

The logo for AUX International Holdings Limited, featuring the letters 'AUX' in a bold, blue, sans-serif font.

**AUX INTERNATIONAL HOLDINGS LIMITED**

**奧克斯國際控股有限公司**

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

STOCK CODE 股份代號 : 2080

**2017**

INTERIM REPORT

中期報告

# Contents

## 目錄

Corporate Information	公司資料	2
Management Discussion and Analysis	管理層討論與分析	5
Other Information	其他資料	15
Independent Review Report	獨立審閱報告	26
Consolidated Statement of Profit or Loss	綜合損益表	29
Consolidated Statement of Profit or Loss and Other Comprehensive Income	綜合損益及其他全面收益表	30
Consolidated Statement of Financial Position	綜合財務狀況表	31
Consolidated Statement of Changes in Equity	綜合權益變動表	33
Condensed Consolidated Cash Flow Statement	簡明綜合現金流量表	34
Notes to the Unaudited Interim Financial Report	未經審核中期財務報告附註	36

## **BOARD OF DIRECTORS**

### **Executive directors**

Mr. Zheng Jiang (*Chairman*)  
Mr. Chan Hon Ki  
Ms. Chen Huajuan  
Ms. Shen Guoying

### **Independent non-executive directors**

Mr. Poon Chiu Kwok  
Mr. Bau Siu Fung  
Ms. Lou Aidong

## **AUDIT COMMITTEE**

Mr. Bau Siu Fung (*Chairman*)  
Mr. Poon Chiu Kwok  
Ms. Lou Aidong

## **REMUNERATION COMMITTEE**

Ms. Lou Aidong (*Chairman*)  
Mr. Zheng Jiang  
Ms. Chen Huajuan  
Mr. Poon Chiu Kwok  
Mr. Bau Siu Fung

## **NOMINATION COMMITTEE**

Mr. Zheng Jiang (*Chairman*)  
Ms. Shen Guoying  
Mr. Poon Chiu Kwok  
Mr. Bau Siu Fung  
Ms. Lou Aidong

## **AUTHORIZED REPRESENTATIVES**

Ms. Shen Guoying  
Ms. Tsang Kwok Shan, Sandy FCCA

## **董事會**

### **執行董事**

鄭江先生(*主席*)  
陳漢淇先生  
陳華娟女士  
沈國英女士

### **獨立非執行董事**

潘昭國先生  
鮑小豐先生  
婁愛東女士

## **審核委員會**

鮑小豐先生(*主席*)  
潘昭國先生  
婁愛東女士

## **薪酬委員會**

婁愛東女士(*主席*)  
鄭江先生  
陳華娟女士  
潘昭國先生  
鮑小豐先生

## **提名委員會**

鄭江先生(*主席*)  
沈國英女士  
潘昭國先生  
鮑小豐先生  
婁愛東女士

## **授權代表**

沈國英女士  
曾國珊女士FCCA

## **JOINT COMPANY SECRETARY**

Mr. Chan Hon Ki *CPA, ACCA*  
Ms. Tsang Kwok Shan, Sandy *FCCA*

## **AUDITOR**

KPMG  
Certified Public Accountants  
8th Floor,  
Prince's Building,  
10 Chater Road, Central,  
Hong Kong

## **REGISTERED OFFICE**

Clifton House, 75 Fort Street,  
P.O. Box 1350 Grand Cayman, KY1-1108,  
Cayman Islands

## **HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

Room 506B, 5th Floor, Tower 1,  
Admiralty Centre, 18 Harcourt Road,  
Hong Kong

## **HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE**

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

## **聯席公司秘書**

陳漢淇先生 *CPA · ACCA*  
曾國珊女士 *FCCA*

## **核數師**

畢馬威會計師事務所  
執業會計師  
香港  
中環遮打道10號  
太子大廈  
8樓

## **註冊辦事處**

Clifton House, 75 Fort Street,  
P.O. Box 1350 Grand Cayman, KY1-1108,  
Cayman Islands

## **總部及香港主要營業地點**

香港  
夏愨道18號海富中心  
一座5樓506B室

## **香港股份過戶登記分處**

卓佳證券登記有限公司  
香港皇后大道東183號  
合和中心22樓

### LEGAL ADVISER TO THE COMPANY

Chiu & Partners  
40th Floor, Jardine House,  
1 Connaught Place,  
Central, Hong Kong

### CAYMAN ISLANDS SHARE REGISTRAR AND TRANSFER OFFICE

Estera Trust (Cayman) Limited  
Clifton House, 75 Fort Street,  
P.O. Box 1350 Grand Cayman,  
KY1-1108,  
Cayman Islands

### PRINCIPAL BANKERS

OCBC Wing Hang Bank, Limited  
Bank of Communications Co., Ltd.,  
Hong Kong Branch

### COMPANY WEBSITE

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

### STOCK CODE

2080

### 本公司的法律顧問

趙不渝馬國強律師事務所  
香港中環  
康樂廣場一號  
怡和大廈40樓

### 開曼群島股份過戶登記處

Estera Trust (Cayman) Limited  
Clifton House, 75 Fort Street,  
P.O. Box 1350 Grand Cayman,  
KY1-1108,  
Cayman Islands

### 主要往來銀行

華僑永亨銀行有限公司  
交通銀行股份有限公司香港分行

### 公司網址

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

### 股份代號

2080

### BUSINESS REVIEW

On 7 November 2016, Starry Chance Limited, a wholly-owned subsidiary of AUX International Holdings Limited (“the Company”), entered into an agreement to acquire Ningbo AUX Property Management Services Co., Ltd (“Ningbo AUX Property”). The conditions precedent for such acquisition were fully satisfied on 5 May 2017 and Ningbo AUX Property became a wholly-owned subsidiary of the Company on that day.

The principal business activities of the Company and its subsidiaries (the “Group”) are operation of clubbing business in Hong Kong (the “clubbing business segment”) and provision of property management services in the PRC (the “property management segment”).

The acquisition of Ningbo AUX Property has diversified the Group’s income stream and enhanced the Company’s earning profile. The Group’s revenue and net result achieved during the six months ended 30 September 2017 have been encouraging and improved significantly as compared with the six months ended 30 September 2016.

#### Business review – clubbing business segment

During the period under review, we continued to operate two clubs, namely Zentral and Magnum Club, which are characterised by their contemporary and elegant style with a span of over 20,000 square feet in the heart of Lan Kwai Fong area.

### 業務回顧

於二零一六年十一月七日，奧克斯國際控股有限公司（「本公司」）之全資附屬公司寶星有限公司訂立協議，以收購寧波奧克斯物業服務有限公司（「寧波奧克斯物業」）。該收購事項之先決條件已於二零一七年五月五日悉數達成，而寧波奧克斯物業已於該日成為本公司之全資附屬公司。

本公司及其附屬公司（「本集團」）之主要業務活動為於香港經營會所業務（「會所業務分部」）及於中國提供物業管理服務（「物業管理分部」）。

收購寧波奧克斯物業擴寬本集團的收入來源並改善本集團的盈利組合。本集團截至二零一七年九月三十日止六個月期間的收益和淨業績表現與截至二零一六年九月三十日止六個月期間相比大幅改善，令人鼓舞。

#### 業務回顧－會所業務分部

於回顧期間，我們繼續經營兩間會所，即Zentral及Magnum Club，而該等場所以其當代及典雅的風格而獨具特色，地處蘭桂坊區域的中心，橫跨逾20,000平方英尺。

# Management Discussion and Analysis

## 管理層討論與分析

The Group offers different vibrant venues that function not only as a club, but also, has successfully built a niche for hosting private parties, corporate events, live entertainment, fashion and shows, filming location and film premiere among others.

Being a leading entertainment service and venue provider, Zentral has a distinct theme expressed through its style and design for targeting the customers of age between 18-45. Moreover, Zentral deployed state-of-the-art facilities for ensuring high-quality clubbing enjoyment to the customers, as well as to the event organisers in considering innovative venues on any given occasions.

### Business review – property management segment

The Group has entered into property management services with an aim to fully benefit from the promising growth in the PRC property management industry.

As a complex property management service provider, the Group provides complete services to various types of properties, which mainly focuses on residential properties and also cover non-residential properties such as A-class office buildings, commercial complex, medium to high end residential area, hospitals and industrial parks.

As at 30 September 2017, Ningbo AUX Property has 11 branches providing property management services in 11 cities namely, Shanghai, Ningbo, Tianjin, Nanjing, Hangzhou, Nanchang, Changsha, Jiujiang, Jinhua, Chengdu and Qingdao.

As at 30 September 2017, the Group managed over 23 projects with a gross floor area of approximately 4.84 million square meter.

本集團提供不同充滿活力的場所，不僅作為會所，亦成功打造成為私人聚會、企業活動、現場表演、時裝秀及表演、拍攝地點及電影首映式等的首選之地。

作為領先的娛樂服務及場所提供商，Zentral主題鮮明，風格及設計獨特，目標為18至45歲年齡層的客戶。此外，Zentral配備一流設施，確保客戶及於任何特定情形下尋找創新場地的活動主辦方享受高品質的會所體驗。

### 業務回顧－物業管理分部

本集團已進軍物業管理服務，旨在從蓬勃發展之中國物業管理行業全面受益。

作為綜合物業管理服務供應商，本集團向多種物業類型提供全面服務，主要專注於住宅物業亦涵蓋非住宅物業如甲級辦公室大廈、商場、中高端住宅、醫院及產業園。

於二零一七年九月三十日，寧波奧克斯物業擁有11間分公司，在11個城市提供物業管理服務，即上海、寧波、天津、南京、杭州、南昌、長沙、九江、金華、成都及青島。

於二零一七年九月三十日，本集團管理超過23項項目，總建築面積約4.84百萬平方米。

### FINANCIAL REVIEW

#### Revenue

The Group's revenue recorded approximately HK\$127.3 million for the six months ended 30 September 2017, representing an increase of 134.0% as compared with approximately HK\$54.4 million for the six months ended 30 September 2016. Following the acquisition of Ningbo AUX Property, the Group has started to record a revenue of HK\$72.6 million from the property management segment. As a result, the increase in revenue was mainly due to the contribution from the Group's newly acquired property management services business.

#### Staff Costs

The staff costs comprise salaries, wages, discretionary bonus, membership, commission, tips from customers allocated to staff and other benefits including retirement benefit costs and other allowances and benefits payable to the permanent staff and part time staff. The staff costs increased by approximately 338.1% or HK\$35.5 million to approximately HK\$46.0 million for the six months ended 30 September 2017 from approximately HK\$10.5 million for the six months ended 30 September 2016. The increase was mainly due to the staff costs incurred for the property management services business of HK\$31.2 million and increase of HK\$4.3 million from the clubbing business as a result of increase in remuneration package of the key managements in order to maintain the club's competitiveness in human resources.

