

SANROC INTERNATIONAL HOLDINGS LIMITED

善樂國際控股有限公司

(incorporated in the Cayman Islands with limited liability) Stock code: 1660



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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Siu Chun Yiu Jonathan (Chairman)

Ms. Wong Fei Heung Terbe

Ms. Yip Kam Ling

Mr. Ho King Chiu

Ms. Cheng Shing Yan

Independent Non-executive Directors

Mr. Chui Kwong Fun

Mr. Leung Siu Hong

Mr. Li Ching Wing

AUDIT COMMITTEE

Mr. Leung Siu Hong (Chairman)

Mr. Chui Kwong Fun

Mr. Li Ching Wing

REMUNERATION COMMITTEE

Mr. Chui Kwong Fun (Chairman)

Mr. Li Ching Wing

Ms. Yip Kam Ling

NOMINATION COMMITTEE

Mr. Siu Chun Yiu Jonathan (Chairman)

Mr. Chui Kwong Fun

Mr. Li Ching Wing

INVESTMENT COMMITTEE

Mr. Siu Chun Yiu Jonathan (Chairman)

Ms. Wong Fei Heung Terbe

董事會

執行董事

蕭振耀先生(主席)

王菲香女士

葉錦玲女士

何景超先生

鄭承欣女士

獨立非執行董事

徐廣勳先生

梁兆康先生

李正榮先生

審核委員會

梁兆康先生(主席)

徐廣勳先生

李正榮先生

薪酬委員會

徐廣勳先生(主席)

李正榮先生

葉錦玲女十

提名委員會

蕭振耀先生(主席)

徐廣勳先生

李正榮先生

投資委員會

蕭振耀先生*(主席)*

王菲香女士

Corporate Information

公司資料



COMPANY SECRETARY

Ms. Cheng Shing Yan

AUDITOR

PricewaterhouseCoopers

COMPLIANCE ADVISER

Ample Capital Limited

LEGAL ADVISERS

As to Hong Kong law:

Michael Li & Co.

AUTHORISED REPRESENTATIVES

Mr. Siu Chun Yiu Jonathan Ms. Cheng Shing Yan

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Maples Fund Services (Cayman)
Limited
PO Box 1093
Boundary Hall, Cricket Square
KY1-1102

Cayman Islands

公司秘書

鄭承欣女士

核數師

羅兵咸永道會計師事務所

合規顧問

豐盛融資有限公司

法律顧問

有關香港法例:

李智聰律師事務所

授權代表

蕭振耀先生 鄭承欣女士

股份過戶登記總處

Maples Fund Services (Cayman) Limited

PO Box 1093

Boundary Hall, Cricket Square

KY1-1102

Cayman Islands

Corporate Information

公司資料

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKER

DBS Bank (Hong Kong) Limited OCBC Wing Hang Bank Limited ORIX Asia Limited

REGISTERED OFFICE

Maples Corporate Services Limited PO Box 309 Ugland House Grand Cayman KY1-1104 Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Rooms 6-7, 18/F Laws Commercial Plaza 788 Cheung Sha Wan Road Kowloon Hong Kong

STOCK CODE

1660

WEBSITE

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香港股份過戶登記處

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主要往來銀行

星展銀行(香港)有限公司 華僑永亨銀行有限公司 歐力十(亞洲)有限公司

註冊辦事處

Maples Corporate Services Limited PO Box 309 Ugland House Grand Cayman KY1-1104 Cayman Islands

總部及主要營業地點

香港 九龍 長沙灣道788號 羅氏商業廣場 18樓6-7室

股份代號

1660

網址

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BUSINESS REVIEW AND MARKET PROSPECT

Sanroc International Holdings Limited (the "Company") and its subsidiaries (collectively, the "Group") provides construction machinery trading and leasing services in Hong Kong. Our business includes: (i) trading of construction machinery, which are mainly foundation machinery and drilling accessories; (ii) leasing of construction machinery, which are mainly power and energy machinery; and (iii) the provision of local transportation services with our crane lorries.

Regarding to the business environment, the slow recovery of the global economy coupled with political filibuster in Hong Kong has unfavored Hong Kong macroeconomic environment and the construction industry, resulting in delay of a number of construction projects.

Nevertheless, Hong Kong government's support in different infrastructure plan, especially for the Ten Major Infrastructure, and the continual development plan in public and private housing sectors have undoubtedly stimulated the Hong Kong construction market.

Our Group continues to strengthen our competitive position and believes that further business growth can be enhanced by maintaining (a) well-founded reputation in the market; (b) the provision of a variety of leasing machinery to cater for customers' specification; (c) experienced and dedicated management team; and (d) long term relationship with customers.

業務回顧及市場前景

善樂國際控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)在香港提供建築機械貿易及租賃服務。我們的業務包括(i)建築機械貿易,主要為地基機械及鑽孔配件;(ii)建築機械租赁,主要為電力及能源機械;及領)以吊臂式貨車提供本地運輸服務。

營商環境方面,全球經濟復甦步 伐緩慢,加上香港出現政治阻 撓,均對香港的宏觀經濟環境及 建築行業造成不利影響,導致不 少建築項目延期。

儘管如此,香港政府對不同基建計劃(尤其是十大基建項目)的支持以及公共及私人房屋分部的持續發展計劃無疑推動了香港建築市場發展。

本集團持續加強我們的競爭地位,並相信透過(a)在市場上維持良好信譽:(b)提供各式各樣的租賃機械以迎合客戶規格:(c)經驗豐富及專注的管理團隊:及(d)與客戶的長期關係,我們能夠進一步提升業務增長。

FINANCIAL REVIEW

Revenue

Our total revenue decreased by approximately HK\$18.1 million, or approximately 20.3%, from approximately HK\$89.1 million for the six months ended 30 September 2016 (the "Previous Period") to approximately HK\$71.0 million for the six months ended 30 September 2017 (the "Period"). Such decrease was mainly attributable to the combined effect from (i) the drop in revenue from trading of construction machinery and (ii) the increase in revenue from leasing of construction machinery and transportation services.

Trading of construction machinery

Our Group's revenue generated from trading of construction machinery recorded a decrease by approximately HK\$27.7 million, or approximately 55.6%, from approximately HK\$49.8 million for the Previous Period to approximately HK\$22.1 million for the Period. Such decrease was mainly attributable to the decrease in trading volume of construction machinery due to the delay in commencement of several public-related projects which reduced the demand of construction machinery in the industry.

財務回顧

收益

我們的收益總額由截至二零一六年九月三十日止六個月(「上一期間」)約89.1百萬港元減少的18.1百萬港元或約20.3%至截至二零一七年九月三十日止六。有關減少主要是由於(i)來自建築機械貿易的收益下降及(ii)來自建築機械租賃及運輸服務的收益增加的綜合影響所致。

建築機械貿易

本集團建築機械貿易所產生收益 由上一期間約49.8百萬港元減 少約27.7百萬港元或約55.6% 至本期間約22.1百萬港元。有 關減少主要是由於若干公共相關 項目延遲動工,導致業內對建築 機械的需求減少,建築機械的成 交量因而下跌所致。



Leasing of construction machinery

Our Group's revenue generated from leasing of construction machinery recorded an increase by approximately HK\$3.7 million, or approximately 10.5%, from approximately HK\$35.2 million for the Previous Period to approximately HK\$38.9 million for the Period. Such increase was mainly due to the increase in leasing of power generators, foundation equipment, forklift trucks and aerial platforms for the Period.

Transportation services

Our Group's revenue generated from transportation services increased by approximately HK\$5.9 million, or 143.9%, from approximately HK\$4.1 million for the Previous Period to approximately HK\$10.0 million for the Period, as the transportation business has been developing during the Period and additional crane lorries were acquired during the Period.

Cost of Sales and Services

Our Group's cost of sales and services amounted to approximately HK\$42.0 million for the Period, representing a decrease of approximately 27.6% (Previous Period: approximately HK\$58.0 million). Cost of sales and services mainly comprised of costs of machinery and equipment and spare parts, staff costs and depreciation, which together accounted for approximately 82.4% (Previous Period: 89.3%) of the Group's total cost of sales and services for the Period.

建築機械租賃

本集團建築機械租賃所產生收益由上一期間約35.2百萬港元增加約3.7百萬港元或約10.5%至本期間約38.9百萬港元。有關增加主要是由於本期間發電機、基礎設備、叉車及升降工作台租賃增加所致。

運輸服務

由於運輸業務於本期間不斷發展 以及本期間購買更多吊臂式貨 車,故本集團運輸服務所產生收 益由上一期間約4.1百萬港元增 加約5.9百萬港元或143.9%至 本期間約10.0百萬港元。

銷售及服務成本

本集團於本期間的銷售及服務成本約為42.0百萬港元,減少約27.6%(上一期間:約58.0百萬港元)。銷售及服務成本主要包括機械、設備及備用零件成本、員工成本以及折舊,合共佔本集團於本期間銷售及服務成本總額的約82.4%(上一期間:89.3%)。

Among the three major items under cost of sales and services, the Group recorded a decrease of approximately 56.8% in costs of machinery and equipment and spare parts, which is in line with the decrease in trading business for the Period. Staff costs increased substantially by approximately 47.2% due to an increase in staff headcount to cope with business expansion and annual salary increment for the Period. Depreciation increased by approximately 17.5% mainly due to additions of machinery and equipment and crane lorries as a result of the expansion of the Group's owned fleet and transportation service respectively.

於銷售及服務成本項下的三個主要項目中,本集團的機械、設備及備用零件成本減少約56.8%,與本期間貿易業務下滑的情況一致。由於本期間為應對業務充而增加員工人數及年度薪金遞增,員工成本大幅增加約17.5%,主要是由於本集團分別擴充自有機隊及運輸服務而添置機械及設備以及吊臂式貨車所致。

Gross Profit and Gross Profit Margin

Our Group's gross profit decreased by approximately HK\$2.1 million, or 6.8%, from approximately HK\$31.1 million for the Previous Period to approximately HK\$29.0 million for the Period. The decrease in gross profit was mainly due to the decrease in trading volume of construction machinery. Our gross profit margin increased from approximately 34.9% for the Previous Period to approximately 40.8% for the Period which is resulted from the increment contributed by all business segments.

Other Income and Gains

Our Group's other income and gains increased by approximately HK\$3.1 million, or 620.0%, from losses of approximately HK\$0.5 million for the Previous Period to gain of approximately HK\$2.6 million for the Period. The increase in other income and gains was mainly attributable to the gain on exchange difference, gain on disposal of property, plant and equipment and interest income from bank deposits of approximately HK\$1.5 million (the Previous Period: loss on exchange difference of HK\$1.0 million), HK\$0.7 million (the Previous Period: HK\$0.4 million) and HK\$0.3 million (the Previous Period: HK\$26,000) respectively for the Period.

毛利及毛利率

本集團的毛利由上一期間約31.1 百萬港元減少約2.1百萬港元 或6.8%至本期間約29.0百萬港 元。毛利減少主要是由於建築機 械的成交量減少所致。毛利率由 上一期間約34.9%增加至本期 間約40.8%,乃由於所有業務分 部貢獻的增長所致。

其他收入及收益

本集團的其他收入及收益由上一期間虧損約0.5百萬港元增加約3.1百萬港元或620.0%至本期間收益約2.6百萬港元。其他收入及收益增加主要是由於本期間匯兑差額收益、出售物業、廠房及設備的收益及銀行存款的利息收入分別約1.5百萬港元(上一期間:匯兑差額虧損1.0百萬港元)、0.7百萬港元(上一期間:0.4百萬港元)及0.3百萬港元(上一期間:26,000港元)所致。



Selling Expenses

Our Group's selling expenses increased by approximately HK\$0.3 million, or approximately 25.0%, from approximately HK\$1.2 million for the Previous Period to approximately HK\$1.5 million for the Period, mainly due to the increase in staff costs in the selling department.

