Alpha Professional Holdings Limited
阿爾法企業控股有限公司 *

(incorporated in Bermuda with limited liability)

(Stock Code: 948)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2018

The board (the "**Board**") of directors (the "**Directors**") of Alpha Professional Holdings Limited (the "**Company**") announces the unaudited consolidated interim results (the "**Results Announcement**") of the Company and its subsidiaries (collectively the "**Group**") for the six months ended 30 September 2018 (the "**Reporting Period**") with comparative figures for the six months ended 30 September 2017.

The Group's financial information for the six months ended 30 September 2018 in this Results Announcement was prepared on the basis of the unaudited condensed consolidated financial statements which have not been audited nor reviewed by the Company's auditor but have been reviewed and approved by the audit committee of the Company (the "**Audit Committee**").

* *For identification purpose only*

FINANCIAL HIGHLIGHTS

	Six months ended 30 September		
	2018	2017	Change
		(Restated)	
	(Unaudited)	(Unaudited)	
	HK$'000	*HK$'000*	*%*
Revenue	**170,649**	156,493	9.0
Gross profit	**23,899**	23,545	1.5
Profit before restructuring costs and tax	**14,707**	16,945	(13.2)
Restructuring costs	**–**	(5,000)	(100.0)
Profit and total comprehensive income for the period attributable to owners of the Company	**11,699**	8,740	33.9
Earnings per share attributable to owners of the Company			
– Basic (HK cents per share)	**4.60**	19.26	(76.1)
– Diluted (HK cents per share)	**4.60**	19.26	(76.1)

	As at 30 September 2018	As at 31 March 2018	Change
	(Unaudited)	(Audited)	
	HK$'000	*HK$'000*	*%*
Total assets	**149,410**	175,770	(15.0)
Net assets	**122,540**	110,940	10.5

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2018

	Note	**Six months ended 30 September 2018**	2017
			(Restated)
		(Unaudited)	(Unaudited)
		HK$'000	*HK$'000*
Revenue	*6*	**170,649**	156,493
Cost of goods sold		**(146,750)**	(132,948)
Gross profit		**23,899**	23,545
Other income and gains	*6*	**11**	1,291
Selling and distribution expenses		**(198)**	(935)
Administrative expenses		**(9,005)**	(6,697)
Write off of trade receivables		**–**	(58)
Finance costs	*8*	**–**	(201)
PROFIT BEFORE RESTRUCTURING COSTS AND TAX		**14,707**	16,945
Restructuring costs		**–**	(5,000)
PROFIT BEFORE TAX	*7*	**14,707**	11,945
Income tax expense	*9*	**(3,107)**	(3,205)
PROFIT AND TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		**11,600**	8,740
ATTRIBUTABLE TO:			
Owners of the Company		**11,699**	8,740
Non-controlling interests		**(99)**	–
PROFIT AND TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		**11,600**	8,740
EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY			
Basic	*11*	**HK4.60 cents**	HK19.26 cents
Diluted	*11*	**HK4.60 cents**	HK19.26 cents

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2018

	Note	**30 September 2018 (Unaudited) *HK$'000***	31 March 2018 (Audited) *HK$'000*
Non-current assets			
Property, plant and equipment		**863**	1,207
Non-pledged fixed bank deposits		**101**	–
Total non-current assets		**964**	1,207
Current assets			
Inventories		**437**	8,870
Trade receivables	*13*	**90,504**	126,149
Prepayments, deposits and other receivables		**21,631**	3,996
Cash and bank balances		**35,874**	35,548
Total current assets		**148,446**	174,563
Current liabilities			
Trade payables	*14*	**4,499**	44,955
Accruals and other payables		**5,754**	5,042
Receipts in advance		**7,883**	3,852
Tax payables		**8,734**	10,981
Total current liabilities		**26,870**	64,830
NET CURRENT ASSETS		**121,576**	109,733
NET ASSETS		**122,540**	110,940
EQUITY			
Share capital	*15*	**316,471**	316,471
Reserves		**(194,336)**	(206,035)
Equity attributable to owners of the Company		**122,135**	110,436
Non-controlling interests		**405**	504
TOTAL EQUITY		**122,540**	110,940

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2018

1. CORPORATE INFORMATION

The Company (Registration No. 39519) was incorporated in Bermuda on 30 January 2007 under the Companies Act 1981 of Bermuda as an exempted company with limited liability. The registered office of the Company is located at Continental Building, 25 Church Street, Hamilton, HM 12, Bermuda. Its principal place of business is located at Room 2107, 21/F, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong.

The Company has changed its name from Z-Obee Holdings Limited to Alpha Professional Holdings Limited with effect from 24 August 2018. The Company is an investment holding company. The principal activities of its subsidiaries are sales and distributions of mobile handsets and their components.

The Company's shares had been listed on the Main Board of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the Main Board of The Stock Exchange of Hong Kong Limited (the **"HKSE"** or the "**Stock Exchange**") since 21 November 2007 and 1 March 2010, respectively. With effect from 14 June 2013, the Company converted its listing status on the SGX-ST to secondary listing whilst the primary listing status on the Main Board of the Stock Exchange remains unchanged. The Company had sought the voluntary delisting of the shares of the Company (the "**Shares**") from the SGX-ST (the "**Delisting**"), which took place on 28 November 2017.

2. BASIS OF PREPARATION

This unaudited condensed consolidated financial statements for the six months ended 30 September 2018 have been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities of the Stock Exchange of Hong Kong Limited (the "**Listing Rules**") including compliance with International Accounting Standard (the "**IAS**") 34 "Interim Financial Reporting" issued by the International Accounting Standards Board (the "**IASB**").

The unaudited condensed consolidated financial statements have been prepared in accordance with the same accounting policies adopted in the annual financial statements for the year ended 31 March 2018, except for the adoption of the new International Financial Reporting Standards (the "**IFRSs**") and IASs as disclosed in note 3 below. The unaudited condensed consolidated financial statements do not include all the information and disclosures required for an annual financial statements, and should be read in conjunction with the financial statements of the Group for the year ended 31 March 2018, which have been prepared in accordance with the IFRSs.

These financial statements have been prepared in accordance with IFRS, which collective term includes all applicable individual IFRSs, IASs and Interpretations issued by the IASB, and the disclosure requirements of the Hong Kong Companies Ordinance, and the applicable disclosure provisions of the Listing Rules.

