



Interim Report 中期報告 2014/2015

C Y Foundation Group Limited
中青基業集團有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock code 股份代號 : 1182

Contents

目錄

| | | |
|--|----------------|----|
| CORPORATE INFORMATION | 公司資料 | 2 |
| INDEPENDENT REVIEW REPORT | 獨立審閱報告 | 4 |
| CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME | 簡明綜合損益及其他全面收益表 | 6 |
| CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION | 簡明綜合財務狀況表 | 8 |
| CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY | 簡明綜合權益變動表 | 9 |
| CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS | 簡明綜合現金流量表 | 10 |
| NOTES TO THE CONDENSED FINANCIAL STATEMENTS | 簡明財務報表附註 | 11 |
| MANAGEMENT DISCUSSION AND ANALYSIS | 管理層討論及分析 | 36 |
| DIRECTORS' INTERESTS IN SECURITIES | 董事證券權益 | 39 |
| SUBSTANTIAL SHAREHOLDERS | 主要股東 | 41 |
| SHARE OPTIONS AS INCENTIVES | 購股權作為獎勵 | 42 |
| CORPORATE GOVERNANCE AND OTHER INFORMATION | 企業管治及其他資料 | 46 |

Corporate Information

BOARD OF DIRECTORS

Executive Directors:

SNEAH Kar Loon (*Chairman*)
LAI Hock Meng (*Chief Executive Officer*)
LIN Zheyang

Independent Non-executive Directors:

YONG Peng Tak
IO Rudy Cheok Kei
GOH Hoon Leum
ER Kwong Wah

AUDIT COMMITTEE

ER Kwong Wah (*Chairman*)
YONG Peng Tak
IO Rudy Cheok Kei

REMUNERATION COMMITTEE

IO Rudy Cheok Kei (*Chairman*)
YONG Peng Tak
ER Kwong Wah

NOMINATION COMMITTEE

GOH Hoon Leum (*Chairman*)
YONG Peng Tak
ER Kwong Wah

COMPANY SECRETARY

TAM Chong Cheong, Aaron

AUDITOR

ZHONGHUI ANDA CPA Limited

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Hang Seng Bank Limited
Bank of East Asia Limited

公司資料

董事會

執行董事：

盛家倫 (*主席*)
賴學明 (*行政總裁*)
林哲瑩

獨立非執行董事：

楊平達
姚卓基
吳坤林
余光華

審核委員會

余光華 (*主席*)
楊平達
姚卓基

薪酬委員會

姚卓基 (*主席*)
楊平達
余光華

提名委員會

吳坤林 (*主席*)
楊平達
余光華

公司秘書

譚頌翔

核數師

中匯安達會計師事務所有限公司

主要往來銀行

香港上海滙豐銀行有限公司
恒生銀行有限公司
東亞銀行有限公司

Corporate Information

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL OFFICE

Unit 3503B-5, 35/F
148 Electric Road
North Point
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited
(formerly known as Butterfield Fulcrum
Group (Bermuda) Limited)
The Belvedere Building
69 Pitts Bay Road
Pembroke HM 08
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

STOCK CODE

1182

CONTACTS

Telephone : (852) 3576 3309
Facsimile : (852) 3576 3963
Website : www.cyfoundation.com
Email : shareholder@cyfoundation.com

公司資料

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

主要辦事處

香港
北角
電氣道148號
35樓3503B-5室

主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited
(前稱Butterfield Fulcrum
Group (Bermuda) Limited)
The Belvedere Building
69 Pitts Bay Road
Pembroke HM 08
Bermuda

香港股份過戶登記分處

卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心22樓

股份代號

1182

聯絡資料

電話 : (852) 3576 3309
傳真 : (852) 3576 3963
網址 : www.cyfoundation.com
電郵 : shareholder@cyfoundation.com

Independent Review Report



**TO THE BOARD OF DIRECTORS OF
C Y FOUNDATION GROUP LIMITED**
中青基業集團有限公司
(Incorporated in Bermuda with limited liability)

INTRODUCTION

We have reviewed the interim financial information set out on pages 6 to 35 which comprises the condensed consolidated statement of financial position of the Company as at 30 September 2014 and the condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). The directors are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

獨立審閱報告

致：中青基業集團有限公司
(於百慕達註冊成立之有限公司)
董事會

緒言

吾等已審閱載於第6至35頁之中期財務資料。此中期財務資料包括 貴公司於二零一四年九月三十日之簡明綜合財務狀況表、截至該日止六個月期間之簡明綜合損益及其他全面收益表、簡明綜合權益變動表及簡明綜合現金流量表，以及主要會計政策概要及其他附註解釋。香港聯合交易所有限公司證券上市規則規定，就中期財務資料編製報告時，須遵守當中所載規定以及香港會計師公會頒佈之香港會計準則第34號「中期財務報告」（「香港會計準則第34號」）。董事負責根據香港會計準則第34號編製及呈列此中期財務資料。吾等之責任為根據吾等之審閱對此中期財務資料作出結論，並根據吾等之協定委聘條款僅向董事會整體報告，並不可作其他目的。吾等並不就本報告之內容對任何其他人士負責或承擔責任。

Independent Review Report

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the HKICPA. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with HKAS 34.

ZHONGHUI ANDA CPA Limited

Certified Public Accountants

Pang Hon Chung

Practising Certificate Number P05988

Hong Kong, 27 November 2014

獨立審閱報告

審閱範圍

吾等根據香港會計師公會頒佈之香港審閱委聘準則第2410號「由實體獨立核數師審閱中期財務資料」進行審閱工作。審閱中期財務資料包括主要向負責財務及會計事宜之人士作出查詢，並運用分析及其他審閱程序。審閱之範圍遠較根據香港核數準則進行之審核為小，故不能確保吾等將發現所有可於審核過程中發現之重大事宜。因此，吾等並不發表審核意見。

結論

根據吾等之審閱，吾等並無發現任何事宜，促使吾等相信中期財務資料在所有重大方面並無根據香港會計準則第34號編製。

中匯安達會計師事務所有限公司

執業會計師

彭漢忠

執業證書號碼P05988

香港，二零一四年十一月二十七日

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income 簡明綜合損益及其他全面收益表

For the six months ended 30 September 2014

截至二零一四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 | |
|---|--------------------------|---|---|
| | | 2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核) | 2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核) |
| | Notes 附註 | | |
| Continuing operations | 持續經營業務 | | |
| Revenue | 收益 | 4 | 93,854 |
| Cost of sales | 銷售成本 | | (67,381) |
| Gross profit | 毛利 | | 26,473 |
| Other income | 其他收入 | 5 | 3,662 |
| Selling and distribution costs | 銷售及分銷成本 | | (2,528) |
| Operating, administrative and other expenses | 經營、行政管理及其他開支 | | (45,604) |
| Loss from operations | 來自經營業務之虧損 | | (17,997) |
| Exchange (loss)/gain | 匯兌(虧損)/收益 | | (587) |
| Settlement sum in respect of a legal proceeding | 法律程序之和解款項 | 18(e) | 8,890 |
| Recovery of receivables previously impaired | 收回先前已減值之應收款項 | | 1,145 |
| Finance costs | 財務費用 | 6 | (3,706) |
| (Loss)/profit before tax | 除稅前(虧損)/溢利 | | (12,255) |
| Income tax | 所得稅 | 7 | 332 |
| (Loss)/profit for the period from continuing operations | 持續經營業務之本期間(虧損)/溢利 | | (11,923) |
| Discontinued operations | 已終止經營業務 | | |
| Profit for the period from discontinued operations | 已終止經營業務之本期間溢利 | | - |
| (Loss)/profit for the period | 本期間(虧損)/溢利 | 8 | (11,923) |
| Other comprehensive income/(loss): | 其他全面收益/(虧損): | | |
| <i>Items that may be reclassified to profit or loss:</i> | <i>可重新分類至損益之項目:</i> | | |
| Exchange differences on translating foreign operations | 換算國外經營業務產生之匯兌差異 | | 88 |
| Exchange differences reclassified to profit or loss on disposal of subsidiaries | 出售附屬公司後重新分類至損益之匯兌差異 | | - |
| Other comprehensive income/(loss) for the period, net of tax | 本期間除稅後其他全面收益/(虧損) | | 88 |
| Total comprehensive loss for the period | 本期間全面虧損總額 | | (11,835) |

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income 簡明綜合損益及其他全面收益表

For the six months ended 30 September 2014

截至二零一四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 | |
|---|------------------------|---|---|
| | | 2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核) | 2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核) |
| | Notes 附註 | | |
| (Loss)/profit for the period attributable to: | 以下人士應佔本期間 (虧損) / 溢利: | | |
| Owners of the Company | 本公司擁有人 | | |
| From continuing operations | 來自持續經營業務 | (11,923) | 1,130 |
| From discontinued operations | 來自已終止經營業務 | - | 7,696 |
| (Loss)/profit attributable to owners of the Company | 本公司擁有人應佔 (虧損) / 溢利 | (11,923) | 8,826 |
| Non-controlling interests | 非控股權益 | | |
| From discontinued operations | 來自已終止經營業務 | - | (1,006) |
| | | (11,923) | 7,820 |
| Total comprehensive loss for the period attributable to: | 以下人士應佔本期間 全面虧損總額: | | |
| Owners of the Company | 本公司擁有人 | (11,835) | (19,491) |
| Non-controlling interests | 非控股權益 | - | (989) |
| Total comprehensive loss | 全面虧損總額 | (11,835) | (20,480) |
| (Loss)/earnings per share (HK cents per share) | 每股 (虧損) / 盈利 (每股港仙) | | |
| <i>Basic (loss)/earnings per share</i> | <i>每股基本 (虧損) / 盈利</i> | | |
| From continuing operations | 來自持續經營業務 | (1.08) | 0.11 |
| From discontinued operations | 來自已終止經營業務 | - | 0.74 |
| From continuing and discontinued operations | 來自持續及已終止經營業務 | (1.08) | 0.85 |
| <i>Diluted (loss)/earnings per share</i> | <i>每股攤薄 (虧損) / 盈利</i> | | |
| From continuing operations | 來自持續經營業務 | (1.08) | 0.11 |
| From discontinued operations | 來自已終止經營業務 | - | 0.73 |
| From continuing and discontinued operations | 來自持續及已終止經營業務 | (1.08) | 0.84 |

Condensed Consolidated Statement of Financial Position

As at 30 September 2014

簡明綜合財務狀況表

於二零一四年九月三十日

| | | | 30 September 2014 二零一四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 March 2014 二零一四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核) |
|--|-------------|-----------------|--|--|
| | Notes 附註 | | | |
| Non-current assets | | 非流動資產 | | |
| Property, plant and equipment | 11 | 物業、機器及設備 | 65,800 | 76,865 |
| Intangible assets | 11 | 無形資產 | 44,325 | 47,168 |
| Goodwill | | 商譽 | 59,050 | 59,050 |
| | | | 169,175 | 183,083 |
| Current assets | | 流動資產 | | |
| Inventories | | 存貨 | 5,019 | 4,814 |
| Trade and other receivables | 12 | 貿易及其他應收款 | 26,678 | 23,207 |
| Bank and cash balances | | 銀行及現金結餘 | 71,826 | 79,144 |
| | | | 103,523 | 107,165 |
| Current liabilities | | 流動負債 | | |
| Trade and other payables | 13 | 貿易及其他應付款 | 12,861 | 20,720 |
| Due to related companies | 14 | 應付關連公司款項 | 17,404 | 22,998 |
| Convertible notes | 15 | 可換股票據 | 1,860 | 2,070 |
| | | | 32,125 | 45,788 |
| Net current assets | | 流動資產淨值 | 71,398 | 61,377 |
| Total assets less current liabilities | | 總資產減流動負債 | 240,573 | 244,460 |
| Non-current liabilities | | 非流動負債 | | |
| Convertible notes | 15 | 可換股票據 | 47,629 | 50,001 |
| Deferred tax liabilities | | 遞延稅項負債 | 5,319 | 5,660 |
| | | | 52,948 | 55,661 |
| NET ASSETS | | 資產淨值 | 187,625 | 188,799 |
| Capital and reserves | | 資本及儲備 | | |
| Share capital | 16 | 股本 | 11,035 | 10,538 |
| Reserves | | 儲備 | 176,590 | 178,261 |
| TOTAL EQUITY | | 總權益 | 187,625 | 188,799 |

Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 September 2014

簡明綜合權益變動表

截至二零一四年九月三十日止六個月

Attributable to owners of the Company
本公司擁有人應佔

| | | Share capital | Share premium | Capital reserve | Asset revaluation reserve | Other reserve | Foreign currency translation reserve | Capital redemption reserve | Reserve fund | Accumulated losses | Non-controlling interests | Total | |
|---|------------------|---------------|---------------|-----------------|---------------------------|---------------|--------------------------------------|----------------------------|--------------|--------------------|---------------------------|-------------|-------------|
| | | 股本 | 股份溢價 | 資本儲備 | 儲備 | 其他儲備 | 儲備 | 儲備 | 儲備金 | 累計虧損 | 總計 | 非控股權益 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| | | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| | | (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) |
| | Notes | | | (Note a) | | (Note b) | | | (Note c) | | | | |
| | 附註 | | | (附註a) | | (附註b) | | | (附註c) | | | | |
| At 1 April 2013 (Audited) | 於二零一三年四月一日 (經審核) | 10,453 | 831,170 | 3,310 | 22,673 | (555) | 27,845 | 1,190 | 135 | (726,771) | 169,450 | 1,108 | 170,558 |
| Total comprehensive loss for the period | 本期間全面虧損總額 | - | - | - | - | - | (28,317) | - | - | 8,826 | (19,491) | (989) | (20,480) |
| Issue of convertible notes | 發行可換股票據 | - | - | 55,565 | - | - | - | - | - | - | 55,565 | - | 55,565 |
| Redemption of convertible notes | 贖回可換股票據 | - | - | (2,127) | - | - | - | - | - | 2,127 | - | - | - |
| Issue of ordinary shares upon exercise of share options | 購股權獲行使時發行普通股 | 10 | 219 | (99) | - | - | - | - | - | - | 130 | - | 130 |
| Disposal of subsidiaries | 出售附屬公司 | - | - | - | (22,673) | 555 | - | - | (135) | 22,253 | - | (119) | (119) |
| At 30 September 2013 | 於二零一三年九月三十日 | 10,463 | 831,389 | 56,649 | - | - | (472) | 1,190 | - | (693,565) | 205,654 | - | 205,654 |
| At 1 April 2014 (Audited) | 於二零一四年四月一日 (經審核) | 10,538 | 833,620 | 57,809 | - | - | (208) | 1,190 | - | (714,150) | 188,799 | - | 188,799 |
| Total comprehensive loss for the period | 本期間全面虧損總額 | - | - | - | - | - | 88 | - | - | (11,923) | (11,835) | - | (11,835) |
| Equity-settled share-based payments | 以權益支付之股份基礎給付 | - | - | 4,784 | - | - | - | - | - | - | 4,784 | - | 4,784 |
| Issue of shares upon conversion of convertible notes | 轉換可換股票據時發行股份 | 16(a) | 466 | 10,504 | (5,637) | - | - | - | - | - | 5,333 | - | 5,333 |
| Issue of ordinary shares upon exercise of share options | 購股權獲行使時發行普通股 | 16(b) | 31 | 1,021 | (423) | - | - | - | - | - | 629 | - | 629 |
| Lapse of share options | 購股權失效 | | - | (85) | - | - | - | - | - | - | (85) | - | (85) |
| At 30 September 2014 | 於二零一四年九月三十日 | 11,035 | 845,145 | 56,448 | - | - | (120) | 1,190 | - | (726,073) | 187,625 | - | 187,625 |

Notes:

附註:

- (a) The capital reserve comprises (i) the fair value of the number of unexercised share options granted to employees of the Company and (ii) the equity component of the convertible note issued by the Company which is the difference between the gross proceeds or fair value of the issue of the convertible notes and the fair value assigned to the liability component, representing the conversion option for the holder to convert the notes into equity.
- (a) 資本儲備包括(i)授予本公司僱員之未行使購股權數目之公平值；及(ii)本公司所發行可換股票據之權益部分（即發行可換股票據之所得款項總額或公平值與分配至負債部分（指持有人將票據轉換為權益之轉換權）之公平值間之差額）。
- (b) Other reserve represents the difference between the consideration and the book value of the identifiable assets, liabilities and contingent liabilities attributable to the additional interest acquired in subsidiaries.
- (b) 其他儲備指於附屬公司收購之額外權益之代價與該等權益應佔可識別資產、負債及或然負債賬面值間之差額。
- (c) Pursuant to the relevant laws and regulations in the People's Republic of China (the "PRC"), certain subsidiaries established in the PRC are required to set aside a portion of their profit after income tax. The reserve fund is restricted as to its use.
- (c) 根據中華人民共和國（「中國」）之有關法律及法規，若干於中國成立之附屬公司須將部分所得稅後溢利轉撥至儲備金，而儲備金之用途亦受到限制。

Condensed Consolidated Statement of Cash Flows

For the six months ended 30 September 2014

簡明綜合現金流量表

截至二零一四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 | |
|--|----------------------------------|---|---|
| | | 2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核) | 2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核) |
| NET CASH GENERATED FROM/(USED IN) OPERATING ACTIVITIES | 經營業務產生／(耗用)之現金淨額 | 4,213 | (19,537) |
| CASH FLOWS FROM INVESTING ACTIVITIES | 投資活動所得現金流量 | | |
| Net cash inflow in respect of the disposal of subsidiaries | 出售附屬公司之現金流入淨額 | — | 134,568 |
| Acquisition of a subsidiary | 收購一間附屬公司 | — | 937 |
| Purchase of property, plant and equipment | 購置物業、機器及設備 | (1,149) | (552) |
| Other investing cash flows | 其他投資現金流量 | (141) | 788 |
| NET CASH (USED IN)/GENERATED FROM INVESTING ACTIVITIES | 投資活動(耗用)／產生之現金淨額 | (1,290) | 135,741 |
| CASH FLOWS FROM FINANCING ACTIVITIES | 融資活動所得現金流量 | | |
| Repayment of convertible notes | 償還可換股票據 | — | (20,600) |
| Repayment to related companies | 償還關連公司款項 | (11,184) | — |
| Other financing cash flows | 其他融資現金流量 | 629 | 51 |
| NET CASH USED IN FINANCING ACTIVITIES | 融資活動耗用之現金淨額 | (10,555) | (20,549) |
| NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS | 現金及現金等值項目(減少)／增加淨額 | (7,632) | 95,655 |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD | 於期初之現金及現金等值項目 | 79,144 | 28,754 |
| EFFECT OF FOREIGN EXCHANGE RATE CHANGES | 外匯匯率變動之影響 | 314 | (766) |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD, REPRESENTED BY BANK AND CASH BALANCES | 於期末之現金及現金等值項目，以下列項目代表 銀行及現金結餘 | 71,826 | 123,643 |

Notes to the Condensed Financial Statements

For the six months ended 30 September 2014

1. GENERAL INFORMATION

C Y Foundation Group Limited (the “Company”) was incorporated in Bermuda as an exempted company with limited liability under the Bermuda Companies Act. In the opinion of the directors of the Company (“the Directors”), the Company’s single largest shareholder is Dato POH Po Lian (the “Single Largest Shareholder”). The addresses of the registered office and principal place of business of the Company are Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and Unit 3503B-5, 35/F., 148 Electric Road, North Point, Hong Kong, respectively. The shares of the Company are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The principal activities of the Group are manufacturing of packaging products for luxury goods in China and the provision of services on management of electronic gaming equipment in Macau. In prior period, the Group was also engaged in property investment and digital entertainment business and these operations ceased after 30 September 2013.

2. BASIS OF PREPARATION

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

The Interim Financial Statements do not include all the information and disclosures required in a full set of financial statements, and should be read in conjunction with the Group’s annual consolidated financial statements for the year ended 31 March 2014 (“2014 Annual Report”).

簡明財務報表附註

截至二零一四年九月三十日止六個月

1. 一般資料

中青基業集團有限公司(「本公司」)為根據百慕達公司法於百慕達註冊成立之獲豁免有限公司。本公司董事(「董事」)認為本公司之單一最大股東為傅寶聯拿督(「單一最大股東」)。本公司註冊辦事處及主要營業地點之地址分別為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda及香港北角電氣道148號35樓3503B-5室。本公司股份於香港聯合交易所有限公司(「聯交所」)上市。

本集團之主要業務為於中國製造奢侈品包裝產品以及於澳門提供管理電子博彩設備服務。於過往期間，本集團之業務亦包括物業投資及數碼娛樂業務，此等業務於二零一三年九月三十日後已終止經營。

2. 編製基準

簡明綜合中期財務報表(「中期財務報表」)根據由香港會計師公會頒佈之香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)及聯交所證券上市規則附錄16之適用披露規定編製。

中期財務報表並不包括完整財務報表所規定之所有資料及披露事項，應與本集團截至二零一四年三月三十一日止年度之年度綜合財務報表(「二零一四年年報」)一併閱讀。

Notes to the Condensed Financial Statements

For the six months ended 30 September 2014

2. BASIS OF PREPARATION (Continued)

The preparation of the Interim Financial Statements in conformity with HKAS 34 requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year-to-date basis. Actual results may differ from these estimates.

The accounting policies adopted in the preparation of the Interim Financial Statements are consistent with those followed in the preparation of 2014 Annual Report.

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current period, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 April 2014. HKFRSs comprise Hong Kong Financial Reporting Standards ("HKFRS"); Hong Kong Accounting Standards ("HKAS"); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's financial statements and amounts reported for the current period and prior years.

The Group has not applied the new and revised HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new and revised HKFRSs but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

簡明財務報表附註

截至二零一四年九月三十日止六個月

2. 編製基準 (續)

遵照香港會計準則第34號編製中期財務報表需要管理層作出影響政策應用及資產、負債、收入與開支於年內至今之申報數額之判斷、估計及假設。實際結果或有別於該等估計。

於編製中期財務報表時所採納之會計政策與編製二零一四年年報時所依循者一致。

3. 採納新訂及經修訂之香港財務報告準則

於本期間內，本集團已採納由香港會計師公會頒佈與其業務有關，並自二零一四年四月一日開始之會計年度生效之所有新訂及經修訂香港財務報告準則。香港財務報告準則包括香港財務報告準則、香港會計準則及詮釋。採納該等新訂及經修訂香港財務報告準則並無導致本集團之會計政策、本集團財務報表之呈列方式以及於本期間及過往年度所申報之金額出現任何重大變動。

本集團並未應用已頒佈但未生效之新訂及經修訂香港財務報告準則。本集團已開始評估該等新訂及經修訂香港財務報告準則之影響，但未能指出該等新訂及經修訂香港財務報告準則會否對本集團之經營業績及財務狀況產生重大影響。

Notes to the Condensed Financial Statements

For the six months ended 30 September 2014

4. SEGMENT INFORMATION

For management purpose, the Group's operating segments and their principal activities for the period ended 30 September 2014 are as follows:

Continuing operations:

- | | | |
|-----------------------------|---|--|
| Packaging products business | – | Manufacture of packaging products for luxury goods in China. |
| Electronic gaming business | – | Provision of services on management of electronic gaming equipment in Macau. |

Discontinued operations:

- | | | |
|--------------------------------|---|--|
| Property investment | – | Generation of rental income. |
| Digital entertainment business | – | Provision of internet cafe licenses, online game tournament services and online entertainment platforms. |

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

簡明財務報表附註

截至二零一四年九月三十日止六個月

4. 分部資料

就管理而言，本集團於截至二零一四年九月三十日止期間之營運分部及其主要業務如下：

持續經營業務：

- | | | |
|--------|---|------------------|
| 包裝產品業務 | – | 於中國製造奢侈品包裝產品。 |
| 電子博彩業務 | – | 於澳門提供管理電子博彩設備服務。 |

已終止經營業務：

- | | | |
|--------|---|-----------------------|
| 物業投資 | – | 產生租金收入。 |
| 數碼娛樂業務 | – | 提供網吧牌照、網絡遊戲服務及網絡娛樂平台。 |

本集團之可呈報分部乃提供不同產品及服務之策略業務單位，並因各項業務要求不同技術及市場推廣策略而單獨管理。

Notes to the Condensed Financial Statements

For the six months ended 30 September 2014

4. SEGMENT INFORMATION (Continued)

Information regarding the above segments is reported below.

(a) Segment revenue, results and assets

The following is an analysis of the Group's revenue, results and assets by reportable segment:

簡明財務報表附註

截至二零一四年九月三十日止六個月

4. 分部資料 (續)

有關上述分部之資料呈報如下。

(a) 分部收益、業績及資產

下表為本集團按可呈報分部劃分之收益、業績及資產分析：

| | | Continuing operations 持續經營業務 | | | Discontinued operations 已終止經營業務 | | | Group 本集團 |
|--|-----------------------|---|--|---|--|--|---|--------------|
| | | Packaging products business 包裝產品 業務 HK\$'000 千港元 (Unaudited) (未經審核) | Electronic gaming business 電子博彩 業務 HK\$'000 千港元 (Unaudited) (未經審核) | Total 總計 HK\$'000 千港元 (Unaudited) (未經審核) | Property investment 物業投資 HK\$'000 千港元 (Unaudited) (未經審核) | Digital entertainment business 數碼娛樂 業務 HK\$'000 千港元 (Unaudited) (未經審核) | Total 總計 HK\$'000 千港元 (Unaudited) (未經審核) | |
| Six months ended 30 September 2014: | 截至二零一四年九月三十日 止六個月: | | | | | | | |
| Revenue from external customers | 來自外部客戶之收益 | 29,774 | 64,080 | 93,854 | - | - | - | 93,854 |
| Segment results | 分部業績 | 3,944 | (4,747) | (803) | - | - | - | (803) |
| At 30 September 2014: | 於二零一四年九月三十日: | | | | | | | |
| Segment assets | 分部資產 | 18,206 | 172,358 | 190,564 | - | - | - | 190,564 |
| Six months ended 30 September 2013: | 截至二零一三年九月三十日 止六個月: | | | | | | | |
| Revenue from external customers | 來自外部客戶之收益 | 28,179 | 298 | 28,477 | 5,794 | 667 | 6,461 | 34,938 |
| Segment results | 分部業績 | 1,404 | (653) | 751 | 2,630 | (1,871) | 759 | 1,510 |
| At 30 September 2013: | 於二零一三年九月三十日: | | | | | | | |
| Segment assets | 分部資產 | 17,242 | 147,165 | 164,407 | - | - | - | 164,407 |

There are no intersegment revenue between the reportable segments for both six months ended 30 September 2013 and 2014.