Administrative Expenses

Our Group's administrative expenses decreased by approximately HK\$1.5 million, or 12.7%, from approximately HK\$11.8 million for the Previous Period to approximately HK\$10.3 million for the Period. The decrease in administrative expenses was mainly due to the combined effect of (i) no recognition of the one-off listing expenses for the Period (the Previous Period: HK\$5.5 million); (ii) the increase in staff costs and expenses; and (iii) the increase in professional fee after the listing of the shares of the Company (the "Shares") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (collectively the "Listing") compared with that during the Previous Period.

Finance Income

Our Group's finance income decreased by approximately HK\$72,000 or 55.4%, from approximately HK\$130,000 for the Previous Period to approximately HK\$58,000 for the Period, was mainly attributable to the finance lease interest income generated from our customers.

銷售開支

本集團的銷售開支由上一期間約 1.2百萬港元增加約0.3百萬港 元或約25.0%至本期間約1.5百 萬港元,主要是由於銷售部門的 員工成本增加所致。

行政開支

本集團的行政開支由上一期間約11.8百萬港元減少約1.5百萬港元或少約1.5百萬港元或12.7%至本期間約10.3百萬港元。行政開支減少主要是由於在本公司股份(「股份」)於蘇內」)上市(統稱「上市」)後,斯內上一期間相比,(i)本期間並無間認一次性上市開支(上一期間記述,以前員工成本及開支增加;及(iii)專業費用增加的綜合影響所致。

財務收入

本集團的財務收入由上一期間約 130,000港元減少約72,000港元 或55.4%至本期間約58,000港 元,主要是來自我們客戶的融資 租賃利息收入所致。

Finance Costs

Our Group's finance costs increased by approximately HK\$0.4 million, or 50.0%, from approximately HK\$0.8 million for the Previous Period to approximately HK\$1.2 million for the Period. The increase in finance costs was mainly attributable to the increase in borrowings for the Period.

Income Tax Expenses and Effective Tax Rate

Our Group's income tax expenses decreased by approximately HK\$0.7 million, or approximately 20.0%, from approximately HK\$3.5 million for the Previous Period to approximately HK\$2.8 million for the Period. Such decrease was in line with our profit before income tax net of non-deductible listing expenses.

Our Group's effective tax rate decreased from approximately 20.7% for the Previous Period to approximately 15.0% for the Period, which was mainly due to non-deductible listing expenses incurred for the Previous Period.

Net Profit and Net Profit Margin

Our Group's net profit increased by approximately HK\$2.5 million, from approximately HK\$13.4 million for the Previous Period to HK\$15.9 million for the Period, representing a net profit increase of approximately 18.7%.

Our Group's net profit margin were approximately 22.4% for the Period and 15.0% for the Previous Period, where the increase was mainly due to the reasons illustrated above.

財務成本

本集團的財務成本由上一期間約 0.8百萬港元增加約0.4百萬港 元或50.0%至本期間約1.2百萬 港元。財務成本增加主要是由於 本期間借款增加所致。

所得税開支及實際税率

本集團的所得税開支由上一期間約3.5百萬港元減少約0.7百萬港元或約20.0%至本期間約2.8百萬港元。有關減少與除所得税前溢利(已扣除不可扣税上市開支)一致。

本集團的實際税率由上一期間約 20.7%減少至本期間約15.0%, 此乃主要由於上一期間產生的不 可扣税上市開支所致。

純利及純利率

本集團的純利由上一期間約13.4 百萬港元增加約2.5百萬港元至 本期間的15.9百萬港元,相當 於純利增加約18.7%。

本集團本期間及上一期間的純利率分別約為22.4%及15.0%,純利率增加主要是由於上述原因所致。



LIQUIDITY AND FINANCIAL RESOURCES REVIEW

The Group financed its operations through a combination of cash flow from operations, borrowings and obligations under finance leases. As at 30 September 2017, the Group had cash and cash equivalents of approximately HK\$120.8 million (31 March 2017: approximately HK\$133.8 million) which were mainly denominated in HK\$, Japanese Yen ("JPY"), EURO Dollar ("EUR") and United States Dollar ("USD"), and had borrowings of approximately HK\$50.3 million (31 March 2017: approximately HK\$42.7 million) and obligations under finance leases of approximately HK\$16.0 million (31 March 2017: approximately HK\$19.8 million) respectively that were denominated in HK\$.

Gearing ratio is calculated by dividing total debts (including borrowings and obligations under finance leases) by total equity at the end of the reporting Period. The slightly decrease of gearing ratio from approximately 25.1% as at 31 March 2017 to 25.0% as at 30 September 2017 was mainly due to the combined effect of the (i) increase in interest-bearing borrowings; (ii) decrease in obligations under finance leases; and (iii) increase in equity due to the receipts of listing proceeds upon the Listing and profit generated for the Period.

流動資金及財務資源 回顧

截至報告期末日的資產負債比率基於總債務(包括借款及融資租賃責任)除以權益總額計算。 資產負債比率由二零一七年微輕 月三十一日的約25.1%輕假日 少至二零一七年九月三十日 25.0%,乃主要由於(I)計息借款 增加;(II)融資租賃責任減少取上 增加;(II)權益增長(由於上市後收取上 市所得款項所致)及本期間所 生溢利增加的綜合影響所致。

As at 30 September 2017, our Group's total current assets and current liabilities were approximately HK\$183.9 million (31 March 2017: approximately HK\$207.8 million) and approximately HK\$84.1 million (31 March 2017: approximately HK\$92.8 million) respectively. Our Group's current ratio is maintained at approximately 2.2 times as at 30 September 2017 (31 March 2017: 2.2 times). The slight decrease in the current ratio was mainly due to the combined effect of the decrease in (i) cash and cash equivalents for the acquisition of property, plant and equipment and available-for-sales investment; (ii) restricted cash; and (iii) trade and bills payables.

團的流動資產及流動負債總額分別約為183.9百萬港元(二零一七年三月三十一日:約207.8百萬港元)及約84.1百萬港元)及約84.1百萬港元)及約84.1百萬港元)。本集團的流動比率於約2.2倍(二零一七年三月三十一日:2.2倍)。流動出,乃主要相於(i)现金等價物因收購物業、而有所減少;(ii)受限制現金減少;減少的資易應付款項及應付票據減少的綜合影響所致。

於二零一七年九月三十日,本集

PLEDGE OF ASSETS

As at 30 September 2017, our borrowings and obligations under finance leases were secured by property, plant and equipment with net carrying amount of approximately HK\$89.7 million (31 March 2017: approximately HK\$74.9 million).

CAPITAL EXPENDITURE

The total capital expenditure incurred for the Period was approximately HK\$28.1 million (31 March 2017: approximately HK\$92.8 million) which was mainly used in purchase of machinery for our leasing business.

資產抵押

於二零一七年九月三十日,我們的借款及融資租賃責任以賬面值淨額為約89.7百萬港元(二零一七年三月三十一日:約74.9百萬港元)的物業、廠房及設備作抵押。

資本開支

於本期間產生的資本開支總額 約為28.1百萬港元(二零一七年 三月三十一日:約92.8百萬港 元),主要用於為我們的租賃業 務購買機器。



CURRENCY RISK

Certain transactions of the Group are denominated in currencies which are different from the functional currency of the Group, namely, HK\$, and therefore the Group is exposed to foreign exchange risk. Payments made by the Group for the settlement of its purchases from suppliers are generally denominated in HK\$, JPY, USD and EUR. Payments received by the Group from its customers are mainly denominated in HK\$.

The Group does not have a foreign currency hedging policy. However, the Group will continue to monitor closely its exposure to currency movement and take proactive measures.

CONTINGENT LIABILITIES

The Group had no material contingent liabilities at the end of the reporting period (31 March 2017: nil).

CAPITAL COMMITMENTS

Our capital commitments consist primarily of purchase of construction machinery for leasing purpose. As at 30 September 2017, there were approximately HK\$46.2 million (31 March 2017: nil) capital commitments of property, plant and equipment contracted but not provided for.

貨幣風險

本集團若干交易以有別於本集團功能貨幣(即港元)的貨幣計值,因此,本集團面臨外匯風險。本集團為結算其向供應商的採購款而支付的款項一般以港元、日圓、美元及歐元計值。本集團自其客戶收取的付款主要以港元計值。

本集團並無外幣對沖政策。然 而,本集團將繼續密切監察其面 臨的貨幣變動風險及採取積極措 施。

或然負債

於報告期末日,本集團並無任何 重大或然負債(二零一七年三月 三十一日:無)。

資本承擔

我們的資本承擔主要包括購買作租賃用途的建築機械。於二零一七年九月三十日,有關物業、廠房及設備的已訂約但尚未撥備的資本承擔約為46.2百萬港元(二零一七年三月三十一日:無)。

EMPLOYEES AND REMUNERATION POLICY

As at 30 September 2017, our Group had 67 staff (31 March 2017: 40). The total staff costs incurred by our Group for the Period were approximately HK\$10.5 million (Previous Period: approximately HK\$7.3 million). The increase in staff costs was mainly due to increase in headcount and salary increment for the Period.

Employees' remuneration packages are determined with reference to the market information and individual performance and will be reviewed on a regular basis. The remuneration policy will be reviewed by the board (the "Board") of directors (the "Director(s)") of the Company from time to time. In addition to basic remuneration, the Group also makes contributions to mandatory provident funds scheme and provides other benefits to the employees. New employees are required to be equipped with the necessary skills and knowledge during induction programmes to perform their duties. In order to promote overall efficiency, we also offer technical trainings to our existing employees on the operation of more advanced construction machinery. Selected operation staff are chosen to attend external trainings which are conducted by the manufacturers to acquire up-to-date technical skills and knowledge on the products we rent and sell out to our customers.

僱員及薪酬政策

於二零一七年九月三十日,本 集團擁有67名(二零一七年三月 三十一日:40名)員工。本集團 於本期間產生的員工成本總額約 為10.5百萬港元(上一期間:約 7.3百萬港元)。員工成本增加主 要由於本期間員工人數增加及薪 金上漲所致。



SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES, AND PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Apart from the available-for-sale financial asset, there were no significant investments held, material acquisitions or disposals of subsidiaries and affiliated companies during the Period. Save for the business plan as disclosed in the Prospectus, there was no other plan for material investments or capital assets as at 30 September 2017.

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend to shareholders of the Company for the Period.

