



QPL International Holdings Limited

(Stock Code 股份代號 : 00243)

INTERIM REPORT 2017/2018 中期報告



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CORPORATE INFORMATION

集團資料

DIRECTORS

EXECUTIVE DIRECTORS

Li Tung Lok (*Executive Chairman and Chief Executive*)
Phen Hoi Ping Patrick
Wong Ka Lok Andrew
Tung Siu Ching

NON-EXECUTIVE DIRECTOR

Wong Wai Man (resigned on 30 June 2017)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Chung Hoi Yan
Chu Chun On Franco
Yau Chi Hang

COMPANY SECRETARY

Chung Yuk Lun

AUDITOR

HLB Hodgson Impey Cheng Limited
31/F Gloucester Tower
The Landmark
11 Pedder Street
Central, Hong Kong

LEGAL ADVISOR

BERMUDA

Appleby
2206-19 Jardine House
1 Connaught Place
Central, Hong Kong

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
China Construction Bank (Asia) Corporation Limited

REGISTERED OFFICE

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

8th Floor, Hale Weal Industrial Building
22-28 Tai Chung Road
Tsuen Wan, New Territories
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Estera Management (Bermuda) Limited
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

STOCK CODE

243

COMPANY WEBSITE

<http://www.qpl.com>

董事

執行董事

李同樂 (執行主席兼行政總裁)
彭海平
黃家樂
董小靜

非執行董事

黃偉文 (於二零一七年六月三十日辭任)

獨立非執行董事

鍾凱恩
朱峻頌
邱志行

公司秘書

鐘育麟

核數師

國衛會計師事務所有限公司
香港中環
畢打街11號
置地廣場
告羅士打大廈31樓

法律顧問

百慕達

毅柏律師事務所
香港中環
康樂廣場1號
怡和大廈2206-19室

主要往來銀行

香港上海滙豐銀行有限公司
中國建設銀行(亞洲)股份有限公司

註冊辦事處

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

總辦事處及香港主要營業地點

香港
新界荃灣
大涌道22-28號
合福工業大廈8樓

股份過戶登記總處

Estera Management (Bermuda) Limited
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

股份過戶登記香港分處

卓佳標準有限公司
香港
皇后大道東183號
合和中心22樓

股份代號

243

公司網址

<http://www.qpl.com>

CHAIRMAN'S STATEMENT

主席報告

The Board of Directors (the "Board" or "Directors") of QPL International Holdings Limited (the "Company") announced the unaudited consolidated interim results of the Company and its subsidiaries (collectively the "Group") for the six months ended 31 October 2017 (the "Period"). The interim financial results and report have not been audited, but have been reviewed by the audit committee of the Company.

FINANCIAL RESULTS

The Group reported a turnover of HK\$151.25 million for the Period, representing a slightly increase of 0.4% as compared with HK\$150.67 million for the same period last year. The Group's consolidated loss for the Period amounted to HK\$208.06 million, as compared with a profit of HK\$5.58 million for the corresponding period in 2016. Loss per share for the Period was HK9.22 cents (2016: earnings per share of HK0.25 cents).

DIVIDEND

The Directors do not recommend the payment of an interim dividend for the Period (2016: HK\$nil).

BUSINESS REVIEW

The Group faced many challenges in the tough business environment for the Period. However, thanks to the dedicated efforts of its staff, the Group recorded a slightly increase in turnover of 0.4% to HK\$151.25 million (2016: HK\$150.67 million) during the Period.

During the Period, staff costs increased to HK\$49.97 million (2016: HK\$42.92 million), representing 33.0% (2016: 28.5%) of the Group's turnover. The Group will continue to implement policies to mitigate the increasing labour costs.

During the Period, other expenses increased to HK\$58.44 million (2016: HK\$40.58 million), representing 38.6% (2016: 26.9%) of the Group's turnover. The increase was mainly attributed by the non-cash expense of the equity-settled share-based payment of HK\$19.04 million (2016: HK\$nil). The Group will continue to tighten its expenditure in its efforts to minimize the impact of increasing factory operating costs.

The financial results of the Group were affected by net fair value loss on financial asset at fair value through profit or loss ("FVTPL") of approximately HK\$188.23 million (2016: net fair value gain of HK\$5.53 million) during the Period. The net fair value loss on financial asset at FVTPL mainly comprised of the fair value loss on investment in (i) listed equity securities of GreaterChina Professional Services Limited ("GPS") (approximately HK\$58.53 million), Luen Wong Group Holdings Limited ("LW") (approximately HK\$32.13 million), Major Holdings Limited ("MH") (approximately HK\$19.84 million), China Jicheng Holdings Limited ("CJ") (approximately HK\$11.91 million), and China Investment and Finance Group Limited ("CIF") (approximately HK\$9.03 million) and (ii) unlisted equity securities of Henghua Global New Opportunity Fund SP (the "Fund") (approximately HK\$25.75 million). Details of the financial asset at FVTPL are disclosed in the "Significant Investments" section of this report.

QPL International Holdings Limited (「本公司」) 董事會 (「董事會」或「董事」) 公佈本公司及其附屬公司 (統稱「本集團」) 截至二零一七年十月三十一日止六個月 (「本期間」) 之未經審核綜合中期業績。中期財務業績及報告未經審核，惟已由本公司審核委員會審閱。

財務業績

於本期間，本集團錄得營業額151,250,000港元，較去年同期之150,670,000港元輕微增加0.4%。本集團於本期間之綜合虧損為208,060,000港元，而二零一六年同期錄得溢利5,580,000港元。本期間之每股虧損為9.22港仙 (二零一六年：每股盈利0.25港仙)。

股息

董事不建議派付本期間之中期股息 (二零一六年：零港元)。

業務回顧

本集團於本期間面對嚴峻營商環境內的眾多挑戰。然而，全賴員工全力以赴，本集團於本期間之營業額輕微增加0.4%至151,250,000港元 (二零一六年：150,670,000港元)。

於本期間，員工成本增加至49,970,000港元 (二零一六年：42,920,000港元)，佔本集團營業額之33.0% (二零一六年：28.5%)。本集團將繼續實行措施以消弭勞工成本上漲之影響。

於本期間，其他開支增加至58,440,000港元 (二零一六年：40,580,000港元)，佔本集團營業額之38.6% (二零一六年：26.9%)。增加乃主要由於股本結算以股份為基礎付款的非現金開支19,040,000港元 (二零一六年：零港元)。本集團將繼續擰節開支，務求將工廠經營成本持續上升之影響減至最低。

按公允值計入損益 (「按公允值計入損益」) 之金融資產於本期間錄得公允值虧損淨額約188,230,000港元 (二零一六年：公允值收益淨額5,530,000港元)，本集團之財務業績因此受到影響。按公允值計入損益之金融資產公允值虧損淨額主要包括(i)投資於漢華專業服務有限公司 (「漢華專業服務」)、聯旺集團控股有限公司 (「聯旺」)、美捷滙控股有限公司 (「美捷滙控股」)、中國集成控股有限公司 (「中國集成」) 及中國投融資集團有限公司 (「中國投融資」) 上市股本證券之公允值虧損分別約為58,530,000港元、32,130,000港元、19,840,000港元、11,910,000港元及9,030,000港元；及(ii)投資於Henghua Global New Opportunity Fund SP (「基金」) 之非上市股本證券之公允值虧損約25,750,000港元。有關按公允值計入損益之金融資產詳情於本報告「重要投資」一節披露。

CHAIRMAN'S STATEMENT

主席報告

LIQUIDITY AND FINANCIAL RESOURCES

The Group's cash and bank balances amounted to HK\$166.61 million as at 31 October 2017 (30 April 2017: HK\$322.76 million). To finance its working capital, the Group has incurred total outstanding debts of HK\$1.87 million as at 31 October 2017 (30 April 2017: HK\$34.69 million), which comprised HK\$1.21 million (30 April 2017: HK\$1.46 million) of obligations under finance leases, HK\$nil (30 April 2017: HK\$33.16 million) of collateralized bank borrowings and a HK\$0.66 million (30 April 2017: HK\$75,000) loan from a director. In terms of interest costs, HK\$1.21 million (30 April 2017: HK\$34.62 million) was interest bearing and HK\$0.66 million (30 April 2017: HK\$75,000) was interest free.

The gearing ratio was 0.4% as at 31 October 2017 (30 April 2017: 5.0%).

FOREIGN EXCHANGE RISK MANAGEMENT

The Group mainly operates in the PRC and Hong Kong and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to RMB and United States dollars. The fluctuations in currency exchange rates for the Period did not adversely affect the Group's operations or liquidity. During the Period, the Group has not entered into any hedging arrangements. However the management will continue to monitor closely its foreign currency exposure and requirements and to arrange for hedging facilities when necessary.

EQUITY PRICE RISK EXPOSURE

The Group is exposed to equity price risk through its investments in listed securities. Although, the Group currently does not maintain any hedging policy to hedge against the equity price risk, the management team manages this exposure by monitoring the price movements and the changes in market conditions that may affect the value of the investments and will consider taking appropriate actions to minimize the risk.

