



**PROSTEN HEALTH HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**長達健康控股有限公司**

*(於開曼群島註冊成立之有限公司)*

Stock Code 股份代號: 8026

INTERIM REPORT 2017  
中期業績報告

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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，本公司董事（「董事」）願就本報告共同及個別承擔全部責任。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 six months ended 30 September 2017 amounted to approximately HK\$23,721,000, representing an increase of approximately 189% as compared to the corresponding period of the previous financial year.
- The Group's gross profit for the six months ended 30 September 2017 was approximately HK\$3,864,000, increased by approximately HK\$1,006,000 as compared with the same period of the last financial year.
- Profit attributable to owners of the Company for the six months ended 30 September 2017 amounted to approximately HK\$33,835,000 (for the six months ended 30 September 2016: loss HK\$9,289,000).
- The Board does not recommend the payment of any interim dividend for the six months ended 30 September 2017.
- 本集團截至二零一七年九月三十日止六個月之收益為約23,721,000港元，較上一個財政年度同期增加約189%。
- 本集團截至二零一七年九月三十日止六個月之毛利為約3,864,000港元，較上一個財政年度同期增加約1,006,000港元。
- 截至二零一七年九月三十日止六個月，本公司擁有人應佔溢利為約33,835,000港元（截至二零一六年九月三十日止六個月：虧損9,289,000港元）。
- 董事會不建議就截至二零一七年九月三十日止六個月派發任何中期股息。

# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2017

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 six months ended 30 September 2017 together with the unaudited comparative figures for the corresponding periods in 2016 as follows:

# 簡明綜合損益及其他全面收益表

截至二零一七年九月三十日止六個月

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」）截至二零一七年九月三十日止六個月之未經審核綜合業績，連同二零一六年同期之未經審核比較數字如下：

		Six months ended 30 September	
		截至九月三十日止六個月 2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
	Notes 附註		
<b>Revenue</b>		<b>23,721</b>	8,215
Cost of sales	4	(19,857)	(5,357)
Gross profit		<b>3,864</b>	2,858
Other income and gains		<b>300</b>	189
Selling expenses		(2,010)	(1,527)
Administrative expenses		(11,133)	(9,774)
Other expenses		(338)	—
Gain on disposal of subsidiaries		1,371	—
<b>Loss before tax</b>		<b>(7,946)</b>	(8,254)
Income tax expense	6	—	(33)
<b>Loss for the period from continuing operations</b>		<b>(7,946)</b>	(8,287)
<b>Discontinued operations</b>			
Profit/(loss) for the period from discontinued operations	7	41,770	(1,002)
<b>Profit/(loss) for the year</b>		<b>33,824</b>	(9,289)
<b>Other comprehensive income/(expenses):</b>			
Item that may be reclassified subsequently to profit or loss:			
Foreign current translation arising on translation of foreign operations:			
Foreign current translation arising during the period		1,113	(659)
Share of foreign currency translation reserve of associate		99	—
Reclassification adjustments relating to foreign operations disposed of during the period		(13,169)	—
Net loss on revaluation of available-for-sale financial assets		(1,583)	—
<b>Total comprehensive income/(expenses) for the period</b>		<b>20,284</b>	(9,948)

**CONDENSED CONSOLIDATED STATEMENT OF  
PROFIT OR LOSS AND OTHER COMPREHENSIVE  
INCOME (CONTINUED)**

**簡明綜合損益及其他全面收益表  
(續)**

		<b>Six months ended 30 September</b>	
		<b>截至九月三十日止六個月</b>	
		<b>2017</b>	<b>2016</b>
		<b>二零一七年</b>	<b>二零一六年</b>
		<b>Notes</b>	
		<b>附註</b>	
		<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>千港元</b>	<b>千港元</b>
		<b>(Unaudited)</b>	<b>(Unaudited)</b>
		<b>(未經審核)</b>	<b>(未經審核)</b>
<b>Profit/(loss) for the period attributable to:</b>	以下人士應佔期內溢利／（虧損）：		
— Owners of the Company	— 本公司擁有人	<b>33,835</b>	(9,289)
— Non-controlling interest	— 非控股權益	<b>(11)</b>	—
		<b>33,824</b>	(9,289)
<b>Total comprehensive income/(expenses) for the period attributable to:</b>	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	<b>20,295</b>	(9,948)
— Non-controlling interest	— 非控股權益	<b>(11)</b>	—
		<b>20,284</b>	(9,948)
<b>Earnings/(loss) per share from continuing and discontinued operations</b>	持續及已終止經營業務之每股盈利／（虧損）		
— Basic and diluted	— 基本及攤薄	8 <b>HK2.8 cents 港仙</b>	HK(0.8) cents 港仙
<b>Loss per share from continuing operations</b>	持續經營業務之每股虧損		
— Basic and diluted	— 基本及攤薄	8 <b>HK(0.7) cents 港仙</b>	HK(0.8) cents 港仙
<b>Earnings/(loss) per share from discontinued operations</b>	已終止經營業務之每股盈利／（虧損）		
— Basic and diluted	— 基本及攤薄	8 <b>HK3.5 cents 港仙</b>	HK(0.1) cents 港仙



# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2017

# 簡明綜合財務狀況表

於二零一七年九月三十日

		30 September 2017 二零一七年 九月三十日 Notes 附註 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2017 二零一七年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	9 3,583	5,799
Investment property	投資物業	9 8,968	4,391
Long-term prepaid rentals	長期預付租金	—	1,093
Available-for-sale financial assets	可供出售金融資產	15,000	16,583
Goodwill	商譽	5,092	5,092
Interest in an associate	於一間聯營公司之權益	1,835	2,068
Total non-current assets	非流動資產總額	34,478	35,026
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Inventories	存貨	10,639	14,946
Biological assets	生物資產	—	699
Current portion of long-term prepaid rentals	長期預付租金之流動部分	—	95
Trade receivables	應收賬款	10 42,978	37,186
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	3,528	6,252
Financial asset at fair value through profit or loss	按公平價值列賬及在損益賬處理之金融資產	—	600
Tax recoverable	可收回稅項	10	157
Due from related companies	應收相關公司之款項	44	34
Cash and cash equivalents	現金及現金等值物	11 6,838	8,738
Total current assets	流動資產總額	64,037	68,707
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Trade payables	應付賬款	12 880	3,859
Other payables and accruals	其他應付款項及應計款項	2,159	5,882
Due to non-executive Directors	應付非執行董事之款項	—	668
Due to an ultimate holding company	應付最終控股公司之款項	10	142
Due to de-consolidated subsidiaries	應付取消綜合入賬附屬公司之款項	—	18,322
Total current liabilities	流動負債總額	3,049	28,873

