



KTL INTERNATIONAL HOLDINGS GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 442

2016 Interim Report 中期報告

Driven by inspiration

驅動靈感



AQUACADE COLLECTION

A perfect mix of diamond and sapphire

A strong passion in blue and white, Aquacade Collection elegantly demonstrates the perfect mix of diamonds and sapphires. This collection shall dance along with the word classic forever.

水中花

鑽石及藍寶石的完美結合
藍色和白色的盡情綻放，水中
花系列優雅展現了鑽石和藍寶
石的完美融合，經典永恒。

**We are committed to the highest
standards of jewellery craftsmanship.**

精緻、獨特及超凡的工藝。



LIGHT OF CELEBRATION

盛典中閃耀之光芒



The conception of a LUCI di GALA jewel begins with the most brilliant diamonds and the most luminous gemstones, so extraordinary and fine that they themselves are the source of inspiration. Taken after the word 'light' in Italian, these radiant stones illuminate the creative minds of LUCI di GALA designers and ateliers, who work zealously to bring you your own source of light.

LUCI di GALA 珠寶的概念源於最閃耀的鑽石，以及最亮眼的寶石，它們品質之高，成為了作品靈感的源頭。取名自意大利文中「光」的一詞，這些耀眼的珠寶點亮了 LUCI di GALA 設計師及工藝師的創意頭腦，他們熱情並專注地工作，目的只為向您呈上屬於您的亮光。



STARDUST

Seeing the art in stars

Inspired by the countless stars in the night sky, Stardust Collections finds an exquisite balance between sapphires and pearls. Seeing the art in stars, seeing the art in pearls.



星塵

盡顯星光的藝術

在夜空中無數顆閃亮的星星中得到啟發，星塵系列展現了藍寶石和珍珠之間精妙的平衡性。盡顯星光與珍珠無盡的藝術光芒。



CERULEAN

Infinite and blue.

The celestial sapphire is a magnificent stone of strength and good fortune, and its heavenly blue is reminiscent of the deep blue ocean. In this design, the exquisite stone is endlessly surrounded by diamonds of extraordinary shine, making the Cerulean as reaching and bright as the ocean is infinite and blue.

海藍

無限湛藍

仿如星體的藍寶石象徵著力量和幸運，而湛藍的顏色則令人聯想到深邃的海洋。這款設計中，精緻的藍寶石以多顆鑽石圍繞著，令作品仿如海洋般藍光閃閃、廣闊無邊。

VENUS

Awake the Goddess of love and beauty

Named after the Goddess of love and beauty and inspired by the myth of Planet Venus, The Venus Collection is a beautiful extension from the signature collection of Luci di Gala, Snowflake. This elegant collection is filled with natural yellow diamonds and classically encircled by a row of white diamonds.



維納斯

舒展您身心的作品

靈感源自於宇宙中的金星，並以愛與美的女神命名。維納斯系列首飾的美，傾注了天然黃鑽作為主石，並圍繞經典的白鑽作為附石，是 LUCI DI GALA 與冰花鑽系列的完美延伸。





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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Kei York Pang Victor
(*Co-Chairman and Chief Executive Officer*)
Mr. Li Man Chun
(*Co-Chairman and Chief Operating Officer*)
Mr. Kei Yeuk Lun Calan
(*Deputy Chief Executive Officer and
Chief Sales and Marketing Officer*)

Independent non-executive Directors

Mr. Ting Tit Cheung
Mr. Chan Chi Kuen
Mr. Lo Chun Pong

Company secretary

Mr. Chau Chi Lai (FCPA, CFA, CA, CPA Auditor
(Canada), CPA (US))

Audit committee

Mr. Chan Chi Kuen (*Chairman*)
Mr. Ting Tit Cheung
Mr. Lo Chun Pong

Remuneration committee

Mr. Ting Tit Cheung (*Chairman*)
Mr. Li Man Chun
Mr. Kei Yeuk Lun Calan
Mr. Chan Chi Kuen
Mr. Lo Chun Pong

Nomination committee

Mr. Kei York Pang Victor (*Chairman*)
Mr. Li Man Chun
Mr. Ting Tit Cheung
Mr. Chan Chi Kuen
Mr. Lo Chun Pong

董事會

執行董事

紀若鵬先生
(*聯席主席兼行政總裁*)
李文俊先生
(*聯席主席兼營運總裁*)
紀若麟先生
(*副行政總裁及首席銷售
及市場總監*)

獨立非執行董事

丁鐵翔先生
陳志權先生
盧振邦先生

公司秘書

周智禮先生 (FCPA, CFA, CA, CPA
Auditor (Canada) , CPA (US))

審核委員會

陳志權先生 (*主席*)
丁鐵翔先生
盧振邦先生

薪酬委員會

丁鐵翔先生 (*主席*)
李文俊先生
紀若麟先生
陳志權先生
盧振邦先生

提名委員會

紀若鵬先生 (*主席*)
李文俊先生
丁鐵翔先生
陳志權先生
盧振邦先生

Authorised representatives

Mr. Li Man Chun
Mr. Chau Chi Lai

Auditors

Crowe Horwath (HK) CPA Limited

Principal bankers

The Hongkong and Shanghai Banking Corporation
Limited
Hang Seng Bank Limited

Principal share registrar and transfer office

Estera Trust (Cayman) Ltd.
Clifton House, 75 Fort Street
Grand Cayman
KY1-1108
Cayman Islands

Hong Kong share registrar and transfer office

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

Registered office

Clifton House, 75 Fort Street
Grand Cayman
KY1-1108
Cayman Islands

授權代表

李文俊先生
周智禮先生

核數師

國富浩華(香港)會計師事務所
有限公司

主要往來銀行

香港上海滙豐銀行有限公司

恒生銀行有限公司

主要股份過戶登記處

Estera Trust (Cayman) Ltd.
Clifton House, 75 Fort Street
Grand Cayman
KY1-1108
Cayman Islands

香港股份過戶登記處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心22樓

註冊辦事處

Clifton House, 75 Fort Street
Grand Cayman
KY1-1108
Cayman Islands

CORPORATE INFORMATION

公司資料

Place of business and headquarter in Hong Kong

Unit 1207
Fu Hang Industrial Building
1 Hok Yuen Street East
Hung Hom, Kowloon
Hong Kong

Place of Listing

The Stock Exchange of Hong Kong Limited

Stock code

442

Company's website

www.ktl.com.hk

香港營業地點及總部

香港
九龍紅磡
鶴園東街1號
富恒工業大廈
1207室

上市地點

香港聯合交易所有限公司

股份代號

442

公司網站

www.ktl.com.hk

FINANCIAL HIGHLIGHTS

財務摘要

Revenue was approximately HK\$246.0 million for the six months ended 30 September 2016 (the “Period”), representing a decrease of approximately 33.3% as compared with the same for the six months ended 30 September 2015.

Gross profit was approximately HK\$43.8 million for the six months ended 30 September 2016, representing a decrease of approximately 25.5% as compared with the same for the six months ended 30 September 2015.

Gross profit margin increased to approximately 17.8% for the six months ended 30 September 2016, as compared with approximately 15.9% for the six months ended 30 September 2015.

For the six months ended 30 September 2016, KTL International Holdings Group Limited (the “Company”) and its subsidiaries (collectively, the “Group”) recorded a consolidated loss attributable to the owners of the parent of approximately HK\$6.4 million, compared with consolidated losses of approximately HK\$15.2 million for the corresponding period of 2015.

Basic losses per share amounted to approximately HK\$0.04 for the six months ended 30 September 2016, compared with the basic losses per share of approximately HK\$0.09 for the six months ended 30 September 2015.

The board (the “Board”) of directors (the “Directors”) of the Company does not recommend the payment of an interim dividend for the six months ended 30 September 2016.

截至2016年9月30日止六個月，收益約為246.0百萬港元，較截至2015年9月30日止六個月（「本期間」）減少約33.3%。

截至2016年9月30日止六個月，毛利約為43.8百萬港元，較截至2015年9月30日止六個月減少約25.5%。

截至2016年9月30日止六個月，毛利率上升至約17.8%，而截至2015年9月30日止六個月則約為15.9%。

截至2016年9月30日止六個月，KTL International Holdings Group Limited（「本公司」）及其附屬公司（統稱為「本集團」）錄得母公司擁有人應佔綜合虧損約為6.4百萬港元，而2015年同期綜合虧損約為15.2百萬港元。

截至2016年9月30日止六個月，每股基本虧損約為0.04港元，而截至2015年9月30日止六個月每股基本虧損約為0.09港元。

本公司董事（「董事」）會（「董事會」）不建議就截至2016年9月30日止六個月派付中期股息。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

The Group is an integrated fine jewellery provider and an original design manufacturer with a well-established operating history in Hong Kong, primarily engaged in designing, manufacturing and exporting fine jewellery to jewellery wholesalers and retailers mainly in Americas, Russia and other European countries. The Group offers a wide range of fine jewellery products in karat gold, including rings, earrings, pendants, necklaces, bracelets, bangles, cufflinks, brooches and anklets, which are positioned to target the mass to middle segment, being the lowest among the three tiers of the fine jewellery market segments by retail prices. The Group's customers are mainly wholesalers and retailers of jewellery products.

In 2016, uncertainty abounds for global economy and consumers are becoming more prudent with their finances, saving soberly and spending discreetly. Low consumer confidence has kept the fine jewellery industry under pressure, with market players trying hard to counter the challenges in the tough environment.

During the Period, the Group experienced a slowdown in sales in the Russian market, due to its continuing weak economy. Revenue generated from sales to the Russian market fell by 80.5% to HK\$19.4 million for the six months ended 30 September 2016 as compared with the same period in 2015.

Consumption habits among Americas have also been changing when it comes to luxury, with fine jewellery losing their share of spending. In this connection, revenue arising from sales to the Americas market lowered to approximately HK\$134.6 million for the Period, representing a drop of 19.0% as compared with the corresponding period in the previous year.

業務概覽

本集團為一家香港優質珠寶綜合供應商及原設計製造商，營運歷史悠久，主要從事優質珠寶設計及製造，並主要出口至美洲、俄羅斯及其他歐洲國家的珠寶批發商及零售商。本集團供應多款K金優質珠寶產品，包括戒指、耳環、吊墜、項鏈、手鐲、臂鐲、袖扣、胸針及踝飾，定位面向優質珠寶市場分部，按零售價劃分的三個級別中最低的大眾至中端分部。本集團客戶主要為珠寶產品批發商及零售商。

2016年，環球經濟充斥不明朗因素，消費者愈趨審慎理財，篤力儲蓄並慎重消費。消費者信心疲弱令優質珠寶行業受壓，市場參與者莫不全力以赴，以應對艱困經營環境帶來的挑戰。

於本期間，俄羅斯經濟持續低迷，本集團於該市場的銷售亦見放緩。截至2016年9月30日止六個月，來自俄羅斯市場銷售所產生的收益約為19.4百萬港元，較2015年同期下降80.5%。

美洲顧客就奢侈品的消費習慣也在改變，人們對優質珠寶的開支比重趨降。據此，於本期間美洲市場銷售所產生的收益下降至約134.6百萬港元，較去年同期下降19.0%。

Striving to expand its footprint in the People's Republic of China ("PRC"), the Group has focused on penetrating further the mass to middle segment of the fine jewellery market. However, sales in the PRC slightly dropped due to declining demand in fine jewellery as anti-corruption drive in the nation continues and tough macro-economic environment remains. Revenue generated from the PRC market stood at approximately HK\$50.3 million for the six months ended 30 September 2016, down 13.8 % from the same prior year period.