USE OF NET PROCEEDS FROM THE LISTING

The Shares have been listed on the Stock Exchange since 10 February 2017 (the "Listing Date"). The receipt of proceeds net of listing expenses upon the Listing were approximately HK\$109.4 million. As at 30 September 2017, the net proceeds had been utilised as follows:

持有的重大投資、重 大收購或出售附屬公司及聯屬公司以及重 大投資或資本資產計 劃

除可供出售金融資產之外,本期間概無持有任何重大投資、重大收購或出售附屬公司及聯屬公司。除招股章程所披露的業務計劃外,於二零一七年九月三十日,概無任何其他重大投資或資本資產計劃。

中期股息

董事會不建議就本期間向本公司 股東派付中期股息。

上市所得款項淨額的 用途

股份自二零一七年二月十日(「上市日期」)起已於聯交所上市。 於上市後,本集團扣除上市開支 後收取的所得款項約為109.4百 萬港元。於二零一七年九月三十日,所得款項淨額已用作以下用 徐:

		Net proceeds from the Listing 上市所得 款項淨額 百萬港元 HK\$ million	Actual utilisation up to 30 September 2017 截至二零一七年 九月三十日的 實際已動用金額 百萬港元 HK\$ million	Unutilised amounts as at 30 September 2017 於二零一七年九月三十日的未動用金額百萬港元
Expansion of our leasing fleet Expansion of our transportation fleet	擴充我們的租賃機隊擴充我們的運輸機隊	69.5 38.6	23.2	46.3 37.7
General working capital	一般營運資金	1.3	1.3	——————————————————————————————————————

During the Period, the Group acquired various machines for the leasing segment, and lorries for transportation segment respectively based on the expansion plan as stated in the prospectus of the Company dated 27 January 2017 taking into account the then market demand.

The unutilised net proceeds had been deposited into licensed banks in Hong Kong.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries had sold, purchased or redeemed any of the Company's listed securities since the Listing Date.

於本期間,本集團根據本公司日期為二零一七年一月二十七日之招股章程所述之擴充計劃,並計及當時之市場需求,分別為租賃分部及運輸分部採購各種機械及貨車。

未動用的所得款項淨額已存入香 港持牌銀行。

購買、贖回或出售本 公司的上市證券

自上市日期以來,本公司或其任何附屬公司概無出售、購買或贖回本公司任何上市證券。

OTHER INFORMATION 其他資料



CORPORATE GOVERNANCE **PRACTICES**

The Group is committed to maintain high standards of corporate governance to safeguard the interests of the shareholders of the Company and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") as our corporate governance practices. Save as disclosed elsewhere in this interim report, the Company has complied with the applicable code provisions under the CG Code since the Listing Date on 10 February 2017.

本集團致力於維持高水平的企業

企業管治常規

管治,以保障本公司股東的權益 及提升企業價值及問責性。本公 司已採納聯交所證券上市規則 (「上市規則」) 附錄十四所載的 企業管治守則(「企業管治守則」) 作為其企業管治常規。除本中期 報告其他部分所披露者外,本公 司自上市日期二零一七年二月十 日起已遵守企業管治守則的適用 守則條文。

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors. The Company has made enquiries to all Directors regarding any noncompliance with the Model Code.

All the Directors confirmed that they have fully complied with the required standard set out in the Model Code during the Period.

遵守證券交易的標準 守則

本公司已就董事進行證券交易採 納上市規則附錄十所載有關上市 發行人董事進行證券交易的標準 守則(「標準守則」)作為其自身 的行為守則。本公司已就標準守 則的任何不合規情況向全體董事 作出杳詢。

全體董事確認彼等已於本期間全 面遵守標準守則所載的規定標 淮。

Other Information 其他資料

AUDIT COMMITTEE

The Audit Committee was established on 23 January 2017, with specific written terms of references with rule 3.22 of the Listing Rules and paragraph C3 of the CG Code. The Audit Committee comprises three members, namely Mr. Leung Siu Hong (Chairman), Mr. Chui Kwong Fun and Mr. Li Ching Wing, all of them are independent non-executive Directors.

The unaudited interim condensed consolidated financial statements of the Group for the Period has been reviewed by the Audit Committee.

CHANGE OF DIRECTOR AND BIOGRAPHICAL DETAILS

Ms. Cheng Shing Yan ("Ms. Cheng") was appointed as an executive Director with effect from 1 April 2017. Ms. Cheng has also been appointed as an independent non-executive director of Putian Communication Group Limited (stock code: 1720) since October 2017, the shares of which are listed on the Main Board of the Stock Exchange.

審核委員會

審核委員會於二零一七年一月 二十三日設立,並遵照上市規則 第3.22條及企業管治守則第C3 段制定明確書面職權範圍。審核 委員會由三名成員組成,即梁兆 康先生(主席)、徐廣勳先生及 李正榮先生,彼等均為獨立非執 行董事。

本集團於本期間的未經審核中期 簡明綜合財務報表已經審核委員 會審閱。

董事及履歷詳情變更

鄭承欣女士(「鄭女士」)已獲委 任為執行董事,自二零一七年四 月一日起生效。鄭女士自二零 一七年十月以來亦獲委任為普天 通信集團有限公司(股份代號: 1720)的獨立非執行董事,該公司的股份於聯交所主板上市。



DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2017, the interests and short positions of the Directors or chief executive of the Company in the Shares, or any of the associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") which shall have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interest or short positions which they are taken or deemed to have under such provisions of the SFO) or shall be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or shall be required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange, were as follows:

董事及最高行政人員 於股份、相關股份及 債權證的權益及淡倉

於二零一七年九月三十日,董事或本公司最高行政人員於股份與任何相聯法團(定義見證券及期貨條例」)第 XV部)中,擁有根據證券及期貨條例」》第 (包括彼等根據證券及期貨條的新來公司及聯交所的權益或淡倉),或根據證券條文當作或視為擁護務等條文當作或視人數,或根據證券的種益或淡倉),或根據經濟學的任及期貨條例第352條須登記於領戶與資營記冊或根據標準守別淡倉如下:

Long Positions in the Shares

Name of director 董事姓名	Capacity/Nature of interest 身份/權益性質	Number of shares held 持有股份數目	Percentage of shareholding 股權百分比
Mr. Siu Chun Yiu Jonathan (" Mr. Siu ") (Note 1) 蕭振耀先生 (「 蕭先生 」)(附註1)	Interest in spouse 配偶權益	800,000,000 (Note 3) (附註3)	64.57% (Note 3) (附註3)
Ms. Wong Fei Heung Terbe (" Mrs. Siu ") (Note 2) 王菲香女士 (「蕭太太」) ^{((附註2)}	Beneficiary and founder of a discretionary trust, interest in a controlled corporation 酌情信託的受益人 及創辦人、 受控制法團權益	800,000,000 (Note 3) (附註3)	64.57% (Note 3) (附註3)

於股份中的好倉

Other Information

其他資料

Note:

- Mr. Siu is the spouse of Mrs. Siu. Mr. Siu is deemed to be interested in the Shares which Mrs. Siu is interested in for the purpose of the SFO.
- Mrs. Siu is deemed to be interested in 800,000,000.
 Shares of the Company's total issued share capital for the purposes of the SFO, as founder and one of the beneficiaries of The JANTS Trust.
- 3. After 30 September 2017, a total of 160,000,000 Shares held by Lion Spring Enterprises Limited (which is owned as to 23.23% by Mr. Siu, the trustee of AMSC GRAT of 2017 and 76.77% by Diamond Vista Holdings Limited, which in turn is wholly-owned by BNP Paribas Singapore Trust Corporation Limited as the trustee of The JANTS Trust) were sold. As a result, as at 5 December 2017 (being the latest practicable date for ascertaining the information contained in this report), the remaining number of shares held and percentage of shareholding are 640,000,000 and 51.65% respectively.

附註:

- 蕭先生為蕭太太的配偶。就 證券及期貨條例而言,蕭先 生被視為於蕭太太擁有權益 的股份中擁有權益。
- 就證券及期貨條例而言, 蕭太太(作為JANTS信託的創辦人及其中一名受益人)被視為於本公司全部已發行股本中的800,000,000股股份擁有權益。
- 於二零一十年九月三十日後, 騰獅企業有限公司合共已出售 所持有的160,000,000股股份, 該公司由蕭先生(二零一七年 AMSC GRAT的受託人)擁有 23.23% 權益及由 Diamond Vista Holdings Limited (由 BNP Paribas Singapore Trust Corporation Limited(作為JANTS信託的受 託人)全資擁有)擁有76.77%權 益。因此,於二零一十年十二 月五日(即確定本報告所載資 料的最後實際可行日期),其所 持有的餘下股份數目及股權百 分比分別為640,000,000股及 51.65% •

Other Information 其他資料

Save as disclosed above, as at 30 September 2017, none of the Directors or chief executive of the Company had registered an interest or short position in the Shares or underlying Shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under provision of the SFO) or were required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外,於二零一七年九月三十日,概無董事或本公司最高行政人員於本公司或其時條例第XV部)的股份、相關股份或債權證中,擁有根據證券的股份或債權證中,擁有根據證券的積極。 資本公司及聯交所的權益或後條例第 XV部 的權益或條例第 XV部 的權益或條例期 的權益或條條則,或根據證券及期知倉(包括彼等根據證券及期知倉(包括彼等根據證券及期知倉(包括彼等根據證券及期知倉(包括彼等根據證券及期期知倉(包括被等根據證券及期期知倉)。 於實力,或根據經準守則須知本公司及聯交所的權益或淡倉。

Other Information 其他資料

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2017, so far as is known to the Directors or chief executive of the Company, the following persons (other than Directors or chief executive of the Company), who had interests or short positions in the Shares, the underlying Shares and debentures of the Company and its associated corporation within the meaning of Part XV of the SFO which were required to be disclosed pursuant to the provision of Divisions 2 and 3 of Part XV of the SFO, or which were required, pursuant to Section 336 of the SFO, to be recorded in the register referred to therein, were as follows:

主要股東於股份、相關股份及債權證的權 益及淡倉

於二零一七年九月三十日,據董 事或本公司最高行政人員所知, 以下人士(董事或本公司最高行政人員所知, 及人員除外)於本公司及其相聯 法團(定義見證券及期貨條例第 XV部)的股份、相關股份及債權 證中,擁有根據證券及期貨條例 第XV部第2及3分部條文便條例 出披露的權益或淡倉,或根據證 券及期貨條例第336條須登記於 該條所述登記冊的權益或淡倉如下:

Name of shareholder 股東名稱	Capacity/Nature of interest 身份/權益性質	Number of shares held 持有股份數目 (Note 1) (附註 1)	Percentage of shareholding 股權百分比
Lion Spring Enterprises Limited (Note 2)	Beneficial owner	800,000,000	64.57%
騰獅企業有限公司 ^(附註2)	實益擁有人	(Note 4) (附註4)	(Note 4) (附註4)
Diamond Vista Holdings Limited	Interest in a controlled corporation 受控制法團權益	800,000,000 (Note 4) (附註4)	64.57% (Note 4) (附註4)
BNP Paribas Singapore Trust	Interest in a controlled corporation 受控制法團權益	800,000,000	64.57%
Corporation Limited (Note 3) (附註3)		(Note 4) (附註4)	(Note 4) (附註4)

Other Information

其他資料

Notes:

- 1. All interests stated are long positions.
- Lion Spring Enterprises Limited, which owns 64.57%
 of the issued share capital of the Company, is owned
 as to 23.23% by Mr. Siu, the trustee of AMSC GRAT
 of 2017 and 76.77% by Diamond Vista Holdings
 Limited, which in turn is wholly-owned by BNP Paribas
 Singapore Trust Corporation Limited as the trustee of
 The JANTS Trust.
- 3. BNP Paribas Singapore Trust Corporation Limited, as trustee of The JANTS Trust, holds 100% of the issued share capital of Diamond Vista Holdings Limited. The JANTS Trust is a discretionary trust established by Mrs. Siu as settlor and BNP Paribas Singapore Trust Corporation Limited as trustee. The beneficiaries of The JANTS Trust are Mrs. Siu and the children born to Mr. Siu and Mrs. Siu. By virtue of the SFO, the trustee is deemed to be interested in the Shares in which Diamond Vista Holdinos Limited is interested.

