

INTERIM REPORT 2019

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**CONDENSED
CONSOLIDATED
STATEMENTS**

簡明綜合報表

The board of directors (the “Board” or “Directors”) of Vongroup Limited (the “Company”) wishes to present the unaudited condensed consolidated interim results of the Company and its subsidiaries (the “Group”) for the six months ended 31 October 2019, together with the comparative figures for the corresponding period of the previous year, as follows:

黃河實業有限公司(「本公司»)董事會(「董事會」或「董事»)謹此呈報本公司及其附屬公司(「本集團»)截至二零一九年十月三十一日止六個月之未經審核簡明綜合中期業績及去年同期之比較數字如下：

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 31 October 2019

簡明綜合全面收益表

截至二零一九年十月三十一日止六個月

		Six months ended 31 October (unaudited)		
		截至十月三十一日止六個月(未經審核)		
		2019	2018	
		二零一九年	二零一八年	
		HK\$'000	HK\$'000	
		千港元	千港元	
		Note		
		附註		
Turnover	營業額	4	17,227	20,568
Other revenue and net gains	其他收益及盈利淨值	4	527	545
Staff costs	員工成本		(3,545)	(3,777)
Operating lease rentals	經營租約租金		(311)	(324)
Depreciation and amortisation	折舊及攤銷		(385)	(387)
Operating expenses	經營開支		(5,981)	(8,525)
Administrative expenses	行政開支		(2,179)	(5,120)
Change in fair value of investment properties	投資物業之公平值變動		(2,381)	6,200
Profit from operations	經營溢利	5	2,972	9,180
Finance costs	財務成本	6	(368)	(336)
Profit before taxation	除稅前溢利		2,604	8,844
Income tax	所得稅	7	47	-
Profit for the period	本期間溢利		2,651	8,844
Other comprehensive expense	其他全面開支			
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額		(971)	(2,040)
Total comprehensive income for the period	本期間全面收益總額		1,680	6,804
Profit for the period attributable to:	本期間溢利			
Owners of the Company	本公司擁有人		2,651	8,844
Total comprehensive income for the period attributable to:	下列者應佔本期間全面收益總額：			
Owners of the Company	本公司擁有人		1,680	6,804
Earnings per share	每股盈利			
Basic and diluted	基本及攤薄	9	HK\$0.014 港元	HK\$0.046 港元

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 October 2019

簡明綜合財務狀況表

於二零一九年十月三十一日

		31 October 2019 二零一九年 十月三十一日 (unaudited) (未經審核)	30 April 2019 二零一九年 四月三十日 (audited) (經審核)
	Note 附註	HK\$'000 千港元	HK\$'000 千港元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	12,706	13,092
Investment properties	投資物業	243,928	246,697
Deposits paid for acquisition of property, plant and equipment	就購買物業、廠房及設備支付之按金	364	364
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收入之金融資產	24,139	24,139
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	1,650	1,650
		282,787	285,942
Current assets	流動資產		
Forfeited collateral held for sale	待售被沒收抵押品	795	723
Accounts receivable	應收賬款	46,959	33,641
Loans and advances	貸款及墊款	9,803	9,957
Deposits, prepayments and other receivables	按金、預付賬款及其他應收款項	45,084	45,200
Financial assets at fair value	按公平值計量之金融資產	15,600	8,274
Cash and bank balances	現金及銀行結餘	19,703	34,434
		137,944	132,229
Current liabilities	流動負債		
Accruals and deposits received	應計款項及已收按金	9,039	7,075
Bank borrowings	銀行借貸	25,258	26,295
Tax payables	應付稅項	829	829
		35,126	34,199
Net current assets	流動資產淨值	102,818	98,030
Total assets less current liabilities	總資產減流動負債	385,605	383,972
Non-current liabilities	非流動負債		
Deferred tax liabilities	遞延稅項負債	849	896
NET ASSETS	資產淨值	384,756	383,076
Capital and reserves	股本及儲備		
Share capital	股本	7,688	7,688
Reserves	儲備	377,068	375,388
TOTAL EQUITY	總權益	384,756	383,076

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 31 October 2019

簡明綜合權益變動表

截至二零一九年十月三十一日止六個月

		Unaudited 未經審核							Total	
		Share Capital	Share premium	Property revaluation reserve	Capital redemption reserve	Statutory surplus Reserve	Financial assets at fair value through other comprehensive income reserve 按公平值計入 其他全面收入 之金融資產	Exchange translation reserve	Accumulated losses	
		股本	股份溢價	物業 重估儲備	股本贖回 儲備	法定盈餘 儲備	儲備	匯兌儲備	累計虧損	
		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	
At 1 May 2018 (audited)	於二零一八年五月一日 (經審核)	7,688	611,700	1,231	262	270	-	2,910	(240,374)	383,767
Profit for the period	本期間溢利	-	-	-	-	-	-	-	8,844	8,844
Exchange difference arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	-	(2,040)	-	(2,040)
Total comprehensive income/(expense) for the period	本期間全面收入/(開支)總額	-	-	-	-	-	-	(2,040)	8,844	6,804
At 31 October 2018	於二零一八年十月三十一日	7,688	611,700	1,231	262	270	-	870	(231,530)	390,571

		Unaudited 未經審核							Total	
		Share Capital	Share premium	Property revaluation reserve	Capital redemption reserve	Statutory surplus Reserve	Financial assets at fair value through other comprehensive income reserve 按公平值計入 其他全面收入 之金融資產	Exchange translation reserve	Accumulated losses	
		股本	股份溢價	物業 重估儲備	股本贖回 儲備	法定盈餘 儲備	儲備	匯兌儲備	累計虧損	
		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	
At 1 May 2019 (audited)	於二零一九年五月一日 (經審核)	7,688	611,700	1,231	262	270	(15,074)	1,359	(224,440)	383,076
Profit for the period	本期間溢利	-	-	-	-	-	-	-	2,651	2,651
Exchange difference arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	-	(971)	-	(971)
Total comprehensive income/(expense) for the period	本期間全面收入/(開支)總額	-	-	-	-	-	-	(971)	2,651	1,680
At 31 October 2019	於二零一九年十月三十一日	7,688	611,700	1,231	262	270	(15,074)	388	(221,789)	384,756

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 31 October 2019

簡明綜合現金流量表

截至二零一九年十月三十一日止六個月

		Six months ended 31 October	
		(unaudited)	
		截至十月三十一日止六個月	
		(未經審核)	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
Net cash inflow/(outflow) from operating activities	經營業務產生之現金流入／(流出)淨額	(13,029)	17,055
Net cash inflow from investing activities	投資活動產生之現金流入淨額	503	505
Net cash outflow from financing activities	融資活動產生之現金流出淨額	(1,405)	(1,330)
Net increase/(decrease) in cash and cash equivalents	現金及現金等值項目增加／(減少)淨額	(13,931)	16,230
Cash and cash equivalents at beginning of the period	期初之現金及現金等值項目	34,434	34,626
Effect of foreign exchange rate changes	外匯匯率變動之影響	(800)	(1,152)
Cash and cash equivalents at end of the period	期末之現金及現金等值項目	19,703	49,704

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 31 October 2019

1. BASIS OF PREPARATION

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial statements have been prepared under the historical cost convention, as modified for the revaluation of investment properties and financial assets at fair value through profit or loss, which are measured at fair values, as appropriate.

The accounting policies used in the unaudited condensed consolidated interim financial statements are consistent with those followed in the preparation of the Group’s annual financial statements for the year ended 30 April 2019, except that the Group has adopted, for the first time for the current period’s unaudited condensed consolidated interim financial statements, the following new and revised Hong Kong Financial Reporting Standards (“HKFRSs”), HKASs and Interpretations (hereinafter collectively referred to as the “New HKFRSs”) issued by the HKICPA that are effective for the accounting period commencing on 1 May 2019:

Amendments to HKFRS 9	Prepayment Features with Negative Compensation
HKFRS 16	Leases
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
HK (IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Annual Improvements and 2015-2017 Cycle	Amendments to HKFRS 3, HKFRS 11, HKAS 12 HKAS 23

簡明綜合財務報表附註

截至二零一九年十月三十一日止六個月

1. 編製基準

本未經審核簡明綜合中期財務報表乃按香港會計師公會(「香港會計師公會」)頒佈之香港會計準則(「香港會計準則」)第34號「中期財務報告」及香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十六之適用披露規定而編撰。

2. 主要會計政策概要

本未經審核簡明綜合中期財務報表乃按歷史成本慣例而編製，並已就按公平值計量之投資物業重估及按公平值以損益列賬之財務資產(如適用)作出修訂。

本未經審核簡明綜合中期財務報表所採納之會計政策與編製本集團截至二零一九年四月三十日止年度之年度財務報表所採納者一致，惟本集團就本期間之未經審核簡明綜合中期財務報表首次採納以下由香港會計師公會頒佈之於二零一九年五月一日開始之會計期間生效之新訂及經修訂香港財務報告準則(「香港財務報告準則」、香港會計準則及詮釋(於下文內統稱「新香港財務報告準則」)除外：

香港財務報告準則第9號之修訂	具有負補償之提前還款特性
香港財務報告準則第16號	租賃
香港會計準則第19號之修訂	計劃修正、縮減或清償
香港會計準則第28號之修訂本	於聯營公司及合營企業之長期權益
香港(國際財務報告詮釋委員會)－詮釋第23號	所得稅處理之不確定性
二零一五年至二零一七年期間之年度改進	香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號及香港會計準則第23號之修訂

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Other than as explained below regarding the impact of HKFRS 16 Leases, the above new and revised HKFRSs have no significant financial effect on the unaudited condensed consolidated interim financial statements and there have been no significant changes to the accounting policies applied in the unaudited condensed consolidated interim financial statements.

