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NATIONAL ELECTRONICS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code: 213)

Interim Results Announcement for the six months ended 30 September 2016

UNAUDITED INTERIM RESULTS

The Board (the "Board") of Directors (the "Directors") of National Electronics Holdings Limited (the "Company") would like to present the interim results of the Company and its subsidiaries (together, the "Group") for the six months ended 30 September 2016.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30 September 2016

		Six months ended 2016	30 September 2015
	Notes	(unaudited) HK\$'000	(unaudited) HK\$'000
Revenue Cost of sales	3	545,804 (476,303)	646,944 (539,215)
Gross profit Other income and gains Other losses Increase in fair value of investment	4 5	69,501 13,748 (5,274)	107,729 9,336 (6,912)
properties Distribution costs Administrative expenses	11	67,864 (5,230) (54,751)	4,486 (4,319) (49,497)
Finance costs Share of results of associates Share of results of joint ventures	6	(34,893) (45) (612)	(30,195)
Profit before taxation Income tax expense	7 8	50,308 (18)	30,598 (7)
Profit for the period		50,290	30,591
Earnings per share Basic	9	4.93 HK cents	2.97 HK cents
Diluted		4.90 HK cents	2.95 HK cents

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 September 2016

	Six months ended 30 September	
	2016	2015
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Profit for the period	50,290	30,591
Other comprehensive expense		
Items that may be subsequently reclassified to profit or loss		
Exchange differences arising on translation		
of foreign operations	(6,214)	(20,995)
Other comprehensive expense for the period	(6,214)	(20,995)
Total comprehensive income for the period	44,076	9,596

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 September 2016

	Notes	30 September 2016 (unaudited) HK\$'000	31 March 2016 (audited) HK\$'000
NON-CURRENT ASSETS			
Investment properties	11	3,468,386	2,685,101
Property, plant and equipment		547,467	555,747
Prepaid lease payments		2,675	2,709
Goodwill		1,270	1,270
Interests in an associate		7,685	7,729
Interests in joint ventures		368,872	369,484
Available-for-sale investments		26,200	26,200
Held-to-maturity investments		3,172	3,172
Deferred tax assets		2,773	2,794
		4,428,500	3,654,206
CURRENT ASSETS			
Inventories		150,375	185,232
Prepaid lease payments		68	68
Investments held for trading		113,935	100,168
Inventory of unsold properties		6,039	6,102
Properties under development for sale		338,919	267,095
Bills receivables	12	621	649
Trade receivables, deposits and			
prepayments	12	267,287	269,770
Amount due from a joint venture		35,650	29,650
Tax recoverable		92	3,768
Bank balances and cash		352,564	692,019
		1,265,550	1,554,521

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(continued)

At 30 September 2016

		30 September 2016 (unaudited)	31 March 2016 (audited)
	Notes	HK\$'000	HK\$'000
CURRENT LIABILITIES			
Trade payables and accrued expenses	13	154,620	157,788
Customers' deposits		184,573	122,875
Bills payables	13	93,504	142,576
Amount due to an associate		46,816	46,816
Amount due to a joint venture		_	73,583
Tax payable		2,618	2,341
Obligations under finance leases		4,120	3,996
Bank loans		641,851	639,837
		1,128,102	1,189,812
NET CURRENT ASSETS		137,448	364,709
TOTAL ASSETS LESS CURRENT			
LIABILITIES		4,565,948	4,018,915
CAPITAL AND RESERVES			
Share capital		101,893	101,989
Reserves		_1,845,010	1,842,444
TOTAL EQUITY		_1,946,903	_1,944,433
NON-CURRENT LIABILITIES			
Provision for long service payments		6,894	6,894
Obligations under finance leases		22,375	24,475
Bank loans		2,570,611	2,023,943
Deferred tax liabilities		19,165	19,170
		2,619,045	2,074,482
		4,565,948	4,018,915

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 September 2016

(1) BASIS OF PREPARATION

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

(2) PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments, which are measured at fair values.

Except as described below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2016 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2016.

In the current interim period, the Group has applied, for the first time, certain amendments to Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA that are mandatorily effective for the current interim period.

The application of the amendments to HKFRSs in the current interim period has had no material effect on amounts reported in the condensed consolidated financial statements and/or disclosures set out in the condensed consolidated financial statements.