CAPITAL EXPENDITURE

During the Period, the Group invested HK\$135.07 million (30 April 2017: HK\$12.31 million) in acquiring property, plant and equipment. This capital expenditure was financed mainly from internal financial resources.

PLEDGE OF ASSETS

As at 31 October 2017, the Group did not pledge any assets. As at 30 April 2017, trade receivables with a carrying amount of approximately HK\$41.60 million was pledged to secure bank borrowings granted to the Group. Motor vehicles with a carrying amount of approximately HK\$1.40 million (30 April 2017: HK\$1.62 million) were assets held under finance leases.

流動資金及財務資源

於二零一七年十月三十一日，本集團之現金及銀行結餘為166,610,000港元（二零一七年四月三十日：322,760,000港元）。為撥付營運資金，本集團於二零一七年十月三十一日錄得之未償還債項總額為1,870,000港元（二零一七年四月三十日：34,690,000港元），包括融資租賃承擔1,210,000港元（二零一七年四月三十日：1,460,000港元）、有抵押銀行借貸零港元（二零一七年四月三十日：33,160,000港元）及一名董事貸款660,000港元（二零一七年四月三十日：75,000港元）。利息成本方面，此等款項中的1,210,000港元（二零一七年四月三十日：34,620,000港元）為計息，另外660,000港元（二零一七年四月三十日：75,000港元）為免息。

於二零一七年十月三十一日，資本負債比率為0.4%（二零一七年四月三十日：5.0%）。

外匯風險管理

本集團主要在中國及香港經營，並承擔因多類貨幣風險產生的外匯風險，主要與人民幣及美元有關。本期間內的匯率波動對本集團之營運或流動資金水平並無不利影響。於本期間內，本集團並無訂立任何對沖安排。然而，管理層將繼續密切監察其外幣風險及需要，並會在必要時作出對沖安排。

股本價格風險

本集團因其於上市證券之投資而面臨股本價格風險。儘管本集團目前並無設有任何對沖政策以對沖股本價格風險，管理層團隊透過監督可能影響有關投資價值的價格變動及市況變化，管理該風險並考慮採取適當措施降低風險。

資本開支

於本期間，本集團投資135,070,000港元（二零一七年四月三十日：12,310,000港元）添置物業、機器及設備。有關資本開支主要由內部財務資源撥付。

資產抵押

於二零一七年十月三十一日，本集團並無抵押任何資產。於二零一七年四月三十日，賬面值約41,600,000港元之貿易應收款項已予以抵押，以取得授予本集團的銀行借貸。賬面值約1,400,000港元（二零一七年四月三十日：1,620,000港元）之汽車為根據融資租賃持有之資產。

CHAIRMAN'S STATEMENT

主席報告

EMPLOYEES AND EMOLUMENT POLICY

As at 31 October 2017, the total number of employees of the Group was approximately 1,100 (30 April 2017: 1,130). The Group maintains its emolument policy to ensure that employee remuneration is commensurate with job nature, qualifications and experience. The Group continues to offer competitive remuneration packages, share options and other benefits to eligible staff, based on the performance of the Group and of individual employees.

SIGNIFICANT INVESTMENTS

Since there was no financial asset at FVTPL and other investments held by the Group valued more than 5% of the total assets of the Group as at 31 October 2017, there were no significant investments held by the Group. Details of the financial asset at FVTPL held by the Group were as follows:

僱員及酬金政策

於二零一七年十月三十一日，本集團之僱員總數約為1,100人（二零一七年四月三十日：1,130人）。本集團繼續奉行其酬金政策，確保僱員薪酬與工作性質、資歷及經驗相稱。本集團繼續按照本集團及個別僱員之表現向合資格員工提供具競爭力之薪酬待遇、購股權及其他福利。

重要投資

由於本集團於二零一七年十月三十一日概無持有佔本集團總資產超過5%之按公允值計入損益之金融資產及其他投資，故本集團並無持有重大投資。有關本集團所持有之按公允值計入損益之金融資產如下：

Financial asset at FVTPL 按公允值計入損益之金融資產

| | | As at 31 October 2017 於二零一七年十月三十一日 | | As at 30 April 2017 於二零一七年四月三十日 | |
|--|-----------------------|---------------------------------------|---|--------------------------------------|---|
| | | Fair value 公允值 HK\$'000 千港元 | Approximately percentage to the total asset 佔總資產之 概約百分比 | Fair value 公允值 HK\$'000 千港元 | Approximately percentage to the total asset 佔總資產之 概約百分比 |
| Listed equity securities | 上市股本證券 | | | | |
| GPS | 漢華專業服務 | 1,781 | 0.3% | 64,900 | 8.3% |
| LW | 聯旺 | - | - | 42,705 | 5.4% |
| MH | 美捷滙控股 | - | - | 23,800 | 3.0% |
| CJ | 中國集成 | - | - | 13,903 | 1.8% |
| CIF | 中國投融資 | 3,697 | 0.6% | 12,723 | 1.6% |
| Unlisted equity securities | 非上市股本證券 | | | | |
| The Fund | 基金 | 4,616 | 0.8% | 30,366 | 3.8% |
| Sub-total | 小計 | 10,094 | 1.7% | 188,397 | 23.9% |
| Other listed equity securities (note 1) | 其他上市股本證券 (附註1) | 33,138 | 5.8% | 59,511 | 7.6% |
| Total | 總計 | 43,232 | 7.5% | 247,908 | 31.5% |

Note:

1. As at 31 October 2017, other listed equity securities comprised 8 listed equity securities and none of them was more than 2% of the total assets of the Group.

附註：

1. 於二零一七年十月三十一日，其他上市股本證券包括8只上市股本證券，且彼等概無超過本集團總資產2%。

CHAIRMAN'S STATEMENT

主席報告

GPS, LW, MH, CJ and CIF are listed on the Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The major activities of GPS are provision of asset advisory services and asset appraisal; corporate services and consultancy; media advertising; and financial services. The major activities of LW are provision of civil engineering works and investment holding. The major activities of MH are the sale and distribution of premium wine and spirits products and wine accessory products in Hong Kong. The major activities of CJ are manufacturing and sale of POE umbrellas, nylon umbrellas and umbrella parts such as plastic cloth and shaft. The major activities of CIF are securities trading and investment holding. The Fund is managed by Henghua Global Fund SPC, an exempted company incorporated with limited liability under the laws of the Cayman Islands. The investment objective of the Fund is to generate income and/or achieve capital appreciation through investing in a variety of the investments.

The Directors considered that the future prospects of the financial assets at FVTPL held by the Group may be affected by external market conditions, and the Directors will continue to monitor and assess the Group's investment.

CASH COMPANY CONCERN AND ACQUISITION OF PROPERTIES

The Company raised net proceeds of approximately HK\$636.83 million (the "Total Proceeds") by way of an open offer and placing of new shares on 6 April 2016 and 7 April 2016 (the "Fundraising"). The Company originally intended to apply the Total Proceeds for expanding the principal business of the Company by acquisition of land for the construction of a new factory, purchase of new machinery for the new factory and construction of a new factory (the "Initial Expansion Plan").

The Board subsequently terminated the Initial Expansion Plan and changed the use of the Total Proceeds to as to i) approximately HK\$226.83 million for acquisition of Hong Kong listed equities and subscription of an investment fund (the "Securities Investment"), ii) approximately HK\$200 million for making loan facility to a licensed money lender to earn interest income to the Company ("Provision of Loan Facility"), and, as to iii) approximately HK\$210 million for expanding its manufacture and sale of integrated circuit lead-frames, heatsinks, stiffeners and related products, and/or for general working capital, and/or for future possible investment opportunities in relation to the principal business of the Company.

漢華專業服務、聯旺、美捷滙控股、中國集成及中國投融資均於香港聯合交易所有限公司（「聯交所」）上市。漢華專業服務之主要業務為提供資產顧問服務及資產評估；企業服務及諮詢；媒體廣告；及金融服務。聯旺之主要業務為提供土木工程及投資控股。美捷滙控股的主要業務為在香港銷售及分銷優質葡萄酒及烈酒產品以及葡萄酒配套產品。中國集成的主要業務為製造及銷售POE雨傘、尼龍雨傘以及塑料布及中棒等雨傘零部件。中國投融資的主要業務為證券買賣以及投資控股。基金由Henghua Global Fund SPC（根據開曼群島法例註冊成立的獲豁免有限公司）管理，其投資目的為透過各類投資創造收入及／或實現資本增值。

董事認為，本集團所持有按公允值計入損益之金融資產之未來前景或會受到外界市況所影響，而董事將繼續監察及評估本集團之投資。

現金資產公司事宜及購置物業

本公司透過於二零一六年四月六日進行公開發售及於二零一六年四月七日配售新股份，募集到所得款項淨額（「合計所得款項」）約636,830,000港元（「募款」）。本公司原計劃透過收購土地以建造新工廠、為新工廠購買新機器及建造新工廠將合計所得款項應用於擴展本公司主要業務（「初步擴展計劃」）。

董事會隨後終止初步擴展計劃，並將合計所得款項的用途變更為 i) 約226,830,000港元用作收購香港上市股票及認購投資基金（「證券投資」），ii) 約200,000,000港元用於向持牌放債人作出貸款融資，以為本公司賺取利息收入（「提供貸款融資」），及 iii) 約210,000,000港元用於擴大其製造及銷售集成電路引線框、散熱器、加強桿及相關產品以及／或用作一般營運資金及／或用於有關本公司主要業務未來可能出現的投資機會。