截至二零一三年及二零一四年九月三十日止六個月，可呈報分部間並無分部間收益。

Notes to the Condensed Financial Statements

For the six months ended 30 September 2014

4. SEGMENT INFORMATION (Continued)

(b) Reconciliation of reportable segment profit or loss

簡明財務報表附註

截至二零一四年九月三十日止六個月

4. 分部資料 (續)

(b) 可呈報分部損益對賬

| | | Six months ended 30 September 截至九月三十日止六個月 | |
|--|---------------------|---|---|
| | | 2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核) | 2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核) |
| Reconciliation of reportable segment profit or loss for the period: | 本期間可呈報分部損益對賬： | | |
| Total (loss)/profit of reportable segments | 可呈報分部（虧損）／溢利總額 | (803) | 1,510 |
| Other unallocated and corporate profit or loss | 其他未分配及企業損益 | (11,120) | 6,310 |
| Elimination of discontinued operations | 對銷已終止經營業務 | — | (6,690) |
| Consolidated (loss)/profit for the period from continuing operations | 持續經營業務之本期間綜合（虧損）／溢利 | (11,923) | 1,130 |

5. OTHER INCOME

5. 其他收入

| | | Six months ended 30 September 截至九月三十日止六個月 | |
|---|---------------|---|---|
| | | 2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核) | 2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核) |
| Interest income | 利息收入 | 5 | 145 |
| Management fee income (note 17) | 管理費收入（附註17） | 2,353 | 221 |
| Rental income | 租金收入 | 326 | 19 |
| Gain on disposal of property, plant and equipment | 出售物業、機器及設備之收益 | 383 | 122 |
| Subcontracting income | 分包收入 | 96 | — |
| Sundry income | 雜項收入 | 499 | 256 |
| | | 3,662 | 763 |

Notes to the Condensed Financial Statements

For the six months ended 30 September 2014

6. FINANCE COSTS

簡明財務報表附註

截至二零一四年九月三十日止六個月

6. 財務費用

| | | Six months ended 30 September 截至九月三十日止六個月 | |
|---|--|---|---|
| | | 2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核) | 2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核) |
| Interests expenses on borrowings wholly repayable within five years: – Imputed interests on convertible notes (Note 15) | 須於五年內全數償還之 借貸之利息開支： – 可換股票據之名義利息 (附註15) | 3,706 | 1,170 |

7. INCOME TAX

7. 所得稅

| | | Six months ended 30 September 截至九月三十日止六個月 | |
|---|--------------|---|---|
| | | 2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核) | 2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核) |
| Current tax – PRC Enterprise Income Tax | 本期稅項－中國企業所得稅 | 9 | 263 |
| Deferred tax | 遞延稅項 | (341) | (42) |
| | | (332) | 221 |
| Representing: | 代表： | | |
| Continuing operations | 持續經營業務 | (332) | 215 |
| Discontinued operations | 已終止經營業務 | – | 6 |
| | | (332) | 221 |

No provision for Hong Kong profits tax is required since the Group has sufficient tax losses brought forward to set off against assessable profit for the six months ended 30 September 2014 and had no assessable profit for the six months ended 30 September 2013. Tax arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions. Macau Complementary Tax is calculated at a progressive rate from 9% to 12% on the estimated assessable profit for both periods. No provision for Macau Complementary Tax is required as the Company's subsidiary in Macau incurred tax losses for both periods. Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of subsidiaries of the Company in the PRC is 25% for both periods.

由於本集團於截至二零一四年九月三十日止六個月有足夠承前稅務虧損抵銷應課稅溢利，而截至二零一三年九月三十日止六個月並無應課稅溢利，故無須作出香港利得稅撥備。於其他司法權區產生之稅項乃按相關司法權區之現行稅率計算。澳門所得補充稅按該兩個期間之估計應課稅溢利以累進稅率9%至12%計算。由於本公司位於澳門之附屬公司於該兩個期間均產生稅項虧損，故無須計提澳門所得補充稅撥備。根據中國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，本公司位於中國之附屬公司之稅率於該兩個期間均為25%。

Notes to the Condensed Financial Statements

For the six months ended 30 September 2014

簡明財務報表附註

截至二零一四年九月三十日止六個月

8. (LOSS)/PROFIT FOR THE PERIOD

The Group's (loss)/profit for the period is stated after charging/
(crediting):-

8. 本期間（虧損）／溢利

本集團本期間（虧損）／溢利已扣除／（抵免）下列各項：

| | | Six months ended 30 September 截至九月三十日止六個月 | |
|--|-----------------------|---|---|
| | | 2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核) | 2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核) |
| Continuing operations: | 持續經營業務： | | |
| <i>After charging:</i> | <i>經扣除：</i> | | |
| Cost of inventories sold | 出售存貨成本 | 19,715 | 21,167 |
| Depreciation of property, plant and equipment and amortisation of intangible assets | 物業、機器及設備折舊及 無形資產攤銷 | 10,979 | 1,308 |
| Operating lease rentals in respect of land and buildings | 土地及樓宇之經營租賃租金 | 990 | 647 |
| Directors' remuneration | 董事酬金 | 3,067 | 4,242 |
| Staff costs (including Directors' remuneration): | 員工成本（包括董事酬金）： | | |
| Salaries, allowances and other benefits in kind | 薪金、津貼及其他實物福利 | 17,998 | 9,765 |
| Equity-settled share-based payment | 以權益支付之股份基礎給付 | 4,699 | — |
| Pension scheme contributions | 退休金計劃供款 | 775 | 618 |
| Total staff costs | 員工成本總額 | 23,472 | 10,383 |
| <i>And after crediting:</i> | <i>並經抵免：</i> | | |
| Gain on disposal of property, plant and equipment | 出售物業、機器及設備之收益 | (383) | (122) |
| Interest income | 利息收入 | (5) | (141) |
| Recovery of receivables previously impaired | 收回先前已減值之應收款項 | (1,145) | (13,201) |

Notes to the Condensed Financial Statements

For the six months ended 30 September 2014

簡明財務報表附註

截至二零一四年九月三十日止六個月

8. (LOSS)/PROFIT FOR THE PERIOD (Continued)

8. 本期間(虧損)/溢利(續)

| | | Six months ended 30 September 截至九月三十日止六個月 | |
|--|---|---|---|
| | | 2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核) | 2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核) |
| Discontinued operations: | 已終止經營業務： | | |
| <i>After charging:</i> | <i>經扣除：</i> | | |
| Depreciation of property, plant and equipment and amortisation of intangible assets | 物業、機器及設備折舊及無形資產攤銷 | - | 112 |
| Operating lease rentals in respect of land and buildings | 土地及樓宇之經營租賃租金 | - | 674 |
| Staff costs | 員工成本 | | |
| Salaries, allowances and other benefits in kind | 薪金、津貼及其他實物福利 | - | 2,862 |
| Pension scheme contributions | 退休金計劃供款 | - | 195 |
| Total staff costs | 員工成本總額 | - | 3,057 |
| <i>And after crediting:</i> | <i>並經抵免：</i> | | |
| Interest income | 利息收入 | - | (4) |
| Rental income on investment properties less direct operating expenses of HK\$Nil (Six months ended 30 September 2013: HK\$699,000) | 投資物業之租金收入減直接經營開支零港元(截至二零一三年九月三十日止六個月：699,000港元) | - | (5,095) |

Notes to the Condensed Financial Statements

For the six months ended 30 September 2014

9. (LOSS)/EARNINGS PER SHARE

(a) From continuing and discontinued operations

Basic (loss)/earnings per share

The calculation of basic loss (Six months ended 30 September 2013: earnings) per share attributable to owners of the Company is based on the loss for the period attributable to owners of the Company of approximately HK\$11,923,000 (Six months ended 30 September 2013: profit of approximately HK\$8,826,000) and the weighted average number of 1,099,152,904 (Six months ended 30 September 2013: 1,045,415,838) ordinary shares in issue during the period.

Diluted (loss)/earnings per share

The diluted loss per share is the same as the basic loss per share for the six months ended 30 September 2014 as the exercise of the Company's outstanding convertible notes and share options would be anti-dilutive.

The calculation of diluted earnings per share attributable to owners of the Company for the six months ended 30 September 2013 was based on the profit for that period attributable to owners of the Company of approximately HK\$8,826,000 and the weighted average number of 1,048,952,086 ordinary shares, being the weighted average number of 1,045,415,838 ordinary shares in issue during that period used in the basic earnings per share calculation plus the weighted average number of 3,536,248 ordinary shares assumed to have been issued at no consideration on the deemed exercise of the share options outstanding during that period.

簡明財務報表附註

截至二零一四年九月三十日止六個月

9. 每股(虧損)/盈利

(a) 來自持續及已終止經營業務

每股基本(虧損)/盈利

本公司擁有人應佔每股基本虧損(截至二零一三年九月三十日止六個月: 盈利)根據本公司擁有人應佔本期間虧損約11,923,000港元(截至二零一三年九月三十日止六個月: 溢利約8,826,000港元), 以及本期間已發行普通股之加權平均數1,099,152,904股(截至二零一三年九月三十日止六個月: 1,045,415,838股)計算。

每股攤薄(虧損)/盈利

於截至二零一四年九月三十日止六個月, 由於行使本公司之未行使可換股票據及購股權具反攤薄影響, 故每股攤薄虧損與每股基本虧損相同。

於截至二零一三年九月三十日止六個月, 本公司擁有人應佔每股攤薄盈利根據本公司擁有人應佔該期間溢利約8,826,000港元, 以及普通股加權平均數1,048,952,086股(即計算每股基本盈利所用之該期間已發行普通股加權平均數1,045,415,838股, 加假設視作於該期間行使尚未行使之購股權而無償發行之普通股加權平均數3,536,248股)計算。

Notes to the Condensed Financial Statements

For the six months ended 30 September 2014

9. (LOSS)/EARNINGS PER SHARE (Continued)**(b) From continuing operations****Basic (loss)/earnings per share**

The calculation of basic loss (Six months ended 30 September 2013: earnings) per share from continuing operations attributable to owners of the Company is based on the loss for the period from continuing operations attributable to owners of the Company of approximately HK\$11,923,000 (Six months ended 30 September 2013: profit of approximately HK\$1,130,000) and the denominator used is the same as that detailed in 9(a) above for basic loss (Six months ended 30 September 2013: earnings) per share.

Diluted (loss)/earnings per share

The diluted loss per share is the same as the basic loss per share for the six months ended 30 September 2014 as the exercise of the Company's outstanding convertible notes and share options would be anti-dilutive.

The calculation of diluted earnings per share from continuing operations attributable to owners of the Company for the six months ended 30 September 2013 was based on the profit for that period from continuing operations attributable to owners of the Company of approximately HK\$1,130,000 and the denominator used was the same as that detailed in 9(a) above for diluted earnings per share.

(c) From discontinued operation

Basic earnings per share from the discontinued operations was HK0.74 cents per share and diluted earnings per share from the discontinued operations was HK0.73 cents per share for the period ended 30 September 2013, based on the profit for that period from discontinued operations attributable to the owners of the Company of approximately HK\$7,696,000 and the denominators used were the same as those detailed in 9(a) above for both basic and diluted earnings per share for the six months ended 30 September 2013.

簡明財務報表附註

截至二零一四年九月三十日止六個月

9. 每股(虧損)/盈利(續)**(b) 來自持續經營業務****每股基本(虧損)/盈利**

本公司擁有人應佔來自持續經營業務之每股基本虧損(截至二零一三年九月三十日止六個月: 盈利)根據本公司擁有人應佔來自持續經營業務之本期間虧損約11,923,000港元(截至二零一三年九月三十日止六個月: 溢利約1,130,000港元)計算, 而所用基數與上文9(a)所詳述計算每股基本虧損(截至二零一三年九月三十日止六個月: 盈利)所用者相同。

每股攤薄(虧損)/盈利

於截至二零一四年九月三十日止六個月, 由於行使本公司之未行使可換股票據及購股權具反攤薄影響, 故每股攤薄虧損與每股基本虧損相同。

於截至二零一三年九月三十日止六個月, 本公司擁有人應佔來自持續經營業務之每股攤薄盈利根據本公司擁有人應佔來自持續經營業務之該期間溢利約1,130,000港元計算, 而所用基數與上文9(a)所詳述計算每股攤薄盈利所用者相同。

(c) 來自已終止經營業務

於截至二零一三年九月三十日止六個月, 來自已終止經營業務之每股基本盈利為每股0.74港仙, 而來自已終止經營業務之每股攤薄盈利為每股0.73港仙, 乃根據本公司擁有人應佔來自已終止經營業務之該期間溢利約7,696,000港元計算, 而所用基數與上文9(a)所詳述計算截至二零一三年九月三十日止六個月之每股基本及攤薄盈利所用者相同。

Notes to the Condensed Financial Statements

For the six months ended 30 September 2014

10. DIVIDENDS

The Directors do not recommend the payment of an interim dividend for the six months ended 30 September 2014 (Six months ended 30 September 2013: HK\$Nil).

11. PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

簡明財務報表附註

截至二零一四年九月三十日止六個月

10. 股息

董事不建議就截至二零一四年九月三十日止六個月派付中期股息（截至二零一三年九月三十日止六個月：零港元）。

11. 物業、機器及設備以及無形資產

| | | Property, plant and equipment 物業、機器及 設備 HK\$'000 千港元 (Unaudited) (未經審核) | Intangible assets 無形資產 HK\$'000 千港元 (Unaudited) (未經審核) |
|---|--------------------------|--|--|
| Carrying amounts at 1 April 2014 (Audited) | 於二零一四年四月一日之 賬面金額（經審核） | 76,865 | 47,168 |
| Exchange realignment | 匯兌調整 | (226) | — |
| Additions | 添置 | 1,149 | — |
| Depreciation/amortisation | 折舊／攤銷 | (8,136) | (2,843) |
| Disposals | 出售 | (3,852) | — |
| Carrying amounts at 30 September 2014 | 於二零一四年九月三十日之 賬面金額 | 65,800 | 44,325 |

Notes to the Condensed Financial Statements

For the six months ended 30 September 2014

12. TRADE AND OTHER RECEIVABLES

簡明財務報表附註

截至二零一四年九月三十日止六個月

12. 貿易及其他應收款

| | | | 30 September 2014 二零一四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 March 2014 二零一四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核) |
|---|--------------------|-------------|--|--|
| | | Notes 附註 | | |
| Trade receivables | 貿易應收款 | | 13,843 | 7,635 |
| Less: Impairment losses | 減：減值虧損 | | (404) | (3,220) |
| | | | 13,439 | 4,415 |
| Other receivables | 其他應收款 | | 7,867 | 17,086 |
| Receivables from settlement of a legal proceeding | 法律程序和解之應收款項 | 18(e) | 4,448 | — |
| Less: Impairment losses | 減：減值虧損 | | (3,000) | (3,000) |
| | | | 9,315 | 14,086 |
| Deposits and prepayments | 按金及預付款 | | 13,225 | 14,007 |
| Deposits paid for game software development and licenses | 遊戲軟件開發及牌照之 已付按金 | | 30,000 | 30,000 |
| | | | 43,225 | 44,007 |
| Less: Impairment losses | 減：減值虧損 | | (39,301) | (39,301) |
| | | | 3,924 | 4,706 |
| | | | 26,678 | 23,207 |

- (a) The Group grants a credit period normally ranging from 0 to 30 days (for the year ended 31 March 2014: 0 to 30 days) to its trade customers. For those customers who have established good relationships with the Group, the credit period may be extended to 120 days.

