

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors (the “Directors”) of Prosten Health Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with The Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）之特色

創業板之定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險之公司提供一個上市之市場。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他經驗豐富之投資者。

由於創業板上市公司新興之性質所然，在創業板買賣之證券可能會較於主板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

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本報告乃遵照聯交所《創業板證券上市規則》（「創業板上市規則」）之規定而提供有關長達健康控股有限公司（「本公司」）之資料，本公司各董事（「董事」）願就本報告共同及個別承擔全部責任。各董事在作出一切合理查詢後確認，就彼等所知及所信，本報告所載資料在各重大方面均屬準確及完整，且並無誤導或欺騙成分；及本報告並無遺漏任何事項，致使本報告內任何聲明或本報告產生誤導。

HIGHLIGHTS

摘要

- Revenue of the Group for the three months ended 30 June 2017 amounted to approximately HK\$15,829,000, representing an increase of approximately 261.6% as compared to the corresponding period in the previous financial year.
 - The Group's gross profit for the three months ended 30 June 2017 was approximately HK\$1,684,000, increased by approximately HK\$338,000 as compared with the same period of last financial year.
 - Profit attributable to owners of the Company for the three months ended 30 June 2017 amounted to approximately HK\$22,801,000 (for the three months ended 30 June 2016: loss HK\$3,867,000).
 - The Board does not recommend the payment of an interim dividend for the three months ended 30 June 2017.
- 本集團截至二零一七年六月三十日止三個月之收益約為15,829,000港元，較上一個財政年度同期增加約261.6%。
 - 本集團截至二零一七年六月三十日止三個月之毛利約為1,684,000港元，較上一個財政年度同期增加約338,000港元。
 - 截至二零一七年六月三十日止三個月，本公司擁有人應佔溢利約為22,801,000港元（截至二零一六年六月三十日止三個月：虧損3,867,000港元）。
 - 董事會不建議就截至二零一七年六月三十日止三個月派發中期股息。

UNAUDITED CONSOLIDATED RESULTS

未經審核綜合業績

The board of Directors (the “Board”) of the Company is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the “Group”) for the three months ended 30 June 2017 together with the comparative unaudited figures for the three months ended 30 June 2016 as follows:

本公司董事會（「董事會」）欣然宣佈，本公司及其附屬公司（「本集團」）截至二零一七年六月三十日止三個月之未經審核綜合業績，連同截至二零一六年六月三十日止三個月之未經審核比較數字如下：

| | | For the three months ended 30 June | | |
|---|------------------------|---|-----------------|---------|
| | | 截至六月三十日止三個月 | | |
| | | 2017 | | 2016 |
| | | 二零一七年 | 二零一六年 | |
| Notes | | HK\$'000 | HK\$'000 | |
| 附註 | | 千港元 | 千港元 | |
| | | (Unaudited) | (Unaudited) | |
| | | (未經審核) | (未經審核) | |
| Revenue | 收益 | 2 | 15,829 | 4,378 |
| Cost of sales | 銷售成本 | | (14,145) | (3,032) |
| Gross profit | 毛利 | | 1,684 | 1,346 |
| Selling expenses | 銷售開支 | | (1,047) | (625) |
| Administrative expenses | 行政開支 | | (5,422) | (4,745) |
| Other (expenses)/income | 其他（開支）／收益 | | (38) | 190 |
| Gain on disposal of subsidiaries | 出售附屬公司之收益 | 3 | 27,615 | — |
| Profit/(loss) before tax | 除稅前溢利／（虧損） | | 22,792 | (3,834) |
| Income tax expense | 所得稅開支 | 4 | — | (33) |
| Profit/(loss) for the period | 期內溢利／（虧損） | | 22,792 | (3,867) |
| Other comprehensive income/(expense): | 其他全面收益／（開支）： | | | |
| <i>Items that may be reclassified subsequently to profit or loss:</i> | <i>其後可能重新分類至損益之項目：</i> | | | |
| Exchange differences on translation of foreign operations | 換算海外業務之匯兌差額 | | 160 | (635) |
| Total comprehensive income/(expense) for the period | 期內全面收益／（開支）總額 | | 22,952 | (4,502) |

For the three months
ended 30 June

截至六月三十日止三個月

2017 2016

二零一七年 二零一六年

Notes HK\$'000 HK\$'000

附註 千港元 千港元

(Unaudited) (Unaudited)

(未經審核) (未經審核)

| | | | |
|---|------------------------------|---------------------------|----------------------|
| Profit/(loss) for the period attributable to: | 以下人士應佔期內 溢利／(虧損)： | | |
| — Owners of the Company | — 本公司擁有人 | 22,801 | (3,867) |
| — Non-controlling interest | — 非控股權益 | (9) | — |
| | | 22,792 | (3,867) |
| Total comprehensive income/(expense) for the period attributable to: | 以下人士應佔期內 全面收益／(開支) 總額： | | |
| — Owners of the Company | — 本公司擁有人 | 22,961 | (4,502) |
| — Non-controlling interest | — 非控股權益 | (9) | — |
| | | 22,952 | (4,502) |
| Profit/(loss) per share attributable to owners of the Company | 本公司擁有人 應佔每股溢利／(虧損) | 5 | |
| Basic | 基本 | HK1.89 cents 港仙 | HK(0.35) cents 港仙 |
| Diluted | 攤薄 | HK1.89 cents 港仙 | HK(0.35) cents 港仙 |

1. BASIS OF PREPARATION

The Group's unaudited consolidated results have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants and accounting principles generally accepted in Hong Kong. In addition, the unaudited consolidated results include applicable disclosures required by the GEM Listing Rules. The measurement basis used in the preparation of the unaudited consolidated results is the historical cost convention, except for available-for-sale financial assets and financial assets at fair value through profit or loss which have been measured at fair value. These unaudited consolidated results are presented in Hong Kong dollar which is also the functional currency of the Company and all values are rounded to the nearest thousand except when otherwise indicated. The Group's major subsidiaries are operated in the People's Republic of China (the "PRC") with Renminbi ("RMB") as their functional currency.

The accounting policies applied in the preparation of the unaudited consolidated results are consistent with those adopted in the preparation of the annual consolidated financial statements of the Group for the year ended 31 March 2017, except that the Group has adopted a number of new or revised HKFRSs, which are newly effective for the period under review. The adoption of these new or revised HKFRSs had no change in significant accounting policies and no significant effect on the financial results of the current period. There is no prior period adjustment required.

The Group has not applied or early adopted the new or revised HKFRSs (including their consequential amendments) which are relevant to the Group that have been issued but not yet effective in the preparation of these unaudited consolidated results. The Group is currently assessing the impact of these new or revised HKFRSs upon their initial application but is not yet in a position to state whether they would have a significant impact on its results of operations and financial position. It is anticipated that all of the pronouncements relevant to the Group will be adopted in the Group's accounting policy in the accounting periods when they first become effective.

The unaudited consolidated results have been reviewed by the audit committee of the Company ("Audit Committee").

1. 編製基準

本集團之未經審核綜合業績乃根據香港會計師公會頒佈之香港財務報告準則（「香港財務報告準則」）（包括所有個別香港財務報告準則、香港會計準則及詮釋）及香港普遍採納之會計原則而編製。此外，未經審核綜合業績包括創業板上市規則所規定之適用披露。用於編製未經審核綜合業績之計量基準乃歷史成本慣例，惟可供出售金融資產以及按公平價值列賬及在損益賬處理之金融資產以公平價值列賬。除另有指明外，此等未經審核綜合業績以港元（亦為本公司之功能貨幣）呈列，所有金額均調整至最接近千位數。本集團之主要附屬公司乃於中華人民共和國（「中國」）經營業務，其功能貨幣為人民幣（「人民幣」）。

編製未經審核綜合業績採用之會計政策，乃與編製本集團截至二零一七年三月三十一日止年度之全年綜合財務報表所採納者貫徹一致，惟本集團採納多項於回顧期內新生效的新訂或經修訂香港財務報告準則。採納該等新訂或經修訂香港財務報告準則毋須對重大會計政策作出變更並對本期間的財務業績並無重大影響，亦毋須作出往期調整。

本集團並無於此等未經審核綜合業績內應用或提早採納與本集團相關的已經頒佈但尚未生效的新訂或經修訂香港財務報告準則（包括其後續修訂）。本集團現正評估首次應用此等新訂或經修訂香港財務報告準則時之影響，惟尚未能確定該等新訂或經修訂香港財務報告準則是否會對其營運業績及財務狀況構成重大影響。預期所有與本集團有關之準則將於其首次生效之會計期間納入本集團之會計政策。

未經審核綜合業績已由本公司之審核委員會（「審核委員會」）審閱。

2. REVENUE AND SEGMENTAL INFORMATION

Revenue represents the net invoiced value of good sold and services rendered during the period under review.