**CONDENSED CONSOLIDATED STATEMENT OF  
FINANCIAL POSITION (CONTINUED)**

As at 30 September 2017

簡明綜合財務狀況表（續）

於二零一七年九月三十日

		30 September 2017 二零一七年 九月三十日		31 March 2017 二零一七年 三月三十一日	
		Note 附註	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Audited) (經審核)	
<b>NET CURRENT ASSETS</b>	流動資產淨值		<b>60,988</b>	39,834	
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	資產總額減流動負債		<b>95,466</b>	74,860	
<b>NON-CURRENT LIABILITY</b>	非流動負債				
Deferred tax liability	遞延稅項負債		—	169	
<b>NET ASSETS</b>	資產淨值		<b>95,466</b>	74,691	
<b>Capital and reserve</b>	資本及儲備				
Share capital	股本	13	<b>121,096</b>	120,826	
Reserves	儲備		<b>(25,630)</b>	(46,100)	
			<b>95,466</b>	74,726	
<b>Equity attributable to owners of the Company</b>	本公司擁有人 應佔權益				
Non-controlling interest	非控股權益		—	(35)	
<b>TOTAL EQUITY</b>	權益總額		<b>95,466</b>	74,691	

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

For the six months ended 30 September 2017

截至二零一七年九月三十日止六個月

		Attributable to equity holders of the Company 本公司權益持有人應佔									
		Share capital	Share premium account	Statutory reserve fund	Available-for-sale financial assets equity reserve	Foreign currency translation reserve	Share option reserve	Accumulated losses		Non-controlling interest	Total equity
		股本	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	Sub-total 小計	非控股權益	權益總計
		HK\$'000 千港元	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	HK\$'000 千港元	HK\$'000 千港元
As at 1 April 2017 (audited)	於二零一七年四月一日 (經審核)	120,826	479,598	3,349	1,583	11,922	316	(542,868)	74,726	(35)	74,691
Loss for the period (unaudited)	期內虧損 (未經審核)	—	—	—	—	—	—	33,835	33,835	(11)	33,824
Other comprehensive income/ (expenses) for the period (unaudited):	期內其他全面收益／ (開支) (未經審核)：										
Foreign currency translation arising on translation of foreign operations:	換算海外業務產生之外幣匯兌：										
Foreign currency translation arising during the period	期內所產生之外幣匯兌	—	—	—	—	1,113	—	—	1,113	—	1,113
Share of foreign currency translation reserve of an associate	應佔一間聯營公司之外幣匯兌儲備	—	—	—	—	99	—	—	99	—	99
Reclassification adjustments relating to foreign operations disposed of during the period	期內有關出售海外業務之重新分類調整	—	—	—	—	(13,169)	—	—	(13,169)	—	(13,169)
Net loss on revaluation of available-for-sale financial assets	重估可供出售金融資產之虧損淨額	—	—	—	(1,583)	—	—	—	(1,583)	—	(1,583)
Total comprehensive (expenses)/income for the period (unaudited)	期內全面 (開支)／ 收益總額 (未經審核)	—	—	—	(1,583)	(11,957)	—	33,835	20,295	(11)	20,284
Exercise of share options	行使購股權	270	491	—	—	—	(316)	—	445	—	445
Disposal of subsidiaries	出售附屬公司	—	—	(3,348)	—	—	—	3,348	—	46	46
As at 30 September 2017 (unaudited)	於二零一七年九月三十日 (未經審核)	121,096	480,089	1	—	(35)	—	(505,685)	95,466	—	95,466



# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

For the six months ended 30 September 2017

# 簡明綜合權益變動表（續）

截至二零一七年九月三十日止六個月

		Attributable to equity holders of the Company 本公司權益持有人應佔							Total equity 權益 總計
		Share capital 股本 HK\$'000 千港元	Share premium account 股份溢價賬 HK\$'000 千港元	Statutory reserve fund 法定儲備基金 HK\$'000 千港元 (note a) (附註a)	Available-for-sale financial assets equity reserve 可供出售金融資產權益儲備 HK\$'000 千港元 (note b) (附註b)	Foreign currency translation reserve 外幣匯兌儲備 HK\$'000 千港元 (note c) (附註c)	Share option reserve 購股權儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	
As at 1 April 2016 (audited)	於二零一六年四月一日 (經審核)	109,536	455,438	3,349	6,760	14,766	316	(519,211)	70,954
Loss for the period (unaudited)	期內虧損 (未經審核)	—	—	—	—	—	—	(9,289)	(9,289)
<b>Other comprehensive expense for the period (unaudited):</b>	<b>期內其他全面開支 (未經審核):</b>								
Foreign currency translation arising on translation of foreign operations:	換算海外業務產生之外幣匯兌:								
Exchange differences on translation of foreign operations (unaudited)	換算海外業務之匯兌差額 (未經審核)	—	—	—	—	(659)	—	—	(659)
Total comprehensive expense for the period (unaudited)	期內全面開支總額 (未經審核)	—	—	—	—	(659)	—	(9,289)	(9,948)
As at 30 September 2016 (unaudited)	於二零一六年九月三十日 (未經審核)	109,536	455,438	3,349	6,760	14,107	316	(528,500)	61,006

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

For the six months ended 30 September 2017

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 or de-consolidation the foreign operations.

## 簡明綜合權益變動表 (續)

截至二零一七年九月三十日止六個月

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定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。法定儲備基金僅在獲得相關部門批准後方可動用，以抵銷以往年度之虧損或增資。然而，運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，當中已扣減於該等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）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或取消海外業務綜合入賬時重新分類至損益賬內。

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2017

# 簡明綜合現金流量表

截至二零一七年九月三十日止六個月

		Six months ended 30 September 截至九月三十日止六個月	
		2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Cash flows from operating activities</b>	<b>來自經營業務之現金流量</b>		
Cash used in operating activities	經營業務所用之現金	(13,622)	(2,146)
Tax refund/(paid)	退回／(已付) 稅項	158	(140)
<b>Net cash used in operating activities</b>	<b>經營業務所用之現金淨額</b>	<b>(13,464)</b>	<b>(2,286)</b>
<b>Cash flows from investing activities</b>	<b>來自投資業務之現金流量</b>		
Net cash inflow from disposal of subsidiaries	來自出售附屬公司之現金流入淨額	14,063	—
Net cash outflow from acquisition of subsidiaries	來自收購附屬公司之現金流出淨額	—	(9,257)
Prepayment of long-term rentals	預付長期租金	—	(1,032)
Payment of construction costs for investment property	支付投資物業之建築成本	(4,942)	—
Other cash flows generated from investing activities	投資業務所產生之其他現金流量	405	6
<b>Net cash generated from/ (used in) investing activities</b>	<b>投資業務所產生／(所用)之現金淨額</b>	<b>9,526</b>	<b>(10,283)</b>
<b>Cash flows from financing activity</b>	<b>來自融資業務之現金流量</b>		
Exercise of share options	行使購股權	445	—
<b>Net cash generated from financing activity</b>	<b>融資業務所產生之現金淨額</b>	<b>445</b>	<b>—</b>