- (a) 本集團一般授予其貿易客戶介乎0至30日（截至二零一四年三月三十一日止年度：0至30日）之信貸期。就與本集團建立良好關係之客戶而言，信貸期可延至120日。

Notes to the Condensed Financial Statements

For the six months ended 30 September 2014

12. TRADE AND OTHER RECEIVABLES (Continued)

- (b) At the end of the reporting period, the aging analysis of the trade receivables, based on invoice date, is as follows:

| | | 30 September 2014 二零一四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 March 2014 二零一四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核) |
|----------------|----------|--|--|
| Within 60 days | 60日內 | 11,748 | 2,717 |
| 61 – 90 days | 61至90日 | 405 | 150 |
| 91 – 180 days | 91至180日 | 3 | 215 |
| 181 – 365 days | 181至365日 | 1,283 | 1,333 |
| | | 13,439 | 4,415 |

13. TRADE AND OTHER PAYABLES

- Trade payables 貿易應付款
Accrued expenses and other payables 應計費用及其他應付款

簡明財務報表附註

截至二零一四年九月三十日止六個月

12. 貿易及其他應收款 (續)

- (b) 於報告期末，根據發票日期對貿易應收款作出之賬齡分析如下：

13. 貿易及其他應付款

| | | 30 September 2014 二零一四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 March 2014 二零一四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核) |
|-------------------------------------|------------|--|--|
| Trade payables | 貿易應付款 | 3,116 | 1,984 |
| Accrued expenses and other payables | 應計費用及其他應付款 | 9,745 | 18,736 |
| | | 12,861 | 20,720 |

Notes to the Condensed Financial Statements

For the six months ended 30 September 2014

13. TRADE AND OTHER PAYABLES (Continued)

At the end of the reporting period, the aging analysis of the trade payables is as follows:

| | |
|----------------|----------|
| Within 60 days | 60日內 |
| 61 – 90 days | 61至90日 |
| 91 – 180 days | 91至180日 |
| 181 – 365 days | 181至365日 |
| Over 365 days | 365日以上 |

簡明財務報表附註

截至二零一四年九月三十日止六個月

13. 貿易及其他應付款 (續)

於報告期末，貿易應付款之賬齡分析如下：

| 30 September 2014 二零一四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 March 2014 二零一四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核) |
|--|--|
| 2,335 | 1,501 |
| 259 | 64 |
| 134 | 37 |
| 388 | – |
| – | 382 |
| 3,116 | 1,984 |

14. DUE TO RELATED COMPANIES

The balances with related companies are unsecured, interest-free and have no fixed repayment terms. These related companies are ultimately controlled by the Single Largest Shareholder.

15. CONVERTIBLE NOTES

The convertible notes with the nominal value of HK\$69 million (the “Weike Notes”) were issued to Weike (G) Management Pte Ltd, a company wholly owned by the Single Largest Shareholder, as the full consideration for acquisition of 100% interest in CY Management Limited (formerly known as Weike (G) Management Macau Limited) on 16 September 2013.

14. 應付關連公司款項

與關連公司之結餘為無抵押、免息及無固定還款期。此等關連公司均由單一最大股東最終控制。

15. 可換股票據

本公司已向Weike (G) Management Pte Ltd (單一最大股東全資擁有之公司)發行面值69,000,000港元之可換股票據(「Weike票據」)，作為於二零一三年九月十六日收購中青管理有限公司(前稱威科(G)管理澳門有限公司)100%權益之全數代價。

Notes to the Condensed Financial Statements

For the six months ended 30 September 2014

15. CONVERTIBLE NOTES (Continued)

The Weike Notes are convertible to ordinary shares of the Company at any time between the date of issue of the Weike Notes and 16 September 2016 (the "Maturity Date"). The Weike Notes will be convertible to 460,000,000 ordinary shares of HK\$0.01 each per HK\$0.15 Weike Note.

If the Weike Notes have not been converted, they will be redeemed at par on the Maturity Date. Interest of 3 per cent per annum will be paid semi-annually up until the Maturity Date.

The movements of the liability component of the Group's convertible notes during the six months ended 30 September 2014 are as follows:

| | | HK\$'000 千港元 (Unaudited) (未經審核) |
|--|-------------------------|--|
| Liability component at 31 March 2014 (Audited) | 於二零一四年三月三十一日之負債部分 (經審核) | 52,071 |
| Interest charged for the period | 本期間扣除之利息 | 3,706 |
| Interest transferred to accrued charges | 轉撥至應計支出之利息 | (955) |
| Issue of shares upon conversion of convertible notes | 轉換可換股票據時發行股份 | (5,333) |
| Liability component at 30 September 2014 | 於二零一四年九月三十日之負債部分 | 49,489 |
| Interest payable within one year classified as current liabilities | 須於一年內支付之利息 (分類為流動負債) | (1,860) |
| Non-current portion | 非流動部分 | 47,629 |

The interest charged on the Weike Notes for the period is calculated by applying the effective interest rate of 15.3% per annum to its liability component.

簡明財務報表附註

截至二零一四年九月三十日止六個月

15. 可換股票據 (續)

Weike票據可於Weike票據發行日期至二零一六年九月十六日(「到期日」)期間隨時轉換為本公司普通股。Weike票據可按每份Weike票據0.15港元轉換為460,000,000股每股面值0.01港元之普通股。

倘Weike票據未獲轉換，則會於到期日按面值贖回。Weike票據將每半年按年利率3厘獲發利息，直至到期日為止。

於截至二零一四年九月三十日止六個月，本集團可換股票據之負債部分變動如下：

本期間就Weike票據扣除之利息乃透過對其負債部分應用15.3%之實際年利率計算。

Notes to the Condensed Financial Statements

For the six months ended 30 September 2014

簡明財務報表附註

截至二零一四年九月三十日止六個月

16. SHARE CAPITAL

16. 股本

| | | No. of shares 股份數目 '000 千股 (Unaudited) (未經審核) | Amount 金額 HK\$'000 千港元 (Unaudited) (未經審核) |
|---|--|--|--|
| | Notes 附註 | | |
| <i>Authorised:</i> | 法定： | | |
| Ordinary shares of HK\$0.01 (31 March 2014: HK\$0.01) each | 每股面值0.01港元(二零一四年 三月三十一日：0.01港元) 之普通股 | | |
| At 31 March 2014 and 30 September 2014 | 於二零一四年三月三十一日 及二零一四年九月三十日 | 30,000,000 | 300,000 |
| <i>Issued and fully paid:</i> | 已發行及繳足： | | |
| Ordinary shares of HK\$0.01 (31 March 2014: HK\$0.01) each | 每股面值0.01港元(二零一四年 三月三十一日： 0.01港元)之普通股 | | |
| At 1 April 2014 | 於二零一四年四月一日 | 1,053,757 | 10,538 |
| Issue of shares upon conversion of convertible notes | 可換股票據獲轉換時 發行股份 | (a) 46,666 | 466 |
| Exercise of share options granted | 已授出購股權獲行使 | (b) 3,100 | 31 |
| At 30 September 2014 | 於二零一四年九月三十日 | 1,103,523 | 11,035 |

Note:

- (a) During the period, convertible notes of HK\$7,000,000 were converted into 46,666,666 ordinary shares of HK\$0.01 each per HK\$0.15 loan note, resulting in approximately HK\$466,000 and HK\$10,504,000 were recorded in share capital and share premium respectively.
- (b) During the period, the subscription rights attaching to 2,300,000 and 800,000 share options were exercised at the subscription price of HK\$0.1292 and HK\$0.415 per share respectively, resulting in the issue of 3,100,000 additional ordinary shares of HK\$0.01 each for a total cash consideration, before expenses, of approximately HK\$629,000, out of which HK\$31,000 and HK\$1,021,000 were recorded in share capital and share premium respectively.

附註：

- (a) 期內，7,000,000港元之可換股票據按每份貸款票據0.15港元獲轉換為46,666,666股每股面值0.01港元之普通股，導致約466,000港元及10,504,000港元分別於股本及股份溢價內入賬。
- (b) 期內，2,300,000份及800,000份購股權所附之認購權分別按每股0.1292港元及0.415港元之認購價獲行使，導致額外發行3,100,000股每股面值0.01港元之普通股，扣除開支前之總現金代價約為629,000港元，其中31,000港元及1,021,000港元分別於股本及股份溢價內入賬。

Notes to the Condensed Financial Statements

For the six months ended 30 September 2014

17. RELATED PARTY TRANSACTIONS

In addition to those related party transactions and balances disclosed elsewhere in the Interim Financial Statements, the Group had the following transactions with its related parties during the period:

簡明財務報表附註

截至二零一四年九月三十日止六個月

17. 關連人士交易

除中期財務報表其他部分披露之關連人士交易及結餘外，本集團於期內與其關連人士進行下列交易：

| | | Six months ended 30 September 截至九月三十日止六個月 | |
|---|---|---|---|
| | | 2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核) | 2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核) |
| Notes 附註 | | | |
| Management fee received from Weike (G) Management Pte Ltd ("Weike Pte") | 收取Weike (G) Management Pte Ltd (「Weike Pte」)之管理費 | (i) 2,353 | 221 |
| Technical support service fee received from Weike Gaming Technology (S) Pte Ltd. ("Weike Gaming") | 收取Weike Gaming Technology (S) Pte Ltd. (「Weike Gaming」)之技術支援服務費 | (i) 261 | — |
| Spare parts purchased from Weike Gaming | 向Weike Gaming購買零件 | (ii) 90 | — |

Notes:

- (i) The management fee and technical support service fee were charged at predetermined amounts agreed between the parties involved.
- (ii) The terms of the purchases are negotiated at normal commercial terms.
- (iii) Weike Pte and Weike Gaming are companies ultimately controlled by the Single Largest Shareholder.

附註：

- (i) 管理費及技術支援服務費乃按所涉各方事先協定之金額收取。
- (ii) 購買條款乃按正常商務條款商定。
- (iii) Weike Pte及Weike Gaming為受單一最大股東最終控制之公司。

Notes to the Condensed Financial Statements

For the six months ended 30 September 2014

18. LITIGATIONS**(a) The Company against Mr. Cheng Chee Tock Theodore (“Mr. Cheng”), Ms. Leonora Yung (“Ms. Yung”) and others**

In connection with the payment in the sum of HK\$9,306,500 (the “Payment”) made to Ms. Yung, the spouse of Mr. Cheng (being a former Director) and a former employee of the Company, purportedly for legal fees and expenses incurred by Mr. Cheng and Ms. Yung in relation to (i) the ICAC Investigation, details of which were disclosed in the announcements of the Company dated 13 September 2010, 7 October 2010, 7 March 2011 and 6 October 2011; and (ii) petition under section 168A of the old Hong Kong Companies Ordinance (alternative remedy to winding up in cases of unfair prejudice) details of which were disclosed in the announcements of the Company dated 21 April 2010, 24 January 2011, 27 January 2011, 27 April 2012 and 11 May 2012. In relation to the Payment, on 14 April 2011, the Company, as plaintiff, has issued an originating summons in the Court of First Instance at the High Court of Hong Kong (the “High Court”) against Mr. Cheng, Ms. Yung, Mr. Ng Pui Lung (being a former Director), Mr. Wang Shanchuan (being a former Director) and Mr. Ho Chi Chung (“Mr. Joseph Ho”, being a former Director and the former acting chief executive officer of the Group).

Pursuant to the Court order dated 18 March 2013, the proceedings are stayed until the determination of Mr. Cheng’s appeal against his conviction in District Court DCCC No. 476 of 2011 to the Court of Appeal. On 14 March 2014, the Court of Appeal handed down a judgment dismissing applications by Mr. Cheng and Mr. Philip Yu for leave to appeal against their conviction.

簡明財務報表附註

截至二零一四年九月三十日止六個月

18. 訴訟**(a) 本公司訴成之德先生(「成先生」)、榮智豐女士(「榮女士」)及其他人士**

有關向榮女士(成先生(前董事)配偶及本公司前僱員)支付合共9,306,500港元之款項(「付款」),據稱為成先生及榮女士有關以下各項之法律費用及支出:(i)廉署調查,詳情於本公司日期為二零一零年九月十三日、二零一零年十月七日、二零一一年三月七日及二零一一年十月六日之公佈披露;及(ii)舊香港公司條例第168A條下之呈請(在不公平損害之情況下清盤之替代補救),詳情於本公司日期為二零一零年四月二十一日、二零一一年一月二十四日、二零一一年一月二十七日、二零一二年四月二十七日及二零一二年五月十一日之公佈披露。本公司作為原告人於二零一一年四月十四日就付款於香港高等法院(「高等法院」)原訟庭對成先生、榮女士、吳貝龍先生(前董事)、王山川先生(前董事)及何志中先生(「何先生」,前董事及本集團前代首席執行官)發出原訴傳票。

根據法庭於二零一三年三月十八日作出之命令,法律程序會被擱置,直至成先生就區域法院之定罪(區域法院刑事案件編號:2011年第476號)向上訴法庭提出之上訴有裁定為止。於二零一四年三月十四日,上訴法庭頒佈判決,駁回成先生及余國超先生就彼等之定罪提出上訴之申請。

Notes to the Condensed Financial Statements

For the six months ended 30 September 2014

18. LITIGATIONS (Continued)

(a) The Company against Mr. Cheng Chee Tock Theodore (“Mr. Cheng”), Ms. Leonora Yung (“Ms. Yung”) and others (Continued)

By a notice of motion filed on 14 April 2014, Mr. Cheng sought leave to make an application out of time for a certificate under section 32(2) of the Hong Kong Court of Final Appeal Ordinance. On 12 June 2014, the Court of Appeal refused Mr. Cheng’s application. Upon a further application by Mr. Cheng to the Appeal Committee of the Court of Final Appeal, leave to appeal was granted on 4 August 2014. The Company was advised that no further step can be taken until the disposal of Mr. Cheng’s appeal.