### 財務回顧

#### 收益

截至二零一七年九月三十日止六個月，本集團錄得收益約127.3百萬港元，較截至二零一六年九月三十日止六個月約54.4百萬港元增加約134.0%。收購寧波奧克斯物業後，本集團開始就物業管理分部錄得收益72.6百萬港元。因此，收益增加乃主要由於本集團新收購之物業管理服務業務貢獻所致。

#### 員工成本

員工成本包括薪金、工資、酌情花紅、會籍、佣金、分配予員工來自顧客的小費及其他福利，其中包括退休福利成本及應支付予長期員工及兼職員工的其他津貼及福利。員工成本由截至二零一六年九月三十日止六個月約10.5百萬港元增加約338.1%或35.5百萬港元至截至二零一七年九月三十日止六個月約46.0百萬港元。增幅主要由於物業管理服務業務產生31.2百萬港元之員工成本及會所業務之員工成本由於主要管理層之薪酬待遇提升，以維持會所於人力資源方面之競爭力而增加4.3百萬港元所致。



# Management Discussion and Analysis

## 管理層討論與分析

### Property Rentals and Related Expenses

The property rentals and related expenses primarily consist of lease payments under operating leases for the clubs of the Group and the Group's headquarters. The property rentals and related expenses slightly decreased by approximately 2.6% or HK\$0.5 million to approximately HK\$18.8 million for the six months ended 30 September 2017 from approximately HK\$19.3 million for the six months ended 30 September 2016. Such decrease was mainly due to decrease in rental expenses of headquarters.

### Advertising and Marketing Expenses

The advertising and marketing expenses primarily consist of advertising and promotional expenses, such as the cost of inviting international disc jockeys to Zentral and Magnum Club. The advertising and marketing expenses increased by approximately 36.7% or HK\$1.8 million to approximately HK\$6.7 million for the six months ended 30 September 2017 from approximately HK\$4.9 million for the six months ended 30 September 2016. Such increase was mainly due to increase in brand building in Zentral and promotion activities for both Magnum Club and Zentral.

### Results for the period

The Group's loss for the six months ended 30 September 2017 was approximately HK\$2.8 million, representing a decrease of 77.2% from approximately HK\$12.3 million for the six months ended 30 September 2016. Such decrease was mainly due to the profit contribution from the property management segment of HK\$14.7 million since the acquisition of Ningbo AUX Property and decrease in impairment losses recognised for the clubbing business during the period.

### 物業租金及相關開支

物業租金及相關開支主要包括本集團會所及本集團總部的經營租賃租金。物業租金及相關開支由截至二零一六年九月三十日止六個月約19.3百萬港元輕微減少約2.6%或0.5百萬港元至截至二零一七年九月三十日止六個月約18.8百萬港元。有關跌幅主要由於總部租金開支減少所致。

### 廣告及營銷開支

廣告及營銷開支主要包括廣告及宣傳開支，例如邀請國際級唱片騎師在Zentral及Magnum Club獻技的費用。廣告及營銷開支由截至二零一六年九月三十日止六個月約4.9百萬港元增加約36.7%或1.8百萬港元至截至二零一七年九月三十日止六個月約6.7百萬港元。有關增幅主要由於Zentral的品牌建立以及Magnum Club及Zentral推廣活動增加所致。

### 期內業績

截至二零一七年九月三十日止六個月，本集團之虧損約為2.8百萬港元，較截至二零一六年九月三十日止六個月約12.3百萬港元減少77.2%。有關跌幅主要由於物業管理分部自收購寧波奧克斯物業起貢獻14.7百萬港元之溢利及會所業務於期內確認之減值虧損減少所致。

### LIQUIDITY, FINANCIAL RESOURCES AND GEARING

As at 30 September 2017, the Group's total current assets and current liabilities were approximately HK\$265.5 million (31 March 2017: HK\$118.2 million) and approximately HK\$122.1 million (31 March 2017: HK\$32.5 million) respectively, while the current ratio was 2.2 times (31 March 2017: 3.6 times).

As at 30 September 2017, the Group maintains cash at bank and in hand of approximately HK\$195.6 million (31 March 2017: approximately HK\$93.6 million). In the foreseeable future, the Group expects to fund its capital expenditures, working capital and other capital requirement from the cash generated from its operation and the net proceeds from initial public offering ("IPO") and placing of new shares under general mandate.

Total interest-bearing borrowing of the Group as at 30 September 2017 was approximately HK\$117.8 million (31 March 2017: nil), which was the loan of RMB100,000,000 with a term of five years and an interest rate of 2% per annum granted by a controlling shareholder of the Company to Starry Chance Limited for the purpose of financing its acquisition of the entire equity interests in Ningbo AUX Property. The gearing ratio, is calculated by dividing loan from controlling shareholder by total equity, as at 30 September 2017 was 0.72 (31 March 2017: Zero).

### 流動資金、財務資源及資產負債

於二零一七年九月三十日，本集團之總流動資產及流動負債分別約為265.5百萬港元(二零一七年三月三十一日：118.2百萬港元)及約122.1百萬港元(二零一七年三月三十一日：32.5百萬港元)，而流動比率約為2.2倍(二零一七年三月三十一日：3.6倍)。

於二零一七年九月三十日，本集團之銀行存款及手頭現金約為195.6百萬港元(二零一七年三月三十一日：約93.6百萬港元)。本集團預期於可見將來透過經營所得現金及首次公開發售(「首次公開發售」)及根據一般授權配售新股份之所得款項淨額撥付其資本開支、營運資金及其他資本需求。

本集團於二零一七年九月三十日的總帶息借款約為117.8百萬港元(二零一七年三月三十一日：零)。該帶息借款為控股股東提供給寶星有限公司為期五年，年利率2%的人民幣一億元貸款。該筆貸款是為資助收購寧波奧克斯物業的全部股權。於二零一七年九月三十日，按控股股東的貸款除以總權益計算之資產負債比率為0.72(二零一七年三月三十一日：零)。

### CAPITAL STRUCTURE

On 10 July 2017, the Company entered into a placing agreement with Chung Sun Securities Limited (the “Placing Agent”) pursuant to which the Company has conditionally agreed to place, through the Placing Agent, on a best effort basis, a maximum of 60,000,000 issued shares of the Company under the general mandate to be granted by the shareholders of the Company to not less than six placees who and whose ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons (as defined in the Listing Rules) at a placing price of HK\$0.91 per share (the “Placing”). All the conditions set out in the placing agreement had been fulfilled subsequently and the Placing was completed on 2 August 2017 in accordance with the terms and conditions of the placing agreement. The gross and net proceeds raised from the Placing were approximately HK\$54.6 million and HK\$54.1 million respectively, which were intended to be applied for supplementing its working capital and for financing potential investments or acquisitions should suitable opportunities arise. As at the date of this report, the net proceeds from the Placing had not been used and were deposited in licensed financial institutions in Hong Kong.

### 資本架構

於二零一七年七月十日，本公司與中新證券有限公司（「配售代理」）訂立配售協議，據此，本公司已有條件同意根據本公司股東將授予之一般授權透過配售代理按盡力基準向不少於六名承配人（其及其最終實益擁有人乃獨立於本公司及其關連人士（定義見上市規則）之第三方，且與彼等概無關連）配售最多60,000,000股本公司已發行股份，配售價為每股股份0.91港元（「配售事項」）。配售協議所載所有條件其後已獲達成，而配售事項已根據配售協議之條款及條件於二零一七年八月二日完成。配售事項籌集之所得款項總額及淨額將分別約為54.6百萬港元及54.1百萬港元，有關款項擬用於補充其營運資金及於合適機會出現時撥付潛在投資或收購。於本報告日期，配售事項之所得款項淨額尚未獲動用，並存於香港持牌金融機構。

# Management Discussion and Analysis

## 管理層討論與分析

The Group manages its capital to safeguard the Group's ability to continue as a going concern while maximising the return to shareholders through maintaining the equity and debt in a balanced position. The capital structure of the Group consisted of equity of approximately HK\$164.2 million and loan from controlling shareholder of HK\$117.8 million as at 30 September 2017. Except for the loan from controlling shareholder, the Group had no bank borrowings, debt securities or other capital instruments as at 30 September 2017.

### MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND ASSOCIATED COMPANIES

On 7 November 2016, Starry Chance Limited, a wholly-owned subsidiary of the Company, entered in to an equity transfer agreement (the "Transfer Agreement") with 寧波奧克斯置業有限公司 (Ningbo AUX Real Estate Co., Ltd), an entity controlled by Mr. Zheng Jian Jiang, the controlling shareholder of the Company. Under the Transfer Agreement, Starry Chance Limited agreed to acquire the entire equity interest of Ningbo AUX Property at a consideration of RMB153,000,000. The transaction was completed on 5 May 2017 and Ningbo AUX Property has become a wholly-owned subsidiary of the Company since then.

Save as disclosed, the Group had no other material acquisitions or disposals of subsidiaries or associated companies during the six months ended 30 September 2017.

本集團管理其資本以保證本集團持續經營的能力，並透過維持權益及債務平衡為股東爭取最大回報。於二零一七年九月三十日，本集團的資本架構包括權益約164.2百萬港元及來自控股股東貸款117.8百萬港元。除來自控股股東貸款之外，於二零一七年九月三十日，本集團並無銀行借款、債務證券或其他資本工具。

### 附屬公司及聯營公司之重大收購或出售

於二零一六年十一月七日，本公司全資附屬公司寶星有限公司與寧波奧克斯置業有限公司，一間由本公司控股股東鄭堅江先生控制的實體訂立股權轉讓協議（「轉讓協議」）。根據轉讓協議，寶星有限公司同意收購寧波奧克斯物業的全部股權，代價為人民幣153,000,000元。該項交易已於二零一七年五月五日完成，且寧波奧克斯物業自此成為本公司的全資附屬公司。

除披露者外，本集團於截至二零一七年九月三十日止六個月並無有關任何附屬公司或聯營公司之其他重大收購或出售。

### SIGNIFICANT INVESTMENT HELD DURING THE PERIOD

To maximise the utilisation of the idle cash without affecting its operational liquidity and fund security, Ningbo AUX Property had subscribed for certain wealth management products (“WMP”) offered by a commercial bank in Ningbo before it became a wholly-owned subsidiary of the Company. As at 5 May 2017, Ningbo AUX Property had WMP of HK\$105.7 million (approximately RMB 90.0 million). All of the WMP had been fully redeemed on 14 July 2017.

As at 30 September 2017, the Group did not hold any wealth management product.