(3) SEGMENT INFORMATION

The following is an analysis of the Group's revenue and result by reportable and operating segment:

Six months ended 30 September 2016 (unaudited)

	Manufacture of watches and trading of watch movements HK\$'000	Property development and investment HK\$'000	Hotel operation HK\$'000	Consolidated HK\$'000
REVENUE				
External sales	<u>492,862</u>	9,026	43,916	<u>545,804</u>
RESULT				
Segment result	10,605	<u>59,786</u>	20,703	91,094
Bank interest income				1,058
Unallocated other income				1,602
Unallocated other expenses				(16,618)
Bargain purchase gain arising on acquisition of a				
subsidiary				8,722
Finance costs				(34,893)
Share of results of associates				(45)
Share of results of joint				
ventures				(612)
Profit before taxation				50,308
Income tax expense				(18)
Profit for the period				_50,290

(3) **SEGMENT INFORMATION** (continued)

Six months ended 30 September 2015 (unaudited)

	Manufacture			
	of watches and	Property		
	trading of	development		
	watch	and	Hotel	
	movements	investment	operation	Consolidated
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
REVENUE				
External sales	<u>599,217</u>	4,161	43,566	646,944
RESULT				
Segment result	21,498	12,047	26,735	60,280
Bank interest income				1,706
Unallocated other income				6,074
Unallocated other expenses				(7,237)
Finance costs				(30,195)
Share of results of associates				(30)
Profit before taxation				30,598
Income tax expense				(7)
Profit for the period				30,591

Segment result represents the profit earned by each segment without allocation of central administration costs, bargain purchase gain arising on acquisition of a subsidiary, share of results of associates, share of results of joint ventures, other income and finance costs. This is the measure reported to the executive directors of the Company for the purpose of resource allocation and performance assessment.

(3) **SEGMENT INFORMATION** (continued)

Geographical information

The Group's main operations are located in Hong Kong and other regions in the People's Republic of China (the "PRC"), North America and Europe.

The following is an analysis of the Group's revenue from external customers based on geographical location of the customers:

	Six months ended 30 September	
	2016	
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Hong Kong and the PRC	515,425	585,022
North America	18,186	30,233
Europe	9,145	18,789
Others	3,048	12,900
	545,804	646,944

(4) OTHER INCOME AND GAINS

	Six months ended 30 Septembe	
	2016	
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Bank interest income	1,058	1,706
Interest income from held-to-maturity investments	49	224
Gain on disposal of property, plant and equipment	281	6,306
Gain on fair value changes of investments held for		
trading	1,544	_
Bargain purchase gain arising on acquisition of a		
subsidiary	8,722	_
Sundry income	2,094	1,100
	13,748	9,336

(5) OTHER LOSSES

	Six months ended 30 September	
	2016	2015
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Loss on fair value changes of investments held for		
trading	_	4,832
Loss on fair value changes of derivative financial		
instruments	_	36
Net foreign exchange loss	5,274	2,044
	5,274	6,912

(6) FINANCE COSTS

	Six months ended 30 September		
	2016	2015	
	(unaudited)	(unaudited)	
	HK\$'000	HK\$'000	
Interest on:			
Bank loans and overdrafts	43,230	51,798	
Obligations under finance leases	583	668	
Total borrowing costs	43,813	52,466	
Less: Amounts capitalised to investment properties			
and properties under development for sale	(8,920)	(22,271)	
	34,893	30,195	

(7) PROFIT BEFORE TAXATION

	Six months ended	30 September
	2016	2015
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Profit before taxation has been arrived at after charging:		
Staff costs including directors' emoluments	45,957	59,496
Less: Amounts capitalised to investment properties and		
properties under development for sale	(10,604)	(8,883)
	35,353	50,613
Depreciation of property, plant and equipment	15,103	15,846
Amortisation of prepaid lease payments	15,103	169
Cost of inventories recognised as an expense	440,006	473,090
Minimum lease payments for operating leases in respect of	440,000	473,070
land and buildings	6,187	4,890
and after crediting:		
Gross rental income	50,317	47,727
Less: Outgoings	(24,249)	(15,465)
Net rental income	26,068	32,262

Minimum lease payments for operating leases in respect of staff quarters amounting to approximately HK\$3,121,000 (six months ended 30 September 2015: HK\$4,055,000) are included in staff costs.

