



Ngai Shun Holdings Limited

毅信控股有限公司

(Incorporated in the Cayman Islands with limited liability)  
Stock Code : 1246



INTERIM REPORT | 2014

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## Corporate Information

### DIRECTORS

#### Executive Directors

Mr. Wong Sai Chung (*Chairman*)  
Mr. Lam Wing Sum (*Chief Executive Officer & Vice Chairman*)  
Mr. Tao Chi Keung

#### Non-executive Director

Mr. Wong Sai Yee

#### Independent Non-executive Directors

Mr. Tam Tak Kei, Raymond  
Mr. Pai Hao  
Mr. Chiu Sai Chuen Nicholas

### COMPANY SECRETARY

Mr. Lam Chi Keung (HKICPA)  
(resigned on 31 October 2014)  
Ms. Yim Sau Ping (HKICPA)  
(appointed on 31 October 2014)

### AUTHORIZED REPRESENTATIVES

Mr. Wong Sai Chung  
Mr. Lam Wing Sum

### AUDIT COMMITTEE

Mr. Tam Tak Kei, Raymond (*Chairman*)  
Mr. Pai Hao  
Mr. Chiu Sai Chuen Nicholas

### REMUNERATION COMMITTEE

Mr. Pai Hao (*Chairman*)  
Mr. Lam Wing Sum  
Mr. Chiu Sai Chuen Nicholas

### NOMINATION COMMITTEE

Mr. Wong Sai Chung (*Chairman*)  
Mr. Tam Tak Kei, Raymond  
Mr. Chiu Sai Chuen Nicholas

### REGISTERED OFFICE

Clifton House  
PO Box 1350  
75 Fort Street  
Grand Cayman  
KY1-1108  
Cayman Islands

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 2, 23/F  
New Tech Plaza  
34 Tai Yau Street  
San Po Kong  
Kowloon, Hong Kong

### LEGAL ADVISERS AS TO HONG KONG LAWS

Loong & Yeung

### COMPLIANCE ADVISER

Ample Capital Limited

### AUDITORS

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

## Corporate Information

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Appleby Trust (Cayman) Limited  
Clifton House  
PO Box 1350  
75 Fort Street  
Grand Cayman  
KY1-1108  
Cayman Islands

### PRINCIPAL BANKERS

Nanyang Commercial Bank, Limited  
OCBC Wing Hang Bank, Limited  
The Hongkong and Shanghai Banking  
Corporation Limited  
DBS Bank (Hong Kong) Limited  
Dah Sing Bank Limited

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

### STOCK CODE

01246

### WEBSITE

[www.ngaishun.com.hk](http://www.ngaishun.com.hk)



The board (the “Board”) of directors (the “Directors”) of Ngai Shun Holdings Limited (the “Company”) is pleased to present the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the six months ended 30 September 2014 (the “Interim Period”), together with the comparative figures for the corresponding period in 2013 as follows. These interim condensed consolidated financial statements are unaudited, but have been reviewed by the audit committee of the Company.

### Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the six months ended 30 September 2014

	Note	Six months ended 30 September	
		2014 HK\$'000 Unaudited	2013 HK\$'000 Unaudited
Revenue	6	293,697	214,156
Cost of sales		(222,806)	(148,502)
Gross profit		70,891	65,654
Other income and net gains	6	2,430	4
Administrative and other operating expenses		(22,219)	(19,276)
Operating profit	7	51,102	46,382
Finance costs		(438)	(671)
Profit before income tax		50,664	45,711
Income tax expense	8	(8,798)	(8,420)
Profit and total comprehensive income for the period attributable to owners of the Company		41,866	37,291
Basic and diluted earnings per share (HK cents)	9	10.09	12.43
Dividend	10	–	40,000

## Condensed Consolidated Statement of Financial Position

As at 30 September 2014

	Note	30 September 2014 HK\$'000 Unaudited	31 March 2014 HK\$'000 Audited
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	11	53,635	44,730
Investment properties		76,300	37,300
Available-for-sale investment		2,790	–
		<b>132,725</b>	82,030
<b>Current assets</b>			
Trade and other receivables	12	138,655	123,492
Cash and cash equivalents		102,549	118,642
		<b>241,204</b>	242,134
<b>Total assets</b>		<b>373,929</b>	324,164
<b>EQUITY</b>			
<b>Capital and reserves</b>			
Share capital	15	4,150	4,150
Share premium	15	95,797	95,797
Merger reserve		10,000	10,000
Retained earnings		161,221	119,355
<b>Total equity</b>		<b>271,168</b>	229,302
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Borrowings	13	–	263
Provision for long service payments		4,740	4,740
Deferred taxation		4,847	4,250
		<b>9,587</b>	9,253
<b>Current liabilities</b>			
Trade and other payables	14	65,100	58,994
Borrowings	13	19,517	26,305
Tax payable		8,557	310
		<b>93,174</b>	85,609
<b>Total liabilities</b>		<b>102,761</b>	94,862
<b>Total equity and liabilities</b>		<b>373,929</b>	324,164
<b>Net current assets</b>		<b>148,030</b>	156,525
<b>Total assets less current liabilities</b>		<b>280,755</b>	238,555

## Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 September 2014

	Attributable to owners of the Company				
	Share capital (Note 15)	Share premium (Note 15)	Merger reserve	Retained earnings	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Balance at 1 April 2013</b>	10,000	–	–	85,976	95,976
Profit and total comprehensive income for the period	–	–	–	37,291	37,291
	10,000	–	–	123,267	133,267
Transactions with owners:					
Reorganisation	(10,000)	–	10,000	–	–
Dividend	–	–	–	(40,000)	(40,000)
	(10,000)	–	10,000	(40,000)	(40,000)
<b>Balance at 30 September 2013</b>	–	–	10,000	83,267	93,267
<b>Balance at 1 April 2014</b>	4,150	95,797	10,000	119,355	229,302
Profit and total comprehensive income for the period	–	–	–	41,866	41,866
	4,150	95,797	10,000	161,221	271,168
Transactions with owners:					
Dividend	–	–	–	–	–
<b>Balance at 30 September 2014</b>	4,150	95,797	10,000	161,221	271,168