4. After 30 September 2017, a total of 160,000,000 Shares held by Lion Spring Enterprises Limited (which is owned as to 23.23% by Mr. Siu, the trustee of AMSC GRAT of 2017 and 76.77% by Diamond Vista Holdings Limited, which in turn is wholly-owned by BNP Paribas Singapore Trust Corporation Limited as the trustee of The JANTS Trust) were sold. As a result, as at 5 December 2017 (being the latest practicable date for ascertaining the information contained in this report), the remaining number of shares held and percentage of shareholding are 640.000.000 and 51.65% respectively.

附註:

- 1. 全部所述權益均為好倉。
- 2. 騰獅企業有限公司(其擁有本公司已發行股本64.57%)由蕭先生(二零一七年AMSC GRAT的受託人)擁有23.23%權益及由Diamond Vista Holdings Limited(由BNP Paribas Singapore Trust Corporation Limited(作為JANTS信託的受託人)全資擁有)擁有76.77%權益。
- BNP Paribas Singapore 3. Trust Corporation Limited(以 JANTS信託的受託人身份) 持有Diamond Vista Holdings Limited的全部已發行股本。 JANTS信託為一項由蕭太 太(以財產授予人身份)及 BNP Paribas Singapore Trust Corporation Limited(以受託 人身份)成立的酌情信託。 JANTS信託的受益人為蕭太 太及蕭先牛與蕭太太所牛子 女。根據證券及期貨條例, 受託人被視為於Diamond Vista Holdings Limited擁有權 益的股份中擁有權益。
- 於二零一七年九月三十日後, 騰獅企業有限公司合共已出售 所持有的160,000,000股股份, 該公司由蕭先生(二零一七年 AMSC GRAT的受託人)擁有 23.23%權益及由Diamond Vista Holdings Limited (
 BNP Paribas Singapore Trust Corporation Limited(作為JANTS信託的受 託人)全資擁有)擁有76.77%權 益。因此,於二零一十年十二 月五日(即確定本報告所載資 料的最後實際可行日期),其所 持有的餘下股份數目及股權百 分比分別為640,000,000股及 51.65% •

Other Information 其他資料

Save as disclosed above, as at 30 September 2017, the Company had not been notified by any persons (other than Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares or debentures 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 required, pursuant to Section 336 of the SFO, to be recorded in the register referred to therein.

除上文所披露者外,於二零一七年九月三十日,本公司並不獲悉任何人士(董事或本公司最高行政人員除外)於本公司股份、相關股份或債權證中,擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司作出披露的權益或淡倉,或根據證券及期貨條例第336條須登記於該條所述登記冊的權益或淡倉。

SHARE OPTION SCHEME

The Company's share option scheme ("Share Option Scheme") was adopted pursuant to a resolution passed on 23 January 2017. From the date of the adoption of the Share Option Scheme and up to the end of the reporting period, no share option has been granted, or agreed to be granted, under the Share Option Scheme.

By order of the Board

Siu Chun Yiu Jonathan

Sanroc International Holdings Limited Chairman and Executive Director

Hong Kong, 27 November 2017

購股權計劃

本公司根據於二零一七年一月 二十三日通過的決議案採納購股 權計劃(「購股權計劃」)。自購 股權計劃採納日期起及直至報告 期末日,並無購股權根據購股權 計劃已授出或已同意授出。

承董事會命

蕭振耀

善樂國際控股有限公司 *主席兼執行董事*

香港,二零一十年十一月二十十日

Report on Review of Interim Financial Information

中期財務資料的審閱報告



羅兵咸永道

To the Board of Directors of Sanroc International Holdings Limited

(incorporated in Cayman Islands with limited liability)

INTRODUCTION

We have reviewed the interim financial information set out on pages 28 to 76, which comprises the interim condensed consolidated balance sheet of Sanroc International Holdings Limited (the "Company") and its subsidiaries (together, the "Group") as at 30 September 2017 and the related interim condensed consolidated statements of comprehensive income, changes in equity and cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting". Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致善樂國際控股有限公司董事會

(於開曼群島計冊成立的有限公司)

引言

本核數師(以下簡稱「我們」)已 審閱列載於第28至76頁的中期 財務資料,此中期財務資料包括 善樂國際控股有限公司(「貴公 司」)及其子公司(合稱「貴集團」) 於二零一七年九月三十日的中期 簡明綜合資產負債表與截至該日 上六個月期間的相關中期簡明綜 合全面收益表、中期簡明綜合權 益變動表及中期簡明綜合現金流 量表,以及主要會計政策概要及 其他附註解釋。香港聯合交易所 有限公司證券上市規則規定,就 中期財務資料編製的報告必須符 合以上規則的有關條文以及香港 會計師公會頒佈的香港會計準則 第34號「中期財務報告」。 貴 公司董事須負責根據香港會計準 則第34號「中期財務報告 | 編製 及列報該等中期財務資料。我們 的責任是根據我們的審閱對該等 中期財務資料作出結論,並僅按 照我們協定的業務約定條款向 閣下(作為整體)報告我們的結 論,除此之外本報告別無其他目 的。我們不會就本報告的內容向 任何其他人士負上或承擔責任。

Report on Review of Interim Financial Information 中期財務資料的審閱報告

SCOPE OF REVIEW

CONCLUSION

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting".

審閱範圍

結論

我們已根據香港會計師公會頒佈 的香港審閱聘用準則第2410號 「由實體的獨立核數師執行中期 財務資料審閱 | 進行審閱。審閱 中期財務資料包括主要向負責財 務和會計事務的人員作出查詢, 及應用分析性和其他審閱程序。 審閱的範圍遠較根據香港審計準 則進行審核的範圍為小,故不能 令我們可保證我們將知悉在審核 中可能被發現的所有重大事項。 因此,我們不會發表審核意見。

按照我們的審閱,我們並無發現 任何事項,令我們相信中期財務 資料在各重大方面未有根據香港 會計準則第34號「中期財務報 告 | 編製。

Report on Review of Interim Financial Information 中期財務資料的審閱報告



OTHER MATTERS

The comparative information for the interim condensed consolidated balance sheet is based on the audited financial statements as at 31 March 2017. The comparative information for the interim condensed consolidated statements of comprehensive income, changes in equity and cash flows, and related explanatory notes, for the period ended 30 September 2016 has not been audited or reviewed.

其他事項

中期簡明綜合資產負債表的比較資料乃基於二零一七年三月三十一日經審核的財務報表。截至二零一六年九月三十日止期間的中期簡明綜合全面收益表、中期簡明綜合現金流量表的比較資料及有關附註解釋並未經過審核或審閱。

PricewaterhouseCoopers

Certified Public Accountants

Hong Kong, 27 November 2017

羅兵咸永道會計師事務所

執業會計師

香港,二零一十年十一月二十十日

Interim Condensed Consolidated Statement of Comprehensive Income 中期簡明綜合全面收益表

Unaudited

For the period ended 30 September 2017 截至二零一七年九月三十日止期間

			未經審核		
			Six months		
			ended 30 S	eptember	
			截至九月三十		
			2017	2016	
			二零一七年	二零一六年	
		Note	HK\$'000	HK\$'000	
		附註	千港元	千港元	
Revenue	收益	6	71,061	89,128	
Cost of sales and services	銷售及服務成本	7	(42,045)	(57,967)	
0	エギリ		00.040	04.404	
Gross profit	毛利		29,016	31,161	
Other income and	其他收入及收益/ (虧損)淨額		0.604	(500)	
gains/(losses), net	(断摂 <i>) </i>	7	2,604	(520)	
Selling expenses		7	(1,492)	(1,258)	
Administrative expenses	行政開支	/	(10,271)	(11,811)	
Operating profit	經營溢利		10.057	17 570	
Operating profit	經'宮'/並小」		19,857	17,572	
Finance income	財務收入		58	130	
Finance costs	財務成本		(1,236)	(800)	
			.,,,		
Finance costs, net	財務成本淨額		(1,178)	(670)	
Profit before income tax	除所得税前溢利		18,679	16,902	
Income tax expenses	所得税開支	8	(2,758)	(3,500)	
Profit for the period	期內溢利		15,921	13,402	
	_ a = #\\\				
Profit attributable to	本公司權益持				
equity holders of	有人應佔溢利		45.00	10.100	
the Company			15,921	13,402	

Interim Condensed Consolidated Statement of Comprehensive Income 中期簡明綜合全面收益表

For the period ended 30 September 2017 截至二零一七年九月三十日止期間

Unaudited 未經審核 Six months ended 30 September 截至九月三十日止六個月

截全九月三十日止六個月 **2017** 2016

二零一七年 二零一六年

Note **HK\$'000** 附註 千港元 HK\$'000 千港元

Other comprehensive loss, net of tax

其他全面虧損, 扣除税項

Items that may be subsequently reclassified to pro-

其後可能重新分類至 損益的項目

reclassified to profit

or loss

Fair value loss on revaluation 重估可供出售金融 of available-for-sale 資產的公平值虧損

financial asset (875) –

Total comprehensive income for the period,

期內全面收益總額,

扣除税項

net of tax 15,046 13,402

HK cents 港仙 HK cents 港仙

Earnings per share for profit attributable to equity holders of the Company:

本公司權益持有人 應佔溢利之

每股盈利:

Basic and diluted 基本及攤薄 10 **1.28** 1.49

The notes on pages 35 to 76 are an integral part of this interim condensed consolidated financial information.

第35至76頁的附註乃本中期簡明綜合財務資料的組成部分。

Interim Condensed Consolidated Balance Sheet 中期簡明綜合資產負債表

As at 30 September 2017 於二零一七年九月三十日

			Unaudited 未經審核	Audited 經審核
			30 September	31 March
			2017	2017
			二零一七年	二零一七年
				三月三十一日
		Note	HK\$'000	HK\$'000
		附註	千港元	千港元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and	物業、廠房及設備			
equipment		11	174,583	160,795
Deferred income tax assets	遞延所得税資產		675	7,068
Available-for-sale financial	可供出售金融資產			
asset			14,202	_
Deposits, prepayments and	按金、預付款項及			
other receivables	其他應收款項	12	1,879	1,054
Finance lease receivables	融資租賃應收款項			804
			191,339	169,721
Current assets	流動資產			
Inventories	存貨		12,540	12,102
Trade receivables	行員 貿易應收款項	12	38,631	39,523
Deposits, prepayments and	按金、預付款項及	12	30,031	09,020
other receivables	其他應收款項	12	1,638	3,924
Amounts due from related	應收關聯公司款項	12	1,000	0,024
companies	//&:	16(b)	42	22
Income tax recoverable	可收回所得税	. 3(2)	704	527
Finance lease receivables	融資租賃應收款項		1,829	2,437
Restricted cash	受限制現金		7,700	15,500
Cash and cash equivalents	現金及現金等價物		120,784	133,807
			183,868	207,842
Total assets	總資產		375,207	377,563

Interim Condensed Consolidated Balance Sheet 中期簡明綜合資產負債表

As at 30 September 2017 於二零一七年九月三十日



			Unaudited	Audited
			未經審核	經審核
		3	0 September	31 March
			2017	2017
			二零一七年	二零一七年
			九月三十日	三月三十一日
		Note	HK\$'000	HK\$'000
		附註	千港元	千港元
EQUITY	權益			
Capital and reserves	本公司擁有人			
attributable to the	應佔股本及儲備			
owners of the	尽口以个人唱用			
Company				
Share capital	股本	13	12,390	12,390
Reserves	儲備	10	252,017	236,971
110001100	IHH ITT			200,071
Total equity	權益總額		264,407	249,361
LIABILITIES	負債			
Non-current liabilities	_{貝貝} 非流動負債			
Deferred income tax	非加到貝員 遞延所得税負債			
	<u> </u>		10.000	00.070
liabilities Obligations under	动 次升任害仁		18,932	23,972
Obligations under finance leases	融資租賃責任		7 700	11 400
Illiance leases			7,733	11,460
			26,665	35,432

Interim Condensed Consolidated Balance Sheet 中期簡明綜合資產負債表

As at 30 September 2017 於二零一七年九月三十日

		Note 附註	, – ,	Audited 經審核 31 March 2017 二零一七年 三月三十一日 HK\$'000 千港元
Current liabilities	流動負債			
Trade and bills payables	貿易應付款項及			
	應付票據	14	18,626	28,036
Accruals and other	應計費用及	14	4 004	11 107
payables	其他應付款項 借款	14	4,384	11,107
Borrowings Income tax payable	應付所得稅		50,273 2,627	42,699 2,553
Obligations under finance	融資租賃責任		2,021	2,000
leases			8,225	8,375
			04.40=	00.770
			84,135	92,770
Total liabilities	總負債		110,800	128,202
Total equity and liabilities	權益及負債總額		375,207	377,563

The financial statements on pages 28 to 76 were approved by the Board of Directors on 27 November 2017 and were signed on its behalf.

