has been on trade protectionism and restricting immigration.

Trump's election helped push the US dollar to a 14-year high. The market has generally assumed that stronger growth and inflation would force the Federal Reserve to raise rates faster. The management believes the Fed will allow inflation to climb faster than they raise rates. Increasingly negative real interest rates may undermine the US dollar's appeal. The US dollar could also suffer as monetary policy starts to normalise in Europe or if Trump's protectionist rhetoric leads to trade wars. Therefore, it's good timing for the Group to promote cultural products, in particular antiques, which would provide a good alternative investment vehicle to allow investors to maintain a balanced investment portfolio and hedge against the uncertainty of the present equity and currency investment market which is political-driven.

展望(續)

概覽(續)

對於財政刺激措施(包括減少公司稅及大量投資於基礎設施)之希冀將美國股票市場推高。股票市場也得利於精簡營商之繁文縟節之承諾。然而，執政後首數週之重點一直放在貿易保護主義與管束移民之政策上。

特朗普之當選助長推升美元至十四年來之高峰。市場普遍認為，強勁之增長及通脹將迫使美聯儲加速利率之攀升。管理層認為，美聯儲將使通脹上升速度超越利率之提升。實際負利率可能減損美元之吸引力。當歐洲之貨幣政策開始標準化，或倘若特朗普之保護主義言論釀成貿易戰爭，美元也將遭受波及。因此，現時為本集團推廣文化產品(特別是古董)之良好時機，該類產品提供良好之另類投資工具，使投資者保持平衡之投資組合，於被政治驅動之股票與貨幣投資市場中，規避不確定性之風險。

OUTLOOK (continued)

CULTURAL ARTIFACTS INVESTMENT

There are quite a number of artifacts and Tianhuang Stones in the Group's inventory. Tianhuang Stones are generally conceived as the "King of Stones" in China. This jewelry stone from Fujian was said to be worth its weight in gold, which has long been reflected in the market price that the current price is higher than the value of gold. The Management attaches great importance to these valuable assets, while the Group believes that by virtue of the advantages of this resource, the trading plan for these artifacts can be implemented.

To determine its upward trend over the past few years, the management has appointed an independent valuer to revalue the value of Tianhuang jewelry stone.

INVESTMENT PLAN IN AUCTION BUSINESS

Auction businesses are experiencing a new lease on life, thanks to reality TV shows featuring auctioneers and antique hunters. It's not that auction businesses have ever disappeared from the landscape, but that scores of buyers are waking up to the idea of buying secondhand merchandise in an auction environment.

The Group has planned to recruit elite and skilled auctioneers to develop auction house projects. In addition, the Group considers switching to live auction as one of the ways to improve market share of the project itself.

展望(續)

文化藝術品投資

在集團庫存中擁有大批的藝術品及田黃石。田黃石於中國普遍被視作「寶石之王」。此產自福建之寶石自古被認為如黃金般貴重，這早已反映在市場價格上，現時價格比黃金價值更高。管理層對這些貴重資產十分重視，同時集團認為可憑藉這資源的優勢，進行對該些藝術品的交易計劃。

為確定其於過去數年之上漲趨勢，因此管理層已另委任獨立估值師重新評估田黃寶石價值。

拍賣行業投資計劃

拍賣行業正在展開新一頁，由於有關拍賣商及古董收藏家之電視真人秀所掀起的熱潮。拍賣行業不但沒有從各項領域中消失，大量買家正熱衷於在拍賣場中競投二手商品。

本集團已計劃招募精英及富有技巧之拍賣專才發展拍賣行項目。另考慮將轉以現場拍賣方式作為集團提升項目本身市場占有率的方式之一。

OUTLOOK (continued)

STRONG ROOMS & VAULTS

The Group intends to match its business plan in auction house by entering into the security industry, with the aim to design and build high security, prefabricated and modular strong rooms for sale and leasing. These high quality, secured structures enable the storage of high-value items away from the risk of theft, attack or hostage taking. The main features of these security systems render that clients' privacy being protected, ensure lowest holding and transaction costs in auction related transactions by enabling direct warehousing before and after auction while taking the advantage of Hong Kong's duty-free policy for most artifacts.