### CHARGE ON ASSETS

As at 30 September 2017, the Group’s pledged bank deposits was approximately HK\$1.0 million (31 March 2017: approximately HK\$1.0 million).

### FUTURE PLANS FOR MATERIAL INVESTMENT OR CAPITAL ASSETS

Save as disclosed in the section headed “Capital Structure” in this report, the Group did not have other plans for material investment or capital assets as at 30 September 2017.

### 期內曾持有的重大投資

為在不影響經營流動資金及資金保障的情況下充分利用閒置資金，寧波奧克斯物業在成為本公司全資附屬公司之前，認購寧波一間商業銀行發售的若干理財產品（「理財產品」）。寧波奧克斯物業於二零一七年五月五日持有的理財產品總金額為港幣105.7百萬元（約人民幣90.0百萬元）。所有理財產品已於二零一七年七月十四日悉數贖回。

於二零一七年九月三十日，本集團並無持有任何理財產品。

### 資產抵押

於二零一七年九月三十日，本集團之已抵押銀行存款約為1.0百萬港元（二零一七年三月三十一日：約1.0百萬港元）。

### 重大投資或資本資產之未來計劃

除本報告「資本架構」一節所披露者外，本集團於二零一七年九月三十日並無其他有關重大投資或資本資產之計劃。

### FOREIGN EXCHANGE EXPOSURE

The Group operates in Hong Kong and Mainland China and is exposed to foreign exchange risk arising from Renminbi. Foreign exchange risk arising from future commercial transactions, recognised assets and liabilities in operations in Mainland China. The Group did not use any forward contracts to hedge its foreign currency exposure during the reporting period. The Group will from time to time review and adjust the Group's hedging and financial strategies based on the RMB and Hong Kong dollars exchange rate movement.

### CONTINGENT LIABILITIES

As at 30 September 2017, the Group did not have any material contingent liabilities.

### EMPLOYEE AND REMUNERATION POLICY

As at 30 September 2017, the Group had approximately 1,073 employees (31 March 2017: 113 employees). The Group offers competitive remuneration packages to its staff, including share option scheme, mandatory provident fund schemes and discretionary bonus.

### PROSPECTS

The Group values the investment in the property management segment and endeavor to maintain healthy development of the clubbing business segment. Meanwhile, the Group will review the business performance on a regular basis and identify favourable market changes in order to pursue suitable investment opportunity and broaden income sources.

### 外匯風險

本集團於香港及中國大陸經營業務，並面對來自人民幣的外匯風險。外匯風險來自於未來商業交易及確認於中國大陸業務的資產及負債。本集團於報告期間沒有利用任何遠期合約對沖外幣風險。本集團將根據人民幣及港元之間的匯率變動，不時審閱並調整本集團的對沖及財務策略。

### 或然負債

於二零一七年九月三十日，本集團並無任何重大或然負債。

### 僱員及薪酬政策

於二零一七年九月三十日，本集團有約1,073名僱員（二零一七年三月三十一日：113名僱員）。本集團向其員工提供具競爭力之薪酬方案，包括購股權計劃、強制性公積金計劃及酌情花紅。

### 展望

本集團重視於物業管理分部之投資，並致力維持會所業務分部之穩健發展。與此同時，本集團會定期審閱業務表現並密切跟踪利好的市場轉變，尋求合適的投資計劃並擴寬收入來源。

# Management Discussion and Analysis

## 管理層討論與分析

### Clubbing business segment

The Group understands the ability to provide fresh concepts to customers is vital in maintaining the Group's recognition and visibility in the clubbing industry in Hong Kong. In order to continue excite existing customers and allure potential customers, the Group will review existing clubs' life cycle on a regular basis and seek measures that can assist the Group in improving its overall brand awareness.

The Group will continue to strive for more organic growth, enhance the flagship status of Zentral and search for opportunities to improve clubbing business's performance in the future.

### Property management services segment

The service industry has become one of the main engines for China's economic growth. Especially with the Chinese Central Government's recent emphasis on the need of living and services and issuance of new policy where tenants and owners should have equal right legally, this policy will likely fuel the rental market and in turn bring traction to the property management service industry.

The Company will capitalise on the opportunities brought by the acquisition of Ningbo AUX Property through further enhancement of its operation and management, enriching its service packages as well as further expanding its prospective client base. The Group will also seek to create brand advantages and endeavor to create distinctive and innovative services to the communities.

In the future, with the vision to provide our customer a "beautiful living environment for caring and comfortable life", the Group will continue to adhere to high standard of services.

### 會所業務分部

本集團明白為顧客帶來新鮮感對維持本集團於香港會所行業之認可度及知名度至關重要。為繼續令現有顧客雀躍及吸引潛在客戶，本集團將定期檢討現有會所之生命週期，並尋求方法協助本集團改善其整體品牌認可度。

本集團將繼續努力實現更多的內部增長、改善Zentral之旗艦地位及尋求於日後提升會所業務表現之機會。

### 物業管理服務分部

服務業已成為中國經濟增長之其中一項主要推動力。特別是中國中央政府近期強調居住及服務之需求，並頒佈新政策令租戶與擁有人在法律上擁有同等權利，該政策將可能推動租賃市場，從而牽引物業管理服務行業。

透過進一步提升其營運及管理、豐富其服務範圍及進一步擴充其潛在客戶基礎，本公司將把握收購寧波奧克斯物業帶來之機遇。本集團亦將尋求創造品牌優勢，並致力於社區提供富特色及創新之服務。

日後，秉着為向顧客提供「美麗的居住環境、貼心及舒適的生活」之願景，本集團將繼續致力提供高水準服務。

## **INTERIM DIVIDEND**

The Board did not recommend the payment of an interim dividend for the six months ended 30 September 2017 (for the six months ended 30 September 2016: nil).

## **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 Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) as its own code of conduct regarding securities transactions by the Directors. The Company has made specific enquiry of all Directors regarding any non-compliance with the Model Code. All the Directors confirmed that they had fully complied with the required standard set out in the Model Code during the six months ended 30 September 2017.

## **中期股息**

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中期股息(截至二零一六年九月三十日止六個月：無)。

## **遵守進行證券交易的標準守則**

本公司已採納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所載的上市發行人董事進行證券交易的標準守則(「標準守則」)為其就董事進行證券交易之操守準則。本公司已就有否違反標準守則一事向全體董事作出具體查詢。全體董事均確認，彼等於截至二零一七年九月三十日止六個月期間已完全遵守標準守則所規定之標準。



### DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST AND SHORT POSITIONS IN SHARES UNDERLYING SHARES AND DEBENTURES

As at 30 September 2017, the interests or short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (the "SFO")), which had been notified to the Company and pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive were deemed or taken to have under such provisions of the SFO) or were recorded in the register required to be kept, pursuant to section 352 of the SFO, or had been notified to the Company pursuant to the Model Code contained in the Listing Rules were as follows:

### 董事及最高行政人員於股份、相關股份及債權證中之權益及淡倉

於二零一七年九月三十日，本公司董事及最高行政人員於本公司及其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部已知會本公司之權益或淡倉（包括根據證券及期貨條例該等條文視為或當作由董事及最高行政人員擁有之權益及淡倉），或根據證券及期貨條例第352條已記入存置之登記冊之權益及淡倉，或根據上市規則所載標準守則已知會本公司之權益及淡倉如下：

## Other Information 其他資料

### Long positions in the shares and underlying shares of associated corporation of the Company

### 於本公司相聯法團之股份及相關股份之好倉

Name of associated Corporation	Name of Directors	Capacity/ Nature of interest 身份/ 權益性質	Number and class of shares 股份數目及類別	Approximately percentage of the issued share capital 已發行股本之概約百分比
Huiji Limited (Note 1)	Zheng Jiang	Interest in a controlled corporation	0.1 ordinary shares	10%
匯日控股有限公司 (附註1)	鄭江	受控法團權益	0.1股 普通股	
China Prosper Enterprise Holding Co., Ltd. (Note 1)	Zheng Jiang	Interest in a controlled corporation	1,000 ordinary shares	10%
China Prosper Enterprise Holding Co., Ltd. (附註1)	鄭江	受控法團權益	1,000股 普通股	

Note:

附註：

1. Ze Hong Limited, a company wholly-owned by Mr. Zheng Jiang, was interested in (i) 10% of the issued share capital of Huiji Limited, being the holding company of the Company; and (ii) 10% of the issued share capital of China Prosper Enterprise Holding Co., Ltd., being a fellow subsidiary of Huiji Limited. Mr. Zheng Jiang was deemed to be interested in the shares of Huiji Limited and China Prosper Enterprise Holding Co., Ltd. as held by Ze Hong Limited by virtue of the SFO.

1. 鄭江先生全資擁有的公司澤宏有限公司於(i)本公司控股公司匯日控股有限公司已發行股本的10%；及(ii)匯日控股有限公司同系附屬公司China Prosper Enterprise Holding Co., Ltd. 10%已發行股本中擁有權益。根據證券及期貨條例，鄭江先生被視為於澤宏有限公司持有的匯日控股有限公司及China Prosper Enterprise Holding Co., Ltd.股份中擁有權益。

## Other Information 其他資料

Apart from the foregoing, as at 30 September 2017, none of the Directors or chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company, or any of its holding companies, subsidiaries or other associated corporation (within the meaning of Part XV of the SFO), which had been notified to the Company and pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive were deemed or taken to have under such provisions of the SFO), had been recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or had been notified to the Company pursuant to the Model Code.