第28至76頁的財務報表已於二 零一七年十一月二十七日經董事 會批准並由以下董事代為簽署。

Mr. Siu Chun Yiu Jonathan 蕭振耀先生 *Director* 董事

王菲香女士 Director 董事

The notes on pages 35 to 76 are an integral part of this interim condensed consolidated financial information.

第35至76頁的附註乃本中期簡明綜合財務資料的組成部分。

Ms. Wong Fei Heung Terbe

Interim Condensed Consolidated Statement of Changes in Equity 中期簡明綜合權益變動表

For the period ended 30 September 2017 截至二零一七年九月三十日止期間

Unaudited 未經審核

_	Attributable to the equity holders of the Company 本公司權益持有人應佔				
	Share capital 股本 (Note 13)	Share premium 股份溢價	Other reserve 其他儲備	Retained earnings 保留盈利	Total 總計
	(附註 13) HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
於二零一六年 四月一日的結餘	-	_	2,500	115,942	118,442
全面收益 期內溢利	-	-	-	13,402	13,402
與擁有人(以擁有人 的身份)的交易					
已付股息(附註9)	_	_	_	(15,000)	(15,000)
於二零一六年 九月三十日的結餘	-	_	2,500	114,344	116,844
於二零一七年 四月一日的結餘	12,390	116,347	2,500	118,124	249,361
全面收益 期內溢利	-	_	_	15,921	15,921
其他全面虧損					
重估可供出售金融 資產的公平值 虧損					
		_	(875)	-	(875)
全面(虧損)/收益總額	_		(875)	15,921	15,046
於二零一七年 九月三十日的結餘	12,390	116,347	1,625	134,045	264,407
	四月 全 期 與 的 结 给 分 1 以 游 6 1 9 1 9 1 1 9 1 1 9 1 1 1 1 1 1 1 1 1 1	Share capital 股本 (Note 13) (附註 13)	本公司權益 Share capital 股本 (Note 13) (附註13) HK\$'000 千港元 十 大き'000 千港元 十 大き 十 大き 1 大	本公司権益持有人應任 Share capital 股本 (Note 13) (附註13)	本公司權益持有人應佔

The notes on pages 35 to 76 are an integral part of this interim condensed consolidated financial information.

第35至76頁的附註乃本中期簡明綜合財務資料的組成部分。

Interim Condensed Consolidated Cash Flow Statement 中期簡明綜合現金流量表

For the period ended 30 September 2017 截至二零一七年九月三十日止期間

		未經署 Six mo ended 30 Se	Unaudited 未經審核 Six months ended 30 September 截至九月三十日止六個月	
		2017 20 ⁻ 二零一七年 二零一六 ⁻ HK\$'000 HK\$'00		
Net cash generated from operating activities	經營活動所得現金淨額	千港元 23,892	千港元 31,982	
Net cash used in investing activities	投資活動所用現金淨額	(40,592)	(19,404)	
Net cash generated from/(used in) financing activities	融資活動所得/(所用)現金淨額	3,677	(29,700)	
Net decrease in cash and cash equivalents	現金及現金等價物 減少淨額	(13,023)	(17,122)	
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	133,807	37,420	
Cash and cash equivalents at end of the period	期末現金及現金等價物	120,784	20,298	

The notes on pages 35 to 76 are an integral part of this interim condensed consolidated financial information.

第35至76頁的附註乃本中期簡明綜合財務資料的組成部分。

Notes to the Interim Condensed Consolidated Financial Information 中期簡明綜合財務資料附註

1 GENERAL INFORMATION

Sanroc International Holdings Limited (the "Company") is an investment holding company and its subsidiaries are principally engaged in trading of machinery and spare parts, leasing of machinery and the provision of related services, and the provision of transportation services in Hong Kong.

The Company is a limited liability company incorporated in the Cayman Islands. The address of the its registered office is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

The Company has its primary listing on The Stock Exchange of Hong Kong Limited on 10 February 2017.

The interim condensed consolidated financial information are presented in Hong Kong dollars ("HK\$"), unless otherwise stated.

1 一般資料

善樂國際控股有限公司 (「本公司」)為投資控股 公司,及其附屬公司主要 在香港從事機械及備用零 件貿易、機械租賃及提供 相關服務以及提供運輸服 務。

本公司為在開曼群島註冊 成立的有限責任公司, 其註冊辦事處地址為P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands。

於二零一七年二月十日, 本公司以香港聯合交易所 有限公司為其第一上市 地。

除另有説明者外,中期簡明綜合財務資料以港元(「港元」)呈列。

2 BASIS OF PREPARATION

The interim condensed consolidated financial information for the six months ended 30 September 2017 has been prepared in accordance with HKAS 34 'Interim financial reporting'. The interim condensed consolidated financial information should be read in conjunction with the consolidated financial statements for the year ended 31 March 2017, which have been prepared in accordance with HKFRSs.

3 ACCOUNTING POLICIES

Except as described below, the accounting policies applied are consistent with those of the consolidated financial statements for the year ended 31 March 2017, as described in those consolidated financial statements.

(a) Classification of available-for-sale financial asset:

Available-for-sale financial asset are nonderivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months from the end of the reporting period.

2 編製基準

3 會計政策

除下文所述者外,所應用 會計政策與截至二零一七 年三月三十一日止年度綜 合財務報表所應用者(如 該等綜合財務報表所述) 一致。

(a) 可供出售金融資產 的分類:

可供出售金融資產為指定納入此類別或並無分類為任何其他類別的非衍生工具。除非投資到期或管理層有意在報告期末起12個月內出售有關投資,否則此等資產列入非流動資產。

3 ACCOUNTING POLICIES (Continued)

(b) Recognition and measurement of available-for-sale financial asset:

Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss.

Changes in the fair value of monetary and nonmonetary securities classified as available-forsale are recognised in other comprehensive income.

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the consolidated statement of comprehensive income as 'other income and gains/(losses)'.

Dividends on available-for-sale equity instruments are recognised in the consolidated statement of comprehensive income as part of other income when the Group's right to receive payments is established.

(c) Estimation of income tax:

Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual earnings.

3 會計政策(續)

(b) 確認及計量可供出售金融資產:

對於並非按公平值列賬及 透過損益表處理的所有金 融資產,投資初步會按公 平值加交易成本確認。

分類為可供出售的貨幣及 非貨幣證券的公平值變動 於其他全面收益內確認。

當獲分類為可供出售的證券獲出售或出現減值時, 於權益確認的累計公平值 調整計入綜合全面收益表 的「其他收入及收益/(虧 損)」。

當本集團收取付款的權利 確立時,可供出售權益工 具的股息於綜合全面收益 表內確認作為其他收入的 一部分。

(c) 所得税估計:

中期期間收入的税項乃使 用預期全年盈利總額適用 的税率計算。

3 ACCOUNTING POLICIES (Continued)

Changes in accounting policy and disclosures:

- (a) Amendments to HKFRSs effective for the financial year ending 31 March 2018 do not have a material impact on the Group.
- (b) Impact of standards issued but not yet applied by the Group
 - (i) HKFRS 9 "Financial Instruments"

HKFRS 9 "Financial Instruments" addresses the classification, measurement and de-recognition of financial assets and financial liabilities, introduces new rules for hedge accounting and a new impairment model for financial assets. The Group has decided not to adopt HKFRS 9 until it becomes mandatory for the financial year commencing on 1 April 2018.

3 會計政策(續)

會計政策及披露的 變動:

- (a) 截至二零一八年三 月三十一日止財政 年度生效的香港財 務報告準則修訂對 本集團並無重大影 響。
- (b) 已頒佈但本集團尚 未採用的準則的影 響
 - (i) 香港財務 報告準則 第9號「金融 工具」

香港財務報 告準則第9號 「金融工具」 針對金融資產 和金融負債的 分類、計量及 終止確認,並 介紹對沖會計 的新規則及金 融資產的新減 值模型。本集 團已決定不會 提前採納香港 財務報告準則 第9號直至二 零一八年四月 一日起的財政 年度必須強制 應用為止。

3 ACCOUNTING POLICIES (Continued)

Changes in accounting policy and disclosures: (Continued)

- (b) Impact of standards issued but not yet applied by the Group (Continued)
 - (i) HKFRS 9 "Financial Instruments" (Continued)

During the Period, all of the Group's financial assets and financial liabilities were carried at amortised costs without significant impairment on the former, the implementation of HKFRS 9 is not expected to result in any significant impact on the Group's financial position and results of operations.

3 會計政策(續)

(i)

會計政策及披露的 變動:(續)

(b) 已頒佈但本集團尚 未採用的準則的影響(續)

香港財務

報告準則 第9號「金融 工具」(續) 期內,本集團 所有金融資產 及金融負債 按攤銷成本列 賬,前者並無 承受重大減 值。應用香港 財務報告準則 第9號預期 不會對本集團 的財務狀況及 經營業績造成 任何重大影

墾。

3 ACCOUNTING POLICIES (Continued)

Changes in accounting policy and disclosures: (Continued)

- (b) Impact of standards issued but not yet applied by the Group (Continued)
 - (ii) HKFRS 16 "Leases"

HKFRS 16 was issued in January 2016. It will results in almost all leases being recognised on the balance sheet, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases.

The accounting for lessors will not significantly change.