**Six months ended  
30 September**

截至九月三十日止六個月

		<b>2017</b>	<b>2016</b>
		<b>二零一七年</b>	<b>二零一六年</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>
		<b>千港元</b>	<b>千港元</b>
		<b>(Unaudited)</b>	<b>(Unaudited)</b>
		<b>(未經審核)</b>	<b>(未經審核)</b>
<b>Net decrease in cash and cash equivalents</b>	現金及現金等值物 減少淨額	<b>(3,493)</b>	(12,569)
<b>Cash and cash equivalents at beginning of the reporting period</b>	報告期初之現金及現金等值物	<b>8,738</b>	28,761
<b>Effect of foreign exchange rate changes, net</b>	匯率變動之 影響淨額	<b>1,593</b>	(659)
<b>Cash and cash equivalents at end of the reporting period</b>	報告期末之現金及現金等值物	<b>6,838</b>	15,533
<b>Analysis of cash and cash equivalents:</b>	現金及現金等值物 分析：		
<b>Cash and bank balances</b>	現金及銀行結餘	<b>6,838</b>	15,533

## 1. ORGANISATION AND PRINCIPAL ACTIVITY

The Company is a limited liability company incorporated in the Cayman Islands. The address of its registered office is Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, the Cayman Islands. The address of its principal place of business in Hong Kong is Unit 715, Star House, 3 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong. The Company's shares are listed on the GEM.

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 PRC with Renminbi as their functional currency.

## 2. 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 HKFRSs, Hong Kong Accounting Standards ("HKAS") 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 the available-for-sale financial assets and financial assets at fair value through profit or loss which have been measured at fair value.

## 1. 組織及主要業務

本公司為一間於開曼群島註冊成立之有限公司。其註冊辦事處地址為Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, the Cayman Islands。其香港主要營業地點地址為香港九龍尖沙咀梳士巴利道3號星行715室。本公司之股份於創業板上市。

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國經營業務，其功能貨幣為人民幣。

## 2. 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（「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。用於編製此等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。



## 2. BASIS OF PREPARATION (Continued)

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 and amendments to HKFRSs, which are newly effective for the period under review. The adoption of these new and amendments to HKFRSs had no material effect on the financial results of the current periods. Accordingly, no change in significant accounting policies and no prior period adjustment is required.

The Group has not applied any new and amendments to HKFRSs that have been issued but are not yet effective for the current accounting period.

The unaudited consolidated results have not been audited but have been reviewed by the audit committee of the Company ("Audit Committee").

## 3. OPERATING SEGMENT INFORMATION

The Group's operating activities are currently attributable to three operating segments focusing on trading and retailing of jewelry ("Jewelry Business"), money lending ("Lending Business") and trading and distributing pharmaceutical and healthcare products ("Pharmaceutical 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 maker 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:

- Jewelry Business
- Lending Business
- Pharmaceutical Business

## 2. 編製基準 (續)

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及經修訂香港財務報告準則。採納該等新訂及經修訂香港財務報告準則對本期間的財務業績並無重大影響。因此，毋須對重大會計政策作出變更及毋須作出往期調整。

本集團並無應用任何於當前會計期間已頒佈但尚未生效的新訂及經修訂香港財務報告準則。

未經審核綜合業績未經審核，惟已經本公司之審核委員會（「審核委員會」）審閱。

## 3. 經營分部資料

本集團之經營業務目前歸屬於三個專注於珠寶買賣及零售（「珠寶業務」）、放債（「借貸業務」）以及藥業及健康護理產品買賣及分銷（「藥業業務」）之經營分部。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：

- 珠寶業務
- 借貸業務
- 藥業業務

### 3. OPERATING SEGMENT INFORMATION (Continued)

The following is an analysis of the Group's revenue and results from continuing operations:

For the six months ended

30 September 2017

截至二零一七年

九月三十日止六個月

		Jewelry Business 珠寶業務 HK\$'000 千港元 (Unaudited) (未經審核)	Lending Business 借貸業務 HK\$'000 千港元 (Unaudited) (未經審核)	Pharmaceutical Business 藥業業務 HK\$'000 千港元 (Unaudited) (未經審核)	Consolidation 合計 HK\$'000 千港元 (Unaudited) (未經審核)
<b>REVENUE</b>	<b>收益</b>				
External sales	外部銷售	15,829	1,574	6,318	23,721
<b>RESULTS</b>	<b>業績</b>				
Segment results (loss)/profit	分部業績(虧損)/溢利	(978)	543	(4,184)	(4,619)
Unallocated income and expenses	未分配收入及開支				12,565
Profit before tax	除稅前溢利				7,946

For the six months ended

30 September 2016

截至二零一六年

九月三十日止六個月

		Jewelry Business 珠寶業務 HK\$'000 千港元 (Unaudited) (未經審核)	Lending Business 借貸業務 HK\$'000 千港元 (Unaudited) (未經審核)	Pharmaceutical Business 藥業業務 HK\$'000 千港元 (Unaudited) (未經審核)	Consolidation 合計 HK\$'000 千港元 (Unaudited) (未經審核)
<b>REVENUE</b>	<b>收益</b>				
External sales	外部銷售	2,837	1,743	3,635	8,215
<b>RESULTS</b>	<b>業績</b>				
Segment results (loss)/profit	分部業績溢利/(虧損)	(1,095)	1,004	(1,068)	(1,159)
Unallocated income and expenses	未分配收入及開支				(7,095)
Loss before tax	除稅前虧損				(8,254)

Segment (loss)/profit represents the (loss suffered)/profit by each segment without allocation of central administration costs, certain other income and gains and other expenses. This is the measure reported to the Executive Directors for the purposes of resource allocation and performance assessment.

### 3. 經營分部資料 (續)

本集團來自持續經營業務之收益及業績分析如下：

分部(虧損)/溢利指各分部所(產生之虧損)/賺取之溢利，當中並未分配中央行政成本、若干其他收入及收益以及其他開支。此乃為分配資源及評估表現而向執行董事匯報之基準。

### 3. OPERATING SEGMENT INFORMATION (Continued)

The following is an analysis of the Group's assets and liabilities by operating segment:

### 3. 經營分部資料 (續)

按經營分部劃分之本集團資產及負債分析如下：

		30 September 2017 二零一七年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2017 二零一七年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>SEGMENT ASSETS</b>	<b>分部資產</b>		
Jewelry Business	珠寶業務	20,603	17,324
Lending Business	借貸業務	37,645	40,179
Pharmaceutical Business	藥業業務	24,406	36,705
Segment assets from continuing operations	持續經營業務之分部資產	82,654	94,208
Assets related to discontinued operation	已終止經營業務之相關資產	—	1,214
Unallocated assets	未分配資產	15,861	8,311
Total assets	資產總額	98,515	103,733
<b>SEGMENT LIABILITIES</b>	<b>分部負債</b>		
Jewelry Business	珠寶業務	895	884
Lending Business	借貸業務	47	72
Pharmaceutical Business	藥業業務	1,641	2,095
Segment liabilities from continuing operations	持續經營業務之分部負債	2,583	3,051
Liabilities related to discontinued operation	已終止經營業務之相關負債	—	23,558
Unallocated liabilities	未分配負債	466	2,433
Total liabilities	負債總額	3,049	29,042

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments other than certain prepayments, tax recoverable and bank balances and cash held by the respective head offices from continuing operation was allocated to the above components segment; and
- all liabilities are allocated to operating segments other than liabilities of the respective head offices from continuing operation.