Based on the above cultural artifacts investment, the investment plan in auction business, and the investment in the strong rooms and vault, the Group is confident in the future because the success of these three investments can make the Group's trade-related transactions proceed in bulk trading mode afterwards, while it also allows the public to have a better channel to be involved, so as to pave the way for the future of artifacts securitization.

展望(續)

保險庫及儲存庫

本集團有意通過涉足保險庫行業，以配合其於拍賣行之業務發展計劃，旨在設計及建造高安全度、預製組合及模組化之保險庫，以供出售及租賃之用。該等高質量及安全之結構可儲存各類貴重物品，使該等物品免受盜竊、侵襲或被脅持交出之風險。該等保安系統之主要特點為提供於拍賣前後之直接倉儲，保障客戶隱私、確保拍賣相關交易之成本減至最低，同時亦可從香港對大部分文物之免稅政策中獲益。

綜合以上文化藝術品投資、拍賣行業投資計劃及保險庫及儲存庫項目投資，集團對將來是充滿信心的，因為這三項的投資的成功，可使集團往後可以以大宗交易模式進行貿易相關交易，同時也可以讓大眾有更好的渠道參與，為日後藝術品證券化鋪路。

OUTLOOK (continued)

COMMUNICATION SYSTEMS

The Group's wholly-owned U.K. subsidiary — Multitone Electronics is a leading provider of Messaging-System Solutions to Healthcare, Aged Care, Local Government and Retail Markets. Multitone has gained a good reputation in Europe over its 85 years history. Multitone is specialized in the design and manufacturing of communication systems and equipment, specifically, the development and delivery of integrated critical messaging solutions.

Multitone has taken a substantial market share in both UK and Germany. Targeted new markets to be explored include Asia and Eastern Europe. Multitone will work in collaboration with the Group's management in Hong Kong to introduce its products into the China market. Management considers that there is a strong demand for relevant communication systems and equipment in China. On the other hand, the Group's management would work closely with Multitone in identifying high quality electronic products made in China and distribute them through the present well-established distribution channel in Europe.

INTERNAL CONTROL

Since a reliable and cost efficient Internal Control system is fundamental to the successful operation and day-to-day running of a business and in achieving its business objectives, the new management has engaged a professional internal control consultant to conduct a study of the Group's overall operations, excluding those of Multitone Electronic PLC. The Board is currently reviewing the preliminary reports from this consultant.

展望(續)

通信系統

本集團之全資英國附屬公司 — Multitone Electronics 為醫療保健、老人護理、地方政府及零售市場提供通信系統解決方案之領先供應商。憑藉 Multitone 超過 85 年之經營歷史，其在歐洲已贏得良好聲譽。Multitone 專門從事設計及製造通信系統及設備，尤其是開發及提供綜合式主要通信系統解決方案。

Multitone 在英國及德國均佔有絕大部份的市場份額，其將探索之目標新市場包括亞洲及東歐。Multitone 將於香港與本集團管理層合作，將其產品引入中國市場。管理層認為，中國對相關通信系統及設備需求甚殷。另一方面，本集團管理層將與 Multitone 緊密合作，物色中國製造之高質量電子產品，並通過目前於歐洲之完善分銷渠道進行推廣。

內部監控

由於可靠且具成本效益之內部監控系統乃成功營運、業務日常運作及達致其業務目標之根基，新管理層已委聘專業內部監控顧問進行本集團整體營運(不包括 Multitone Electronic PLC 之營運)之研究。董事會目前正在審閱該顧問之初步報告。

OUTLOOK (continued)

INTERNAL CONTROL (continued)

After finalisation of this report, the management will take appropriate remedial actions and to rectify any deficiencies while new systems will be implemented to ensure that future business will be conducted in an efficient and proper manner. The management is confident that once the new system is in place, the Group's business revenue and therefore the profits will be greatly enhanced.