Impacts and changes in accounting policies of application on HKFRS 16 “Leases” (“HKFRS 16”)

The Group has applied HKFRS 16 for the first time in the current interim period. HKFRS 16 superseded HKAS 17 “Leases” (“HKAS 17”), and the related interpretations.

Key changes in accounting policies resulting from application of HKFRS 16

The Group applied the following accounting policies in accordance with the transition provisions of HKFRS 16.

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception or modification date. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

As a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

2. 主要會計政策概要 (續)

除下文所述有關香港財務報告準則第16號租賃之影響外，上述新訂及經修訂香港財務報告準則並無對本未經審核簡明綜合中期財務報表構成重大財務影響及對本未經審核簡明綜合中期財務報表所應用之會計政策並無產生重大變動。

應用香港財務報告準則第16號「租賃」(「香港財務報告準則第16號」)之影響及會計政策變動

本集團已於本中期期間首次應用香港財務報告準則第16號。香港財務報告準則第16號取代香港會計準則第17號「租賃」(「香港會計準則第17號」)及相關詮釋。

應用香港財務報告準則第16號引致之會計政策主要變動

本集團已根據香港財務報告準則第16號之過渡條文應用以下會計政策。

租賃之定義

倘合約賦予於一段時間內控制可識別資產之使用權以換取代價，則該合約為租賃或包含租賃。

就首次應用當日或之後訂立或修訂之合約而言，本集團根據香港財務報告準則第16號項下的定義，於開始或修訂日期評估合約是否為租賃或包含租賃。有關合約不會被重新評估，除非合約中之條款與條件隨後被改動。

作為承租人

將代價分配至合約組成部分

就包含租賃組成部分以及一項或多項額外租賃或非租賃組成部分之合約而言，本集團根據租賃組成部分之相對獨立價格及非租賃組成部分之合計獨立價格基準將合約代價分配至各項租賃組成部分。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Key changes in accounting policies resulting from application of HKFRS 16 (Continued)

As a lessee (Continued)

Short-term leases

The Group applies the short-term lease recognition exemption to leases of premises that have a lease term of 12 months or less from the date of initial application of HKFRS 16. Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

Right-of-use assets

Except for short-term leases, the Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term is depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets including in property, plant and equipment on the condensed consolidated statement of financial position.

2. 主要會計政策概要 (續)

應用香港財務報告準則第16號「租賃」(「香港財務報告準則第16號」)之影響及會計政策變動 (續)

作為承租人 (續)

短期租賃

本集團將短期租賃確認豁免應用於自初始應用香港財務報告準則第16號日期起租期為12個月或以下之物業租賃。短期租賃之租賃付款按直線基準於租賃期內確認為開支。

使用權資產

除短期租賃外，本集團於租賃開始日期（即相關資產可供使用日期）確認使用權資產。使用權資產按成本計量，減任何累計折舊及減值虧損，並就租賃負債之任何重新計量作出調整。

使用權資產之成本包括：

- 租賃負債之初步計量金額；
- 於開始日期或之前作出之任何租賃付款，減任何已收租賃優惠；
- 本集團產生之任何初步直接成本；及
- 本集團拆卸及移除相關資產、復原相關資產所在場地或復原相關資產至租賃條款及條件所規定之狀況之過程中所產生的估計成本。

倘本集團可合理確定於租期結束時獲得使用權資產項下相關租用資產之擁有權，使用權資產將自開始日期起至可使用年期結束為止計提折舊。否則，使用權資產按直線基準於估計可使用年期與租期之間之較短者計提折舊。

本集團於簡明綜合財務狀況表內呈列使用權資產（包括物業、廠房及設備）。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Key changes in accounting policies resulting from application of HKFRS 16 (Continued)

As a lessee (Continued)

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate;
- amounts expected to be paid under residual value guarantees;
- the exercise price of a purchase option reasonably certain to be exercised by the Group; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

Variable lease payments that reflect changes in market rental rates are initially measured using the market rental rates as at the commencement date. Variable lease payments that do not depend on an index or a rate are not included in the measurement of lease liabilities and right-of-use assets, and are recognised as expense in the period on which the event or condition that triggers the payment occurs.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

2. 主要會計政策概要 (續)

應用香港財務報告準則第16號「租賃」(「香港財務報告準則第16號」)之影響及會計政策變動 (續)

作為承租人 (續)

租賃負債

於租賃開始日期，本集團按當日未付之租賃付款之現值確認及計量租賃負債。在計算租賃付款之現值時，倘租賃中隱含之利率不易確定，則本集團在租賃開始日期使用遞增借款利率。

租賃付款包括：

- 固定付款(包括實質上是固定之付款)減任何應收租賃優惠；
- 取決於一項指數或比率之可變租賃付款；
- 剩餘價值擔保下預期支付之金額；
- 本集團可合理確定將予行使的購買選擇權之行使價；及
- 倘租期反映本集團會行使終止選擇權，則為終止租賃而支付之罰款。

反映市場租金變化之可變租賃付款於開始日期使用市場租金初始計量。並不取決於指數或比率而定之可變租賃付款並不計入租賃負債及使用權資產之計量，而於觸發付款之事件或條件發生期間確認為開支。

於開始日期後，租賃負債乃透過增計利息及租賃付款進行調整。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Key changes in accounting policies resulting from application of HKFRS 16 (Continued)

As a lessee (Continued)

Lease liabilities (Continued)

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

2. 主要會計政策概要 (續)

應用香港財務報告準則第16號「租賃」(「香港財務報告準則第16號」)之影響及會計政策變動 (續)

作為承租人 (續)

租賃負債 (續)

倘出現以下情況，本集團會重新計量租賃負債(並對相關使用權資產作出相應調整)：

- 租期有所變動或行使購買選擇權之評估發生變化，在此情況下，相關租賃負債透過使用重新評估日期之經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因進行市場租金調查後市場租金費率變動而出現變動，在此情況下，相關租賃負債透過使用初始貼現率貼現經修訂租賃付款而重新計量。

租賃修改

倘出現以下情況，本集團將租賃修改作為獨立租賃入賬：

- 修改透過加入使用一項或以上相關資產之權利擴大租賃範圍；及
- 租賃代價增加，增加之金額相當於範圍擴大對應之單獨價格及為反映特定合約之實際情況而對該單獨價格進行之任何適當調整。

倘未作為單獨租賃入賬之租賃修改而言，本集團按透過使用修改生效日期之經修訂貼現率貼現經修訂租賃付款之經修改租賃之租期重新計量租賃負債。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Key changes in accounting policies resulting from application of HKFRS 16 (Continued)

As a lessee (Continued)

Taxation

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

Transition and summary of effects arising from initial application of HKFRS 16

Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK (IFRIC)-Int 4. Determining whether an arrangement contains a lease and not apply this standards to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease. As a lessee The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 May 2019. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

The Group's non-cancellable operating lease commitments as at 30 April 2019, which amounted to HK\$484,000 as disclosed in the Company's annual report for the year ended 30 April 2019, related to either short-term leases or those leases with a remaining lease term ending on or before 30 April 2020. Accordingly, no right-of-use assets and lease liabilities were recognised as at 1 May 2019 in respect of these operating lease arrangements.

2. 主要會計政策概要 (續)

應用香港財務報告準則第16號「租賃」(「香港財務報告準則第16號」)之影響及會計政策變動 (續)

作為承租人 (續)

稅項

就計量本集團確認使用權資產及相關租賃負債之租賃交易之遞延稅項而言，本集團首先釐定稅項扣除是否歸屬於使用權資產或租賃負債。

因首次應用香港財務報告準則第16號而進行的過渡及產生的影響概要

租賃之定義

本集團已選擇採用可行權宜方法，就先前應用香港會計準則第17號及香港(國際財務報告詮釋委員會)-第4號「釐定安排是否包括租賃」而識別為租賃之合約應用香港財務報告準則第16號，而先前並未識別為包括租賃之合約則不應以此準則。因此，本集團並未重新評估於首次應用日期前已存在之合約。

就於二零一九年一月一日或之後訂立或修改之合約而言，本集團於評估合約是否包含租賃時根據香港財務報告準則第16號所載之規定應用租賃的定義。作為承租人，本集團已追溯應用香港財務報告準則第16號，累計影響於首次應用日期(二零一九年五月一日)確認。於首次應用日期之任何差額於期初保留溢利確認且比較資料不予重列。

如本公司截至二零一九年四月三十日止年度之年報所披露，本集團於二零一九年四月三十日之不可撤銷經營租賃承擔為484,000港元，與短期租賃或剩餘租期於二零二零年四月三十日或之前結束之該等租賃有關。因此，就該等經營租賃安排並無於二零一九年五月一日確認使用權資產及租賃負債。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Transition and summary of effects arising from initial application of HKFRS 16 (Continued)

Definition of a lease (Continued)

The Group's leases are related to either short-term leases or those leases with a remaining lease term ending on or before 30 April 2020. Accordingly, no right-of-use assets and lease liabilities were recognised as at 31 October 2019. The Group recognised rental expenses from short-term leases of approximately HK\$311,000 for the six months ended 31 October 2019.