為監察分部表現及於各分部間分配資源：

- 除各持續經營業務的總部持有之若干預付款項、可收回稅項及銀行結餘及現金分配至上述分部外，所有資產均分配至經營分部；及
- 除各持續經營業務的總部之負債外，所有負債均分配至經營分部。

#### 4. REVENUE

Revenue represents the invoiced value of goods sold and services rendered during the periods.

#### 5. LOSS BEFORE TAX

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

#### 4. 收益

收益指期內產品銷售及所提供服務之發票值。

#### 5. 除稅前虧損

本集團之除稅前虧損經扣除／（計入）下列各項後達致：

		Six months ended 30 September 截至九月三十日止六個月	
		2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	1,887	507
Minimum lease payments under operating leases in respect of land and buildings	土地及樓宇之經營租賃最低租賃付款	1,171	2,543
Employee benefits expense	僱員福利開支	4,206	4,154
Investment income	投資收入	—	(174)

#### 6. INCOME TAX EXPENSE

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for the six months ended 30 September 2017. Hong Kong Profits Tax has not been provided as the Group did not generate any assessable profits arising in Hong Kong for the six months ended 30 September 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.

#### 6. 所得稅開支

截至二零一七年九月三十日止六個月，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九月三十日止六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。

		Six months ended 30 September 截至九月三十日止六個月	
		2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Current — 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

## 7. DISCONTINUED OPERATION

On 2 June 2017, the Group entered into a sale and purchase agreement to dispose of the entire issued share capital of Prosten (BVI) Limited and its subsidiaries, which is principally engaged in wireless value-added services operation ("Wireless Value-added Business"). The disposal of the Wireless Value-added Business is consistent with the Group's long-term policy to focus its activities on the Group's other operations. The disposal was completed on 5 June 2017, on which date the control of Prosten (BVI) Limited passed to the acquirer.

Profit/(loss) for the period from the discontinued operation is analysed as follows:

## 7. 已終止經營業務

於二零一七年六月二日，本集團訂立一份買賣協議，以出售 Prosten (BVI) Limited 及其附屬公司之全部已發行股本，其主要從事無線增值服務業務（「無線增值業務」）。出售無線增值業務符合本集團專注於其他業務活動之長遠政策。出售已於二零一七年六月五日完成，而 Prosten (BVI) Limited 之控制權已於同日轉移予收購方。

來自已終止經營業務之期內溢利／（虧損）分析如下：

		Period from 1 April 2017 to respective date of disposal of subsidiaries 自二零一七年 四月一日 起至出售附屬 公司之相關 日期期間 HK\$'000 千港元 (Unaudited) (未經審核)	For the six months 30 September 2016 截至二零一六年 九月三十日 止六個月 HK\$'000 千港元 (Unaudited) (未經審核)
Loss for the period from Wireless Value-added Business	無線增值業務 之期內虧損	(65)	(1,002)
Gain on disposal of Wireless Value-added Business	出售無線增值 業務之收益	41,835	—
Profit/(loss) for the period from discontinued operation attributable to owners of the Company	本公司擁有人應佔 已終止經營業務 之期內溢利／（虧損）	41,770	(1,002)



## 7. DISCONTINUED OPERATION (Continued)

Loss of the Wireless Value-added Business for the period, which have been included in the condensed consolidated statement of profit or loss and other comprehensive income, were as follows:

		Period from 1 April 2017 to respective date of disposal of subsidiaries 自二零一七年 四月一日 起至出售附屬 公司之相關 日期期間 HK\$'000 千港元 (Unaudited) (未經審核)	For the six months 30 September 2016 截至二零一六年 九月三十日 止六個月 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益	—	—
Other income and gains	其他收入及收益	—	6
Administrative expenses	行政開支	(65)	(1,008)
Loss before tax	除稅前虧損	(65)	(1,002)
Income tax expense	所得稅開支	—	—
Loss for the period from discontinued operation	已終止經營業務 之期內虧損	(65)	(1,002)

Loss for the period from discontinued operation has been arrived at after charging:

已終止經營業務之期內虧損乃經扣除下列各項：

		Period from 1 April 2017 to respective date of disposal of subsidiaries 自二零一七年 四月一日 起至出售附屬 公司之相關 日期期間 HK\$'000 千港元 (Unaudited) (未經審核)	For the six months 30 September 2016 截至二零一六年 九月三十日 止六個月 HK\$'000 千港元 (Unaudited) (未經審核)
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	6	31

## 7. DISCONTINUED OPERATION (Continued)

Cash flows of the discontinued operation for the period were as follows:

	經營業務之現金流出淨額	(565)	(53,010)
Net cash inflow from operating activities	投資業務之現金流入淨額	591	—
Net cash inflow from investing activities	融資業務之現金流出淨額	—	—
Net cash outflow from financing activities			
Net cash inflow/(outflow)	現金流入／(流出) 淨額	26	(53,010)

## 8. EARNINGS/(LOSS) PER SHARE

The calculation of basic earnings per share from continuing and discontinued operations for the six months ended 30 September 2017 is based on the unaudited profit for the period attributable to owners of the Company of approximately HK\$33,835,000 (2016: loss of HK\$9,289,000) and the weighted average number of ordinary shares of approximately 1,209,769,000 for the six months ended 30 September 2017 (2016: 1,095,361,000).

The calculation of basic loss per share from continuing operations for the six months ended 30 September 2017 is based on the unaudited loss from continuing operations for the period attributable to owners of the Company of approximately HK\$7,935,000 (2016: HK\$8,287,000).

The calculation of basic earnings per share from discontinued operation for the six months ended 30 September 2017 is based on the unaudited profit from discontinued operation for the period attributable to owners of the Company of approximately HK\$41,770,000 (2016: loss of HK\$1,002,000).

The weighted average number of ordinary shares used are same as those described above for the calculation of basic loss per share from continuing operations and the basic earnings per share from discontinued operation.

As there were no dilutive potential equity shares in existence as at 30 September 2017 and 2016, the basic and diluted earnings/(loss) per share were the same for the periods.

## 9. PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTY

During the six months ended 30 September 2017, the Group acquired items of property, plant and equipment with the amounts of approximately HK\$176,000 (for the six months ended 30 September 2016: HK\$230,000) and payments to investment property under construction of HK\$4,942,000 (for the six months ended 30 September 2016: HK\$nil).