## Condensed Consolidated Statement of Cash Flows

For the six months ended 30 September 2014

	Six months ended 30 September	
	2014 HK\$'000 Unaudited	2013 HK\$'000 Unaudited
<b>Cash flows from operating activities</b>		
Net cash generated from operations	53,697	16,744
Income tax paid	–	–
<b>Net cash generated from operating activities</b>	<b>53,697</b>	16,744
<b>Cash flows from investing activities</b>		
Acquisition of a subsidiary	(38,700)	–
Interest received	111	–
Proceeds from disposal of property, plant and equipment	23	–
Deposits paid for purchases of property, plant and equipment	(1,060)	(796)
Purchase of Available-for-sales investment	(4,895)	–
Purchases of property, plant and equipment	(17,781)	(5,149)
<b>Net cash used in investing activities</b>	<b>(62,302)</b>	(5,945)
<b>Cash flows from financing activities</b>		
Interest paid on finance leases	(60)	(119)
Interest paid on bank borrowings	(378)	(552)
Inception of finance leases	–	6,118
Drawdown of bank borrowings	–	30,000
Repayment of finance leases	(2,133)	(2,925)
Repayment of bank borrowings	(4,917)	(16,514)
Dividend paid	–	(40,000)
<b>Net cash used in financing activities</b>	<b>(7,488)</b>	(23,992)
<b>Net decrease in cash and cash equivalents</b>	<b>(16,093)</b>	(13,193)
Cash and cash equivalents at beginning of the period	118,642	67,210
<b>Cash and cash equivalents at end of the period</b>	<b>102,549</b>	54,017



## Notes to Condensed Consolidated Financial Statements

### 1. GENERAL INFORMATION AND BASIS OF PRESENTATION

The Company is a limited liability company incorporated in the Cayman Islands and listed on the main board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of the Company's registered office is Clifton House, PO Box 1350, 75 Fort Street, Grand Cayman, KY1-1108, Cayman Islands. The address of the Company's principal place of business in Hong Kong is Unit 2, 23/F, New Tech Plaza, 34 Tai Yau Street, San Po Kong, Kowloon, Hong Kong.

The Group is principally engaged in the foundation business in Hong Kong as a foundation subcontractor.

This unaudited condensed consolidated interim financial information is presented in Hong Kong Dollars, unless otherwise stated.

This unaudited condensed consolidated interim financial information was approved by the Board on 24 November 2014.

### 2. BASIS OF PREPARATION

This unaudited condensed interim financial information for the Interim Period has been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting", issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").



## Notes to Condensed Consolidated Financial Statements

### 3. SIGNIFICANT ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial information for the Interim Period has been prepared under the historical cost convention as modified by the revaluation of investment properties and available-for-sale financial assets, which are carried at fair values.

The unaudited condensed consolidated interim financial information should be read in conjunction with the annual financial statements for the year ended 31 March 2014, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”).

The accounting policies adopted in the preparation of the unaudited condensed consolidated interim financial information are consistent with those of the annual financial statements for the year ended 31 March 2014 except for the following:

In the Interim Period, the Group has applied, for the first time, the following new or revised HKAS, HKFRS, amendments or interpretation (hereinafter collectively reference to as the “new or revised HKFRSs”) issued by the HKICPA.

Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities
Amendments to HKAS 36	Recoverable Amount Disclosures for Non-financial Assets
Amendments to HKAS 39	Novation of Derivatives and Continuation of Hedge Accounting
Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011)	Investment Entities
HK(IFRIC) – Int 21	Levies

The adoption of these new or revised HKFRSs does not have significant impact to the results and financial position of the Group.



## Notes to Condensed Consolidated Financial Statements

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

The Group has not early adopted the following new and revised standards, amendments or interpretation that have been issued but are not yet effective.

Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation <sup>2</sup>
Amendments to HKAS 19	Employee Benefits: Defined Benefit Plans – Employee Contributions <sup>1</sup>
Amendments to HKFRS 7 and HKFRS 9	Mandatory Effective Date of HKFRS 9 and Transition Disclosures <sup>4</sup>
Amendments to HKFRS 11	Accounting for Acquisition of Interests in Joint Operations <sup>2</sup>
HKFRS 9	Financial Instruments <sup>4</sup>
HKFRS 9	Financial Instruments (Hedge Accounting and Amendments to HKFRS 9, HKFRS 7 and HKAS 39) <sup>4</sup>
HKFRS 14	Regulatory Deferral Accounts <sup>2</sup>
HKFRS 15	Revenue from Contracts with Customers <sup>3</sup>
Annual Improvements Project	Annual Improvements to HKFRS 2010–2012 Cycle <sup>1</sup>
Annual Improvements Project	Annual Improvements to HKFRS 2011–2013 Cycle <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 July 2014

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2016

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2017

<sup>4</sup> Available for application – the mandatory effective date will be determined when the outstanding phases of HKFRS 9 are finalised



## Notes to Condensed Consolidated Financial Statements

### 4. FINANCIAL RISKS MANAGEMENT

The Group's activities are exposed to a variety of financial risks: interest rate risks, credit risks and liquidity risks.

There have been no change in major risk factors that may significantly affect the Group's business nor any change in risk management policies since the year ended 31 March 2014. These unaudited condensed consolidated interim financial statements does not include all financial risk management information and disclosures required in the annual financial statements of the Company for the year ended 31 March 2014 ("2014 Annual Financial Statements"), and should be read in conjunction with the relevant disclosures in the 2014 Annual Financial Statements.

There have been no changes in the risk management department nor in any risk management policies since the year ended 31 March 2014.

### 5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

In preparing these unaudited condensed consolidated interim financial statements, the significant judgements made by the management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 March 2014.



## Notes to Condensed Consolidated Financial Statements

### 6. REVENUE AND SEGMENT INFORMATION

Revenue, which is also the Group's turnover, represents contract receipts on construction contracts in the ordinary course of business. Revenue and other income and net gains recognised during the Interim Period and six months ended 30 September 2013 respectively are as follows:

	Six months ended 30 September	
	2014 HK\$'000 Unaudited	2013 HK\$'000 Unaudited
<b>Turnover</b>		
Contracts income	<b>293,697</b>	214,156
<b>Other income and net gains</b>		
Agency Commission Income	<b>583</b>	–
Property Management Services Income	<b>720</b>	–
Rental income	<b>961</b>	–
Interest income	<b>111</b>	–
Gain on disposal of property, plant and equipment	<b>23</b>	–
Others	<b>32</b>	4
	<b>2,430</b>	4

The chief operating decision-maker has been identified as the Board. The Board regards the Group's business as a single operating segment and reviews financial statements accordingly. Also, the Group generated revenue only in Hong Kong during the Interim Period. Therefore, no segment information is presented.