Looking forward, the Group intends to seek this consultant's advice to incorporate and implement better internal control over the strategic, governance and management processes, covering the company's entire range of activities and operations on top of those directly related to financial operations and reporting. Our long-term target aims to cover not only those aspects of a business that could broadly be defined as compliance matters, but extends also to the performance aspects of the business.

The management understands that good internal controls need to be responsive to the specific nature and needs of the business. Hence, the Group would seek to reflect sound business practice, remain relevant over time in the continuously evolving business environment and enable the Group to respond to the specific needs of the business and industry.

Eventually, the Group's management hopes to see that business opportunities are maximised and potential losses associated with unwanted events reduced.

展望(續)

內部監控(續)

於該報告定稿後，管理層將採取適當補救措施以矯正任何缺失，同時實施新系統，以確保未來之業務以有效及適當之方式進行。管理層有信心，當新的作業程序暢順運作後，本集團之收益以及溢利將大幅提升。

展望未來，本集團希望藉著該顧問之建議，以於策略、治理及管理流程中納入且實施更佳內部監控。除與財務營運及報告直接相關者之外，亦會涵蓋本公司活動及營運之全部範疇。我們之長期目標乃不僅涵蓋可被廣泛定義為合規性事務之業務層面，亦擴展至業務之業績層面。

管理層明白到良好之內部監控須要顧及業務之具體性質及需求。因此，本集團將力求展現出良好之業務實踐，隨著時間之推移於不斷演變之商業環境中與時並進，並使本集團能夠響應業務與行業之具體需求。

本集團之管理層最終目標是盼望集團能把握商機以獲得最大利益，且減少因潛在之風險而產生之損失。

LIQUIDITY AND FINANCIAL RESOURCES

FINANCIAL POSITION AND GEARING

The Group's financial position remained positive with a low gearing throughout the Period. As at 31 December 2016, the Group had approximately HK\$64.6 million (30 June 2016: approximately HK\$74.4 million) liquid assets made up of deposits, bank balances and cash. Current assets were approximately HK\$3,489 million (30 June 2016: approximately HK\$3,506 million) and current liabilities amounted to approximately HK\$43.2 million (30 June 2016: approximately HK\$65.8 million). With net current assets of approximately HK\$3,446 million (30 June 2016: approximately HK\$3,440 million), the Group maintained a comfortable level of liquidity. The gearing ratio of the Group, defined as the Group's total borrowings of approximately HK\$5.2 million (30 June 2016: approximately HK\$7.4 million) to equity attributable to owners of the Company of approximately HK\$3,410 million (30 June 2016: approximately HK\$3,434 million), was 0.002 (30 June 2016: 0.002).

As at 31 December 2016, the Group's total borrowings comprised bank loans of approximately HK\$5.2 million (30 June 2016: approximately HK\$7.4 million), with approximately HK\$3.5 million (30 June 2016: approximately HK\$3.7 million) repayable within one year and approximately HK\$1.7 million (30 June 2016: approximately HK\$3.7 million) repayable in the second year. Finance costs for the Period was approximately HK\$0.1 million.

現金流動性及財務資源

財務狀況及借貸

回顧期內，集團財務狀況維持正面，貸款權益比率處於低水平。於二零一六年十二月三十一日，集團由存款、銀行結餘及現金組成之流動資金合共約64,600,000港元(二零一六年六月三十日：約74,400,000港元)。流動資產約為3,489,000,000港元(二零一六年六月三十日：約3,506,000,000港元)，而流動負債則約為43,200,000港元(二零一六年六月三十日：約65,800,000港元)。集團保持良好財務流動性，流動資產淨額約為3,446,000,000港元(二零一六年六月三十日：約3,440,000,000港元)。按集團總貸款額約5,200,000港元(二零一六年六月三十日：約7,400,000港元)除以本公司擁有人應佔權益約3,410,000,000港元(二零一六年六月三十日：約3,434,000,000港元)計算，集團之貸款權益比率為0.002(二零一六年六月三十日：0.002)。

於二零一六年十二月三十一日，本集團總貸款包括銀行貸款約5,200,000港元(二零一六年六月三十日：約7,400,000港元)，當中約3,500,000港元(二零一六年六月三十日：約3,700,000港元)須於一年內償還及約1,700,000港元(二零一六年六月三十日：約3,700,000港元)須於第二年內償還。回顧期內之財務成本約為100,000港元。

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LIQUIDITY AND FINANCIAL RESOURCES

(continued)

TREASURY POLICY

The Group is committed to financial prudence and maintains a positive financial position with low gearing. It finances its operation and business development by a combination of internally generated resources, capital markets instruments and banking facilities.