The Group has effectively applied stringent cost controls by streamlining business operations and optimising utilisation. During the first six months of the financial year of 2016, administrative expenses were successfully reduced by 28.8%. Selling expenses were flat from year to year, factoring in the costs involved as the Group sought to develop business with new customers in existing markets.

PROSPECTS

Looking ahead, the outlook for global economic growth remains subdued. Against the backdrop of continued sluggish growth in developed countries and rising political risks from a number of fronts, the world economy will continue to be in a stage of profound adjustments and the road to recovery will still be bumpy.

In Russia, consumer spending shows little signs of picking up. The economy is likely to contract this year. To the contrary, the PRC's favourable underlying fundamentals, rapid urbanisation and the growing middle class will be supportive of a sustained and healthy economic development.

為力求擴大本集團於中華人民共和國(「中國」)的版圖，本集團進一步專注於優質珠寶市場的大眾及中層分部之滲透。然而，由於全國持續的打貪政策，加上宏觀經濟環境依然嚴峻，促使優質珠寶的需求下降，導致中國的銷情微跌。截至2016年9月30日止六個月，來自中國市場的銷售額約為50.3百萬港元，較去年同期下降13.8%。

本集團通過精簡業務營運及優化資源配置，有效地實施嚴謹成本管控。於2016年財政年度首六個月，本集團成功地將行政開支減少28.8%。由於本集團尋求在現有市場與新客戶發展業務，故考慮此舉措涉及的開支後，銷售開支與上年度持平。

前景

展望未來，全球經濟復蘇依然緩慢。發展國家的經濟增長仍然乏力，加上多個地區政治風險日增，在此背景下，世界經濟將繼續面對強烈調整，復蘇前路將仍崎嶇不平。

在俄羅斯，消費者的開銷僅有輕微起色，今年經濟極可能收縮。相反，中國經濟具備多項正面基本因素支持，城镇化快速推進，中產階級日益壯大，有助中國經濟持續健康發展。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The management of the Group will improve operating efficiency by streamlining the operations and optimising internal resources in order to meet the challenge of adverse market conditions expected in the current financial year.

STRATEGIES AND OUTLOOK

We are committed to maintaining our status as one of the top fine jewellery providers in Hong Kong with a focus on export business by enhancing our sales and marketing force, increasing our penetration in existing markets, expanding our customer base, exploring new markets and heightening market recognition of our KTL corporate brand name worldwide.

In view of the economic condition in the United States and the sheer size of its retail market for fine jewellery products, we plan to explore opportunities in the country where we believe the Group would benefit from the integrated services that we offer. We will further strengthen our business relationships with customers in the United States by offering a wider range of styles and designs tailored for the market, and adjusting our production resources, capacity and cycle to better cater for the product lead time, consumer preferences and festive shopping practices. Moreover, riding on the growth potential offered by the PRC market, we will draw on the strength of our established corporate brand name and proven design capabilities to increase resources in a bid to attract jewellery wholesalers or chain stores which focus on the said market. We will step up our sales and marketing resources to promote our products and to participate in selected trade exhibitions in the PRC, and devote additional design and product development resources to offer a wider range of designs best suited the taste and preferences of the PRC market.

本集團管理層將透過精簡業務及完善內部資源去提升經營效益，以應對下個財務年度預計出現的不利市場環境的挑戰。

策略及展望

我們通過提高銷售及市場推廣能力、加強滲透現有市場、擴闊客戶基礎、開拓新市場及提升我們三和企業品牌在全球的知名度，務求維持本集團作為香港專門從事出口的優質珠寶供應商翹楚之一的地位。

有見於美國的經濟環境及其龐大的優質珠寶產品零售市場，相信本集團所能提供的綜合服務，將有利我們進一步發掘相關版塊的商機。我們將通過提供各種專為該市場製作的造型及設計，並調整我們的生產資源、產能及生產週期，更妥貼配合產品交付期、消費者喜好及節日購物慣例，從而進一步加強與美國客戶的業務關係。此外，依托中國市場的增長潛力，我們將充份利用我們的知名企業品牌實力及卓越設計能力，投入更多資源，以吸引專注中國市場的珠寶批發商或連鎖店。我們將增加投入銷售及市場推廣資源，以在中國推廣我們的產品，並選擇性地參與貿易展覽，投放額外設計及產品開發資源，從而提供各種最切合中國市場的品味及喜好的設計。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Likewise, we strive to further broaden our customer base by enhancing our efforts to offer products together with integrated services. Customers' needs and preferences vary. Some only require manufacturing support whereas more customers need additional customised services and support such as differentiating product designs, product series theme creation, product showcasing strategies and product positioning. We note jewellers in the PRC market are generally keen for designs, marketing and product positioning support, whereas those in the emerging markets are enthusiastic about manufacturing support. In this respect, we plan to devote our sales force with an added focus on identifying and soliciting new customers that are jewellery suppliers of their own but do not have strong product development and design and/or production capabilities.

同樣地，我們更積極行銷產品及推廣綜合服務，力求進一步擴大我們的客戶基礎。客戶的需求及喜好各有不同，部分客戶僅需要製造方面的支援，而較多客戶則需要額外訂製服務及支持，如差異化產品設計、產品系列主題創作、產品展示策略及產品定位。我們了解到中國市場的珠寶商通常對設計、市場推廣及產品定位支援較為渴求，而新興市場珠寶商一般對製造支援較為熱衷。正因如此，我們計劃調動銷售人員，以加強專注於發掘及招攬本身為珠寶供應商、但並未擁有強大產品開發及設計及／或產能的新客戶。

FINANCIAL REVIEW

財務回顧

Six months ended 30 September 截至9月30日止六個月

		2016	2015
		2016年	2015年
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Revenue (HK\$'000)	收益(千港元)	245,965	368,970
Gross profit (HK\$'000)	毛利(千港元)	43,798	58,784
Gross profit margin (%)	毛利率(%)	17.8	15.9
Loss attributable to the owners of the parent (HK\$'000)	母公司擁有人應佔虧損(千港元)	(6,373)	(15,161)

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

REVENUE

The Group's revenue for the Period was approximately HK\$246.0 million, representing a decrease of approximately HK\$123.0 million or 33.3% over the corresponding period in 2015. The decrease in the Group's revenue was primarily due to (i) a decrease in sales in Russia of approximately HK\$80.1 million as a result of Russian customers being tuned into the Ruble's depreciation and deteriorated outlook. Coupled with the political events in relation to Ukraine and the continued impact of the Western sanctions, Russian households were far from optimistic towards the economic situation, favouring primarily major purchases and savings. This inevitably resulted in a chain reaction, where the demand for fine jewellery was significantly suppressed; (ii) a decrease in sales in Americas of approximately HK\$31.5 million mainly attributable to a weaker-than-expected market condition under a significant turnaround in consumer interest in fine jewellery; and (iii) a slight decrease in sales in the PRC of approximately HK\$8.1 million as a result of slowing growth in the PRC. Coupled with the stock market fluctuations that took place last year, it has adversely affected demand for jewellery products during the Period which was partially offset by an increase in sales in Europe (other than Russia) of approximately HK\$10.3 million as a result of the Group's strategic cooperation and closer business relationship with certain customers in Europe.

收益

本集團於本期間的收益約為246.0百萬港元，較2015年同期減少約123.0百萬港元或33.3%。本集團的收益減少主要由於：(i)俄羅斯經濟前景惡化及盧布貶值，該市場客戶隨之作出調整，使俄羅斯銷售額減少約80.1百萬港元。加上與烏克蘭相關的政治事件及西方國家制裁的持續影響，俄羅斯家庭普遍對經濟情況感到憂慮，傾向僅作基本採購並加緊儲蓄。此舉牽引出連鎖反應，致使優質珠寶需求顯著受壓；(ii)美洲的銷售額減少約31.5百萬港元，主要因消費者對優質珠寶的興趣出現明顯改變，令市道較預期疲弱；及(iii)中國經濟增長放緩，加上去年股市大幅波動，對珠寶產品需求構成負面影響，使中國於期內的銷售額微跌約8.1百萬港元，然而當中部分已為歐洲（除俄羅斯外）銷售額增加約10.3百萬港元所抵銷，此乃得力於本集團與歐洲部分客戶的戰略合作及更緊密的業務夥伴關係所促成。

GROSS PROFIT AND GROSS PROFIT MARGIN

The Group's gross profit for the Period was approximately HK\$43.8 million, representing a decrease of approximately HK\$15.0 million or 25.5% over the corresponding period in 2015. Gross profit margin increased to approximately 17.8% from approximately 15.9%, which was primarily due to the Group's control in materials cost amid fluctuation in gold price as well as bargaining in stone purchases leveraging on its centralised procurement. The Group works on resources allocation and effective cost control in procurement.

SELLING EXPENSES

The Group's selling expenses slightly decreased by approximately HK\$0.04 million or 0.2%, to approximately HK\$17.9 million for the six months ended 30 September 2016. The decrease was primarily attributable by (i) the decrease in export credit insurance and freight charges of approximately HK\$1.6 million on the decrease in sales for the Period and (ii) the Group's implementation of stringent cost control measures on advertising and promotion which declined by approximately HK\$1.0 million; and its partially offset by (iii) the increase in staff costs of approximately HK\$1.4 million mainly as a result of recruiting designers for creating new product collections and (iv) the increase in sales commission of approximately HK\$1.0 million as reward for expanding new customer base and exploring new markets.

毛利及毛利率

本集團於本期間的毛利約為43.8百萬港元，較2015年同期減少約15.0百萬港元或25.5%。毛利率則由約15.9%上升至約17.8%，主要有賴本集團的中央採購，使本集團即使在金價波動的情況下，仍能掌控材料成本，並在寶石採購中議價。本集團致力於採購時調配資源和有效控制成本。

銷售開支

本集團截至2016年9月30日止六個月的銷售開支略為減少約0.04百萬港元或0.2%至約17.9百萬港元。銷售開支減少主要歸因於：(i)本期間銷售額下降，使出口信用保險及運費開支減少約1.6百萬港元；及(ii)本集團嚴格實行成本控制措施，令廣告及宣傳費用下降約1.0百萬港元；惟當中部分(iii)因聘請設計師創作新產品系列，而令員工成本上升約1.4百萬港元；及(iv)銷售佣金上升約1.0百萬港元，用以獎勵擴闊客戶基礎及發掘新市場所抵銷。

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ADMINISTRATIVE EXPENSES

The Group's administrative expenses decreased by approximately HK\$13.7 million or 28.8%, to approximately HK\$33.9 million for the Period from approximately HK\$47.7 million for the six months ended 30 September 2015. The decrease was primarily due to the combined effects of (i) the decrease in staff costs by approximately HK\$5.0 million as a result of the Group's continuous implementation of rigorous cost control by further streamlining operations and rationalising overheads; and (ii) the decline in office, utility and sundry expenses by approximately HK\$5.7 million which were mainly attributed by strengthening cost controls in business operation.

FINANCE COSTS

The Group's finance costs decreased by approximately HK\$2.6 million or 48.5%, to approximately HK\$2.7 million for the Period from approximately HK\$5.3 million for the six months ended 30 September 2015. The decrease was primarily due to the decrease in average borrowing balance for the Period as compared with the same period in 2015.