## 7. 已終止經營業務 (續)

已終止經營業務之期內現金流量如下：

Period from 1 April 2017 to respective date of disposal of subsidiaries 自二零一七年 四月一 日起至出售附屬 公司之相關 日期期間 HK\$'000 千港元 (Unaudited) (未經審核)	For the six months 30 September 2016 截至二零一六年 九月三十日 止六個月 HK\$'000 千港元 (Unaudited) (未經審核)
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## 8. 每股盈利／(虧損)

截至二零一七年九月三十日止六個月，來自持續經營業務及已終止經營業務的每股基本盈利乃根據本公司擁有人應佔期內未經審核溢利約33,835,000港元(二零一六年：虧損9,289,000港元)及截至二零一七年九月三十日止六個月之普通股加權平均數約1,209,769,000股(二零一六年：1,095,361,000股)計算。

截至二零一七年九月三十日止六個月，來自持續經營業務的每股基本虧損乃根據本公司擁有人應佔期內來自持續經營業務之未經審核虧損約7,935,000港元(二零一六年：8,287,000港元)計算。

截至二零一七年九月三十日止六個月，來自已終止經營業務的每股基本盈利乃根據本公司擁有人應佔期內來自已終止經營業務之未經審核溢利約41,770,000港元(二零一六年：虧損1,002,000港元)計算。

所採用之普通股加權平均數與上述用作計算持續經營業務之每股基本虧損及已終止經營業務之每股基本盈利所採用者相同。

由於二零一七年及二零一六年九月三十日並無存在潛在攤薄權益股份，期內之每股基本及攤薄盈利／(虧損)相同。

## 9. 物業、廠房及設備以及投資物業

截至二零一七年九月三十日止六個月，本集團以約176,000港元(截至二零一六年九月三十日止六個月：230,000港元)收購物業、廠房及設備項目，並就在建投資物業支付4,942,000港元(截至二零一六年九月三十日止六個月：零港元)。

## 10. TRADE RECEIVABLES

## 10. 應收賬款

		30 September 2017 二零一七年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2017 二零一七年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables, gross	應收賬款總額	6,983	4,211
Impairment allowances	減值撥備	—	(1,397)
Loans receivables	應收貸款	35,995	34,372
Trade receivables, net	應收賬款淨額	42,978	37,186

Loans receivables represent loans to individuals which are unsecured and carry interest from 10% to 24% per annum. As at 30 September 2017 and at 31 March 2017, all loans receivables have lending terms from 6 months to one year but contained a repayable on demand clause. The aggregated principal amount outstanding at the end of the reporting period is HK\$35,000,000 (at 31 March 2017: HK\$33,000,000) and the balance includes interest receivable of HK\$995,000 (at 31 March 2017: HK\$1,372,000).

應收貸款為向個別人士貸出，無抵押、每年利率10%至24%之貸款。於二零一七年九月三十日及二零一七年三月三十一日，所有應收貸款之貸款期為六個月至一年，但附有應要求還款條款。於本報告期末，尚未清還之本金總值為35,000,000港元（於二零一七年三月三十一日：33,000,000港元），結餘包括應收利息995,000港元（於二零一七年三月三十一日：1,372,000港元）。

An aged analysis of the Group's trade receivables, net of impairment allowances, based on the date of invoice, is as follows:

本集團應收賬款（扣除減值撥備）根據發票日期之賬齡分析如下：

		30 September 2017 二零一七年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2017 二零一七年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within three months	三個月內	16,308	7,768
4 to 6 months	四至六個月	13,580	15,729
7 to 12 months	七至十二個月	13,090	—
Over 1 year	超過一年	—	13,689
Trade receivables, net	應收賬款淨額	42,978	37,186

The Group does not hold any collateral or other credit enhancements over these balances.

本集團並無就該等結餘持有任何抵押品或作出其他信貸改善措施。

## 11. CASH AND CASH EQUIVALENTS

		30 September 2017 二零一七年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2017 二零一七年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Cash and bank balances	現金及銀行結餘	6,838	8,638
Time deposit	定期存款	—	100
		<b>6,838</b>	<b>8,738</b>

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits were made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The deposits at banks are deposited with creditworthy banks with no recent history of default.

銀行存款根據每日銀行存款利率釐定之浮動利率計息。短期定期存款的週期為期一日至三個月不等，視乎本集團當時之現金需要而定，並按有關之短期定期存款利率計息。於銀行之存款存放於近期並無不良信貸記錄且信譽良好之銀行。

## 12. TRADE PAYABLES

An aged analysis of the Group's trade payables, based on the month in which the services were rendered/invoice date, is as follows:

		30 September 2017 二零一七年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2017 二零一七年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within three months	三個月內	827	1,309
4 to 6 months	四至六個月	4	17
7 to 12 months	七至十二個月	49	—
Over 1 year	超過一年	—	2,533
		<b>880</b>	<b>3,859</b>

## 11. 現金及現金等值物

## 12. 應付賬款

本集團應付賬款根據提供服務月份／發票日期之賬齡分析如下：

### 13. SHARE CAPITAL

### 13. 股本

		30 September 2017 二零一七年九月三十日		31 March 2017 二零一七年三月三十一日	
		Number of shares 股份數目		Number of shares 股份數目	
		'000 千股	HK\$'000 千港元	'000 千股	HK\$'000 千港元
		(Unaudited) (未經審核)		(Audited) (經審核)	
Authorised:	法定：				
Ordinary shares of HK\$0.10 (31 March 2017: HK\$0.10) each	每股面值0.10港元之 普通股(二零一七年 三月三十一日： 0.10港元)	2,500,000	250,000	2,500,000	250,000
Issued and fully paid:	已發行及繳足：				
Ordinary shares of HK\$0.10 (31 March 2017: HK\$0.10) each	每股面值0.10港元之 普通股(二零一七年 三月三十一日： 0.10港元)				
At beginning of period/year	於期初／年初	1,208,264	120,826	1,095,361	109,536
Exercise of share options	行使購股權	2,700	270	—	—
Issue of shares upon conversion of the convertible note	經轉換可換股票據 發行之股份	—	—	112,903	11,290
At end of period/year	於期末／年末	1,210,964	121,096	1,208,264	120,826



#### 14. DISPOSAL OF SUBSIDIARIES

##### Prosten (BVI) Limited

On 2 June 2017, the Group entered into a sale and purchase agreement to dispose of the entire issued share capital of Prosten (BVI) Limited and its subsidiaries which is principally engaged in the Wireless Value-added Business, and a shareholder loan with amounts of approximately HK\$8,151,000 at a consideration of HK\$4,600,000. The disposal was completed on 5 June 2017.