Change in presentation currency

The Company had decided to adopt and use Hong Kong Dollars ("**HKD**") as the Company's and the Group's presentation currency in presenting the financial performance and the financial position of the Group effective from 1 April 2017, so as to better reflect the underlying performance of the Group and for better alignment with the underlying business operations of the Group. As a result, the Group changed its presentation currency from United State Dollars ("**USD**") to HKD for the preparation of its financial statements.

The change in presentation currency has been applied prospectively. The comparative figures in this unaudited condensed consolidated financial statements were then translated from USD to HKD using the applicable closing rates for assets and liabilities in the unaudited condensed consolidated statement of financial position and applicable average rates that approximated to actual rates for items in the unaudited condensed consolidated statement of profit or loss and other comprehensive income. Share capital, share premium and reserves were translated at the exchange rate at the date when the respective amounts were determined (i.e. historical exchange rates).

Items included in the unaudited condensed consolidated financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (the "**functional currency**"). These unaudited condensed consolidated financial statements are presented in HKD, rounded to the nearest thousand except where otherwise indicated.

The measurement basis used in the preparation of the unaudited condensed consolidated financial statements is the historical cost basis.

The unaudited condensed consolidated financial statements for the six months ended 30 September 2018 comprise the company and its subsidiaries (together referred to as the "Group").

Winding up petition, appointment of the Provisional Liquidators and restructuring of the Group

On 4 April 2014, Australia and New Zealand Banking Group Limited ("**ANZ**") presented winding-up petitions to the Court of First Instance of the High Court of the Hong Kong Special Administrative Region (the "**High Court**") for the winding-up of the Company and Max Sunny Limited ("**Max Sunny**"), a wholly-owned subsidiary of the Company. On the same day, summonses were filed with the High Court seeking the appointment of provisional liquidators to the Company and Max Sunny. The petitions and summonses were also supported by the Hongkong and Shanghai Banking Corporation Limited ("**HSBC**"). Following the presentation of the petitions, the Company and Max Sunny engaged in negotiations with ANZ, with the view to reaching a settlement in respect of the petitions and summonses.

On 2 May 2014, the Company, Max Sunny and ANZ agreed on the principle terms of settlement. On 7 May 2014, the deed of settlement (the "**Deed**") was entered into among ANZ, HSBC, the Company and Max Sunny in full and final settlement of the loans due to ANZ and HSBC. The Deed provided for an agreed amount to be paid to each of ANZ and HSBC in five instalments. Upon full compliance of the Deed by the Company and Max Sunny, ANZ would apply to the High Court for the withdrawal or dismissal of the winding-up petitions.

Accordingly, the winding-up petitions were further adjourned to 2 July 2014 and the applications for the appointment of provisional liquidators were adjourned on terms that allowed ANZ to restore the applications on an urgent basis and without objection from the Company and Max Sunny in the event that the Company and Max Sunny failed to meet their obligations under the Deed.

On 6 June 2014, the Company and Max Sunny failed to pay the third instalment due in accordance with the Deed. On 16 June 2014, the applications for appointment of provisional liquidators were restored on an urgent basis and the High Court provided notices to the Company and Max Sunny that the applications would be heard on 27 June 2014.

At the hearing of 27 June 2014, the High Court handed down orders appointing Yat Kit Jong and Donald Edward Osborn as the joint and several provisional liquidators of the Company and Max Sunny (the "**Provisional Liquidators**" or the "**Joint and Several Provisional Liquidators**"). Accordingly, trading in the shares on the Stock Exchange was suspended at 2:37 p.m. on 27 June 2014 at the request of the Company.

Pursuant to the court orders made by the High Court dated 2 June 2015, So Man Chun was appointed as an additional Joint and Several Provisional Liquidator.

Since their appointment, the Provisional Liquidators have been investigating into the affairs of the Group and have taken all necessary actions to preserve the assets. The Provisional Liquidators have also gathered information relating to the status of the Group through meetings with various parties, including but not limited to Ms Yang Jian Hui (the former executive director and the former chief financial officer of the Group) and various former employees of the Group.

Furthermore, the Company and the Provisional Liquidators have entered into agreement with a view to restructure the business of the Group, details of which are set out below:

Restructuring of the Group

Given the situation of the Group, the Provisional Liquidators, with the assistance of Asian Capital (Corporate Finance) Limited which acted as the financial adviser to the Company, sought to identify potential investors with a view to restructuring the Company and submitting a viable resumption proposal to the Stock Exchange.

As announced by the Company on 24 July 2014, the Company received a letter from the Stock Exchange, which stated that in view of the court order made by the High Court dated 27 June 2014 and the appointment of the Provisional Liquidators, the Stock Exchange considered that the Company might have serious financial difficulties. As the Company had not published the annual results for the year ended 31 March 2014, the Stock Exchange was unable to assess the performance and financial position of the Company. Further, it was unclear as to the operating status of the Company and whether the Company still had a sufficient level of assets and operations to fulfil the requirement under Rule 13.24 of the Listing Rules. The Stock Exchange therefore decided to place the Company in the first delisting stage under Practice Note 17 of the Listing Rules due to the Company's failure to comply with Rule 13.24 of the Listing Rules. The Company was required to submit a viable resumption proposal, which could, among others, demonstrate its compliance with Rule 13.24 of the Listing Rules, at least 10 business days before the expiry of the first delisting stage, i.e. 15 January 2015.

As no resumption proposal was submitted before the expiry date of the first delisting stage, the Company received a letter dated 20 January 2015 from the Stock Exchange and was informed that the Company had been placed in the second stage of delisting procedures commencing on 20 January 2015 pursuant to Practice Note 17 of the Listing Rules. The Company was required to submit a viable resumption proposal at least 10 business days before the second delisting stage expired i.e. on or before 3 July 2015, which should meet the following conditions:

1. demonstrate sufficient operations or assets to comply with Rule 13.24 of the Listing Rules;

2. address auditors' qualifications and demonstrate adequate internal control system; and

3. withdraw and/or dismiss the winding-up petition against the Company and discharge the Provisional Liquidators.

On 5 June 2015, the Company, the Provisional Liquidators and Alpha Professional Development Limited ("**Alpha**" or the "**Investor**") entered into a framework agreement, which was subsequently amended and restated by an agreement dated 5 October 2015, pursuant to which the parties agreed on the principal terms of a proposed restructuring of the Group with a view to resume trading in the Shares on the Stock Exchange. The framework agreement and the amended and restated framework agreement was approved by the Honorable Mr. Justice Harris of the High Court on 26 June 2015 and 6 November 2015 respectively.