CHAIRMAN'S STATEMENT

主席報告

On 12 May 2017, the Company received a letter from the Stock Exchange that it appears to the Stock Exchange that: i) the scale of the Fundraising was large and had a material dilution impact to the then shareholders; ii) the Company's assets have been consisted substantially of cash and cash equivalent since after the Fundraising; iii) both the Securities Investment and the Provision of Loan Facility (the "New Businesses") is/would be greenfield operations of new business of the Company; and iv) it is likely that the New Businesses would be larger than the Company's existing manufacturing business. The Stock Exchange was minded to determine the Company had become a cash company and trading in its securities would be suspended under Rule 14.82 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

It is the Company's intention to take appropriate actions to warrant its listing status. On 19 May 2017, the Company terminated the Provision of Loan Facility and proposed to make a distribution of approximately HK\$300 million to the shareholders of the Company (the "Distribution") as a reward for their continuing support, and undertook various actions to develop its existing manufacturing business of approximately HK\$272 million (the "Immediate Expansion Plans"). The Distribution and the Immediate Expansion Plans could be funded through the cash available after the termination of the Provision of Loan Facility and by liquidating the Securities Investments, if necessary. The Company expected upon the implementation of the above plans should eliminate the Stock Exchange's concern that the Company would become a cash company.

The Distribution was conditional upon, inter alia, the passing of a special resolution by the shareholders of the Company to approve the reduction of share premium at the special general meeting held on 14 July 2017. Since the special resolution to approve the reduction of share premium was not passed and the condition of the Distribution was not fulfilled, no Distribution was made accordingly.

On 15 July 2017, the Company resolved to change approximately HK\$120 million from the proceed of the Distribution for the acquisition of two properties (the "Properties") for the reasons of coping with its future expansion of the Group's business and also resolving the cash company issue. The Properties are situated in an office building in Hong Kong's prime commercial district and currently leased out until April 2018. The Properties are intended to be used by the Group for the purpose of office premises after the expiry of the existing tenancy agreements.

於二零一七年五月十二日，本公司自聯交所收到一封函件，函件說明聯交所認為：i) 募款規模大，對當時股東有重大攤薄影響；ii) 籌款後，本公司的大部分資產為現金及等同現金項目；iii) 證券投資及提供貸款融資（「新業務」）為／將為本公司新業務的全新經營；及iv) 新業務很可能將大於本公司的現有製造業務。聯交所獲提醒釐定本公司為一間現金資產公司，且根據聯交所證券上市規則（「上市規則」）第14.82條，終止其證券買賣。

本公司擬採取適宜行動以保證其上市狀態。於二零一七年五月十九日，本公司終止提供貸款融資，並建議向本公司股東作出分派約300,000,000港元（「分派」）以作為其持續支持的回報，並撥款約272,000,000港元以採取各種措施開發其現有製造業務（「直接擴展計劃」）。分派及直接擴展計劃可透過終止提供貸款融資後之可用現金及透過清算證券投資（如有必要）來籌備資金。本公司預期在實施上述計劃後能消除聯交所對本公司將成為現金資產公司之擔憂。

分派須待（其中包括）本公司股東於二零一七年七月十四日召開的股東特別大會上通過批准削減股份溢價的特別決議案後方可實施。由於批准削減股份溢價的特別決議案未獲通過及分派條件尚未達成，因此分派並無付諸實施。

於二零一七年七月十五日，本公司決定將分派所得款項約120,000,000港元用以收購兩處物業（「物業」），以此配合本集團未來業務擴張及亦可解決現金資產公司之事宜。該等物業位於香港主要商業區一幢辦公樓宇內，現已租出，租期至二零一八年四月止。於現有租賃協議屆滿後，本集團擬將該等物業用作辦公處所。

CHAIRMAN'S STATEMENT

主席報告

PROSPECTS

The Group will continuously strengthen its engineering and production departments in order to maintain its competitive edges of short lead times and high production planning flexibility. These competitive edges will enable the Group to serve its customers better and may eventually expand the Group's market share.

In order to improve the Group's operational performance, the Group will continue to implement plans to increase its production efficiency and capacity. The Group will keep deploying resources to upgrade and restructure existing plant and machinery to improve the Group's competitiveness and fulfill different production requirements.

In addition, the Group will continue to explore other business opportunities with a view to expanding its principal manufacturing business and generating improved returns to our shareholders.

By Order of the Board

Li Tung Lok

Executive Chairman and Chief Executive

Hong Kong, 21 December 2017

前景

本集團將繼續加強其技術及生產部門以保持其能夠在短時間內交貨及擁有高生產規劃彈性的競爭優勢。本集團將可憑藉這些競爭優勢為客戶提供更佳服務，最終或可藉此擴大本集團之市場佔有率。

為提升本集團之營運表現，本集團將繼續推行提升生產效率及產能的計劃。本集團將繼續調撥資源升級和改造現有機器及機械，從而提升本集團的競爭力及滿足不同的生產規定。

此外，本集團將繼續發掘可擴展其主要製造業務，並帶來更佳回報及提升股東價值的其他商機。

承董事會命

執行主席兼行政總裁

李同樂

香港，二零一七年十二月二十一日

INFORMATION PROVIDED IN ACCORDANCE WITH THE LISTING RULES 根據上市規則提供之資料

DIRECTORS

The Directors during the Period and up to the date of this report were:

EXECUTIVE DIRECTORS

Mr. Li Tung Lok (*Executive Chairman and Chief Executive*)
Mr. Phen Hoi Ping Patrick
Mr. Wong Ka Lok Andrew
Ms. Tung Siu Ching

NON-EXECUTIVE DIRECTOR

Mr. Wong Wai Man (resigned on 30 June 2017)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Chung Hoi Yan
Mr. Chu Chun On Franco
Mr. Yau Chi Hang

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Board has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 of the Listing Rules for dealings in the securities of the Company by the Directors. All Directors have confirmed, following specific enquiry by the Company, that they have fully complied with the required standard set out in the Model Code and its code of conduct regarding directors’ securities transactions throughout the Period.

DIRECTORS’ AND CHIEF EXECUTIVE’S INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 October 2017, the interests and short positions of the Directors, chief executive and their associates in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

董事

於本期間及截至本報告日期之董事如下：

執行董事

李同樂先生 (*執行主席兼行政總裁*)
彭海平先生
黃家樂先生
董小靜女士

非執行董事

黃偉文先生 (於二零一七年六月三十日辭任)

獨立非執行董事

鍾凱恩女士
朱峻頌先生
邱志行先生

董事進行證券交易之標準守則

董事會已採納上市規則附錄10所載之上市發行人董事進行證券交易的標準守則(「標準守則」)，作為董事買賣本公司證券之守則。經本公司作出具體查詢後，全體董事均已確認，彼等於本期間內一直全面遵守標準守則所載之規定準則及有關董事進行證券交易之行為守則。

董事及主要行政人員於股份及相關股份之權益

於二零一七年十月三十一日，根據本公司按照證券及期貨條例(「證券及期貨條例」)第352條存置之登記冊所記錄，或根據標準守則而已知會本公司及聯交所之董事、主要行政人員及彼等之聯繫人士於本公司及其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債權證中之權益及淡倉如下：

INFORMATION PROVIDED IN ACCORDANCE WITH THE LISTING RULES 根據上市規則提供之資料

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES AND UNDERLYING SHARES (continued) LONG POSITION IN SHARES AND UNDERLYING SHARES OF THE COMPANY

董事及主要行政人員於股份及相關股 份之權益 (續)

於本公司股份及相關股份之好倉

| Name of Director 董事姓名 | Personal interests 個人權益 | Family interests 家屬權益 | Corporate interests 公司權益 | Total 總計 | Percentage of the issued share capital of the Company 佔本公司 已發行股本之 百分比 |
|--|-------------------------------|-------------------------------|---------------------------------|-------------|---|
| Mr. Li Tung Lok – Ordinary shares in issue 李同樂先生 – 已發行普通股 | 63,515,530 | 900,000 (Note a) (附註 a) | 4,647,736 (Note b) (附註 b) | 69,063,266 | |
| – Unlisted share options – 非上市購股權 | 16,500,000 | – | – | 16,500,000 | |
| | 80,015,530 | 900,000 | 4,647,736 | 85,563,266 | 3.79% |
| Mr. Phen Hoi Ping Patrick – Unlisted share options 彭海平先生 – 非上市購股權 | 5,000,000 | – | – | 5,000,000 | 0.22% |

Notes:

- a. The family interests of 900,000 shares represent the interest of the wife of Mr. Li Tung Lok.
- b. Mr. Li Tung Lok wholly owns Solar Forward Company Limited, which owns 4,647,736 shares of the Company.

附註：

- a. 家屬權益之900,000股股份乃李同樂先生之妻子之權益。
- b. 李同樂先生全資擁有朗通有限公司，該公司擁有4,647,736股本公司股份。

Save as disclosed above, as at 31 October 2017, none of the Directors nor 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 and its associated corporations.