除上述者外，於二零一七年九月三十日，概無本公司董事或最高行政人員曾或被視為於本公司、或其任何控股公司、附屬公司或其他相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債權證中擁有根據證券及期貨條例第XV部第7及8分部已知會本公司之任何權益或淡倉（包括根據證券及期貨條例該等條文視為或當作由董事及最高行政人員擁有之權益及淡倉），或已記入本公司根據證券及期貨條例第352條須存置之登記冊之任何權益或淡倉，或根據標準守則已知會本公司之任何權益或淡倉。

## SUBSTANTIAL SHAREHOLDERS' INTEREST AND SHORT POSITION IN SHARES AND UNDERLYING SHARES

As at 30 September 2017, the persons (other than the Directors or the chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which had been disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

## 主要股東於股份及相關股份之權益及淡倉

於二零一七年九月三十日，按本公司根據證券及期貨條例第336條存置之登記冊所記錄，下列人士(本公司董事或最高行政人員除外)於本公司股份或相關股份中，擁有已根據證券及期貨條例第XV部第2及3分部條文向本公司披露之權益或淡倉：

Name of shareholder 股東姓名	Capacity/Nature of Interest 身份／權益性質	Long position in ordinary shares held 持有普通股之好倉	Percentage of the issued share capital (approximately) 已發行股本百分比(概約) (Note 1) (附註1)
Zheng Jian Jiang (Note 2) 鄭堅江(附註2)	Interest in a controlled corporation 受控法團權益	219,950,000	58.66%
Ze Hui Limited (Note 2) 澤惠有限公司(附註2)	Interest in a controlled corporation 受控法團權益	219,950,000	58.66%
Huiri Limited (Note 2) 匯日控股有限公司 (附註2)	Beneficial owner 實益擁有人	219,950,000	58.66%
He Yi Ju (Note 3) 何意菊(附註3)	Interest of spouse 配偶權益	219,950,000	58.66%
Xu Xingen 徐信根	Beneficial owner 實益擁有人	32,400,000	8.64%
Chen Yongan 陳永安	Beneficial owner 實益擁有人	21,600,000	5.76%

## Other Information 其他資料

### Notes:

1. On the basis of 374,984,000 shares of the Company in issue as at 30 September 2017.
2. Huiiri Limited, a company incorporated in the British Virgin Islands with limited liability, is owned as to 90% by Ze Hui Limited (which is in turn wholly and beneficially owned by Mr. Zheng Jian Jiang) and 10% by Ze Hong Limited (which is in turn wholly and beneficially owned by Mr. Zheng Jian Jiang, a current executive Director and the chairman of the Board). By virtue of SFO, Mr. Zheng Jian Jiang and Ze Hui Limited were taken to be interested in the same number of shares of the Company in which Huiiri Limited was interested.
3. Ms. He Yi Ju is the spouse of Mr. Zheng Jian Jiang. Under the SFO, Ms. He Yi Ju was taken to be interested in the same number of shares in which Mr. Zheng Jian Jiang was interested.

Apart from the foregoing, no other person had any interests or short positions in the shares or underlying shares of the Company which had been disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

## SHARE OPTION SCHEME

The Company adopted the share option scheme (the "Share Option Scheme") on 3 January 2014 which shall be valid and effective for a period of 10 years from that date, subject to early termination by the Company in a general meeting or by the Board. The purpose of the Share Option Scheme is to provide incentives to Eligible Participants (as defined

### 附註：

1. 基於本公司於二零一七年九月三十日已發行374,984,000股股份。
2. 匯日控股有限公司為一間於英屬處女群島註冊成立的有限公司，由澤惠有限公司(由鄭堅江先生全資實益擁有)及澤宏有限公司(由現時執行董事及董事會主席鄭江先生全資實益擁有)分別擁有90%及10%權益。根據證券及期貨條例，鄭堅江先生及澤惠有限公司被視為於匯日控股有限公司擁有權益的相同數目本公司股份中擁有權益。
3. 何意菊女士為鄭堅江先生的配偶。根據證券及期貨條例，何意菊女士被視為於鄭堅江先生擁有權益的相同數目股份中擁有權益。

除上述者外，概無其他人士於本公司股份或相關股份中，擁有本公司根據證券及期貨條例第336條存置之登記冊所記錄，已根據證券及期貨條例第XV部第2及3分部條文向本公司披露之任何權益或淡倉。

## 購股權計劃

本公司於二零一四年一月三日採納購股權計劃(「購股權計劃」)，由當日起計有效期為十年，並可由本公司於股東大會或董事會提早終止。購股權計劃旨在向合資格參與者(定義見下文)提供獎勵，以肯定及表揚合資格參與者對本集團已

## Other Information 其他資料

below) and is established to recognise and acknowledge the contributions the Eligible Participants have had or may have made to the Group. Under the Share Option Scheme, the Board may offer to grant an option to any director or employee, or any advisor, consultant, suppliers or customers of the Group (the “Eligible Participants”).

The Company’s shares (the “Shares”) which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Company at any time shall not exceed 30% of the Shares in issue from time to time. The maximum number of Shares available for issue under options which may be granted under the Share Option Scheme or other share option scheme adopted by the Company must not in aggregate exceed 10% of the Shares in issue immediately following completion of the IPO (but taking no account of any Shares which may be allotted or issued pursuant to the exercise of the Over-allotment Option (as defined in the Prospectus)), being 30,000,000 Shares (the “General Scheme Limit”), subject to refreshment of such General Scheme Limit by shareholders’ approval in a general meeting of the Company. The General Scheme Limit so refreshed must not exceed 10% of the Shares in issue as at the date of such shareholders’ approval. The Company may also seek shareholders’ approval for grant of share options beyond the General Scheme Limit. The total number of Shares issued and which may fall to be issued upon exercise of the options granted pursuant to the Share Option Scheme to an Eligible Participant in any 12-month period shall not exceed 1% of the number of Shares in issue as at the date of grant unless approved by the shareholders of the Company in general meeting.

作出或可能作出之貢獻。董事會可根據購股權計劃向本集團任何董事或僱員、或任何顧問、諮詢顧問、供應商或客戶（「合資格參與者」）授出購股權。

根據購股權計劃及本公司任何其他購股權計劃授出及有待行使之所有未行使購股權獲行使時可予發行之本公司股份（「股份」），在任何時候不得超過不時已發行股份30%。根據購股權計劃或本公司採納之其他購股權計劃可能授出之購股權而可供發行之股份總數最高不得超過緊隨首次公開發售完成後已發行股份數目10%（惟不計及因超額配股權（定義見招股章程）獲行使而可能配發或發行之任何股份），即30,000,000股股份（「一般計劃限額」），惟須經股東於本公司股東大會批准更新有關一般計劃限額。就此更新的一般計劃限額不得超過有關股東批准當日已發行股份之10%。本公司亦可尋求股東批准以授出超過一般計劃限額的購股權。除非獲本公司股東於股東大會批准，否則，於任何12個月期間，根據購股權計劃向合資格參與者授出之購股權獲行使時已發行及可能發行之股份總數不得超過於授出日期已發行股份數目1%。

## Other Information 其他資料

The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be determined by the Board provided that it shall not be less than the highest of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a trading day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; and (iii) the nominal value of a Share.

Upon acceptance of the option, the grantee shall pay HK\$1 to the Company by way of consideration for the grant. An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date upon which the option is deemed to be granted and accepted and prior to the expiry of 10 years from that date. The period during which an option may be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than 10 years after it has been granted.

For the six months ended 30 September 2017, no option was granted by the Company under the Share Option Scheme.

As at 1 April 2017 and 30 September 2017, there was no option outstanding under the Share Option Scheme.

As at the date of this interim report, options carrying the right to subscribe for up to 27,316,000 Shares representing 7.28% of the issued share capital of the Company, are available for grant under the Share Option Scheme.

根據購股權計劃授出之任何特定購股權之股份認購價須由董事會釐定，惟不得少於下列最高者：(i)於授出日期(當日須為交易日)，聯交所每日報價列表所報之股份收市價；(ii)緊接授出日期前五個交易日內聯交所每日報價列表所報之股份平均收市價；及(iii)股份之面值。

於接納購股權後，承授人須向本公司支付1港元作為獲授購股權之代價。購股權可按購股權計劃之條款於購股權視為已授出並獲接納當日起至該日起計十年屆滿前期間隨時行使。購股權之行使期由董事會全權酌情釐定，惟不得超過授出後十年。

截至二零一七年九月三十日止六個月，本公司概無根據購股權計劃授出購股權。

於二零一七年四月一日及二零一七年九月三十日，購股權計劃項下並無任何尚未行使之購股權。

於本中期報告日期，根據購股權計劃，賦予權利認購最多27,316,000股股份的購股權(佔本公司已發行股本7.28%)可供授出。

### USE OF NET PROCEEDS

The net proceeds from the initial public offering of the Company's shares (after the exercise of the Over-allotment Option (as defined in the prospectus of the Company dated 13 January 2014)), excluding listing related expenses, amounted to approximately HK\$105.6 million. As at 30 September 2017, the Group had used approximately HK\$97.4 million, which had been utilised in the manner consistent with the allocation set out in the prospectus of the Company dated 13 January 2014 and the announcement dated 22 June 2017 regarding the changes in use of proceeds. The Group held the unutilised net proceeds in deposits with licensed financial institutions in Hong Kong.

### 所得款項淨額用途

本公司股份之首次公開發售所得款項淨額（於行使超額配股權（定義見本公司日期為二零一四年一月十三日之招股章程）後，扣除上市相關開支）為約105.6百萬港元。於二零一七年九月三十日，本集團已按照本公司於二零一四年一月十三日發出之招股章程及二零一七年六月二十二日發出的關於更改所得款項用途之公告中所示用途使用約97.4百萬港元。本集團持有的未動用所得款項淨額以存款方式存於香港持牌金融機構。

Uses of Proceeds	所得款項用途	Proposed use of unutilised net proceeds from the IPO as set out in the announcement dated 22 June 2017 日期為二零一七年六月二十二日之公告所載列之首次公開發售之未動用所得款項淨額之建議用途 HK\$' million 百萬港元	Utilised Proceeds as at 30 September 2017 於二零一七年九月三十日之已動用所得款項 HK\$' million 百萬港元	Unutilised Proceeds as at 30 September 2017 於二零一七年九月三十日之未動用所得款項 HK\$' million 百萬港元
(i) settlement of consideration payable for acquisition of Ningbo AUX Property;	(i) 清償收購寧波奧克斯物業之應付代價；	57	57	0
(ii) research of business expansion including but not limited to clubbing business and property management business;	(ii) 業務拓展研究，包括但不限於會所業務及物業管理業務；	10.7	2.5	8.2
(iii) capital expenditures, working capital, other capital requirements and other general corporate purposes.	(iii) 資本開支、營運資金、其他資本需求及其他一般公司用途。	8	8	0
		75.7	67.5	8.2



## Other Information 其他資料

The net proceeds from the Placing of the Company were approximately HK\$54.1 million, which will be used in the way as disclosed in the announcement of the Company dated 10 July 2017. As at 30 September 2017, no proceeds had been utilised towards working capital or for financing potential investments or acquisitions.

### COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company has adopted the Corporate Governance Code (the "CG Code") as set forth in Appendix 14 to the Listing Rules as its corporate governance code of practices. The Board is of opinion that the Company has complied with the CG Code during the six months ended 30 September 2017.

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

During the six months ended 30 September 2017, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

本公司配售事項之所得款項淨額約為54.1百萬港元，將按本公司日期為二零一七年七月十日的公告披露之用途動用。於二零一七年九月三十日，概無所得款項已用作營運資金或撥付潛在投資或收購。

### 遵守企業管治守則

本公司已採納上市規則附錄14所載之企業管治守則（「企業管治守則」）為其企業管治常規守則。董事會認為，本公司於截至二零一七年九月三十日止六個月期間已遵守企業管治守則。

### 購買、出售或贖回本公司之上市證券

於截至二零一七年九月三十日止六個月內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

### AUDIT COMMITTEE

The primary duties of the audit committee of the Company (the "Audit Committee") are to review and supervise the financial reporting process and internal control procedures of the Company. The Audit Committee had reviewed the accounting principles and practices adopted by the Group and discussed financial reporting matters concerning the unaudited consolidated results of the Group for the six months ended 30 September 2017.