## Notes to Condensed Consolidated Financial Statements

### 7. OPERATING PROFIT

Operating profit is arrived after charging:

	Six months ended 30 September	
	2014 HK\$'000 Unaudited	2013 HK\$'000 Unaudited
Machinery rental costs	23,503	14,867
Transportation expenses	7,113	5,934
Construction materials costs	74,316	58,664
Subcontracting charges	61,013	27,124
Staff costs, including directors' emoluments	56,420	40,526
Depreciation of owned assets (Note 11)	7,630	4,810
Depreciation of assets under finance leases (Note 11)	1,246	1,246
Operating lease rental on premises	387	510
Impairment loss on available-for-sale investment	2,105	–

### 8. INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% for the six months ended 30 September 2013 and the Interim Period on the estimated assessable profit arising in or derived from Hong Kong for the respective periods.

	Six months ended 30 September	
	2014 HK\$'000 Unaudited	2013 HK\$'000 Unaudited
Hong Kong profits tax		
– Current year	8,547	8,676
– Over provision in prior years	(345)	–
Deferred income tax	596	(256)
Income tax expense	8,798	8,420

## Notes to Condensed Consolidated Financial Statements

### 9. EARNINGS PER SHARE

The calculation of the basic earnings per share attributable to owners of the Company was based on (i) the profit attributable to owners of the Company; and (ii) the weighted average number of ordinary shares of the Company of HK\$0.01 each (the "Shares") issued during the six months ended 30 September 2013 and the Interim Period.

	<b>Six months ended 30 September</b>	
	<b>2014 Unaudited</b>	2013 Unaudited
Profit attributable to owners of the Company (HK\$'000)	<b>41,866</b>	37,291
Weighted average number of Shares for the purpose of calculating basic earnings per Share (in thousand)	<b>415,000</b>	300,000
Basic earnings per Share (HK cents)	<b>10.09</b>	12.43

The diluted earnings per Share is equal to the basic earnings per Share as there were no dilutive potential Shares in issue during the respective periods.

### 10. DIVIDEND

	<b>Six months ended 30 September</b>	
	<b>2014 HK\$'000 Unaudited</b>	2013 HK\$'000 Unaudited
Dividend paid	–	40,000

The Board does not recommend an interim dividend for the Interim Period (2013: HK\$40,000,000).

## Notes to Condensed Consolidated Financial Statements

### 11. PROPERTY, PLANT AND EQUIPMENT

	<b>Property, plant and equipment</b>
	HK\$'000
<hr/>	
<b>Six months ended 30 September 2014 (Unaudited)</b>	
<b>Net book value</b>	
<b>Opening amount as at 1 April 2014</b>	44,730
Additions	17,781
Disposals	–
Depreciation (Note)	(8,876)
<hr/>	
<b>Closing amount as at 30 September 2014</b>	<b>53,635</b>
<hr/>	
<b>Six months ended 30 September 2013 (Unaudited)</b>	
<b>Net book value</b>	
<b>Opening amount as at 1 April 2013</b>	22,728
Additions	5,159
Disposals	–
Depreciation	(6,056)
<hr/>	
<b>Closing amount as at 30 September 2013</b>	<b>21,831</b>
<hr/>	

Note: It includes depreciation in aggregate of motor vehicles, office equipment and furniture & fixtures amounting to approximately HK\$457,000 in administrative and other operating expenses and approximately HK\$8,419,000 depreciation of plant and machinery in cost of sales for the Interim Period.





## Notes to Condensed Consolidated Financial Statements

### 12. TRADE AND OTHER RECEIVABLES

	30 September 2014 HK\$'000 Unaudited	31 March 2014 HK\$'000 Audited
Contract receivables	90,023	87,165
Retention receivables	46,169	35,834
Total trade receivables	136,192	122,999
Other receivables, deposits and prepayments	2,463	493
	<b>138,655</b>	123,492

Notes:

- (a) Trade receivables are past due when a counterparty has failed to make a payment when contractually due. The credit period granted to customers is 30 days. Trade receivables are denominated in Hong Kong dollars.
- (b) The ageing analysis of the contract receivables based on invoice date is as follows:

	30 September 2014 HK\$'000 Unaudited	31 March 2014 HK\$'000 Audited
0–30 days	88,110	48,373
31–60 days	–	38,385
Over 60 days	1,913	407
	<b>90,023</b>	87,165

Contract receivables of approximately HK\$88,110,000 and approximately HK\$48,373,000 as at 30 September 2014 and 31 March 2014 were not yet past due and approximately HK\$1,913,000 and approximately HK\$38,792,000 as at 30 September 2014 and 31 March 2014 were past due but not impaired. These relate to contract receivables from a number of independent customers of whom there is no recent history of default and no provision has therefore been made.

## Notes to Condensed Consolidated Financial Statements

### 12. TRADE AND OTHER RECEIVABLES (continued)

(b) (continued)

Retention receivables were not yet past due as at 30 September 2014 and were settled in accordance with the terms of respective contracts.

(c) The other classes of assets within trade and other receivables do not contain impaired assets. The Group does not hold any collateral as security.

### 13. BORROWINGS

	30 September 2014 HK\$'000 Unaudited	31 March 2014 HK\$'000 Audited
Non-current		
Finance lease liabilities (Note (b))	–	263
Current		
Bank borrowings (Note (a))	<b>17,085</b>	22,002
Finance lease liabilities (Note (b))	<b>2,432</b>	4,303
	<b>19,517</b>	26,305
Total borrowings	<b>19,517</b>	26,568

Notes:

#### (a) Bank borrowings

Bank borrowings mature until 2016 and bear interest at 1.25% below the current prime rate per annum.

The bank borrowings are denominated in Hong Kong dollars.



## Notes to Condensed Consolidated Financial Statements

### 13. BORROWINGS (continued)

Notes: (continued)

#### (a) Bank borrowings (continued)

The bank borrowings are classified as current liabilities according to the HK Interpretation 5, Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause issued by the HKICPA. According to the repayment schedule, the bank borrowings are repayable as follows:

	30 September 2014 HK\$'000 Unaudited	31 March 2014 HK\$'000 Audited
Within a period not exceeding one year	10,121	9,932
Within a period of more than one year but not exceeding two years	6,964	10,310
Within a period of more than two years but not exceeding five years	–	1,760
	<b>17,085</b>	22,002

#### (b) Finance lease liabilities

Lease liabilities are secured as the rights to the leased assets revert to the lessors in the event of default.