除上文所披露者外，於二零一七年十月三十一日，概無本公司董事或主要行政人員於本公司及其相聯法團之股份、相關股份或債權證中擁有或被視為擁有任何權益或淡倉。

INFORMATION PROVIDED IN ACCORDANCE WITH THE LISTING RULES 根據上市規則提供之資料

SHARE OPTION SCHEME

The share option scheme of the Company (the “Scheme”) was adopted pursuant to an ordinary resolution passed on 15 September 2015 (the “Adoption Date”), which has a terms of 10 years commencing on the Adoption Date. The purpose of the Scheme is to enable the Group to grant share options to employees, the Directors and other selected participants as incentives or rewards for their contribution to the Group.

A share option granted by the Company is exercisable at any time during a period to be determined and notified by the Directors to each grantee, which period may commence from the date on which the offer for the grant of share options is made, but shall end in any event not later than 10 years from the date of grant of the option subject to the provisions for early termination thereof. The option acceptance date should not be later than 28 days after the date of offer. The exercise price (subject to adjustment as provided therein) of the option under the Scheme shall be determined by the Board, but shall not be less than the highest of (i) the closing price of the shares as stated in the Stock Exchange’s daily quotations sheet on the date of offer for the grant, which must be a business day; (ii) the average closing price of shares as stated in the Stock Exchange’s daily quotations sheet for the five business days immediately preceding the date of offer for the grant; and (iii) the nominal value of a share.

The maximum number of shares in respect of which share options may be granted under the Scheme shall not exceed such number of shares as required under the Listing Rules, being 10% of the shares in issue as Adoption Date, excluding the shares which would have been issuable pursuant to the share options which have lapsed pursuant to the Scheme.

As at 31 October 2017, an aggregate of 248,330,000 share options granted under the Scheme remained outstanding, representing 11% of the issued share capital of the Company. However, the total maximum number of shares which may be issued upon exercise of all outstanding share options must not exceed 30% of the issued share capital of the Company from time to time. The number of shares in respect of which options may be granted to any one grantee in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue in such 12-month period up to and including the proposed date of grant, without prior approval from the Company’s shareholders.

購股權計劃

根據於二零一五年九月十五日（「採納日期」）通過之普通決議案，本公司採納購股權計劃（「計劃」），自採納日期起計十年內有效。計劃旨在讓本集團可向僱員、董事及其他獲選定參與者授出購股權作為彼等對本集團作出貢獻之獎賞或獎勵。

本公司授出之購股權可於董事釐定並知會各獲授人之期間內隨時行使，該期間可自授出購股權要約當日開始，惟無論如何不可遲於授出購股權當日起計十年結束，並須受提前終止條文所規限。購股權接納日期不應遲於要約日期後28日。計劃項下購股權之行使價（或會根據該計劃之規定作出調整）應由董事會釐定，但不可低於以下的最高者(i)於授出要約日期（須為營業日）聯交所每日報價表所列每股收市價；(ii)緊接授出要約日期前五個營業日聯交所每日報價表所列每股平均收市價；及(iii)股份面值。

根據計劃可能授出之購股權所涉及股份最高數目不得超逾上市規則規定之有關股份數目，即採納日期之已發行股份之10%，而根據計劃已失效之購股權所涉及之原可發行股份乃不計算在內。

於二零一七年十月三十一日，根據計劃授出之合共248,330,000份購股權為仍未行使，相當於本公司已發行股本之11%。然而，因所有未行使購股權獲行使而可能發行之股份最高總數，不得超逾本公司不時已發行股本之30%。未經本公司股東事先批准，於任何12個月期間內可能向任何個別承授人授出購股權涉及之股份數目，不得超逾本公司於截至建議授出日期止（包括該日）之該12個月期間內已發行股份之1%。

INFORMATION PROVIDED IN ACCORDANCE WITH THE LISTING RULES 根據上市規則提供之資料

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the share option scheme of the Company, at no time during the Period was the Company or any of its subsidiaries a party to any arrangements to enable the Directors or chief executive of the Company, their spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares or underlying shares in, or debentures of, the Company or any other body corporate, and none of them had any right to subscribe for the securities of the Company or its associated corporations, or had exercised any such right during the Period.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARE

As at 31 October 2017, to the best knowledge of the Board, the following persons were substantial shareholders of the Company and had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

| Name of shareholder 股東名稱 | Capacity 身份 | Number of issued ordinary shares held 所持已發行 普通股數目 | Percentage of the issued share capital of the Company 佔本公司 已發行股本之 百分比 |
|-----------------------------|----------------|---|---|
| 中歐盛世資產管理(上海)有限公司 | Trustee 受託人 | 181,200,000 | 8.03% |

Save as disclosed above, the Company has not been notified of any other interest or short positions in the shares or underlying shares of the Company as at 31 October 2017.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

購買股份或債權證之安排

除本公司之購股權計劃外，本公司或其任何附屬公司於本期間內任何時間均無參與任何安排，使本公司董事或主要行政人員、彼等之配偶或18歲以下之子女可藉購入本公司或任何其他法人團體之股份或相關股份或債權證而獲益，而彼等於本期間內並無擁有亦無行使任何可認購本公司或其相聯法團證券之權利。

主要股東於股份及相關股份之權益

於二零一七年十月三十一日，就董事會所知，下列人士為本公司之主要股東，並於本公司股份及相關股份中擁有已載入根據證券及期貨條例第336條須存置之登記冊內之權益或淡倉：

除上文披露者外，本公司並無獲知會於二零一七年十月三十一日之本公司股份或相關股份中的任何其他權益或淡倉。

購買、出售或贖回上市證券

於本期間，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。

INFORMATION PROVIDED IN ACCORDANCE WITH THE LISTING RULES 根據上市規則提供之資料

AUDIT COMMITTEE

The audit committee of the Company (the “Audit Committee”) comprises three independent non-executive Directors, has reviewed the accounting principles and practices adopted by the Company and has discussed auditing, internal control and financial reporting matters. The Audit Committee has reviewed the Group’s unaudited condensed consolidated financial statements for the six months ended 31 October 2017.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to building and maintaining best practice standards of corporate governance. The corporate governance principles of the Company emphasize a quality Board, effective internal controls, stringent disclosure practices and transparency, independence and accountability to all shareholders of the Company.

The Company has adopted its own Code on Corporate Governance Practices (the “QPL Code”) incorporating the principles and code provisions set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Listing Rules. A copy of the QPL Code is posted on the Company’s website (www.qpl.com).

For the Period, the Company has applied the principles and complied with all the code provisions set out in the CG Code except for the deviations explained in the relevant paragraphs below. Nevertheless, such deviations are considered by the Board to be immaterial given the size, nature and circumstances of the Company.

審核委員會

由三名獨立非執行董事組成之本公司審核委員會（「審核委員會」）已審閱本公司採納之會計原則及常規，並討論有關審核、內部監控及財務申報事宜。審核委員會已審閱本集團截至二零一七年十月三十一日止六個月之未經審核簡明綜合財務報表。

企業管治常規

本公司致力建立及恪守最佳企業管治常規標準。本公司之企業管治原則強調董事會之質素、有效之內部監控、嚴格之披露常規，以及對本公司全體股東開誠布公、獨立及問責。

本公司已採納本身之企業管治常規守則（「QPL守則」），其涵蓋上市規則附錄14所載之企業管治守則（「企業管治守則」）所載原則及守則條文。QPL守則於本公司網站(www.qpl.com)登載。

於本期間，除於下文相關段落闡述之偏離情況外，本公司一直應用企業管治守則所載原則，並遵守其所有守則條文。然而，董事會認為，以本公司之規模、性質及具體情況而言，有關偏離並不重大。

INFORMATION PROVIDED IN ACCORDANCE WITH THE LISTING RULES 根據上市規則提供之資料

Code Provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Li Tung Lok has been the Chairman of the Board since the establishment of the Company in January 1989. Mr. Li has also served as the Chief Executive since January 1989 (except for the period from February 2004 to December 2008). Being the founder of the Group, Mr. Li's industry expertise and detailed understanding of the Company's operations is highly regarded by the Company. Accordingly, vesting the roles of Chairman of the Board and Chief Executive in Mr. Li adds significant value to the Company's business growth while enhancing the efficiency of the decision-making process in response to the changing environment. Given all major decisions are reserved to the Board and a majority of the Board members are independent non-executive Directors, the Company considers that there is an adequate balance of power and authority in place between the Board and the management of the Company.

Code provision A.6.7 and E.1.2 of the CG Code stipulate that the chairman of the board should attend annual general meetings of the Company and non-executive Director should attend general meeting of the Company. Owing to other business engagements, the Chairman of the Board, Mr. Li Tung Lok and two independent non-executive Directors, Ms. Chung Hoi Yan and Mr. Chu Chun On Franco were unable to attend the general meetings of the Company held on 14 July 2017 and 31 October 2017.