By order of the Board

**Mr. Zheng Jiang**  
*Chairman*

Hong Kong, 27 November 2017

### 審核委員會

本公司審核委員會(「審核委員會」)之主要職責為審閱及監管本公司之財務申報流程及內部控制程序。審核委員會已審閱本集團採納之會計原則及常規，並討論有關本集團截至二零一七年九月三十日止六個月之未經審核綜合業績之財務報告之事宜。

承董事會命

**鄭江先生**  
*主席*

香港，二零一七年十一月二十七日



**Review report to the board of directors of  
AUX International Holdings Limited**  
(Incorporated in the Cayman Islands with  
limited liability)

## INTRODUCTION

We have reviewed the interim financial report set out on pages 29 to 60 which comprises the consolidated statement of financial position of AUX International Holdings Limited as of 30 September 2017 and the related consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and condensed consolidated cash flow statement for the six month period then ended and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report 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 are responsible for the preparation and presentation of the interim financial report in accordance with Hong Kong Accounting Standard 34.

**致奧克斯國際控股有限公司董事會的審  
閱報告**  
(於開曼群島註冊成立的有限公司)

## 引言

我們已審閱列載於第29至60頁的中期財務報告，此中期財務報告包括奧克斯國際控股有限公司於二零一七年九月三十日的綜合財務狀況表及截至該日止六個月期間的相關綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及簡明綜合現金流量表及附註解釋。香港聯合交易所有限公司證券上市規則規定，上市公司必須遵守上市規則中的相關規定和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*的規定編製中期財務報告。董事須負責根據香港會計準則第34號編製及列報中期財務報告。

# Independent Review Report

## 獨立審閱報告

Our responsibility is to form a conclusion, based on our review, on the interim financial report 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.

### SCOPE OF REVIEW

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 the interim financial report consists of making enquiries, 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.

我們的責任是根據我們的審閱對中期財務報告作出結論，並按照我們雙方所協定的應聘條款，僅向全體董事會報告。除此以外，我們的報告書不可用作其他用途。我們概不就本報告書的內容，對任何其他人士負責或承擔法律責任。

### 審閱範圍

我們已根據香港會計師公會頒佈的香港審閱工作準則第2410號**實體的獨立核數師對中期財務資料的審閱**進行審閱。中期財務報告審閱工作包括主要向負責財務會計事項的人員詢問，並實施分析和其他審閱程序。由於審閱的範圍遠較按照香港審計準則進行審核的範圍為小，所以不能保證我們會注意到在審核中可能會被發現的所有重大事項。因此，我們不會發表任何審核意見。

### CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial report as at 30 September 2017 is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34, *Interim financial reporting*.

#### KPMG

*Certified Public Accountants*

8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong

27 November 2017

### 結論

根據我們的審閱工作，我們並沒有注意到任何事項，使我們相信於二零一七年九月三十日的中期財務報告在所有重大方面沒有按照香港會計準則第34號「中期財務報告」的規定編製。

#### 畢馬威會計師事務所

*執業會計師*

香港中環  
遮打道10號  
太子大廈8樓

二零一七年十一月二十七日

# Consolidated Statement of Profit or Loss

## 綜合損益表

For the six months ended 30 September 2017 – unaudited (Expressed in Hong Kong dollars)  
截至二零一七年九月三十日止六個月 – 未經審核(以港元表示)

		Six months ended 30 September 截至九月三十日止六個月		
			2017 二零一七年	2016 二零一六年
		Note 附註	\$'000 千港元	\$'000 千港元
<b>Revenue</b>	<b>收益</b>	3	<b>127,345</b>	54,431
Other revenue	其他收益	4	1,370	8
Other net loss	其他虧損淨額	5	-	(90)
Cost of inventories sold	已售存貨成本	6(d)	(12,807)	(12,174)
Property cleaning expenses	物業清潔開支		(12,952)	-
Staff costs	員工成本	6(b)	(45,983)	(10,474)
Depreciation and amortisation	折舊及攤銷	6(d)	(7,832)	(5,956)
Property rentals and related expenses	物業租金及相關開支		(18,771)	(19,338)
Impairment losses on property, plant and equipment	物業、廠房及設備減值虧損	6(d)	-	(5,130)
Advertising and marketing expenses	廣告及營銷開支		(6,702)	(4,948)
Other operating expenses	其他經營開支		(23,526)	(6,746)
<b>Profit/(loss) from operations</b>	<b>經營產生溢利/(虧損)</b>		<b>142</b>	(10,417)
Finance costs	融資成本	6(a)	(290)	-
<b>Loss before taxation</b>	<b>除稅前虧損</b>	6	<b>(148)</b>	(10,417)
Income tax	所得稅	7	(2,701)	(1,909)
<b>Loss for the period</b>	<b>期內虧損</b>		<b>(2,849)</b>	(12,326)
<b>Loss per share</b>	<b>每股虧損</b>	8		
Basic and diluted	基本及攤薄		(0.9) cents 仙	(3.9) cents 仙

The notes on pages 36 to 60 form part of this interim financial report.

第36至60頁的附註構成本中期財務報告的一部分。

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the six months ended 30 September 2017 – unaudited (Expressed in Hong Kong dollars)  
截至二零一七年九月三十日止六個月 – 未經審核 (以港元表示)

		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
		\$'000	\$'000
		千港元	千港元
<b>Loss for the period</b>	<b>期內虧損</b>	<b>(2,849)</b>	<b>(12,326)</b>
<b>Other comprehensive income for the period</b>	<b>期內其他全面收益</b>		
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益之項目：</i>		
Exchange difference on translation of the financial statements (nil tax effect)	換算財務報表之匯兌差額(無稅務影響)	283	–
<b>Total comprehensive income for the period</b>	<b>期內全面收益總額</b>	<b>(2,566)</b>	<b>(12,326)</b>

The notes on pages 36 to 60 form part of this interim financial report.

第36至60頁的附註構成本中期財務報告的一部分。

# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 30 September 2017 – unaudited (Expressed in Hong Kong dollars)  
於二零一七年九月三十日 – 未經審核 (以港元表示)

			At 30 September 2017 於二零一七年 九月三十日	At 31 March 2017 於二零一七年 三月三十一日
		Note 附註	\$'000 千港元	\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	9	24,644	26,303
Intangible asset	無形資產	15	73,227	–
Goodwill	商譽	15	57,257	–
Prepayment	預付款項	10	46	–
Deferred tax assets	遞延稅項資產		1,679	706
			<b>156,853</b>	<b>27,009</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		2,393	4,348
Trade and other receivables	貿易及其他應收款項	10	60,269	17,123
Amount due from a related party	應收一名關聯方款項		2,700	2,160
Restricted bank deposits	受限制銀行存款	11	3,580	–
Pledged bank deposits	已抵押銀行存款	11	1,000	1,000
Cash at bank and in hand	銀行存款及手頭現金		195,581	93,589
			<b>265,523</b>	<b>118,220</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	12	118,271	32,497
Current taxation	即期稅項		3,792	–
			<b>122,063</b>	<b>32,497</b>
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>143,460</b>	<b>85,723</b>
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>300,313</b>	<b>112,732</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Loan from controlling shareholder	來自控股股東貸款	13	117,771	–
Deferred tax liabilities	遞延稅項負債		18,318	–
			<b>136,089</b>	<b>–</b>
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>164,224</b>	<b>112,732</b>



# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 30 September 2017 – unaudited (Expressed in Hong Kong dollars)

於二零一七年九月三十日 – 未經審核(以港元表示)

			At 30 September 2017 於二零一七年 九月三十日 \$'000 千港元	At 31 March 2017 於二零一七年 三月三十一日 \$'000 千港元
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>	14		
Share capital	股本		<b>3,750</b>	3,150
Reserves	儲備		<b>160,474</b>	109,582
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>164,224</b>	112,732

The notes on pages 36 to 60 form part of this interim financial report.

第36至60頁的附註構成本中期財務報告的一部分。

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the six months ended 30 September 2017 – unaudited (Expressed in Hong Kong dollars)  
截至二零一七年九月三十日止六個月 – 未經審核(以港元表示)

		Share capital	Share premium	Capital reserve	Exchange reserves	Retained profits/ (accumulated losses) 保留溢利/ (累計虧損)	Total equity
		股本 \$'000 千港元	股份溢價 \$'000 千港元	資本儲備 \$'000 千港元	匯兌儲備 \$'000 千港元	\$'000 千港元	權益總數 \$'000 千港元
Balance at 1 April 2016	於二零一六年 四月一日之結餘	3,150	123,542	2,500	-	12,343	141,535
Change in equity for the six months ended 30 September 2016:	截至二零一六年 九月三十日止 六個月之權益變動:						
Loss and total comprehensive income for the period	期內虧損及 全面收益總額	-	-	-	-	(12,326)	(12,326)
Balance at 30 September 2016 and 1 October 2016	於二零一六年九月三十日 及二零一六年十月一日 之結餘	3,150	123,542	2,500	-	17	129,209
Change in equity for the six months ended 31 March 2017:	截至二零一七年 三月三十一日止六個月 之權益變動:						
Loss and total comprehensive income for the period	期內虧損及 全面收益總額	-	-	-	-	(16,477)	(16,477)
Balance at 31 March 2017 and 1 April 2017	於二零一七年 三月三十一日及 二零一七年四月一日之 結餘	3,150	123,542	2,500	-	(16,460)	112,732
Changes in equity for the six months ended 30 September 2017:	截至二零一七年 九月三十日止六個月之 權益變動:						
Loss for the period	期內虧損	-	-	-	-	(2,849)	(2,849)
Other comprehensive income for the period	期內其他全面收益	-	-	-	283	-	283
Total comprehensive income for the period	期內全面收益總額	-	-	-	283	(2,849)	(2,566)
Placing of new shares	配售新股份	600	53,458	-	-	-	54,058
Balance at 30 September 2017	於二零一七年 九月三十日之結餘	3,750	177,000	2,500	283	(19,309)	164,224

The notes on pages 36 to 60 form part of this interim financial report.