All the borrowings were used by subsidiaries of the Company bearing interest at floating rates and were denominated in their local currencies. As such, the currency risk exposure associated with the Group's borrowings was insignificant.

The Group does not engage in any speculative derivatives or structured product transactions, interest rate or foreign exchange speculative activities. It is the Group's policy to manage foreign exchange risk through matching foreign exchange income with expense, and where exposure to foreign exchange is anticipated, appropriate hedging instruments will be used.

CAPITAL COMMITMENTS

As at 31 December 2016, the Group's capital commitments authorised but not contracted for were HK\$nil (30 June 2016: approximately HK\$9.8 million). The Group has set aside sufficient internally generated funds for the acquisition of property, plant and equipment, and development of systems and networks.

CHARGES

The Group did not have any charges on assets as at 31 December 2016.

現金流動性及財務資源(續)

庫務政策

集團一直遵從審慎理財原則，財務狀況維持正面，借貸比率處於低水平。集團主要透過內部營運資源、資本市場財務工具及銀行借貸作為營運及業務開發資金。

所有借貸均由本公司附屬公司運用，按浮動利率計息，並均以當地貨幣計值，本集團有關借貸之外匯風險不大。

集團並無進行任何有關投機性衍生工具或結構性產品之交易、利率或匯率之投機買賣活動。集團之一貫政策是透過配對外幣收入及支出直接管理外匯風險；假如預計可能出現外匯風險，集團將運用合適之對沖工具。

資本承擔

於二零一六年十二月三十一日，本集團已授權但未簽署合約之資本承擔為零港元(二零一六年六月三十日：約9,800,000港元)。該等資本承擔乃預留作購入物業、廠房及設備，以及發展系統及網絡之用。

抵押

於二零一六年十二月三十一日，本集團並無任何資產抵押。

LIQUIDITY AND FINANCIAL RESOURCES

(continued)

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 31 December 2016.

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES, AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as the disposal of subsidiaries as disclosed in note 3 to the condensed consolidated financial statements in this report, there were no other significant investments held, no material acquisitions or disposals of subsidiaries, associates and joint ventures during the six months ended 31 December 2016. There was no plan authorised by the Board for other material investments or additions of capital assets at the date of this report.

HUMAN RESOURCES AND REMUNERATION POLICY

As at 31 December 2016, the Group employed about 186 staff around the globe. Staff costs of the Group amounted to approximately HK\$35.1 million for the six months ended 31 December 2016 (31 December 2015: approximately HK\$46.3 million). Remuneration is determined with reference to market terms and the performance, qualifications and experience of the individual employee. Remuneration includes monthly salaries, performance-linked bonuses, retirement benefits schemes and other benefits such as medical scheme.

現金流動性及財務資源(續)

或然負債

於二零一六年十二月三十一日，本集團並無重大或然負債。

持有之重大投資、附屬公司、聯營公司及合資企業之重大收購及出售事項、以及重大投資或資本資產之未來計劃

除於本報告簡明綜合財務報表附註3所披露之出售附屬公司事項外，於截至二零一六年十二月三十一日止六個月，概無持有其他重大投資，亦無附屬公司、聯營公司及合資企業之重大收購或出售事項。於本報告日期，董事會並無授權其他重大投資或資本資產添置計劃。

人力資源及薪酬政策

於二零一六年十二月三十一日，本集團於全球聘用約186名員工。截至二零一六年十二月三十一日止六個月，本集團員工成本約為35,100,000港元(二零一五年十二月三十一日：約46,300,000港元)。集團乃參考市場水平，並按照僱員本身之表現、資歷及經驗而釐定薪酬。薪酬包括月薪、與表現相關之獎金、退休福利計劃，以及其他福利如醫療計劃。