	30 September 2014 HK\$'000 Unaudited	31 March 2014 HK\$'000 Audited
Gross finance lease liabilities – minimum lease payments		
Within a period not exceeding one year	2,458	4,388
Within a period of more than one year but not exceeding two years	–	264
	<b>2,458</b>	4,652
Future finance charges on finance leases	<b>(26)</b>	(86)
Present value of finance lease liabilities	<b>2,432</b>	4,566

## Notes to Condensed Consolidated Financial Statements

### 13. BORROWINGS (continued)

Notes: (continued)

#### (b) Finance lease liabilities (continued)

The present value of finance lease liabilities is as follows:

	30 September 2014 HK\$'000 Unaudited	31 March 2014 HK\$'000 Audited
Within a period not exceeding one year	2,432	4,303
Within a period of more than one year but not exceeding two years	–	263
	<b>2,432</b>	4,566

The carrying amounts of all finance lease liabilities are denominated in Hong Kong dollars.

- (c) As at 30 September 2014 and 31 March 2014, the Group had committed banking facilities (including the finance lease facilities) of approximately HK\$50,684,000 which bore interest at 1.25% to 2% below the current prime rate per annum.

As at 30 September 2014 and 31 March 2014, the undrawn banking facilities amounted to approximately HK\$12,200,000 respectively.

These banking facilities were secured by:

- (i) The Group's plant and machinery with an aggregate net book value of approximately HK\$4,779,000 and HK\$6,025,000 as at 30 September 2014 and 31 March 2014.
- (ii) Corporate guarantees given by the Company as at 30 September 2014 and 31 March 2014.



## Notes to Condensed Consolidated Financial Statements

### 14. TRADE AND OTHER PAYABLES

	<b>30 September 2014 HK\$'000 Unaudited</b>	31 March 2014 HK\$'000 Audited
Trade payables	<b>44,078</b>	42,255
Retention payables	<b>3,864</b>	–
Accruals	<b>17,158</b>	16,739
	<b>65,100</b>	58,994

Notes:

- (a) The carrying amounts of trade payables are denominated in Hong Kong dollars.
- (b) Payment terms granted by suppliers are 30 to 45 days from the invoice date of the relevant purchases.

The ageing analysis of trade payables based on the invoice date is as follows:

	<b>30 September 2014 HK\$'000 Unaudited</b>	31 March 2014 HK\$'000 Audited
0–30 days	<b>39,459</b>	36,809
31–60 days	<b>4,619</b>	5,446
	<b>44,078</b>	42,255

## Notes to Condensed Consolidated Financial Statements

### 15. SHARE CAPITAL AND PREMIUM

	Number of shares	Shares HK\$'000
Ordinary shares of HK\$0.01 each:		
<b>Authorised:</b>		
As at 31 March 2014		
and 30 September 2014	1,000,000,000	10,000

	Number of Shares	Shares HK\$'000	Share premium HK\$'000
<b>Issued and fully paid:</b>			
As at 31 March 2014			
and 30 September 2014	415,000,000	4,150	95,797

Notes:

- (a) On 3 April 2013, the Company was incorporated in the Cayman Islands with an initial authorised share capital of HK\$380,000 divided into 38,000,000 Shares. One nil paid Share was allotted and issued to the subscriber pursuant to the memorandum and articles of association of the Company, which was later transferred to Fabulous Business Limited ("Fabulous Business") on 3 April 2013.
- (b) On 18 September 2013, Fabulous Business as vendor, the Company as purchaser and Mr. Wong Sai Chung ("Mr. SC Wong"), Mr. Wong Sai Yee ("Mr. SY Wong"), Mr. Lam Wing Sum ("Mr. Lam") and Fabulous Business as warrantors entered into a sale and purchase agreement, pursuant to which the Company acquired the entire issued share capital of Pearl Swirls Limited, and as consideration for which (i) the one nil paid Share held by Fabulous Business was credited as fully paid, and (ii) 9,999 Shares were allotted and issued to Fabulous Business, all credited as fully paid.
- (c) On 22 September 2013, pursuant to the written resolutions of the sole shareholder of the Company, the authorised share capital of the Company was increased to HK\$10,000,000 divided into 1,000,000,000 Shares.

## Notes to Condensed Consolidated Financial Statements

### 15. SHARE CAPITAL AND PREMIUM (continued)

Notes: (continued)

- (d) On 16 October 2013, the Company issued and allotted a total of 299,990,000 Shares credited as fully paid at par to the then sole shareholder of the Company's shares on the register of members at the close of business on 19 September 2013 by way of capitalisation of the sum of HK\$2,999,900 standing to the credit of the share premium account of the Company, pursuant to the written resolutions of the sole shareholder of the Company passed on 22 September 2013.
- (e) On 16 October 2013, the Company issued 115,000,000 Shares pursuant to its placing and public offer at an offer price of HK\$0.93 per Share. As a result, after capitalising approximately HK\$7,003,000 share issuance costs, approximately HK\$99,947,000 were recognised in equity of the consolidated statement of financial position including a credit of approximately HK\$98,797,000 to the share premium account.

### 16. COMMITMENTS

#### (a) Capital commitments

The Group did not have any significant capital commitment as at 30 September 2014 and 31 March 2014.

#### (b) Operating lease commitments – The Group as lessee

At each statement of financial position date, the total future minimum lease payments under non-cancellable operating leases were payable as follows:

	<b>30 September 2014 HK\$'000 Unaudited</b>	31 March 2014 HK\$'000 Audited
No later than one year	<b>542</b>	609
Later than one year and no later than five years	<b>220</b>	349
	<b>762</b>	958

## Notes to Condensed Consolidated Financial Statements

### 16. COMMITMENTS (continued)

#### (b) Operating lease commitments – The Group as lessee (continued)

The Group is the lessee in respect of a number of properties under operating leases. The leases typically run for an initial period of two to three years, with an option to renew the lease when all terms are renegotiated. None of the leases includes contingent rentals.

#### (c) Operating lease rental receivables – The Group as lessor

The future minimum lease payments receivable under non-cancellable operating leases are as follows:

	<b>30 September 2014 HK\$'000 Unaudited</b>	31 March 2014 HK\$'000 Audited
No later than one year	<b>2,102</b>	996
Later than one year and no later than five years	<b>368</b>	125
	<b>2,470</b>	1,121

The Group leases office units and retail shops under various agreements which terminate between 2014 to 2016. None of the leases includes contingent rentals.