3 會計政策(續)

會計政策及披露的 變動:(續)

- (b) 已頒佈但本集團尚 未採用的準則的影響(續)
 - (iii) 香港財務報 告準則第 16號「和賃 | 香港財務報告 準則第16號 於二零一六年 一月發出, 其將導致幾乎 所有租賃在資 產負債表內確 認,經營租 賃與融資租 賃的劃分已 被刪除。根據 該新準則,資 產(該租賃項 目的使用權) 與支付租金的 金融負債被確 認。唯一例外 者為短期及低 價值租賃。

對出租人的會 計處理將不會 有重大改變。

3 ACCOUNTING POLICIES (Continued)

Changes in accounting policy and disclosures: (Continued)

- (b) Impact of standards issued but not yet applied by the Group (Continued)
 - (ii) HKFRS 16 "Leases" (Continued)

The standard will affect primarily the accounting for the Group's operating leases. As at the reporting date, the Group has non-cancellable operating lease commitments of HK\$2,582,000. The impacts on the Group's financial results and position upon the adoption of HKFRS 16 as lessee of finance leases and operating leases are not expected to be material. The standard is mandatory for the financial year commencing on 1 April 2019. The Group does not intend to adopt the standard before its effective date.

3 會計政策(續)

會計政策及披露的變動:(續)

- (b) 已頒佈但本集團尚 未採用的準則的影響(續)
 - (ii) 香港財務報 告準則第 16號「租賃」 (續)

此準則將主要 影響本集團經 營租賃的會計 處理。於報告 日期,本集團 有不可取消的 經營租賃承擔 2,582,000港 元。預期採納 香港財務報告 準則第16號 為融資租賃的 承租人及營運 租賃將不會對 本集團的財務 業績及狀況產 牛重大影響。 此準則須於二 零一九年四月 一日起的財政 年度強制生 效。本集團不 擬於牛效日期 前採納此準 則。

3 ACCOUNTING POLICIES (Continued)

Changes in accounting policy and disclosures: (Continued)

- (b) Impact of standards issued but not yet applied by the Group (Continued)
 - (iii) HKFRS 15 "Revenue from contracts with customers"

The HKICPA has issued a new standard for the recognition of revenue. This will replace HKAS 18 which covers revenue arising from the sale of goods and the rendering of services and HKAS 11 which covers construction contracts.

The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer.

3 會計政策(續)

會計政策及披露的 變動:(續)

- (b) 已頒佈但本集團尚 未採用的準則的影響(續)
 - (iii) 香港財務 報告準則 第15號「客 戶合約收益」 香港會計師公 會已為確認收 益頒佈一項新 準則。該準則 將取代香港會 計準則第18 號(涵蓋銷售 貨品及提供服 務的收益)及 香港會計準則 第11號(涵蓋 建築合約)。

新準則的原則 乃基於收益於 貨品或服務的 控制權轉移 客戶時確認。

3 ACCOUNTING POLICIES (Continued)

Changes in accounting policy and disclosures: (Continued)

- (b) Impact of standards issued but not yet applied by the Group (Continued)
 - (iii) HKFRS 15 "Revenue from contracts with customers" (Continued)

The standard permits either a full retrospective or a modified retrospective approach for the adoption. The new standard is effective for the financial year commencing on 1 April 2018.

3 會計政策(續)

會計政策及披露的變動:(續)

- (b) 已頒佈但本集團尚 未採用的準則的影響(續)
 - (iii) 香港財務 報告準則 第15號「客 戶合約收益」 (續)

3 ACCOUNTING POLICIES (Continued)

Changes in accounting policy and disclosures: (Continued)

- (b) Impact of standards issued but not yet applied by the Group (Continued)
 - (iii) HKFRS 15 "Revenue from contracts with customers" (Continued)

Management has performed a preliminary assessment and expects that the implementation of the HKFRS 15 would not result in any significant impacts on the Group's financial position and results of operations. Meanwhile, there will be additional disclosure requirement under HKFRS 15 upon its adoption.

The Group has not applied any other new standard or interpretation that is not yet effective for the current amounting period.

3 會計政策(續)

會計政策及披露的 變動:(續)

- (b) 已頒佈但本集團尚 未採用的準則的影響(續)
 - (iii) 香港財務 報告準則 第15號「客 戶合約收益」 (續)

管初期財第會財營何同後財第要露理步應務15對務業重時,務15作別日本財務等,根報號額已估用告號集況造影待據告點額進並香準將團及成響採香準將外行預港則不的經任。納港則需披行預港則不的經任。納港則需披

本集團並無應 用於本會計期 間尚未生效的 任何其他新準 則或詮釋。

4 ESTIMATES

The preparation of interim financial information requires the management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this interim condensed consolidated financial information, except as described below, the significant judgements made by the management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 March 2017.

(a) Fair value of the financial instrument

The fair value of the available-for-sale financial asset that is not traded in an active market is determined by using valuation techniques. The Group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. The Group has used asset value model for the financial instruments that are not traded in active market.

4 估計

編製中期財務資料需要管理層作出影響會計政策應用及資產及負債以及收支所呈報金額的判斷、估計及假設。實際結果可能與該等估計有所不同。

(a) 金融工具的公平值

並無於活躍市場上買賣的可供出售金融資產的公庫的使用估值技術釐定多種方法,並主要根據各報告期末當時之市況作出所設。本集團已就並無於出設。本集團已就並無於出避市場上買賣的金融工具使用資產值模式技術。

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

5.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk.

The interim condensed consolidated financial information does not include all financial risk management information and disclosures required in the consolidated financial statements, and should be read in conjunction with the Group's consolidated financial statements for the year ended 31 March 2017.

There have been no significant changes in the financial risk management of the Group since year end.

5.2 Liquidity risk

Compared to year end, there was no material change in the contractual undiscounted cash outflows for financial liabilities.

5 財務風險管理及 金融工具

5.1 財務風險因素

本集團的業務使其面對多種財務風險:市場風險 (包括貨幣風險、公平值 利率風險、現金流量利率 風險及價格風險)、信用 風險及流動資金風險。

中期簡明綜合財務資料並不包括綜合財務報表所需的一切財務風險管理資料及披露,並應與本集團截至二零一七年三月三十一日止年度綜合財務報表一併閱讀。

本集團的財務風險管理自年末以來並無重大變動。

5.2 流動資金風險

與年末相比,金融負債的 合約未貼現現金流出並無 重大改變。

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

5.3 Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1)
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

5 財務風險管理及 金融工具(續)

5.3 公平值估計

下表根據估值方法分析按 公平值入賬的金融工具。 有關不同層級界定如下:

- 相同資產或負債在 活躍市場的報價(未 經調整)(第一級)
- 除納入第一級的報價外,可直接(即價格)或間接(即源自價格)觀察的資產或負債的輸入數據(第二級)。
- 不基於可觀察市場數據的資產或負債的輸入數據(即不可觀察輸入數據)(第三級)。

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

5 財務風險管理及 金融工具(續)

5.3 Fair value estimation (Continued)

The following table presents the Group's asset that was measured at fair value at 30 September 2017 (31 March 2017: Nil).

5.3 公平值估計(續)

下表呈列本集團於二零 一七年九月三十日按公平 值計量的資產(二零一七 年三月三十一日:無)。

Unaudited

未經審核

Level 1	Level 2	Level 3	Total
第一級	第二級	第三級	總計
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元

Assets	資產				
Available-for-sale financial	可供出售金融資產				
asset - Unlisted	- 非上市投資				
investment fund	基金	_	_	14,202	14,202

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

5.4 Fair value measurements using significant unobservable inputs (Level 3)

The following table presents the change in level 3 instrument for the six months ended 30 September 2017 (six months ended 30 September 2016: Nil).

5 財務風險管理及 金融工具(續)

5.4 使用重大不可觀察 輸入數據的公平值 計量(第三級)

下表呈列截至二零一七年 九月三十日止六個月第三 級工具的變動(截至二零 一六年九月三十日止六個 月:無)。

> Unaudited 未經審核

Available-for-sale financial asset Unlisted investment fund

可供出售金融資產 非上市投資基金

HK\$'000

千港元

As at 1 April 2017	於二零一七年四月一日	_
Addition	添置	15,000
Fair value loss on revaluation	在其他全面收益中確認	
recognised in other	的重估公平值虧損	
comprehensive income		(875)
Exchange realignment	匯兑調整	77

於二零一七年九月三十日

14.202

The carrying amount of the available-for-sales financial asset is denominated in US dollar.

As at 30 September 2017

可供出售金融資產的賬面 值以美元計值。

- 5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)
- 5 財務風險管理及 金融工具(續)
- 5.4 Fair value measurements using significant unobservable inputs (Level 3) (Continued)
- 5.4 使用重大不可觀察 輸入數據的公平值 計量(第三級)(續)

Unaudited 未經審核

Available-for-sale financial asset unlisted investment fund 可供出售金融資產

非上市投資基金 HK\$'000

千港元

Total loss for the period included in profit or loss for asset held at the end of the period

於期末所持資產的 本期間虧損總額 (已計入損益)

Change in unrealised loss for the period included in profit or loss at the end of the period 於期末的本期間未變 現虧損變動 (已計入損益)

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

5.4 Fair value measurements using significant unobservable inputs (Level 3) (Continued)

Specific valuation technique used to value level 3 financial instruments include techniques such as asset value model. There are no changes in valuation technique during the period.

During the six months ended 30 September 2017, there were no reclassifications of financial assets.

5.5 Group's valuation processes

The Group's finance department includes a team that reviews the valuation of financial asset required for financial reporting purposes, including level 3 fair values. As part of the valuation process, this team reports directly to the chief financial officer and external valuers will be engaged, if necessary.

Quantitative information about fair value measurements using significant unobservable inputs (Level 3):

5 財務風險管理及 金融工具(續)

5.4 使用重大不可觀察 輸入數據的公平值 計量(第三級)(續)

用於第三級金融工具估值 的特定估值技術包括資產 值模式技術。期內估值技 術並無變動。

截至二零一七年九月三十 日止六個月,金融資產並 無重新分類。

5.5 本集團的估值流程

本集團財務部包括一支團隊,負責為財務報告所需 審閱金融資產估值(包括 第三級公平值)。為配合 估值工作流程,該團隊直 接向財務總監報告,並將 於必要時向外委聘估值 師。

有關使用重大不可觀察輸入數據的公平值計量(第三級)的量化資料:

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

財務風險管理及 5 金融工具(續)

5.5 Group's valuation processes (Continued)

5.5 本集團的估值流程 (續)

Available-for-sale financial asset - unlisted investment fund

可供出售金融資產 - 非 上市投資基金

Valuation techniques	Unobservable inputs	As at 30 September 2017
估值技術	不可觀察輸入數據	於二零一七年九月三十日

Asset value 資產值

Portfolio discount 投資組合折讓率

5%

5.6 Fair value of financial assets and liabilities measured at amortised cost

The fair values of the following financial assets and liabilities approximate their carrying values:

- Trade receivables
- Deposits and other receivables
- Amounts due from related companies
- Restricted cash
- Cash and cash equivalents
- Trade and bills payables
- Accruals and other payables

5.6 按攤銷成本計量的 金融資產及負債公 平值

下列金融資產及負債的公 平值與其賬面值相若:

- 貿易應收款項
- 按金及其他應收款
- 應收關聯公司款項
- 受限制現金
- 現金及現金等價物
- 貿易應付款項及應 付票據
- 應計費用及其他應 付款項

收益

以及提供相

租賃機械及提

服務 運輸服務

6 REVENUE AND SEGMENT INFORMATION

Revenue

Revenue represents gross receipts on sales of machinery and spare parts, leasing of machinery, the provision of transportation services and the provision of related services in the ordinary course of business. Revenue recognised for the periods are as follows:

Sales of machinery and spare 銷售機械及備

parts and provision of

Leasing of machinery and provision of related services

Transportation services

related services

6 收益及分部資料

收益指於日常業務過程中 銷售機械及備用零件、租 賃機械、提供運輸服務及 提供相關服務的收款總 額。期內確認的收益如 下:

Unaudited

Unaudited					
未經審核					
Six m	onths				
ended 30 September					
截至九月三-	十日止六個月				
2017	2016				
二零一七年	二零一六年				
HK\$'000	HK\$'000				
千港元	千港元				
22,131	49,764				
38,894	35,217				
10,036	4,147				
	未經 Six m ended 30 : 截至九月三- 2017 二零一七年 HK\$'000 千港元				

71,061

89,128

6 REVENUE AND SEGMENT INFORMATION (Continued)

The chief operating decision-maker has been identified as the executive directors of the Company. Information is reported to the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

Specifically, the Group's reportable segments are as follows:

- Trading Sales of machinery and spare parts and provision of related services
- Leasing Leasing of machinery and provision of related services
- Transportation Provision of transportation services

6 收益及分部資料 (續)

本公司的執行董事被確定 為其主要營運決策人。就 調配資源及評估分部表現 而向主要營運決策人呈報 的資料著重於所交付或提 供的商品或服務類型。

具體來說,本集團的可報 告分部如下:

- 1. 貿易 銷售機械及 備用零件以及提供 相關服務
- 2. 租賃 租賃機械及 提供相關服務
- 3. 運輸 提供運輸服 務

6 REVENUE AND SEGMENT INFORMATION (Continued)

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable and operating segment.