The Group's operating activities are currently attributable to three operating segments focusing on trading and distributing of pharmaceutical and healthcare products ("Pharmaceutical Business"), trading and retailing of jewelry ("Jewelry Business") and money lending ("Lending Business"). These operating segments have been identified on the basis of internal management reports prepared in accordance with accounting policies conformed to HKFRSs, that are regularly reviewed by the executive Directors (the "Executive Directors") (being the chief operating decision makers of the Company). The Executive Directors review the Group's internal reporting in order to assess performance and allocate resources. The details of operating and reportable segments of the Group are as follows:

- Pharmaceutical Business
- Jewelry Business
- Lending Business

2. 收益及分部資料

收益指於回顧期內產品銷售及所提供服務之發票淨值。

本集團之經營業務目前歸屬於三個經營分部，分別專注於藥業及健康護理產品買賣及分銷（「藥業業務」）、珠寶買賣及零售（「珠寶業務」）以及放債（「借貸業務」）。該等經營分部乃基於遵循香港財務報告準則之會計政策而編製之內部管理報告予以識別，並由執行董事（「執行董事」，為本公司之主要經營決策者）定期審閱。執行董事審閱本集團之內部報告以評估表現及分配資源。本集團之經營及可申報分部詳情如下：

- 藥業業務
- 珠寶業務
- 借貸業務

For the three months ended

30 June 2017

截至二零一七年

六月三十日止三個月

| | | Pharmaceutical Business 藥業業務 HK\$'000 千港元 | Jewelry Business 珠寶業務 HK\$'000 千港元 | Lending Business 借貸業務 HK\$'000 千港元 | Consolidation 合計 HK\$'000 千港元 |
|-------------------------------|-------------|---|--|--|--|
| REVENUE | 收益 | | | | |
| External sales | 外部銷售 | 1,970 | 13,100 | 759 | 15,829 |
| RESULTS | 業績 | | | | |
| Segment results (loss)/profit | 分部業績（虧損）／溢利 | (2,181) | (514) | 273 | (2,422) |
| Unallocated income | 未分配收入 | | | | 27,615 |
| Unallocated expenses | 未分配開支 | | | | (2,401) |
| Profit before tax | 除稅前溢利 | | | | 22,792 |

2. REVENUE AND SEGMENTAL INFORMATION

(Continued)

For the three months ended

30 June 2016

截至二零一六年

六月三十日止三個月

| | Pharmaceutical Business 藥業業務 HK\$'000 千港元 | Jewelry Business 珠寶業務 HK\$'000 千港元 | Lending Business 借貸業務 HK\$'000 千港元 | Consolidation 合計 HK\$'000 千港元 | |
|-------------------------------|---|--|--|--|---------|
| REVENUE | 收益 | | | | |
| External sales | 外部銷售 | 2,392 | 1,177 | 809 | 4,378 |
| RESULTS | 業績 | | | | |
| Segment results (loss)/profit | 分部業績(虧損)/溢利 | (166) | (537) | 651 | (52) |
| Unallocated income | 未分配收入 | | | | 12 |
| Unallocated expenses | 未分配開支 | | | | (3,794) |
| Loss before tax | 除稅前虧損 | | | | (3,834) |

2. 收益及分部資料 (續)

3. GAIN ON DISPOSAL OF SUBSIDIARIES

On 5 June 2017, the Company disposed the entire issued share capital of Prosten (BVI) Limited (together with relevant shareholders loan), a direct wholly-owned subsidiary of the Company and subsidiaries of which were principally engaged in wireless value-added service business. The Company received a total consideration of HK\$4,600,000 for the disposal. As at the 5 June 2017, Prosten (BVI) Limited and its subsidiaries (the "Prosten BVI Group") has unaudited net liability of approximately HK\$30,165,000 and the shareholder loan was approximately HK\$8,151,000. The Company recorded a gain from disposal of the Prosten BVI Group of approximately HK\$26,614,000 which was subject to final audit.

On 15 June 2017, the Company disposed the entire issued shares of Prosten Wealth Investment Limited ("Prosten Wealth", together with its subsidiary "Prosten Wealth Group"), an indirect wholly-owned subsidiary of the Company. Prosten Wealth Group held a valid money lending license in Hong Kong and as at the date of disposal, it had not commenced business. The Group received a total consideration of approximately HK\$1,480,000 for the disposal. As at 15 June 2017, except for cash at bank of approximately HK\$402,000, Prosten Wealth did not have other material assets or liabilities. The Group recorded a gain from disposal of the Prosten Wealth Group of approximately HK\$1,000,000 which is subject to final audit.

3. 出售附屬公司之收益

於二零一七年六月五日，本公司出售了Prosten (BVI) Limited（本公司之直接全資附屬公司，其附屬公司主要從事無線增值服務業務）的全部已發行股本（連同相關股東貸款）。本公司已就該出售收取總代價4,600,000港元。於二零一七年六月五日，Prosten (BVI) Limited及其附屬公司（「Prosten BVI集團」）擁有未經審核負債淨值約30,165,000港元，而股東貸款約為8,151,000港元。本公司自出售Prosten BVI集團錄得收益約26,614,000港元，惟須待最終審核方可作實。

於二零一七年六月十五日，本公司出售了本公司之間接全資附屬公司Prosten Wealth Investment Limited（「Prosten Wealth」，連同其附屬公司統稱「Prosten Wealth集團」）的全部已發行股份。Prosten Wealth集團持有香港有效放債人牌照，其於出售當日尚未開展業務。本集團已就該出售收取總代價約1,480,000港元。於二零一七年六月十五日，除銀行存款約402,000港元外，Prosten Wealth並無其他重大資產或負債。本集團自出售Prosten Wealth集團錄得收益約1,000,000港元，惟須待最終審核方可作實。

4. INCOME TAX EXPENSE

Hong Kong profits tax is calculated at 16.5% of the estimated assessable profit for the three months ended 30 June 2017. Hong Kong profits tax has not been provided as the Group did not generate any assessable profits arising in Hong Kong for the three months ended 30 June 2017. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries or jurisdictions in which the Group operates.

4. 所得稅開支

截至二零一七年六月三十日止三個月，香港利得稅乃按估計應課稅溢利之16.5%計算。由於本集團於截至二零一七年六月三十日止三個月內並無錄得任何於香港產生之應課稅溢利，故並無作出香港利得稅之撥備。其他地區之應課稅溢利乃根據本集團經營業務所在之國家或司法權區當地之現行稅率計算稅項。

For the three months ended 30 June

截至六月三十日止三個月

| 2017 | 2016 |
|-------------|-------------|
| 二零一七年 | 二零一六年 |
| HK\$'000 | HK\$'000 |
| 千港元 | 千港元 |
| (Unaudited) | (Unaudited) |
| (未經審核) | (未經審核) |

| | | | |
|---|------------------|---|----|
| Current — Hong Kong: Charge for the period | 即期 — 香港： 期內支出 | — | 33 |
| Total tax charged for the period | 期內稅項支出總額 | — | 33 |

5. PROFIT/(LOSS) PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of the basic profit/(loss) per share amount is based on the unaudited consolidated profit for the three months ended 30 June 2017 attributable to owners of the Company of approximately HK\$22,801,000 (for the three months ended 30 June 2016: loss HK\$3,867,000), and the weighted average number of ordinary shares of approximately 1,208,590,099 (weighted average number for the three months ended 30 June 2016: 1,095,360,500) in issue during the period under review.

No diluted profit/(loss) per share is calculated as there were no dilutive potential equity shares as at 30 June 2017 and 30 June 2016. Hence, the basic and diluted profit/(loss) per share were the same for both years.

5. 本公司擁有人應佔每股溢利／(虧損)

每股基本虧損乃根據截至二零一七年六月三十日止三個月本公司擁有人應佔未經審核綜合溢利約22,801,000港元（截至二零一六年六月三十日止三個月：虧損3,867,000港元）及於回顧期內已發行普通股之加權平均數約1,208,590,099股（截至二零一六年六月三十日止三個月之加權平均數：1,095,360,500股）計算。

由於在二零一七年六月三十日及二零一六年六月三十日並無潛在攤薄權益股份，故並無計算每股攤薄溢利／(虧損)。因此，兩個年度之每股基本及攤薄溢利／(虧損)相同。

6. RESERVES

6. 儲備

| | | Share premium account | Statutory reserve fund | Available- for-sale financial assets equity reserve | Foreign currency translation reserve | Share option reserve | Accumulated losses | Total |
|--|---------------------------|-----------------------------|--------------------------------------|---|---|----------------------------|-----------------------|-----------------|
| | | 股份 溢價賬 | 法定 儲備基金 | 可供出售金融 資產權益儲備 | 外幣 匯兌儲備 | 購股權 儲備 | 累計 虧損 | 總計 |
| | | HK\$'000 千港元 | HK\$'000 千港元 (Note a) (附註a) | HK\$'000 千港元 (Note b) (附註b) | HK\$'000 千港元 (Note c) (附註c) | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| At 1 April 2017 (audited) | 於二零一七年四月一日 (經審核) | 479,598 | 3,349 | 1,583 | 11,922 | 316 | (542,868) | (46,100) |
| Profit for the period (unaudited) | 期內溢利 (未經審核) | — | — | — | — | — | 22,801 | 22,801 |
| Exchange difference on translation of foreign operations (unaudited) | 換算海外業務之 匯兌差額 (未經審核) | — | — | — | 160 | — | — | 160 |
| Total comprehensive income for the period (unaudited) | 期內全面收益總額 (未經審核) | — | — | — | 160 | — | 22,801 | 22,961 |
| Exercise of share options (unaudited) | 行使購股權 (未經審核) | 489 | — | — | — | (316) | — | 173 |
| Disposal of subsidiaries (unaudited) | 出售附屬公司 (未經審核) | — | (3,349) | — | (14,491) | — | 16,887 | (953) |
| At 30 June 2017 (unaudited) | 於二零一七年六月三十日 (未經審核) | 480,087 | — | 1,583 | (2,409) | — | (503,180) | (23,919) |
| At 1 April 2016 (audited) | 於二零一六年四月一日 (經審核) | 455,438 | 3,349 | 6,760 | 14,766 | 316 | (519,211) | (38,582) |
| Loss for the period (unaudited) | 期內虧損 (未經審核) | — | — | — | — | — | (3,867) | (3,867) |
| Exchange difference on translation of foreign operations (unaudited) | 換算海外業務之 匯兌差額 (未經審核) | — | — | — | (635) | — | — | (635) |
| Total comprehensive expense for the period (unaudited) | 期內全面開支總額 (未經審核) | — | — | — | (635) | — | (3,867) | (4,502) |
| At 30 June 2016 (unaudited) | 於二零一六年六月三十日 (未經審核) | 455,438 | 3,349 | 6,760 | 14,131 | 316 | (523,078) | (43,084) |

6. RESERVES (Continued)

Notes:

(a) Statutory reserve fund

Pursuant to the relevant laws and regulations for business enterprises in the People's Republic of China (the "PRC"), a portion of the profits of the entities which are registered in the PRC has been transferred to the statutory reserve fund which is restricted as to use. When the balance of such reserve fund reaches 50% of the capital of that entity, any further appropriation is optional. The statutory reserve fund can be utilised, upon approval of the relevant authority, to offset prior years' losses or to increase capital. However, the balance of the statutory reserve fund must be maintained at least 25% of capital after such usage.