With the sanction from the High Court, Perfect Major Investment Limited ("**Perfect Major**") and H K Rich Technology International Company Limited ("**H K Rich**" and collectively, the "**SPVs**"), wholly owned subsidiaries of the Company, were set up after the appointment of the Provisional Liquidators for the purpose of restructuring and continuation of the business of the Group. It is anticipated that the management team of the SPVs will run the business of the Group so as to fulfil the resumption requirements of the Stock Exchange.

A proposal setting out details of the restructuring together with the basis for the resumption of trading in the Shares (the "**Resumption Proposal**") was prepared and submitted to the Stock Exchange on 19 July 2015. However, without raising any question or query on the Resumption Proposal, the Listing Division of the Stock Exchange notified the Company on 31 July 2015 that it considered that the Resumption Proposal had not satisfactorily demonstrated sufficiency of operations or assets as required under Rule 13.24 of the Listing Rules and it would recommend the Listing Committee of the Stock Exchange (the "**Listing Committee**") to place the Company in the third delisting stage.

Pursuant to a letter from the Stock Exchange dated 14 August 2015, the Listing Committee considered that the Resumption Proposal was not viable and decided to place the Company in the third delisting stage under Practice Note 17 of the Listing Rules. In arriving at the above decision, the Listing Committee had considered that, among others, the business of the Company in the Resumption Proposal was insufficient to justify the Company's continued listing.

The Company disagrees with the abovementioned ruling of the Listing Committee (the "**Ruling**") and on 18 August 2015 formally requested the Listing Committee to provide detailed written reasons for the Ruling. On 24 August 2015, the Company also submitted a formal request to the Stock Exchange for a review of the Ruling by the Listing (Review) Committee of the Stock Exchange (the "**Listing (Review) Committee**"). A review hearing of the Ruling was held on 17 December 2015.

On 29 December 2015, the Listing (Review) Committee decided to uphold the Listing Committee's decision and to place the Company into the third delisting stage with effect from 6 January 2016 and allowed a period of nine months from that same day for the Company to submit a viable resumption proposal (i.e. 5 October 2016).

Accordingly, the revised proposal (the "**Revised Proposal**") was subsequently submitted to the Stock Exchange on 7 September 2016. The Revised Proposal was highlighted by the introduction of a potential strategic investor, Tsinghua Tongfang Co., Ltd.* (同方股份有限公司) ("**Tongfang**"), one of the top 100 information technology enterprises in the PRC. On 28 June 2016, the Company obtained the letter of intent from Tongfang, pursuant to which, Tongfang would (i) invest an amount of HKD3.0 million into Perfect Major, a subsidiary of the Company in consideration and exchange for a 20% equity interest in Perfect Major; and (ii) subscribe for not less than 5% of the Company's newly issued shares after the resumption of trading of the Shares on the Stock Exchange. On 6 January 2017, a formal agreement was entered into between the Group and a subsidiary of Tongfang.

Nonetheless, similar to the case with the Resumption Proposal, the Listing Division of the Stock Exchange. notified the Company on 26 September 2016 that it considered the Revised Proposal not viable and recommended that the Listing Committee approves the cancellation of listing of the Shares on the Stock Exchange under Practice Note 17 of the Listing Rules.

Pursuant to a letter from the Stock Exchange dated 14 October 2016, the Listing Committee considered that although the Company had made certain progress in its mobile handset design and distribution business, the Revised Proposal still did not satisfactorily demonstrate that the Company would carry out a sufficient level of operations or have assets of sufficient value as required under Rule 13.24 of the Listing Rules to warrant a continued listing. The Listing Committee considered the Revised Proposal not viable and therefore decided to cancel the listing of the Shares on the Stock Exchange with effect from 9:00 am on 31 October 2016 (the "**Second Stage Ruling**").

The Company submitted a formal request to the Stock Exchange on 25 October 2016 for a review of the Second Stage Ruling by the Listing (Review) Committee.

* *For identification purpose only*

Following the review hearing of the Listing (Review) Committee held on 14 February 2017, the Listing (Review) Committee informed the Company by a letter dated 22 February 2017 that it decided to conditionally stay the cancellation of listing of the Shares on the Stock Exchange (the "**Decision**"). The stay of the cancellation was for the specific purpose of allowing the Company an opportunity to provide all relevant information stated in the Revised Proposal within three months from the date of the Decision to prove its resumption case to the Stock Exchange's satisfaction.

A written update in relation to the Revised Proposal was subsequently submitted to the Stock Exchange on 24 April 2017. In May and June 2017, the Company and the professional advisers addressed various queries raised by the Stock Exchange and finally on 30 June 2017, the Company received a letter from the Stock Exchange that the Listing Committee had decided to allow the Company to proceed with the Revised Proposal subject to the following conditions, which should be completed to the satisfaction to the Listing Department by 29 November 2017:

(1) completion of all transactions contemplated (including the share consolidation, the share subscriptions, the open offer and the group reorganisation) under the Resumption Proposal and the Revised Proposal; and

(2) the winding-up petitions against the Company and its subsidiaries being withdrawn or dismissed and the Provisional Liquidators being discharged.

The Company entered into a supplemental agreement and a share subscription agreement with the Investor on 25 July 2017 in order to effect the resumption plans as stated in the Resumption Proposal and the Revised Proposal. On 25 September 2017, the Company published a circular (the "**Circular**") in relation to (1) the restructuring of the Company which included (a) the capital reorganisation, (b) the open offer, (c) the schemes of arrangement of Hong Kong and Bermuda (the "**Scheme**"), (d) the share subscriptions, (e) the working capital loan and loan facility, (f) the placing of the Shares to management of the Group, (2) the application for whitewash waiver, (3) the appointment of the Directors, (4) the Delisting and (5) notice of special general meeting of the Company (the "**SGM**").

Following the SGM held on 16 October 2017, all the ordinary resolutions were passed by way of poll. Further, as part of the restructuring, the meetings for the Schemes were also held on 16 October 2017. During the meetings, the resolutions to approve the Scheme were duly passed with the approval of the requisite majorities of the scheme creditors. The Schemes were also sanctioned by the High Court and the Supreme Court of Bermuda on 31 October 2017.