(8) INCOME TAX EXPENSE

	Six months ended	30 September
	2016	
	(unaudited)	(unaudited)
	HK\$'000	HK\$'000
Current tax		
- Hong Kong Profits Tax	_	_
- Other jurisdictions	18	17
Deferred tax		
- Current period		(10)
	18	7

Hong Kong Profits Tax is calculated at 16.5% (six months ended 30 September 2015: 16.5%) of the estimated assessable profits for the six months ended 30 September 2016.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

(9) EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the owners of the Company is based on the following data:

	Six months ended 30 September		
	2016 (unaudited)	2015 (unaudited)	
	HK\$'000	HK\$'000	
Earnings			
Profit for the period attributable to owners of the			
Company for the purpose of basic and diluted			
earnings per share	50,290	30,591	
Number of shares			
Weighted average number of ordinary shares for the			
purpose of basic earnings per share	1,019,158,077	1,028,579,944	
Effect of dilutive potential ordinary shares			
- Share options	6,538,960	7,925,744	
Weighted average number of ordinary shares for the			
purpose of diluted earnings per share	1,025,697,037	1,036,505,688	

The weighted average number of ordinary shares for the purpose of basic and diluted earnings per share has been adjusted for the bonus issue on 11 September 2015.

(10) DIVIDENDS

	Six months ended 30 September		
	2016		
	(unaudited)	(unaudited)	
	HK\$'000	HK\$'000	
Dividends recognised as distribution during the period:			
2016 final dividend of 3.0 HK cents (2015: 3.0 HK			
cents) per share	30,568	28,037	
2016 special cash dividend of 1.0 HK cent (2015:			
Nil) per share	10,189		
	40,757	28,037	

Subsequent to the end of the reporting period, the Directors proposed an interim dividend of 0.5 HK cent (2015: 0.5 HK cent) per share be paid to the shareholders of the Company whose names appear in the Register of Members on 9 December 2016.

(11) INVESTMENT PROPERTIES

	HK\$'000
FAIR VALUE	
At 1 April 2015	2,657,048
Additions	39,830
Increase in fair value recognised in profit or loss - unrealised	2,215
Exchange realignment	(13,992)
At 31 March 2016 (audited)	2,685,101
Additions	48,468
Acquisition of a subsidiary	676,000
Increase in fair value recognised in profit or loss - unrealised	67,864
Exchange realignment	(9,047)
At 30 September 2016 (unaudited)	3,468,386

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

The fair values of the investment properties located in Hong Kong at 30 September 2016 have been arrived at on the basis of a valuation carried out on that date by DTZ Cushman & Wakefield Limited and Jones Lang LaSalle Corporate Appraisal and Advisory Limited, independent qualified professional valuers not connected with the Group.

The fair value of the investment property located in Canada at 30 September 2016 has been arrived at on the basis of a valuation carried out on that date by CBRE Limited, independent qualified professional valuers not connected with the Group.

The fair value of the investment property located in the PRC at 30 September 2016 has been arrived at on the basis of a valuation carried out on that date by Knight Frank Petty Limited, independent qualified professional valuers not connected with the Group.

The fair values of the completed investment properties were determined based on market comparison approach.

The fair values of the investment properties under construction or redevelopment were determined by using depreciated replacement cost approach and residual approach.

(12) BILLS RECEIVABLES, TRADE RECEIVABLES, DEPOSITS AND PREPAYMENTS

Bills receivables of approximately HK\$621,000 (31 March 2016: HK\$649,000) are aged within 30 days.

The Group has a policy of allowing an average credit period of 30 days to its trade customers.

Included in trade receivables, deposits and prepayments are trade receivables net of allowance for doubtful debts of approximately HK\$43,874,000 (31 March 2016: HK\$33,453,000) with an ageing analysis as follows:

	At 30 September	At 31 March
	2016	2016
	(unaudited)	(audited)
	HK\$'000	HK\$'000
Within 30 days	35,225	26,685
31 to 90 days	6,639	6,023
91 to 180 days	1,305	96
Over 180 days	705	649
	<u>43,874</u>	33,453

(13) BILLS PAYABLES, TRADE PAYABLES AND ACCRUED EXPENSES

Included in bills payables, trade payables and accrued expenses are trade and bills payables of approximately HK\$105,891,000 (31 March 2016: HK\$161,292,000) with an ageing analysis as follows:

	At 30 September	At 31 March
	2016	2016
	(unaudited)	(audited)
	HK\$'000	HK\$'000
William 20.1	64.002	120.077
Within 30 days	64,803	128,877
31 to 90 days	34,610	23,410
91 to 180 days	2,547	3,713
Over 180 days	3,931	5,292
	105,891	161,292