第36至60頁的附註構成本中期財務報告的一部分。

# Condensed Consolidated Cash Flow Statement

## 簡明綜合現金流量表

For the six months ended 30 September 2017 – unaudited (Expressed in Hong Kong dollars)  
截至二零一七年九月三十日止六個月 – 未經審核 (以港元表示)

		Six months ended 30 September 截至九月三十日止六個月	
		2017 二零一七年 \$'000 千港元	2016 二零一六年 \$'000 千港元
<b>Operating activities</b>	<b>經營活動</b>		
Cash generated from operations	經營所得之現金	5,145	8,134
The People's Republic of China (the "PRC") income tax paid	已付中華人民共和國 (「中國」)所得稅	(4,250)	-
<b>Net cash generated from operating activities</b>	<b>經營活動所得之現金淨額</b>	<b>895</b>	<b>8,134</b>
<b>Investing activities</b>	<b>投資活動</b>		
Payment for the purchase of property, plant and equipment	購買物業、廠房及設備之付款	(1,812)	(4,830)
Net cash outflow from acquisition of subsidiary (Note 15)	收購附屬公司之現金流出淨額 (附註15)	(177,139)	-
Proceeds from redemption of available-for-sale financial assets	贖回可供出售金融資產之所得 款項	105,700	-
Proceeds from sale of property, plant and equipment	出售物業、廠房及設備之所得 款項	80	-
Decrease in pledged bank deposits	已抵押銀行存款減少	-	3,547
Other cash flows arising from investing activities	投資活動產生之其他現金流量	1,080	20
<b>Net cash used in investing activities</b>	<b>投資活動所用之現金淨額</b>	<b>(72,091)</b>	<b>(1,263)</b>

# Condensed Consolidated Cash Flow Statement

## 簡明綜合現金流量表

For the six months ended 30 September 2017 – unaudited (Expressed in Hong Kong dollars)  
截至二零一七年九月三十日止六個月 – 未經審核(以港元表示)

		Six months ended 30 September 截至九月三十日止六個月	
		2017 二零一七年 \$'000 千港元	2016 二零一六年 \$'000 千港元
<b>Financing activities</b>	<b>融資活動</b>		
Net proceeds from placing of new shares	配售新股份之所得款項淨額	54,058	–
Proceeds from loan from controlling shareholder	控股股東貸款之所得款項	117,481	–
<b>Net cash generated from financing activities</b>	<b>融資活動所得之現金淨額</b>	<b>171,539</b>	<b>–</b>
<b>Net increase in cash and cash equivalents</b>	<b>現金及現金等價物之增加淨額</b>	<b>100,343</b>	<b>6,871</b>
Cash at bank and in hand at beginning of the period	期初之銀行及手頭現金	93,589	89,604
Effect of foreign exchange rate changes	外匯匯率變動之影響	1,649	–
Cash at bank and in hand at end of the period	期末之銀行及手頭現金	195,581	96,475

The notes on pages 36 to 60 form part of this interim financial report.

第36至60頁的附註構成本中期財務報告的一部分。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

### 1 BASIS OF PREPARATION

#### (a) General information

AUX International Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 14 January 2013 as an exempted company with limited liability under the Companies Law (2013 Revision) (as consolidated and revised) of the Cayman Islands. The Company and its subsidiaries (hereinafter collectively referred to as the “Group”) is principally engaged in operation of clubbing business and provision of property management services.

#### (b) Statement of compliance

This interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, including compliance with Hong Kong Accounting Standard (“HKAS”) 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). It was authorised for issue on 27 November 2017.

### 1 編製基準

#### (a) 一般資料

奧克斯國際控股有限公司（「本公司」）於二零一三年一月十四日根據開曼群島公司法（二零一三年修訂本）（經綜合及修訂）在開曼群島註冊成立為一間獲豁免有限公司。本公司及其附屬公司（統稱「本集團」）主要從事經營會所式娛樂業務及提供物業管理服務。

#### (b) 合規聲明

該中期財務報告已遵照香港聯合交易所有限公司證券上市規則的適用披露條文，包括遵從香港會計師公會（「香港會計師公會」）頒佈的香港會計準則（「香港會計準則」）第34號*中期財務報告*而編製。該中期財務報告於二零一七年十一月二十七日獲授權刊發。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

### 1 BASIS OF PREPARATION

(Continued)

#### (b) Statement of compliance

(Continued)

This interim financial report has been prepared in accordance with the same accounting policies adopted in the consolidated financial statements for the financial year ended 31 March 2017, except for the accounting policy changes that are expected to be reflected in the consolidated financial statements for the financial year ending 31 March 2018. Details of any changes in accounting policies are set out in note 2.

The preparation of an interim financial report in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

### 1 編製基準

(續)

#### (b) 合規聲明

(續)

該中期財務報告已根據截至二零一七年三月三十一日止財政年度之綜合財務報表所採納的相同會計政策編製，惟預期於截至二零一八年三月三十一日止財政年度之綜合財務報表反映的會計政策變動除外。該等會計政策的任何變動詳情載於附註2。

中期財務報告的編製符合香港會計準則第34號，要求管理層按截至結算日之基準作出影響政策應用及資產及負債、收入及支出的呈報金額的判斷、估計及假設。實際結果可能有別於該等估計。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

### 1 BASIS OF PREPARATION

(Continued)

#### (b) Statement of compliance

(Continued)

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the consolidated financial statements for the financial year ended 31 March 2017. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs").

This interim financial report is unaudited, but has been reviewed by KPMG 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 HKICPA. KPMG's independent review report to the Board of Directors is included on pages 26 to 28.

### 1 編製基準

(續)

#### (b) 合規聲明

(續)

本中期財務報告包含簡明綜合財務報表及經甄選的詮釋性附註。附註包括對了解本集團自截至二零一七年三月三十一日止財政年度之綜合財務報表以來的財務狀況及表現所出現的變動而言屬重大的事項及交易的詮釋。簡明綜合中期財務資料及有關附註並不包括根據香港財務報告準則(「香港財務報告準則」)編製整份財務報表所須的全部資料。

本中期財務報告未經審核，惟已經畢馬威會計師事務所根據香港會計師公會頒佈之香港審閱聘任準則第2410號由實體的獨立核數師執行的中期財務資料審閱進行審閱。畢馬威會計師事務所致董事會的獨立審閱報告載於第26至28頁。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

### 2 CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued several amendments to HKFRSs that are first effective for the current accounting period of the Group. None of these developments has had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in this interim financial report.

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

### 3 REVENUE AND SEGMENT REPORTING

#### (a) Revenue

The principal activities of the Group are the operation of clubbing business and provision of property management services.

Revenue represents the amount received or receivable from the sale of beverages and tobacco products, revenue from club operations (including entrance fees, cloakroom fees and event rental income), sponsorship income and income arising from provision of property management services.

### 2 會計政策變動

香港會計師公會已頒佈下列於本集團當前的會計期間首次生效的香港財務報告準則修訂。該等變動對本集團於當前或過往期間之業績及財務狀況之編製或呈列方式概無重大影響。

本集團並無應用任何於當前會計期間尚未生效之新準則或詮釋。

### 3 收益及分部報告

#### (a) 收益

本集團之主要業務為會所業務營運及提供物業管理服務。

收益指銷售飲品及煙草產品的已收或應收款項、會所經營收益(包括入場費、衣帽間費用及活動租金收入)、贊助費收入以及提供物業管理服務收入。



# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

### 3 REVENUE AND SEGMENT REPORTING (Continued)

#### (a) Revenue (Continued)

The amount of each significant category of revenue is as follows:

		Six months ended 30 September 截至九月三十日止六個月	
		2017 二零一七年 \$'000 千港元	2016 二零一六年 \$'000 千港元
Sales of beverages and tobacco products	銷售飲品及煙草產品	46,126	44,658
Revenue from other club operations	其他會所經營收益	8,571	9,773
Property management services income	物業管理服務收入	72,648	-
		<b>127,345</b>	54,431

The Group's customer base is diversified and no individual customer had transactions which exceeded 10% of the Group's revenue during the six months ended 30 September 2017 and 2016.

### 3 收益及分部報告 (續)

#### (a) 收益 (續)

各主要收益分類金額如下：

本集團的顧客人數眾多，於截至二零一七年及二零一六年九月三十日止六個月並無與個別顧客進行的交易金額超過本集團收益的10%。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

### 3 REVENUE AND SEGMENT REPORTING (Continued)

#### (b) Segment reporting

Management has determined operating segment with reference to the reports reviewed by the chief operating decision maker of the Group that are used to assess the performance and allocate resources.

In the prior years, the chief operating decision maker of the Group assessed the performance and allocated the resources of the Group as a whole, as all of the Group's activities were considered to be primarily dependent on the operation of clubbing business in Hong Kong. Therefore, management considered there was only one operating segment under the requirements of HKFRS 8, *Operating Segments*. Accordingly, no segment information and geographic information were presented in the prior years.

### 3 收益及分部報告 (續)

#### (b) 分部報告

管理層乃參照本集團主要營運決策者所審閱用以評估表現及分配資源的報告以釐定營運分部。

於過往年度，由於本集團全部業務主要為於香港經營會所業務，故本集團主要營運決策者整體評估本集團表現並進行資源分配。因此，根據香港財務報告準則第8號經營分部的規定，管理層認為本集團僅存在一個經營分部。因此，於過往年度，並無呈列分部資料及地域資料。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

### 3 REVENUE AND SEGMENT REPORTING *(Continued)*

#### (b) Segment reporting *(Continued)*

The Group has managed its businesses by divisions since its acquisition of Ningbo AUX Property Management Services Co., Ltd ("Ningbo AUX"), which are organised by business line and geography. In a manner consistent with the way in which information is reported internally to the chief operating decision maker of the Group for the purposes of resource allocation and performance assessment, the Group has identified two reportable segments. No operating segments have been aggregated to form the following reportable segments.

### 3 收益及分部報告 (續)

#### (b) 分部報告 (續)

自收購寧波奧克斯物業服務有限公司(「寧波奧克斯」)起，本集團透過不同分部管理其業務，以業務線及地理位置劃分。按照向本集團主要營運決策者為資源分配以及表現評估而進行的內部資料報告的一致方式，本集團已確認兩個可報告分部。概無合併經營分部以組成以下可報告分部。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

### 3 REVENUE AND SEGMENT REPORTING (Continued)

#### (b) Segment reporting (Continued)

##### (i) Information about profit or loss, assets and liabilities

Information regarding the Group's reportable segments as provided to the chief operating decision maker of the Group for the purposes of resource allocation and assessment of segment performance for the six months ended 30 September 2017 is set out below.