#### 14. 出售附屬公司

##### Prosten (BVI) Limited

於二零一七年六月二日，本集團訂立一份買賣協議，以出售 Prosten (BVI) Limited 及其附屬公司（其主要從事無線增值業務）之全部已發行股本及股東貸款約 8,151,000 港元，代價為 4,600,000 港元。出售已於二零一七年六月五日完成。

HK\$'000  
千港元

Consideration transferred:	轉讓代價：	
Cash consideration	現金代價	4,600

##### Analysis of assets and liabilities over which control was lost

##### 喪失控制權之資產及負債分析

HK\$'000  
千港元

Property, plant and equipment	物業、廠房及設備	960
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	74
Cash and cash equivalents	現金及現金等值物	92
Trade payables	應付賬款	(2,703)
Other payables and accruals	其他應付款項及應計款項	(3,939)
Amount due to de-consolidated former subsidiaries	應付取消綜合入賬之前附屬公司之款項	(18,155)
Amount due to ultimate holding company	應付最終控股公司之款項	(8,151)
Tax payable	應付稅項	(12)
Deferred tax liabilities	遞延稅項負債	(169)
Net liabilities disposed of	所出售負債淨值	(32,003)
Gain on disposal of subsidiaries:	出售附屬公司之收益：	
Consideration	代價	4,600
Net liabilities disposed of	所出售負債淨值	32,003
Amount due to ultimate holding company assigned to the purchaser	轉授予買方之應付最終控股公司之款項	(8,151)
Release of foreign currency translation reserve upon disposal of subsidiaries	於出售附屬公司時解除外幣匯兌儲備	13,383
		41,835
Net cash inflow arising on disposal of Prosten (BVI) Limited:	出售 Prosten (BVI) Limited 之現金流入淨額：	
Cash consideration received	已收現金代價	4,600
Less: cash and cash equivalents disposed of	減：所出售現金及現金等值物	(92)
Net cash inflow	現金流入淨額	4,508

#### 14. DISPOSAL OF SUBSIDIARIES (Continued)

##### Prosten Wealth Investment Limited

On 8 June 2017, the Group entered into a sale and purchase agreement to dispose of the entire issued share capital of Prosten Wealth Investment Limited and its subsidiaries which is principally engaged in money lending business, and a shareholder loan with amounts of approximately HK\$100,000 at a consideration of approximately HK\$1,480,000. The disposal was completed on 15 June 2017.

#### 14. 出售附屬公司 (續)

##### Prosten Wealth Investment Limited

於二零一七年六月八日，本集團訂立一份買賣協議，以出售 Prosten Wealth Investment Limited 及其附屬公司（其主要從事貸款業務）之全部已發行股本及股東貸款約 100,000 港元，代價約為 4,600,000 港元。出售已於二零一七年六月十五日完成。

HK\$'000  
千港元

Consideration transferred:	轉讓代價：	
Cash consideration	現金代價	1,480

##### **Analysis of assets and liabilities over which control was lost**

##### **喪失控制權之資產及負債分析**

HK\$'000  
千港元

Cash and cash equivalents	現金及現金等值物	402
Amount due to immediate holding company	應付直接控股公司之款項	(100)
Net assets disposed of	所出售資產淨值	302
Gain on disposal of subsidiaries:	出售附屬公司之收益：	
Consideration	代價	1,480
Net assets disposed of	所出售資產淨值	(302)
Amount due to immediate holding company assigned to the purchaser	轉授予買方之應付直接控股公司之款項	(100)
		1,078
Net cash inflow arising on disposal of Prosten Wealth Investment Limited:	出售 Prosten Wealth Investment Limited 之現金流入淨額：	
Cash consideration received	已收現金代價	1,480
Less: cash and cash equivalents disposed of	減：所出售現金及現金等值物	(402)
Net cash inflow	現金流入淨額	1,078

#### 14. DISPOSAL OF SUBSIDIARIES (Continued)

##### Meteor Investment (HK) Limited

On 26 July 2017, the Group entered into a sale and purchase agreement to dispose of the entire issued share capital of Meteor Investment (HK) Limited and its subsidiaries which is principally engaged in money lending business, and a shareholder loan with amounts of approximately HK\$11,311,000 at a consideration of HK\$9,000,000. The disposal was completed on 14 August 2017.

#### 14. 出售附屬公司 (續)

##### 星豫投資有限公司

於二零一七年七月二十六日，本集團訂立一份買賣協議，以出售星豫投資有限公司及其附屬公司（其主要從事貸款業務）之全部已發行股本及股東貸款約11,311,000港元，代價為9,000,000港元。出售已於二零一七年八月十四日完成。

HK\$'000  
千港元

Consideration transferred:	轉讓代價：	
Cash consideration	現金代價	9,000

##### Analysis of assets and liabilities over which control was lost

##### 喪失控制權之資產及負債分析

HK\$'000  
千港元

Property, plant and equipment	物業、廠房及設備	117
Long-term prepaid rentals	長期預付租金	1,188
Biological assets	生物資產	728
Inventories	存貨	5,414
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	485
Cash and cash equivalents	現金及現金等值物	523
Other payables and accruals	其他應付款項及應計款項	(8)
Amount due to immediate holding company	應付直接控股公司之款項	(11,311)
Net liabilities disposed of	所出售負債淨值	(2,864)
Gain on disposal of subsidiaries:	出售附屬公司之收益：	
Consideration	代價	9,000
Net liabilities disposed of	所出售負債淨值	2,864
Amount due to immediate holding company assigned to the purchaser	轉授予買方之應付直接控股公司之款項	(11,311)
Release of foreign currency translation reserve upon disposal of subsidiaries	於出售附屬公司時解除外幣匯兌儲備	(214)
Non-controlling interests	非控股權益	(46)
		293
Net cash inflow arising on disposal of Meteor Investment (HK) Limited:	出售星豫投資有限公司之現金流入淨額：	
Cash consideration received	已收現金代價	9,000
Less: cash and cash equivalents disposed of	減：所出售現金及現金等值物	(523)
Net cash inflow	現金流入淨額	8,477

## 15. CAPITAL COMMITMENTS

The Group's capital commitments at the end of the reporting period are as follows:

## 15. 資本承擔

本集團於報告期末之資本承擔如下：

	30 September 2017 二零一七年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2017 二零一七年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Contracted but not provided for: Development expenditure of investment property	已訂約但未撥備： 投資物業之發展開支  8,204	   9,295

## 16. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

## 16. 金融工具之公平價值及公平價值等級架構

	Fair value at 30 September 2017 於二零一七年 九月三十日 之公平價值 (unaudited) (未經審核)	Fair value at 31 March 2017 於二零一七年 三月三十一日 之公平價值 (audited) (經審核)	Fair value hierarchy 公平價值 等級架構	Valuation technique(s) and key inputs 估值技術 及主要輸入值	Significant unobservable inputs 重大 不可觀察輸入值
Financial assets Assets 金融資產					
Financial assets at fair value through profit or loss 按公平價值列賬 及在損益賬處理 之金融資產					
— Equity securities listed in Hong Kong — 於香港上市之 權益證券	—	600	Level 1 第一層	Quoted bid price in an active market 於活躍市場所報之 買入價	N/A 不適用
Available-for-sale financial assets 可供出售 金融資產	15,000	16,583	Level 2 第二層	Market based approach Key input: price of each similar companies of interest in companies 市場法主要輸入值： 各可資比較公司 之價格及於公司 之權益	Price used are derived from a multiple of price to earnings, prices to revenues and price to book 所使用之價格來自多項 市盈率、價格對收益 比例及市賬率

## 16. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(Continued)*

The Group's policy is to recognise transfer into and out of fair value hierarchy at the end of the date of events or change in circumstances that caused the transfer.