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 those 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.

3. SEGMENT INFORMATION

The Group manages its businesses by divisions, which are organised by business lines (products and services). In a manner consistent with the way in which information is reported internally to the Group's executive directors, being the Group's chief operating decision maker ("CODM") for the purposes of resources allocation and performance assessment, the Group has presented the following six reportable segments. No operating segments have been aggregated to form the following reportable segments.

1. Financial & Management: 金融及管理：	Financial & Management related activities 金融及管理相關活動
2. Securities: 證券：	Securities and related activities 證券及相關活動
3. Property: 物業：	Real property and related activities 房地產及相關活動
4. Technology & Media: 技術及媒體：	Technology & media and related activities 技術及媒體以及相關活動
5. Food & Beverage: 餐飲：	Catering services, other food & beverage businesses and related activities 提供膳食服務、其他餐飲業務及相關活動
6. Corporate treasury management: 企業財務管理：	Management of treasury activities of the Group and related activities 管理本集團之財務活動及相關活動

2. 主要會計政策概要 (續)

因首次應用香港財務報告準則第16號而進行的過渡及產生的影響概要 (續)

租賃之定義 (續)

本集團租賃與短期租賃或剩餘租期於二零二零年四月三十日或之前結束之該等租賃有關。因此，截至二零一九年十月三十一日，並未確認使用權資產及租賃負債。本集團確認截至二零一九年十月三十一日止六個月的短期租賃約311,000港元之租金支出。

本集團並未應用已頒佈但尚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，惟此階段尚未能評定該等新訂及經修訂香港財務報告準則會否對其經營業績及財務狀況構成重大影響。

3. 分類資料

本集團按分部管理其業務，而分部則以業務線(產品及服務)分類。本集團已按以下六項須予申報分類呈列，與向本集團之執行董事，即本集團之主要經營決策者(「主要經營決策者」)作出內部呈報資料之方式一致，以作分配資源及表現評估之用途。概無合併計算經營分類以組成以下可呈報分類。

3. SEGMENT INFORMATION (Continued)

(a) Segment revenue and results

For the purpose of assessing segment performance and allocating resources between segments, the Group's CODM monitors the revenue and results attributable to each reportable segment on the following bases:

Revenue and expenses are allocated to the reportable segments with reference to sales or financing activities generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

Segment revenue and results

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

3. 分類資料 (續)

(a) 分類收益及業績

就評估分類表現及在分類間分配資源而言，本集團之主要經營決策者乃按以下基準監察各項須予申報分類之收益及業績：

收益及開支乃參照該等分類所產生之銷售額或融資活動及該等分類所產生之開支或因該等分類之資產折舊或攤銷而產生之其他開支分配予各須予申報分類。

分類收益及業績

下表按須予申報分類分析本集團之收益及經營業績：

		Segment revenue (unaudited) 分類收益 (未經審核)		Segment profit/(loss) (unaudited) 分類溢利/(虧損) (未經審核)	
		Six months ended 31 October 截至十月三十一日止六個月		Six months ended 31 October 截至十月三十一日止六個月	
		2019 二零一九年	2018 二零一八年	2019 二零一九年	2018 二零一八年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Financial & Management Securities	金融及管理證券	2,878	2,635	2,430	1,207
		(858)	(2,029)	(1,025)	(2,073)
Property	物業	2,479	2,590	(297)	8,421
Technology & Media	技術及媒體	10,298	13,022	6,675	6,044
Food & Beverage	餐飲	2,430	4,350	1,452	3,013
Corporate treasury management	企業財務管理	3,580	3,490	-	-
Segment total	分類總計	20,807	24,058	9,235	16,612
Elimination	對銷	(3,580)	(3,490)	-	-
Total	總計	17,227	20,568	9,235	16,612
Unallocated items:	未分配項目：				
Other revenue	其他收益			506	483
Administrative and other operating expenses	行政及其他經營開支			(6,769)	(7,915)
Finance costs	財務成本			(368)	(336)
Profit before taxation	除稅前溢利			2,604	8,844
Income tax	所得稅			47	-
Profit for the period	本期間溢利			2,651	8,844

3. SEGMENT INFORMATION (Continued)**(b) Geographical segments**

The following table provides an analysis of the Group's segment revenue by geographical market.

Hong Kong	香港	
Mainland China	中國大陸	
Macau	澳門	
Total	總計	

(c) Information about major customers

The Group has a wide customer base and no single customer contributed more than 10% of the Group's revenue for the six months ended 31 October 2019 (2018: nil).

4. TURNOVER, OTHER REVENUE AND NET GAINS

The Group's turnover, other revenue and other net gains for the period arose from the following activities:

Turnover	營業額		
Income from financial & management business	金融及管理業務之收入		
Realised gain on equity investments at fair value through profit or loss ("FVTPL")*	按公平值以損益列賬 (「按公平值以損益列賬」) 之證券投資之已實現收益*	2,878	2,635
Unrealised loss on equity investments at FVTPL	按公平值以損益列賬之證券投資之未實現虧損	(2,248)	(2,532)
Rental income from property business	物業業務之租金收入	2,479	2,590
Income from technology & media business	技術及媒體業務之收入	10,298	13,022
Income from food & beverage business	餐飲業務之收入	2,430	4,350
Dividend income on equity investments	證券投資之股息收入	441	463
		17,227	20,568

* The gross proceeds from disposal of equity investments at FVTPL for the period were approximately HK\$30,994,000 (2018: approximately HK\$12,599,000).

3. 分類資料 (續)**(b) 地域分類**

下表載列按地域市場劃分之本集團分類收益分析。

**Six months ended 31 October (unaudited)
截至十月三十一日止六個月 (未經審核)**

	2019	2018
	二零一九年	二零一八年
	HK\$'000	HK\$'000
	千港元	千港元

	16,810	20,173
	249	263
	168	132
	17,227	20,568

(c) 有關主要客戶之資料

本集團擁有廣泛之客戶基礎，於截至二零一九年十月三十一日止六個月並無單一客戶佔本集團收益超過10% (二零一八年：無)。

4. 營業額、其他收益及盈利淨值

本集團本期間之營業額、其他收益及其他盈利淨值乃源自以下業務活動：

**Six months ended 31 October (unaudited)
截至十月三十一日止六個月 (未經審核)**

	2019	2018
	二零一九年	二零一八年
	HK\$'000	HK\$'000
	千港元	千港元

	2,878	2,635
	949	40
	(2,248)	(2,532)
	2,479	2,590
	10,298	13,022
	2,430	4,350
	441	463
	17,227	20,568

* 本期間出售按公平值以損益列賬之證券投資之所得款項總額約為30,994,000港元 (二零一八年：約12,599,000港元)。

4. TURNOVER, OTHER REVENUE AND NET GAINS (Continued)

Other revenue and net gains	其他收益及盈利淨值		
Bank interest income	銀行利息收入	40	62
Other interest income	其他利息收入	375	375
Management income	管理費收入	108	108
Exchange gain, net	匯兌收益淨額	4	—

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5. PROFIT FROM OPERATIONS

The profit from operations is arrived at after charging/
(crediting):

Staff costs	員工成本	3,545	3,777
Gross rental income from investment properties less direct outgoings of approximately HK\$74,000 (2018: approximately HK\$57,000)	投資物業之租金收入總額扣除直接支出約74,000港元(二零一八年:約57,000港元)	(2,405)	(2,533)

6. FINANCE COSTS

Interest on bank borrowings	銀行借貸利息	368	336
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4. 營業額、其他收益及盈利淨值 (續)

Six months ended 31 October (unaudited)
截至十月三十一日止六個月(未經審核)

2019	2018
二零一九年	二零一八年
HK\$'000	HK\$'000
千港元	千港元

5. 經營溢利

經營溢利乃經扣除/(計入)下列各項:

Six months ended 31 October (unaudited)
截至十月三十一日止六個月(未經審核)

2019	2018
二零一九年	二零一八年
HK\$'000	HK\$'000
千港元	千港元

6. 財務成本

Six months ended 31 October (unaudited)
截至十月三十一日止六個月(未經審核)

2019	2018
二零一九年	二零一八年
HK\$'000	HK\$'000
千港元	千港元

7. INCOME TAX

Profits tax:	利得稅：
PRC enterprise income tax	中國企業所得稅
Write back of deferred tax	撥回遞延稅項
Income tax credit for the period	本期間所得稅抵免

No provision for profits tax in the Cayman Islands, British Virgin Islands and Hong Kong has been made as the Group has no income assessable for tax for the period in these jurisdictions (2018: nil).

The provision for PRC enterprise income tax is calculated at the standard rate of 25% on the estimated assessable income for the period as determined in accordance with the relevant income tax rules and regulations of the PRC.