The completion of the open offer and the share subscription also took place on 27 November 2017 and all the resumption conditions imposed by the Stock Exchange were fulfilled on 28 November 2017 (Bermuda time). Trading in the Shares on the Stock Exchange resumed on 30 November 2017.

Delisting from SGX-ST

The Company had sought the Delisting of the Shares from the SGX-ST for the following reasons:

(a) by virtue of having its secondary listing on the SGX-ST, the Company is required to comply with the requirements set out in Rules 217 and 751 of the Listing Manual (including such other listing requirements that the SGX-ST may impose from time to time) in addition to the Listing Rules. The Company believed that the Delisting would eliminate the additional administrative overhead and costs of compliance associated with such SGX-ST requirements (which, in its bona fide opinion, outweigh the benefits of the Company's secondary listing on the SGX-ST), and would allow the Company to streamline its compliance obligations, reduce its legal and compliance costs and focus its resources on its business operations.

(b) based on the restructuring plan as set out in the Resumption Proposal and the Revised Proposal, the Company did not intend to raise capital through issuance of new Shares on the SGX-ST upon successful capital reorganisation and resumption of its trading on the Main Board of the Stock Exchange. The Company intended to carry out its future fundraising activities, if any, through the Stock Exchange; and

(c) with the low trading volume of its Shares on the SGX-ST in the past and the ability of shareholders to trade the Shares in Hong Kong through stockbrokers in Singapore or in Hong Kong, the Company considered it no longer necessary to maintain its secondary listing on the SGX-ST.

For the reasons above, the Company believed that the Delisting was in the interest of the Company as a whole. The Delisting took place on 28 November 2017.

Capital Reorganisation and Equity Fund Raising Exercise

The Company, the Provisional Liquidators and Alpha had entered into a framework agreement on 5 June 2015 as part of the restructuring of the Company comprising, among others, capital reorganisation and an open offer. On 25 July 2017, the said framework agreement was amended and restated as the new framework agreement.

Capital Reorganisation

Under the new framework agreement, capital reorganisation entailed share consolidation on the basis of every twenty (20) Shares of US$0.008 each consolidated into one (1) consolidated Share of US$0.16 each in the share capital of the Company (the "**Consolidated Shares**"). The share consolidation became effective on 17 October 2017 and on the same date, the Company's authorised share capital was increased from US$10,000,000 to US$100,000,000, divided into 625,000,000 Consolidated Shares of US$0.16 each by the creation of 562,500,000 new Consolidated Shares.

Share Subscriptions

On 25 July 2017, the Company and Alpha entered into an investment share subscription agreement (the "**Share Subscription Agreement 1**") whereby Alpha had conditionally agreed to subscribe of 188,134,528 Consolidated Shares at a price of US$0.16 per offer Share.

On 7 September 2017, the Company and Tongfang also entered into an investment share subscription agreement (the "**Share Subscription Agreement 2**") whereby Tongfang had conditionally agreed to subscribe of 12,711,719 Consolidated Shares at a price of US$0.16 per offer Share.

Both the Subscription Agreement 1 and the Subscription Agreement 2 have been completed on 27 November 2017 and gross proceeds were of approximately US$30.1 million and approximately US$2.03 million, respectively.

Open Offer

On 20 September 2017, the Company and China Galaxy International Securities (Hong Kong) Co., Limited (the "**Underwriter**") entered into an underwriting agreement (the "**Underwriting Agreement**") whereby the Underwriter agreed to underwrite an open offer (the "**Open Offer**") proposed by the Company on the basis of two (2) offer Shares for every five (5) Consolidated Shares on the Open Offer record date, (i) Hong Kong Open Offer date for shareholders in Hong Kong; or (ii) Singapore Open Offer record date for shareholders in Singapore with standing to the credit securities accounts held with The Central Depository (Pte) Limited in Singapore. The Open Offer involved the allotment and issuance of 15,253,753 Consolidated Shares at a price of US$0.16 per offer Share. The Open Offer and the Underwriting Agreement became unconditional on 21 November 2017, and the allotment and issuance of 15,253,753 Consolidated Shares at a price of US$0.16 per Offer Share subsequently took place on 24 November 2017.

Use of Proceeds

The total gross proceed of the abovementioned Share subscriptions and Open Offer was approximately HK$269.0 million (comprising approximately HK$250.0 million and approximately HK$19.0 million to be raised from the Share subscriptions pursuant to the Share Subscription Agreement 1 and the Share Subscription Agreement 2, and the Open Offer respectively), and, after excluding the expenses of approximately HK$35.7 million and other incidental costs to be incurred, the net proceeds was approximately HK$233.3 million.

The net proceeds were intended to be applied as follows:

(i) HK$147.0 million to settle, among other things, (a) the costs in connection with the issuing of the winding up petitions against the Company, the costs in connection with petitions for the appointment of the Provisional Liquidators and their appointments in Hong Kong and Bermuda, the Provisional Liquidators' costs and the costs of the Schemes; (b) the claims of preferential creditors of the Company; and (c) the claims of the creditors admitted under the Schemes (collectively, the "**Scheme Cash Consideration**");

(ii) HK$20.0 million to repay the outstanding amount due by the Company to Alpha pursuant to a working capital loan agreement; and

(iii) the remaining balance of HK$66.3 million to be used (a) to settle the cost associated with the capital reorganisation of the Company prior to the said Share subscriptions (if any); (b) to settle the cost associated with the Delisting; and (c) as general working capital of the Group.

As at 31 March 2018,

(i) approximately HK$147.0 million was used to settle the Scheme Cash Consideration;

(ii) HK$20.0 million was used to repay the outstanding amount due by the Company to Alpha pursuant to a working capital loan agreement; and

(iii) (a) HK$42.0 million was used to settle the cost associated with the capital reorganisation of the Company prior to the said Share subscriptions; (b) HK$0.6 million was used to settle the cost associated with the Delisting; and (c) HK$23.7 million was used as general working capital of the Group.

In summary, the net proceeds were fully applied as intended. Please refer to the Circular of the Company for further information in relation to the Share subscriptions and the Open Offer.