During the six months ended 30 September 2017 and year ended 31 March 2017, there were no transfer between Level 1 and Level 2, or transfer into or out of Level 3.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised costs in the condensed consolidated financial statements are approximately to their fair values.

## 17. EVENTS AFTER THE REPORTING PERIOD

### Extension of loan receivable

On 25 October 2017, the Group entered into an extension agreement with Mr. Wen Qimin, the borrower, whereby the final repayment date of the loan in the amount of HK\$13,000,000 was extended for 2 months and a half from 8 October 2017 to 23 December 2017. Further details were set out in the Company's announcement dated 25 October 2017.

## 16. 金融工具之公平價值及公平價值等級架構 (續)

本集團之政策為確認於導致轉移之事件或情況變動出現之日結束時的公平價值等級架構轉入及轉出。

於截至二零一七年九月三十日止六個月及截至二零一七年三月三十一日止年度，第一層與第二層之間並沒有轉移，亦沒有轉入或轉出第三層。

本公司董事認為，簡明綜合財務報表中按攤銷成本列賬之金融資產及金融負債之賬面值與其公平價值相若。

## 17. 報告期後事項

### 延長應收貸款

於二零一七年十月二十五日，本集團與借款人溫起民先生訂立延長協議，據此，金額為13,000,000港元之貸款之最後還款日期已從二零一七年十月八日延長兩個半月至二零一七年十二月二十三日。進一步詳情載於本公司日期為二零一七年十月二十五日之公告。



## INTERIM DIVIDEND

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

## MANAGEMENT DISCUSSION AND ANALYSIS

### Financial Review

#### Revenue

The Group's revenue for the six months ended 30 September 2017 amounted to approximately HK\$23,721,000, representing an increase of approximately 189% 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 of approximately HK\$12,922,000 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. Increase in revenue from the Pharmaceutical Business of HK\$2,683,000 also contributed to the increase in the Group's total revenue.

#### Cost of sales and gross profit margin

Cost of sales of the Group increased from approximately HK\$5,357,000 for the six months ended 30 September 2016 to approximately HK\$19,857,000 for the six months ended 30 September 2017, which was in line with the increase in sales of the Jewelry Business and the Pharmaceutical 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 35% for the six months ended 30 September 2016 to 16% for the six months ended 30 September 2017.

## 中期股息

董事會不建議就截至二零一七年九月三十日止六個月派發中期股息（截至二零一六年九月三十日止六個月：無）。

### 管理層討論及分析

#### 財務回顧

#### 收益

本集團截至二零一七年九月三十日止六個月之收益約為23,721,000港元，與上一個財政年度同期相比增加約189%。收益增加主要由於本集團珠寶業務所得收益增加約12,922,000港元所致，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。藥業業務所得收益上升2,683,000港元亦有助本集團之總收益增加。

#### 銷售成本及毛利率

本集團之銷售成本由截至二零一六年九月三十日止六個月之約5,357,000港元增加至截至二零一七年九月三十日止六個月之約19,857,000港元，與珠寶業務及藥業業務銷售增幅一致。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九月三十日止六個月之整體毛利率由截至二零一六年九月三十日止六個月之約35%下降至16%。

## ***Gain on disposal of subsidiaries***

Please refer to note 14 to the unaudited consolidated results for details of gain on disposal of subsidiaries.

## ***Expenses***

Selling expenses and administrative expenses increased by approximately HK\$1,842,000 from approximately HK\$11,301,000 for the six months ended 30 September 2016 to approximately HK\$13,143,000 for the six months ended 30 September 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.

## ***Total equity***

As at 30 September 2017, the Group has a total equity amounted to approximately HK\$95,466,000 (as at 31 March 2017: HK\$74,691,000) and net current assets amounted to approximately HK\$60,988,000 (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 September 2017, total cash and cash equivalents of the Group amounted to approximately HK\$6,838,000 (as at 31 March 2017: HK\$8,738,000). As at 30 September 2017 and 31 March 2017, the Group had no outstanding loan from third party.

## ***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 14。

## ***開支***

銷售開支及行政開支由截至二零一六年九月三十日止六個月約11,301,000港元增加約1,842,000港元至截至二零一七年九月三十日止六個月約13,143,000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。

## ***總權益***

於二零一七年九月三十日，本集團之總權益約為95,466,000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60,988,000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。

於二零一七年九月三十日，本集團之現金及現金等值物總額約為6,838,000港元（於二零一七年三月三十一日：8,738,000港元）。於二零一七年九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。

## **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.

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

## **Contingent liabilities**

As at 30 September 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, Prosten Wealth Investment Limited and Meteor Investment (H.K.) Limited as detailed in note 14 to the unaudited consolidated financial statements, the Group does not have any material acquisition or disposal during the six months ended 30 September 2017.

## **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。

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。於二零一七年九月三十日，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**

於二零一七年九月三十日，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**

除於未經審核綜合財務報表附註14所詳述之出售Prosten (BVI) Limited、Prosten Wealth Investment Limited及星豫投資有限公司之全部已發行股本及向其提供之股東貸款外，於截至二零一七年九月三十日止六個月，本集團並無任何重大收購或出售。

## Capital structure

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

During the six months ended 30 September 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 September 2017, the Group's total equity amounted to approximately HK\$95,466,000, representing a increase of approximately 28% compared with that as at 31 March 2017 (31 March 2017: HK\$74,726,000). As at 30 September 2017, the Group's cash and cash equivalents totaled approximately HK\$6,838,000 (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 September 2017 was 21.0 (as at 31 March 2017: 2.38) and 17.5 (as at 31 March 2017: 1.86) respectively. The Group was in net cash position as at 30 September 2017 (gearing ratio (note 3) as at 31 March 2017: 13.92%).