行政開支

本集團的行政開支由截至2015年9月30日止六個月約47.7百萬港元減少約13.7百萬港元或28.8%，至本期間的約33.9百萬港元。行政開支減少主要由於以下各項之結合影響：(i) 因本集團進一步精簡經營及理順日常開支，以持續實施嚴格成本控制，員工成本減少約5.0百萬港元；及(ii) 辦公室、公用設施及雜項開支減少約5.7百萬港元，主要由於在業務營運中加強了成本控制。

財務成本

本集團的財務成本由截至2015年9月30日止六個月約5.3百萬港元減少約2.6百萬港元或48.5%，至本期間的約2.7百萬港元。財務成本減少主要由於期內的平均貸款結餘較2015年同期減少。

LOSS ATTRIBUTABLE TO THE OWNERS OF THE PARENT

During the Period, the Group recorded a consolidated loss (the “Loss”) attributable to the owners of the parent of approximately HK\$6.4 million, compared with a consolidated loss of approximately HK\$15.2 million for the corresponding period of 2015. The Loss was mainly attributable to a decline in the Group’s revenue by approximately 33.3% and gross profit by approximately 25.5% for the Period as compared to the corresponding period in 2015. The decline in revenue was primarily attributable to a significant slowdown of sales in Russian and American markets, the decrease of which were approximately HK\$80.1 million and HK\$31.5 million, respectively, for the Period as compared to the corresponding period in 2015, primarily attributable to global economic uncertainty and weaker-than-expected demand in Russian and American markets.

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2016, the Group had current assets of approximately HK\$412.9 million (31 March 2016: approximately HK\$462.5 million) which comprised cash and bank balances of approximately HK\$24.3 million (31 March 2016: approximately HK\$62.1 million). As at 30 September 2016, the Group had non-current liabilities of approximately HK\$2.2 million (31 March 2016: approximately HK\$1.8 million), and its current liabilities amounted to approximately HK\$283.9 million (31 March 2016: approximately HK\$320.5 million), consisting mainly of payables arising in the normal course of operation and bank borrowings for trade financing. Accordingly, the current ratio, being the ratio of current assets to current liabilities, was approximately 1.5 at 30 September 2016 (31 March 2016: approximately 1.4).

母公司擁有人應佔虧損

於本期間，本集團錄得母公司擁有人應佔綜合虧損（「虧損」）約6.4百萬港元，而相對2015年同期錄得綜合虧損約15.2百萬港元。虧損主要由於期內本集團的收益及毛利較2015年同期分別下跌約33.3%及約25.5%。收益下跌主要由於俄羅斯及美洲市場的銷售大幅減緩，於本期間，有關銷售較2015年同期分別減少約80.1百萬港元及31.5百萬港元，而減少主要由於全球經濟不明朗並且俄羅斯及美洲市場的需求遜於預期。

流動資金及財務資源

於2016年9月30日，本集團的流動資產約為412.9百萬港元（2016年3月31日：約462.5百萬港元），包括現金及銀行結餘約24.3百萬港元（2016年3月31日：約62.1百萬港元）。於2016年9月30日，本集團的非流動負債約為2.2百萬港元（2016年3月31日：約1.8百萬港元），及流動負債約為283.9百萬港元（2016年3月31日：約320.5百萬港元），主要包括日常營運過程中產生的應付款項以及貿易融資的銀行貸款。因此，於2016年9月30日，流動比率（即流動資產與流動負債的比率）約為1.5（2016年3月31日：約1.4）。

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The Group monitors its liquidity requirements on a short to medium term basis and arranges refinancing of the Group's borrowings as appropriate. As at 30 September 2016, we had banking facilities in an aggregate amount of approximately HK\$445.6 million, of which approximately HK\$261.7 million was unutilised.

With cash on hand and available banking facilities, the Group's liquidity position remains strong and the Group has sufficient financial resources to satisfy its commitments and working capital requirements.

GEARING RATIO

The gearing ratio of the Group, calculated as net debt (being interest-bearing bank borrowings and obligations under finance lease less cash and bank balances) divided by the total equity plus net debt, was approximately 32.9% as at 30 September 2016 (31 March 2016: approximately 32.1%).

TREASURY POLICIES

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the Period. The Group strives to reduce exposure to credit risk by buying credit insurance on certain customers' receivables, performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

本集團監控流動資金需求以中短期為基礎，並於適當時為本集團貸款安排再融資。於2016年9月30日，我們的銀行融資合共約為445.6百萬港元，其中約261.7百萬港元尚未動用。

本集團擁有現金及可用銀行融資，其資金流動性持續穩健，有足夠財務資源以應付承擔及營運資金需求。

資本負債比率

於2016年9月30日，本集團的資本負債比率按負債淨額（計息銀行貸款及融資租賃承擔減現金及銀行結餘）除以權益總額加負債淨額計算，約為32.9%（2016年3月31日：約32.1%）。

庫務政策

本集團在執行庫務政策上採取審慎的財務管理策略，因而於本期間整段時間內維持健全的流動資金狀況。本集團透過就若干客戶的應收款項購買信用保險，不斷評估其客戶的信貸狀況及財務狀況，務求降低信貸風險。為控制流動資金風險，董事會密切監察本集團的流動資金狀況，確保本集團資產、負債及其他承擔的流動資金架構可不時滿足其資金需要。

USE OF PROCEEDS FROM THE GLOBAL OFFERING

The Company has received net proceeds of approximately HK\$40.4 million after deducting the underwriting fee and commissions and relevant expenses in connection with the global offering on 11 March 2015. As at 30 September 2016, approximately HK\$31.5 million of the net proceeds had been used by the Group. The unutilised net proceeds have been deposited with licensed bank in Hong Kong. Set out below is a summary of the utilisation of the net proceeds:

全球發售的所得款項用途

本公司已收悉所得款項淨額約40.4百萬港元(經扣除與在2015年3月11日進行的全球發售有關的包銷費用、佣金及相關開支)。於2016年9月30日，本集團已動用約31.5百萬港元的所得款項淨額。未動用所得款項淨額已存置於香港持牌銀行。以下為所得款項淨額動用概要：

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For disclosure purpose:	作披露用途：	Original planned allocation of net proceeds		Actual utilised as at 30 September 2016	Unutilised as at 30 September 2016
		所得款項淨額的原計劃分配		於2016年9月30日實際已動用	於2016年9月30日未動用
		%	HK\$'000	HK\$'000	HK\$'000
		%	千港元	千港元	千港元
1) Used for the fitting out and decoration for Yuwotou Premises	1) 用於魚窩頭物業的室內裝潢及裝修	32.4	13,084	4,966	8,118
(i) an exhibition centre with multiple showrooms to showcase our design concepts and products;	(i) 設有多間展覽室的展覽中心以展示我們的設計理念及產品；				
(ii) a staff training centre	(ii) 員工培訓中心				
2) Used for purchasing of raw materials, more specifically diamonds	2) 用於採購原材料，更具體而言為鑽石	27.4	11,065	11,065	—
3) Used for upgrading our Enterprise Resource Planning System (“ERP system”) together with Information Technology (“IT”) infrastructure upgrade	3) 用於升級我們的企業資源計劃系統（「ERP系統」）及資訊科技（「IT」）基礎設施	16.5	6,663	5,945	718
4) Used for the development and enhancement of design capability	4) 用於開發及提升設計能力	13.7	5,532	5,532	—
(i) purchasing of software for producing three-dimensional design sketches and equipment for producing design prototypes;	(i) 採購三維設計圖製作軟件及製作設計原型的設備；				
(ii) employing additional designers and craftsmen	(ii) 聘用額外設計師及工匠				
5) Used for additional working capital and other general corporate purposes	5) 用作額外營運資金及其他一般公司目的	10.0	4,038	4,038	—
Total	總計	100.0	40,382	31,546	8,836

FOREIGN EXCHANGE EXPOSURE

For the Period, the Group had monetary assets and monetary liabilities denominated in foreign currencies, i.e. currency other than the functional currency of the respective group entities, which are mainly trade receivables, other receivables, available-for-sale investment, cash and bank balance, pledged bank deposits, trade and other payables and interest-bearing bank borrowings. Consequently, the Group has foreign exchange risk exposure from translation of amount denominated in foreign currencies as at 30 September 2016. Since HK\$ is pegged to US\$, the Group does not expect any significant movements in HK\$/US\$ exchange rate. We are exposed to foreign exchange risk primarily with respect to Renminbi ("RMB"). If HK\$ as at 30 September 2016 had strengthened/weakened by 5% against RMB with all other variables held constant, the loss for the period attributable to the owners of the parent would have been increased/decreased by approximately HK\$2.0 million for the Period (30 September 2015: loss for the period attributable to the owners of the parent would have been increased/decreased by approximately HK\$3.4 million).

The Group does not engage in any derivatives activities and does not commit to any financial instruments to hedge its exposure to foreign currency risk.

CAPITAL STRUCTURE

There was no change in the capital structure of the Group as at 30 September 2016 as compared with that as at 31 March 2016.

CAPITAL COMMITMENTS

As at 30 September 2016, capital commitments of the Group amounted to approximately HK\$5.0 million (31 March 2016: approximately HK\$3.1 million).

外匯風險

於本期間，我們有以外幣（即相關集團實體功能貨幣以外的貨幣）計值的貨幣資產及貨幣負債，主要為貿易應收款項、其他應收款項、可供出售投資、現金及銀行結餘、已抵押銀行存款、貿易及其他應付款項以及計息銀行貸款。因此，本集團於2016年9月30日面臨來自換算以外幣計值的款項的外匯風險。由於港元與美元掛鈎，本集團預期港元兌美元的匯率不會發生任何重大變動。我們承受的外匯風險主要與人民幣（「人民幣」）有關。倘港元於2016年9月30日兌人民幣升值／貶值5%，而其他所有變量保持不變，於本期間母公司擁有人應佔期內虧損將已增加／減少約2.0百萬港元（2015年9月30日：母公司擁有人應佔期內虧損已增加／減少約3.4百萬港元）。

本集團並無從事任何衍生工具活動，亦無利用任何財務工具對沖其外幣風險。

資本架構

本集團於2016年9月30日的資本架構相對於2016年3月31日概無變動。

資本承擔

於2016年9月30日，本集團的資本承擔約為5.0百萬港元（2016年3月31日：約3.1百萬港元）。

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INTERIM DIVIDEND

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

INFORMATION ON EMPLOYEES

As at 30 September 2016, the Group had 633 employees (31 March 2016: 725), including the executive Directors. Remuneration is determined with reference to market conditions and individual employees' performance, qualification and experience.

Apart from the provident fund scheme (operation in accordance with the provisions of the Mandatory Provident Fund Schemes Ordinance for Hong Kong employees) or social insurance fund (including retirement pension insurance, medical insurance, unemployment insurance, injury insurance and maternity insurance for the PRC employees), discretionary bonuses and employee share options are also awarded to employees according to the Group's performance as well as assessment of individual performance. Since the adoption of the share option scheme on 10 February 2015 and up to 30 September 2016, no options had been granted by the Company.

The Directors believe that the salaries and benefits of the Group's employees are kept at a competitive level and employees are rewarded on a performance-related basis within the general framework of the Group's salary and bonus system, which is reviewed annually.

中期股息

董事會不建議就本期派付中期股息。

僱員資料

於2016年9月30日，本集團有633名僱員（2016年3月31日：725名），包括執行董事。薪酬乃參考市況及個別僱員之表現、資格及經驗而釐定。

除公積金計劃（根據強制性公積金計劃條例的條文為香港僱員設立）或社會保險基金（包括為中國僱員設立的退休養老保險、醫療保險、失業保險、工傷保險及生育保險）外，本公司會參考本集團表現及個別員工表現評估向僱員發放酌情花紅及僱員購股權。自2015年2月10日採納購股權計劃起至2016年9月30日，本公司概無授出購股權。

董事認為，本集團僱員之薪金及福利維持在具競爭力的水平，在本集團薪金及花紅制度（每年進行檢討）的總體框架下，僱員按表現獲得獎勵。

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SHARE OPTION SCHEME

The Company has adopted the share option scheme on 10 February 2015 (the “Scheme”) under which certain selected classes of participants (including, among others, Directors and full-time employees) may be granted options to subscribe for the shares. Unless otherwise cancelled or amended, the scheme will remain in force for 10 years from that date. No share option had ever been granted under the Scheme since its adoption.