企業管治守則之守則條文第A.2.1條規定，主席及行政總裁之角色應予區分，且不應由同一人兼任。自一九八九年一月本公司成立以來，李同樂先生一直擔任董事會主席。自一九八九年一月起，李先生亦出任行政總裁一職（二零零四年二月至二零零八年十二月期間除外）。李先生既為本集團創辦人，彼掌握之行業專門知識及對本公司營運之透徹瞭解為本公司所看重。因此，李先生肩負董事會主席兼行政總裁之角色，可為本公司之業務增長帶來重大價值，同時提高本公司因應環境轉變作出決策之效率。由於所有重大決策均須待董事會決定，而大部分董事會成員均為獨立非執行董事，故本公司認為，董事會與本公司管理層之間已維持足夠權力及職權平衡。

企業管治守則之守則條文第A.6.7及E.1.2條訂明，董事會主席應出席本公司之股東週年大會，非執行董事應出席本公司之股東大會。由於其他業務承擔，董事會主席李同樂先生以及兩名獨立非執行董事鍾凱恩女士及朱峻頌先生未能出席本公司於二零一七年七月十四日及二零一七年十月三十一日舉行之股東大會。

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the Six Months ended 31 October 2017 截至二零一七年十月三十一日止六個月

| | | Six months ended 31 October 截至十月三十一日止六個月 | | |
|--|----------------------------------|---|--|-----------------|
| | | 2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核) | 2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核) (Restated) (經重列) | |
| | | NOTES 附註 | | |
| Turnover | 營業額 | 3 | 151,247 | 150,669 |
| Changes in inventories of finished goods and work in progress | 製成品及半製成品之 存貨變動 | | (1,625) | 87 |
| Raw materials and consumables used | 使用原材料及消耗品 | | (64,361) | (69,466) |
| Other income | 其他收入 | 4 | 8,513 | 2,875 |
| Exchange (loss) gain, net | 匯兌(虧損)收益淨額 | | (1,574) | 1,743 |
| Net fair value (loss) gain on financial asset at FVTPL | 按公允值計入損益 之金融資產公允值 (虧損)收益淨額 | | (188,227) | 5,529 |
| Staff costs | 員工成本 | | (49,973) | (42,918) |
| Depreciation of property, plant and equipment | 物業、機器及設備之 折舊 | | (2,220) | (804) |
| Other expenses | 其他開支 | | (58,435) | (40,583) |
| Finance cost | 融資成本 | | (99) | (571) |
| (Loss) profit before taxation | 除稅前(虧損)溢利 | | (206,754) | 6,561 |
| Taxation | 稅項 | 5 | (1,309) | (985) |
| (Loss) profit for the period | 期內(虧損)溢利 | 6 | (208,063) | 5,576 |
| Other comprehensive income (expense): | 其他全面收益(開支): | | | |
| Items that may be subsequently reclassified to profit or loss: | 可於其後重新分類至 損益之項目: | | | |
| Exchange differences arising on translation of foreign operations | 換算海外業務產生之 匯兌差額 | | 17 | (51) |
| Total comprehensive (expense) income for the period | 期內全面(開支)收益 總額 | | (208,046) | 5,525 |
| (Loss) earnings per share | 每股(虧損)盈利 | | | |
| Basic and diluted | 基本及攤薄 | 8 | (HK9.22 cents 港仙) | HK0.25 cents 港仙 |

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 31 October 2017 於二零一七年十月三十一日

| | | NOTES 附註 | At 31 October 2017 於二零一七年 十月三十一日 HK\$'000 千港元 (Unaudited) (未經審核) | At 30 April 2017 於二零一七年 四月三十日 HK\$'000 千港元 (Audited) (經審核) |
|---|-------------------|-------------|---|---|
| Non-current assets | 非流動資產 | | | |
| Property, plant and equipment | 物業、機器及設備 | | 160,695 | 27,843 |
| Current assets | 流動資產 | | | |
| Inventories | 存貨 | | 48,190 | 41,503 |
| Trade and other receivables | 貿易及其他應收款項 | 9 | 63,546 | 59,335 |
| Deposits and prepayments | 按金及預付款項 | | 22,131 | 5,370 |
| Financial asset at FVTPL | 按公允值計入損益之 金融資產 | | 43,232 | 247,908 |
| Loan receivables | 應收貸款 | 10 | 65,447 | 80,620 |
| Bank balances and cash | 銀行結餘及現金 | | 166,614 | 322,761 |
| | | | 409,160 | 757,497 |
| Current liabilities | 流動負債 | | | |
| Trade and other payables | 貿易及其他應付款項 | 11 | 28,507 | 34,463 |
| Deposits and accrued expenses | 按金及應計費用 | | 33,236 | 21,710 |
| Taxation payable | 應繳稅項 | | 1,598 | 833 |
| Bank and other borrowings | 銀行及其他借貸 | 12 | 663 | 33,233 |
| Obligations under finance leases | 融資租賃承擔 | | 499 | 491 |
| | | | 64,503 | 90,730 |
| Net current assets | 流動資產淨值 | | 344,657 | 664,767 |
| | | | 505,352 | 694,610 |
| Capital and reserves | 資本及儲備 | | | |
| Share capital | 股本 | 13 | 180,501 | 180,501 |
| Share premium and reserves | 股份溢價及儲備 | | 324,139 | 513,145 |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | | 504,640 | 693,646 |
| Non-current liabilities | 非流動負債 | | | |
| Obligations under finance leases | 融資租賃承擔 | | 712 | 964 |
| | | | 712 | 964 |
| | | | 505,352 | 694,610 |

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the Six Months ended 31 October 2017 截至二零一七年十月三十一日止六個月

| | | Share capital | Share premium | Contributed surplus | Capital redemption reserve | Share options reserve | Translation reserve | Accumulated losses | Total |
|---|---------------------|---------------|---------------|---------------------|----------------------------|-----------------------|---------------------|--------------------|-----------|
| | | 股本 | 股份溢價 | 實繳盈餘 | 資本贖回儲備 | 購股權儲備 | 換算儲備 | 累計虧損 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | 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 | 千港元 | 千港元 | 千港元 |
| | | | | | | | | (Restated) | |
| | | | | | | | | (經重列) | |
| At 1 May 2016 (audited) | 於二零一六年五月一日 (經審核) | 180,501 | 696,688 | 95,726 | 12,310 | 8,158 | 269 | (244,806) | 748,846 |
| Profit for the period | 期內溢利 | - | - | - | - | - | - | 5,576 | 5,576 |
| Other comprehensive expense for the period | 期內其他全面開支 | - | - | - | - | - | (51) | - | (51) |
| Total comprehensive (expense) income for the period | 期內全面 (開支) 收益總額 | - | - | - | - | - | (51) | 5,576 | 5,525 |
| Forfeiture of share-based payment expenses | 沒收以股份為基礎之付款 | - | - | - | - | (29) | - | 29 | - |
| At 31 October 2016 (unaudited) | 於二零一六年十月三十一日 (未經審核) | 180,501 | 696,688 | 95,726 | 12,310 | 8,129 | 218 | (239,201) | 754,371 |
| At 1 May 2017 (audited) | 於二零一七年五月一日 (經審核) | 180,501 | 696,688 | 95,726 | 12,310 | 8,101 | 219 | (299,899) | 693,646 |
| Loss for the period | 期內虧損 | - | - | - | - | - | - | (208,063) | (208,063) |
| Other comprehensive income for the period | 期內其他全面收益 | - | - | - | - | - | 17 | - | 17 |
| Total comprehensive income (expense) for the period | 期內全面收益 (開支) 總額 | - | - | - | - | - | 17 | (208,063) | (208,046) |
| Recognition of equity-settled share-based payments | 確認股本結算以股份為基礎之付款 | - | - | - | - | 19,040 | - | - | 19,040 |
| At 31 October 2017 (unaudited) | 於二零一七年十月三十一日 (未經審核) | 180,501 | 696,688 | 95,726 | 12,310 | 27,141 | 236 | (507,962) | 504,640 |

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the Six Months ended 31 October 2017 截至二零一七年十月三十一日止六個月

| | | Six months ended 31 October 截至十月三十一日止六個月 | |
|--|-------------------|---|---|
| | | 2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核) | 2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核) |
| NET CASH USED IN OPERATING ACTIVITIES | 經營業務所用現金淨額 | (8,013) | (329,031) |
| NET CASH USED IN INVESTING ACTIVITIES | 投資活動所用現金淨額 | (115,337) | (6,541) |
| NET CASH (USED IN) FROM FINANCING ACTIVITIES | 融資活動(所用)所得現金淨額 | (32,797) | 107,813 |
| NET DECREASE IN CASH AND CASH EQUIVALENTS | 現金及等同現金項目減少淨額 | (156,147) | (227,759) |
| CASH AND CASH EQUIVALENTS AT 1 MAY | 於五月一日之現金及等同現金項目 | 322,761 | 641,668 |
| CASH AND CASH EQUIVALENTS AT 31 OCTOBER | 於十月三十一日之現金及等同現金項目 | 166,614 | 413,909 |
| Representing bank balances and cash | 指銀行結餘及現金 | 166,614 | 413,909 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the Six Months ended 31 October 2017 截至二零一七年十月三十一日止六個月

1. GENERAL INFORMATION

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on the Stock Exchange.

The Company is an investment holding company. The principal activities of the Company and its subsidiaries (collectively referred to as the “Group”) are the manufacture and sale of integrated circuit leadframes, heatsinks, stiffeners and related products, securities trading and investment holding.