## Notes to Condensed Consolidated Financial Statements

### 17. RELATED PARTY TRANSACTIONS

Related parties are those parties that have the ability to control, jointly control or exert significant influence over the other party in making financial or operational decisions. Parties are also considered to be related if they are subject to common control or joint control. Related parties may be individuals or other entities.

(a) The Group did not have any significant related party transaction with related parties during the Interim Period and the six months ended 30 September 2013.

#### (b) Key management compensation

	Six months ended 30 September	
	2014 HK\$'000 Unaudited	2013 HK\$'000 Unaudited
Salaries, wages and allowances	2,236	2,383
Retirement benefits expenses	34	36
	<b>2,270</b>	2,419



## Notes to Condensed Consolidated Financial Statements

### 18. CONTINGENT LIABILITIES

The Group, in the ordinary course of its business, is involved in various claims, suits, investigations, and legal proceedings that arise from time to time. Although the Group does not expect that the outcome in any of these legal proceedings, individually or collectively, will have a material adverse effect on its financial position or results of operations, litigation is inherently unpredictable. Therefore, the Group could incur judgements or enter into settlements of claims that could adversely affect its operating results or cash flows in a particular period.

On 6 June 2013, summonses have been issued to Group in relation to eight offences arising from the incident occurred on 7 December 2012 which involved a piece of lifting appliance located in a construction site. No injury has been involved in this incident. The Directors are of the view that this case will not cause any material adverse impact on the Group. Based on their past experience from the similar cases occurred before, provision of HK\$200,000 had been made. In the Interim Period, the Group has settled the claims by the fines of HK\$12,000 in total.

As at 30 September 2014, saved as disclosed above the Group did not have any significant contingent liabilities.

### 19. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board on 24 November 2014.



## Management Discussion and Analysis

The Board is honoured to present the unaudited consolidated results of the Group for the Interim Period to our valued shareholders. The Group's revenue achieved a record high of approximately HK\$293.7 million (30 September 2013: HK\$214.2 million), representing an increase of 37.1% over the previous reporting period. Net profit also achieved a record high of approximately HK\$41.9 million (30 September 2013: HK\$37.3 million), representing a growth of 12.3% over the previous reporting period. Earnings per share was HK10.09 cents (30 September 2013: HK12.43 cents).

### BUSINESS REVIEW

#### Foundation Piling

During the Interim Period, 11 foundation projects were completed, 22 projects were in progress which included 12 public projects and 10 private projects, and the Group acquired 3 new contracts that worth HK\$130.7 million. The total contract sum in hand was HK\$1.1 billion and the outstanding contract sum was HK\$436.6 million.

The Group's major public contracts on hand include West Kowloon Cultural District M+ Museum project, Hong Kong–Zhuhai–Macao Bridge Hong Kong Link Road, MTRC Shatin Central Link Contract C1102 Hin Keng Station, MTRC Shatin Central Link Contract C1103 Hin Keng to Diamond Hill Tunnels, Hong Kong Housing Authority Public Rental Housing Development at Tung Chung Area 39 and Stonecutters Island Sewage Treatment Works. Major private contracts on hand include Taikoo Place 2A Development, Office Complex at Kowloon Bay, Residential and Commercial Development at TKOTL 112, Area 65C1 Tseung Kwan O, Private Hospital Development at Wong Chuk Hang and Residential Development at Stubbs Road.

#### Property Investment and Management

The Group's investment properties of retail shops at Hip Wo Street, Kwun Tong and offices of Champion Building, Nathan Road, Kowloon, started to contribute rental income, and also started to generate agency commission income and property management service income of HK\$2.3 million during the Interim Period.

## Management Discussion and Analysis

Management believes in the long-term prospects of properties in Hong Kong and considers that our investments will continue to bring in steady contribution to the Group and explore new investment opportunities in order to maximise return of investment for sustainable growth.

### FINANCIAL REVIEW

#### Revenue

For the Interim Period, revenue of the Group amounted to HK\$293.7 million, representing an increase of HK\$79.5 million or 37.1% as compared with HK\$214.2 million for the corresponding period in 2013. The increase was primarily due to the growth of the foundation business. The revenue HK\$293.7 million was mainly contributed by four major projects, namely Hong Kong–Zhuhai–Macao Bridge Hong Kong Link Road Prebored H-Pile of HK\$36.8 million, Kai Tak Children’s Hospital of HK\$56.6 million, Area 65C1 Tseung Kwan O of HK\$37.3 million and North Point Estate Lane of HK\$38.2 million respectively, represented 57.5% of the total revenue. Among the aforesaid projects, 55.3% of revenue was contributed by public contracts (Hong Kong–Zhuhai–Macao Bridge Hong Kong Link Road Prebored H-Pile and Kai Tak Children’s Hospital) while 44.7% of revenue was generated by the other two private contracts (Area 65C1 Tseung Kwan O and North Point Estate Lane).

#### Gross Profit and Gross Profit Margin

Gross profit for the Interim Period was HK\$70.9 million, representing an increase of HK\$5.2 million or 7.9% from HK\$65.7 million for the corresponding period in 2013. However, the gross profit margin decreased from 30.7% for the six months ended 30 September 2013 to 24.1% for the Interim Period. It was mainly due to the increase in revenue was lower than the rise in staff cost and subcontracting charges during the Interim Period.

Staff cost increased by approximately 39.3% to approximately HK\$56.4 million for the Interim Period from HK\$40.5 million for the period ended 30 September 2013. It was mainly due to the increase in number of staff of approximately 20.8% from 216 staff for the corresponding period in 2013 to 261 staff as at 30 September 2014 to cope with our business growth as well as the salary increment for retaining our staff.



## Management Discussion and Analysis

Subcontracting charges represent direct costs (e.g. diesel fuel, cement and labor costs) paid to our Group's subcontractors to carry out part of our foundation works.

During the Interim Period, we further increased the subcontracting part of our foundation works, such as drilling, welding and grouting, to our approved subcontractors after considering our internal resources allocation, especially for the tight labor supply in the market. As at 30 September 2014, subcontracting charges was around HK\$61.0 million, representing approximately 27.4% of total cost of sales, as compared to HK\$27.1 million, representing approximately 18.2% of total cost of sales for the corresponding period in 2013.

To mitigate the impact of ever-rising labor costs and subcontracting charges, various measures have been implemented by the management to improve our operating efficiency and labour force, including strengthening of internal training, improving the efficiency of the working lines, acquiring advanced model of machineries and participating campus recruitment talks in order to attract more young new joiners.