(b) Available-for-sale financial assets equity reserve

Available-for-sale financial assets equity reserve relates to the cumulative gains or losses arising on the change in fair value of available-for-sale financial assets that have been recognised in other comprehensive income, net of amounts reclassified to profit or loss when those financial assets are disposed or impaired.

(c) Foreign currency translation reserve

Foreign currency translation reserve, represents exchange differences relating to the translation of the net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. Hong Kong dollar), are recognised directly in other comprehensive income and accumulated in the foreign currency translation reserve. Such exchange differences accumulated in the foreign currency translation reserve are reclassified to profit or loss on the disposal of the foreign operations.

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the three months ended 30 June 2017 (for the three months ended 30 June 2016: nil).

6. 儲備 (續)

附註：

(a) 法定儲備基金

根據中華人民共和國(「中國」)的相關企業法律及條例，於中國註冊之實體之部分溢利已轉撥至有限用途之法定儲備基金。當該等儲備基金結餘達該實體資本之50%時，可選擇是否作出進一步劃撥。法定儲備基金在獲得相關部門批准後可用於抵銷以前年度之虧損或增資。然而，使用法定儲備基金後之結餘須至少維持在資本之25%。

(b) 可供出售金融資產權益儲備

可供出售金融資產權益儲備乃與因可供出售金融資產之公平價值變動(已於其他全面收益確認)而產生之累計收益或虧損有關，當中已扣減於金融資產出售或減值時重新分類至損益之金額。

(c) 外幣匯兌儲備

外幣匯兌儲備指有關本集團海外業務之資產淨值由其功能貨幣換算為本集團之呈列貨幣(即港元)時產生之匯兌差額，直接於其他全面收益中確認及於外幣匯兌儲備中累計。該等於外幣匯兌儲備累計之匯兌差額於出售海外業務時重新分類至損益賬內。

中期股息

董事會不建議就截至二零一七年六月三十日止三個月派發中期股息(截至二零一六年六月三十日止三個月：無)。

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Review

Revenue

The Group's revenue for the three months ended 30 June 2017 amounted to approximately HK\$15,829,000, representing an increase of approximately 261.6% as compared to the corresponding period of last financial year. The increase was mainly attributable to the increase in revenue from the Group's Jewelry Business as it had gold jewelry wholesales during the period under review while there was no such business in the corresponding period of last financial year.

Cost of sales and gross profit margin

Cost of sales of the Group increased from approximately HK\$3,032,000 for the three months ended 30 June 2016 to approximately HK\$14,145,000 for the three months ended 30 June 2017, which was in line with the increase in sales of the Jewelry Business. As the gold jewelry wholesale contributed a significant part of the sales of the Jewelry Business, which have a lower gross profit margin, the overall gross profit margin decreased from approximately 31% for the three months ended 30 June 2016 to 11% for the three months ended 30 June 2017.

Gain on disposal of subsidiaries

Please refer to note 3 to the unaudited consolidated results for details of gain on disposal of subsidiaries.

Expenses

Selling expenses increased by approximately HK\$422,000 from approximately HK\$625,000 for the three months ended 30 June 2016 to approximately HK\$1,047,000 for the three months ended 30 June 2017. The increase was mainly due to more sales and marketing activities was conducted for the marketing and development of the Jewelry Business and the Pharmaceutical Business in the period under review.

管理層討論及分析

財務回顧

收益

本集團截至二零一七年六月三十日止三個月之收益約為15,829,000港元，與上一個財政年度同期相比增加約261.6%。收益增加主要由於本集團珠寶業務所得收益增加所致，原因是其於回顧期內開展黃金飾品批發，而上一財政年度同期並無此業務。

銷售成本及毛利率

本集團之銷售成本由截至二零一六年六月三十日止三個月之約3,032,000港元增加至截至二零一七年六月三十日止三個月之約14,145,000港元，與珠寶業務銷售增幅一致。由於黃金飾品批發佔毛利率較低之珠寶業務銷售之大部分，故於截至二零一七年六月三十日止三個月之整體毛利率由截至二零一六年六月三十日止三個月之約31%下降至約11%。

出售附屬公司之收益

有關出售附屬公司之收益之詳情，請參閱未經審核綜合業績附註3。

開支

銷售開支由截至二零一六年六月三十日止三個月約625,000港元增加約422,000港元至截至二零一七年六月三十日止三個月約1,047,000港元。銷售開支增加乃主要由於回顧期內就營銷及發展珠寶業務及藥業業務所進行的銷售及營銷活動增多所致。

Administrative expenses increased by approximately HK\$677,000, from approximately HK \$4,745,000 for the three months ended 30 June 2016 to approximately HK\$5,422,000 for the three months ended 30 June 2017. Such increase was mainly due to more expense were required to support the expansion of the Group's business.

Total equity

As at 30 June 2017, the Group has a total equity amounted to approximately HK\$97,133,000 (as at 31 March 2017: HK\$74,691,000) and net current assets amounted to approximately HK\$59,004,000 (as at 31 March 2017: HK\$39,834,000).

Liquidity and financial resources

The Group adopts a prudent cash and financial management policy. In order to achieve better cost control and minimise the cost of funds, the Group's treasury activities are centralised and cash is generally placed in deposits with banks.

As at 30 June 2017, total cash and cash equivalents of the Group amounted to approximately HK\$14,585,000 (as at 31 March 2017: HK\$8,738,000). As at 30 June 2017 and 31 March 2017, the Group has not borrowed any loan from third party.

Treasury policies and foreign currency exchange exposure

Despite that the Group's trading transactions, monetary assets and liabilities are mainly denominated in RMB and Hong Kong dollars, it does not believe that the impact of foreign exchange exposure to the Group was material. The Group does not use derivative financial instruments to protect against the volatility associated with foreign currency transactions and other financial assets and liabilities created in the ordinary course of business. The majorities of the Group's operating assets are located in Mainland China and are denominated in RMB.

行政開支由截至二零一六年六月三十日止三個月之約4,745,000港元增加約677,000港元至截至二零一七年六月三十日止三個月之約5,422,000港元。該增加乃主要由於需要更多開支以支持本集團的業務擴充所致。

總權益

於二零一七年六月三十日，本集團之總權益約為97,133,000港元（於二零一七年三月三十一日：74,691,000港元）及流動資產淨值約為59,004,000港元（於二零一七年三月三十一日：39,834,000港元）。

流動資金及財政資源

本集團採取審慎之現金及財政管理政策。為求能夠更有效控制成本及盡量降低資金成本，本集團之財資活動均為中央管理，而現金一般存放於銀行作為存款。

於二零一七年六月三十日，本集團之現金及現金等值物總額約為14,585,000港元（於二零一七年三月三十一日：8,738,000港元）。於二零一七年六月三十日及二零一七年三月三十一日，本集團並無自第三方借入任何貸款。

庫務政策及外匯風險

儘管本集團買賣交易、貨幣資產及負債主要以人民幣及港元為計值單位。本集團相信外匯風險對本集團所構成之影響甚微。本集團並無以衍生金融工具對沖日常業務過程中之外幣交易及其他金融資產及負債所附帶之波動。本集團大部分經營資產位於中國內地，並以人民幣計值。

Cash is generally deposited at banks in the PRC and Hong Kong and denominated mostly in Renminbi and Hong Kong dollar. As at 30 June 2017, no related hedges were made by the Group (as at 31 March 2017: nil).

Contingent liabilities

As at 30 June 2017, the Group had no material contingent liabilities (as at 31 March 2017: nil).

Significant investments, acquisitions or disposals

Except for the disposal of the entire issued share capital of and shareholder's loans to Prosten (BVI) Limited and Prosten Wealth Investment Limited as detailed in note 3 to the unaudited consolidated results, the Group does not have any material acquisition or disposal during the three months ended 30 June 2017.

Capital structure

The shares of the Company were listed on GEM on 28 March 2000.

During the three months ended 30 June 2017, the Company has issued and allotted 2,700,000 new shares at the exercise price of HK\$0.165 per share as a result of exercise of share options by the share option holders of the Company.

The Group's capital structure is sound with healthy working capital management. As at 30 June 2017, the Group's total equity amounted to approximately HK\$97,133,000, representing an increase of approximately 30% compared with that as at 31 March 2017 (31 March 2017: HK\$74,691,000). As at 30 June 2017, the Group's cash and cash equivalents totaled approximately HK\$14,585,000 (as at 31 March 2017: HK\$8,738,000). The current ratio (note 1) and the quick ratio (note 2) of the Group as at 30 June 2017 was 9.4 (as at 31 March 2017: 2.38) and 7.1 (as at 31 March 2017: 1.86) respectively. The Group was in net cash position as at 30 June 2017 (gearing ratio (note 3) as at 31 March 2017: 13.92%).