(b) The Company and Highsharp Investments Limited (“Highsharp”), as plaintiffs

On 5 May 2011, the Company and Highsharp, a former wholly-owned subsidiary of the Company, as plaintiffs, issued a writ of summons in the High Court against, among others, Mr. Cheng, Ms. Yung, the personal representatives of Mr. Kok Teng Nam (deceased), Mr. Philip Yu and Agustus Investments Limited.

Pursuant to the Court order dated 18 March 2013, the proceedings are stayed until the determination of Mr. Cheng’s appeal against his conviction in District Court DCCC No. 476 of 2011 to the Court of Appeal. On 14 March 2014, the Court of Appeal handed down a judgment dismissing applications by Mr. Cheng and Mr. Philip Yu for leave to appeal against their conviction.

By a notice of motion filed on 14 April 2014, Mr. Cheng sought leave to make an application out of time for a certificate under section 32(2) of the Hong Kong Court of Final Appeal Ordinance. On 12 June 2014, the Court of Appeal refused Mr. Cheng’s application. Upon a further application by Mr. Cheng to the Appeal Committee of the Court of Final Appeal, leave to appeal was granted on 4 August 2014. The Company was advised that no further step can be taken until the disposal of Mr. Cheng’s appeal.

簡明財務報表附註

截至二零一四年九月三十日止六個月

18. 訴訟 (續)

(a) 本公司訴成之德先生(「成先生」)、榮智豐女士(「榮女士」)及其他人士 (續)

根據於二零一四年四月十四日遞交存檔之動議通知書，成先生尋求就香港終審法院條例第32(2)條下之證明提出逾期申請之許可。於二零一四年六月十二日，上訴法庭拒絕成先生之申請。於成先生向終審法院上訴委員會提出進一步申請後，上訴許可已於二零一四年八月四日獲批。本公司獲告知，在成先生之上訴獲處理前並無可採取之進一步行動。

(b) 本公司與高銳投資有限公司(「高銳」)(作為原告人)

於二零一一年五月五日，本公司及其前全資附屬公司高銳作為原告人在高等法院對(其中包括)成先生、榮女士、已故之藍國定先生之遺產代理人、余國超先生及Agustus Investments Limited發出傳訊令狀。

根據法庭於二零一三年三月十八日作出之命令，法律程序會被擱置，直至成先生就區域法院之定罪(區域法院刑事案件編號：2011年第476號)向上訴法庭提出之上訴有裁定為止。於二零一四年三月十四日，上訴法庭頒佈判決，駁回成先生及余國超先生就彼等之定罪提出上訴之申請。

根據於二零一四年四月十四日遞交存檔之動議通知書，成先生尋求就香港終審法院條例第32(2)條下之證明提出逾期申請之許可。於二零一四年六月十二日，上訴法庭拒絕成先生之申請。於成先生向終審法院上訴委員會提出進一步申請後，上訴許可已於二零一四年八月四日獲批。本公司獲告知，在成先生之上訴獲處理前並無可採取之進一步行動。

Notes to the Condensed Financial Statements

For the six months ended 30 September 2014

18. LITIGATIONS *(Continued)***(c) The Company and Ace Precise International Limited (“Ace Precise”), as plaintiffs**

On 6 May 2011, the Company and Ace Precise, a wholly-owned subsidiary of the Company, as plaintiffs, issued a writ of summons in the High Court against Best Max Holdings Limited (“Best Max”), Mr. Lo Chun Cheong (being the sole director and registered shareholder of Best Max) (“Mr. Lo”), Mr. Cheng, Mr. Joseph Ho and Mr. Yeung Tak Hung Arthur (“Mr. Arthur Yeung”, being the former chief operating officer of the Group (collectively referred to as the “Defendants”)).

The hearing of Mr. Lo's striking out summons was heard on 7 February 2012. The judgment in respect of Mr. Lo's application to strike out his statement of claim was handed down on 3 June 2013. According to the said judgment, it is ordered that the claim against Mr. Lo for restitution of the HK\$12 million convertible bond be struck out. The Company will continue instituting the claims against the Defendants. The pleadings stage had been completed and the stage of discovery was in progress.

(d) Subsidiaries of the Company against Mr. Cheng

On 11 June 2011, the Company, together with certain of its former wholly-owned subsidiaries, namely CYC Investments Limited, Sincere Land Holdings Limited, Hainan Treasure Way Enterprises Limited, Hainan Jiaying Internet Technology Company Limited, Suzhou C Y Foundation Entertainment and Investment Management Limited, CYC Investment Consultancy (Wuxi) Limited and Longpin Investment Consultancy (Shanghai) Company Limited, as plaintiffs (the “Plaintiffs”), issued an originating summons in the High Court to claim against Mr. Cheng.

The first joint mediation session was held on 24 May 2013 and was concluded after both the Plaintiffs and Mr. Cheng failed to reach any settlement. A case management conference was held on 12 March 2014.

簡明財務報表附註

截至二零一四年九月三十日止六個月

18. 訴訟 (續)**(c) 本公司與 Ace Precise International Limited (“Ace Precise”) (作為原告人)**

於二零一一年五月六日，本公司及其全資附屬公司 Ace Precise 作為原告人在高等法院對 Best Max Holdings Limited (「Best Max」)、羅俊昶先生 (Best Max 之唯一董事及登記股東) (「羅先生」)、成先生、何先生及楊德雄先生 (「楊先生」，本集團前首席營運官) (統稱「被告人」) 發出傳訊令狀。

有關羅先生剔除傳票之聆訊已於二零一二年二月七日進行。有關羅先生申請剔除其訴狀之判決已於二零一三年六月三日頒佈。上述判決頒令剔除就復還 12,000,000 港元之可換股債券對羅先生提出之申索。本公司將繼續對被告人提出申索。作訴階段已完結，現已進入透露文件之階段。

(d) 本公司附屬公司訴成先生

於二零一一年六月十一日，本公司連同其若干先前之全資附屬公司 (即中青投資有限公司、確信集團有限公司、海南寶瀛實業有限公司、海南佳瀛網絡科技有限公司、蘇州中青基業娛樂投資管理有限公司、中青投資諮詢 (無錫) 有限公司及龍品投資諮詢 (上海) 有限公司) 作為原告人 (「原告人」) 在高等法院發出原訴傳票，對成先生提出索償。

首次雙方調解會議已於二零一三年五月二十四日舉行，惟原告人與成先生未能就解決紛爭而達成共識，故調解已於其後結束。案件管理會議已於二零一四年三月十二日舉行。

Notes to the Condensed Financial Statements

For the six months ended 30 September 2014

18. LITIGATIONS (Continued)

(d) Subsidiaries of the Company against Mr. Cheng (Continued)

Witness statements and expert report(s) had been exchanged between the Plaintiffs and Mr. Cheng. A case management conference was held in September 2014 and the matter was adjourned to June 2015 for another case management conference.

(e) The Company against former management and employees

On 3 June 2011, the Company, as plaintiff, issued a writ of summons in the High Court against, among others, Mr. Cheng, Ms. Yung, Mr. Joseph Ho, Mr. Arthur Yeung, Ms. Kwok Pui Hung (being a former director of human resources of the Group), Mr. Tsang Heung Yip (being a former financial controller of the Group) and other six former employees (collectively referred to as the "Defendants").

The trial started on 27 May 2014 but after 6 days' hearing, the action was adjourned on 4 June 2014 to be heard on 21 July 2014. Settlements between the Company and all 12 Defendants were reached and recorded in several consent orders whereby the Company would receive a total settlement sum of HK\$8.89 million inclusive of agreed legal costs (the "Settlement Sum"). Among the Settlement Sum, HK\$4.44 million had been timely paid by the relevant Defendants upto 30 September 2014. The remaining sum of HK\$4.45 million will be paid by the various Defendants to the Company by 1 February 2015.

Post event notes: A further sum of HK\$1.05 million, being part of the Settlement Sum was received during October 2014.

簡明財務報表附註

截至二零一四年九月三十日止六個月

18. 訴訟 (續)

(d) 本公司附屬公司訴成先生 (續)

原告人與成先生已交換證人陳述書及專家報告。案件管理會議已於二零一四年九月舉行，有關事項已押後至二零一五年六月進行另一次案件管理會議。

(e) 本公司訴前管理層及僱員

於二零一一年六月三日，本公司作為原告人在高等法院對（其中包括）成先生、榮女士、何先生、楊先生、郭蓓紅女士（本集團前人力資源主管）、曾向業先生（本集團前財務總監）及其他六名前僱員（統稱「被告人」）發出傳訊令狀。

審訊於二零一四年五月二十七日展開，惟經過六日聆訊後，訴訟於二零一四年六月四日押後至二零一四年七月二十一日進行聆訊。本公司與全部12名被告人已達成和解，並記錄於多份在同意下作出之命令，據此，本公司將收取一筆為數8,890,000港元之總和解款項（包括協定訟費）（「和解款項」）。在和解款項中，4,440,000港元已由相關被告人於截至二零一四年九月三十日適時支付。其餘4,450,000港元將由不同被告人於二零一五年二月一日或之前向本公司支付。

事後註釋：本公司於二零一四年十月收訖另一筆為數1,050,000港元之款項，作為一部分和解款項。

Notes to the Condensed Financial Statements

For the six months ended 30 September 2014

18. LITIGATIONS *(Continued)***(f) A subsidiary of the Company against Ms. Yung**

Ms. Yung and Kingbox (Asia) Limited ("Kingbox") (an indirect wholly-owned subsidiary of the Company) purportedly entered into a supplemental agreement dated 4 January 2010 (the "Supplemental Agreement") which provides that Kingbox would pay to Ms. Yung upon her termination of employment a remunerative payment which equaled her annual salary income multiplied by two years (the total amount should not exceed 28 months' salary). Ms. Yung had made a claim against Kingbox for arrears of wages and the remunerative payment under the Supplemental Agreement after her resignation. On 17 August 2011, Kingbox, as plaintiff, commenced a legal proceeding in the High Court against Ms. Yung, as defendant, in respect of the Supplemental Agreement.

Both Kingbox and Ms. Yung agreed for mediation. The first joint mediation session was held on 30 April 2012 but ended on 7 May 2012, as Kingbox and Ms. Yung were not able to reach an agreement to settle the dispute.

Pre-trial review was held on 16 April 2014 and the trial was scheduled to be held from 23 July 2014 to 30 July 2014.

The parties, prior to the trial dates, came to a settlement of this action, such that Kingbox's costs of this action up to 26 May 2014 will be paid by Ms. Yung, to be taxed if not agreed. The Company commenced taxation by filing a bill of costs on 24 September 2014.

簡明財務報表附註

截至二零一四年九月三十日止六個月

18. 訴訟 (續)**(f) 本公司一間附屬公司訴榮女士**

據稱，榮女士與金盒（亞洲）有限公司（「金盒」，本公司間接全資附屬公司）於二零一零年一月四日訂立補充協議（「補充協議」），當中規定金盒將於榮女士之聘用合約終止後向其支付相當於其年薪收入乘以兩年之報酬款項（總額不得超過28個月之薪金）。榮女士於辭任後根據補充協議向金盒索償遭拖欠之薪金及報酬款項。於二零一一年八月十七日，金盒（作為原告人）在高等法院就補充協議對榮女士（作為被告人）提起法律程序。

金盒及榮女士均同意調解。首次雙方調解會議已於二零一二年四月三十日舉行，但已於二零一二年五月七日結束，因為金盒與榮女士未能就解決紛爭而達成共識。

審訊前覆核已於二零一四年四月十六日進行，而審訊定於二零一四年七月二十三日至二零一四年七月三十日進行。

於審訊日期前，雙方已就此訴訟達成和解，因此，榮女士將會支付金盒截至二零一四年五月二十六日就此訴訟產生之訟費（如雙方未能議定，則有待評定）。本公司已於二零一四年九月二十四日透過填報訟費單開始評定訟費。

Notes to the Condensed Financial Statements

For the six months ended 30 September 2014

18. LITIGATIONS (Continued)

(g) A subsidiary of the Company against Lucky Belt Holdings Limited (“Lucky Belt”), Mr. Shek Hiu Hung (“Mr. Shek”), BG Global Gaming Limited (“BG Global”), Winning Beauty Investments Limited (“Winning Beauty”) and Mr. Leung Ching Yuen Ronald (“Mr. Leung”)

On 11 May 2012, Lucky Zone Holdings Limited (“Lucky Zone”), a subsidiary of the Company issued three writs of summons in the High Court, respectively against Lucky Belt, Mr. Shek, BG Global, Winning Beauty and Mr. Leung (collectively referred to as the “Defendants”) in respect of the convertible notes and deposit paid for software development and license agreement (Bingo) relating to sums of USD3.0 million and USD2.5 million for the convertible notes (the “CB Cases”); and HK\$15 million for the deposit (the “Deposit Case”) respectively, together with the related interests, costs and further and/or other relief.

A decision was handed down at the hearing held on 29 May 2013. It was mentioned in the said decision that the defendants of the CB Cases have to pay Lucky Zone all the sums of convertible notes plus interest up to 11 May 2012.