Incomplete record before restructuring

Due to the limited information available and most of the former key accounting personnel of the Group have left without notice, the Directors were unable to obtain sufficient documentary information to satisfy themselves regarding the completeness of books and records and the treatment of various balances as included in the unaudited consolidated financial statements for the six months ended 30 September 2017 and have formed the conclusion as follows:

As the unaudited consolidated financial statements have been prepared based on the information that included incomplete books and records available to the Company, the Directors of the Company are unable to represent that all transactions entered into by the Group for the six months ended 30 September 2017 have been properly reflected in the unaudited consolidated financial statements. In this connection, the Directors of the Company are also unable to represent as to the completeness, existence and accuracy of identification of the unaudited consolidated financial statements and the disclosures of the unaudited consolidated financial statements in accordance with IFRSs and the disclosure requirements of the Hong Kong Companies Ordinance and the Listing Rules.

Any adjustments arising from the matters described above would have a consequential significant effect on the net profit of the Group for the six months ended 30 September 2017 and the net assets of the Group as at 31 March 2017 and 1 April 2017.

3. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

The IASB has issued a number of amendments to IFRSs that are first effective for the current accounting period of the Group.

The following new standards and amendments are mandatory for the financial year beginning 1 April 2018 and have no significant impact on the results or financial position to the Group.

Amendments to IFRS 2	Classification and Measurement of Share-based Payment Transactions
Amendments to IFRS 4	Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts
IFRS 9	Financial Instruments
IFRS 15	Revenue from Contracts with Customers and Related Amendments
Amendments to IFRS 15	Clarifications to IFRS 15 Revenue from Contracts with Customers
Amendments to IAS 40	Transfers of Investment Property
IFRIC 22	Foreign Currency Transactions and Advance Consideration
Amendments to IAS 28	As part of the Annual Improvements to IFRSs 2014-2016 Cycle

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

4. SEGMENT REPORTING

The Group manages its businesses by division, which are organised by business lines. In a manner consistent with the way in which information is reported internally to the Group's executive directors, the chief operating decision maker, for the purposes of resources allocation and performance assessment, the Group has presented the following one reportable segment. No operating segments have been aggregated to form the following reportable segment.

1. Trading of mobile handsets

The trading of mobile handsets segment derives its revenue primarily from the sale and distribution of mobile handsets.

a) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's executive directors monitor the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible and current assets with the exception of other corporate assets. Segment liabilities include provisions and trade and other payables attributable to the activities of the individual segments and borrowings managed directly by the segment.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by the segment and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

The measure used for reporting segment profit is "adjusted EBITDA", that is, "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 share of profits less losses of associates, directors' emoluments and other head office or corporate administrative costs.

In addition to receiving segment information concerning adjusted EBITDA, the executive directors are provided with segment information concerning revenue, interest income and expense from cash balances and borrowings managed directly by the segments, depreciation, amortisation and impairment losses and additions to non-current segment assets used by the segment in their operations.

Information regarding the Group's reportable segments as provided to the Group's executive directors for the purposes of resources allocation and assessment of segment performance for the six months ended 30 September 2018 and 2017 is set out below.

	Trading of Mobile handsets Six months ended 30 September	
	2018	2017
		(Restated)
	(Unaudited)	(Unaudited)
	HK$'000	*HK$'000*
Revenue from external customers	**170,649**	156,493
Reportable segment revenue	**170,649**	156,493
Reportable segment profit (adjusted EBITDA)	**15,866**	18,462
Depreciation	**309**	70

	At 30 September	At 31 March
	2018	2018
	(Unaudited)	(Audited)
	HK$'000	*HK$'000*
Reportable segment assets	**128,380**	148,241
Reportable segment liabilities	**26,690**	64,078

b) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities

	Six months ended 30 September **2018** (Unaudited) *HK$'000*	2017 (Restated) (Unaudited) *HK$'000*
Revenue		
Reportable segment revenue	**170,649**	156,493
Elimination of inter-segment revenue	**–**	–
Consolidated revenue	**170,649**	156,493
Profit		
Reportable segment profit	**15,866**	18,462
Elimination of inter-segment profits	**–**	–
Reportable segment profit derived from the Group's external customers	**15,866**	18,462
Depreciation	**(309)**	(70)
Loan interest	**–**	(201)
Restructuring costs	**–**	(5,000)
Unallocated head office and corporate expenses	**(850)**	(1,246)
Consolidated profit before tax	**14,707**	11,945

	At 30 September 2018 **(Unaudited)** ***HK$'000***	At 31 March 2018 (Audited) *HK$'000*
Assets		
Reportable segment assets	**128,380**	148,241
Elimination of inter-segment receivables	**–**	–
	128,380	148,241
Unallocated head office and corporate assets	**21,030**	27,529
Consolidated total assets	**149,410**	175,770
Liabilities		
Reportable segment liabilities	**26,690**	64,078
Elimination of inter-segment payables	**–**	–
	26,690	64,078
Unallocated head office and corporate liabilities	**180**	752
Consolidated total liabilities	**26,870**	64,830

c) ***Revenue from major products***

	Six months ended 30 September 2018 (Unaudited) *HK$'000*	2017 (Restated) (Unaudited) *HK$'000*
Trading of mobile handsets	**170,649**	156,493

5. SEASONALITY OF OPERATIONS

The Group's business in the sales and distributions of mobile handsets and their components had no specific seasonality factor.

6. REVENUE AND OTHER INCOME AND GAINS

Revenue represents the net invoiced value of goods sold, after allowances for returns and trade discounts; and the values of services rendered during the period.

An analysis of revenue and other income and gains is as follows:

	Six months ended 30 September 2018 (Unaudited) *HK$'000*	2017 (Restated) (Unaudited) *HK$'000*
Revenue		
Distributions and marketing of mobile handsets and components	**170,649**	156,493
	170,649	156,493
Other income and gains		
Bank interest income	**6**	–
Service income	**–**	1,200
Other income	**5**	91
	11	1,291
	170,660	157,784

7. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging:

	Six months ended 30 September	
	2018	2017
		(Restated)
	(Unaudited)	(Unaudited)
	HK$'000	*HK$'000*
a) Staff costs		
Employee benefit expenses (including directors' and chief executive's emoluments)		
Salaries, wages and other benefits	**5,421**	4,403
Contributions to defined contribution retirement plans	**213**	109
	5,634	4,512
b) Other items		
Cost of inventory sold	**146,750**	132,948
Depreciation	**309**	70
Write off of trade receivables	**–**	58
Restructuring costs	**–**	5,000
Foreign exchange loss, net	**72**	82

8. FINANCE COSTS

	Six months ended 30 September	
	2018	2017
		(Restated)
	(Unaudited)	(Unaudited)
	HK$'000	*HK$'000*
Interest on other borrowings	**–**	201

9. INCOME TAX EXPENSE

On 21 March 2018, the Hong Kong Legislative Council passed the Inland Revenue (Amendment) (No. 7) Bill 2017 (the "**Bill**") which introduced Two-tiered Profits Tax Rates Regime. The Bill was gazetted on 29 March 2018.