For the six months ended 30 September 2017

6 收益及分部資料 (續)

分部收益及業績

以下為按可報告及經營分 部劃分的本集團收益及業 績分析。

截至二零一七年九月三十 日止六個月

Unaudited 未經審核

			小 粒	工 世似	
		Trading	Leasing 1	Transportation	Total
		貿易	租賃	運輸	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Revenue	收益				
Segment revenue from	來自外部客戶的				
ŭ					
external customers	分部收益	22,131	38,894	10,036	71,061
Results	業績				
Segment profit	分部溢利	5,305	18,707	991	25,003
Unallocated corporate	未分配公司收入				
income					1,995
Unallocated corporate	未分配公司支出				,
expenses	11/2/ #05-1 /2/				(8,319)
onpoliodo					(0,010)
Profit before tax	除税前溢利				18,679

6 REVENUE AND SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

For the six months ended 30 September 2016

6 收益及分部資料 (續)

分部收益及業績(續)

截至二零一六年九月三十 日止六個月

		Unaudited 未經審核			
		Trading 貿易 HK\$'000	Leasing 租賃 HK\$'000	Transportation 運輸 HK\$'000	Total 總計 HK\$'000
Revenue Segment revenue from external customers	收益 來自外部客戶的 分部收益	千港元 49,764	千港元 35,217	千港元 4,147	千港元
Results Segment profit/(loss)	業績 分部溢利/(虧損)	11,914	15,586	(245)	27,255
Unallocated corporate income Unallocated corporate	未分配公司收入				130
expenses Profit before tax	除税前溢利				(10,483)

6 REVENUE AND SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

Segment profit represents the profit before tax earned by each segment without allocation of central administration costs, finance income and finance cost. This is the measure reported to the chief operating decision makers for the purposes of resource allocation and performance assessment.

No segment assets and liabilities are presented as the information is not regularly reported to the chief operating decision maker for the purpose of resource allocation and assessment of performance.

Other segment information

For the six months ended 30 September 2017

6 收益及分部資料 (續)

分部收益及業績(續)

分部溢利指各分部所產生 的除税前溢利而未分配中 央行政成本、財務收入及 財務成本。此乃就資源調 配及表現評估而向主要營 運決策人匯報的計量方 式。

由於有關資料毋須就資源 調配及表現評估而定期向 主要營運決策人報告,故 並無呈列分部資產及負 債。

其他分部資料

截至二零一七年九月三十 日止六個月

Unaudited	
未經審核	

Trading	Leasing	Transportation	Unallocated	Total
貿易	租賃	運輸	未分配	總計
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元	千港元

Amounts included in the measure of segment results: Depreciation	計量分部業績 時計入的 款項: 折舊	_	(11,635)	(1.793)	(513)	(13,941)
Gain on disposal of	出售物業、		()/	() /	(/	(- /- /
property, plant and	廠房及設備					
equipment	的收益	_	667	_	_	667

6 REVENUE AND SEGMENT INFORMATION (Continued)

Other segment information (Continued)

For the six months ended 30 September 2016

6 收益及分部資料 (續)

其他分部資料(續)

截至二零一六年九月三十 日止六個月

		Trading 貿易 HK\$'000 千港元	Leasing 租賃 HK\$'000 千港元	Unaudited 未經審核 Transportation 運輸 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Amounts included in the measure of segment results: Depreciation Gain/(loss) on disposal of property, plant and equipment	計量分部業績時計項: 計項售物 素	— (464)	(10,281)	(1,108)	(461)	(11,850)

7 EXPENSES BY NATURE

7 按性質劃分的開支

Expenses included in cost of sales and services, selling and administrative expenses are analysed as follows:

計入銷售及服務成本、銷 售及行政開支的開支分析 如下:

Unaudited 未經審核

Six months ended 30 September 截至九月三十日止六個月 2017 2016 二零一七年 二零一六年 HK\$'000 HK\$'000 千港元 千港元 機械、設備及 Costs of machinery and equipment and spare parts 備用零件成本 15,853 36,832 Staff costs, including 員工成本 directors' emoluments (包括董事酬金) 10.506 7.295 Leasing expense of machinery 機械及設備租賃開支 and equipment 1,974 2,510 有關辦公室及儲存 Operating lease rental in respect of office and 場所的經營租賃租金 storage premises 797 580 Auditor's remuneration 核數師酬金 900 650 上市開支 Listing expenses 5,510 折舊 Depreciation - owned machinery and 一 白有機械 及設備 equipment 11,893 10,307 machinery and - 融資租賃下持有 equipment held under 的機械及設備 finance leases 2,048 1,543 Others 其他 9,837 5,809 Total cost of sales and 銷售及服務成本、 services, selling and 銷售及行政開支 總額 administrative expenses 53,808 71,036

8 INCOME TAX EXPENSES

The amount of income tax charged to profit or loss represents:

8 所得税開支

於損益扣除的所得税款項 指:

Unaudited 未經審核 Six months ended 30 September 截至九月三十日止六個月 2017 2016 二零一六年 二零一七年 HK\$'000 HK\$'000 千港元 千港元 Current income tax 即期所得税 一 香港利得税 Hong Kong profits tax 1,405 2,583 搋延所得税 Deferred income tax 1,353 917 所得税開支 Income tax expenses 2,758 3,500

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profit for the six months ended 30 September 2017 (six months ended 30 September 2016: 16.5%).

截至二零一七年九月三十日止六個月,已就估計應課税溢利按16.5%(截至二零一六年九月三十日止六個月:16.5%)税率計提香港利得稅撥備。

9 DIVIDENDS

The Board of Directors does not recommend the payment of any interim dividend for the six months ended 30 September 2017.

No dividend has been paid or declared by the Company since its incorporation.

On 15 July 2016, Sanroc Leasing (Plant & Machinery) Limited, now a wholly-owned subsidiary of the Company, declared a final dividend for the year ended 31 March 2016 of HK\$12 million and a special dividend of HK\$3 million, which had been approved on 15 August 2016 and fully paid to its then shareholders on 23 August 2016.

10 EARNINGS PER SHARE

(a) Basic

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the period. The weighted average number of ordinary shares used for such purpose has been retrospectively adjusted for the effects of the issue of shares in connection with the reorganisation completed on 10 November 2016 and the capitalisation issue of the ordinary shares which took place on 10 February 2017.

9 股息

董事會不建議就截至二零 一七年九月三十日止六個 月派付任何中期股息。

本公司自其註冊成立以來 並無派付或宣派任何股 息。

10 每股盈利

(a) 基本

10 每股盈利(續) 10 EARNINGS PER SHARE (Continued) (a) Basic (Continued) (a) 基本(續) Unaudited 未經審核 Six months ended 30 September 截至九月三十日止六個月 2017 2016 二零一七年 二零一六年 本公司權益持有人 Profit attributable to equity holders of the Company 應佔溢利(千港元) (HK\$'000) 15,921 13,402 Weighted average number 已發行普通股加權 of ordinary shares 平均數(千股) in issue (thousands) 1,239,000 900,000 Basic earnings per 每股基本盈利(港仙) 1.28 share (HK cents) 1.49

10 EARNINGS PER SHARE (Continued)

(b) Diluted

Diluted earnings per share is of the same amount as the basic earnings per share as there were no potential dilutive ordinary share outstanding as at 30 September 2017 (30 September 2016: same).

11 PROPERTY, PLANT AND EQUIPMENT

10 每股盈利(續)

(b) 攤薄

由於在二零一七年九月 三十日並無具攤薄潛力的 已發行普通股(於二零一六 年九月三十日:相同),因 此每股攤薄盈利金額與每 股基本盈利相同。

Audited

11 物業、廠房及設 備

		Additod
		經審核 HK\$'000 千港元
Net book value as at 1 April 2016 Additions Disposals Depreciation	於二零一六年四月一日 的賬面淨額 添置 出售 折舊	121,141 103,052 (38,948) (24,450)
Net book value as at 31 March 2017	於二零一七年三月三十一日 的賬面淨額	160,795

		Unaudited 未 經審核 HK\$'000 千港元
Net book value as at 1 April 2017 Additions Disposals Depreciation	於二零一七年四月一日 的賬面淨額 添置 出售 折舊	160,795 28,092 (363) (13,941)
Net book value as at 30 September 2017	於二零一七年九月三十日 的賬面淨額	174,583

12 TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

12 貿易應收款項、 按金、預付款項 及其他應收款項

		Unaudited 未經審核 30 September 2017	Audited 經審核 31 March 2017
		二零一七年	二零一七年
		九月三十日	
		HK\$'000	HK\$'000
		千港元	千港元
Trade receivables	貿易應收款項	39,653	40,545
Provision for impairment	減值撥備	(1,022)	(1,022)
		38,631	39,523
Deposits, prepayments	按金、預付款項及		
and other receivables	其他應收款項	3,517	4,978
Less: non-current portion	減:非即期部分	(1,879)	(1,054)
Current portion	即期部分	1,638	3,924

The credit period granted to trade customers was generally between 30 to 60 days. The Group does not hold any collateral as security.

授予貿易客戶的信用期一般為30至60天。本集團 未持有任何抵押品作為擔保。

12 TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

As at 30 September 2017, the ageing analysis of the trade receivables based on invoice date was as follows:

12 貿易應收款項、 按金、預付款項 及其他應收款項 (續)

於二零一七年九月三十日,貿易應收款項按發票 日期作出的賬齡分析如下:

		• - •	Audited 經審核 31 March 2017 二零一七年 三月三十一日 HK\$'000 千港元
0 to 30 days 31 to 60 days 61 to 90 days More than 90 days	0至30天 31至60天 61至90天 90天以上	14,197 6,241 6,158 12,035	12,329 10,740 4,781 11,673
		38,631	39,523

13 SHARE CAPITAL

On 25 July 2016, the Company was incorporated under the laws of Cayman Islands, with an authorised share capital of HK\$380,000 divided into 380,000 shares with par value of HK\$1 each. On the same day, the Company allotted and issued one fully paid share to an initial subscriber who is an independent third party, which was transferred to Lion Spring Enterprises Limited ("Lion Spring").