For one of the CB Case, on 22 July 2013, Lucky Zone and Mr. Leung entered into a Deed of Settlement in relation to the settlement of the award made under the said decision. Pursuant to the Deed of Settlement, Mr. Leung shall pay US\$2,000,000 to Lucky Zone for the settlement of the respective judgment sum (equivalent to approximately US\$2,614,270) plus legal fee of HK\$100,000. Up to the end of the reporting period, the Company has received around HK\$12.1 million and has HK\$3.5 million receivable from Mr. Leung, and such amounts were included in other income of the consolidated profit or loss and presented as “Recovery of other receivables previously written off/impaired”.

For the other CB case, Bankruptcy Petition was commenced on 6 December 2013 against Mr. Shek. Bankruptcy Order against Mr. Shek had been granted by the Court on 25 June 2014. Proof of debts was filed to the Official Receiver’s Office on 23 July 2014.

簡明財務報表附註

截至二零一四年九月三十日止六個月

18. 訴訟(續)

(g) 本公司一間附屬公司訴Lucky Belt Holdings Limited (「Lucky Belt」)、石曉虹先生(「石先生」)、比高環球遊樂有限公司(「比高環球」)、Winning Beauty Investments Limited (「Winning Beauty」)及梁青遠先生(「梁先生」)

於二零一二年五月十一日，本公司附屬公司Lucky Zone Holdings Limited (「Lucky Zone」)入稟高等法院分別向Lucky Belt、石先生、比高環球、Winning Beauty及梁先生(統稱「被告人」)發出三份傳訊令狀，內容有關可換股票據及就軟件開發及牌照協議(Bingo)支付之按金，當中分別涉及3,000,000美元及2,500,000美元之可換股票據(「可換股票據案件」)；以及15,000,000港元之按金(「按金案件」)，連同相關利息、費用及進一步及／或其他賠償。

判決已於二零一三年五月二十九日舉行之聆訊上頒佈。上述判決指出可換股票據案件之被告人須向Lucky Zone支付直至二零一二年五月十一日產生之所有可換股票據金額另加利息。

至於其中一宗可換股票據案件，於二零一三年七月二十二日，Lucky Zone與梁先生就上述判決所作之判決安排訂立償付契據。根據償付契據，梁先生須向Lucky Zone支付2,000,000美元，以償付判決金額(相等於約2,614,270美元)另加訟費100,000港元。直至報告期末，本公司已收取約12,100,000港元，另有應收梁先生之款項3,500,000港元，有關金額計入綜合損益之其他收入，並列作「收回先前已撇銷／減值之其他應收款」。

至於其他可換股票據案件，針對石先生之破產呈請已於二零一三年十二月六日展開。法院已於二零一四年六月二十五日作出針對石先生之破產令。債權證明已於二零一四年七月二十三日提交破產管理署。

Notes to the Condensed Financial Statements

For the six months ended 30 September 2014

18. LITIGATIONS *(Continued)*

More details of the above litigations were disclosed in the 2010/11, 2011/12, 2012/13 and 2013/14 Annual Reports as well as 2011/12, 2012/13 and 2013/14 Interim Reports of the Company respectively and an announcement dated 8 August 2014, the Company will issue further announcements to update the status of the above outstanding litigations when appropriate.

19. COMMITMENTS**(a) Commitments under operating leases****As lessee**

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which are payable as follows:

| | |
|---|-----------------|
| Within one year | 一年內 |
| In the second to fifth years, inclusive | 第二至第五年內（包括首尾兩年） |

簡明財務報表附註

截至二零一四年九月三十日止六個月

18. 訴訟（續）

上述訴訟之更多詳情分別於本公司二零一零至一一年年度、二零一一至一二年年度、二零一二至一三年年度及二零一三至一四年度之年報、二零一一至一二年年度、二零一二至一三年年度及二零一三至一四年度之中期報告，以及日期為二零一四年八月八日之公佈披露。本公司將於適當時候另行發表公佈，提供上述未判決之訴訟之最新狀況。

19. 承擔**(a) 經營租賃承擔****作為承租人**

於報告期末，根據不可撤銷經營租賃，本集團之未來最低租賃款項承擔須於下列期間支付：

| | | 30 September 2014 二零一四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 March 2014 二零一四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核) |
|---|-----------------|--|--|
| Within one year | 一年內 | 4,894 | 4,504 |
| In the second to fifth years, inclusive | 第二至第五年內（包括首尾兩年） | 3,375 | 4,537 |
| | | 8,269 | 9,041 |

Notes to the Condensed Financial Statements

For the six months ended 30 September 2014

19. COMMITMENTS (Continued)

(a) Commitments under operating leases (Continued)

As lessor

At the end of the reporting period, the Group had total future minimum lease receivables under non-cancellable operating lease with its tenant falling due as follows:

| | |
|---|------------------|
| Within one year | 一年內 |
| In the second to fifth years, inclusive | 第二至第五年內 (包括首尾兩年) |

簡明財務報表附註

截至二零一四年九月三十日止六個月

19. 承擔 (續)

(a) 經營租賃承擔 (續)

作為出租人

於報告期末，根據與租戶訂立之不可撤銷經營租賃，本集團之未來最低應收租賃款項總額於下列期間到期：

| 30 September 2014 二零一四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 March 2014 二零一四年 三月三十一日 HK\$'000 千港元 (Audited) (經審核) |
|--|--|
| Within one year | 一年內 |
| In the second to fifth years, inclusive | 第二至第五年內 (包括首尾兩年) |
| 603 | — |
| 249 | — |
| 852 | — |

(b) Capital commitments

At 30 September 2014, the Group's capital expenditure contracted for but not provided in the consolidated financial statements in respect of acquisition of property, plant and equipment amounted to approximately HK\$1,422,000 (At 31 March 2014: HK\$4,327,000).

(b) 資本承擔

於二零一四年九月三十日，本集團就收購物業、機器及設備已訂約但並無於綜合財務報表內作出撥備之資本開支約為1,422,000港元（於二零一四年三月三十一日：4,327,000港元）。

20. CONTINGENT LIABILITIES

As at 30 September 2014, the Group did not have any significant contingent liabilities (At 31 March 2014: HK\$Nil).

20. 或然負債

於二零一四年九月三十日，本集團並無任何重大或然負債（於二零一四年三月三十一日：零港元）。

21. APPROVAL OF THE INTERIM FINANCIAL STATEMENTS

These Interim Financial Statements were approved and authorised for issue by the board of Directors on 27 November 2014.

21. 批准中期財務報表

中期財務報表已獲董事會於二零一四年十一月二十七日批准及授權刊發。

MANAGEMENT DISCUSSION AND ANALYSIS

Business and Financial Review

For the period from 1 April 2014 to 30 September 2014 ("Interim Period"), the Group marked two important milestones. First, the Group expanded the electronic gaming business. Two new sites started to operate fully and the total number of gaming machines in operation increased by more than double when compared with the corresponding interim period in 2013. Secondly, the Group made its first positive EBITDA from its operational activities since the Company's shares resumed trading on the Stock Exchange on 17 July 2012.

The management believes that the Group is on track to turning around. The Group will continue to look for potential sites in Macau as well as Southeast Asia. The Group's goal is to expand the number of gaming machines in operation to 1,000 by the end of this financial year, and to 3,000 by the end of the financial year ending 31 March 2017. The management expects the electronic gaming business will bring sustainable cash inflow and profit to the Group in the future.

The packaging business of the Group showed operational improvement continuously. Net profit contributed from packaging business improved from approximately HK\$1.4 million to approximately HK\$3.9 million, representing an increase of 179% as compared with the corresponding interim period in 2013. The key reason for the improvement was implementation of semi-automation in some production lines to improve efficiency. The management believes that introduction of semi-automatic machines and other appropriate tools in production lines will help expand the production capacity and lower the manufacturing cost. This is also the key strategy of our packaging business in the future.

During the Interim Period, the electronic gaming business and the packaging business contributed approximately HK\$64.1 million and approximately HK\$29.8 million to the Group's turnover respectively. While the packaging business contributed a profit, the electronic gaming business was at a loss, which was mainly due to the depreciation of multi-terminal machines and amortization of initial investment cost. Both the electronic gaming business and the packaging business contributed positive EBITDA of approximately HK\$5.2 million and approximately HK\$4.5 million respectively to the Group.

管理層討論及分析

業務及財務回顧

於二零一四年四月一日至二零一四年九月三十日期間（「中期期間」），本集團成功豎立兩項重要里程碑。首先，本集團之電子博彩業務有所擴充，兩個新位址全面投入運作，令運作中之博彩機總數較二零一三年相應中期期間大增逾倍。其次，自本公司股份於二零一二年七月十七日在聯交所復牌以來，本集團之經營業務首度錄得正數之除息稅折舊攤銷前盈利。

管理層相信，本集團已步上正軌，將扭虧為盈。本集團將繼續於澳門和東南亞尋找具潛力之位址，目標為於本財政年度結束前將運作中之博彩機數目增至1,000台，並於截至二零一七年三月三十一日止年度結束前再增至3,000台。管理層預期，電子博彩業務日後將為本集團帶來源源不絕之現金流入和溢利。

本集團之包裝業務營運亦不斷改善。包裝業務應佔純利由二零一三年相應中期期間約140萬港元增長179%至約390萬港元，主要因為部分生產線實行半自動化，效率有所提升。管理層相信，為生產線引進半自動化機器及其他適當工具將有助拓展產能，降低製造成本。此舉亦為本集團包裝業務未來之主要策略。

於中期期間內，電子博彩業務與包裝業務分別為本集團貢獻約6,410萬港元及約2,980萬港元營業額。儘管包裝業務帶來溢利，惟電子博彩業務錄得虧損，主要來自多終端機之折舊及初期投資成本之攤銷。電子博彩業務與包裝業務亦分別為本集團貢獻約520萬港元及約450萬港元之正數除息稅折舊攤銷前盈利。

Liquidity, Financial Resources and Foreign Currency Exposure

As at 30 September 2014, the bank and cash balances of the Group amounted to approximately HK\$71.8 million. The Group had total unsecured outstanding borrowings of HK\$66.9 million, comprising amounts due to related companies of approximately HK\$17.4 million and unsecured convertibles notes of approximately HK\$49.5 million. Except the convertible notes of approximately HK\$47.6 million, all remaining outstanding borrowings are payable within one year or had no fixed repayment terms.

The gearing ratio of the outstanding borrowings against the total equity as at 30 September 2014 was 35.7%. As the majority of bank deposits and cash on hand were denominated in Hong Kong Dollar, Renminbi, Macau Pataca and US Dollar, the Group's exchange risk exposure depended on the movement of the exchange rates of the aforesaid currencies.

Material Acquisitions, Disposals and Significant Investment

The Company did not have any material acquisition, disposal or significant investment in subsidiaries and affiliated companies during the Period.

Pledge of Assets

As at 30 September 2014, no assets was pledged by the Group.

Capital Commitments

As at 30 September 2014, the Group's capital expenditure contracted for but not provided in the Interim Financial Statements in respect of acquisition of property, plant and equipment amounted to HK\$1.4 million.

Contingent Liabilities

The Group's contingent liabilities are disclosed in Note 20 to the unaudited condensed consolidated interim financial information.

流動資金、財務資源及外幣風險

於二零一四年九月三十日，本集團之銀行及現金結餘約為7,180萬港元。本集團有無抵押未償還借貸總額約6,690萬港元，當中包括應付關連公司款項約1,740萬港元及無抵押可換股票據約4,950萬港元。除約4,760萬港元之可換股票據外，其餘未償還借貸全部須於一年內償付或無固定還款期。

於二零一四年九月三十日，未償還借貸對總權益之負債比率為35.7%。由於大部分銀行存款及手頭現金以港元、人民幣、澳門元及美元計值，故本集團之外匯風險乃受上述貨幣之匯率變動影響。

重大收購、出售及重大投資

本公司於本期間內並無有關附屬公司及聯屬公司之任何重大收購、出售或重大投資。

資產抵押

於二零一四年九月三十日，本集團並無抵押任何資產。

資本承擔

於二零一四年九月三十日，本集團就收購物業、機器及設備已訂約但並無於中期財務報表內作出撥備之資本開支為140萬港元。

或然負債

本集團之或然負債於未經審核簡明綜合中期財務資料附註20披露。

Employees and Remuneration Policy

The Group employed approximately 428 permanent employees as at 30 September 2014, including approximately 22 employees in Hong Kong, approximately 382 in the PRC and approximately 24 in Macau. The Group continued to review the remuneration packages of employees with reference to the level and composition of pay, general market condition and individual performance. Staff benefits include contribution to Mandatory Provident Fund Scheme and discretionary bonus, share option scheme, medical allowance and hospitalization scheme and housing allowance.

SHARE OPTION SCHEME

On 3 July 2014 (the "Date of Grant"), the Company has granted 50,950,000 share options (the "Options") to certain eligible participants of the Group (the "Grantees") to subscribe for an aggregate of 50,950,000 ordinary shares of HK\$0.01 each in the capital of the Company (the "Shares") under the share option scheme adopted by the Company on 28 September 2012. Save as the 26,350,000 Options granted to the Directors, the remaining Grantees were full-time employees of the Group on the Date of Grant.

These Options will vest in instalments during the period from 3 July 2014 to 2 July 2019. Each Option shall entitle the holder of the Options to subscribe for one Share upon exercise of the Options at an exercise price of HK\$0.415 per Share, which represents the highest of (i) the closing price of HK\$0.415 per Share as stated in the daily quotations sheet issued by the Stock Exchange on 3 July 2014 (a business day), being the Date of Grant; (ii) the average closing price of HK\$0.402 per Share as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) the nominal value of the Share on the Date of Grant.

3,100,000 Options were exercised during the six months ended 30 September 2014.

The relevant announcements had been issued on 3 July 2014, 14 July 2014 and 8 August 2014 respectively (the "Share Options Announcements"). Capitalized terms used herein shall have the same meanings as those defined in the Share Options Announcements unless the context otherwise requires.