現金一般存放於中國及香港的銀行，主要以人民幣及港元為計值單位。於二零一七年六月三十日，本集團並無進行相關對沖（於二零一七年三月三十一日：無）。

或然負債

於二零一七年六月三十日，本集團並無重大或然負債（於二零一七年三月三十一日：無）。

重大投資、收購或出售

除於未經審核綜合業績附註3所詳述之出售 Prosten (BVI) Limited 及 Prosten Wealth Investment Limited 之全部已發行股份及向其提供之股東貸款外，於截至二零一七年六月三十日止三個月，本集團並無任何重大收購或出售。

資本架構

本公司股份於二零零零年三月二十八日在創業板上市。

於截至二零一七年六月三十日止三個月內，本公司因本公司的購股權持有人行使購股權，按每股0.165港元之行使價發行及配發了2,700,000股新股份。

本集團之資本架構穩健，營運資金管理有序。於二零一七年六月三十日，本集團之總權益約為97,133,000港元（二零一七年三月三十一日：74,691,000港元），較二零一七年三月三十一日增加約30%。於二零一七年六月三十日，本集團之現金及現金等值物共計約14,585,000港元（於二零一七年三月三十一日：8,738,000港元）。本集團於二零一七年六月三十日之流動比率（附註1）及速動比率（附註2）分別為9.4（於二零一七年三月三十一日：2.38）及7.1（於二零一七年三月三十一日：1.86）。於二零一七年六月三十日，本集團為淨現金狀態（於二零一七年三月三十一日之資本與負債比率（附註3）：13.92%）。

Apart from the above, there has been no material change in the structure of the Group during the period.

Note: (1) $\text{Current Ratio} = \text{Current Assets} \div \text{Current Liabilities}$

Note: (2) $\text{Quick Ratio} = (\text{Current Assets} - \text{Inventories}) \div \text{Current Liabilities}$

Note: (3) $\text{Gearing Ratio} = (\text{Debts} - \text{Cash and cash equivalents}) \div \text{Equity}$

除上述者外，本集團之架構於期內並無重大變動。

附註：(1) $\text{流動比率} = \text{流動資產} \div \text{流動負債}$

附註：(2) $\text{速動比率} = (\text{流動資產} - \text{存貨}) \div \text{流動負債}$

附註：(3) $\text{資本與負債比率} = (\text{債務} - \text{現金及現金等值物}) \div \text{權益}$

Event after the Reporting Period

On 26 July 2017, Meteor Storm Holdings Limited (“Meteor Storm”), an indirect wholly-owned subsidiary of the Company, entered into a disposal agreement with an independent third party, pursuant to which the Meteor Storm conditionally agreed to sell and the purchaser conditionally agreed to acquire the entire issued share capital of Meteor Investment (H.K.) Limited (together with relevant shareholders loan), a direct wholly-owned subsidiary of Meteor Storm, at the consideration of HK\$9,000,000. The disposal has not been completed as at the date of this report. For details, please refer to the Company’s announcement dated 26 July 2017.

報告期後事項

於二零一七年七月二十六日，本公司之間接全資附屬公司 Meteor Storm Holdings Limited (「Meteor Storm」) 與一名獨立第三方訂立一份出售協議，據此，Meteor Storm 有條件同意出售而買方有條件同意收購星豫投資有限公司 (Meteor Storm 之直接全資附屬公司) 之全部已發行股本 (連同相關股東貸款)，代價為 9,000,000 港元。於本報告日期，出售事項尚未完成。詳情請參閱本公司日期為二零一七年七月二十六日之公告。

Business Review and Outlook

Pharmaceutical Business

The Group commenced its Pharmaceutical Business in 2016 and continued to develop this business in the period under review.

During the year ended 31 March 2017, the Group has established business relationships with target pharmaceutical companies and chain pharmacies and during the period under review, it has established business relationships with a group of target hospitals in western Guangdong (mainly the areas of Zhanjiang and Maoming in Guangdong Province, including Zhanjiang city, Lianjiang, Wuchuan, Suixi County, Xuwen County, Maoming city, Dianbai District, Huazhou, Xinyi and Gaozhou), which are mainly related to the distribution of pharmaceuticals and pharmaceutical consumables to such hospitals as well as the supply of pharmaceuticals and healthcare products to such pharmaceutical companies and chain pharmacies.

業務回顧及展望

藥業業務

本集團於二零一六年開展其藥業業務，並於回顧期內繼續發展此業務。

於截至二零一七年三月三十一日止年度，本集團已在粵西地區（主要為廣東省湛江市及茂名市轄下地區，如湛江市區、廉江市、吳川市、遂溪縣、徐聞縣、茂名市區、電白區、化州市、信宜市及高州市等）與目標醫藥公司及連鎖藥房建立了業務關係，並於回顧期內與一批目標醫院建立了業務關係，主要為配送藥品及醫用耗材予該等醫院，及供應藥品及保健產品予該等醫藥公司及連鎖藥房。

In order to distribute pharmaceuticals and pharmaceutical consumables to hospitals, the Group shall first be approved by the hospitals as their pharmaceutical supplier. Then, in accordance with the medication demand of the hospitals, the Group will contact pharmaceutical manufacturers to obtain the corresponding distribution qualifications. Subject to the confirmations on specific species, specifications and quantities of medication used by the hospitals, the hospitals, the Group and the pharmaceutical manufacturers will enter into three-party sales and purchase contracts, pursuant to which, the Group will arrange specific purchase and distribution work subsequently. The procedure to provide pharmaceuticals and healthcare products to the pharmaceutical companies and chain pharmacies as a supplier is relatively simple. The Group is mainly required to agree on the sales terms with the target customers before entering into sales contracts and sales transactions. During the aforementioned supply and sales activities, the Group mainly acts as a channel distributor to conduct sales activities, which does not involve pharmaceutical production. The pharmaceuticals and healthcare products supplied and sold by the Group include (but not limited to) Jianwei Xiaoshi Pian (健胃消食片), Heparin Sodium Injection (肝素鈉注射液), Propofol Injection (丙泊酚注射液), Shuganning Injection (舒肝寧注射液), Pudilan Xiaoyan Pian (蒲地藍消炎片), Pudilan Xiaoyan Pian Koufuye (蒲地藍消炎片口服液), Oxytocin Nasal Spray (縮宮素鼻噴霧劑), Peramivir Sodium Chloride Injection (Glass Bottle) (帕拉米韋氯化鈉注射液(玻璃瓶)), Terbutaline Sulfate and Sodium Chloride Injection (Glass Bottle) (硫酸特布他林氯化鈉注射液(玻璃瓶)) and Cefazolin Sodium Pentahydrate for Injection (注射用五水頭孢唑林鈉).

As the auxiliary business of the Pharmaceutical Business, the Group also sold health food products, such as health protection tea leaves and walnut jujube, in year ended 31 March 2017. During the period under review, the Group had no revenue from sales of health food products. The Group will adjust the business volume in accordance with market demands and determine the resources to be further allocated based upon the business volume from time to time.

為配送藥品及醫用耗材給醫院，本集團需首先取得醫院之接納為其藥品供應商，再根據醫院用藥需求與藥品生產廠家聯繫以取得相應藥品的配送資格，待醫院確認使用的具體品種、規格及數量後，醫院與本集團及藥品生產廠家簽訂三方購銷合同，本集團隨後根據合同安排具體採購及配送工作。而作為供應商給醫藥公司及連鎖藥房提供藥物及健康護理產品的流程則相對簡單，主要跟目標客戶談妥銷售條件，便可簽署合約進行銷售。在上述供銷活動中，本集團主要作為渠道分銷商進行銷售活動，並不涉及藥品生產。本集團供銷的藥品及健康護理產品包括（但不限於）健胃消食片、肝素鈉注射液、丙泊酚注射液、舒肝寧注射液、蒲地藍消炎片、蒲地藍消炎口服液、縮宮素鼻噴霧劑、帕拉米韋氯化鈉注射液（玻璃瓶）、硫酸特布他林氯化鈉注射液（玻璃瓶）及注射用五水頭孢唑林鈉等。

作為藥業業務之輔助性業務，本集團亦於截至二零一七年三月三十一日止年度銷售保健茶葉和核桃棗等保健食品。於回顧期內，本集團並無來自銷售健康食品之任何收益。本集團將按照市場需要調整業務量，並根據不時之業務量決定進一步投放之資源。

During the year ended 31 March 2017 and the period under review, the Group also engaged in the cultivation of longan and radix millettiae speciosae, which requires relatively long period to realise the investment. On 26 July 2017, Meteor Storm Holdings Limited (“Meteor Storm”), an indirect wholly-owned subsidiary of the Company, entered into a disposal agreement with an independent third party, pursuant to which Meteor Storm agreed to sell and the purchaser agreed to acquire the entire issued share capital of Meteor Investment (H.K.) Limited (“Meteor HK”), a direct wholly-owned subsidiary of Meteor Storm. The disposal has not been completed as at the date of this report. Upon completion of the disposal, Meteor HK and its subsidiaries (“Meteor HK Group”), which were engaged in trading of pharmaceutical products (Chinese medicine), sales of health food and cultivation of longan and radix millettiae speciosae, will cease to be subsidiaries of the Company. The disposal represents an opportunity to realise the Group’s investment in the Meteor HK Group. After the disposal, the Group will focus its resources on development of the Pharmaceutical Business through the remaining subsidiaries under the Pharmaceutical Business, which holds license such as the pharmaceutical operation permit (藥品經營許可證), the medical equipment operation permit (醫療器械經營企業許可證) and the good supply practices (GSP) certificate (藥品經營質量管理規範認證證書) and is principally engaged in the sales of pharmaceuticals, healthcare products and pharmaceutical consumables.