### 3 收益及分部報告 (續)

#### (b) 分部報告 (續)

##### (i) 有關損益、資產及負債之資料

有關本集團截至二零一七年九月三十日止六個月的可報告分部之資料載列如下，乃提供予本集團主要營運決策者以進行資源分配以及分部表現評估。

		Operation of clubbing business - Hong Kong 經營會所業務 - 香港 \$'000 千港元	Property management - the PRC 物業管理 - 中國 \$'000 千港元	Total 總計 \$'000 千港元
For the six months ended 30 September 2017	截至二零一七年九月三十日止六個月			
Revenue from external customers and reportable segment revenue	來自外部客戶及可報告分部之收益	54,697	72,648	127,345
Reportable segment (loss)/profit	可報告分部(虧損)/溢利	(1,878)	14,728	12,850
As at 30 September 2017	於二零一七年九月三十日			
Reportable segment assets	可報告分部資產	56,992	301,157	358,149
Reportable segment liabilities	可報告分部負債	24,345	90,757	115,102

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

### 3 REVENUE AND SEGMENT REPORTING (Continued)

#### (b) Segment reporting (Continued)

##### (i) Information about profit or loss, assets and liabilities (Continued)

The measure used for reporting segment profit/(loss) is "adjusted EBITDA" i.e. "adjusted earnings before interest, taxes, depreciation and amortisation", where "interest" is regarded as including investment income and "depreciation and amortisation" is regarded as including impairment losses on non-current assets. To arrive at adjusted EBITDA the Group's earnings are further adjusted for items not specifically attributed to individual segments, such as directors' and auditors' remuneration of head office and other head office or corporate administration costs.

### 3 收益及分部報告 (續)

#### (b) 分部報告 (續)

##### (i) 有關損益、資產及負債之資料 (續)

用於可報告分部溢利／(虧損)的方法為「經調整EBITDA」，即「扣除利息、稅項、折舊及攤銷前之經調整盈利」，其中「利息」包括投資收入，而「折舊及攤銷」包括非流動資產之減值虧損。為達到經調整EBITDA，本集團之盈利乃對並未指定屬於個別分部之項目作出進一步調整，如董事及核數師之酬金及公司行政開支。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

### 3 REVENUE AND SEGMENT REPORTING (Continued)

#### (b) Segment reporting (Continued)

##### (ii) Reconciliations of reportable segment profit or loss

### 3 收益及分部報告 (續)

#### (b) 分部報告 (續)

##### (ii) 可報告分部溢利或虧損之對賬

		Six months ended 30 September 截至九月三十日 止六個月 2017 二零一七年 \$'000 千港元
Reportable segment profit derived from the Group's external customers	來自本集團外部客戶的可報告分部溢利	12,850
Other revenue	其他收益	1,370
Depreciation and amortisation	折舊及攤銷	(7,832)
Finance costs	融資成本	(290)
Unallocated head office and corporate expenses	未分配總部及企業開支	(6,246)
Consolidated loss before taxation	除稅前綜合虧損	(148)

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

### 4 OTHER REVENUE

		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
		\$'000	\$'000
		千港元	千港元
Bank interest income	銀行利息收入	329	8
Income from available- for-sale financial assets	可供出售金融資產之 收入	751	-
Others	其他	290	-
		<b>1,370</b>	<b>8</b>

### 4 其他收益

### 5 OTHER NET LOSS

		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
		\$'000	\$'000
		千港元	千港元
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	-	(90)

### 5 其他虧損淨額

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars)  
(以港元表示)

### 6 LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging:

### 6 除稅前虧損

除稅前虧損經扣除下列各項：

		Six months ended 30 September 截至九月三十日止六個月	
		2017 二零一七年 \$'000 千港元	2016 二零一六年 \$'000 千港元
<b>(a) Finance costs</b>	<b>(a) 融資成本</b>		
Interest expenses on loan from controlling shareholder	來自控股股東貸款之利息開支	290	-
<b>(b) Staff costs (including directors' (b) remuneration)</b>	<b>員工成本(包括董事薪酬)</b>		
Contributions to defined contribution retirement plan	界定供款退休計劃供款	5,746	352
Salaries, wages and other benefits	薪金、工資及其他福利	40,237	10,122
		<b>45,983</b>	<b>10,474</b>
<b>(c) Property rentals</b>	<b>(c) 物業租金</b>		
Operating lease charges: minimum lease payments – property rentals	經營租賃費用：最低租賃付款 – 物業租金	16,821	17,083
<b>(d) Other items</b>	<b>(d) 其他項目</b>		
Depreciation	折舊	4,694	5,956
Amortisation	攤銷	3,138	-
Cost of inventories sold	已售存貨成本	12,807	12,174
Impairment losses on property, plant and equipment	物業、廠房及設備減值虧損	-	5,130
Impairment losses on trade receivables	貿易應收款項減值虧損	579	-



# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

### 7 INCOME TAX

### 7 所得稅

		Six months ended 30 September 截至九月三十日止六個月	
		2017 二零一七年 \$'000 千港元	2016 二零一六年 \$'000 千港元
<b>Current tax – the PRC</b>	<b>即期稅項 – 中國</b>		
Provision for the period	期內撥備	3,591	-
<b>Deferred tax</b>	<b>遞延稅項</b>		
Origination and reversal of temporary differences	暫時性差額產生及撥回	(890)	1,909
		<b>2,701</b>	<b>1,909</b>

(a) No provision for Hong Kong Profits Tax has been made for the six months ended 30 September 2017 and 2016, as the subsidiaries of the Group either sustained a loss for taxation purpose or their unused tax losses were sufficient to cover their estimated assessable profits.

(a) 由於本集團的附屬公司就稅項目的而言錄得虧損，或擁有足夠的未動用稅項虧損以抵銷其估計應課稅溢利，故截至二零一七年及二零一六年九月三十日止六個月並未於綜合財務報表內就香港利得稅做出撥備。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

### 7 INCOME TAX (Continued)

- (b) According to the PRC Corporate Income Tax Law, the PRC's statutory income tax rate is 25%.

Among the branches of Ningbo AUX in the PRC, the Chengdu Branch was entitled to a preferential tax rate of 15% under the Enterprise Income Tax Preference Policies for the Western Development. The directors are of the view that it is highly probable that the Chengdu Branch will entitle the same preferential tax rate and 15% is adopted in estimating the tax provision for the six months ended 30 September 2017.

- (c) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in these jurisdictions.

### 7 所得稅(續)

- (b) 根據中國企業所得稅法，中國法定所得稅稅率為25%。

就寧波奧克斯於中國之分公司中，成都分公司根據西部大開發的企業所得稅優惠政策有權享有15%的優惠稅率。董事認為成都分公司很有可能將享有同樣優惠稅率並採用15%以預測截至二零一七年九月三十日止六個月之稅項撥備。

- (c) 根據開曼群島及英屬處女群島的規則及法規，本集團毋須於該等司法權區繳納任何所得稅。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

### 8 LOSS PER SHARE

#### (a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to ordinary equity shareholders of the Company of \$2,849,000 (six months ended 30 September 2016: \$12,326,000) and the weighted average of 334,656,000 (six months ended 30 September 2016: 314,984,000) ordinary shares in issue during the interim period.

#### (b) Diluted loss per share

The diluted loss per share is the same as basic loss per share as there were no dilutive potential ordinary shares in existence during the six months ended 30 September 2017 and 2016.

### 8 每股虧損

#### (a) 每股基本虧損

每股基本虧損乃基於本公司普通股權益股東應佔虧損2,849,000港元(截至二零一六年九月三十日止六個月：12,326,000港元)及中期期間內已發行普通股加權平均數334,656,000股(截至二零一六年九月三十日止六個月：314,984,000股)計算所得。

#### (b) 每股攤薄虧損

每股攤薄虧損與每股基本虧損相同，此乃由於截至二零一七年及二零一六年九月三十日止六個月概無潛在攤薄普通股。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

### 9 PROPERTY, PLANT AND EQUIPMENT

#### (a) Acquisitions

During the six months ended 30 September 2017, the Group's additions on property, plant and equipment amounted to \$3,108,000 (six months ended 30 September 2016: \$929,000), of which \$1,342,000 (six months ended 30 September 2016: \$Nil) were acquired through acquisition of a subsidiary (see note 15).

#### (b) Impairment losses

During the six months ended 30 September 2016, one of the clubs operated by the Group incurred a loss and management considered it was an indication that the related property, plant and equipment may be impaired. The management assessed the recoverable amount of the relevant property, plant and equipment and as a result the carrying amount of such assets was written down to their recoverable amount of \$Nil. Accordingly, impairment losses of \$5,130,000 were recognised in "impairment losses on property, plant and equipment" for the six months ended 30 September 2016. The estimates of recoverable amount were based on value-in-use calculations.

There were no impairment losses on property, plant and equipment for the six months ended 30 September 2017.

### 9 物業、廠房及設備

#### (a) 收購

截至二零一七年九月三十日止六個月，本集團添置物業、廠房及設備3,108,000元(截至二零一六年九月三十日止六個月：929,000元)，當中1,342,000元(截至二零一六年九月三十日止六個月：零元)乃透過收購一間附屬公司收購(見附註15)。

#### (b) 減值虧損

截至二零一六年九月三十日止六個月，本集團經營的一間會所產生虧損，管理層認為此為相關物業、廠房及設備可能出現減值的跡象。管理層已評估相關物業、廠房及設備的可收回金額，故此將該等資產的賬面值撇減至其可收回金額零港元。因此，截至二零一六年九月三十日止六個月，減值虧損5,130,000港元已於「物業、廠房及設備減值虧損」內確認。估計可收回金額乃根據使用價值計算。

截至二零一七年九月三十日止六個月，物業、廠房及設備並無錄得虧損。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

### 10 TRADE AND OTHER RECEIVABLES

### 10 貿易及其他應收款項

		At 30 September 2017 於二零一七年 九月三十日 \$'000 千港元	At 31 March 2017 於二零一七年 三月三十一日 \$'000 千港元
Trade receivables (Note)	貿易應收款項(附註)	37,586	609
Less: allowance for doubtful debts	減：呆賬撥備	(2,879)	-
		<b>34,707</b>	609
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	25,608	16,514
		<b>60,315</b>	17,123
Less: non-current prepayment	減：非即期預付款項	(46)	-
		<b>60,269</b>	17,123

Note:

At 30 September 2017, trade receivables of the Group included amounts due from related parties of \$9,140,000 (31 March 2017: \$Nil). The amounts represent property management fee receivables arisen in the ordinary course of business.