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DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 31 December 2016, the interests of the directors of the Company in the shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were 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 of Hong Kong Limited (the "Stock Exchange") 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 (the "Listing Rules") were as follows:

董事之證券權益及淡倉

於二零一六年十二月三十一日，按本公司根據證券及期貨條例(「證券及期貨條例」)第352條須予存置之登記冊記錄所示，或根據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10《上市公司董事進行證券交易的標準守則》(「標準守則」)向本公司及聯交所另行作出之通知，本公司董事在本公司或其任何相關法團(定義見證券及期貨條例第XV部)之股份中擁有之權益如下：

Name of director 董事姓名	Capacity 身份	Number of shares 股份數目	Approximate percentage of the issued share capital 佔已發行股本之概約比率
<i>Securities of the Company</i> 本公司證券			
Mr. Cheng Yang 程楊先生	Corporate interest 公司權益	Note 1 附註 1	64.94%
<i>Securities of Champion Technology Holdings Limited ("Champion", the Company's holding company)</i> 冠軍科技集團有限公司 (「冠軍」·本公司之控股公司)證券			
Mr. Cheng Yang 程楊先生	Corporate interest 公司權益	Note 2 附註 2	27.90%

Notes:

- 640,689,792 shares of the Company were held by Champion. Advanced City Investments Limited ("Advanced City") is beneficially wholly owned by Mr. Cheng Yang. As at 31 December 2016, Advanced City had interest in approximately 27.90% of the entire issued share capital of Champion. Mr. Cheng Yang was deemed to have corporate interest in the shares of the Company held by Champion.

附註：

- 本公司之640,689,792股股份由冠軍持有。進城投資有限公司(「進城」)由程楊先生實益全資擁有。於二零一六年十二月三十一日，進城擁有冠軍全部已發行股本約27.90%權益。程楊先生因而被視為於該等由冠軍持有之本公司股份中擁有公司權益。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES (continued)

- 1,766,860,957 shares of Champion were held by Advanced City. Mr. Cheng Yang was deemed to have corporate interest in the shares of Champion held by Advanced City.

Save as disclosed above, none of the directors or chief executive of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (as defined in Part XV of the SFO) as at 31 December 2016 as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

SHARE OPTIONS AND DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Each of the Company and Champion has a share option scheme under which eligible persons, including directors of the Company and Champion or any of their subsidiaries may be granted options to subscribe for shares of the Company and Champion respectively.

Other than the share option schemes of the Company and Champion aforementioned, at no time during the Period was the Company, its holding company, any of its fellow subsidiaries or subsidiaries a party to any arrangement to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

During the Period, no option had been granted, exercised, cancelled, lapsed or outstanding under the share option schemes of the Company and Champion aforementioned.

董事之證券權益及淡倉(續)

- 冠軍之1,766,860,957股股份由進城持有。程楊先生因而被視為於該等由進城持有之冠軍股份中擁有公司權益。

除上文所披露者外，於二零一六年十二月三十一日，按本公司根據證券及期貨條例第352條須予存置之登記冊記錄所示，或根據標準守則向本公司及聯交所另行作出之通知，本公司董事或行政總裁概無在本公司或其相關法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有任何權益或淡倉。

購股權及董事購買股份或債券之權利

本公司及冠軍各設有購股權計劃，據此，合資格人士(包括本公司及冠軍或其任何附屬公司之董事)可獲授購股權以分別認購本公司及冠軍之股份。

除上述本公司及冠軍之購股權計劃外，本公司、其控股公司、其任何同系附屬公司或附屬公司於回顧期內任何時間概無參與任何安排，致使本公司董事可透過購入本公司或任何其他法人團體之股份或債券而獲益。

於回顧期內，本公司及冠軍根據上述之購股權計劃並無授出、行使或取消任何購股權，亦並無任何購股權失效或尚未行使。

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SUBSTANTIAL SHAREHOLDER

As at 31 December 2016, the following person (other than the directors or chief executive of the Company) had interests in the share capital of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name of shareholder	Capacity	Number of shares	Approximate percentage of the issued share capital 佔已發行股本之概約比率
股東名稱	身份	股份數目	
Champion 冠軍	Beneficial owner 實益擁有人	640,689,792	64.94%

Save as disclosed above, no person had any interest or short position in the shares or underlying shares of the Company according to the register required to be kept by the Company under Section 336 of the SFO as at 31 December 2016.