(14) CAPITAL COMMITMENTS

	At 30 September	At 31 March
	2016	2016
	(unaudited)	(audited)
	HK\$'000	HK\$'000
Contracted for but not provided:		
Construction and acquisition of properties	35,948	39,406

(15) RELATED PARTY TRANSACTIONS

(1) Transaction with a joint venture

	Six months ended 30 September		
	2016 20		
	(unaudited)	(unaudited)	
	HK\$'000	HK\$'000	
Nature of transaction			
Management fee income received by the Group	2,625		

(2) The Group's balances with related parties are as follows:

	At 30 September	At 31 March
	2016	2016
	(unaudited)	(audited)
	HK\$'000	HK\$'000
The same days of the same and	51 154	51 154
Loan to a joint venture	51,154	51,154
Advance to a joint venture	35,650	29,650
Advance from:		
- an associate	46,816	46,816
- a joint venture		73,583

(3) The compensation to the key management personnel during the period was approximately HK\$12,275,000 (six months ended 30 September 2015: HK\$11,872,000).

INTERIM DIVIDEND

The Directors resolved to declare an interim dividend of 0.5 HK cent per share (2015: 0.5 HK cent per share).

BUSINESS REVIEW

The Group's turnover for the six months ended 30 September 2016 was approximately HK\$545,804,000 as compared with HK\$646,944,000 over the same period last year. Net profit for the six months ended 30 September 2016 was approximately HK\$50,290,000 as compared with approximately HK\$30,591,000 over the same period in 2015.

During the period under review, the worldwide demand for watch products in general continued to be weak. As a result, the turnover and profit margin of the Group's watch manufacturing and watch component trading division decreased as compared with the same period last year.

Despite a challenging market environment for the hospitality sector in Hong Kong, the Group is able to maintain its sales revenue for its hotel operation with slimmer profit margin.

During the same period, Hong Kong's luxurious residential market continued to be strong and the Group's property development and investment business also benefited and the result is satisfactory.

PROSPECTS

The depreciation of the RMB and other world currencies against the U.S. Dollar will further weaken the purchasing power for watch products from China, Europe and Asian countries. However the Group is hopeful that the improvement of the U.S. market may reduce the negative impact.

To counter the current slowdown in Hong Kong's hotel sector, the Group is upgrading the overall service level of the 4 boutique hotels by recruiting talented staff and professional consultants to establish a programme to enhance our services and promote our brand locally and internationally.

With the continued rise of transaction prices in the ultra-luxurious residential market, the Group's acquisition of 3 South Bay Close has proven to be a very positive investment. The Group is planning to demolish the current building and create another landmark residential project in Hong Kong.

The construction work of the Group's Joint Venture project with BPE Asia Real Estate Fund, L.P. at 45 Tai Tam Road is progressing as planned and extensive luxurious interior fitting out work will commence by the first quarter of 2017.

The Group's boutique commercial office development 7 St. Thomas in Toronto, Canada is targeted for completion within this financial year.

For the Group's 88 Queen Street East project in Toronto, Canada, the presale result of its first phase development comprising approximately 400 residential units was very successful. The Group is planning to start excavation work in the first quarter of 2017.

FINANCIAL REVIEW

Liquidity and financial resources

At 30 September 2016, the Group's total borrowings were approximately HK\$3,212 million. The maturity profile spreads over a period of 25 years, with approximately HK\$642 million repayable within one year, approximately HK\$2,090 million within two to five years and approximately HK\$480 million beyond five years.

At 30 September 2016, the Group's gearing ratio was 1.32 (31 March 2016: 1.04) which is calculated based on the Group's long-term bank borrowings of approximately HK\$2,570 million and shareholders' funds of approximately HK\$1,947 million.

At 30 September 2016, the Group's total bank balances and cash was approximately HK\$353 million (31 March 2016: HK\$692 million).

Similar to last period, the Group has maintained a reasonable level of cash resources and stand-by credit facilities to provide adequate liquid funds to finance its commitments and working capital requirements.

Treasury Policies

At 30 September 2016, 77% of the Group's borrowings was in HK\$, 15% in CAD, 5% in JPY, and 3% in US\$.

At 30 September 2016, 35% of the Group's bank balances and cash was in US\$, 31% in HK\$, 14% in JPY, 11% in CAD and 9% in RMB.