附註：

於二零一七年九月三十日，本集團之貿易應收款項包括應收一名關連方款項9,140,000元(二零一七年三月三十一日：零元)。該款項為於日常業務過程中產生之應收物業管理費。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

### 10 TRADE AND OTHER RECEIVABLES (Continued)

As of the end of the reporting period, the ageing analysis of trade receivables (which are included in trade and other receivables), based on the date of revenue recognition and net of allowance for doubtful debts, is as follows:

		At 30 September 2017 於二零一七年 九月三十日 \$'000 千港元	At 31 March 2017 於二零一七年 三月三十一日 \$'000 千港元
Within 1 year	一年內	30,049	609
Over 1 year but within 2 years	超過一年但於兩年內	3,651	-
Over 2 years but within 3 years	超過兩年但於三年內	804	-
Over 3 years	超過三年	203	-
		<b>34,707</b>	609

The amount of the Group's deposits, prepayments and other receivables expected to be recovered or recognised as expense after more than one year is \$13,560,000 (31 March 2017: \$12,341,000), which mainly represents rental deposits for clubs of the Group. All of the other trade and other receivables are expected to be recovered or recognised as expense within one year.

### 10 貿易及其他應收款項(續)

截至報告期末，計入貿易及其他應收款項的貿易應收款項按收益確認日期及扣除呆賬撥備後的賬齡分析如下：

預期於一年後收回或確認為開支的本集團按金、預付款項及其他應收款項金額為13,560,000港元(二零一七年三月三十一日：12,341,000港元)，其主要為本集團會所租賃按金。全部其他貿易及其他應收款項預計將於一年內收回或確認為開支。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

### 11 RESTRICTED BANK DEPOSITS AND PLEDGED BANK DEPOSITS

Restricted bank deposits represent the cash collected from property occupants/owners for the repair and maintenance fund maintained by Ningbo AUX.

Pledged bank deposits are pledged to secure banking services relating to credit card sale arrangement.

### 12 TRADE AND OTHER PAYABLES

As of the end of the reporting period, the ageing analysis of trade creditors (which are included in trade and other payables), based on the invoice date, is as follows:

### 11 受限制銀行存款及已抵押銀行存款

受限制銀行存款指從物業住戶／業主收取現金，作為寧波奧克斯存置之維修及保養基金。

已抵押銀行存款已被抵押，以獲得與信用卡銷售安排之銀行服務。

### 12 貿易及其他應付款項

截至報告期末，計入貿易及其他應付款項的貿易應付款項按發票日期的賬齡分析如下：

		At 30 September 2017 於二零一七年 九月三十日 \$'000 千港元	At 31 March 2017 於二零一七年 三月三十一日 \$'000 千港元
Trade creditors – within 1 year	貿易應付款項 – 一年內	12,928	3,960
Receipts in advance	預收款項	35,542	5,609
Deposits received from property occupants/owners	來自物業住戶／業主收取 按金	28,884	–
Receipts on behalf of residents	代表居民收款	7,784	–
Amounts due to related parties (Note)	應付關連方款項(附註)	3,294	–
Other payables and accrued charges	其他應付款項及應計費用	29,839	22,928
		118,271	32,497

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

### 12 TRADE AND OTHER PAYABLES (Continued)

Note:

The amounts are unsecured, interest-free and repayable within one year.

### 13 LOAN FROM CONTROLLING SHAREHOLDER

The loan is unsecured, interest-bearing at 2% per annum and repayable in August 2022.

### 14 CAPITAL, RESERVES AND DIVIDENDS

#### (a) Dividends payable to equity shareholders attributable to the interim period

The directors do not recommend the payment of an interim dividend for the six months ended 30 September 2017 and 2016.

### 12 貿易及其他應付款項 (續)

附註：

該款項為無抵押、免息及可於一年內償還。

### 13 來自控股股東貸款

該貸款為無抵押、按年利率 2% 計息並可於二零二二年八月內償還。

### 14 股本、儲備及股息

#### (a) 中期間應付權益股東股息

董事不建議就截至二零一七年及二零一六年九月三十日止六個月派付中期股息。



# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

### 14 CAPITAL, RESERVES AND DIVIDENDS (Continued)

#### (b) Share capital

### 14 股本、儲備及股息 (續)

#### (b) 股本

		At 30 September 2017 於二零一七年九月三十日		At 31 March 2017 於二零一七年三月三十一日	
		No. of shares 股份數目 '000 千	Amount 金額 \$'000 千港元	No. of shares 股份數目 '000 千	Amount 金額 \$'000 千港元
<b>Authorised:</b>	<b>法定：</b>				
Ordinary shares of \$0.01 each	每股面值0.01港元的普通股	10,000,000	100,000	10,000,000	100,000
<b>Ordinary shares, issued and fully paid:</b>	<b>普通股，已發行及繳足：</b>				
At 1 April 2017/ 1 April 2016	於二零一七年 四月一日/ 二零一六年 四月一日	314,984	3,150	314,984	3,150
Placing of new shares	配售新股份	60,000	600	-	-
At 30 September 2017/ 31 March 2017	於二零一七年 九月三十日/ 二零一七年三月 三十一日	374,984	3,750	314,984	3,150

On 2 August 2017, 60,000,000 new shares were issued to the places at the placing price of \$0.91 per share pursuant to the placing agreement dated 10 July 2017.

於二零一七年八月二日，根據日期為二零一七年七月十日之配售協議，已按每股股份0.91港元之配售價向承配人發行60,000,000股新股份。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

### 15 ACQUISITION OF SUBSIDIARY

In May 2017, Starry Chance Limited, a wholly owned subsidiary of the Company, acquired the entire equity interest of Ningbo AUX at a consideration of RMB\$153,000,000 (equivalent to \$179,691,000). The purchase consideration has been settled in cash.

The fair value of net identifiable assets acquired and the goodwill arising from the transaction are as follows:

### 15 收購附屬公司

於二零一七年五月，本公司全資附屬公司寶星有限公司以代價人民幣153,000,000元(相當於179,691,000港元)收購寧波奧克斯的全部股權。該購買代價已以現金結算。

已收購可識別資產淨值之公平值以及交易產生商譽載列如下：

		<b>Fair value at date of acquisition</b>
		於收購日期之 公平值
		\$'000
		千港元
Property, plant and equipment	物業、廠房及設備	1,342
Intangible asset	無形資產	76,339
Deferred tax assets	遞延稅項資產	876
Available-for-sale financial assets	可供出售的金融資產	105,700
Inventories	庫存	54
Trade and other receivables	貿易及其他應收款項	37,937
Restricted bank deposits	受限制銀行存款	1,741
Cash and cash equivalents	現金及現金等價物	2,552
Trade and other payables	貿易及其他應付款項	(80,517)
Current taxation	即期稅項	(4,451)
Deferred tax liabilities	遞延稅項負債	(19,085)
Net identifiable assets acquired	收購可識別資產淨值	122,488
Goodwill	商譽	57,203
		179,691

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

### 15 ACQUISITION OF SUBSIDIARY

(Continued)

Analysis of net cash outflow of cash and cash equivalents in respect of acquisition of Ningbo AUX:

		\$'000 千港元
Cash consideration	現金代價	(179,691)
Cash and cash equivalents acquired	收購現金及現金等價物	2,552
Net cash outflow	現金流出淨額	(177,139)

The intangible asset represents the property management contracts and customer relationships with a useful life of 10 years arising from the acquisition of Ningbo AUX. As at 30 September 2017, the carrying amount of the intangible asset amounted to \$73,227,000.

The above goodwill represents the excess of the fair value of purchase consideration over the net fair value of Ningbo AUX's identifiable assets and liabilities measured as at the acquisition date.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment.

### 15 收購附屬公司

(續)

就收購寧波奧克斯的現金及現金等價物現金流出淨額之分析：

		\$'000 千港元
Cash consideration	現金代價	(179,691)
Cash and cash equivalents acquired	收購現金及現金等價物	2,552
Net cash outflow	現金流出淨額	(177,139)

無形資產指收購寧波奧克斯產生之物業管理合同及客戶關係，其可使用年期為十年。於二零一七年九月三十日，無形資產賬面值為73,227,000港元。

上述商譽指於收購日期計算之購買代價之公平值超出寧波奧克斯之可識別資產及負債公平值淨值之金額。

商譽乃按成本減經累計減值虧損呈列。由業務合併產生之商譽獲分配至各個現金產生單位、或現金產生單位組別，其預期將由合併之協同效益獲益並每年就減值進行測試。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars)  
(以港元表示)

### 16 COMMITMENTS

- (a) Capital commitments outstanding at 30 September 2017 not provided for in the financial statements were as follows:

	At 30 September 2017 於二零一七年 九月三十日 \$'000 千港元	At 31 March 2017 於二零一七年 三月三十一日 \$'000 千港元
Contracted for	380	-

- (b) At 30 September 2017, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

	At 30 September 2017 於二零一七年 九月三十日 \$'000 千港元	At 31 March 2017 於二零一七年 三月三十一日 \$'000 千港元
Within 1 year	13,641	25,128
After 1 year but within 5 years	9,840	15,533
	<b>23,481</b>	<b>40,661</b>

The Group is the lessee in respect of a number of properties held under operating leases. The leases typically run for an initial period of one to eight years with an option to renew the lease. None of the leases includes contingent rentals.

### 16 承擔

- (a) 於二零一七年九月三十日未於財務報表進行撥備之未償還資本承擔如下：

- (b) 於二零一七年九月三十日，應付不可撤銷經營租賃項下之未來最低租賃付款總額如下：

本集團根據經營租約租賃多項物業。租約一般初步為期一至八年，可予續期。租約均不包括或然租金。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in Hong Kong dollars)

(以港元表示)

### 17 MATERIAL RELATED PARTY TRANSACTIONS

### 17 重大關連方交易

#### (a) Key management personnel remuneration

Remuneration for key management personnel, including amounts paid to the Company's directors, is as follows:

	Six months ended 30 September 截至九月三十日止六個月	
	2017 二零一七年 \$'000 千港元	2016 二零一六年 \$'000 千港元
Salaries and other short-term employee benefits 薪金及其他短期僱員福利	5,426	1,858
Retirement scheme contributions 退休計劃供款	84	37
	<b>5,510</b>	<b>1,895</b>

#### (a) 主要管理層人員薪酬

主要管理層人員的薪酬(包括支付予本公司董事的款項)如下:

#### (b) Transactions with other related party

During the six months ended 30 September 2017, the Group entered into the following material related party transactions:

	Six months ended 30 September 截至九月三十日止六個月	
	2017 二零一七年 \$'000 千港元	2016 二零一六年 \$'000 千港元
Property management services income from related parties 來自關連方之物業管理服務收入	14,842	-

#### (b) 與其他關連方進行之交易

截至二零一七年九月三十日止六個月，本集團訂立以下重大關連交易：

The logo for AUX International Holdings Limited, featuring the letters 'AUX' in a bold, blue, sans-serif font. The background of the entire page is light gray with several glowing white curved lines that sweep across the frame from top-left to bottom-right.

AUX INTERNATIONAL HOLDINGS LIMITED

奧克斯國際控股有限公司

[WWW.AUXINT.COM](http://WWW.AUXINT.COM)