SIGNIFICANT INVESTMENT HELD

The Group did not hold any significant investments in equity interest in any other company.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

There was no definite future plan for material investments and acquisition of material capital assets as at 30 September 2016.

MATERIAL ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the Period, the Group did not have any material acquisitions and disposals of subsidiaries and affiliated companies.

購股權計劃

本公司已於2015年2月10日採納購股權計劃(「計劃」)，據此，若干選定類別的參與者(包括(但不限於)董事及全職僱員)可獲授購股權以認購股份。除非以其他方式註銷或修訂，計劃於該日起計10年內仍有效。自其採納以來，並無根據計劃授出任何購股權。

持有之重大投資

本集團並無於任何其他公司持有任何重大股權投資。

重大投資及資本資產之未來計劃

於2016年9月30日，本集團並無任何有關重大投資及重大資本資產收購之具體未來計劃。

重大收購及出售附屬公司及聯屬公司

於本期間，本集團並無任何重大收購及出售附屬公司及聯屬公司事項。

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CHARGE ON ASSETS

As at 30 September 2016, the Group's bank borrowings are secured by its assets as below:

- (i) mortgages over the Group's leasehold land, which had a net carrying amount of approximately HK\$10.0 million and approximately HK\$10.2 million, respectively, as at 30 September 2016 and 31 March 2016;
- (ii) mortgages over the Group's buildings, which had a net carrying amount of approximately HK\$18.1 million and approximately HK\$18.9 million, respectively, as at 30 September 2016 and 31 March 2016;
- (iii) mortgages over the Group's prepaid land lease payments, which had a net carrying amount of approximately HK\$2.9 million and approximately HK\$3.1 million, respectively, as at 30 September 2016 and 31 March 2016;
- (iv) the pledge of the Group's bank deposits of approximately HK\$56.6 million and approximately HK\$86.6 million, respectively, as at 30 September 2016 and 31 March 2016;
- (v) the pledge of the Group's available-for-sale investment amounting to approximately HK\$14.8 million as at 30 September 2016 (at 31 March 2016: approximately HK\$14.5 million); and
- (vi) corporate guarantees provided by the Company and certain subsidiaries of the Company.

資產抵押

於2016年9月30日，本集團銀行貸款由其資產作抵押，詳情如下：

- (i) 於2016年9月30日及2016年3月31日，本集團賬面淨值分別約為10.0百萬港元及約10.2百萬港元的租賃土地的按揭；
- (ii) 於2016年9月30日及2016年3月31日，本集團賬面淨值分別約為18.1百萬港元及約18.9百萬港元的樓宇的按揭；
- (iii) 於2016年9月30日及2016年3月31日，本集團賬面淨值分別約為2.9百萬港元及約3.1百萬港元的預付土地租賃款項的按揭；
- (iv) 於2016年9月30日及2016年3月31日，本集團金額分別約為56.6百萬港元及約86.6百萬港元的銀行存款的抵押；
- (v) 於2016年9月30日，本集團可供出售投資的抵押金額約為14.8百萬港元（於2016年3月31日：約14.5百萬港元）；及
- (vi) 本公司及本公司若干附屬公司提供的公司擔保。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 30 September 2016 (31 March 2016: nil).

或然負債

於2016年9月30日，本集團並無任何重大或然負債(2016年3月31日：無)。

CORPORATE GOVERNANCE

企業管治

CORPORATE GOVERNANCE PRACTICES

Adapting and adhering to recognised standards of corporate governance principles and practices has always been one of the top priorities of the Company. The Board believes that good corporate governance is one of the areas that lead to the success of the Company and in balancing the interests of shareholders, customers and employees, and the Board is devoted to ongoing enhancements of the efficiency and effectiveness of such principles and practices.

For the Period, the Company had complied with the code provisions (“Code Provisions”) set out in the Corporate Governance Code and Corporate Governance Report contained in Appendix 14 to the Listing Rules, except for the following deviations:

CODE PROVISION A.2.1

Pursuant to Code Provision A.2.1, the responsibilities between the Chairman and the Chief Executive Officer should be segregated and should not be performed by the same individual. However, Mr. Kei York Pang Victor is the Chief Executive Officer of the Group, and he also performs as the Co-Chairman of the Board. The Board believes that vesting the roles of both Co-Chairman and Chief Executive Officer in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group.

企業管治守則

配合及遵循企業管治原則及常規之公認標準一貫為本公司最優先原則之一。董事會認為良好的企業管治是帶領本公司邁向成功及平衡股東、客戶及僱員之間利益之因素之一，董事會致力於持續改善該等原則及常規之效率及有效性。

於本期間，本公司一直遵守上市規則附錄十四所載的企業管治守則及企業管治報告的守則條文（「守則條文」），惟以下偏離除外：

守則條文第A.2.1條

根據守則條文第A.2.1條，主席與行政總裁的職責應有區分，並不應由同一人兼任。然而，紀若鵬先生為本集團行政總裁，亦同時兼任董事會聯席主席職務。董事會相信，由同一人兼任聯席主席及行政總裁的角色，可確保本集團內部領導貫徹一致，使本集團的整體策略規劃更有效及更具效率。

The Board considers this structure will enable the Company to make and implement decisions promptly and effectively. The Board believes that the balance of power and authority is adequately ensured by the operation of the Board, which comprises experienced and high calibre individuals with a sufficient number thereof being independent non-executive Directors.

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”) set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transaction by Director of the Company. Having made specific enquiries to all the Directors, the Directors confirmed that they had complied with the required standard as set out in the Model Code during the Period.

董事會認為，此架構可讓本公司迅速及有效地作出及落實決策。董事會認為，董事會成員經驗豐富、才幹出眾，且有足夠成員為獨立非執行董事，其運作可確保權力和授權平衡獲充分保障。

董事進行證券交易的標準守則

本公司已採納上市規則附錄十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」），作為本公司董事進行證券交易之行為守則。經向全體董事作出具體查詢後，董事確認於本期間已遵守標準守則所載規定標準。

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 30 September 2016

截至2016年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2016 2016年 HK\$'000 千港元 (unaudited) (未經審核)	2015 2015年 HK\$'000 千港元 (unaudited) (未經審核)
	Notes 附註		
Revenue			
Cost of sales	4	245,965 (202,167)	368,970 (310,186)
Gross profit		43,798	58,784
Other income		1,392	2,279
Selling expenses		(17,898)	(17,940)
Administrative expenses		(33,946)	(47,651)
Operating loss		(6,654)	(4,528)
Other gains/(expenses), net			
		4,542	(3,246)
Finance costs	5	(2,715)	(5,267)
Share of loss of a joint venture		(32)	—
Loss before tax	6	(4,859)	(13,041)
Income tax expense	7	(1,514)	(2,120)
Loss for the period attributable to the owners of the parent		(6,373)	(15,161)

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 30 September 2016

截至2016年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2016 2016年 HK\$'000 千港元 (unaudited) (未經審核)	2015 2015年 HK\$'000 千港元 (unaudited) (未經審核)
Notes 附註			
Other comprehensive loss to be reclassified to profit or loss in subsequent periods, net of tax	日後期間將予重新分類至損益賬的其他全面虧損，扣除稅項		
	Change in fair value of an available-for-sale investment	309	(3,788)
	可供出售投資公允值變動		
	Exchange differences on translation of foreign operations	(8,822)	(9,129)
	換算國外業務產生的匯兌差額		
	Realisation of exchange fluctuation reserve upon deregistration of a subsidiary	(6,056)	—
	註銷一間附屬公司時匯兌波動儲備之實現		
Other comprehensive loss for the period, net of tax	期內其他全面虧損，扣除稅項	(14,569)	(12,917)
Total comprehensive loss for the period attributable to the owners of the parent	母公司擁有人應佔期內全面虧損總額	(20,942)	(28,078)
Losses per share attributable to ordinary equity holders of the parent:	母公司普通股權益持有人應佔每股虧損：		
Basic and diluted	基本及攤薄	9	HK\$(0.04)
			HK\$(0.09)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 September 2016

於 2016 年 9 月 30 日

			At 30 September 2016 於 2016 年 9 月 30 日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2016 於 2016 年 3 月 31 日 HK\$'000 千港元 (audited) (經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	175,895	183,029
Prepaid land lease payments	預付土地租賃款項		13,885	14,554
Prepayments for construction in progress	在建工程預付款項		—	54
Investment in a joint venture	於合營公司之投資		345	407
Available-for-sale investment	可供出售投資	11	14,779	14,470
Total non-current assets	非流動資產總值		204,904	212,514
Current assets	流動資產			
Inventories	存貨	12	124,151	92,025
Trade receivables	貿易應收款項	13	177,975	185,936
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		27,991	32,259
Tax recoverable	應收稅項		1,524	3,078
Prepaid land lease payments	預付土地租賃款項		402	415
Pledged bank deposits	已質押銀行存款		56,554	86,635
Cash and bank balances	現金及銀行結餘		24,332	62,106
Total current assets	流動資產總值		412,929	462,454

**CONDENSED CONSOLIDATED STATEMENT OF
FINANCIAL POSITION**
簡明綜合財務狀況表
At 30 September 2016
於 2016 年 9 月 30 日

			At 30 September 2016 於 2016 年 9 月 30 日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2016 於 2016 年 3 月 31 日 HK\$'000 千港元 (audited) (經審核)
	Notes 附註			
Current liabilities		流動負債		
Trade and other payables	14	貿易及其他應付款項	99,241	93,503
Interest-bearing bank borrowings	15	計息銀行貸款	183,897	226,086
Obligations under finance leases		融資租賃承擔	800	927
Total current liabilities		流動負債總額	283,938	320,516
Net current assets		流動資產淨值	128,991	141,938
Total assets less current liabilities		資產總值減流動負債	333,895	354,452
Non-current liabilities		非流動負債		
Obligations under finance leases		融資租賃承擔	2,003	1,614
Deferred tax liabilities		遞延稅項負債	221	225
Total non-current liabilities		非流動負債總額	2,224	1,839
Net assets		資產淨值	331,671	352,613
Equity		權益		
Equity attributable to owners of parent		母公司擁有人應佔權益		
Share capital	16	股本	800	800
Reserves		儲備	330,871	351,813
Total equity		權益總額	331,671	352,613

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 September 2016

截至2016年9月30日止六個月

		Attributable to the owners of the parent (unaudited) 母公司擁有人應佔(未經審核)								
		Share capital	Share premium	Statutory surplus reserve	Merger reserve	Capital surplus	Available-for-sale investment revaluation reserve	Exchange fluctuation reserve	Retained profits	Total equity
		股本	股份溢價	法定盈餘儲備	合併儲備	資本盈餘	可供出售投資重估儲備	外匯波動儲備	保留溢利	權益總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2016	於2016年4月1日	800	60,374	6,953	1,940	105,366	(3,550)	4,105	176,625	352,613
Loss for the period	期內虧損	-	-	-	-	-	-	-	(6,373)	(6,373)
Other Comprehensive loss for the period:	期內其他全面虧損：									
Change in fair value of an available-for-sale investment	可供出售投資公允值變動	-	-	-	-	-	309	-	-	309
Exchange differences on translation of foreign operations	換算國外業務產生的匯兌差額	-	-	-	-	-	-	(8,822)	-	(8,822)
Realisation of exchange fluctuation reserve upon deregistration of a subsidiary	註銷一間附屬公司時匯兌波動儲備之實現	-	-	-	-	-	-	(6,056)	-	(6,056)
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	-	-	309	(14,878)	(6,373)	(20,942)
Transfer from retained profits	轉撥自保留溢利	-	-	4	-	-	-	-	(4)	-
At 30 September 2016	於2016年9月30日	800	60,374*	6,957*	1,940*	105,366*	(3,241)*	(10,773)*	170,248*	331,671

* These reserve accounts comprise the consolidated reserves of approximately HK\$330,871,000 (31 March 2016: approximately HK\$351,813,000) in the condensed consolidated statement of financial position.