2. BASIS OF PREPARATION AND ACCOUNTING POLICES

The interim condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting”, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange. The interim condensed consolidated financial statements are unaudited but have been reviewed by the Company’s audit committee.

The interim condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value, as appropriate. Historical cost is generally based on the fair value of the consideration given in exchange for goods.

The interim condensed consolidated financial statements should be read in conjunction with the Group’s annual financial statements for the year ended 30 April 2017, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

1. 一般資料

本公司於百慕達註冊成立為獲豁免有限責任公司，其股份於聯交所上市。

本公司為投資控股公司。本公司及其附屬公司（統稱為「本集團」）之主要業務為製造及銷售集成電路引線框、散熱器、加強桿及相關產品、證券買賣以及投資控股。

2. 編製基準及會計政策

中期簡明綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」以及聯交所證券上市規則附錄16之適用披露規定而編製。中期簡明綜合財務報表未經審核，惟已由本公司審核委員會審閱。

中期簡明綜合財務報表乃按歷史成本基準編製，惟若干金融工具按公允值計量（如適用）除外。歷史成本一般以換取商品代價之公允值為基準。

中期簡明綜合財務報表應與本集團根據香港財務報告準則（「香港財務報告準則」）編製之截至二零一七年四月三十日止年度之年度財務報表一併閱讀。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the Six Months ended 31 October 2017 截至二零一七年十月三十一日止六個月

2. BASIS OF PREPARATION AND ACCOUNTING POLICES (continued)

In the current interim period, the Group has adopted all the new amendments (the “new and revised HKFRSs”) issued by the HKICPA that are relevant to its operations and effective for its accounting period beginning on 1 May 2017. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies and amounts reported for the current and prior accounting period.

The Group has not applied any new and revised HKFRSs that are not yet effective for the current period.

3. TURNOVER AND SEGMENTAL INFORMATION TURNOVER

Turnover represents the amounts received and receivable for good sold by the Group to outside customers less sales returns and discounts.

SEGMENTAL INFORMATION

Information reported to the executive directors of the Company being the chief operating decision maker (“CODM”), for the purpose of resources allocation and assessment of segment performance focuses on the location of customers.

The customers of the Group are currently located in the United States of America (the “USA”), Hong Kong, Europe, the People Republic of China (the “PRC”), Philippines, Malaysia, Singapore, Thailand, and other countries (which represent aggregation of other non-reportable operating segments under HKFRS 8).

2. 編製基準及會計政策 (續)

於本中期期間，本集團已採納由香港會計師公會發出並與其營運有關及於二零一七年五月一日開始之會計期間生效之所有新訂修訂（「新訂及經修訂香港財務報告準則」）。採納此等新訂及經修訂香港財務報告準則並無導致本集團會計政策以及目前及前期會計期間所報告的金額出現重大變動。

本集團並無應用於本期間尚未生效的任何新訂及經修訂香港財務報告準則。

3. 營業額及分部資料

營業額

營業額指本集團向外界客戶銷售貨品之已收及應收款項扣除銷售退貨及折扣。

分部資料

就資源分配及分部表現評核而向本公司執行董事（即主要經營決策者（「主要經營決策者」））報告之資料，乃以客戶所在地為基準。

本集團客戶目前位於美利堅合眾國（「美國」）、香港、歐洲、中華人民共和國（「中國」）、菲律賓、馬來西亞、新加坡、泰國及其他國家（即香港財務報告準則第8號項下其他並非可報告經營分部之總計）。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the Six Months ended 31 October 2017 截至二零一七年十月三十一日止六個月

3. TURNOVER AND SEGMENTAL INFORMATION (continued)

SEGMENTAL INFORMATION (continued)

Segment revenues and results

The following is an analysis of the Group's turnover and results by reportable segment for the Period:

3. 營業額及分部資料 (續)

分部資料 (續)

分部收益及業績

以下為本集團於本期間內按可報告分部之營業額及業績分析：

| | | Turnover 營業額 | | Segment results 分部業績 | |
|--|--------------------------|---|---|---|--|
| | | Six months ended 31 October 截至十月三十一日止六個月 | | Six months ended 31 October 截至十月三十一日止六個月 | |
| | | 2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核) | 2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核) | 2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核) | 2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核) (Restated) (經重列) |
| The USA | 美國 | 20,150 | 33,539 | (296) | 743 |
| Hong Kong | 香港 | 937 | 1,446 | - | 39 |
| Europe | 歐洲 | 2,158 | 2,362 | - | 64 |
| The PRC | 中國 | 48,527 | 53,119 | (10) | 1,433 |
| Philippines | 菲律賓 | 21,735 | 18,494 | (17) | 500 |
| Malaysia | 馬來西亞 | 20,198 | 17,397 | (14) | 470 |
| Singapore | 新加坡 | 7,019 | 6,847 | (2) | 185 |
| Thailand | 泰國 | 17,496 | 15,410 | (4) | 416 |
| Reportable segment total | 可報告分部總計 | 138,220 | 148,614 | (343) | 3,850 |
| Other countries | 其他國家 | 14,860 | 8,162 | (3) | 220 |
| | | 153,080 | 156,776 | (346) | 4,070 |
| Eliminations | 對銷 | (1,833) | (6,107) | - | - |
| Group's turnover and segment results | 本集團營業額及分部業績 | 151,247 | 150,669 | (346) | 4,070 |
| Depreciation of property, plant and equipment | 物業、機器及設備之折舊 | | | (2,220) | (804) |
| Net fair value (loss) gain on financial asset at FVTPL | 按公允值計入損益之金融資產公允值(虧損)收益淨額 | | | (188,227) | 5,529 |
| Equity-settled share-based payment expenses | 股本結算以股份為基礎之付款開支 | | | (19,040) | - |
| Unallocated interest income | 未分配利息收入 | | | 4,699 | 460 |
| Unallocated corporate expenses | 未分配企業開支 | | | (1,521) | (2,123) |
| Interest on bank and other borrowings | 銀行及其他借貸之利息 | | | (99) | (571) |
| (Loss) profit before taxation | 除稅前(虧損)溢利 | | | (206,754) | 6,561 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the Six Months ended 31 October 2017 截至二零一七年十月三十一日止六個月

3. TURNOVER AND SEGMENTAL INFORMATION (continued) SEGMENTAL INFORMATION (continued)

Segment revenues and results (continued)

Included in the USA and the PRC reportable segments are revenue from inter-segments of HK\$1,833,000 (2016: HK\$6,037,000) and HK\$nil (2016: HK\$70,000) respectively.

Segment results represents the profit (loss) from each segment without allocation of corporate expenses which include director remuneration, depreciation expenses, net fair value (loss) gain on financial asset at FVTPL, equity-settled share-based payment expenses, interest income on bank deposits and interest expense on bank borrowing. This is the measure reported to the CODM for the purposes of resources allocation and performance assessment.

Intersegment sales are charged at prevailing market rates.

SEGMENT ASSETS

The follows is an analysis of the Group's assets by reportable segment:

3. 營業額及分部資料 (續)

分部資料 (續)

分部收益及業績 (續)

美國及中國可報告分部包含分部間收益分別為1,833,000港元(二零一六年: 6,037,000港元)及零港元(二零一六年: 70,000港元)。

分部業績指來自各分部之溢利(虧損), 而並無分配企業開支(包括董事薪酬、折舊開支、按公允值計入損益之金融資產之公允值(虧損)收益淨額、股本結算以股份為基礎之付款開支、銀行存款之利息收入以及銀行借貸之利息開支)。此為就資源分配及表現評核向主要經營決策者呈報之計量基準。

分部間銷售按當時之市場價格計算。

分部資產

以下為本集團按可報告分部所劃分資產之分析:

| | | At 31 October 2017 於二零一七年 十月三十一日 HK\$'000 千港元 (Unaudited) (未經審核) | At 30 April 2017 於二零一七年 四月三十日 HK\$'000 千港元 (Audited) (經審核) |
|----------------------------------|----------------|---|---|
| The USA | 美國 | 5,313 | 10,534 |
| Hong Kong | 香港 | 386 | 490 |
| Europe | 歐洲 | 395 | 23 |
| The PRC | 中國 | 29,697 | 23,920 |
| Philippines | 菲律賓 | 6,249 | 4,942 |
| Malaysia | 馬來西亞 | 8,119 | 4,882 |
| Singapore | 新加坡 | 1,839 | 2,937 |
| Thailand | 泰國 | 5,472 | 3,312 |
| Reportable segment total | 可報告分部總計 | 57,470 | 51,040 |
| Other countries | 其他國家 | 5,382 | 4,012 |
| | | 62,852 | 55,052 |
| Unallocated | 未分配 | | |
| Property, plant and equipment | 物業、機器及設備 | 160,695 | 27,843 |
| Inventories | 存貨 | 48,190 | 41,503 |
| Financial asset at FVTPL | 按公允值計入損益之金融資產 | 43,237 | 247,908 |
| Other receivables | 其他應收款項 | 694 | 4,283 |
| Loan receivables | 應收貸款 | 65,447 | 80,620 |
| Bank balances and cash | 銀行結餘及現金 | 166,614 | 322,761 |
| Deposits and prepayments | 按金及預付款項 | 22,131 | 5,370 |
| Consolidated total assets | 綜合資產總值 | 569,855 | 785,340 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the Six Months ended 31 October 2017 截至二零一七年十月三十一日止六個月

3. TURNOVER AND SEGMENTAL INFORMATION (continued)

SEGMENT ASSETS (continued)

For the purposes of monitoring segment performance and allocating resources between segments, all assets are allocated to operating segments other than property, plant and equipment, inventories, financial asset at FVTPL, other receivables, loan receivables, deposits and prepayments and bank balances and cash. No segment information on liabilities is presented as such information is not regularly reported to the CODM for the purpose of resource allocation and performance assessment.