8. DIVIDEND

The Board has resolved not to declare any interim dividend for the six months ended 31 October 2019 (2018: nil).

9. EARNINGS PER SHARE

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

7. 所得稅

Six months ended 31 October (unaudited) 截至十月三十一日止六個月（未經審核）

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Profits tax:		
PRC enterprise income tax	-	-
Write back of deferred tax	(47)	-
Income tax credit for the period	(47)	-

本集團於本期間內並無在開曼群島、英屬處女群島及香港賺取任何應課稅收入，因此並無就該等司法權區之利得稅作出撥備(二零一八年：無)。

中國企業所得稅乃根據中國相關所得稅規則及法規所釐定之標準稅率25%，按本期間內之估計應課稅收入計算撥備。

8. 股息

董事會決議不宣派截至二零一九年十月三十一日止六個月之任何中期股息(二零一八年：無)。

9. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃按以下資料計算：

	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Earnings for the period		
Earnings for the purpose of basic and diluted earnings per share	2,651	8,844
Number of shares		
Weighted average number of ordinary shares for the purpose of basic and diluted earnings per share	192,189,833	192,189,833

期內盈利

就計算每股基本及攤薄盈利之盈利

股份數目

就計算每股基本及攤薄盈利之普通股加權平均數

10. ACCOUNTS RECEIVABLE

		31 October 2019 二零一九年 十月三十一日 HK\$'000 千港元 (unaudited) (未經審核)	30 April 2019 二零一九年 四月三十日 HK\$'000 千港元 (audited) (經審核)
Accounts receivable	應收賬款	51,737	38,419
Less: net impairment losses on accounts receivable	減：應收賬款減值虧損淨額	(4,778)	(4,778)
		46,959	33,641

The following aged analysis of accounts receivable is based on invoice date:

		31 October 2019 二零一九年 十月三十一日 HK\$'000 千港元 (unaudited) (未經審核)	30 April 2019 二零一九年 四月三十日 HK\$'000 千港元 (audited) (經審核)
Within 30 days	30日內	3,239	3,242
31 to 60 days	31日至60日	2,587	2,100
61 to 90 days	61日至90日	2,589	3,213
91 to 180 days	91日至180日	11,542	8,031
Over 180 days	超過180日	31,780	21,833
		51,737	38,419

The Group generally allows an average credit period range from 30 to 180 days to its customers. Accounts receivable that were neither past due nor impaired related to customers for whom there was no default. Accounts receivable that were past due but not impaired related to customers that have good creditworthiness. Based on past experience, the management considered no impairment is necessary as there has not been a significant change in credit quality of these balances, which are still considered fully recoverable. The Group does not hold any collateral over these balances.

The Group maintains a defined credit policy including stringent credit evaluation. Receivables are regularly reviewed and closely monitored to minimise any associated credit risk.

11. APPROVAL OF THE INTERIM FINANCIAL STATEMENTS

These unaudited condensed consolidated interim financial statements have been reviewed with no disagreement by the Audit Committee of the Company and were approved and authorised for issue by the Board on 30 December 2019.

10. 應收賬款

		31 October 2019 二零一九年 十月三十一日 HK\$'000 千港元 (unaudited) (未經審核)	30 April 2019 二零一九年 四月三十日 HK\$'000 千港元 (audited) (經審核)
Accounts receivable	應收賬款	51,737	38,419
Less: net impairment losses on accounts receivable	減：應收賬款減值虧損淨額	(4,778)	(4,778)
		46,959	33,641

基於發票日期之應收賬款之賬齡分析如下：

		31 October 2019 二零一九年 十月三十一日 HK\$'000 千港元 (unaudited) (未經審核)	30 April 2019 二零一九年 四月三十日 HK\$'000 千港元 (audited) (經審核)
Within 30 days	30日內	3,239	3,242
31 to 60 days	31日至60日	2,587	2,100
61 to 90 days	61日至90日	2,589	3,213
91 to 180 days	91日至180日	11,542	8,031
Over 180 days	超過180日	31,780	21,833
		51,737	38,419

本集團通常向其客戶授出之平均信貸期介乎30日至180日。並無逾期或減值之應收款項與概無違約記錄之客戶有關。已逾期但並無減值之應收款項與信譽良好之客戶有關。根據過往經驗，管理層認為毋須作出減值，原因為該等結餘之信貸質素並未發生重大變動，且仍被視為可悉數收回。本集團並無就該等結餘持有任何抵押品。

本集團設有明確之信貸政策，其中含有嚴謹之信貸評估。本集團定期審閱其應收賬款，並密切監控，藉以將任何相關之信貸風險減至最低。

11. 批准中期財務報表

本未經審核簡明綜合中期財務報表已經由本公司之審核委員會審閱，成員對此並無分歧，本中期財務報表亦已於二零一九年十二月三十日經董事會批准及授權刊發。

**MANAGEMENT
DISCUSSION AND
ANALYSIS**

管理層討論與分析

**OTHER
INFORMATION
其他資料**

MANAGEMENT DISCUSSION AND ANALYSIS

Overall Performance

Although we report in segments, we have continued to engage in business activities as a whole, where we seek to achieve synergistic value amongst one another, in order to generate higher returns and greater business opportunities. This business strategy, together with our earlier initiatives in technology & media, has continued to successfully generate profit during the period under review, maintaining our turnaround to profit that commenced during the year ended 30 April 2018, which continued during the year ended 30 April 2019, even though we would have wished for higher profit for the period under review were it not for unforeseen and often violent social unrests.

Therefore, while our segments are reported separately pursuant to applicable accounting principles, our management and operations frequently view and assess them as a whole. Consequently, many parts of our segments are viewed and operated by management as sub-parts of a comprehensive synergistic business.

During the period under review, the Group recorded revenue of approximately HK\$17.2 million (2018: approximately HK\$20.6 million) and profit for the period of approximately HK\$2.7 million (2018: approximately HK\$8.8 million), continuing the Group's successful record of profit following its turnaround during the year ended 30 April 2018.

Also, such decreased profit for the period under review reflects a decrease in fair value of investment properties, being a non-cash item, that was recorded during this period. Likewise, such higher profit for the six-month period ended 31 October 2018 reflected an increase in fair value of investment properties that was recorded for that period.

When such changes in fair value of investment properties, being non-cash items, are excluded, we are pleased to see that the Group recorded profit for the period under review of approximately HK\$5.0 million, which is approximately about 2 times higher than that for the six-month period ended 31 October 2018 (2018: approximately HK\$2.6 million), continuing the Group's turnaround to profit notwithstanding the serious adverse impact of the unforeseen ongoing large-scale violent and intensified protests in Hong Kong in recent months. The Group has nevertheless successfully delivered a profit for the period under review, and a higher profit than for the six-month period ended 31 October 2018, when such non-cash items are excluded.

In line with this growth, we seek to work towards increasing both the amount and the weighting, of both revenue and profit, from technology & media and our food & beverage operations.

管理層討論與分析

整體表現

儘管我們按分部呈報，但我們仍繼續從事整個業務活動，我們力求在彼此之間實現協同價值，以產生更高的回報及更多的商機。該業務策略以及我們在技術及媒體領域的較早舉措於回顧期間內繼續成功地創造了溢利，保持了我們於截至二零一八年四月三十日止年度開始的扭虧為盈的態勢，並於截至二零一九年四月三十日止年度持續盈利，倘並非由於受到不可預見且頻繁暴力的社會動盪的影響，我們原本望於回顧期間內獲得更高的溢利。

因此，雖然我們的部分乃根據適用的會計原則單獨呈報，但我們的管理層及營運部門經常將其整體審閱及評估。因此，我們分部的許多部分被管理層作為綜合協同業務的子部分審閱及營運。

於回顧期間內，本集團錄得收益約17,200,000港元(二零一八年：約20,600,000港元)及期內溢利約2,700,000港元(二零一八年：約8,800,000港元)，本集團繼續了於截至二零一八年四月三十日止年度的扭虧為盈後成功錄得溢利。

此外，回顧期間內溢利減少反映了於本期間錄得的非現金項目投資物業的公平值減少。並且截至二零一八年十月三十一日止六個月期間的比較高溢利反映了該期間錄得的投資物業公平值增加。

於排除非現金項目的投資物業公平值變動後，我們欣然知悉本集團於回顧期內錄得溢利約5,000,000港元，較截至二零一八年十月三十一日止六個月期間(二零一八年：約2,600,000港元)約高出2倍，本集團仍繼續扭虧為盈，儘管受到近幾個月香港出現不可預見的持續大規模暴力及激烈抗議活動的嚴重不利影響。本集團於回顧期內仍已成功實現溢利，排除非現金項目後，較截至二零一八年十月三十一日止六個月期間溢利更高。

為與此增長保持一致，我們致力提高技術及媒體以及我們的餐飲業務來增加收入及溢利的數額及比重。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

Overall Performance (Continued)

In addition to revenue, the Group also recorded gross proceeds from the trading of securities of approximately HK\$31 million (2018: approximately HK\$12.6 million). The aggregate of our revenue and such gross proceeds is approximately HK\$47.3 million (2018: approximately HK\$33.2 million).