Under the Two-tiered Profits Tax Rates Regime, the first HK$2.0 million of assessable profits of qualifying corporation will be taxed at 8.25%, and profits above HK$2.0 million will be taxed at 16.5%. For the six months ended 30 September 2018, Hong Kong Profits Tax of the qualified entity is calculated in accordance with the Two-tiered Profits Tax Rates Regime. For the six months ended 30 September 2017, Hong Kong Profits Tax was calculated at the flat rate of 16.5%.

PRC Enterprise Income Tax is calculated at 25% based on the new PRC Enterprise Income Tax Law passed by the Tenth National People's Congress on 16 March 2007.

	Six months ended 30 September	
	2018	2017
		(Restated)
	(Unaudited)	(Unaudited)
	HK$'000	*HK$'000*
Current tax – Hong Kong Profits Tax		
Charge for the period	**3,107**	3,184
Current tax – PRC		
Charge for the period	**–**	21
Total tax charge for the period	**3,107**	3,205

10. DIVIDEND

The board of Directors do not recommend the payment of an interim dividend for the six months ended 30 September 2018 (six months ended 30 September 2017: HKDNil).

11. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

Basic

The calculation of basic earnings per share attributable to owners of the Company is based on the profit for the period attributable to owners of the Company of approximately HKD11,699,000 (six months ended 30 September 2017: profit of approximately HKD8,740,000) and the weighted average number of 254,234,383 (six months ended 30 September 2017: 45,379,916) ordinary shares in issue during the period.

The weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share for the six months ended 30 September 2018 has accounted for the share consolidation and open offer, which included the bonus element during the reporting period, basic and diluted earnings per share for the corresponding period of 2017, have been retrospectively adjusted to reflect the effects of share consolidation and open offer, which included the bonus element during the reporting period.

Diluted

On the basis that relevant books and records are either lost or are incomplete before the restructuring of the Group, there is no accurate information to calculate the diluted earnings per share for the six months ended 30 September 2017. Therefore, diluted earnings per share equals to the basic earnings per share for the six months ended 30 September 2017.

There were no dilutive potential ordinary shares in issue during the period. The diluted earnings per share is the same as the basic earnings per share for the six months ended 30 September 2018.

12. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2018, the Group acquired items of plant and machinery with a cost of HKDNil (six months ended 30 September 2017: HKDNil).

13. TRADE RECEIVABLES

As of the end of the reporting period, the ageing analysis of trade receivables based on the invoice date and net of allowance for doubtful debts, is as follows:

	At 30 September 2018 (Unaudited) ***HK$'000***	At 31 March 2018 (Audited) *HK$'000*
0-60 days	**47,224**	10,874
61-90 days	**13,339**	15,118
Over 90 days	**29,941**	100,157
Trade receivables net of allowance for doubtful debts	**90,504**	126,149

14. TRADE PAYABLES

As of the end of the reporting period, the ageing analysis of trade payables based on the invoice date, is as follows:

	At 30 September 2018 (Unaudited) ***HK$'000***	At 31 March 2018 (Audited) *HK$'000*
0-30 days	**4,499**	–
31-60 days	**–**	–
61-90 days	**–**	–
Over 90 days	**–**	44,955
	4,499	44,955

Trade payables generally have credit terms ranging from 30 to 90 days (year ended 31 March 2018: 30 to 90 days).

15. SHARE CAPITAL

	Number of shares	Amount US$	Amount equivalent to HK$
Authorised:			
Ordinary shares of US$0.008 each			
At 1 April 2017	1,250,000,000	10,000,000	77,800,000
Share consolidation *(note (i))*	(1,187,500,000)	–	–
Increase in authorised share capital *(note (ii))*	562,500,000	90,000,000	700,200,000
At 31 March 2018 and 30 September 2018	625,000,000	100,000,000	778,000,000
Issued and fully paid:			
Ordinary shares of US$0.16 each			
At 1 April 2017	762,687,662	6,101,500	47,469,672
Share consolidation *(note (i))*	(724,553,279)	–	–
Open offer *(note (iii))*	15,253,753	2,440,602	18,987,880
Share subscription *(note (iv))*	200,846,247	32,135,399	250,013,408
At 31 March 2018 and 30 September 2018	254,234,383	40,677,501	316,470,960

Notes:

(i) Share consolidation

On 17 October 2017, the Company completed the share consolidation by every twenty existing shares of US$0.008 each consolidated into one consolidated share of US$0.16 each.

(ii) Increase in authorised share capital

On 17 October 2017, the Company's authorised share capital increased from US$10,000,000 to US$100,000,000, divided into 625,000,000 consolidated shares of US$0.16 each by the creation of 562,500,000 new consolidated shares.

(iii) Open offer

On 24 November 2017, the Company conducted an open offer on the basis of two offer shares for every five consolidated shares by the qualifying shareholders. Approximately 15,254,000 offer shares were issued at the US$0.16 offer price, and net proceeds of approximately US$2,441,000 (equivalent to approximately HK$18,988,000).

(iv) Share subscription

Pursuant to the Share Subscription Agreement 1 and Share Subscription Agreement 2, Alpha and Tongfang subscribed 188,134,528 consolidated shares and 12,711,719 consolidated shares on 27 November 2017 at the price of US$0.16 per offer share respectively.

16. MATERIAL RELATED PARTY TRANSACTIONS

In addition to the transactions detailed elsewhere in these unaudited condensed consolidated financial statements, the Group had the following transactions with the related parties during the six months ended 30 September 2018.

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors and certain of the highest paid employees during the six months ended 30 September 2018 were as follows:

	Six months ended 30 September	
	2018	2017
		(Restated)
	(Unaudited)	(Unaudited)
	HK$'000	*HK$'000*
Employee benefit expenses (including directors and chief executive's emoluments)		
Wages, salaries, bonus and allowances	**1,380**	1,080

Total remuneration is included in "staff costs" (see note 7(a)).

The remuneration package for key management personnel of the Group includes a profit incentive bonus scheme to reward the key management personnel based on their performance.