The revenue from the Pharmaceutical Business decrease by approximately HK\$422,000 from approximately HK\$2,392,000 for the three months ended 30 June 2016 to approximately HK\$1,970,000 for the three months ended 30 June 2017. Such decrease was mainly due to that there were sales of health food products of approximately HK\$1 million for the three month ended 30 June 2016 but there were no such sales in the period under review. Despite the above factor, the Group’s sales of pharmaceutical products actually increased in the period under review.

於截至二零一七年三月三十一日止年度及於回顧期內，本集團亦從事龍眼及牛大力之種植，此業務需要較長時間才可實現投資。於二零一七年七月二十六日，Meteor Storm Holdings Limited (「Meteor Storm」，為本公司之間接全資附屬公司) 與一名獨立第三方訂立一份出售協議，據此，Meteor Storm 同意出售而買方同意購買星豫投資有限公司 (「星豫」，為 Meteor Storm 之直接全資附屬公司) 之全部已發行股本。於本報告日期，出售尚未完成。於出售完成後，星豫及其附屬公司 (「星豫集團」，從事買賣中藥、銷售保健食品及種植龍眼及牛大力) 將不再為本公司之附屬公司。出售為本集團變現其於星豫集團投資之良機。於出售後，本集團將透過藥業業務之餘下附屬公司 (持有藥品經營許可證、醫療器械經營企業許可證及藥品經營質量管理規範認證證書等執照，及主要從事藥品、健康產品及醫藥耗材之銷售) 集中資源發展藥業業務。

藥業業務收益由截至二零一六年六月三十日止三個月約2,392,000港元減少約422,000港元至截至二零一七年六月三十日止三個月約1,970,000港元。該減少主要由於截至二零一六年六月三十日止三個月錄得保健食品銷售約1,000,000港元，但於回顧期內並無有關銷售。儘管上文所述的因素，本集團醫藥產品銷售實際上於回顧期內有所增加。

In regard to the sales of pharmaceuticals and healthcare products, the Group intends to firstly devote greater resources to penetrate into the pharmaceutical market of western Guangdong, with an aim to increase the sales to its existing customers. Moreover, it will work diligently to expand hospital and pharmacy customer base in Zhanjiang and Maoming regions before considering entering into the pharmaceutical markets of other regions in Guangdong Province and beyond.

Jewelry Business

The Group commenced its Jewelry Business in 2015 and continued to develop this business in the period under review.

During the period under review, the Group's Jewelry Business included wholesale and retail of jewelry and related ancillary business (including but not limited to custom-made jewelry, valet-procurement of jewelry and various after-sales services), and most of the processing businesses are performed in the form of commissioned processing by external factories. The jewelry products sold by the Group mainly included gold jewelry, platinum jewelry, diamond jewelry, gemstone jewelry, emerald and karat gold jewelry.

The Group's jewelry retailing business was conducted mainly through an offline store located in Wongtee Plaza, Futian District, Shenzhen, the PRC, which is a franchised store of the Luk Fook Jewelry brand. The store is required to select goods from the suppliers designated by Luk Fook Jewelry. Upon quality inspection by state-approved jewelry identification center and being claimed to the store by the Group's staff, the goods are immediately entered into store sales system for sale. Most of the jewelry goods purchased by the store from the suppliers were finished jewelry products, which are generally not required to undergo reprocessing before sale.

在藥品及健康護理產品銷售方面，本集團計劃將先進一步致力滲透粵西醫藥市場，爭取增加對現有客戶的銷售額，並努力在湛江及茂名地區發掘更多的醫院及藥店客戶，然後再考慮進入廣東省其他地區乃至廣東省外的醫藥市場。

珠寶業務

本集團於二零一五年開展其珠寶業務及在回顧期內繼續發展該業務。

於回顧期內，本集團之珠寶業務包括珠寶的批發、零售及相關配套業務（包括但不限於代客訂制首飾、代客採購首飾及各種售後服務），而當中涉及之加工業務則多採用委託外部工廠加工的形式進行。本集團銷售的珠寶產品主要包括黃金飾品、鉑金飾品、鑽石飾品、寶石飾品、翡翠和K金飾品。

本集團之珠寶零售業務主要通過在中國深圳市福田區皇庭廣場開設的一間實體店鋪開展。該店鋪為六福珠寶品牌加盟店。該店鋪需前往六福珠寶指定的供應商挑選貨品，貨品由國家認可的珠寶鑒定中心進行貨物質檢並由本集團之職員取回店鋪後，即被錄入店鋪銷售系統進行銷售。該店鋪從供應商處購買的珠寶貨品大部分為珠寶飾品成品，通常在銷售前無需進行再加工。

The Group's jewelry wholesale business was mainly conducted through the wholesale of jewelry products to jewelry wholesalers by 至尊彩虹鑽石(深圳)有限公司, a wholly owned subsidiary of the Company, where the jewelry products being wholesaled were mainly gold jewelries. During the period under review, the Group has the secondary membership (二級會員資格) of Shanghai Gold Exchange and continued to develop the secondary gold sales agency business (黃金二級代理業務). The Group may place orders for bullion via the online trading platform of Shanghai Gold Exchange. After claiming the bullion, the Group may commission external factories to process into finished gold jewelries and wholesale to jewelry wholesalers.

The Group will continue to focus on developing its Jewelry Business. With reference to its past sales experience, the Group intends to step up its efforts in identifying more jewelry wholesaler customers in South China, thereby expanding the sales channels of its secondary gold sales agency business (黃金二級代理業務). As to retail of jewelry, the positioning of retail products in stores will focus on mid-end products, which will be supplemented by low end products. Meanwhile, the Group will put more efforts to raise the sales proportion to its major high-end corporate customers (which principally purchase or customize jewelry as corporate gifts/awards) so as to increase the jewelry sales as well as generate profits.

The increase in revenue from the Jewelry Business for the period under review was mainly because of the increase in trading of golden jewelry products in the PRC. However, relatively low gross margin of wholesale of jewelry and the selling and administrative expenses to maintain and develop this business resulted in loss in this segment. Going forward, the Group will try further effort to control the selling and administrative expenses while balancing the development of this business.

本集團之珠寶批發業務主要通過本公司之全資附屬公司至尊彩虹鑽石(深圳)有限公司批發珠寶產品予珠寶批發商進行，而批發之珠寶產品主要為黃金飾品。於回顧期內，本集團持有上海黃金交易所二級會員資格，並繼續發展了黃金二級代理業務。本集團可在上海黃金交易所網上交易平台下單採購金條，在提取金條後再委託外部工廠加工成成品黃金首飾後批發給珠寶批發商。

本集團將繼續致力於其珠寶業務的發展。結合過往的銷售經驗，本集團計劃著力在華南地區尋找更多的珠寶批發商客戶，從而拓寬其黃金二級代理業務的銷售渠道。而在珠寶零售方面，店鋪零售產品定位將以中端產品為主，低端產品為輔，同時努力提高對高端企業大客戶（主要採購或訂制珠寶作為企業禮品/獎品）的銷售比例，以增加珠寶銷售額及爭取創造利潤。

於回顧期內，珠寶業務之收益增加乃主要由於中國之黃金珠寶產品買賣增加所致。然而，珠寶批發毛利率相對較低以及維持及發展此業務之銷售及行政開支導致此分部出現虧損。展望未來，本集團將繼續致力控制銷售及行政開支，同時權衡此業務發展。

Lending Business

The Group commenced its Lending Business in Hong Kong in 2016 through acquiring a group of companies with a valid money lending licence in Hong Kong to diversify its income source. The Lending Business continued to grow and contributed positive results to the Group during the period under review. The Group will pay a closer attention to the market situation and the external economic environment and consider the possibility of further expansion in the lending business.

There were three major outstanding loan receivables with the Group as at 30 June 2017. All of them were carried out as part of the ordinary and usual course of business of the Group and brought in interest income to the Group.

Pursuant to the loan agreement and extension agreement entered into between SZ Enterprise Union Finance Limited ("SZ Finance"), an indirect wholly-owned subsidiary of the Company, and the borrower, Mr. Wen Qimin, on 8 November 2016 and 8 May 2017 respectively, an unsecured loan in the principal amount of HK\$13,000,000 bearing interest at a rate of 10% per annum for a six-month period, was drawn down on 8 November 2016. The original final repayment date of the loan was on 8 May 2017 and was extended to 8 October 2017.

In addition, pursuant to the loan agreements entered into between SZ Finance and the borrower, Mr. Chen Tianju, on 25 January 2017 and 2 June 2017 respectively, two unsecured loans was granted to and drawn down by Mr. Chen Tianju on 25 January 2017 and 7 June 2017 respectively. The loans were in the principal amount of HK\$6,000,000 each and were bearing an interest at a rate of 12% per annum for a term of one year and eight months respectively. The final repayment date of the loans is on 25 January 2018 and 7 February 2018 respectively but early repayment is allowed.