Amid the ongoing large-scale violent and intensified protests in Hong Kong in recent months, which has coincided with most of the period under review, there inevitably has been significant impact on market and business sentiment, resulting in general economic downturn. The arrival of this period of social unrest in June 2019, the length of the period of social unrest, and the continuing escalation and intensification of the violence, were all unforeseen.

This social unrest has seen curbing of property transactions and property values, and dampening of rental values. The violence has driven away shoppers, diners, tourists and business travelers, significantly affecting food & beverage consumption, seriously affecting Hong Kong businesses, and resulting in much reduced interaction. Some overseas and Hong Kong business associates have taken a “wait and see” approach to Hong Kong, therefore affecting the revenue and profit that we otherwise would have wished to be have recorded during the period under review. A number of countries have issued travel advisories and urged their nationals to exercise increased caution when travelling to Hong Kong.

Faced with this downward pressure on the market, although we have continued to generate a profit for the period under review, we have set for ourselves a mission to stay vigilant and be ready to respond to further deterioration in the business environment during the remainder of the current financial year, and to formulate new initiatives to generate further growth against the economic downturn.

We have been closely monitoring our business and operations and have taken measures to counteract the potential impact of the social unrest. In particular, the diversification of the geographical locations of our Group's businesses away from many of the frequent hotspots of social unrest has dampened the impact from the influence of such social unrest.

Business Review

We manage our Group's operations as one synergistic whole, to generate maximum value, although our reporting is in segments. Therefore, each of the following is a component that contributes to the Group's operations.

管理層討論與分析 (續)

整體表現 (續)

除收益之外，本集團亦錄得證券交易所所得款項總額約31,000,000港元(二零一八年：約12,600,000港元)。我們的收入及所得款項總額合共約47,300,000港元(二零一八年：約33,200,000港元)。

近幾個月來，在香港發生的持續大規模的暴力及激烈抗議活動期間，恰逢回顧期間的大部分時間，這不可避免地對市場及商業氣氛產生了重大影響，導致總體經濟下滑。本期間的社會動盪自二零一九年六月以來，社會動盪期的長短以及暴力的不斷升級及加劇都是無法預料的。

這社會動盪抑制了房地產交易及房地產價值，亦削弱了租金價值。暴力事件趕走了購物者、食客、遊客及商務旅客，極大地影響了餐飲消費，嚴重影響了香港企業，並大大減少了互動。一些海外及香港業務夥伴對香港採取了「觀望態度」，因此影響了我們原本望於回顧期內錄得的收入及溢利。許多國家已經發布了旅遊警告，並敦促其國民前往香港旅行時要加倍謹慎。

面對市場的下行壓力，儘管我們於回顧期間繼續創造了溢利，但我們已為自身設定了一個任務，即要保持警惕，並準備在當前財政年度的剩餘時間裡應對商業環境的進一步惡化，並製定新舉措以應對經濟下滑帶來進一步增長。

我們一直在密切審視我們的業務及營運，並已採取措施抵抗社會動盪的潛在影響。特別是，本集團業務地理位置的多樣化，遠離了許多社會動盪頻繁發生的熱點，從而削弱了此類社會動盪的影響。

業務回顧

儘管我們的呈報乃按部門劃分的，但我們將本集團業務作為一個協同整體進行管理，以產生最大價值。因此，以下各項為有助於本集團營運的要素。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

Business Review (Continued)

Our Technology & Media operations focus on media, fintech, entertainment, education, sports and related technology services and products, providing full one-stop service to clients to analyse, design, develop, operate and maintain integrated e-commerce and other online commercial and educational platforms and products, for different business models and industries. Following the breakthrough of advanced fintech technologies and our continued effort in related business development, we have now continued to profit in our Technology & Media business.

We are pleased that, notwithstanding the unforeseen and violent social unrest, where many companies have adopted a “wait and see” approach, our technology & media business recorded revenue of approximately HK\$10.3 million (2018: approximately HK\$13.0 million) with gain for the period of approximately HK\$6.7 million (2018: profit of approximately HK\$6.0 million). As the Group has taken new initiatives to seek to explore and expand this business following the recent social unrest, we envisage that this business will see continuing growth during the upcoming year, especially in relation to fintech, sports, e-commerce and education, and also in synergistic ways with our Financial & Management operations.

Our Food & Beverage operations focus on (i) casual food & beverage businesses and related businesses, that are operated from relatively smaller-sized locations, including our minority equity interest in a food & beverage operator in Hong Kong to which we also contribute our experience in operations and management, (ii) distribution and trading, and (iii) providing management services to food & beverage clients. Although this has not been a key focus point of the Group during the period under review, we seek to expand these operations in the coming year, and increase its weighting amongst the Group's operations. We recorded food & beverage revenue of approximately HK\$2.4 million for the period under review (2018: approximately HK\$4.3 million), with gain of approximately HK\$1.4 million (2018: approximately HK\$3.0 million). Food & beverage operations is an area where we actively seek to expand either via organic growth or via mergers and acquisitions during the coming year.

管理層討論與分析 (續)

業務回顧 (續)

我們的技術及媒體業務專注於為媒體、金融科技、娛樂、教育、體育以及相關技術服務及產品，為客戶提供全方位一站式服務，為不同的業務模式及行業分析、設計、開發、營運及維護的完整電子商務及其他在線商業及教育平台及產品。隨著先進金融科技技術的突破以及我們持續致力相關業務發展，我們的技術及媒體業務現持續仍錄得盈利。

儘管發生了不可預見的及劇烈的社會動盪，許多公司持「觀望態度」，令我們欣然的是我們的技術及媒體業務仍錄得約10,300,000港元的收入(二零一八年：約13,000,000港元)，期內收益約6,700,000港元(二零一八年：溢利約6,000,000港元)。由於本集團在最近的社會動盪之後已採取新舉措尋求探索及擴展該業務，我們預計該業務於明年將繼續增長，特別是與金融科技、體育、電子商務及教育相關的業務以及亦與我們的金融及管理業務協同增長。

我們的餐飲業務專注於(i)相對較小規模經營的休閒餐飲業務及相關業務，當中包括我們於香港一家餐飲經營者的少數股本權益，我們亦為該經營者投入經營及管理方面的經驗，(ii)分銷及買賣；及(iii)為餐飲客戶提供管理服務。儘管這不是本集團在回顧期內的重點，但我們力求在來年擴大該等業務，並增加其在本集團業務中的比重。於回顧期內，我們錄得餐飲收益約2,400,000港元(二零一八年：約4,300,000港元)，收益約1,400,000港元(二零一八年：約3,000,000港元)。餐飲業務為我們積極尋求在來年通過有機增長或併購進行擴展的一個領域。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

Business Review (Continued)

Our Property operations are managed with a two-pronged approach of value gain and rental income to optimize value creation for our shareholders. We have continued to manage our operations by identifying optimal opportunities to acquire, manage and operate undervalued properties, including (i) commercial properties (retail and offices), especially in Kowloon East CBD, in line with the government's CBD 2.0 policy to transform Kowloon East, (ii) residential properties, especially at prime locations, and (iii) carpark properties, especially at locations with a low carpark density. These properties are located at regional locations that we believe are considered to be higher quality for property demand, primarily in Hong Kong, but also in the PRC and Macau. We intend to increase the weighting of our commercial properties, as we believe that we will see greater value opportunities there. These properties are acquired, managed, operated and disposed for both value gain and rental income strategies. As a result, (a) income from our properties can be from both disposal proceeds as well as from rental receipts, and (b) fair value gains from our properties are recorded and contribute towards profit for the period.

Rental income for the period under review has been fairly steady at approximately HK\$2.5 million (2018: approximately HK\$2.6 million). As many property values in Hong Kong have been seriously affected by the recent social unrest, we are pleased to record only a very slight decrease in unrealized fair value of investment properties during the period under review, being approximately HK\$2.4 million decrease (2018: gain of approximately HK\$6.2 million). This slight decrease is approximately 1.1% of the HK\$246.7 million fair value of investment properties as at 30 April 2019. We recorded approximately HK\$0.3 million loss for the period under review in our property business (2018: gain of approximately HK8.4 million), which includes the non-cash decrease in fair value of investment properties. When such changes in fair value of investment properties are excluded, our property business recorded stable profit: HK\$2.1 million in profit during the period under review (2018: approximately HK\$2.2 million).

Given market conditions, we believe that the optimum times and values for disposing of selected properties may be during the coming year.