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

Note: (1) Current Ratio = Current Assets ÷ Current Liabilities

Note: (2) Quick Ratio = (Current Assets – Inventories) ÷ Current Liabilities

Note: (3) Gearing Ratio = (Debts – Cash and cash equivalents) ÷ Equity

## 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。

於截至二零一七年九月三十日止六個月內，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。於二零一七年九月三十日，本集團之總權益約為95,466,000港元（二零一七年三月三十一日：74,726,000港元），較二零一七年三月三十一日增加約28%。於二零一七年九月三十日，本集團之現金及現金等值物共計約6,838,000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九月三十日之流動比率（附註1）及速動比率（附註2）分別為21.0（於二零一七年三月三十一日：2.38）及17.5（於二零一七年三月三十一日：1.86）。於二零一七年九月三十日，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%）。

除上述者外，本集團之資本架構於回顧期內並無重大變動。

附註：(1) 流動比率 = 流動資產 ÷ 流動負債

附註：(2) 速動比率 = (流動資產 – 存貨) ÷ 流動負債

附註：(3) 資本與負債比率 = (債務 – 現金及現金等值物) ÷ 權益



## Event after the Reporting Period

Pursuant to the loan agreement and the extension agreement made between SZ Enterprise Union Finance Limited, an indirect wholly-owned subsidiary of the Company (the “Lender”), and Mr. Wen Qimin, the borrower (the “Borrower”) on 8 November 2016 and 8 May 2017 respectively, a loan in the principal amount of HK\$13,000,000 bearing interest at a rate of 10% per annum was advanced to the Borrower for an original period of six months with an extended period of five months. On 25 October 2017, the Lender entered into the second extension agreement with the Borrower whereby the final repayment date of the above loan was extended for two and a half months from 8 October 2017 to 23 December 2017 and the interest rate was increased from 10% per annum to 13% per annum effective from 9 October 2017. For further details of the extension, please refer to the Company’s announcement dated 25 October 2017.

## Business Review and Outlook

### 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.

## 報告期後事項

根據深企聯合小額貸款有限公司（本公司之間接全資附屬公司，「貸款人」）與借款人溫起民先生（「借款人」）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港元並於初始六個月期間再延長五個月期間內按年息10%計息之貸款已發放予借款人。於二零一七年十月二十五日，貸款人與借款人訂立第二份延長協議，據此，上述貸款之最後還款日期已從二零一七年十月八日延長兩個半月至二零一七年十二月二十三日，而年利率已由10%提高至13%，自二零一七年十月九日起生效。有關延長之進一步詳情，請參閱本公司日期為二零一七年十月二十五日之公告。

## 業務回顧及展望

### 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此業務。

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。



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.

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.

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。

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。

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 to allocate more resources to develop its Jewelry Business, especially the golden jewelry trading business, and at the same will try further effort to control the selling and administrative expenses to increase the profitability of the Jewelry Business.

### **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 September 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 agreements 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, 8 May 2017 and 25 October 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 23 December 2017. The interest rate of the loan was changed from 10% per annum to 13% per annum effective from 9 October 2017.

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，本集團將嘗試調配更多資源發展其珠寶業務，特別是黃金珠寶交易業務，同時將進一步努力控制銷售及行政開支以增加珠寶業務的盈利能力。

### **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。

於二零一七年九月三十日，本集團擁有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、二零一七年五月八日及二零一七年十月二十五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十二月二十三日。而貸款利率由二零一七年十月九日起由每年10%調整為為每年13%。

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.

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.

### **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, 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. 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.

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。

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。

### **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。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。

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. 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 the year ended 31 March 2017. During the period under review, the Group had no revenue from sales of health food products and cultivation of longan and radix millettiae speciosae.

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 was completed on 14 August 2017. 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, ceased to be subsidiaries of the Company. The disposal represented an opportunity to realise the Group’s investment in the Meteor HK Group. After the disposal, the Group has focused its resources allocated to the Pharmaceutical Business on 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 increased by approximately HK\$2,638,000 from approximately HK\$3,635,000 for the six months ended 30 September 2016 to approximately HK\$6,318,000 for the six months ended 30 September 2017. Such increase was mainly due to the increase in sales of pharmaceutical productions to hospitals.

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。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保健食品及種植龍眼及牛大力之任何收益。

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。出售已於二零一七年八月十四日完成。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) 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，本集團將集中分配予藥業業務的資源於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、健康護理產品及醫藥耗材之銷售) 之上。

藥業業務收益由截至二零一六年九月三十日止六個月約3,635,000港元增加約2,638,000港元至截至二零一七年九月三十日止六個月約6,318,000港元。該增加主要由於對醫院的藥品銷售增加所致。



In regard to the sales of pharmaceuticals and healthcare products, the Group will review the market situation and the profitability of the business periodically. Then 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 and operating situation from time to time.

### **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.

在藥品及健康護理產品銷售方面，本集團將定期回顧市場情況及業務的盈利能力，按照市場需要調整業務量，並根據不時之業務量及經營情況決定進一步投放之資源。

### **無線增值服務業務**

由於與一間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監控審閱（「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 is 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 September 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:

### Long positions in the ordinary shares of the Company

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%

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

於二零一七年九月三十日，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：

### 於本公司普通股之好倉

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 September 2017.

Save as disclosed above, as at 30 September 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.

## 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").

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) 根據於二零一七年九月三十日已發行之 1,210,963,725 股本公司股份計算。

除上文所披露者外，於二零一七年九月三十日，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。

## 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。

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.

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.

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。

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%。



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.

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%。

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，不得超過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過本公司股本之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 期內轉發	Exercised during the period 期內行使	Lapsed during the period 期內失效	At 30 September 2017 於二零一七年 九月三十日			
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規限。

\*\* 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 September 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:

## 主要股東之權益及淡倉

於二零一七年九月三十日，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：

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

### 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	154,647,000	12.77%
Mr. Cheng Haiqing 程海慶先生	(2)	Interest of a controlled corporation 一間受控制公司之權益	154,647,000	12.77%
Glory Gate International Limited	(3)	Interest of controlled corporations 多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)
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%
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.
- (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.
- (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.
- (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.
- (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.
- (8) Based on 1,210,963,725 shares of the Company in issue as at 30 September 2017.

Save as disclosed above, as at 30 September 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.

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，其全部已發行股本以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。
- (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。
- (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。
- (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。
- (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。
- (8) 根據於二零一七年九月三十日已發行之 1,210,963,725 股本公司股份計算。

除上文披露者外，於二零一七年九月三十日，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 XIV 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。

## 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.

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

During the six months ended 30 September 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 six months ended 30 September 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.

## 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。

## 購買、贖回或出售本公司之上市證券

於截至二零一七年九月三十日止六個月內，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九月三十日止六個月整段期間，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。



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.

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.

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。

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、風險管理及內部監控程序、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。



## 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.

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

**Prosten Health Holdings Limited**

**Xu Zhigang**

*Chairman*

Hong Kong, 13 November 2017

## 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。

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，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

**長達健康控股有限公司**

*主席*

**徐志剛**

香港，二零一七年十一月十三日

The PROSTEN logo consists of the word "PROSTEN" in white, uppercase, sans-serif font, centered within a dark blue, horizontally-oriented oval shape.

**PROSTEN HEALTH HOLDINGS LIMITED**

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