### Administrative and Other Operating Expenses

Our Group's general and administrative expenses increased to approximately HK\$22.2 million for the Interim Period from approximately HK\$19.3 million for the six months ended 30 September 2013, which represented an increase of approximately 15%. Such increase was mainly due to the increase in the impairment loss on available-for-sale investment, professional fees, staff costs as well as Directors' emoluments.

### Net Profit and Net Profit Margin

Our Group's net profit for the Interim Period was approximately HK\$41.9 million, representing a growth of approximately 12.3% as compared to the corresponding period in 2013 of approximately HK\$37.3 million, mainly due to the growth of our revenue of approximately 37.1% which was partially off-set by the increase of the impairment loss on available-for-sale investment, professional fees, staff costs as well as Directors' emoluments. The Group's net profit margin for the Interim Period was approximately 14.3% (2013: 17.4%).

## Management Discussion and Analysis

### Use of Net Proceeds from the share offer

The net proceeds from the share offer of the Company in connection with its listing on 16 October 2013 was approximately HK\$99.9 million. According to the section “Future Plans and Use of Proceeds” set out in the prospectus of the Company dated 30 September 2013 (the “Prospectus”), the Group has used the net proceeds as follows:

	<b>Estimated Net Proceeds as per the Prospectus</b> (approximately HK\$' million)	<b>Actual Net Proceeds</b> (approximately HK\$' million)	<b>Used amount</b> (approximately HK\$' million) (as at 30 September 2014)	<b>Unused amount</b> (approximately HK\$' million) (as at 30 September 2014)
Acquisition of machineries and equipments	51.9	64.9	47.1	17.8
Hiring additional staff	12.0	15.0	4.5	10.5
Partial bank loan repayment	8.0	10.0	10.0	–
General working capital	8.0	10.0	10.0	–
<b>Total</b>	<b>79.9</b>	<b>99.9</b>	<b>71.6</b>	<b>28.3</b>

### BUSINESS PROSPECTS

The construction industry in Hong Kong continued to grow steadily. 5 new railway projects as well as Northeast New Territories Development have been announced by the Government. According to the Hong Kong 2014-2015 Budget, HK\$77.9 billion have been allocated to infrastructure by the Hong Kong Government. In addition, it estimated that 71,000 private residential units will be available for sale over the next 3-4 years and 210,000 private/public units will be supplied over the next five years from 150 sites identified for residential use. Steady public expenditure on infrastructure and current growth of private development projects will generate more opportunities for our foundation business in both public and private sectors and our revenue will grow steadily in future.

## Management Discussion and Analysis

We shall continue to be one of the leading foundation contractors and increase our market share in foundation works from the public and private sectors in Hong Kong. We shall mainly focus on undertaking foundation works involving the construction of environmental friendly pile type of socket H-pile and mini-pile. We have expanded our scale of business by acquiring advanced machineries, hiring and training more professional staff. The Group believes that by expanding our scale of operation and continued improvement of our competitive strength, we can participate in future mega infrastructure foundation projects and broaden our customer base. We shall continue to achieve future revenue growth and secure various sources of revenue. We aim to build a trusted brand of quality and reliability. In conclusion, we will offer excellent value for money services and become the preferred contractor of our customers.

### DEBTS AND CHARGE ON ASSETS

The total interest-bearing bank borrowings of the Group consisted of bank loans and finance leases in a sum of approximately HK\$19.5 million as at 30 September 2014 as compared to HK\$26.6 million as at 31 March 2014. As at 30 September 2014, bank loans and finance leases facilities were approximately HK\$17.1 million and HK\$2.4 million respectively (31 March 2014: HK\$22.0 million and HK\$4.6 million). Finance leases facilities were secured by the Group's plant and machinery with an aggregated net book value of approximately HK\$4.8 million and HK\$6.0 million as at 30 September 2014 and 31 March 2014 respectively.

### LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 30 September 2014, the Group had cash and bank deposits of approximately HK\$102.5 million (31 March 2014: HK\$118.6 million), representing a decrease of approximately 13.6% when compared with the balance as at 31 March 2014.

As at 30 September 2014, the gearing ratio of the Group (defined as total interest-bearing liabilities divided by the Group's total equity) was approximately 7.2% (31 March 2014: approximately 11.6%).

### FOREIGN EXCHANGE RISK

The Group mainly operates in Hong Kong and most of the operating transactions, revenue, expenses, monetary assets and liabilities are denominated in Hong Kong dollars. As such, the Directors are of the view that the Group's risk in foreign exchange is

## Management Discussion and Analysis

insignificant and that we should have sufficient resources to meet foreign exchange requirements as and if it arises. Therefore, the Group has not engaged in any derivative to hedge its exposure to foreign exchange risk.

### **MATERIAL ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES AND ASSOCIATED COMPANIES**

On 22 May 2014, the Group entered into a sale and purchase agreement with, among others, Absolutely Talent Technology Limited to acquire the entire issued share capital of Funa Assets for a consideration of HK\$39.0 million, which was on completion adjusted to 38.7 million according to the terms of sale and purchase agreement, Funa Assets has upon completion become a subsidiary of the Company. The main assets of Funa Assets are rental properties located in Hip Wo House, Hong Kong with a market value of HK\$39.0 million as at 30 September 2014. The consideration was fully funded by cash generated from operating profit and reserves. This acquisition constituted a discloseable transaction of the Company under the Listing Rules, subject to the reporting and announcement requirements but exempt from shareholders' approval requirement under Chapter 14 of the Listing Rules. For further details of this transaction, please refer to the announcement of the Company dated 22 May 2014.

Save as disclosed above, the Group has no other material acquisition and disposal of subsidiaries during the Interim Period.

### **CAPITAL COMMITMENTS**

Save as disclosed in Note 16 to the unaudited condensed consolidated financial statements, the Group had no other capital commitments as at 30 September 2014 and 31 March 2014.

### **SIGNIFICANT INVESTMENTS**

Save as disclosed above, the Company did not hold any significant investment during the Interim Period.

### **CONTINGENT LIABILITIES**

Save as disclosed in Note 18 to the unaudited condensed consolidated financial statements, the Group had no significant contingent liabilities as at 30 September 2014 and 31 March 2014.