管理層討論與分析 (續)

業務回顧 (續)

我們的物業業務在雙管齊下同時著重增值收益與租金收入的管理下，為我們股東優化了價值創造。我們繼續透過把握最佳機會管理我們的業務以收購、管理及經營被低估之物業，包括(i)商業物業(零售及辦公室)，尤其是位於九龍東CBD，這與政府加快九龍東轉型的CBD 2.0政策相符，(ii)住宅物業，尤其是位於優質地段，及(iii)停車場物業，尤其是位於停車場密度較低的地方。該等物業處於我們認為對物業質素需求較高的區域，主要位於香港，同時亦有位於中國及澳門的。我們擬增加我們商業物業的比重，原因是我們相信在那裡我們會看到更大的增值機會。收購、管理、經營及出售該等物業的策略旨在為增值以及租金收入。因此，(a)我們的物業收入可來自出售所得款項以及租金收入，以及(b)我們物業的公平值收益入賬並為期內溢利作出貢獻。

回顧期間的租金收入一直相當穩定，約2,500,000港元(二零一八年：約2,600,000港元)。由於香港的許多物業價值都受到近期社會動盪的嚴重影響，我們欣然錄得投資物業於回顧期間內的未實現公平值僅略減少，即減少約2,400,000港元(二零一八年：收益約6,200,000港元)。該輕微減少約為於二零一九年四月三十日投資物業公平值246,700,000港元的1.1%。我們的物業業務於回顧期內錄得虧損約300,000港元(二零一八年：收益約8,400,000港元)，其中包括投資物業公平值的非現金減少額。倘撇除投資物業的公平值變動後，我們的物業業務於回顧期內錄得穩定溢利：溢利2,100,000港元(二零一八年：約2,200,000港元)。

鑒於市場條件，我們認為來年可能是出售選定物業的最佳時機。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

Business Review (Continued)

Our Financial and Management operations provides financial and management related services, including to clients with cross-border expansion or activities in Hong Kong, the PRC and Korea. During the period in review we are pleased to record approximately 9.2% growth in revenue, to approximately HK\$2.9 million (2018: approximately HK\$2.6 million), resulting in approximately 100% increase in gain of approximately HK\$2.4 million (2018: approximately HK\$1.2 million). We are currently seeking opportunities to increase the weighting in this business, especially in relation to clients where we will contribute a combination of our financial & management, and technology & media services.

Our Securities operations invest in a diversified portfolio of securities that are listed on recognised stock exchanges with a potential for earnings growth and capital appreciation. Our strategy is to generate and preserve shareholder value, and we do so by adopting a prudent investment policy to invest in securities that have long-term growth potential. We recorded revenue from this business, including net realised and unrealised loss of securities, of approximately HK\$0.9 million (2018: loss of approximately HK\$2.0 million). We intend to seek to reduce the weighting of our securities operations during the coming year, in parallel with our seeking to increase the weighting of our technology & media and food & beverage and financial & management operations.

Future Prospects

We are delighted that with our continued successful generation of profit for the period under review, following on from our turnaround during the year ended 30 April 2018, we believe that we are well-positioned for continued future growth, notwithstanding that we would have wished for substantially higher profit if it were not for the economic downturn brought on the unforeseen and violent social unrest.

We believe that this is in no small part due to the way that we operate synergistic cross-segment operations, with management and operational staff who have significant experience in interdisciplinary business management and operations, especially in cross-border businesses. In particular, our staff are highly experienced in analysing and executing investments in related businesses that would have a multiplier effect for our operations.

The China-US trade war may not end soon, and we are unable to determine an end in sight for the current social unrest in Hong Kong. We believe that the economy will inevitably deteriorate.

Despite the heightened geopolitical risks and potential continuing and intensively violent social unrest in Hong Kong in the medium term, the Group is pursuing a strategy of pursuing a number of projects where asset values are favourable, and where our experience and expertise would bring added value, and also which would enable us to comfortably develop and grow our businesses in the uncertain times ahead.

管理層討論與分析 (續)

業務回顧 (續)

我們的金融及管理業務為客戶提供金融及管理相關服務，包括在香港、中國及韓國開展跨境擴張或業務的客戶。於回顧期內，我們欣喜錄得收益增長約9.2%至約2,900,000港元(二零一八年：約2,600,000港元)，使約2,400,000港元(二零一八年：約1,200,000港元)收益增長約100%。目前，我們正在尋找機會增加該業務的比重，特別是將促進結合我們的金融及管理技術及媒體服務的客戶。

我們的證券業務投資於獲認可的證券交易所上市的多元化證券組合，以實現潛在的收益增長和資本增值。我們的策略是創造並保持股東價值，且我們透過採取審慎的投資政策來投資具有長期增長潛力的證券。我們錄得該業務收益，包括證券已變現及未變現淨虧損約900,000港元(二零一八年：虧損約2,000,000港元)。我們擬於來年減少證券業務的比重，同時尋求增加技術及媒體、餐飲以及金融及管理業務的比重。

未來展望

於截至二零一八年四月三十日止年度我們扭虧為盈後，我們在回顧期間內繼續成功地創造了溢利，令我們倍感欣慰，倘並非由於不可預見及劇烈的社會動盪導致的經濟衰退，雖然我們原本希望利潤將大幅度增長，但我們相信我們已準備就緒實現持續的未來增長。

我們認為，這在很大程度上要歸功於我們經營協同跨分部業務的方式，以及複合型業務管理及營運(尤其是跨境業務)方面擁有豐富的經驗的管理層及營運人員。特別是，我們的員工在分析及執行對相關業務的投資方面具有豐富的經驗，此將對我們的營運產生倍數效應。

中美貿易戰可能不會很快結束，我們亦無法確定香港當前社會動盪的終結。我們認為經濟將不可避免地惡化。

儘管從中期來看，香港地緣政治風險加劇，並且潛在的社會動盪持續加劇，但本集團正在推行一項戰略，以推行一些資產價值有利及我們的經驗及專業知識能夠帶來增值的項目，而且這將使我們能夠在未來的不明朗時期合適地發展及增長我們的業務。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

Future Prospects (Continued)

We believe that it is during these difficult times that the experience and expertise of our management will be demonstrated, and that we are well-positioned for continued future growth, notwithstanding the uncertainties presented in the global and local business environment, including current trade wars and recent social unrest in Hong Kong. We believe that this might not be the time for a traditional single-product business to focus on one product and not diversify to hedge against fluctuating and potentially violent social unrest. Our belief in this is in no small part due to the way that we operate synergistic cross-segment businesses, with management and operational staff who have significant experience in inter-disciplinary business management and operations, especially in cross-border businesses.

First, in our technology & media operations, we are very excited to continue the growth that we have already achieved as we have emerged from a temporary period of investment phase to eventually breakthrough, and successfully generate profit commencing the year ended 30 April 2018. We have continued this during the period under review, and we will actively seek to continue to put resources into these operations to aim to generate higher revenue and profit during the coming year. We believe that the convergence of fintech, media, education and culture industries is the big breakthrough. Our synergistic mode of operation and management has been successful in generating clients and business from cross-disciplinary business development efforts. With increased client demand in advanced fintech and blockchain technologies, as well as market recognition of our Group's products and services in fintech, we are now seeing significantly increased demand for our fintech services and products, which would strengthen our revenue and profit, and we are optimistic that we stand in a good position to secure increased business from clients in this sector in the coming year, growing from the successful turnaround that we have already achieved in the year ended 30 April 2018 and continuing through the year under review. We would have wished for higher revenue and profit during the period under review were it not for the economic downturn brought about by the unforeseen and violent social unrest. In addition to the local market, we will actively seek to partner and form alliances with major overseas companies in order to expand our business internationally. As violence and social unrest apparently continues, and as economic downturn sets in, we believe that many companies will begin to make use of advanced technology more than before in order to reduce their cost of doing business, as well as to reach out to more customers remotely.

管理層討論與分析 (續)

未來展望 (續)

儘管全球及本地營商環境存在不明朗因素(包括現時的貿易戰及香港社會動蕩),我們仍相信正是在這些困難時期,我們管理層的經驗及專業知識將得以展示,並且我們已準備就緒實現持續的未來增長。我們相信現在恐怕已經不是傳統的單一產品業務可專注於一種產品,而不進行多樣化以對沖波動及潛在暴力社會動蕩的時候。我們此想法在很大程度上歸因於我們經營協同跨分類業務的方式,以及管理層及經營員工於複合型商業管理及經營(尤其是跨境業務)領域具有豐富的經驗。

第一,在我們的技術及媒體業務中,能夠繼續我們已經實現的增長令我們倍感欣喜,原因是我們已經從暫時的投資階段發展到最終突破,並成功地自截至二零一八年四月三十日止年度開始創造溢利。於回顧期間,我們已繼續盈利,我們將積極尋求繼續投入資源至該等業務,旨在於來年產生更高的收入及溢利。我們認為,金融科技、媒體、教育及文化產業的融合是一項重大突破。我們的協同運作及管理模式已成功地透過複合型業務開發工作而產生了客戶及業務。隨著客戶對先進金融科技及區塊鏈技術的需求增加,以及對本集團在金融科技方面的產品和服務的市場認可,我們目前目睹對金融科技服務及產品的需求顯著增加,這將提高我們的收入及溢利。我們樂觀的是,由於我們於截至二零一八年四月三十日止年度中取得了成功的扭虧為盈並持續到回顧年度,我們將有能力在來年獲得該領域客戶的業務增長。倘並非由於不可預見及劇烈的社會動盪造成的經濟衰退,我們原本希望於回顧期間獲得更高的收入及溢利。除了當地市場,我們將積極尋求與主要海外公司合作並結成聯盟,以擴大我們的國際業務。隨著暴力及社會動盪公然持續,以及經濟不景氣的到來,我們認為許多公司將開始比以往更多地使用先進技術,以降低經商成本並遠程接觸更多客戶。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

Future Prospects (Continued)

Secondly, in our food & beverage business, we believe that our current operations and management expertise will be a strong basis to continue securing increased business through expansion of our product lines, including potentially seeking suitable food & beverage operations for acquisition or collaboration, expansion of our sourcing and distributorship business, and growth of our business/management services for food & beverage companies synergistically with our financial and management division. We also will continue to enhance our e-commerce capabilities, synergistically with our technology & media division. In addition, with our growing business network in Korea, we intend to expand our product lines to other food & beverage products as well as potentially similar businesses, including lifestyle products and services, thus creating new revenue streams for our Group.