MANAGEMENT DISCUSSION AND ANALYSIS

Since the resumption of trading in the shares of the Company (the "**Shares**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 30 November 2017, the Group's business has maintained continuous growth. It has achieved significant results in internal control and performance supervision. The Board and the management are determined to properly handle the incomplete books and records which existed before the restructuring of the Group.

The Group reconvened an annual general meeting on 21 August 2018 (the "**AGM**"). A resolution was proposed to consider, confirm and ratify the outstanding issues due to the failure of holding the 2014, 2015, 2016 and 2017 annual general meetings in accordance with the bye-laws of the Company (the "**Bye-laws**") and the Rules Governing the Listing of Securities (the "**Listing Rules**") on the Stock Exchange (and the non-compliances resulted therefrom) and to effect the matters required by the Bye-laws at such annual general meetings.

To better reflect the Group's determination for pursuing future business plans and development, the Company has changed its name and logo, and uses a brand new corporate image and identity to publish this Results Announcement, which is our first interim results announcement after the resumption of trading.

Business Review

Following the resumption of trading in the Share on the Stock Exchange on 30 November 2017, the Company has actively explored business opportunities in communications technology industry while strengthening its advantages in telecommunications products and solutions.

Amidst the complex and volatile economic environment and retail market, and the ups and downs in the Group's performance during the six months period ended 30 September 2018, substantial fundamental growth was recorded. To cope with the unstable condition of the communication retail market as anticipated in the fourth quarter of 2017, the management promptly established a new sales team in the first quarter of 2018 to explore customers in new target markets such as South Africa, Russia and Bangladesh; among which, the Mobicel™ brand of Interactive Trading 266 (Pty) Ltd., a customer from South Africa, accounted for over 60% in volume of the shipment of the Group in the third quarter of 2018. This contributed to a 9% increase in the total sales of the Group for the six months ended 30 September 2018 as compared to the corresponding period of last year. Meanwhile, the Group was also committed to maintaining and exploring the potential of its existing markets, including India, Dubai and Hong Kong, which maintained a stable growth in procurement orders in the third quarter of 2018.

Currently, the target markets of the Group include Dubai, India, South Africa, Southeast Asia and Russia. It is noteworthy that the mobile phone market in South Africa has been developing rapidly, and the Group has initially obtained opportunities for cooperation with local communication operators through our South Africa customer. As for products, steady growth was noted in both functional mobile phones and smart phones.

During the Reporting Period, the Group was committed to enhancing sales efficiency and reducing cost pressure. To offset the disadvantages resulting from the deterioration of market environment and the decline in the number of orders from its OEM/ODM customers, the Group obtained price and supply advantages from suppliers through bulk purchases which was beneficial to cost reduction. Although Renminbi continued to depreciate in 2018, there was no significant increase in procurement cost, which was conducive to product exports and profit growth. In the aspect of products, the Group developed various models of functional mobile phones and smart phones under the principle of market-orientation to fulfil demands from different markets. Also, the Group promoted product differentiation, hoping to make breakthroughs in its long-range mobile phones and elderly phones to better align our products to clearly defined market segments.

In the second quarter of 2018, by optimising its internal teams through redeployment of personnel in different departments including quality control, procurements, project planning and sales departments and procedures improvement, the Group has strengthened the cohesiveness and competitiveness of its internal teams. In addition, the Group actively participated in domestic and international trade fairs to enhance brand awareness and seek to secure more orders. In 2018, the Group participated in the mobile phones fair held in Hong Kong in April, and the trade fair and communication exhibition held in Hong Kong and Barcelona, respectively in October.

Financial Review

For the six months ended 30 September 2018, turnover increased to approximately HK$170.6 million, representing a period-on-period increase of 9.0% (for the six months ended 30 September 2017: approximately HK$156.5 million). The Group's gross profit increased by approximately 1.5% to approximately HK$23.9 million compared with the corresponding period of last year (for the six months ended 30 September 2017: approximately HK$23.5 million), while its gross profit margin was similar to the corresponding period of last year, ending up decreased by approximately 1.0% to approximately 14.0% (for the six months ended 30 September 2017: approximately 15.0%).

During the six months ended 30 September 2018, major international mobile phone manufacturers had increased their competition in the Indian market, particularly targeting low-end smart phones, which led to a significant decrease in the sales of our target customers, the local second-tier mobile phone brands. On the other hand, local mobile phone brands adopted a wait-and-see attitude due to the fiercely competitive environment, leading to a substantial decline in orders. As for our functional mobile phones, Reliance Jio, a local Indian operator, launched JioPhone at ultra-low prices to quickly seize the market shares of other brands, causing the order volume of the Group in the Indian market to decrease by approximately 50% in the second quarter of 2018 compared to the corresponding period of last year. According to industry surveys, most OEM/ODM-based mobile phone manufacturers were under difficulties in 2018 with a sharp decline in order volume, while some less competitive manufacturers were even forced to close down their businesses. Affected by the deterioration of the overall performance of international mobile phone market and the Group's major target markets, the Group's results for the second quarter of 2018 were not satisfactory with a decline of approximately 14.1%, a decrease in gross profit margin of approximately 1.0% and a decrease in net profits of nearly 2% compared to the corresponding period of last year.

Despite the unsatisfactory results for the second quarter of 2018, the sales of the international mobile phone market improved gradually in the third quarter, reporting positive growth for the first time in the past three quarters. The Group engaged new sales teams to explore new target markets. Overall shipment volume in the third quarter of 2018 exceeded 1 million units. Sales increased by approximately 106.1% as compared to that of the second quarter to approximately HK$115 million, representing an increase of approximately 24.9% as compared to the corresponding period of last year. For the six months ended 30 September 2018, total sales amounted to approximately HK$170.6 million, and results grew by approximately 9.0% as compared to the corresponding period of last year.

Liquidity, Financial Resources and Gearing Ratio

The Group generally finances its operations with internally generated resources and capital raising activities. The liquidity and financing requirements of the Group are reviewed regularly.

As at 30 September 2018, the Group had current assets of approximately HK$148.5 million (31 March 2018: approximately HK$174.6 million) and current liabilities of approximately HK$26.9 million (31 March 2018: approximately HK$64.8 million) and total bank and cash balances of approximately HK$36.0 million (31 March 2018: approximately HK$35.5 million).