* 該等儲備賬構成簡明綜合財務狀況表中的綜合儲備約330,871,000港元(2016年3月31日：約351,813,000港元)。

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

簡明綜合權益變動表(續)

For the six months ended 30 September 2016
截至2016年9月30日止六個月

		Attributable to the owners of the parent (unaudited) 母公司擁有人應佔(未經審核)								
		Share capital	Share premium	Statutory surplus reserve	Merger reserve	Capital surplus	Available- for-sale investment revaluation reserve 可供出售 投資重估 儲備	Exchange fluctuation reserve 外匯波動 儲備	Retained profits 保留 溢利	Total equity 權益 總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2015	於2015年4月1日	800	60,374	5,756	1,940	105,366	—	17,150	191,324	382,710
Loss for the period	期內虧損	—	—	—	—	—	—	—	(15,161)	(15,161)
Other Comprehensive loss for the period:	期內其他全面虧損：									
Change in fair value of an available-for-sale investment	可供出售投資 公允價值變動	—	—	—	—	—	(3,788)	—	—	(3,788)
Exchange differences on translation of foreign operations	換算國外業務產生 的匯兌差額	—	—	—	—	—	—	(9,129)	—	(9,129)
Total comprehensive loss for the period	期內全面虧損總額	—	—	—	—	—	(3,788)	(9,129)	(15,161)	(28,078)
At 30 September 2015	於2015年9月30日	800	60,374*	5,756*	1,940*	105,366*	(3,788)*	8,021*	176,163*	354,632

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 September 2016

截至2016年9月30日止六個月

		Six months ended 30 September	
		截至9月30日止六個月	
		2016	2015
		2016年	2015年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
NET CASH FLOWS USED IN OPERATING ACTIVITIES	經營活動所用現金 流量淨額	(21,298)	(47,792)
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動現金流量		
Interest received	已收利息	868	1,070
Purchases of items of property, plant and equipment	購置物業、廠房及 設備項目	(3,453)	(8,712)
Decrease in an amount due from a joint venture	減少應收合營公司 賬款	31	—
Purchase of an available-for-sale investment	購置可供出售投資	—	(18,020)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及 設備項目所得款項	819	4,591
Decrease in pledged bank deposits	已抵押銀行存款減少	30,081	35,912
Net cash flows from investing activities	投資活動所得 現金流量淨額	28,346	14,841

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

簡明綜合現金流量表 (續)

For the six months ended 30 September 2016

截至2016年9月30日止六個月

		Six months ended 30 September	
		截至9月30日止六個月	
		2016	2015
		2016年	2015年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
CASH FLOWS FROM	融資活動現金流量		
FINANCING ACTIVITIES			
Proceeds from bank borrowings	銀行貸款所得款項	263,815	561,786
Repayment of bank borrowings	償還銀行貸款	(306,005)	(572,665)
Capital element of finance lease	融資租賃租金付款的		
rental payments	資本部分	(562)	(1,000)
Net cash flows used in	融資活動所用現金流量		
financing activities	淨額	(42,752)	(11,879)
Net decrease in cash and	現金及現金等價物		
cash equivalents	減少淨額	(35,704)	(44,830)
Cash and cash equivalents at	期初現金及現金等價物		
beginning of period		62,106	126,468
Effect of foreign exchange rate	外匯匯率變動的		
changes, net	影響淨額	(2,070)	(976)
Cash and cash equivalents at	期末現金及現金等價物		
the end of period		24,332	80,662
Analysis of balances of cash and	現金及現金等價物		
cash equivalents	結餘分析		
Cash and bank balances as stated in	簡明綜合財務狀況表		
the condensed consolidated	所列的現金及		
statement of financial position	銀行結餘	24,332	80,662

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

1. CORPORATE INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 6 June 2014. The registered office of the Company is located at Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands.

During the period, the Group was principally involved in the manufacture and sale of jewellery and related products.

In the opinion of the Directors, the holding company of the Company is KTL International Holdings Limited, which was incorporated in British Virgin Islands.

The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 11 March 2015 (the “Listing”).

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

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

1. 公司資料

本公司於2014年6月6日在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處設於Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands。

期內，本集團主要從事珠寶及相關產品的製造及銷售。

董事認為，本公司的控股公司為於英屬處女群島註冊成立的三和國際控股有限公司。

本公司股份於2015年3月11日在香港聯合交易所有限公司（「聯交所」）主板上市（「上市」）。

2. 編製基準及重大會計政策

本期間的未經審核簡明綜合中期財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈的香港會計準則（「香港會計準則」）第34號「中期財務報告」及聯交所證券上市規則（「上市規則」）附錄十六所適用的披露規定編製。

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

**2. BASIS OF PREPARATION AND
SIGNIFICANT ACCOUNTING
POLICIES (CONTINUED)**

The condensed consolidated interim financial statements have not been audited by the Company's independent auditors but have been reviewed by the Company's audit committee.

The unaudited condensed consolidated interim financial statements have been prepared under the historical cost convention except for available-for-sale investment, which has been measured at fair values.

The significant accounting policies and basis of preparation adopted in the preparation of the unaudited condensed consolidated interim financial statements are consistent with those used in the Group's audited consolidated financial statements for the year ended 31 March 2016.

In addition, the Group has adopted, for the first time, a number of revised Hong Kong Financial Reporting Standards ("HKFRSs", which also include HKASs and Interpretations) which are applicable to the unaudited condensed consolidated interim financial statements for the Period. The adoption of these revised HKFRSs has had no material effect on the unaudited condensed consolidated interim financial statements. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

**2. 編製基準及重大會計政策
(續)**

簡明綜合中期財務報表未經本公司獨立核數師審核，惟已經本公司審核委員會審閱。

未經審核簡明綜合中期財務報表乃按歷史成本法編製，惟可供出售投資以公允值計量除外。

編製未經審核簡明綜合中期財務報表所用之重大會計政策及編製基準與編製本集團截至2016年3月31日止年度之經審核綜合財務報表所用者一致。

此外，本集團已首次採納適用於本期間未經審核簡明綜合中期財務報表的若干經修訂香港財務報告準則（「香港財務報告準則」，亦包括香港會計準則及詮釋）。採納該等經修訂香港財務報告準則對未經審核簡明綜合中期財務報表並無重大影響。本集團並未提早採納任何已頒佈但未生效的其他準則、詮釋或修訂。

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

3. OPERATING SEGMENT INFORMATION

The Group is primarily engaged in the manufacture and sale of jewellery products. Management has determined the operating segments based on the reports reviewed by the chief operating decision makers, who have been identified as the executive Directors of the Company. Information reported to the Group's chief operating decision makers, for the purpose of resources allocation and performance assessment, focuses on the operating results of the Group as a whole as the Group's resources are integrated. Accordingly, the Group has identified one reportable operating segment, i.e. manufacture and sale of jewellery products, and no further analysis thereof is presented.

Geographical information

Information about the Group's revenue by geographical locations is presented based on the area or country in which the external customer is operated.

3. 經營分部資料

本集團主要從事珠寶產品的製造及銷售業務。管理層已根據首席營運決策者（已獲確定為本公司的執行董事）審閱的報告釐定經營分部。就資源分配及業績評估向本集團首席營運決策者報告的資料著重本集團的整體經營業績，原因在於本集團的資源已整合。因此，本集團已確定一個可報告經營分部，即珠寶產品的製造及銷售，且並無呈列有關進一步分析。

地域資料

本集團地域性收益的資料乃根據外部客戶經營業務所在地區或國家呈列。

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**3. OPERATING SEGMENT
INFORMATION (CONTINUED)**

Geographical information (continued)

(a) Revenue from external customers

3. 經營分部資料 (續)

地域資料 (續)

(a) 外部客戶的收益

Six months ended 30 September
截至9月30日止六個月

		2016	2015
		2016年	2015年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Russia	俄羅斯	19,437	99,504
Americas	美洲	134,619	166,144
Mainland China	中國內地	50,305	58,381
Europe (other than Russia)	歐洲 (俄羅斯除外)	27,502	17,163
Middle East	中東	1,983	2,837
Other countries	其他國家	12,119	24,941
		245,965	368,970

Information about the Group's non-current assets, excluding available-for-sale investment, is presented based on the locations of the assets.

本集團非流動資產 (不包括可供出售投資) 的資料乃根據資產所在地區呈列。

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**3. OPERATING SEGMENT
INFORMATION (CONTINUED)**

Geographical information (continued)

(b) Non-current assets

Mainland China	中國內地
Hong Kong	香港

3. 經營分部資料 (續)

地域資料 (續)

(b) 非流動資產

At 30 September 2016 於2016年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2016 於2016年 3月31日 HK\$'000 千港元 (audited) (經審核)
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171,117	177,805
19,008	20,239
190,125	198,044

The Company is domiciled in the Cayman Islands while the Group operates its business in Hong Kong and Mainland China. During the Period, no revenue was generated from any customer in the Cayman Islands and no assets were located in the Cayman Islands.

本公司的原駐地為開曼群島，而本集團於香港及中國內地經營其業務。期內，並無任何來自開曼群島客戶的收益，且並無任何資產位於開曼群島。

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4. REVENUE

Revenue represents the net amounts received and receivable arising from sale of jewellery products during the Period.

4. 收益

收益指本期間銷售珠寶產品所產生的已收及應收款項淨額。

Six months ended 30 September 截至9月30日止六個月

	2016 2016年 HK\$'000 千港元 (unaudited) (未經審核)	2015 2015年 HK\$'000 千港元 (unaudited) (未經審核)
Sale of jewellery products 珠寶產品銷售	245,965	368,970

5. FINANCE COSTS

An analysis of finance cost is as follows:

5. 財務成本

財務成本分析如下：

Six months ended 30 September 截至9月30日止六個月

	2016 2016年 HK\$'000 千港元 (unaudited) (未經審核)	2015 2015年 HK\$'000 千港元 (unaudited) (未經審核)
Interest on bank borrowings 銀行貸款利息	1,934	3,293
Interest on factoring of trade receivables 貿易應收款項 保理利息	711	1,896
Interest on finance leases 融資租賃利息	70	78
	2,715	5,267

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6. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

6. 除稅前虧損

本集團的除稅前虧損已扣除／(計入)下列各項：

		Six months ended 30 September 截至9月30日止六個月	
		2016 2016年 HK\$'000 千港元 (unaudited) (未經審核)	2015 2015年 HK\$'000 千港元 (unaudited) (未經審核)
Cost of inventories sold*	已售存貨成本*	166,761	242,804
Depreciation	折舊	5,298	6,336
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	203	216
Foreign exchange differences, net [#]	外匯換算差額淨額 [#]	1,798	3,039
Realisation of exchange fluctuation reserve upon deregistration of a subsidiary	註銷一間附屬公司時匯兌波動之儲備實現	(6,056)	—
(Write-back)/write-down of inventories to net realisable value*	(撥回)／撇減存貨至可變現淨值*	(688)	3,551
Minimum lease payments under operating lease	經營租賃最低租賃款項	2,023	592
(Gain)/loss on disposal of items of property, plant and equipment [#]	出售物業、廠房及設備項目(收益)／虧損 [#]	(284)	176

* These items are included in "Cost of sales" on the face of the condensed consolidated statement of profit or loss and other comprehensive income.

[#] These items are included in "Other gains/(expenses), net" on the face of the condensed consolidated statement of profit or loss and other comprehensive income.