On 10 November 2016, Lion Spring transferred all its shares in Jubilee Land Holdings Limited, the holding company of Sanroc Leasing (Plant & Machinery) Limited, to the Company. In exchange, the Company allotted and issued 1 share, credited as fully paid, to Lion Spring.

On 10 November 2016, Lion Spring transferred all its shares in Red Day Global Limited, the holding company of Sanroc International (Hong Kong) Limited, to the Company. In exchange, the Company allotted and issued 1 share, credited as fully paid, to Lion Spring.

13 股本

本公司於二零一六年七月 二十五日根據開曼法例註冊成立, 法例註冊成立, 380,000港元, 380,000股每股面值1 50,000股每限面值1 60,000股每限面值1 60,000股每限面值1 60,000股每限面值1 60,000股每股份,而以其分别。 60,000股份,而数是股份,而数是股份,而数是股份,而数是股份,而数是股份的已轉讓予騰獅企業有限公司(「騰獅」)。

於二零一六年十一月十日,騰獅將其所有 Jubilee Land Holdings Limited (善樂機械租賃有限公司的控股公司) 股份轉讓予本公司。作為交換,本公司向騰獅配發及發行一股入賬列為繳足股份。

於二零一六年十一月十日,騰獅將其所有Red Day Global Limited (善樂國際(香港)有限公司的控股公司)股份轉讓予本公司。作為交換,本公司向騰獅配發及發行一股入賬列為繳足股份。

13 SHARE CAPITAL (Continued)

On 10 November 2016, Lion Spring transferred all its shares in Jovial Lead Global Limited, the holding company of Santech Transportation Limited, to the Company. In exchange, the Company allotted and issued 1 share, credited as fully paid, to Lion Spring.

On 23 January 2017, the authorised share capital of the Company was changed to HK\$20,000,000 divided into 2,000,000,000 shares of a par value of HK\$0.01 each, by: (i) the subdivision of each issued and unissued share of a par value of HK\$1.00 each into 100 shares of a par value of HK\$0.01 each, and (ii) the creation of an additional 1,962,000,000 shares of a par value of HK\$0.01 each.

By a shareholders' resolution dated 23 January 2017 and conditional on the share premium account of the Company being credited as a result of issue of new shares pursuant to the proposed offering of the Company's shares, the Company would issue additional 899,999,600 shares, credited as fully paid, to the existing shareholders of the Company.

13 股本(續)

於二零一六年十一月十日,騰獅將其所有Jovial Lead Global Limited (善 達運輸有限公司的控股公司)股份轉讓予本公司。 作為交換,本公司向騰獅 配發及發行一股入賬列為 繳足股份。

於二零一七年一月二十三日,透過:(i)將每股行值為1.00港元的已發行股份分拆為100股每股面值為0.01港元的股份:及(ii)額每股份:及(ii)額每股份的股份:及(ii)額每股份的股份。 1,962,000,000股份份。 值0.01港元的股份。 為20,000,000港元(分面值0.01港元的股份)。

13 SHARE CAPITAL (Continued)

On 10 February 2017, pursuant to the share offer, the Company issued a total 300,000,000 shares at a price of HK\$0.40 per share.

On 3 March 2017, over-allotment option was partially exercised by Ample Orient Capital Limited on behalf of the placing underwriters, in respect of an aggregate of 39,000,000 shares at a price of HK\$0.40 per share.

13 股本(續)

於二零一七年二月十日, 根據股份發售,本公司已 按每股0.40港元的價格發 行合共300,000,000股股份。

於二零一七年三月三日, 豐盛東方資本有限公司 (代表配售包銷商)按每 股0.40港元的價格部分行 使超額配股權,合共涉及 39,000,000股股份。

No. of shares HK\$'000 股份數目 千港元

Authorised:	法定:		
At 1 April 2017 and 30 September 2017, at HK\$0.01 each	於二零一七年四月一日 及二零一七年九月 三十日・每股 面值0.01港元	2,000,000,000	20,000
At 25 July 2016 (date of incorporation) and 30 September 2016, at HK\$1 each	於二零一六年七月 二十五日(註冊成立 日期)及二零一六年 九月三十日, 每股面值1港元	380,000	380

13 SHARE CAPITAL (Continued)

13 股本(續)

No. of shares HK\$'000 股份數目 千港元

Issued and fully paid: 已發行及繳足:

At 1 April 2017 and 30 September 2017

於二零一七年四月一日

及二零一十年 九月三十日

1,239,000,000 12,390

於二零一六年七月二十五日 At 25 July 2016

(註冊成立日期) (date of incorporation) and 30 September

及二零一六年

2016 九月三十日 1

14 TRADE AND BILLS PAYABLES, ACCRUALS AND OTHER PAYABLES

14 貿易應付款項及 應付票據、應計 費用及其他應付 款項

		• - •	Audited 經審核 31 March 2017 二零一七年 三月三十一日 HK\$'000 千港元
Trade and bills payables Accruals and other payables (Note i)	貿易應付款項及 應付票據 應計費用及其他 應付款項(附註i)	18,626 4,384	28,036 11,107
		23,010	39,143

Note i: The amounts mainly represent advance from customers, accruals and other payables for wages, legal and professional fees and transportation costs.

附註i:該等款項主要指客戶 墊款以及工資、法律 及專業費用的應計費 用及其他應付款項以 及運輸成本。

14 TRADE AND BILLS PAYABLES, ACCRUALS AND OTHER PAYABLES (Continued)

The ageing analysis of the trade and bills payables based on invoice date was as follows:

14 貿易應付款項及 應付票據、應計 費用及其他應付 款項(續)

貿易應付款項及應付票據 按發票日期作出的賬齡分 析如下:

		,	Audited 經審核 31 March 2017 二零一七年 三月三十一日 HK\$'000 千港元
0 to 30 days 31 to 60 days 61 to 90 days More than 90 days	0至30天 31至60天 61至90天 90天以上	5,542 952 350 11,782	5,921 2,724 325 19,066
		18,626	28,036

15 COMMITMENTS

(a) Capital commitments

Capital expenditure committed at the balance sheet date but not yet incurred is as follows:

15 承擔

(a) 資本承擔

於結算日已承擔但尚未產 生的資本開支如下:

 Unaudited 未經審核
 Audited 經審核

 30 September
 31 March

 2017
 2017

 二零一七年
 二零一七年

 九月三十日
 三月三十一日

 HK\$'000
 千港元

 千港元
 千港元

Property, plant and equipment — contracted but not provided for

物業、廠房及 設備 — 已訂約 但尚未撥備

46,248

15 COMMITMENTS (Continued)

(b) Operating lease commitments — as lessee

The Group leases machinery, offices and warehouse under non-cancellable operating lease agreements. The lease agreements are renewable at the end of the lease period at market rate. The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

15 承擔(續)

(b) 經營租賃承擔 — 作 為承租人

本集團根據不可撤銷經營 租賃協議租賃機械、辦公 室及貨倉。租賃協議於租 期結束時可按市場費率重 續。根據不可撤銷經營租 賃承擔的未來最低租賃付 款總額如下:

		Unaudited	Audited
		未經審核	經審核
		30 September	31 March
		2017	2017
		二零一七年	二零一七年
		九月三十日	三月三十一日
		HK\$'000	HK\$'000
		千港元	千港元
No later than 1 year	不遲於一年	1,572	1,142
Later than 1 year and no	遲於一年		
later than 5 years	及不遲於五年	1,010	234
		2,582	1,376

15 COMMITMENTS (Continued)

(c) Operating lease commitments — as lessor

The Group had contracted with lessees for leasing machinery under non-cancellable operating lease agreements. The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

15 承擔(續)

(c) 經營租賃承擔 — 作 為出租人

本集團根據不可撤銷經營 租賃協議與承租人訂約以 出租機械。根據不可撤銷 經營租賃應收的未來最低 租賃付款總額如下:

 Unaudited
 Audited

 未經審核
 經審核

 30 September
 31 March

 2017
 2017

 二零一七年
 二零一七年

 九月三十日
 三月三十一日

 HK\$'000
 HK\$'000

千港元

182

不遲於一年

16 RELATED PARTY TRANSACTIONS

No later than 1 year

Management consider that Lion Spring Enterprises Limited (incorporated in the British Virgin Islands), which owns 67.8% of the Company's shares, is the ultimate holding company of the Group. Lion Spring Enterprises Limited is controlled by a discretionary trust set up for the benefit of Ms. Wong Fei Heung Terbe and the children of Mr. Siu Chun Yiu Jonathan and Ms. Wong Fei Heung Terbe.

16 關聯方交易

千港元

99

管理層認為騰獅企業有限公司(於英屬處女公司(於英屬處女公司)擁有本公司67.8%的股份,故其為本集團的最終控股公司由一類企業有限公司由一項網上非香女士以及蕭振耀女士以及董大士。 生與王菲香女士的酌情信託控制。

16 RELATED PARTY TRANSACTIONS (Continued)

16 關聯方交易(續)

(a) Name and relationship

The directors of the Company are of the view that the following companies were related parties that had balances with the Group as at 30 September 2017 and 31 March 2017:

(a) 名稱/姓名及關係

本公司董事認為,下列公司為於二零一七年九月三十日及二零一七年三月三十一日與本集團擁有結餘的關聯方:

Name of the related party 關聯方名稱/姓名

Lion Spring Enterprises Limited ("Lion Spring") 騰獅企業有限公司(「騰獅」)

Liloy Holdings Limited ("Liloy")
Liloy Holdings Limited ([Liloy])

Foundton Worldwide Ltd. ("Foundton")
Foundton Worldwide Ltd. (「Foundton」)

Seamless Investments Limited ("Seamless")
Seamless Investments Limited (「Seamless |)

Skyway International Investment Enterprise Limited ("Skyway")

天威國際投資企業有限公司(「天威」)

Mr. Siu Chun Yiu Jonathan 蕭振耀先生

Ms. Wong Fei Heung Terbe 王菲香女士

Relationship with the Group 與本集團的關係

An entity controlled by certain directors 由若干董事控制的實體

An entity controlled by the common directors 由共同董事控制的實體

Director of the Company 本公司董事

Director of the Company 本公司董事

16 RELATED PARTY TRANSACTIONS (Continued)

(b) Balances with related parties

Due from related parties

16 關聯方交易(續)

(b) 與關聯方的結餘

應收關聯方款項

Unaudited	Audited
未經審核	經審核
30 September	31 March
2017	2017
二零一七年	二零一七年
九月三十日	三月三十一日
HK\$'000	HK\$'000
千港元	千港元

		42	22
Skyway	天威	10	
Seamless	Seamless	10	_
Foundton	Foundton	2	2
Liloy	Liloy	8	8
Lion Spring	騰獅	12	12
related companies Non-trade in nature (Note i)	非貿易性質(附註i)		
Amounts due from	應收關聯公司款項		

Note i: The amounts due from related parties of nontrade in nature are unsecured, interest free and repayable on demand.

(c) Key management compensation

Key management compensation amounted to HK\$3,328,000 for six months ended 30 September 2017 (six months ended 30 September 2016: HK\$1,449,000).

附註i:屬非貿易性質的應收關聯方款項為無抵押、免息及須按要求償還。

(c) 主要管理層的薪酬

截至二零一七年九月三十日止六個月,主要管理層的薪酬為3,328,000港元(截至二零一六年九月三十日止六個月:1,449,000港元)。



Sanroc International Holdings Limited

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善樂國際控股有限公司

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