All the Group's borrowings are variable-rate borrowings. The Group will carefully monitor its foreign exchange and interest rate exposures and utilise financial instruments such as forward contracts and interest rate swaps as necessary.

Future plans for material investments

The Group currently has no other plans for material investments. All investments, if any, will be funded by bank borrowings and the internal resources of the Group.

Charges on assets

At 30 September 2016, certain properties of the Group of approximately HK\$4,191 million (31 March 2016: HK\$3,339 million were pledged to secure banking facilities for the Group.

Employees

At 30 September 2016, the Group employed approximately 600 employees in Hong Kong, the PRC and other overseas countries. The staff costs for the period including directors' emoluments amounted to approximately HK\$46 million (six months ended 30 September 2015: HK\$59 million). Remuneration is determined by reference to market terms as well as the qualifications and experiences of the staff concerned. Salaries are reviewed annually and discretionary bonuses may be paid depending on individual performance and the profitability of the Group.

PURCHASE, SALE OR REDEMPTION OF SHARES

Save for the Company's purchases of its own shares on the Stock Exchange as disclosed below, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's securities during the six months ended 30 September 2016.

	Number of ordinary shares	Price per share		Aggregate consideration
Month of repurchase	of HK\$0.1 each	Highest	Lowest	paid
		HK\$	HK\$	HK\$
May 2016	958,000	0.89	0.88	849,067

CORPORATE GOVERNANCE

The Company had complied throughout the six months ended 30 September 2016 with the Corporate Governance Code (the "CG Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited except for the CG Code A.4.1 and A.4.2.

Pursuant to the CG Code A.4.1, non-executive directors should be appointed for a specific term, subject to re-election. The Non-executive Directors of the Company were not appointed for a specific term, but are subject to retirement by rotation and re-election at the Company's Annual General Meetings in accordance with the Company's Bye-law 99. The Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the CG Code A.4.1.

Pursuant to the CG Code A.4.2, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. In the opinion of the Board, the Chairman and Managing Director play a pivotal role in charting of corporate strategies and direction of the Group and should not be subject to retirement by rotation in consideration of the stability and continuity development of the Group. As such, the Board believes that exempting the Chairman and Managing Director from retiring from office by rotation at Annual General Meeting in accordance with the Bye-law 99 of the Company is in the best interest of the Group.

AUDIT AND RISK MANAGEMENT COMMITTEE

The Company has established an Audit and Risk Management Committee and its members comprise Dr. Samson Sun, M.B.E., J.P., Mr. Chan Chak Cheung, William and Mr. Chan Kwok Wai who are all Independent Non-executive Directors. The Audit and Risk Management Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed the auditing, internal control, risk management and financial reporting matters. The interim results for the six months ended 30 September 2016, which have not been audited, have been reviewed by the Audit and Risk Management Committee.

MODEL CODE

The Company has adopted a code of conduct regarding the Directors' securities transactions ("Model Code") on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules. The Company has made specific enquiries to all Directors who have confirmed that, during the period under review, they had complied with the required standard set out in the Model Code.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 7 December 2016 to Friday, 9 December 2016 (both days inclusive) during which no transfer of shares will be registered. In order to qualify for the interim dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Share Registrar and Transfer Office in Hong Kong, Tricor Standard Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 6 December 2016.

The interim dividend is expected to be paid on or about Thursday, 22 December 2016.

PUBLICATION OF INTERIM REPORT

The interim report of the Company for the six months ended 30 September 2016 containing all applicable information required by Appendix 16 of the Listing Rules will be published on the Stock Exchange's website (http://www.hkexnews.hk) and on the Company's website (http://www.irasia.com/listco/hk/national/index.htm) in due course.

By Order of the Board
LEE YUEN CHING JIMMY
Chairman

Hong Kong, 21 November 2016

As at the date of this announcement, the Executive Directors are Mr. Lee Yuen Ching, Jimmy, Mr. Lee Bon Chi, Loewe, Mr. Lee Yuen Kui, James, Mr. Lee Yuen Cheor, Edward and Mr. Wai Kwong Yuen Ricky, the Non-executive Director is Ms. Lee Yuen Yu, Dorathy and the Independent Non-executive Directors are Dr. Samson Sun, M.B.E., J.P., Mr. Chan Chak Cheung, William and Mr. Chan Kwok Wai.