Thirdly, in our property operations, we intend to continue to manage and operate a portfolio of properties especially commercial properties in high demand areas like Kowloon East CBD which is in line with government policy to transform and create Hong Kong's CBD 2.0. And with increasing use of technology and decentralization in occupier strategy, we believe that Kowloon East CBD is well-equipped to continue to grow and outperform many other emerging commercial submarkets and establish itself as a new CBD for Hong Kong. We will continue to closely monitor the market and determine the optimum times for reducing our weighting in residential properties and increasing our weighting in Kowloon East CBD commercial properties. Our properties are generally not located at or near the hotspots of social unrest, therefore their values have not been significantly affected. Our gearing ratio on all properties is currently relatively low and highly conservative, with bank borrowing to property value ratio of only approximately 10.4% (30 April 2019: approximately 10.7%), representing only approximately HK\$25.2 million of bank borrowings (30 April 2019: approximately HK\$26.3 million), as compared with the aggregate of investment property value and property held for own use of approximately HK\$243.9 million (30 April 2019: approximately HK\$246.7 million). Our gearing ratio against total equity is approximately 7% (30 April 2019: approximately 7%). Therefore, we intend during the coming year to take advantage of currently low interest rates to cautiously increase our gearing ratio within prudent levels.

管理層討論與分析 (續)

未來展望 (續)

第二，在我們的餐飲業務中，我們相信我們現時的經營及管理專長將是繼續透過擴大我們的產品線尋求業務增長的深厚基礎，包括可能尋求合適的餐飲業務以進行收購或合作，擴大我們採購及分銷業務及通過與我們的金融服務部門協同合作提高餐飲公司的業務／管理服務。通過與我們的技術及媒體部門協同合作，我們亦將繼續提高我們的電子商務能力。此外，隨著我們於韓國的業務網絡不斷發展，我們擬將我們的產品線擴大至其他餐飲產品以及潛在類似的業務，包括時尚生活產品及服務，從而為本集團創造新的收益來源。

第三，在我們的物業業務中，我們擬繼續管理並經營物業組合，特別是高需求區域(例如九龍東CBD)的商業物業，這與加快轉營及建立香港CBD 2.0的政府政策相符。隨著技術應用日益增加以及佔用人分散策略，我們相信九龍東CBD具備一切有利條件持續發展及勝過眾多其他新興商業分區，並會將自身打造成為香港的一個新CBD。我們將繼續密切監控市場，並會確定減少我們於住宅物業比重及提高於九龍東CBD商業物業比重的最佳時間。我們的物業通常不位於社會動盪的熱點或附近，因此其價值並未受到重大影響。我們目前所有物業的資產負債比率相對較低且高度保守，且銀行借貸與物業價值比率僅約10.4% (二零一九年四月三十日：約10.7%)，僅相當於銀行借貸約25,200,000港元(二零一九年四月三十日：約26,300,000港元)；而投資物業價值及自用物業的總額約為243,900,000港元(二零一九年四月三十日：約246,700,000港元)。我們總權益的資產負債比率約為7% (二零一九年四月三十日：約7%)。因此，我們擬於來年利用當前的低利率謹慎地將我們的資產負債比率提高到審慎的水平。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

Future Prospects (Continued)

Overall, we are cautious and also excited by our business development in Hong Kong and overseas and will continue to expand in our interdisciplinary and synergistic way, being careful to be quick and dynamic to respond to changes that come with the often turbulent and unpredictable nature of the violent social unrest in Hong Kong. We are adopting new initiatives in light of the social unrest, and seek to develop results in the upcoming months. We look ahead to continued growth in our directions of strength, while placing tremendous effort on our Group's experience and expertise. This will call for our Group's competitive edges to be exhibited to grasp emerging opportunities during difficult economic downturns, access new revenue streams, increase existing revenue streams, and deliver greater returns for our shareholders.

Risks and uncertainties

The Group is exposed to the risk of negative, volatile or of uncertain developments, including but not limited to negative, volatile or uncertain developments in the global, regional and local economies, in the financial and property markets, and in the changes in patterns of consumption. These developments might reduce revenue or result in reduced valuations of the Group's investment properties or in the Group being unable to meet its strategic objectives or in negative effect to its financial condition, results of operations and businesses. The Company will continue to adopt prudent financial policies to cope with the impact of uncertain factors.

Financial Review

Liquidity and Financial Resources

The Group maintained cash and bank balances as at 31 October 2019 amounting to approximately HK\$19.7 million (30 April 2019: approximately HK\$34.4 million). The Group's current ratio as at 31 October 2019 was 3.9 (30 April 2019: 3.9). The total equity of the Group amounted to approximately HK\$384.8 million (30 April 2019: approximately HK\$383.1 million) as at 31 October 2019.

Gearing

The gearing ratio, as a ratio of bank borrowings to total equity, was 0.07 as at 31 October 2019 (30 April 2019: 0.07).

管理層討論與分析 (續)

未來展望 (續)

總體而言，我們對我們於香港及海外的業務發展審慎但亦備受鼓舞，並且將繼續以複合型及協同方式擴展，即謹慎地迅速及靈活地應對香港暴力的社會動盪頻繁暴動及無法預測的性質帶來的變動。鑑於社會動盪，我們正在採取新的舉措，並努力在未來幾個月內取得成果。我們展望於我們具有實力的方向上持續增長，同時投入大量精力在本集團的經驗及專長上。這要求展示本集團於艱難的經濟下行時期的競爭優勢以把握湧現的商機，並獲得新的收益來源，提高現有收益來源以及為我們的股東提供更大回報。

風險及不明朗因素

本集團面臨負面、波動及不明朗發展的風險，包括但不限於全球及地區經濟體以及金融及物業市場之負面、波動及不明朗發展，以及消費模式的轉變。該等發展可能減少收益或導致本集團投資物業之估值下降或本集團不能達成其策略目標或對其財務狀況產生負面影響。本公司將繼續採取審慎的財務政策以應對不明朗因素的影響。

財務回顧

流動資金及財務資源

於二零一九年十月三十一日，本集團維持現金及銀行結餘約19,700,000港元(二零一九年四月三十日：約34,400,000港元)。本集團於二零一九年十月三十一日之流動比率為3.9(二零一九年四月三十日：3.9)。本集團於二零一九年十月三十一日之總權益約為384,800,000港元(二零一九年四月三十日：約383,100,000港元)。

負債比率

於二零一九年十月三十一日之負債比率(作為銀行借貸對總權益之比率)為0.07(二零一九年四月三十日：0.07)。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

Financial Review (Continued)

Exchange Rate Exposure

The Group's assets, liabilities and cash flow from operations are mainly denominated in Renminbi, United States dollars and Hong Kong dollars. The Group currently does not have any related foreign exchange hedges, however the Company monitors its foreign exchange exposure and will consider hedges should the need arise.

Treasury Policies

The Group generally finances its operations with internally generated resources and bank borrowings. The interest rates of borrowings, if applicable, are generally charged by reference to prevailing market rates.

Commitments

The Group had no capital commitments as at 31 October 2019 (30 April 2019: nil).

Employment and Remuneration Policy

As at 31 October 2019, the Group had 19 (30 April 2019: 19) employees in Hong Kong and the PRC. The Group has not experienced any significant problems with its employees or disruptions due to labour disputes nor has it experienced difficulties in the recruitment and retention of experienced staff. The Group remunerates its employees based on industry practices. Its staff benefits, welfare, share options and statutory contributions, if any, are made in accordance with individual performance and prevailing labour laws of its operating entities.

管理層討論與分析 (續)

財務回顧 (續)

匯率風險

本集團之資產、負債及經營現金流主要以人民幣、美元及港元列值。本集團現時並無任何相關外匯對沖，然而，本公司監控其外匯風險並將於需要時考慮對沖。

庫務政策

本集團一般依靠內部產生資源及銀行貸款為其經營業務提供所需資金。借貸之利率(如適用)乃一般參照現行市場利率計算。

承擔

截至二零一九年十月三十一日，本集團並無任何資本承擔(二零一九年四月三十日：無)。

僱員及酬金政策

於二零一九年十月三十一日，本集團於香港及中國共聘用19名(二零一九年四月三十日：19名)僱員。本集團從未與其僱員發生任何重大問題或因勞工糾紛而令營運受阻延，亦從未於聘請富經驗員工及人才流失問題上遇到困難。本集團乃根據業內慣例向僱員發放酬金。本集團之員工利益、福利、購股權及法定供款(如有)乃根據個人表現及經營實體之現行勞工法例而作出。

OTHER INFORMATION

Director's and Chief Executive's Interests in Shares, Underlying Shares and Debentures

As at 31 October 2019, the interests and short positions of the Director and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were required (i) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") to be notified to the Company and the Stock Exchange, were as follows:

Name of Director 董事姓名	Capacity 身份	Interest in shares 股份權益	Approximate percentage of shareholding 概約持股百分比
Vong Tat leong David 黃達揚	Held through a controlled corporation 透過所控制機構持有	99,050,000 ordinary shares 99,050,000股普通股	51.54%

Save as disclosed above, as at 31 October 2019, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code to be notified to the Company and the Stock Exchange.