The Group reviewed the capital structure by using a gearing ratio, representing the total debt which includes trade and other payables and other current liabilities of the Group divided by total equity of the Group. The gearing ratio of the Group was approximately 21.9% as at 30 September 2018 (31 March 2018: approximately 58.4%).

Charge on Group Assets

As at 30 September 2018, the Group did not have any charge on its assets (31 March 2018: nil).

Contingent Liabilities

As at 30 September 2018, the Group did not have any contingent liabilities (31 March 2018: nil).

Capital Expenditure Commitments

As at 30 September 2018, the Group's capital expenditure contracted for but not provided in the financial statements amounted to nil (31 March 2018: nil) .

Material Acquisitions or Disposal of Subsidiaries, Associates or Joint Ventures

For the six months ended 30 September 2018, the Company did not have any material acquisitions or disposal of subsidiaries, associates or joint ventures.

Exposure to Fluctuations in Exchange Rates

As the Group's bank balances and cash are mainly denominated in HKD, RMB and USD, the Directors considered the Group was exposed to limited exchange risk. During the Reporting Period, the Group did not use any financial instruments for hedging purpose and the Group did not have any hedging instruments outstanding as at 30 September 2018.

The Group will monitor closely the exchange rate risk arising from the Group's existing operations and potential new investments in future and will implement necessary hedging arrangement to mitigate any significant foreign exchange risk when and if appropriate.

Interim Dividend

The Directors do not recommend the payment of an interim dividend for the six months ended 30 September 2018 (for the six months ended 30 September 2017: nil).

Number and Remuneration of Employees

As at 30 September 2018, the Group had 50 employees (31 March 2018: 44 employees) with a staff cost of approximately HK$5.5 million incurred during the six months ended 30 September 2018 (for the six months ended 30 September 2017: approximately HK$4.5 million). The Group determines staff remuneration in accordance with prevailing market salary scales, individual qualifications and performance. Remuneration packages including performance bonuses and entitlements to share options are reviewed on a regular basis.

Outlook

To build on the better results achieved in the third quarter of 2018, it is expected that the results for the fourth quarter of 2018 and the first quarter of 2019 will continue to improve steadily.

As for market orders, a satisfactory repeat order rate is maintained. Currently, the Group has orders on hand of almost 500,000 units and the good momentum of the third quarter continues. Following the close of the Hong Kong trade fair in October 2018, an increase in orders is expected, and it is expected that a 20% annual growth can be achieved. As for profit, benefitting from the lock-up in prices of major components such as motherboards, screens and flash through advance payments in the previous financial year, profit before tax is expected to remain stable. Our operating expenses are also expected to increase to a certain extent as we proceed with the overseas trade fair participation and market expansion plans.

The Group is still focusing on the application of fifth generation mobile network ("**5G**") technology for its future development. The Group will, with the existing resources of the Company, invest and develop the 5G communication technology and further into data storage technology, aiming to develop a comprehensive and suitable mode for sustainable development of the Group.

For communication industry, the Group will continue to expand the business scale of mobile phone industry and enhance its profitability by extending its coverage of target markets.

Uncertainties in domestic and foreign economic conditions and market environment may have an impact on the performance of the Group.

OTHER INFORMATION

Purchase, Sale or Redemption of the Listed Securities of the Company

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the six months ended 30 September 2018.

Code on Corporate Governance Practices

The Company has complied with all applicable code provisions of the Corporate Governance Code (the "**CG Code**") as set out in Appendix 14 to the Listing Rules throughout the six months ended 30 September 2018.

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 to the Listing Rules.

Specific enquiry has been made to each of the Directors and all Directors confirmed that they have complied with the required standards as set out in the Model Code throughout the six months ended 30 September 2018.

Review of Interim Financial Statements

The interim financial statements of the Group for the six months ended 30 September 2018 has been reviewed and approved by the Audit Committee. The Audit Committee has been established in compliance with Rule 3.21 of the Listing Rules with written terms of reference following the guidelines as set out in C.3 of the CG Code for the purpose of reviewing and providing independent oversight of the financial statements and reporting, risk management and internal control systems. The Audit Committee consists of three independent non-executive Directors, namely Mr. Lin Tao *(Chairman)*, Mr. Cui Songhe and Mr. Khoo Wun Fat William. The Audit Committee has reviewed the accounting principles and practices adopted by the Group together with the management of the Company.

Publication of Results Announcement and Interim Report

This Results Announcement is available for viewing on the Company's website at www.hk-alpha.com and the Stock Exchange's website at www.hkexnews.hk. The 2018 interim report of the Company containing all the information required by the Listing Rules will be despatched to the shareholders of the Company (the "**Shareholders**") and available on the above websites in due course.

SUBSEQUENT EVENTS AFTER THE REPORTING PERIOD

Change of Company Name and Stock Short Name

On 5 October 2018, the Company published an announcement in relation to the change of the English name of the Company from "Z-Obee Holdings Limited" to "Alpha Professional Holdings Limited" and the adoption of the Chinese name "阿爾法企業控股有限公司" for identification purpose only in place of its existing Chinese name "融達控股有限公司" which was adopted for identification purpose only. The Certificate of Incorporation on Change of Name was issued by the Registrar of Companies in Bermuda on 24 August 2018 confirming that the English name "Alpha Professional Holdings Limited" was registered on 23 August 2018. The Certificate of Registration of Alteration of Name of Registered Non-Hong Kong Company was issued by the Registrar of Companies in Hong Kong on 2 October 2018 confirming the registration of the new English name of the Company in Hong Kong under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). Following the change of the name of the Company, the English stock short name of the Company was changed from "Z-OBEE" to "ALPHA PRO HLDGS" and the Chinese stock short name of the Company was changed from "融達控股" to "阿爾法企業" for trading in the Shares on the Stock Exchange with effect from 10 October 2018.

ACKNOWLEDGEMENT

I would like to offer the Board's sincere gratitude to the management team and all employees for their hard work and dedication. Their excellence and commitment are of vital importance in enhancing the Company's sustainability. Finally, I would like to take this opportunity to thank our Shareholders and all other stakeholders for their continuous support and confidence in us.

On behalf of the Board
Alpha Professional Holdings Limited
XIONG Jianrui
Chairman

Hong Kong, 23 November 2018

As at the date of this announcement, the executive Directors are Mr. Xiong Jianrui and Mr. Yi Peijian, and the independent non-executive Directors are Mr. Lin Tao, Mr. Khoo Wun Fat William and Mr. Cui Songhe.