* 該等項目計入簡明綜合損益及其他全面收益表「銷售成本」內。

[#] 該等項目計入簡明綜合損益及其他全面收益表「其他收益／(開支)淨額」內。

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7. INCOME TAX EXPENSE

The statutory income tax rates for Hong Kong and Mainland China are 16.5% and 25%, respectively. A subsidiary of the Group enjoyed a lower profit tax rate during the Period as further explained below. The profit tax of the Group has been provided at the applicable tax rates on estimated assessable profits arising in Hong Kong and Mainland China during the Period.

7. 所得稅開支

香港與中國內地的法定所得稅率分別為16.5%及25%。誠如下文詳述，本集團一家附屬公司於本期間享有較低利得稅率。期內，本集團的利得稅乃就於香港和中國內地產生的估計應課稅溢利按適用稅率計提撥備。

Six months ended 30 September
截至9月30日止六個月

		2016	2015
		2016 年	2015 年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Current — Hong Kong	即期－香港		
Charge for the period	期內支出	90	19
Underprovision in prior period	過往期間撥備不足	—	120
Current — Mainland China	即期－中國內地		
Charge for the period	期內支出	1,428	1,936
Deferred	遞延	(4)	45
Total tax charge for the period		1,514	2,120

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7. INCOME TAX EXPENSE (CONTINUED)

In relation to the Departmental Interpretation and Practice Notes No. 21 (Revised) (apportionment under a 50:50 basis) of the Inland Revenue Department Hong Kong, a portion of profits from KTL Jewellery Trading Limited (“KTL Trading”), a wholly-owned subsidiary of the Company, is considered neither arisen in, nor derived from Hong Kong. Accordingly, that portion of KTL Trading’s profit is not subject to Hong Kong Profits Tax. Further, in the opinion of the Directors that portion of KTL Trading’s profit is not subject to taxation in any other jurisdiction in which KTL Trading operates during the Period.

8. INTERIM DIVIDEND

The Directors do not recommend the payment of an interim dividend for the Period (six months ended 30 September 2015: Nil).

9. LOSSES PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic losses per share amounts is based on the loss for the Period attributable to ordinary equity holders of the parent of approximately HK\$6,373,000 (2015: losses of approximately HK\$15,161,000), and the weighted average number of ordinary shares in issue of 160,000,000 (2015: 160,000,000) which has been adjusted for the Company’s share subdivision in 22 October 2015. The corresponding weighted average number of ordinary shares in issue for the six months ended 30 September 2015 has been retrospectively adjusted on the assumption that the said share subdivision has been effective on 1 April 2015. The Group has no potentially dilutive ordinary shares in issue during the periods ended 30 September 2016 and 2015.

7. 所得稅開支(續)

就香港稅務局《稅務條例釋義及執行指引第21號(經修訂(按50:50基準攤分))》而言，本公司全資附屬公司三和珠寶貿易有限公司(「三和珠寶貿易」)的部分溢利被視為既不產生於亦非得自香港。因此，三和珠寶貿易的該部分溢利毋須繳納香港利得稅。此外，董事認為，期內三和珠寶貿易的該部分溢利毋須就三和珠寶貿易經營所在的任何其他司法權區繳納稅項。

8. 中期股息

董事不建議於本期間派付中期股息(截至2015年9月30日止六個月：無)。

9. 母公司普通股權益持有人應佔每股虧損

每股基本虧損金額乃根據母公司普通股權益持有人應佔本期間虧損約6,373,000港元(2015年：虧損約15,161,000港元)及已發行普通股的加權平均數160,000,000股(2015年：160,000,000股)計算，並就本公司於2015年10月22日進行的股份拆細作出調整。截至2015年9月30日止六個月已發行普通股的相應加權平均數已作出追溯調整，乃假設上述股份拆細已於2015年4月1日生效。截至2016年及2015年9月30日止各期間，本集團並無已發行的具有潛在攤薄效應的普通股。

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**9. LOSSES PER SHARE ATTRIBUTABLE
TO ORDINARY EQUITY HOLDERS
OF THE PARENT (CONTINUED)**

**9. 母公司普通股權益持有人應
佔每股虧損(續)**

		Six months ended 30 September	
		截至9月30日止六個月	
		2016	2015
		2016年	2015年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Losses	虧損		
Losses attributable to	計算每股基本虧損時		
ordinary equity holders of the	使用的母公司		
parent used in the basic losses	普通股權益持有人		
per share calculation	應佔虧損	(6,373)	(15,161)
		Number of shares	
		股份數目	
		Six months ended 30 September	
		截至9月30日止六個月	
		2016	2015
		2016年	2015年
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Shares	股份		
Weighted average number of	計算每股基本虧損時使		
ordinary shares in issue during	用的期內已發行普通		
the period used in the basic	股股份加權平均數		
losses per share calculation		160,000,000	160,000,000

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10. PROPERTY, PLANT AND EQUIPMENT

During the Period, the Group acquired items of property, plant and equipment with an aggregate cost of approximately HK\$4,875,000 (six months ended 30 September 2015: approximately HK\$8,196,000). During the Period, items of property, plant and equipment with an aggregate carrying amount of approximately HK\$4,049,000 (six months ended 30 September 2015: approximately HK\$447,000) were disposed by the Group.

10. 物業、廠房及設備

期內，本集團新購物業、廠房及設備項目之成本合共約4,875,000港元（截至2015年9月30日止六個月：約8,196,000港元）。期內，本集團已出售賬面總值約4,049,000港元（截至2015年9月30日止六個月：約447,000港元）的物業、廠房及設備項目。

11. AVAILABLE-FOR-SALE INVESTMENT

11. 可供出售投資

		At 30 September 2016 於2016年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2016 於2016年 3月31日 HK\$'000 千港元 (audited) (經審核)
Life insurance policy, at fair value	人壽保險保單， 按公允值	14,779	14,470

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**11. AVAILABLE-FOR-SALE
INVESTMENT(CONTINUED)**

In June 2015, the Group entered into a life insurance policy (the “Policy”) to insure Co-Chairman and Chief Executive Officer, Mr. Kei York Pang Victor. Under the Policy, the beneficiary and policy holder is the Group and the total insured sum is approximately US\$6,500,000 (approximately HK\$50,375,000). The Group paid an upfront premium for the Policy of approximately US\$2,325,000 (approximately HK\$18,020,000) and may surrender any time by filing a written request and receive cash based on the surrender value of the Policy at the date of withdrawal, which is calculated by the insurer. In the opinion of the Directors, the surrender value of the Policy provided by the insurance company is the best approximation of its fair value, which is categorised within Level 3 of the fair value hierarchy.

During the Period, the gross gain in respect of the change in fair value of the Group’s available-for-sale investment recognised in other comprehensive loss amounted to approximately HK\$309,000 (30 September 2015: loss of approximately HK\$3,788,000). There was no reclassification from other comprehensive loss to profit or loss during the Period.

The Group’s available-for-sale investment with a net carrying amount of approximately HK\$14,779,000 (31 March 2016: approximately HK\$14,470,000) was pledged to secure the bank borrowings of the Group as at 30 September 2016.

11. 可供出售投資(續)

於2015年6月，本集團訂立人壽保險保單(「保單」)以為聯席主席兼行政總裁紀若鵬先生提供保險。根據該保單，受益人及保單持有人為本集團，且承保總金額約為6,500,000美元(約50,375,000港元)。本集團為該保單預付保費約2,325,000美元(約18,020,000港元)及可透過提交書面請求隨時退保，及根據保單於撤回日期的退保金額(由承保人計算)收取現金。董事認為，保險公司規定的保單退保金額與其公允值相若，歸類為公允值架構的第三級。

於本期間，本集團可供出售投資的公平值變動而出現的毛利，已於其他全面虧損中確認，金額為約309,000港元(2015年9月30日：虧損約3,788,000港元)。於本期間，其他全面虧損內並無任何金額重新分類至損益表。

於2016年9月30日，本集團可供出售投資之帳面淨額約14,779,000港元(2016年3月31日：約14,470,000港元)已抵押予銀行，藉以擔保本集團的銀行貸款。

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12. INVENTORIES

12. 存貨

		At	At
		30 September	31 March
		2016	2016
		於 2016 年	於 2016 年
		9 月 30 日	3 月 31 日
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(audited)
		(未經審核)	(經審核)
Raw materials	原材料	55,676	50,221
Work in progress	在製品	45,934	18,432
Finished goods	製成品	22,541	23,372
		124,151	92,025

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13. TRADE RECEIVABLES

13. 貿易應收款項

		At 30 September 2016 於 2016 年 9 月 30 日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2016 於 2016 年 3 月 31 日 HK\$'000 千港元 (audited) (經審核)
Trade receivables	貿易應收款項	193,148	201,109
Less: Allowance for doubtful debts	減：呆賬撥備	(15,173)	(15,173)
		177,975	185,936

The Group's trading terms with its customers are mainly on credit, except for new customers. Before accepting any new customer, the Group will apply an internal credit assessment policy to assess the potential customer's credit quality and define credit limits by customer. The credit period is generally for a period of 60 to 120 days for major customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a treasury department to minimise the credit risk. Overdue balances are reviewed regularly by senior management. Trade receivables are non-interest-bearing.

本集團與其客戶的貿易條款主要為信貸，惟新客户除外。於接納任何新客户之前，本集團將採用內部信貸評估政策以評估潛在客戶的信貸質素並確定客戶的信貸額度。主要客戶的信貸期一般為 60 至 120 天。每位客戶均設有最高信貸額度。本集團致力就未清償應收款項進行嚴格控制，並設立庫務部以降低信貸風險。逾期結餘由高級管理層定期審閱。貿易應收款項不計利息。

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13. TRADE RECEIVABLES (CONTINUED)

An aged analysis of the trade receivables at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

13. 貿易應收款項 (續)

於報告期末按發票日期呈列及扣除撥備的貿易應收款項的賬齡分析如下：

		At 30 September 2016 於2016年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2016 於2016年 3月31日 HK\$'000 千港元 (audited) (經審核)
Within 1 month	一個月內	63,537	46,677
1 to 2 months	一至兩個月	25,816	23,396
2 to 3 months	兩至三個月	25,383	41,618
Over 3 months	超過三個月	63,239	74,245
		177,975	185,936

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14. TRADE AND OTHER PAYABLES

14. 貿易及其他應付款項

		At 30 September 2016 於2016年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2016 於2016年 3月31日 HK\$'000 千港元 (audited) (經審核)
Trade payables	貿易應付款項	54,714	41,927
Other payables	其他應付款項	44,527	51,576
		99,241	93,503

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

於報告期末按發票日期呈列的貿易應付款項的賬齡分析如下：

		At 30 September 2016 於2016年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2016 於2016年 3月31日 HK\$'000 千港元 (audited) (經審核)
Within 1 month	一個月內	35,471	27,321
1 to 2 months	一至兩個月	4,181	2,040
2 to 3 months	兩至三個月	6,021	1,580
Over 3 months	超過三個月	9,041	10,986
		54,714	41,927

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14. TRADE AND OTHER PAYABLES (CONTINUED)

The trade payables are non-interest-bearing and the credit period of purchases ranges from 30 to 180 days. Other payables are non-interest-bearing and have an average term of one to three months. The Group has financial risk management policies in place to ensure that all payables are paid within the credit timeframe.