其他資料

董事及主要行政人員之股份、相關股份及債券權益

於二零一九年十月三十一日，董事及本公司主要行政人員於本公司或其任何相關法團（按證券及期貨條例（「證券及期貨條例」）第XV部之定義）之股份、相關股份及債券中擁有須(i)根據證券及期貨條例第XV部之第7及8分部須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉（包括根據證券及期貨條例之該等條文被當作或視為擁有之權益及淡倉）；或(ii)根據證券及期貨條例第352條列入存置之登記冊；或(iii)根據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情況載列如下：

除上文所披露者外，於二零一九年十月三十一日，董事及本公司主要行政人員並無於本公司或其任何相關法團（按證券及期貨條例第部之定義）之股份、相關股份或債券中擁有任何須(i)根據證券及期貨條例第部之第7及8分部須知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例之該等條文被當作或視為擁有之權益及淡倉）；或(ii)根據證券及期貨條例第352條列入存置之登記冊；或(iii)根據標準守則須知會本公司及聯交所之權益或淡倉。

OTHER INFORMATION (Continued)

Directors' Rights to Acquire Shares or Debentures

Save as disclosed under "Share Option Scheme" below, at no time during the six months ended 31 October 2019 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or minor children, or were any such rights exercised by them or was the Company, or any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

Share Option Scheme

The Company adopted a share option scheme on 30 September 2011 pursuant to which the Directors of the Company, at their discretion, may grant options to Directors, officers and employees (whether full time or part-time) of the Company or a subsidiary and any other groups or classes of suppliers, customers, sub-contractors or agents of the Group from time to time determined by the Directors as having contributed or may contribute to the development and growth of the Group. No share options were outstanding nor granted during the six months ended 31 October 2019.

Substantial Shareholders' Interests in Shares and Underlying Shares

At 31 October 2019, the following persons (other than a Director or chief executive of the Company) had interests in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

Name of shareholder 股東名稱	Interest in shares 股份權益	Approximate percentage of shareholding 概約持股百分比
Vongroup Holdings Limited	99,050,000 ordinary shares 99,050,000 股普通股	51.54%
Claman Global Limited	23,349,436 ordinary shares 23,349,436 股普通股	12.15%

其他資料 (續)

董事購入股份或債券之權利

除下文「購股權計劃」一節所披露者外，本公司在截至二零一九年十月三十一日止六個月內任何時間並無授予任何董事、其各自之配偶或未成年子女可透過購入本公司之股份或債券而獲得利益的權利，彼等亦無行使任何該等權利，或本公司、其任何控股公司、附屬公司或同系附屬公司亦無參與訂立任何安排以致董事獲得於任何其他公司實體之該等權利。

購股權計劃

本公司已於二零一一年九月三十日採納一項購股權計劃，據此本公司董事可酌情向本公司或附屬公司之董事、行政人員及僱員（無論全職或兼職）及董事不時釐定於過去或將來對本集團業務發展及增長有貢獻之本集團任何其他組別或類別之供應商、顧客、分包商或代理商授出購股權。於截至二零一九年十月三十一日止六個月並無任何尚未行使及已授出之購股權。

主要股東於股份及相關股份之權益

於二零一九年十月三十一日，下列人士（董事或本公司主要行政人員除外）於本公司股份或相關股份中擁有記錄根據證券及期貨條例第336條本公司須予保存之登記冊內之權益。

OTHER INFORMATION (Continued)

Model Code for Directors' Securities Transactions

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules as the code of conduct regarding directors' securities transactions. Having made specific enquiry of all Directors, the Company confirms that all Directors have complied with the required standards set out in the Model Code during the six months ended 31 October 2019.

Interim Dividend

The Board has resolved not to declare any interim dividend for the six months ended 31 October 2019 (31 October 2018: nil).

Purchase, Sale or Redemption of listed securities

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the period ended 31 October 2019.

Audit Committee

During the period, the audit committee of the Company (the "Audit Committee") comprised three independent non-executive directors, namely, Fung Ka Keung David, Lam Lee G. and Wong Man Ngar Edna. The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed auditing, internal controls and financial reporting matters including the review of the unaudited condensed consolidated interim financial statements of the Group for the six months ended 31 October 2019.

Compliance with the Code on Corporate Governance Practices

During the period under review, the Company has complied with the Code on Corporate Governance Practices ("CG Code") as set out in Appendix 14 to the Listing Rules and periodically reviews its corporate governance practices to ensure that these continue to meet the requirements of the CG Code, except for the deviation from code provisions A.2.1, A.4.1 and A.6.7 of the CG Code as described below.

其他資料 (續)

董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載之標準守則，作為董事進行證券交易之操守守則。經向全體董事作出具體查詢後，本公司確認全體董事於截至二零一九年十月三十一日止六個月均已遵守標準守則所載之規定標準。

中期股息

董事會決議不宣派截至二零一九年十月三十一日止六個月之任何中期股息(二零一八年十月三十一日：無)。

購買、出售或贖回上市證券

本公司或其任何附屬公司於截至二零一九年十月三十一日止期間概無購買、出售或贖回本公司任何上市證券。

審核委員會

於本期間，本公司審核委員會(「審核委員會」)包括三名獨立非執行董事：馮嘉強、林家禮及王文雅。審核委員會與管理層已審閱本集團所採納之會計原則及常規，並商討審核、內部監控及財務申報事宜(包括審閱本集團截至二零一九年十月三十一日止六個月之未經審核簡明綜合中期財務報表)。

遵守企業管治常規守則

於回顧期內，本公司一直遵守上市規則附錄14所載之企業管治常規守則(「企業管治守則」)及定期檢討其企業管治常規，以確保其持續符合企業管治守則之規定，惟就以下所述之企業管治守則之守則條文A.2.1、A.4.1及A.6.7有所偏離。

OTHER INFORMATION *(Continued)*

Compliance with the Code on Corporate Governance Practices *(Continued)*

Under code provision A.2.1, the role of chairman and chief executive officer (“CEO”) should be performed by different individuals. Since September 2005, Vong Tat leong David, who is a director and CEO of the Company, has also carried out the responsibilities of the chairman of the Company. The Board considers the present structure is more suitable to the Company for it can provide strong and consistent leadership and allow for more efficient formulation and implementation of the Company’s development strategies.

Under code provision A.4.1, non-executive Directors should be appointed for a specific term, subject to re-election. The non-executive Directors of the Company, including the independent non-executive Directors, are not appointed for a specific term but are subject to retirement by rotation and re-election at the annual general meetings of the Company at least once every three years as specified in the provisions of the Company’s articles of association. As such, the Board considers that sufficient measures have been taken to ensure that the Company’s corporate governance practices are no less exacting than those in the CG Code.

Under code provision A.6.7, independent non-executive directors shall attend general meetings and develop a balanced understanding of the views of shareholders. There are three independent non-executive Directors of the Company; they were unable to attend the 2019 annual general meeting of the Company held on 30 September 2019 due to their engagement with their other commitments.

By order of the Board
Vong Tat leong David
Executive Director

Hong Kong, 30 December 2019

As at the date of this report, the board of directors of the Company comprises two executive Directors, namely: Vong Tat leong David and Xu Siping; and three independent non-executive Directors, namely: Fung Ka Keung David, Lam Lee G. and Wong Man Ngar Edna.

其他資料 (續)

遵守企業管治常規守則 (續)

根據守則條文A.2.1，主席與行政總裁（「行政總裁」）之職務應由不同人士擔任。自二零零五年九月起，黃達揚（本公司之董事兼行政總裁）亦已一直履行本公司主席之職責。董事會認為目前之架構較適合本公司，因為此架構可提供強勢而貫徹之領導，並可讓本公司更有效制訂及落實發展策略。

根據守則條文A.4.1，非執行董事須有特定任期並應接受重選。本公司的非執行董事（包括獨立非執行董事）並無特定任期，須按本公司之組織章程細則之條文所列明最少每三年一次於本公司股東週年大會上輪值告退及膺選連任。因此，董事會認為已採取足夠措施以確保本公司之企業管治常規之嚴謹程度不遜於企業管治守則之有關規定。

根據守則條文第A.6.7條，獨立非執行董事應出席股東大會，對股東之意見有均衡之了解。本公司有三位獨立非執行董事，彼等因處理彼等之其他公務而未能出席於二零一九年九月三十日舉行之本公司二零一九年股東週年大會。

承董事會命
 執行董事
黃達揚

香港，二零一九年十二月三十日

於本報告日期，本公司董事會成員包括兩名執行董事，為黃達揚及徐斯平；以及三名獨立非執行董事，為馮嘉強、林家禮及王文雅。



vonggroup