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

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

CORPORATE GOVERNANCE CODE

During the Period, the Company complied with the code provisions of the Corporate Governance Code set out in Appendix 14 to the Listing Rules.

主要股東

於二零一六年十二月三十一日，按本公司根據證券及期貨條例第336條須予存置之登記冊記錄所示，下列人士(本公司董事或行政總裁除外)於本公司股本擁有權益：

Name of shareholder	Capacity	Number of shares	Approximate percentage of the issued share capital 佔已發行股本之概約比率
股東名稱	身份	股份數目	
Champion 冠軍	Beneficial owner 實益擁有人	640,689,792	64.94%

除上文所披露者外，於二零一六年十二月三十一日，按本公司根據證券及期貨條例第336條須予存置之登記冊記錄所示，並無任何人士擁有本公司股份或相關股份之權益或淡倉。

購買、出售或贖回本公司之上市證券

於回顧期內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司之上市證券。

企業管治守則

則於回顧期內，本公司遵守上市規則附錄14所載之「企業管治守則」的守則條文。

**DISCLOSURE OF INFORMATION ON
DIRECTORS PURSUANT TO RULE
13.51B(1) OF THE LISTING RULES**

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in information of the Directors are set out below:

- (a) Mr. Cheng Yang resigned as an executive director and the chief executive officer of Culture Landmark Investment Limited, the issued shares of which are listed on the main board of the Stock Exchange, on 24 January 2017.
- (b) Mr. Yang Rusheng resigned as an independent non-executive director of Culture Landmark Investment Limited, the issued shares of which are listed on the main board of the Stock Exchange, and was appointed as an independent director of Ping An Bank Co., Ltd., the issued shares of which are listed on the Shenzhen Stock Exchange, both on 24 January 2017.

Save as disclosed above, there is no other change in the Directors' information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

**根據上市規則第 13.51B(1) 條披露
董事之資料**

根據上市規則第 13.51B(1) 條，有關董事變動之資料載列如下：

- (a) 程楊先生已於二零一七年一月二十四日辭任文化地標投資有限公司(其已發行股份於聯交所主板上市)之執行董事兼行政總裁。
- (b) 楊如生先生已於二零一七年一月二十四日辭任文化地標投資有限公司(其已發行股份於聯交所主板上市)之獨立非執行董事，並獲委任為平安銀行股份有限公司(其已發行股份於深圳交易所上市)之獨立董事。

除上文所披露者外，概無其他有關董事資料之變動須根據上市規則第 13.51B(1) 條予以披露。

看通集團有限公司

KANTONE HOLDINGS LIMITED

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding directors' securities transactions on the terms of the Model Code. The Company has made specific enquiry of all directors of the Company, result of which indicates that the directors had complied with such code of conduct throughout the Period.

AUDIT COMMITTEE

The audit committee of the Company has reviewed with the management of the Group the financial and accounting policies and practices adopted by the Group, its internal controls and financial reporting matters and this interim report.

By Order of the Board

Cheng Yang
Chairman

Hong Kong, 27 February 2017

董事進行證券交易之標準守則

本公司就董事進行證券交易採納符合標準守則之操守守則。本公司已向各董事作出特定查詢，結果顯示於回顧期內，各董事均遵守該等守則。

審核委員會

本公司之審核委員會已聯同本集團管理層審閱本集團採用之財務及會計政策及實務、其內部監控及財務申報事宜、以及本中期報告。

承董事會命
主席
程揚

香港，二零一七年二月二十七日