## Management Discussion and Analysis

### PLACING OF SHARES BY CONTROLLING SHAREHOLDERS

On 22 April 2014, Fabulous Business entered into a placing agreement with CNI Securities Group Limited to place a maximum of 88,000,000 Shares (“Placing Shares”) at the placing price (the “Placing Price”) of HK\$0.95 per Placing Share (the “Placing”) to not less than six placees, each of whom is independent of and not connected with the Company or any of its connected persons (as defined in the Listing Rules). Following the completion of the Placing on 23 April 2014, the shareholding of Fabulous Business’s shareholding in the Company reduced from approximately 72.29% to approximately 51.08%. For further details of the Placing, please refer to the announcements of the Company dated 22 April 2014 and 23 April 2014.

### EVENTS AFTER THE REPORTING PERIOD

Mr. Lam Chi Keung, was appointed as the financial controller of the Group and company secretary of the Company on 15 January 2014 and resigned from his positions with effect from 31 October 2014 due to personal reason to further his career development.

Ms. Yim Sau Ping has been appointed as the company secretary of the Company and promoted to financial controller of the Group with effect from 31 October 2014.

### EMPLOYEES AND REMUNERATION POLICY

As at 30 September 2014, the Group employed 261 staff (30 September 2013: 216 staff). Total employee costs for the Reporting Period including directors’ emoluments, amounted to approximately HK\$56.4 million (2013: HK\$40.5 million).

The salary and benefit levels of the employees of the Group are competitive and individual performance is rewarded through the Group’s salary and bonus system. The Group provides adequate job training to the employees to equip them with practical knowledge and skills.

### INTERIM DIVIDEND

The Board does not recommend an interim dividend for the Interim Period (2013: HK\$40,000,000).

## Disclosure of Interest

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY OF THE ASSOCIATED CORPORATIONS

As at 30 September 2014, interests, and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) held by the Directors and chief executives of the Company which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO) or have been entered in the register maintained by the Company pursuant to section 352 of the SFO, or otherwise have been notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) are as follows:

#### (i) Interests in the Shares

<u>Name of Director</u>	<u>Capacity/Nature</u>	<u>Long/ short position</u>	<u>No. of Shares held</u>	<u>Percentage of shareholding</u>
Mr. SC Wong	Interest in controlled corporation (Note)	Long position	212,000,000	51.08%
Mr. Lam	Interest in controlled corporation (Note)	Long position	212,000,000	51.08%
Mr. SY Wong	Interest in controlled corporation (Note)	Long position	212,000,000	51.08%



## Disclosure of Interest

### (ii) Interests in the ordinary shares of associated corporations

Name of Director	Name of associated corporation	Capacity/Nature	Long/short position	No. of Shares held	Percentage of shareholding
Mr. SC Wong	Fabulous Business	Interest in controlled corporation (Note)	Long position	24	20%
Mr. SY Wong	Fabulous Business	Interest in controlled corporation (Note)	Long position	24	20%
Mr. Lam	Fabulous Business	Interest in controlled corporation (Note)	Long position	60	50%
Mr. SC Wong	Prime Colour Global Limited ("Prime Colour")	Beneficial owner	Long position	40	40%
Mr. SY Wong	Prime Colour	Beneficial owner	Long position	40	40%
Mr. Lam	Splendid Core Global Limited ("Splendid Core")	Beneficial owner	Long position	1	100%

**Note:**

These Shares are held by Fabulous Business which is owned as to 50% by Prime Colour and 50% by Splendid Core. Mr. SC Wong and Mr. SY Wong each owns 40% of the issued share capital of Prime Colour while Mr. Lam owns 100% of Splendid Core. Therefore, Mr. SC Wong, Mr. SY Wong and Mr. Lam are deemed or taken to be interested in all the shares which are beneficially owned by Fabulous Business for the purpose of the SFO. Mr. SC Wong and Mr. SY Wong are also directors of Prime Colour; Mr. Lam is the director of Splendid Core.



## Disclosure of Interest

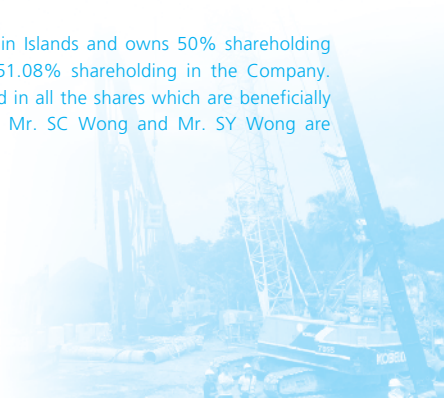
### INTERESTS OF SUBSTANTIAL SHAREHOLDERS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 September 2014, to the best knowledge of the Directors, the following persons (other than a Director or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company which were discloseable to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

Name	Nature of Interest	Long/ short position	No. of Shares held	Approximate Percentage of Shareholding
Fabulous Business	Beneficial owner (Note 1)	Long position	212,000,000	51.08%
Prime Colour	Interest in controlled corporation (Note 2)	Long position	212,000,000	51.08%
Splendid Core	Interest in controlled corporation (Note 3)	Long position	212,000,000	51.08%
Ms. Wong Lai Ling	Interest of spouse (Note 4)	Long position	212,000,000	51.08%
Ms. Kwan Oi Man Joyce ("Mrs. Lam")	Interest of spouse (Note 5)	Long position	212,000,000	51.08%
Ms. Wong Mei Yi Patricia	Interest of spouse (Note 6)	Long position	212,000,000	51.08%

Notes:

- (1) Fabulous Business is a company incorporated in the British Virgin Islands and is owned by Prime Colour as to 50% and owned by Splendid Core as to the remaining 50%.
- (2) Prime Colour is a company incorporated in the British Virgin Islands and owns 50% shareholding in Fabulous Business, which in turn owns approximately 51.08% shareholding in the Company. Therefore, Prime Colour is deemed or taken to be interested in all the shares which are beneficially owned by Fabulous Business for the purpose of the SFO. Mr. SC Wong and Mr. SY Wong are directors of Prime Colour.