借貸業務

本集團於二零一六年透過收購一系列持有香港有效放債人牌照之公司，在香港開展借貸業務，以拓寬其收入來源。於回顧期內，借貸業務持續增長，為本集團業績帶來正面貢獻。本集團將更密切監察市況及外部經濟環境，並考慮進一步擴展借貸業務之可能性。

於二零一七年六月三十日，本集團擁三筆尚未收回之主要應收貸款，均構成於本集團一般及日常業務過程中進行的交易，並為本集團帶來利息收入。

根據深企聯合小額貸款有限公司（「深企貸款」，本公司之間接全資附屬公司）與借款人溫起民先生分別於二零一六年十一月八日及二零一七年五月八日訂立之貸款協議及延長協議，一筆本金額為13,000,000港元、按年利率10%計息及年期六個月之無抵押貸款已於二零一六年十一月八日提取。該筆貸款之初始最後還款日期為二零一七年五月八日，並已延長至二零一七年十月八日。

此外，根據深企貸款與借款人陳天駒先生分別於二零一七年一月二十五日及二零一七年六月二日訂立之貸款協議，兩筆無抵押貸款分別於二零一七年一月二十五日及二零一七年六月七日授予及由陳天駒先生提取。該等貸款之本金額均為6,000,000港元、按年利率12%計息及期限分別為一年及八個月。該等貸款之最後還款日期分別為二零一八年一月二十五日及二零一八年二月七日，惟允許提前還款。

The Group has conducted internal risk assessment on these loan arrangements and noted both of the borrowers have substantial investments and assets in the PRC which support their respective financial capability to repay the loans, thus no securities or collaterals was sought. The purpose of the loans is to enhance their short-term cash flow.

Wireless Value-added Service Business

Since the expiry of wireless value-added service contracts with a PRC telecommunication operator during the year ended 31 March 2016, the Group did not have any revenue from wireless value-added service for the year ended 31 March 2017 and for the period under review.

As disclosed in the Company's announcement dated 2 June 2017, the Company disposed the entire issued share capital of Prosten (BVI) Limited, a direct wholly-owned subsidiary of the Company. The disposal was completed on 5 June 2017. As a result of the disposal, the Company disposed most of its subsidiaries engaged in the wireless value-added service business. Considering the challenging and volatile market situation for this business, the Group currently has no plan to further invest in this segment, unless suitable business opportunities arise in the future.

Looking ahead, there are still great challenges for the Group. While carrying out initiatives already under way in its current strategic plans, the Group will also critically review the future opportunities in its existing businesses with a target to re-allocate the Group's resources for a more fruitful manner. In the coming future, the Group will focus its work on strengthen its marketing and channel efforts, increasing customer base and improving the quality of its service and products.

本集團已對該等貸款安排進行內部風險評估及知悉該等借款人之大部分投資及資產位於中國。有關投資及資產對其各自償還貸款之財務能力構成支撐，因此並無尋求抵押或抵押品。貸款旨在提升彼等的短期現金流量。

無線增值服務業務

由於與中國電信運營商訂立之無線增值服務合約已於截至二零一六年三月三十一日止年度屆滿，故於截至二零一七年三月三十一日止年度及於回顧期內，本集團並無來自無線增值服務之任何收益。

如本公司日期為二零一七年六月二日之公告披露，本公司出售了 Prosten (BVI) Limited (本公司之直接全資附屬公司) 的全部已發行股本。該出售已於二零一七年六月五日完成。該出售導致本公司出售了大部分其從事無線增值服務業務之附屬公司。考慮到此業務充滿挑戰及波動不定之市場狀況，本集團目前無意對此分部作進一步投資，惟未來出現合適之商機除外。

展望未來，本集團仍面臨巨大挑戰。在繼續推進其當前戰略計劃下的措施的同時，本集團亦將審慎檢討其現有業務中的未來機遇，以更有效的方式重新分配本集團的資源。未來，本集團將著重加強其營銷與渠道力量，提高客戶規模與服務及產品質量。

Updates on matters relating to the De-consolidation

With reference to the annual report of the Company for the year ended 31 March 2016 (“2016 Annual Report”), the Directors considered that the Group was unable to govern the De-Consolidated Subsidiaries and the control over the De-Consolidated Subsidiaries was lost. Therefore, from 1 January 2016 onwards, the Group had de-consolidated the De-Consolidated Subsidiaries from its financial statements for the financial year ended 31 March 2016 (the “De-Consolidation”).

The Company was in negotiations with relevant party(ies) with an aim to resolving the matters arising from or in connection with the loss of control over the De-Consolidated Subsidiaries. Nevertheless, there was no conclusion in this regard. On 2 June 2017 (after trading hours), the Company entered into a disposal agreement for the disposal of the entire issued share capital of Prosten (BVI) Limited (together with relevant shareholders loan) which indirectly held the entire issued share capital of the De-Consolidated Subsidiaries.

The disposal in effect casted away the Prosten (BVI) Limited, its subsidiaries and the De-Consolidated Subsidiaries from the Group. Therefore, no further efforts is required to be spent on negotiation or other actions to be taken in connection with the loss of control over the De-Consolidated Subsidiaries.

The Internal Control Review

The Company also engaged an internal control reviewer to conduct an internal control review for the Group (the “IC Review”) which covers four major areas, namely, (i) corporate internal control; (ii) financial reporting and disclosure internal control; (iii) internal control over business processes; and (iv) operational manual.

有關取消綜合入賬事宜之最新資料

經參考本公司截至二零一六年三月三十一日止年度之年度報告（「二零一六年年報」），董事認為本集團無法管理取消綜合入賬附屬公司，並失去對取消綜合入賬附屬公司之控制權。因此，自二零一六年一月一日起，本集團已將取消綜合入賬附屬公司終止於其截至二零一六年三月三十一日止財政年度之財務報表內綜合入賬（「取消綜合入賬」）。

本公司已與有關方進行磋商，旨在解決因失去對取消綜合入賬附屬公司之控制權而產生或與此相關之事宜。儘管如此，在此方面仍未得出任何結論。於二零一七年六月二日（交易時段後），本公司訂立出售協議，以出售 Prosten (BVI) Limited 的全部已發行股本（連同相關股東貸款），Prosten (BVI) Limited 間接持有取消綜合入賬附屬公司之全部已發行股本。

出售實際上把 Prosten (BVI) Limited、其附屬公司及取消綜合入賬附屬公司摒除在本集團之外。故此，毋須就失去對取消綜合入賬附屬公司之控制權進一步進行磋商或採取其他行動。

內部監控審閱

本公司亦聘請一家內部監控審閱顧問，以對本集團進行內部控制審閱（「內部監控審閱」），涵蓋四大範疇，即(i)企業內部控制；(ii)財務報告與內部控制披露；(iii)業務流程之內部控制；及(iv)營運手冊。

The first stage of the IC Review was completed. Findings and recommendations under the IC Review were presented to the Board and the Group just started implementing the recommendations if thought fit. The Company expects to take approximately 3 to 6 months to implement the aforesaid recommendations and the follow up review on such implementation will be conducted thereafter. The Company will keep the shareholders of the Company and potential investors of the Company informed in this regard as and when appropriate.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2017, the interests and short positions of the Directors and chief executive in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (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 recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were, pursuant to the code of conduct regarding securities transactions by Directors adopted by the Company, notified to the Company and the Stock Exchange, were as follows:

內部監控審閱第一階段已告完成。內部監控審閱之結果及建議已呈交董事會，本集團正開始酌情實施有關建議。本公司預計實施上述建議需時約三至六個月，而有關實施情況之跟進審閱將於其後進行。本公司將適時就此通知本公司股東及本公司潛在投資者。

董事及主要行政人員於股份及相關股份之權益及淡倉

於二零一七年六月三十日，董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份及相關股份中，擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例相關條文彼等被當作或視為擁有之權益或淡倉），或須記錄於本公司根據證券及期貨條例第352條須備存之登記冊內之權益及淡倉，或根據本公司所採納有關董事進行證券交易之行為守則須知會本公司及聯交所之權益及淡倉如下：

Long positions in the ordinary shares of the Company

於本公司普通股之好倉

| Name of Director 董事姓名 | Notes 附註 | Capacity and nature of interest 身份及 權益性質 | Number of ordinary shares 普通股數目 | Percentage of the Company's issued share capital |
|--------------------------|-------------|---|---------------------------------------|--|
| | | | | 佔本公司 已發行股本 百分比 Note (2) 附註(2) |
| Mr. Chen Weixi 陳煒熙先生 | (1) | Interest of a controlled corporation 一間受控制公司之權益 | 294,276,619 | 24.30% |

Notes:

- (1) 294,276,619 shares of the Company are held by Dynamic Peak Limited and its entire issued share capital is held as to 80% by Mr. Chen Weixi and as to the remaining 20% by Mr. Xu Zhigang. Both of them are the Directors. By virtue of the SFO, Mr. Chen Weixi is deemed to be interested in 294,276,619 shares of the Company held by Dynamic Peak Limited.
- (2) Based on 1,210,963,725 shares of the Company in issue as at 30 June 2017.

附註：

- (1) Dynamic Peak Limited持有294,276,619股本公司股份及其全部已發行股本由陳煒熙先生持有80%及由徐志剛先生持有餘下20%。兩位均為董事。根據證券及期貨條例，陳煒熙先生被視為於Dynamic Peak Limited持有之294,276,619股本公司股份中擁有權益。
- (2) 根據於二零一七年六月三十日已發行之1,210,963,725股本公司股份計算。

Save as disclosed above, as at 30 June 2017, none of the Directors and chief executive of the Company had an interest or short position in the ordinary shares or underlying shares of the Company or any of its associated corporations that was notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 Part XV of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

除上文所披露者外，於二零一七年六月三十日，本公司董事及主要行政人員於本公司或其任何相聯法團之普通股或相關股份中概無擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益或淡倉，或根據創業板上市規則第5.46條須知會本公司及聯交所之權益或淡倉。

Long positions in underlying shares of the Company

Share Options

The Company adopts and administers a share option scheme which is currently in force and effect for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The Company's original share option scheme was approved by the Shareholders on 7 March 2000, and was terminated and replaced by a share option scheme approved by the Shareholders on 9 April 2002, which in turn was terminated and replaced by a new share option scheme approved by the Shareholders on 5 August 2011 (the "2011 Scheme").

A summary of the share option scheme is set out below:

2011 Scheme

At the annual general meeting of the Company held on 5 August 2011 (the "2011 AGM"), an ordinary resolution was passed by the Shareholders to approve and adopt the 2011 Scheme.