4. OTHER INCOME

| | |
|---------------------------------------|-------------|
| Sales of by-products and scrap | 副產品及廢料銷售 |
| Bank interest income | 銀行利息收入 |
| Interest income from loan receivables | 來自應收貸款之利息收入 |
| Rental income | 租金收入 |
| Sundry income | 雜項收入 |

3. 營業額及分部資料 (續)

分部資產 (續)

就監察分部表現及於分部間分配資源而言，所有資產會分配至經營分部，惟不包括物業、機器及設備、存貨、按公允值計入損益之金融資產、其他應收款項、應收貸款、按金及預付款項以及銀行結餘及現金。由於分部負債資料並非定期就資源分配及表現評核向主要經營決策者呈報，因此並無呈列有關資料。

4. 其他收入

Six months ended 31 October
截至十月三十一日止六個月

| | 2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核) | 2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核) |
|--|---|---|
| | 3,537 | 2,262 |
| | 137 | 460 |
| | 4,562 | – |
| | 270 | – |
| | 7 | 153 |
| | 8,513 | 2,875 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the Six Months ended 31 October 2017 截至二零一七年十月三十一日止六個月

5. TAXATION

5. 稅項

| | | Six months ended 31 October 截至十月三十一日止六個月 | |
|----------------------------|-------------|---|---|
| | | 2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核) | 2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核) |
| Current tax | 即期稅項 | | |
| PRC Enterprise Income Tax | 中國企業所得稅 | 567 | 693 |
| Hong Kong Profits Tax | 香港利得稅 | 742 | – |
| Deferred tax charge (Note) | 遞延稅項支出 (附註) | – | 292 |
| Income tax expenses | | 1,309 | 985 |

Note:

Deferred tax charge during the six months ended 31 October 2016 was arising from the net fair value gain on financial asset at FVTPL.

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

Hong Kong Profits Tax is calculated at 16.5% of the estimate assessable profit for both years.

Taxation arising in other jurisdictions are calculated at the rate prevailing in the relevant jurisdictions.

附註：

截至二零一六年十月三十一日止六個月之遞延稅項支出源自按公允值計入損益之金融資產之公允值收益淨額。

根據中國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，自二零零八年一月一日起，中國附屬公司之稅率為25%。

香港利得稅乃根據兩個年度之估計應課稅溢利按稅率16.5%計算。

其他司法權區產生之稅項按相關司法權區之通行稅率計算。

6. (LOSS) PROFIT FOR THE PERIOD

(Loss) Profit for the Period has been arrived at after charging the following items:

6. 期內（虧損）溢利

本期間之（虧損）溢利乃經扣除下列各項後列賬：

| | | Six months ended 31 October 截至十月三十一日止六個月 | |
|---|-----------------------|---|---|
| | | 2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核) | 2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核) |
| Repair and maintenance expenses | 維修及保養開支 | 9,445 | 6,779 |
| Impairment for inventories (included in raw materials and consumables used) | 存貨減值 (計入使用原材料及消耗品) | 77 | – |
| Operating lease rentals in respect of premises | | 6,333 | 5,512 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the Six Months ended 31 October 2017 截至二零一七年十月三十一日止六個月

7. DIVIDEND

The directors of the Company do not recommend the payment of an interim dividend for the six months ended 31 October 2017 (2016: HK\$nil).

7. 股息

本公司董事不建議派發截至二零一七年十月三十一日止六個月之中期股息(二零一六年:零港元)。

8. (LOSS) EARNINGS PER SHARE

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

8. 每股(虧損)盈利

本公司擁有人應佔每股基本及攤薄(虧損)盈利乃按下列數據計算:

| | | Six months ended 31 October 截至十月三十一日止六個月 | |
|--|---------------------------------|---|--|
| | | 2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核) | 2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核) (Restated) (經重列) |
| (Loss) Profit for the period for the purposes of basic and diluted earnings per share | 用以計算每股基本及攤薄盈利之期內(虧損)溢利 | (208,063) | 5,576 |
| Number of shares | | | |
| Weighted average number of ordinary shares for the purpose of calculating basic (loss) earnings per share | 股份數目 用以計算每股基本(虧損)盈利之普通股加權平均數 | 2,256,265,322 | 2,256,265,322 |
| Effect of dilutive potential ordinary shares: – share options | 潛在攤薄普通股之影響: – 購股權 | – | 1,572,504 |
| Weighted average number of ordinary shares for the purpose of calculating dilutive (loss) earnings per share | 用以計算每股攤薄(虧損)盈利之普通股加權平均數 | 2,256,265,322 | 2,257,837,826 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the Six Months ended 31 October 2017 截至二零一七年十月三十一日止六個月

9. TRADE AND OTHER RECEIVABLES

The Group allows a credit period ranging from 30 to 90 days to its trade customers. The following is an aged analysis of trade receivables net of allowance for bad and doubtful debts presented based on the invoice date at the end of the reporting period:

| | | At 31 October 2017 於二零一七年 十月三十一日 HK\$'000 千港元 (Unaudited) (未經審核) | At 30 April 2017 於二零一七年 四月三十日 HK\$'000 千港元 (Audited) (經審核) |
|------------------------|--------|---|---|
| Trade receivables | 貿易應收款項 | | |
| Within 30 days | 30日內 | 22,949 | 17,736 |
| Between 31 and 60 days | 31至60日 | 20,519 | 22,956 |
| Between 61 and 90 days | 61至90日 | 12,680 | 12,744 |
| Over 90 days | 90日以上 | 6,704 | 1,616 |
| | | 62,852 | 55,052 |
| Other receivables | 其他應收款項 | 694 | 4,283 |
| | | 63,546 | 59,335 |

10. LOAN RECEIVABLES

Fixed-rate loan receivables

定息應收貸款

The effective interest rates on the Group's loan receivables are 13% per annum. The collaterals of loan receivables are equity securities listed in Hong Kong.

10. 應收貸款

| | | At 31 October 2017 於二零一七年 十月三十一日 HK\$'000 千港元 (Unaudited) (未經審核) | At 30 April 2017 於二零一七年 四月三十日 HK\$'000 千港元 (Audited) (經審核) |
|-----------------------------|--------|---|---|
| Fixed-rate loan receivables | 定息應收貸款 | 65,447 | 80,620 |

本集團應收貸款實際年利率為13%。應收貸款抵押品為香港上市股本證券。

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簡明綜合財務報表附註

For the Six Months ended 31 October 2017 截至二零一七年十月三十一日止六個月

11. TRADE AND OTHER PAYABLES

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

| | | At 31 October 2017 於二零一七年 十月三十一日 HK\$'000 千港元 (Unaudited) (未經審核) | At 30 April 2017 於二零一七年 四月三十日 HK\$'000 千港元 (Audited) (經審核) |
|------------------------|--------|---|---|
| Trade payables | 貿易應付款項 | | |
| Within 30 days | 30日內 | 8,077 | 9,528 |
| Between 31 and 60 days | 31至60日 | 6,598 | 4,861 |
| Between 61 and 90 days | 61至90日 | 6,869 | 3,384 |
| Over 90 days | 90日以上 | 6,953 | 9,529 |
| | | 28,497 | 27,302 |
| Other payables | 其他應付款項 | 10 | 7,161 |
| | | 28,507 | 34,463 |

11. 貿易及其他應付款項

貿易應付款項於報告期間結束時按發票日期呈列之賬齡分析如下：

12. BANK AND OTHER BORROWINGS

| | | At 31 October 2017 於二零一七年 十月三十一日 HK\$'000 千港元 (Unaudited) (未經審核) | At 30 April 2017 於二零一七年 四月三十日 HK\$'000 千港元 (Audited) (經審核) |
|---|----------------|---|---|
| Collateralised bank borrowings (Note a) | 有抵押銀行借貸 (附註 a) | - | 33,158 |
| Borrowings from a director (Note b) | 一名董事借貸 (附註 b) | 663 | 75 |
| | | 663 | 33,233 |
| Carrying amount shown under current liabilities: | 列於流動負債項下之賬面值： | | |
| Repayable on demand or within one year | 須按要求或於一年內償還 | 663 | 33,233 |

Notes:

- (a) The collateralised bank borrowings were bank advance from the factoring of the Group's trade receivables and carry interest at USD trade finance rate minus 0.5% per annum and contained a repayable on demand clause.
- (b) The borrowings are advanced from Mr. Li Tung Lok, a director of the Company, and are interest-free and unsecured.