14. 貿易及其他應付款項 (續)

貿易應付款項乃不計息且採購的信貨期介乎30至180天。其他應付款項乃不計息且平均期限為一至三個月。本集團已實施財務風險管理政策，以確保全部應付款項於信貸期間內償付。

15. INTEREST-BEARING BANK BORROWINGS

15. 計息銀行貸款

At 30 September 2016 於2016年9月30日			At 31 March 2016 於2016年3月31日		
Effective contractual interest rate (%) (unaudited)	Amount HK\$'000 (unaudited)		Effective contractual interest rate (%) (audited)	Amount HK\$'000 (audited)	
實際 合約利率 (%) (未經審核)	實際 金額 千港元 (未經審核)		合約利率 (%) (經審核)	金額 千港元 (經審核)	
Current:	即期：				
Bank loans — secured	銀行貸款 — 有抵押	1.38–2.98	183,897	1.31–4.01	226,086
Maturity profile:	還款期限：				
On demand	於要求時償還	183,897		226,086	

**NOTES TO CONDENSED CONSOLIDATED
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簡明綜合財務報表附註

**15. INTEREST-BEARING BANK
BORROWINGS (CONTINUED)**

HK Interpretation 5 “Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause” requires that a loan which includes a clause that gives the lender the unconditional right to call the loan at any time (“repayment on demand clause”) shall be classified in total by the borrower as current in the statement of financial position. As at 30 September 2016, approximately HK\$183,897,000 (at 31 March 2016: approximately HK\$226,086,000) included a repayment on demand clause under the relevant loan agreements, among which approximately HK\$8,559,000 (at 31 March 2016: approximately HK\$9,817,000) that are repayable after one year from the end of the reporting period have been classified as current liabilities. For the purpose of the above analysis, such loans are included within current bank loans and analysed into bank loans repayable on demand.

The Group’s bank borrowings as at the end of the reporting period are secured by:

- (i) mortgages over the Group’s leasehold land, which had a net carrying amount at the end of the reporting period of approximately HK\$10,049,000 (at 31 March 2016: approximately HK\$10,213,000);
- (ii) mortgages over the Group’s buildings, which had a net carrying amount at the end of the reporting period of approximately HK\$18,090,000 (at 31 March 2016: approximately HK\$18,893,000);

15. 計息銀行貸款(續)

香港詮釋第5號「財務報表之呈列 — 借款人對包含於要求時償還條款之定期貸款之分類」規定，借款人應將賦予貸款人無條件權利隨時催繳貸款之條款（「於要求時償還條款」）所涉貸款於財務狀況表內全數分類為流動部分。於2016年9月30日，約183,897,000港元（於2016年3月31日：約226,086,000港元）根據有關貸款協議包含的於要求時償還條款，已列為流動負債，其中約8,559,000港元（於2016年3月31日：約9,817,000港元）須自報告期末起一年後償還。就上文分析而言，有關貸款計入流動銀行貸款內，並列為須於要求時償還的銀行貸款。

於報告期末，本集團銀行貸款乃由下列各項作抵押：

- (i) 於報告期末，賬面淨值約為10,049,000港元（於2016年3月31日：約10,213,000港元）的本集團租賃土地的按揭；
- (ii) 於報告期末，賬面淨值約為18,090,000港元（於2016年3月31日：約18,893,000港元）的本集團樓宇的按揭；

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**15. INTEREST-BEARING BANK
BORROWINGS (CONTINUED)**

- (iii) mortgages over the Group's prepaid land lease payments, which had a net carrying amount at the end of the reporting period of approximately HK\$2,940,000 (at 31 March 2016: approximately HK\$3,086,000);
- (iv) the pledge of the Group's bank deposits at the end of the reporting period amounting to approximately HK\$56,554,000 (at 31 March 2016: approximately HK\$86,635,000);
- (v) the pledge of the Group's available-for-sale investment at the end of the reporting period amounting to approximately HK\$14,779,000 (at 31 March 2016: approximately HK\$14,470,000); and
- (vi) corporate guarantees provided by the Company and certain subsidiaries of the Company.

15. 計息銀行貸款(續)

- (iii) 於報告期末，賬面淨值約為2,940,000港元(於2016年3月31日：約3,086,000港元)的本集團預付土地租賃款項的按揭；
- (iv) 於報告期末，金額約為56,554,000港元(於2016年3月31日：約86,635,000港元)的本集團銀行存款的抵押；
- (v) 於報告期末，金額約為14,779,000港元(於2016年3月31日：約為14,470,000港元)的本集團可供出售投資的抵押；及
- (vi) 本公司及本公司若干附屬公司提供的公司擔保。

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16. SHARE CAPITAL

16. 股本

	At 30 September 2016 於 2016 年 9 月 30 日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2016 於 2016 年 3 月 31 日 HK\$'000 千港元 (audited) (經審核)
Authorised:		
2,000,000,000 (31 March 2016: 2,000,000,000) ordinary shares of HK\$0.005 each (31 March 2016: HK\$0.005 each)	法定： 2,000,000,000 股 (2016 年 3 月 31 日： 2,000,000,000 股) 每股 面值 0.005 港元 (2016 年 3 月 31 日： 每股面值 0.005 港元) 的普通股	10,000
	10,000	10,000
Issued and fully paid:		
160,000,000 (31 March 2016: 160,000,000) ordinary shares of HK\$0.005 each (31 March 2016: HK\$0.005 each)	已發行及繳足： 160,000,000 股 (2016 年 3 月 31 日：160,000,000 股) 每股面值 0.005 港元 (2016 年 3 月 31 日： 每股面值 0.005 港元) 的普通股	800
	800	800

Pursuant to an ordinary resolution passed at an extraordinary general meeting held on 22 October 2015, the authorised shares of the Company were increased from 1,000,000,000 shares to 2,000,000,000 shares and the issued shares of the Company were increased from 80,000,000 shares to 160,000,000 shares by subdivision of the par value of each share of the Company originally HK\$0.01 per share into HK\$0.005 each, ranking pari passu in all respects with the existing shares of the Company.

根據 2015 年 10 月 22 日舉行的股東特別大會上所通過的一項普通決議案，本公司的法定股本由 1,000,000,000 股股份增至 2,000,000,000 股股份；並將本公司原先每股面值由 0.01 港元拆細至每股 0.005 港元，令本公司已發行股份由 80,000,000 股增至 160,000,000 股，這些股份與本公司現有股份在各方面享有同等權利。

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

17. OPERATING LEASE ARRANGEMENTS

As Lessee

The Group leases certain of its premises and office equipment under operating lease arrangements. The leases are negotiated for terms ranging from one to five years with fixed monthly rentals.

At 30 September 2016, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

Within one year	一年內
In the second to fifth years, inclusive	第二年至第五年(包括 首尾兩年)

17. 經營租賃安排

作為承租人

本集團根據經營租賃安排租賃其若干物業及辦公設備。有關租賃乃按固定月租及租期介乎一至五年議定。

於2016年9月30日，本集團根據不可撤銷經營租賃而須於未來支付之最低租金款項總額如下：

	At 30 September 2016 於2016年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2016 於2016年 3月31日 HK\$'000 千港元 (audited) (經審核)
	4,409	2,825
	3,651	4,634
	8,060	7,459

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18. COMMITMENTS

At 30 September 2016, in addition to the operating lease commitments detailed in Note 17, the Group had the following capital commitments as at the end of the reporting period:

18. 承擔

於2016年9月30日，除附註17詳述的經營租賃承擔外，本集團於報告期末擁有以下資本承擔：

		At 30 September 2016 於2016年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2016 於2016年 3月31日 HK\$'000 千港元 (audited) (經審核)
Contracted, but not provided for: 已訂約但尚未撥備：			
— Construction in progress	— 在建工程	2,668	3,107
— Motor vehicle	— 汽車	2,332	—
		5,000	3,107

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

19. RELATED PARTY TRANSACTIONS

(a) In addition to the transactions detailed elsewhere in the unaudited condensed consolidated interim financial statements, the Group had the following material related parties transactions during the six months ended 30 September 2016:

(i) During the six months ended 30 September 2016, total service fees of approximately HK\$104,000 were paid to Guarantee Travel Limited, an entity controlled by a close family member of a director of the Company, for provision of reservation services for tickets and hotel accommodation etc. to a subsidiary of the Group. The service charges were based on the terms and conditions mutually agreed between both parties.

(ii) During the Period, the Group's sales to Dynamic Tactics (Hong Kong) Limited, a joint venture of the Group, amounted to approximately HK\$592,000 (2015: Nil). The sales were based on the terms and conditions mutually agreed between both parties.

19. 關聯方交易

(a) 除該未經審核簡明綜合中期財務報表詳述的交易外，於截至2016年9月30日止六個月，本集團有以下主要關聯方交易：

(i) 於截至2016年9月30日止六個月，服務費用總額約104,000港元已支付予保誠旅遊有限公司，一家由本公司董事的近親控制的實體，目的為向本集團一家附屬公司提供機票及酒店預訂服務。服務乃根據雙方共同協定的條款及條件釐定。

(ii) 期內，本集團向予集團中合營公司Dynamic Tactics (Hong Kong) Limited作出的銷售總額約為592,000港元(2015年：無)。有關銷售乃根據雙方同意之條款及條件進行。

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**19. RELATED PARTY TRANSACTIONS
(CONTINUED)**

- (b) Compensation of key management personnel of the Group:

19. 關聯方交易 (續)

- (b) 本集團主要管理人員的薪酬：

		Six months ended 30 September	
		截至9月30日止六個月	
		2016	2015
		2016年	2015年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Short-term employee benefits	短期僱員福利	6,565	6,934
Pension scheme contributions	退休金計劃供款	45	48
Total compensation paid to key management personnel		6,610	6,982

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

20. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amount and fair value of the Group's financial instrument, other than those with carrying amounts that reasonably approximate to fair value, are as follows:

20. 金融工具公允值及公允值層級

本集團金融工具的賬面值及公允值（賬面值與公允值合理相若者除外）載列如下：

Carrying amount		Fair value	
賬面值		公允值	
At	At	At	At
30 September	31 March	30 September	31 March
2016	2016	2016	2016
於2016年	於2016年	於2016年	於2016年
9月30日	3月31日	9月30日	3月31日
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元
(unaudited)	(audited)	(unaudited)	(audited)
(未經審核)	(經審核)	(未經審核)	(經審核)
Financial asset	金融資產		
Available-for-sale investment	可供出售投資		
14,779	14,470	14,779	14,470

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**20. FAIR VALUE AND FAIR VALUE
HIERARCHY OF FINANCIAL
INSTRUMENTS (CONTINUED)**

The fair value of available-for-sale investment has been estimated at the surrender value of the Policy as disclosed in Note 11 as at the end of reporting period. As there is no active market to demonstrate the fair value of the available-for-sale investment, and the potential exit price in a hypothetical transfer of the available-for-sale investment to another market participant cannot be reliably estimated. The directors believe that the estimated fair value resulting from the surrender value, which is recorded in the consolidated statement of financial position, and the related changes in fair value, which are recorded in other comprehensive loss, are reasonable, and that it was the most appropriate value at the end of the reporting period.

Management has assessed that the fair values of cash and bank balances, pledged bank deposits, trade receivables, financial assets included in prepayment, deposits and other receivables, trade payables, interest-bearing bank borrowings and financial liabilities included in other payables approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair value of the non-current portion of obligations under finance leases has been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The fair value of the non-current portion of obligations under finance leases at the end of the reporting period approximates to its corresponding carrying amount.