於本公司相關股份之好倉

購股權

本公司採納及管理一項目前有效及具效力之購股權計劃，旨在鼓勵及獎勵對本集團之成功經營作出貢獻之合資格參與者。股東於二零零零年三月七日批准之本公司原有購股權計劃已終止，並被股東於二零零二年四月九日批准之一項購股權計劃取代，而該計劃已終止及被股東於二零一一年八月五日批准之一項新購股權計劃（「二零一一年計劃」）取代。

購股權計劃之概要載列如下：

二零一一年計劃

在本公司於二零一一年八月五日舉行之股東週年大會（「二零一一年股東週年大會」）上，股東通過一項普通決議案，批准及採納二零一一年計劃。

The 2011 Scheme became effective for a period of 10 years commencing on 10 August 2011. Eligible participants of the 2011 Scheme include all Directors and employees of the Group, suppliers, customers, consultants who provided services to the Group, shareholders of the subsidiaries of the Group and joint venture partners. Under the 2011 Scheme, the Directors may, at their sole discretion, grant to any eligible participants options to subscribe for ordinary shares of the Company at the highest of (i) the closing price of shares of the Company on GEM as stated in the Stock Exchange's daily quotation sheet on the date of the offer of grant; (ii) the average closing price of the shares of the Company on GEM as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the Company's share. The offer of a grant of options may be accepted within 21 days from the date of the offer. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option. The exercise period of the options granted is determinable by the Directors, which commences after the date of offer with a certain vesting period and ends in any event not later than 10 years from the respective date when the share options are granted, subject to the provisions for early termination thereof.

An ordinary resolution was passed at the annual general meeting of the Company on 28 September 2016 (the "2016 AGM") to refresh the scheme mandate limit of the 2011 Scheme. The total number of shares of the Company which may be allotted and issued upon exercise of all options to be granted under the 2011 Scheme is an amount equivalent to 10% of the shares of the Company in issue as at the date of the 2016 AGM.

The maximum number of shares to be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the 2011 Scheme and any other share option schemes of the Group must not in aggregate exceed 30% of the relevant class of shares of the Company in issue from time to time.

二零一一年計劃自二零一一年八月十日開始生效，為期十年。二零一一年計劃之合資格參與者包括本集團所有董事及僱員、供應商、客戶、為本集團提供服務之顧問、本集團附屬公司之股東及合營企業夥伴。根據二零一一年計劃，董事可全權酌情決定向任何合資格參與者授出購股權，以按 (i) 於要約授出日期聯交所每日報價表上所列本公司股份在創業板之收市價；(ii) 緊接要約授出日期前五個交易日聯交所每日報價表上所列本公司股份在創業板之平均收市價；及(iii) 本公司股份面值（以最高者為準）認購本公司之普通股。接納授出購股權要約之期限為要約日期起計21日內。接納授出購股權時須支付象徵式代價1港元。所授出購股權之行使期限由董事釐定，於要約日期後開始，附有若干歸屬期，及在任何情況下最遲須於授出購股權之各相關日期起計十年屆滿，惟須受提前終止之條文所規限。

本公司於二零一六年九月二十八日舉行之股東週年大會（「二零一六年股東週年大會」）上通過一項普通決議案，以更新二零一一年計劃之計劃授權限額。於行使根據二零一一年計劃將授出之所有購股權時可配發及發行之本公司股份總數，其數目相等於於二零一六年股東週年大會舉行日期之本公司已發行股份之10%。

於行使根據二零一一年計劃及本集團之任何其他購股權計劃所授出及仍未行使之所有尚未獲行使之購股權時將予配發及發行之股份最高數目，合共不得超過不時已發行之本公司有關類別股份之30%。

The number of shares in respect of which options may be granted to any individual in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Shareholders. Options granted to substantial shareholders or independent non-executive Directors in excess of 0.1% of the Company's share capital and with an aggregate value in excess of HK\$5 million must be approved in advance by the Shareholders. The 2011 Scheme does not provide for any minimum period for holding of options or any performance target before exercise of options.

The following Director was granted share options under the 2011 Scheme to subscribe for shares of the Company, details of which are as follows:

於任何十二個月期間可授予任何個人之購股權所涉之股份數目，在未獲股東事先批准前，不得超逾本公司於任何時間已發行股份之1%。授予主要股東或獨立非執行董事之購股權倘超逾本公司股本之0.1%及總價值逾5,000,000港元，必須事先獲股東批准。二零一一年計劃並無規定任何持有購股權之最短期限或行使購股權前之任何表現目標。

以下董事根據二零一一年計劃獲授購股權以認購本公司股份，詳情如下：

| Name or category of participant 參與者 名稱或類別 | Number of shares to be subscribed for by outstanding options*** 尚未行使購股權可認購之股份數目 *** | | | | | Date of share options granted* 購股權 授出日期* | Exercise period of share options granted 授出購股權 之行使期限 | Exercise price of share options granted** 授出購股權 之行使價** HK\$ per share 港元 (每股) |
|---|--|---------------------------------------|-------------------------------------|----------------------------------|------------------------------------|--|---|---|
| | At 1 April 2017 於二零一七年 四月一日 | Transferred during the period 期內轉撥 | Exercised during the period 期內行使 | Lapsed during the period 期內失效 | At 30 June 2017 於二零一七年 六月三十日 | | | |
| Employees of the Group 本集團之僱員 | | | | | | | | |
| In aggregate 合計 | 2,700,000 | — | (2,700,000) | — | — | 5 December 2013 二零一三年 十二月五日 | 5 December 2013 to 20 June 2017 二零一三年 十二月五日至 二零一七年 六月二十日 | 0.165 |
| | 2,700,000 | — | (2,700,000) | — | — | | | |

* The time of acceptance of the share options was within 21 days from the options offer date. The share options granted are subject to certain vesting period and vary for each category of participant as specified under the respective share option schemes.

** The exercise price of the share options is subject to some adjustments in the case of rights or bonus issues, or other similar changes in the Company's share capital.

* 購股權之接納時間為自購股權要約日期起計21日內。根據各購股權計劃之規定，所授出之購股權因應不同參與者類別而受若干歸屬期所限制。

** 購股權之行使價在供股或紅股發行，或本公司股本發生其他類似變動時可予調整。

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 30 June 2017, shareholders (other than the Directors or chief executive of the Company) who had 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:

Long positions in the ordinary shares or underlying shares of the Company

主要股東之權益及淡倉

於二零一七年六月三十日，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及第3分部之條文須向本公司披露，或須記錄於本公司根據證券及期貨條例第336條須備存之登記冊之權益或淡倉之股東（本公司董事或主要行政人員除外）如下：

於本公司普通股或相關股份之好倉

| Name of shareholder 股東名稱 | Notes 附註 | Capacity and nature of interest 身份及權益性質 | Number of ordinary shares or underlying shares 普通股或相關股份數目 | Percentage of the Company's issued share capital 佔本公司已發行股本百分比 Note (8) 附註(8) |
|---------------------------------------|---------------|--|--|---|
| Dynamic Peak Limited | (1) | Beneficially owned 實益擁有 | 294,276,619 | 24.30% |
| Rainbow Enterprise Holdings Co., Ltd. | (2) | Beneficially owned 實益擁有 | 206,647,000 | 17.06% |
| Mr. Cheng Haiqing 程海慶先生 | (2) | Interest of a controlled corporation 一間受控制公司之權益 | 206,647,000 | 17.06% |
| Glory Gate International Limited | (3) | Interest of controlled corporations 多間受控制公司之權益 | 127,582,675 | 10.54% |
| Legit Ability Limited | (4) | Interest of a controlled corporation 一間受控制公司之權益 | 127,582,675 | 10.54% |
| Ms. Shen Jing 沈靜女士 | (3), (4), (5) | Interest of a controlled corporation 一間受控制公司之權益 | 127,582,675 | 10.54% |

| Name of shareholder 股東名稱 | Notes 附註 | Capacity and nature of interest 身份及 權益性質 | Number of ordinary shares or underlying shares 普通股或 相關股份數目 | Percentage of the Company's issued share capital 佔本公司 已發行股本 百分比 Note (8) 附註(8) |
|--|-------------|---|--|---|
| Dragon Fortune Group Holdings Limited 龍達集團控股有限公司 | (5) | Beneficially owned 實益擁有 | 112,903,225 | 9.32% |
| Right Advance Management Limited | (6) | Beneficially owned 實益擁有 | 111,000,000 | 9.17% |
| Ms. Wang Li Mei 王立梅女士 | (6) | Interest of a controlled corporation 一間受控制公司之權益 | 111,000,000 | 9.17% |
| Mr. Wang Leilei 王雷雷先生 | (6) | Interest of a controlled corporation 一間受控制公司之權益 | 111,000,000 | 9.17% |
| Will City Limited 志城有限公司 | (7) | Beneficially owned 實益擁有 | 100,000,000 | 8.26% |
| Ms. Zhang Yingnan 張穎楠女士 | (7) | Interest of a controlled corporation 一間受控制公司之權益 | 100,000,000 | 8.26% |
| Mr. Pei Chuang 裴創先生 | | Beneficially owned 實益擁有 | 70,000,000 | 5.78% |

Notes:

- (1) Dynamic Peak Limited is a company incorporated in the British Virgin Islands and its entire issued share capital is held as to 80% by Mr. Chen Weixi and as to the remaining 20% by Mr. Xu Zhigang. Both of them are the Directors.
- (2) Rainbow Enterprise Holdings Co., Limited is a company incorporated in the British Virgin Islands and its entire issued share capital is registered in the name of Mr. Cheng Haiqing, and such shares are solely owned by Mr. Cheng Haiqing.
- (3) Glory Gate International Limited is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Legit Ability Limited.