附註：

- (a) 有抵押銀行借貸為讓售本集團貿易應收款項所取得之銀行墊款，有關借貸按美元貿易融資利率減0.5厘之年利率計息，並且包含可隨時要求償還之條款。
- (b) 借貸由本公司董事李同樂先生墊付，並為免息及無抵押。

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13. SHARE CAPITAL

13. 股本

| | | Number of shares 股份數目 | Nominal value 股份面值 HK\$'000 千港元 |
|--|--|-----------------------------|--|
| Authorised: | 法定： | | |
| At 1 May 2017 and 31 October 2017 | 於二零一七年五月一日及 二零一七年十月三十一日 | | |
| – Ordinary shares of HK\$0.08 each | – 每股面值0.08港元之普通股 | 15,000,000,000 | 1,200,000 |
| – Redeemable preference shares of HK\$0.02 each | – 每股面值0.02港元之 可贖回優先股 | 500,000,000 | 10,000 |
| Issued and fully paid: | 已發行及繳足： | | |
| – Ordinary shares of HK\$0.08 each At 1 May 2017 and 31 October 2017 | – 每股面值0.08港元之普通股 於二零一七年五月一日及 二零一七年十月三十一日 | 2,256,265,322 | 180,501 |

There was no movement in the Company's share capital during the six months ended 31 October 2017.

本公司股本於截至二零一七年十月三十一日止六個月內並無變動。

14. CAPITAL COMMITMENTS

As at 31 October 2017, the Group had outstanding capital commitments as follows:

14. 資本承擔

於二零一七年十月三十一日，本集團有未履行之資本承擔如下：

| | | At 31 October 2017 於二零一七年 十月三十一日 HK\$'000 千港元 (Unaudited) (未經審核) | At 30 April 2017 於二零一七年 四月三十日 HK\$'000 千港元 (Audited) (經審核) |
|---|--|---|---|
| Capital expenditure in respect of acquisition of property, plant and equipment contracted for but not provided in the condensed consolidated financial statements | 有關購置物業、機器及設備之 已訂約但未在簡明綜合財務報表 作出撥備之資本開支 | 17,060 | 1,918 |

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For the Six Months ended 31 October 2017 截至二零一七年十月三十一日止六個月

15. PLEDGE OF ASSETS

As at 31 October 2017, the Group did not pledge any assets. As at 30 April 2017, trade receivables with a carrying amount of approximately HK\$41.60 million was pledged to secure bank borrowings granted to the Group. Motor vehicles with a carrying amount of approximately HK\$1.40 million (30 April 2017: HK\$1.62 million) were assets held under finance leases.

16. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

This note provides information about how the Group determine fair value of the financial assets or liabilities.

(I) FAIR VALUE OF THE GROUP'S FINANCIAL ASSETS AND FINANCIAL LIABILITIES THAT ARE MEASURED AT FAIR VALUE ON A RECURRING BASIS

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

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

15. 資產抵押

於二零一七年十月三十一日，本集團並無抵押任何資產。於二零一七年四月三十日，賬面值約41,600,000港元之貿易應收款項已予以抵押，以取得授予本集團的銀行借貸。賬面值約1,400,000港元（二零一七年四月三十日：1,620,000港元）之汽車為根據融資租賃持有之資產。

16. 金融工具之公允值計量

本附註提供有關本集團如何釐定金融資產或負債之公允值的資料。

(I) 按經常基準以公允值計量之本集團金融資產及金融負債之公允值

本集團之衍生金融資產及金融負債於各報告期間結束時按公允值計量。下表提供以下資料：釐定該等金融資產及金融負債之公允值的方法（特別是所使用之估值技術及數據），以及按可觀察公允值計量之數據的程度而將公允值計量歸類入公允值等級制度之級別（一至三級）。

- 第一級公允值計量指根據相同資產或負債於活躍市場之報價（指實體於計量日期可獲得者）（未經調整）；
- 第二級公允值計量指直接（即價格）或間接（即價格衍生）地使用第一級中報價以外之可觀察資產或負債數據；及
- 第三級公允值計量指包括並非基於可觀察市場數據之資產或負債數據（即不可觀察數據）的估值技術。

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For the Six Months ended 31 October 2017 截至二零一七年十月三十一日止六個月

16. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (continued)

(I) FAIR VALUE OF THE GROUP'S FINANCIAL ASSETS AND FINANCIAL LIABILITIES THAT ARE MEASURED AT FAIR VALUE ON A RECURRING BASIS (continued)

16. 金融工具之公允值計量 (續)

(I) 按經常基準以公允值計量之本集團金融資產及金融負債之公允值 (續)

| | | Level 1 第一級 | | Level 2 第二級 | |
|---|---------------------|--|--|--|--|
| | | At 31 October 2017 於二零一七年 十月三十一日 HK\$' 000 千港元 (Unaudited) (未經審核) | At 30 April 2017 於二零一七年 四月三十日 HK\$' 000 千港元 (Audited) (經審核) | At 31 October 2017 於二零一七年 十月三十一日 HK\$' 000 千港元 (Unaudited) (未經審核) | At 30 April 2017 於二零一七年 四月三十日 HK\$' 000 千港元 (Audited) (經審核) |
| Financial asset at FVTPL | 按公允值計入損益之 金融資產 | | | | |
| - equity securities listed in Hong Kong | - 於香港上市之股 本證券 | 38,616 | 217,542 | - | - |
| Financial asset at FVTPL | 按公允值計入損益之 金融資產 | | | | |
| - unlisted equity securities in an equity fund | - 於股票基金之非 上市股本證券 | - | - | 4,616 | 30,366 |

The fair value of equity securities listed in Hong Kong was determined with reference to quoted bid prices in active market.

Unlisted equity securities in an equity fund that trade in markets that are not considered to be active and are valued based on quoted bid prices of the equity securities listed in Hong Kong supported by observable inputs are classified within Level 2. As Level 2 investments include positions that are not traded in active markets and/or subject to transfer restrictions, valuation may be adjusted to reflect illiquidity and/or non-transferability, which are generally based on available market information.

The Group did not have any financial liabilities measured at fair value on a recurring basis as at 31 October 2017 and 30 April 2017.

There was no transfer between instrument in level 1 and 2 in both periods.

於香港上市之股本證券之公允值乃參考活躍市場所報之買入價而釐定。

於並不認為屬活躍之市場買賣且根據受可觀察輸入值支持之香港上市股本證券所報買入價估值之於股票基金之非上市股本證券乃分類為第二級內。由於第二級投資包括並非於活躍市場買賣及/或須受轉讓限制之持倉，估值可予以調整以反映缺乏流通性及/或不可轉讓，並一般根據可用之市場資料作出。

於二零一七年十月三十一日及二零一七年四月三十日，本集團並無任何按經常基準以公允值計量之金融負債。

第一及二級之工具於兩段期間均無等級之間的轉移。

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16. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (continued)

(II) FAIR VALUE OF THE GROUP'S FINANCIAL ASSETS AND LIABILITIES THAT ARE NOT MEASURED AT FAIR VALUE ON A RECURRING BASIS

The carrying amounts of the Group's financial assets and financial liabilities carried at amortised cost appropriate to their respective fair values as at 31 October 2017 and 30 April 2017.

17. MATERIAL RELATED PARTY TRANSACTIONS

In addition to the transactions and balances as disclosed elsewhere in the unaudited condensed consolidated financial statements, the Group entered into the following material transaction with related parties during the interim period:

COMPENSATION OF KEY MANAGEMENT PERSONNEL

The remuneration of directors of the Company and other members of key management during the interim period are as follows:

| | |
|----------------------------|----------|
| Fees and salaries | 袍金及薪金 |
| Retirement benefit schemes | 退休福利計劃供款 |

16. 金融工具之公允值計量 (續)

(II) 並非按經常基準以公允值計量之本集團金融資產及金融負債之公允值

於二零一七年十月三十一日及二零一七年四月三十日，按攤銷成本列賬之本集團金融資產及金融負債之賬面值與其各自之公允值相若。

17. 重大關聯方交易

除未經審核簡明綜合財務報表其他部分所披露之交易及結餘外，本集團於中期期間曾與關聯方進行下列重大交易：

主要管理人員之薪酬

本公司董事及其他主要管理人員於中期期間內之酬金如下：

| | | Six months ended 31 October 截至十月三十一日止六個月 | |
|----------------------------|----------|---|---|
| | | 2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核) | 2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核) |
| Fees and salaries | 袍金及薪金 | 1,244 | 1,213 |
| Retirement benefit schemes | 退休福利計劃供款 | 43 | 41 |
| | | 1,287 | 1,254 |

The remuneration of directors of the Company and key management is determined by the remuneration committee having regard to the performance of individuals and market trends.

本公司董事及主要管理人員之酬金，乃由薪酬委員會考慮個人表現及市場趨勢後釐定。

18. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform with the current period's presentation as in the opinion of the directors, the presentation would better reflect the financial performance of the Group.

18. 比較數字

若干比較數字已予重新分類，以符合本期間之呈列方式，董事認為，該呈列方式將能夠更佳地反映本集團之財務表現。



**QPL International
Holdings Limited**