僱員及薪酬政策

於二零一四年九月三十日，本集團僱用約428名長期僱員，其中約22名在香港、約382名在中國及約24名在澳門。本集團繼續參考薪酬水平及組合、整體市況及個人表現，以檢討僱員之薪酬。員工福利包括強制性公積金計劃供款、酌情花紅、購股權計劃、醫療津貼、住院計劃以及房屋津貼。

購股權計劃

於二零一四年七月三日（「授出日期」），本公司已根據由本公司於二零一二年九月二十八日採納之購股權計劃，向本集團若干合資格參與者（「承授人」）授出50,950,000份購股權（「購股權」），可認購本公司股本中每股面值0.01港元之普通股（「股份」）合共50,950,000股。於授出日期，除授予董事之26,350,000份購股權外，其餘承授人均為本集團全職僱員。

該等購股權將於二零一四年七月三日至二零一九年七月二日期間分期歸屬。每份購股權將賦予其持有人權利，可於按行使價每股股份0.415港元行使購股權時，認購一股股份。行使價相當於(i)股份於二零一四年七月三日（為一個營業日，亦即授出日期）在聯交所發出之每日報價表所載之收市價每股0.415港元；(ii)股份於緊接授出日期前五個營業日在聯交所發出之每日報價表所載之平均收市價每股0.402港元；及(iii)股份於授出日期之面值（以最高者為準）。

於截至二零一四年九月三十日止六個月內行使之購股權數目為3,100,000份。

相關公佈已分別於二零一四年七月三日、二零一四年七月十四日及二零一四年八月八日發表（「購股權公佈」）。除非文義另有所指，否則本公佈所用專有詞彙與購股權公佈所界定者具相同涵義。

DIRECTORS' INTERESTS IN SECURITIES

As at 30 September 2014, the interests and short positions of the Directors or chief executive of the Company and their associates in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were required (a) to be 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 are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules") to be notified to the Company and the Stock Exchange were as follows:

Long Positions in Shares

| Name 姓名 | Capacity 身份 | Number of shares 股份數目 | Shareholding 持股量 (%) |
|--|---|--------------------------|----------------------------|
| Mr. SNEAH Kar Loon 盛家倫先生 | Beneficial owner 實益擁有人 | 24,620,000 | 2.23 |
| Mr. BALAKRISHNAN Narayanan (resigned on 31 July 2014) ^{Note} BALAKRISHNAN Narayanan先生 (於二零一四年七月三十一日辭任) ^{附註} | Himself and his spouse as beneficial owners 其本人及配偶作為實益擁有人 | 4,110,000 | 0.37 |
| Mr. LAI Hock Meng 賴學明先生 | Beneficial owner 實益擁有人 | 11,900,000 | 1.08 |
| Mr. LIN Zheyang 林哲瑩先生 | Beneficial owner 實益擁有人 | 8,550,000 | 0.77 |
| Mr. YONG Peng Tak 楊平達先生 | Beneficial owner 實益擁有人 | 1,800,000 | 0.16 |
| Mr. IO Rudy Cheok Kei 姚卓基先生 | Beneficial owner 實益擁有人 | 3,600,000 | 0.33 |
| Mr. GOH Hoon Leum 吳坤林先生 | Himself and his spouse as beneficial owners 其本人及配偶作為實益擁有人 | 2,800,000 | 0.25 |

Note: Mr. BALAKRISHNAN Narayanan resigned on 31 July 2014, the figure above shown was as at 31 July 2014 which is his last day of service as a director.

董事證券權益

於二零一四年九月三十日，董事或本公司主要行政人員及彼等之聯繫人士於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有(a)根據證券及期貨條例第XV部第7及第8分部之規定須知會本公司及聯交所之權益及淡倉（包括彼等根據證券及期貨條例之相關條文被認為或視作擁有之權益或淡倉）；(b)根據證券及期貨條例第352條須記錄於該條所述之登記冊之權益及淡倉；或(c)根據聯交所證券上市規則（「上市規則」）所載之上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉如下：

股份之好倉

附註：BALAKRISHNAN Narayanan先生於二零一四年七月三十一日辭任，上文所示數字為二零一四年七月三十一日彼擔任董事之最後一日之數字。

Long Positions in Shares Option of the Company

本公司購股權之好倉

| Name 姓名 | Date of grant 授出日期 | Number of underlying shares 相關股份數目 | Shareholding 持股量 (%) |
|--|-------------------------------|---|----------------------------|
| Mr. SNEAH Kar Loon 盛家倫先生 | 14 January 2013 二零一三年一月十四日 | 0 | 1.57 |
| | 10 January 2014 二零一四年一月十日 | 11,500,000 | |
| | 3 July 2014 二零一四年七月三日 | 5,800,000 | |
| Mr. BALAKRISHNAN Narayanan (resigned on 31 July 2014) ^{Note} BALAKRISHNAN Narayanan先生 (於二零一四年七月三十一日辭任) ^{附註} | 14 January 2013 二零一三年一月十四日 | 0 | 0.00 |
| | 10 January 2014 二零一四年一月十日 | 0 | |
| | 3 July 2014 二零一四年七月三日 | 0 | |
| Mr. LAI Hock Meng 賴學明先生 | 14 January 2013 二零一三年一月十四日 | 0 | 0.91 |
| | 10 January 2014 二零一四年一月十日 | 200,000 | |
| | 3 July 2014 二零一四年七月三日 | 9,800,000 | |
| Mr. LIN Zheyang 林哲瑩先生 | 10 January 2014 二零一四年一月十日 | 1,000,000 | 0.77 |
| | 3 July 2014 二零一四年七月三日 | 7,550,000 | |
| Mr. YONG Peng Tak 楊平達先生 | 14 January 2013 二零一三年一月十四日 | 800,000 | 0.16 |
| | 10 January 2014 二零一四年一月十日 | 200,000 | |
| | 3 July 2014 二零一四年七月三日 | 800,000 | |
| Mr. IO Rudy Cheok Kei 姚卓基先生 | 14 January 2013 二零一三年一月十四日 | 800,000 | 0.16 |
| | 10 January 2014 二零一四年一月十日 | 200,000 | |
| | 3 July 2014 二零一四年七月三日 | 800,000 | |
| Mr. GOH Hoon Leum 吳坤林先生 | 10 January 2014 二零一四年一月十日 | 200,000 | 0.09 |
| | 3 July 2014 二零一四年七月三日 | 800,000 | |

Note: Mr. BALAKRISHNAN Narayanan resigned on 31 July 2014, the figure above shown was as at 31 July 2014 which is his last day of service as a director.

附註：BALAKRISHNAN Narayanan先生於二零一四年七月三十一日辭任，上文所示數字為二零一四年七月三十一日彼擔任董事之最後一日之數字。

Save as disclosed above, as at 30 September 2014, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be 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 are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS

As at 30 September 2014, the persons/companies, other than a Director or chief executive of the Company, who had interests or short positions in the shares and underlying shares in the Company which would fall to be disclosed to the Company pursuant to Section 336 of the SFO and as recorded in the register of the Company were as follows:

Long Positions in Shares or Underlying Shares of the Company

除上文披露者外，於二零一四年九月三十日，並無董事或本公司主要行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有或被視作擁有(a)根據證券及期貨條例第XV部第7及第8分部之規定須知會本公司及聯交所之任何權益或淡倉（包括彼等根據證券及期貨條例之相關條文被認為或視作擁有之權益或淡倉）；或(b)根據證券及期貨條例第352條須記錄於該條所述之登記冊之任何權益或淡倉；或(c)根據標準守則須知會本公司及聯交所之任何權益或淡倉。

主要股東

於二零一四年九月三十日，如本公司之登記冊所記錄，下列人士／公司（董事或本公司主要行政人員除外）擁有根據證券及期貨條例第336條須向本公司披露之本公司股份及相關股份權益或淡倉：

本公司股份或相關股份之好倉

| Name 姓名／名稱 | Capacity 身份 | Number of Shares 股份數目 | Shareholding 持股量 (%) |
|----------------------------------|--|--------------------------|----------------------------|
| Dato POH Po Lian 傅寶聯拿督 | Interest of controlled corporation 受控制法團之權益 | 734,959,745 | 66.60 |
| Weike (G) Management Pte Ltd | Beneficial owner 實益擁有人 | 413,333,333 Note 附註 | 37.46 |
| Luck Continent Limited 瑞洲有限公司 | Beneficial owner 實益擁有人 | 321,626,412 | 29.15 |
| Phua Wei Seng | Interest of controlled corporation 受控制法團之權益 | 174,217,758 | 15.79 |
| Steady Enterprises Limited | Beneficial owner 實益擁有人 | 174,217,758 | 15.79 |

Note:

As at 30 September 2014, Weike (G) Management Pte Ltd is wholly owned by Dato POH Po Lian, these 413,333,333 underlying shares related to the conversion shares which may be issued under the Weike Notes.

附註：

於二零一四年九月三十日，Weike (G) Management Pte Ltd由傅寶聯拿督全資擁有，該413,333,333股相關股份與根據Weike票據可予發行之轉換股份有關。

Save as disclosed above, as at 30 September 2014, according to the register of interests required to be kept by the Company under Section 336 of the SFO, the Directors and the chief executive of the Company were not aware of any other person (other than the Directors and the chief executive of the Company) who had, or was deemed to have, interests or short positions in the shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Part XV of the SFO.

SHARE OPTIONS AS INCENTIVES

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants as defined in the Scheme, including without limitation, full time or part time employees of the Group who contribute to the success of the Group's operations. Eligible participants include directors, full-time employees, senior executives and consultants of the Company.

The current Scheme became effective on 28 September 2012 (as amended at a Special General Meeting of the Company held on 8 August 2014) and unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of shares falling to be issued in respect of the unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company as at the date of approval of the Scheme. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of shares options in excess of this limit is subject to shareholders' approval in a general meeting. There is no minimum period for which an option must be held before it can be exercised.

The subscription price will be determined at the absolute discretion of the Directors, provided that it shall not be less than the highest of the closing price of the shares of the Company on the Stock Exchange as shown in the daily quotations sheet of the Stock Exchange on the offer date; the average of the closing prices of the shares as shown in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the offer date and the nominal value of the share on the offer date.

No share options were cancelled or lapsed during the period under review.

除上文披露者外，於二零一四年九月三十日，按照本公司根據證券及期貨條例第336條須存置之權益登記冊所示，董事及本公司主要行政人員並不知悉任何其他人士（董事及本公司主要行政人員除外）於股份或相關股份中，擁有或被視作擁有根據證券及期貨條例第XV部之條文須向本公司及聯交所披露之權益或淡倉。

購股權作為獎勵

本公司設有一項購股權計劃（「計劃」），以向對本集團業務之成功作出貢獻之合資格參與者（定義見計劃，包括（但不限於）本集團全職或兼職僱員）提供獎勵及回報。合資格參與者包括本公司之董事、全職僱員、高級行政人員及顧問。

現行計劃於二零一二年九月二十八日生效（於二零一四年八月八日舉行之本公司股東特別大會上作出修訂），除非另行註銷或修訂，否則將自該日起十年內維持生效。

現時根據計劃可授出之未行使購股權在行使時須予發行之股份最高數目相等於計劃獲批准當日本公司股份之10%。於任何十二個月期間內，根據計劃項下購股權可向每一名合資格參與者發行之股份最高數目不得超過本公司任何時間之已發行股份之1%。進一步授出超過此限額之購股權須經股東於股東大會上批准。購股權並無規定於可以行使前須持有之最短期限。

認購價將由董事絕對酌情釐定，惟認購價不得低於本公司股份於要約日期在聯交所每日報價表上所報於聯交所之收市價、股份於緊接要約日期前五個營業日在聯交所每日報價表上所報之平均收市價及股份於要約日期之面值（以最高者為準）。

於本回顧期間，並無購股權被註銷或失效。

Details of the movement of the share options of the Company under the Scheme for the six months ended 30 September 2014 are set out below:

截至二零一四年九月三十日止六個月，計劃下本公司購股權之變動詳情載列如下：

| Grantees | Date of grant of share options | Expiry date of share options | Exercise price | Share options held as at 31 March 2014 於二零一四年三月三十一日 持有之購股權 | Granted | Exercised | Share options held as at 30 September 2014 於二零一四年九月三十日 持有之購股權 |
|--|--------------------------------|------------------------------|-----------------------|--|-----------|-----------|---|
| 承授人 | 授出購股權日期 | 購股權到期日 | 行使價 (HK\$) (港元) | | 已授出 | 已行使 | |
| | | | | | | | |
| Directors | | | | | | | |
| 董事 | | | | | | | |
| Mr. SNEAH Kar Loon | 14.01.2013 | 13.01.2018 | 0.1292 | 1,500,000 | — | 1,500,000 | — |
| 盛家倫先生 | 10.01.2014 | 09.01.2019 | 0.4700 | 1,500,000 | — | — | 1,500,000 |
| | | 30.11.2019 | 0.4700 | 2,000,000 | — | — | 2,000,000 |
| | | 30.11.2020 | 0.4700 | 2,000,000 | — | — | 2,000,000 |
| | | 30.11.2021 | 0.4700 | 2,000,000 | — | — | 2,000,000 |
| | | 30.11.2022 | 0.4700 | 2,000,000 | — | — | 2,000,000 |
| | | 30.11.2023 | 0.4700 | 2,000,000 | — | — | 2,000,000 |
| | 03.07.2014 | 02.07.2019 | 0.4150 | — | 800,000 | — | 800,000 |
| | | 30.06.2020 | 0.4150 | — | 1,000,000 | — | 1,000,000 |
| | | 30.06.2021 | 0.4150 | — | 1,000,000 | — | 1,000,000 |
| | | 30.06.2022 | 0.4150 | — | 1,000,000 | — | 1,000,000 |
| | | 30.06.2023 | 0.4150 | — | 1,000,000 | — | 1,000,000 |
| | | 30.06.2024 | 0.4150 | — | 1,000,000 | — | 1,000,000 |
| | Subtotal: | | | 13,000,000 | 5,800,000 | 1,500,000 | 17,300,000 |
| | 小計： | | | | | | |
| Mr. BALAKRISHNAN Narayanan | 14.01.2013 | 13.01.2018 | 0.1292 | — | — | — | — |
| (resigned on 31 July 2014) ^{Note} | 10.01.2014 | 09.01.2019 | 0.4700 | — | — | — | — |
| BALAKRISHNAN | 03.07.2014 | 02.07.2019 | 0.4150 | — | 800,000 | 800,000 | — |
| Narayanan先生（於二零一四年七月三十一日辭任） ^{附註} | | | | | | | |
| Subtotal: | | | — | 800,000 | 800,000 | — | — |
| 小計： | | | | | | | |

| Grantees | Date of grant of share options | Expiry date of share options | Exercise price | Share options held as at 31 March 2014 於二零一四年三月三十一日 持有之購股權 | Granted | Exercised | Share options held as at 30 September 2014 於二零一四年九月三十日 持有之購股權 |
|--------------------------------|--------------------------------|------------------------------|-----------------------|--|-----------|-----------|---|
| 承授人 | 授出購股權日期 | 購股權到期日 | 行使價 (HK\$) (港元) | | 已授出 | 已行使 | |
| Mr. LAI Hock Meng 賴學明先生 | 14.01.2013 | 13.01.2018 | 0.1292 | 800,000 | – | 800,000 | – |
| | 10.01.2014 | 09.01.2019 | 0.4700 | 200,000 | – | – | 200,000 |
| | 03.07.2014 | 02.07.2019 | 0.4150 | – | 800,000 | – | 800,000 |
| | | 30.11.2019 | 0.4150 | – | 2,000,000 | – | 2,000,000 |
| | | 30.06.2020 | 0.4150 | – | 1,000,000 | – | 1,000,000 |
| | | 30.11.2020 | 0.4150 | – | 2,000,000 | – | 2,000,000 |
| | | 30.06.2021 | 0.4150 | – | 1,000,000 | – | 1,000,000 |
| | | 30.11.2021 | 0.4150 | – | 2,000,000 | – | 2,000,000 |
| | | 30.06.2022 | 0.4150 | – | 1,000,000 | – | 1,000,000 |
| | Subtotal: 小計： | | | 1,000,000 | 9,800,000 | 800,000 | 10,000,000 |
| Mr. LIN Zheyang 林哲瑩先生 | 10.01.2014 | 09.01.2019 | 0.4700 | 1,000,000 | – | – | 1,000,000 |
| | 03.07.2014 | 02.07.2019 | 0.4150 | – | 800,000 | – | 800,000 |
| | | 30.11.2019 | 0.4150 | – | 1,500,000 | – | 1,500,000 |
| | | 30.06.2020 | 0.4150 | – | 750,000 | – | 750,000 |
| | | 30.11.2020 | 0.4150 | – | 1,500,000 | – | 1,500,000 |
| | | 30.06.2021 | 0.4150 | – | 750,000 | – | 750,000 |
| | | 30.11.2021 | 0.4150 | – | 1,500,000 | – | 1,500,000 |
| | | 30.06.2022 | 0.4150 | – | 750,000 | – | 750,000 |
| | Subtotal: 小計： | | | 1,000,000 | 7,550,000 | – | 8,550,000 |
| Mr. YONG Peng Tak 楊平達先生 | 14.01.2013 | 13.01.2018 | 0.1292 | 800,000 | – | – | 800,000 |
| | 10.01.2014 | 09.01.2019 | 0.4700 | 200,000 | – | – | 200,000 |
| | 03.07.2014 | 02.07.2019 | 0.4150 | – | 800,000 | – | 800,000 |
| | Subtotal: 小計： | | | 1,000,000 | 800,000 | – | 1,800,000 |
| Mr. IO Rudy Cheok Kei 姚卓基先生 | 14.01.2013 | 13.01.2018 | 0.1292 | 800,000 | – | – | 800,000 |
| | 10.01.2014 | 09.01.2019 | 0.4700 | 200,000 | – | – | 200,000 |
| | 03.07.2014 | 02.07.2019 | 0.4150 | – | 800,000 | – | 800,000 |
| | Subtotal: 小計： | | | 1,000,000 | 800,000 | – | 1,800,000 |

| Grantees | Date of grant of share options | Expiry date of share options | Exercise price | Share options held as at 31 March 2014 於二零一四年三月三十一日 持有之購股權 | Granted | Exercised | Share options held as at 30 September 2014 於二零一四年九月三十日 持有之購股權 |
|----------------------------------|--------------------------------|------------------------------|-----------------------|--|------------|-----------|---|
| 承授人 | 授出購股權日期 | 購股權到期日 | 行使價 (HK\$) (港元) | | 已授出 | 已行使 | |
| Mr. GOH Hoon Leum | 10.01.2014 | 09.01.2019 | 0.4700 | 200,000 | – | – | 200,000 |
| 吳坤林先生 | 03.07.2014 | 02.07.2019 | 0.4150 | – | 800,000 | – | 800,000 |
| | Subtotal: | | | 200,000 | 800,000 | – | 1,000,000 |
| | 小計： | | | | | | |
| Sub-total for directors: | | | | 17,200,000 | 26,350,000 | 3,100,000 | 40,450,000 |
| 董事小計： | | | | | | | |
| Others | | | | | | | |
| 其他 | | | | | | | |
| Employees and consultants | 14.01.2013 | 13.01.2018 | 0.1292 | 500,000 | – | – | 500,000 |
| 僱員及顧問 | 10.01.2014 | 09.01.2019 | 0.4700 | 1,150,000 | – | – | 1,150,000 |
| | | 30.11.2019 | 0.4700 | 800,000 | – | – | 800,000 |
| | | 30.11.2020 | 0.4700 | 1,000,000 | – | – | 1,000,000 |
| | | 30.11.2021 | 0.4700 | 1,200,000 | – | – | 1,200,000 |
| | | 30.11.2022 | 0.4700 | 1,400,000 | – | – | 1,400,000 |
| | | 30.11.2023 | 0.4700 | 1,600,000 | – | – | 1,600,000 |
| | 03.07.2014 | 30.11.2019 | 0.4150 | – | 4,500,000 | – | 4,500,000 |
| | | 30.06.2020 | 0.4150 | – | 1,300,000 | – | 1,300,000 |
| | | 30.11.2020 | 0.4150 | – | 5,400,000 | – | 5,400,000 |
| | | 30.06.2021 | 0.4150 | – | 1,580,000 | – | 1,580,000 |
| | | 30.11.2021 | 0.4150 | – | 8,100,000 | – | 8,100,000 |
| | | 30.06.2022 | 0.4150 | – | 2,220,000 | – | 2,220,000 |
| | | 30.06.2023 | 0.4150 | – | 700,000 | – | 700,000 |
| | | 30.06.2024 | 0.4150 | – | 800,000 | – | 800,000 |
| Sub-total for others: | | | | 7,650,000 | 24,600,000 | – | 32,250,000 |
| 其他小計： | | | | | | | |
| Total: | | | | 24,850,000 | 50,950,000 | 3,100,000 | 72,700,000 |
| 總計： | | | | | | | |

Note: Mr. BALAKRISHNAN Narayanan resigned on 31 July 2014, the figure above shown was as at 31 July 2014 which is his last day of service as a director.

附註：BALAKRISHNAN Narayanan先生於二零一四年七月三十一日辭任，上文所示數字為二零一四年七月三十一日彼擔任董事之最後一日之數字。

INTERIM DIVIDEND

The Board of Directors of the Company resolved not to declare the payment of an interim dividend for the six months ended 30 September 2014 (six months ended 30 September 2013: Nil). Accordingly, no closure of register of members of the Company is proposed.

CORPORATE GOVERNANCE

The Company has complied with the code provisions as set out in the Corporate Governance Code and Corporate Governance Report contained in Appendix 14 of the Listing Rules on the Stock Exchange throughout the six months ended 30 September 2014, except for the following deviation:

Code Provision A.4.1

Code Provision A.4.1 provides, inter alia, that non-executive Directors should be appointed for a specific term and subject to re-election.

Non-executive Directors of the Company are not appointed for a specific term. However, they are subject to retirement by rotation and re-election at a general meeting of the Company at least once every three years in accordance with the Company's Bye-laws and the Listing Rules.

Code Provision A.6.7

Code Provision A.6.7 provides, inter alia, independent non-executive directors and other non-executive directors, as equal board members, should attend general meetings and develop a balanced understanding of the views of shareholders.

An independent non-executive Director was unable to attend the annual general meeting and special general meeting of the Company, both held on 8 August 2014 as he had other engagement.

中期股息

本公司董事會議決不就截至二零一四年九月三十日止六個月宣派任何中期股息（截至二零一三年九月三十日止六個月：無）。因此，本公司不建議暫停辦理股份過戶登記。

企業管治

於截至二零一四年九月三十日止六個月內，除以下偏離外，本公司一直遵守載於上市規則附錄14之企業管治守則及企業管治報告之守則條文：

守則條文A.4.1

守則條文A.4.1規定（當中包括）非執行董事應有特定任期，並須接受重新選舉。

本公司之非執行董事並無特定任期。然而，彼等須根據本公司之公司細則及上市規則至少每三年於本公司股東大會上輪值退任一次及接受重選。

守則條文A.6.7

守則條文A.6.7規定（當中包括）獨立非執行董事及其他非執行董事作為與其他董事擁有同等地位的董事會成員，應出席股東大會，對股東的意見有公正的了解。

一名獨立非執行董事因身負其他事務，故未能出席本公司於二零一四年八月八日舉行之股東週年大會及股東特別大會。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules for securities transactions by the Directors. Upon enquiry by the Company, all Directors have confirmed that, for the six months ended 30 September 2014, they have complied with the required standard set out in the Model Code regarding securities transactions by the Directors.

CHANGES IN DIRECTORS' INFORMATION

Changes in directors' information in respect of the period between the publication dates of the 2013/2014 annual report and this report, which are required to be disclosed pursuant to the requirement of Rule 13.51B(1) of the Listing Rules are set out below:

Mr. LAI Hock Meng ("Mr. Lai") has been re-designated from independent non-executive director to executive director with effect from 2 July 2014. Following the resignation of Mr. BALAKRISHNAN Narayanan from executive director and chief executive officer of the Company with effect from 31 July 2014, Mr. Lai took up his role as executive director and chief executive officer of the Company.

REMUNERATION COMMITTEE

The Remuneration Committee is composed of three independent non-executive Directors and chaired by Mr. IO Rudy Cheok Kei. The Remuneration Committee is mainly responsible for reviewing, determining and making recommendations to the Board on the remuneration, compensation and benefits of Directors and senior management. The terms of reference of the Remuneration Committee are available and accessible on the Company's website at <http://www.cyfoundation.com>.

NOMINATION COMMITTEE

The Nomination Committee is composed of three independent non-executive Directors and chaired by Mr. GOH Hoon Leum. The Nomination Committee is mainly responsible for making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors. The terms of reference of the Nomination Committee are available and accessible on the Company's website at <http://www.cyfoundation.com>.

董事進行證券交易的標準守則

本公司已就董事進行之證券交易採納載於上市規則附錄10之標準守則。經本公司作出查詢後，所有董事已確認於截至二零一四年九月三十日止六個月內已遵守標準守則所載有關董事進行證券交易之規定準則。

董事資料變動

有關2013/2014年報刊發日期至本報告刊發日期期間而須根據上市規則第13.51B(1)條規定披露之董事資料變動載列如下：

賴學明先生（「賴先生」）已由獨立非執行董事調任為執行董事，自二零一四年七月二日起生效。於BALAKRISHNAN Narayanan先生自二零一四年七月三十一日起辭任本公司執行董事兼行政總裁後，賴先生擔任本公司之執行董事兼行政總裁職務。

薪酬委員會

薪酬委員會由三名獨立非執行董事組成，並由姚卓基先生出任主席。薪酬委員會主要負責檢討及決定董事及高級管理人員之薪酬、補償及福利，以及就此向董事會提供建議。薪酬委員會之職權範圍已載於本公司之網站：<http://www.cyfoundation.com>。

提名委員會

提名委員會由三名獨立非執行董事組成，並由吳坤林先生出任主席。提名委員會主要負責就董事委任或重新委任以及董事繼任計劃向董事會提供建議。提名委員會之職權範圍已載於本公司之網站：<http://www.cyfoundation.com>。

AUDIT COMMITTEE

The Audit Committee is composed of three independent non-executive Directors and chaired by Mr. ER Kwong Wah. The Audit Committee is mainly responsible for considering and making recommendations to the Board on the appointment of external auditor, oversight of the interim and annual financial statements before submission to the Board and the Group's internal control systems. The terms of reference of the Audit Committee are available and accessible on the Company's website at <http://www.cyfoundation.com>.

REVIEW OF INTERIM RESULTS

The Audit Committee of the Company has reviewed the unaudited condensed consolidated results for the period.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SECURITIES

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

By Order of the Board
SNEAH Kar Loon
Chairman

Hong Kong, 27 November 2014

審核委員會

審核委員會由三名獨立非執行董事組成，並由余光華先生出任主席。審核委員會主要負責考慮外聘核數師之委任，以及就此向董事會提供建議，在向董事會提交前先行審閱中期及全年財務報表，以及檢討本集團之內部監控制度。審核委員會之職權範圍已載於本公司之網站：<http://www.cyfoundation.com>。

審閱中期業績

本公司之審核委員會已審閱本期間之未經審核簡明綜合業績。

購入、出售或贖回本公司證券

於本期間內，本公司及其各附屬公司概無購入、出售或贖回任何本公司上市證券。

承董事會命
主席
盛家倫

香港，二零一四年十一月二十七日