附註：

- (1) Dynamic Peak Limited 為一間於英屬處女群島註冊成立之公司，其全部已發行股本由陳煒熙先生持有80%及由徐志剛先生持有餘下20%。兩位均為董事。
- (2) Rainbow Enterprise Holdings Co., Limited 為一間於英屬處女群島註冊成立之公司，其全部已發行股本由程海慶先生之名義註冊，故程海慶先生擁有該等全部股份。
- (3) Glory Gate International Limited 為一間於英屬處女群島註冊成立之公司，其全部已發行股本由 Legit Ability Limited 持有。

- | | |
|---|--|
| <p>(4) Legit Ability Limited is a Company incorporated in the British Virgin Islands and its entire issued shares capital is held by Ms. Shen Jing.</p> | <p>(4) Legit Ability Limited 為一間於英屬處女群島註冊成立之公司，其全部已發行股本由沈靜女士持有。</p> |
| <p>(5) Dragon Fortune Group Holdings Limited is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Glory Gate International Limited.</p> | <p>(5) 龍達集團控股有限公司為一間於英屬處女群島註冊成立之公司，其全部已發行股本由Glory Gate International Limited 持有。</p> |
| <p>(6) Right Advance Management Limited (“Right Advance”) is a company incorporated in the British Virgin Islands and its entire issued share capital is registered in the name of Ms. Wang Li Mei, and such shares are ultimately owned by Mr. Wang Leilei. Ms. Wang Li Mei is the sole director of Right Advance.</p> | <p>(6) Right Advance Management Limited (「Right Advance」) 為一間於英屬處女群島註冊成立之公司，其全部已發行股本以王立梅女士之名義註冊，而王雷雷先生則最終擁有該等股份。王立梅女士為Right Advance 之唯一董事。</p> |
| <p>(7) Will City Limited is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Ms. Zhang Yingnan.</p> | <p>(7) 志城有限公司為一間於英屬處女群島註冊成立之公司，其全部已發行股本由張穎楠女士持有。</p> |
| <p>(8) Based on 1,210,963,725 shares of the Company in issue as at 30 June 2017.</p> | <p>(8) 根據於二零一七年六月三十日已發行之1,210,963,725股本公司股份計算。</p> |

Save as disclosed above, as at 30 June 2017, the Company has not been notified by any persons (other than the Directors or chief executive of the Company) who had 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.

COMPETING INTERESTS

None of the Directors or the controlling shareholders of the Company or their respective associates (as defined under the GEM Listing Rules) have any interests in a business which competes or may compete with the business of the Group, or has any other conflict of interest with the Group during the period under review.

除上文披露者外，於二零一七年六月三十日，本公司並無獲任何人士（董事或本公司主要行政人員除外）知會彼等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及第3分部之條文須向本公司披露的權益或淡倉，或須記錄於本公司根據證券及期貨條例第336條須備存之登記冊內之權益或淡倉。

競爭權益

於回顧期內，各董事或本公司之控股股東或彼等各自之聯繫人（定義見創業板上市規則）於與本集團業務構成競爭或可能構成競爭或與本集團有任何其他利益衝突之業務中，概無擁有任何權益。

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

During the three months ended 30 June 2017, the Company has issued and allotted 2,700,000 new shares at par value of HK\$0.1 per share, as a result of exercise of share options by the share option holders of the Company.

Save as disclosed above, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. In response to specific enquiry made by the Company, each of the Directors gave confirmation that he complied with the required standard of dealings and the code of conduct regarding securities transactions by the Directors throughout the three months ended 30 June 2017.

CORPORATE GOVERNANCE CODE

Save as the deviation disclosed below, the Company has complied with all the code provisions set out in the Corporate Governance Code (the "CG Code") as contained in Appendix 15 to the GEM Listing Rules throughout the period under review.

With respect to the deviation, the CG Code provision A.2.1 provides that the roles of the chairman and chief executive officer ("CEO") should be separated and should not be performed by the same individual. The division of responsibilities between the chairman and CEO should be clearly established and set out in writing.

購買、贖回或出售本公司之上市證券

於截至二零一七年六月三十日止三個月內，本公司因行使本公司的購股權持有人購股權發行及配發了2,700,000股每股面值為0.1港元的新股份。

除上文披露者外，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

董事進行之證券交易

本公司已採納一套有關董事進行證券交易之行為守則，其條款之嚴格程度不遜於創業板上市規則第5.48條至5.67條所載之交易必守標準。經本公司作出特定查詢後，各董事均確認，其於截至二零一七年六月三十日止三個月整段期間，一直遵守交易必守標準及董事進行證券交易之行為守則。

企業管治守則

除以下披露之偏離外，於回顧期內，本公司一直遵守創業板上市規則附錄十五所載之企業管治守則（「企業管治守則」）之所有守則條文。

就偏離事項而言，企業管治守則條文第A.2.1條規定主席與首席執行官（「首席執行官」）之角色應有區分，且不應由同一人兼任。主席與首席執行官分別承擔之職責須清楚界定並以書面列明。

During the period under review, the Company has not appointed a CEO and the Chairman, Mr. Xu Zhigang, assumed the post of acting CEO. The Board considers that the current arrangement is adequate in view of the size and complexity of the Group's operations. The Board will, nonetheless, review the business growth of the Group and locate suitable candidate to fill the vacancy of the CEO when considered essential and will continue setting out a clear division of responsibilities at the board level and the day-to-day management team to ensure a proper balance of power and authority within the Company.

AUDIT COMMITTEE

The Company established the Audit Committee on 7 March 2000 and has formulated and from time to time amended its written terms of reference in accordance with the provisions set out in the CG Code. The primary duties of the Audit Committee include review and supervision of the Group's financial reporting system, risk management and internal control procedures, review of the Group's financial information and review of the Group's relationship with its auditors.

As at the date of this report, the Audit Committee comprised three independent non-executive Directors, namely Mr. Poon Yan Wai (Chairman of the Audit Committee), Mr. Xu Xiaoping and Mr. Lam Kwok Cheong and one non-executive Director, namely Mr. Chen Weixi.

The Audit Committee has reviewed this report and has provided advice and comments thereon.

REMUNERATION COMMITTEE

In accordance with the CG Code, the Company established the remuneration committee ("Remuneration Committee") on 17 June 2005 with written terms of reference. The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Company's policy and structure for remuneration of all Directors and senior management and reviewing the specific remuneration packages of all executive Directors and senior management by reference to corporate goals and objectives resolved by the Board from time to time.

於回顧期內，本公司並無委任首席執行官，主席徐志剛先生擔任署理首席執行官之職責。考慮到本集團業務之規模及複雜性，董事會認為現時之安排屬充足。然而，董事會將檢討本集團之業務增長，於必要時物色合適人選填補首席執行官之空缺，並將繼續確立董事會層面及日常管理團隊之明確職責劃分，確保本公司內部權力與職權之適當平衡。

審核委員會

本公司已於二零零零年三月七日成立審核委員會，並已根據企業管治守則之條文制訂及不時修訂其書面職權範圍。審核委員會之主要職責包括審閱及監察本集團之財務申報制度、風險管理及內部控制程序、審閱本集團之財務資料及檢討本集團與其核數師之關係。

於本報告日期，審核委員會由三名獨立非執行董事潘仁偉先生（審核委員會主席）、徐小平先生及林國昌先生以及一名非執行董事陳煒熙先生組成。

審核委員會已審閱本報告，並就此提供意見及評論。

薪酬委員會

根據企業管治守則，本公司已於二零零五年六月十七日成立薪酬委員會（「薪酬委員會」），並制定其書面職權範圍。薪酬委員會之主要職責包括就本公司所有董事及高級管理層之薪酬政策及架構向董事會提供建議，以及經參考董事會不時議決之企業目標及目的後，審閱所有執行董事及高級管理層之特定薪酬待遇。

The Remuneration Committee comprises two independent non-executive Directors, namely Mr. Xu Xiaoping (Chairman of the Remuneration Committee) and Mr. Lam Kwok Cheong, and one executive Director, namely Mr. Xu Zhigang.

NOMINATION COMMITTEE

In accordance with the CG Code, the Company established the nomination committee ("Nomination Committee") on 29 March 2012 with written terms of reference. The principal responsibilities of the Nomination Committee include formulating nomination policy and making recommendations to the Board on nomination and appointment of Directors and Board succession, developing selection procedures for nomination of candidates, reviewing the size, structure and composition of the Board, as well as assessing the independence of independent non-executive Directors.

The Nomination Committee comprises one executive Director, namely Mr. Xu Zhigang (Chairman of the Nomination Committee) and two independent non-executive Directors, namely Mr. Xu Xiaoping and Mr. Lam Kwok Cheong.

By Order of the Board

Xu Zhigang

Chairman

Hong Kong, 8 August 2017

薪酬委員會由兩名獨立非執行董事徐小平先生（薪酬委員會主席）及林國昌先生，以及一名執行董事徐志剛先生組成。

提名委員會

根據企業管治守則之規定，本公司已於二零一二年三月二十九日成立提名委員會（「提名委員會」），並制定其書面職權範圍。提名委員會之主要職責為制定提名政策，以及就董事之提名及委任和董事會接任之安排向董事會提出建議、制訂提名候選人的遴選程序、檢討董事會之規模、架構及組成，以及評估獨立非執行董事之獨立性。

提名委員會由一名執行董事徐志剛先生（提名委員會主席）及兩名獨立非執行董事徐小平先生及林國昌先生組成。

承董事會命

主席

徐志剛

香港，二零一七年八月八日