## Disclosure of Interest

- (3) Splendid Core is a company incorporated in the British Virgin Islands and owns 50% shareholding in Fabulous Business, which in turn owns approximately 51.08% shareholding in the Company. Therefore, Splendid Core is deemed or taken to be interested in all the shares which are beneficially owned by Fabulous Business for the purpose of the SFO. Mr. Lam is the sole director of Splendid Core.
- (4) Mr. SC Wong owns 100% of the issued share capital of Prime Colour, of which 40% of the shares is beneficially held by Mr. SC Wong, and 20% and 40% of the shares are held by Mr. SC Wong on trust for Mr. Wong Sai Lai and Mr. SY Wong, respectively, and Prime Colour in turn owns 50% shareholding in Fabulous Business, the beneficial owner holding approximately 51.08% shareholding in the Company. Therefore, Mr. SC Wong is deemed or taken to be interested in all the shares which are beneficially owned by Fabulous Business for the purpose of the SFO. Ms. Wong Lai Ling is the spouse of Mr. SC Wong. Therefore, Ms. Wong Lai Ling is deemed or taken to be interested in all the shares which are interested by Mr. SC Wong for the purpose of the SFO.
- (5) Mr. Lam owns 100% of the issued share capital of Splendid Core, and Splendid Core in turn owns 50% shareholding in Fabulous Business, the beneficial owner holding approximately 51.08% shareholding in the Company. Therefore, Mr. Lam is deemed or taken to be interested in all the shares which are beneficially owned by Fabulous Business for the purpose of the SFO. Mrs. Lam is the spouse of Mr. Lam. Therefore, Mrs. Lam is deemed or taken to be interested in all the shares which are interested by Mr. Lam for the purpose of the SFO.
- (6) Mr. SY Wong owns 40% of the issued share capital of Prime Colour, which is held on trust by Mr. SC Wong for Mr. SY Wong, and Prime Colour in turn owns 50% shareholding in Fabulous Business, the beneficial owner holding approximately 51.08% shareholding in the Company. Therefore, Mr. SY Wong is deemed or taken to be interested in all the shares which are beneficially owned by Fabulous Business for the purpose of the SFO. Ms. Wong Mei Yi Patricia is the spouse of Mr. SY Wong. Therefore, Ms. Wong Mei Yi Patricia is deemed or taken to be interested in all the shares which are interested by Mr. SY Wong for the purpose of the SFO.

Save as disclosed above, as at 30 September 2014, the Company had not been notified of any other persons (other than a Director and chief executive of the Company) who had an interest or short position in the shares and underlying shares in the Company as recorded in the register required to be kept under section 336 of the SFO.

## Share Option Scheme

The Company's share option scheme (the "Scheme") was adopted pursuant to a resolution passed on 22 September 2013 as to attract and retain the best available personnel and to provide additional incentive to the eligible participants under the Scheme.

Under the Scheme, the Directors may at their absolute discretion and subject to the terms of the Scheme, grant options to any employees (full-time or part-time), directors, consultants or advisor of the Group, or any substantial shareholder of the Group, or any distributor, contractor, supplier, agent, customer, business partner or service provider of the Group, to subscribe for shares of the Company. The eligibility of any participants to the grant of any options shall be determined by the Directors from time to time on the basis of the Directors' opinion as to their contribution to the development and growth of the Group.

Under the Scheme, the maximum number of shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the shares in issue upon the date of which the shares are listed and permitted to be dealt in the Stock Exchange. The 10% limit may be refreshed at any time by approval of the Company's shareholders provided that the total number of Company's shares which may be issued upon exercise of all options to be granted under the Scheme and any other share options schemes of the Company must not exceed 10% of the Company's shares in issue as at the date of approval of the refreshed limit. Subject to the approval of the Company's shareholders, the aggregate number of the Company's shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other schemes of the Company must not exceed 30% of the Company's shares in issue from time to time. No options may be granted under the Scheme or any other share options schemes of the Company if this will result in the limit being exceeded.

The total number of shares issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) under the Scheme in any 12-month period up to date of grant must not exceed 1% of the issued share capital of the Company for the time being. Where any further grant of options to a participant under the Scheme would result in the shares issued and to be issued upon exercise of all options granted and to be granted to such participant (including exercised, cancelled and outstanding options) in the 12-month period up to and including the



## Share Option Scheme

date of such further grant representing in aggregate over 1% of the shares in issue, such further grant must be separately approved by shareholders of the Company in general meeting with such participant and his associates abstaining from voting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or any of their respective associates must be approved by the independent non-executive directors of the Company (excluding independent non-executive director who is the grantee). Where any share options granted to a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates would result in the total number of shares issued and to be issued upon exercise of all options already granted (including options exercised, cancelled and outstanding) under the Scheme and any other share option schemes of the Company to such person in any 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the shares of the Company in issue and having an aggregate value in excess of HK\$5 million must be approved in advance by the Company's shareholders.

The offer of a grant of share options might be accepted in writing within 7 days from the date of the offer. An option may be exercised in accordance with the terms of the Scheme at any time during a period as the Directors may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option with a remittance in favour of the Company within such time as may be specified in the offer (which shall not be later than 7 days from the date of the offer).

The subscription price shall be a price solely determined by the Directors and notified to a participant and shall be at least the highest of: (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option; (ii) the average closing prices of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the date of grant of the option; and (iii) the nominal value of the Company's share on the date of grant of the option.

The Scheme shall be valid and effective for a period of ten years commencing on 22 September 2013, subject to early termination provisions contained in the Scheme.

No share options were granted since the adoption of the Scheme and there were no share option outstanding as at 30 September 2014.

## Corporate Governance and Other Information

### CORPORATE GOVERNANCE

#### Corporate Governance Code

The Company has complied with all the code provisions set out in the Corporate Governance Code as stated in Appendix 14 to the Listing Rules throughout the Interim Period.

### CODE OF CONDUCT REGARDING DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as a code of conduct of the Company regarding directors' transactions of the listed securities of the Company.

The Company has made specific enquiry to all Directors, and all Directors confirmed that they have complied with the Model Code throughout the Interim Period.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Interim Period.

### AUDIT COMMITTEE AND REVIEW OF FINANCIAL INFORMATION

The Company established an audit committee with written terms of reference in compliance with the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. The primary duties of the audit committee are to review and supervise the Group's internal control and financial reporting process and to maintain an appropriate relationship with the Group's independent auditors.

The audit committee comprises of three independent non-executive Directors, namely Mr. Tam Tak Kei, Raymond (Chairman), Mr. Pai Hao and Mr. Chiu Sai Chuen Nicholas.





## Corporate Governance and Other Information

The audit committee had reviewed the unaudited condensed interim financial results of the Group for the Reporting Period, the interim results announcement and this interim report. The audit committee had confirmed that this interim report complied with all the applicable rules and regulations, including but not limited to the applicable accounting standards and the Listing Rules and that adequate disclosures have been made.

By Order of the Board  
**Wong Sai Chung**  
Chairman

Hong Kong

24 November 2014