**20. 金融工具公允值及公允值層
級 (續)**

附註 11 所披露截至報告期末可供出售投資的公允價值估計為政策的退保價值。由於沒有活躍市場表現出可供出售投資在可供出售投資到其他市場參與者的假設轉讓的公允價值，以及潛在的出口價格不能可靠估計。董事認為從退保價值，這是記錄在財務狀況的合併報表產生的估計公允價值，公允價值相關的改變，這是計入其他綜合虧損是合理的，而且這是披露於報告期末中最適當之價值。

管理層已評估釐定現金及銀行結餘，已質押銀行存款，貿易應收款項，計入預付款項按金及其他應收款項的金融資產，貿易應付款項，計息銀行貸款，應付直接控股公司款項及計入其他應付款項的金融負債的公允價值與基賬面值相若，主要由於該等工具於短期內到期。

融資租賃承擔非流動部分之公允價值按適用於具有類似條款，信貸風險及剩餘年期的工具的現行利率折現預期未來現金流量計算。融資租賃承擔非流動部分於報告期末之公允價值與其相應賬面值相若。

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

20. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

The Group followed HKFRS 13, Fair Value Measurement, which introduce a three level hierarchy for fair value measurement disclosures and additional disclosures about the relative reliability of fair value measurements.

The hierarchy groups financial assets and liabilities into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets and liabilities. The fair value hierarchy has the following levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: 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: inputs for the asset or liability that are not based on observable market data (the “Unobservable Inputs”).

As at 30 September 2016, the available-for-sale investment was measured subsequent to initial recognition at fair value, categorised in Level 3 based on valuation techniques for which any inputs which have a significant effect on the recorded fair value are not based on observable market data.

There were no transfers of fair value measurement between levels for the Group’s financial instrument during the Period.

20. 金融工具公允值及公允值層級 (續)

本集團遵循香港財務報告準則第13號 — 公允值計量，其引入公允值計量披露的三個層級架構以及有關公允值計量相對可靠的額外披露。

該架構根據計量該等金融資產及負債的公允值時所用重大輸入數據的相對可靠性，將金融資產及負債分為三個層級。公允值架構有以下三個層級：

第一級：相同資產或負債於活躍市場的報價（未經調整）；

第二級：於第一級計入的報價以外可直接（即透過價格）或間接（即透過價格產生者）觀察資產或負債所得輸入數據；及

第三級：並非按可觀察市場數據（「非觀察輸入數據」）的資產或負債輸入數據。

於2016年9月30日，可供出售投資於初始確認後按公允值計量，按並非根據可觀察的市場數據而對已列賬公允值有重要影響之輸入數據的估值方法而歸類為第三級。

於本期間，本集團金融工具各級之間公允值計量並無轉移。

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**21. APPROVAL OF INTERIM FINANCIAL
REPORT**

The interim financial report was approved and authorised for issue by the Board on 28 November 2016.

21. 批准中期財務報告

董事會已於2016年11月28日批准及授權刊發本中期財務報告。

OTHER INFORMATION

其他資料

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

As at 30 September 2016, the Directors and chief executive of the Company had the following interests in the shares, underlying shares and debentures of the Company, its Group members and/or associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules:

董事及主要行政人員於股份、相關股份及債券中之權益及淡倉

於2016年9月30日，本公司董事及主要行政人員於本公司、其集團成員公司及／或相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有下列記錄於根據證券及期貨條例第352條須予存置的股東名冊，或根據上市規則所載之標準守則須通知本公司及聯交所的權益：

Name of shareholder	Capacity/ nature of interest	Number of shares	Approximately percentage of shareholding in our Company 佔本公司股權的 概約百分比
股東姓名／名稱	身份／權益性質	股份數目	
Mr. Kei York Pang Victor (note 1) 紀若鵬先生(附註1)	Interest of a controlled corporation 受控制法團權益	98,304,016 shares (long position) 98,304,016 股(好倉)	61.44%
Mr. Li Man Chun (note 2) 李文俊先生(附註2)	Interest of a controlled corporation 受控制法團權益	98,304,016 shares (long position) 98,304,016 股(好倉)	61.44%

Notes:

1. These shares are held by KTL International Holdings Limited (“KTL International (BVI)”), a company incorporated in the British Virgin Island (“BVI”), 55.57% shareholding of which is owned by Universe Master Limited (“Universe Master”), a company incorporated in the BVI. Universe Master is owned by Mr. Kei York Pang Victor (“Mr. Kei”) as to 79.97%. Mr. Kei is deemed to be interested in the shares held by KTL International (BVI) under the SFO.
2. These shares are held by KTL International (BVI), 44.43% shareholding of which is owned by Husheng Holdings Limited (“Husheng Holdings”), a company incorporated in the BVI. The entire issued share capital of Husheng Holdings is owned by Mr. Li Man Chun (“Mr. Li”). Mr. Li is deemed to be interested in the Shares held by KTL International (BVI) under the SFO.

附註：

1. 該等股份由三和國際控股有限公司（「三和國際 (BVI)」，為一家於英屬處女群島（「英屬處女群島」）註冊成立的公司）所持有，其55.57%股權由 Universe Master Limited（「Universe Master」，為一家於英屬處女群島註冊成立的公司）所擁有。Universe Master由紀若鵬先生（「紀先生」）擁有79.97%股權。根據證券及期貨條例，紀先生被視為於三和國際 (BVI) 所持有的股份中擁有權益。
2. 該等股份由三和國際 (BVI) 持有，其44.43%股權由互盛控股有限公司（「互盛控股」，為一家於英屬處女群島註冊成立的公司）所擁有。互盛控股的全部已發行股本由李文俊先生（「李先生」）擁有。根據證券及期貨條例，李先生被視為於三和國際 (BVI) 所持有的股份中擁有權益。

OTHER INFORMATION

其他資料

INTEREST IN ASSOCIATED CORPORATION

於相聯法團之權益

Name of associated corporation	Name of Director	Capacity/ nature of interest 身份／權益 性質	Number of shares	Approximately percentage of shareholding 持股概約百分比
相聯法團名稱	董事姓名／名稱		股份數目	
Universe Master	Mr. Kei York Pang Victor	Beneficial owner	4,443,415 shares of US\$1.0 (long position)	79.97%
	紀若鵬先生	實益擁有人	4,434,415 股面值 1.0 美元的股份 (好倉)	
KTL International (BVI)	Mr. Kei York Pang Victor	Interest of a controlled corporation	5,556,585 shares of US\$1.0 (long position)	55.57%
三和國際 (BVI)	紀若鵬先生	受控制法團權益	5,556,585 股面值 1.0 美元的股份 (好倉)	
KTL International (BVI)	Mr. Li Man Chun	Interest of a controlled corporation	4,443,415 shares of US\$1.0 (long position)	44.43%
三和國際 (BVI)	李文俊先生	受控制法團權益	4,443,415 股面值 1.0 美元的股份 (好倉)	
Universe Master	Mr. Kei Yeuk Lun Calan	Beneficial owner	1,113,170 shares of US\$1.0 (long position)	20.03%
	紀若麟先生	實益擁有人	1,113,170 股面值 1.0 美元的股份 (好倉)	

Save as disclosed above, as at 30 September 2016, none of the Directors and chief executives of the Company had any other interests and short positions in any shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code of the Listing Rules.

除上文所披露者外，於2016年9月30日，本公司並無董事及主要行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債券中擁有任何其他根據證券及期貨條例第XV部第7及8分部須通知本公司及聯交所之權益及淡倉（包括根據證券及期貨條例有關條文被當作或被視作擁有之權益及淡倉），或根據證券及期貨條例第352條須記入該條所指之股東名冊之權益及淡倉，或根據上市規則所載之標準守則須通知本公司及聯交所之權益及淡倉。

OTHER INFORMATION

其他資料

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND/OR SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 September 2016, so far as was known to the Directors, the following persons/entities (other than the Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

主要股東及其他人士於本公司股份及相關股份中之權益及／或淡倉

於2016年9月30日，就董事所知，以下人士／實體（董事或本公司主要行政人員除外）於本公司股份或相關股份中，擁有或被視為擁有根據證券及期貨條例第XV部第2及第3分部條文須向本公司披露的權益或淡倉，或已錄入根據證券及期貨條例第336條本公司須存置的股東名冊內的權益或淡倉如下：

Name of shareholder	Capacity/ nature of interest	Number of shares	Approximately percentage of shareholding in our Company 佔本公司股權的 概約百分比
股東姓名／名稱	身份／權益性質	股份數目	
KTL International (BVI) (note 1)	Beneficial owner	98,304,016 shares (long position)	61.44%
三和國際 (BVI) (附註 1)	實益擁有人	98,304,016 股 (好倉)	
Universe Master (note 2)	Interest of a controlled corporation	98,304,016 shares (long position)	61.44%
Universe Master (附註 2)	受控制法團權益	98,304,016 股 (好倉)	
Husheng Holdings (note 3)	Interest of a controlled corporation	98,304,016 shares (long position)	61.44%
互盛控股 (附註 3)	受控制法團權益	98,304,016 股 (好倉)	

Notes:

- (1) KTL International (BVI) is a company incorporated in the BVI, the issued share capital of which is held by Universe Master as to 55.57% and Husheng Holdings as to 44.43%.
- (2) Universe Master is a company incorporated in the BVI, the issued share capital of which is held by Mr. Kei as to 79.97% and Mr. Kei Yeuk Lun Calan as to 20.03%.
- (3) Husheng Holdings is a company incorporated in the BVI, the entire issued share capital of which is held by Mr. Li.

Save as disclosed above, as at 30 September 2016, the Directors were not aware of any other persons/entities (other than the Directors and chief executive of the Company) who had interests and short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

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

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

附註：

- (1) 三和國際(BVI)為一家於英屬處女群島註冊成立的公司，其已發行股本由 Universe Master 及互盛控股分別持有 55.57% 及 44.43%。
- (2) Universe Master 為一家於英屬處女群島註冊成立的公司，其已發行股本由紀先生及紀若麟先生分別持有 79.97% 及 20.03%。
- (3) 互盛控股為一家於英屬處女群島註冊成立的公司，其全部已發行股本由李先生持有。

除上文所披露者外，於2016年9月30日，董事並不知悉有任何其他人士／實體（本公司董事及主要行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部須向本公司披露之權益及淡倉，或根據證券及期貨條例第336條記入本公司規定存置的股東名冊之權益及淡倉。

購買、出售或贖回本公司的上市證券

於本期間，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

OTHER INFORMATION

其他資料

BOARD OF DIRECTORS

As at the date of this report, the Board comprises three executive Directors, namely Mr. Kei York Pang Victor (Co-Chairman), Mr. Li Man Chun (Co-Chairman) and Mr. Kei Yeuk Lun Calan, and three independent non-executive Directors, namely Mr. Ting Tit Cheung, Mr. Chan Chi Kuen and Mr. Lo Chun Pong. During the Period, there was no change in the composition of the Board.

AUDIT COMMITTEE

The audit committee of the Company consists of three independent non-executive Directors of the Company, namely Mr. Chan Chi Kuen (Chairman of the Audit Committee), Mr. Ting Tit Cheung and Mr. Lo Chun Pong.

The audit committee of the Company has reviewed the Company's unaudited interim report (containing the unaudited condensed consolidated interim financial statements) for the Period, including the accounting principles and practices adopted by the Group, and discussed with management regarding internal control and financial reporting matters.

By order of the Board
Kei York Pang Victor
Co-Chairman

Li Man Chun
Co-Chairman

Hong Kong, 28 November 2016

董事會

於本報告日期，董事會由三名執行董事，即紀若鵬先生（聯席主席）、李文俊先生（聯席主席）及紀若麟先生，以及三名獨立非執行董事，即丁鐵翔先生、陳志權先生及盧振邦先生組成。於本期間，董事會成員並無變動。

審核委員會

本公司的審核委員會由本公司的三名獨立非執行董事組成，即陳志權先生（審核委員會主席）、丁鐵翔先生及盧振邦先生。

本公司審核委員會已審閱本公司於本期間的未經審核中期報告（載有未經審核簡明綜合中期財務報表），包括本集團採納的會計原則及準則，並與管理層討論有關內部監控及財務報告事宜。

承董事會命
紀若鵬
聯席主席

李文俊
聯席主席

香港，2016年11月28日



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