



**NOBLE CENTURY  
INVESTMENT HOLDINGS LIMITED**  
**仁瑞投資控股有限公司**

*(Incorporated in Bermuda with limited liability)*  
(Stock Code: 2322)



**Interim Report**  
**2016/17**

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### Executive Directors

Ms. ZHENG Juhua (*Chairman*)  
Mr. CHAN Chi Yuen (*Chief Executive Officer*)

#### Independent Non-executive Directors

Mr. MAN Kwok Leung  
Mr. YU Pak Yan, Peter  
Mr. CHI Chi Hung, Kenneth

### COMPANY SECRETARY

Mr. CHAN Chi Yuen

### AUDIT COMMITTEE

Mr. CHI Chi Hung, Kenneth (*Chairman*)  
Mr. MAN Kwok Leung  
Mr. YU Pak Yan, Peter

### REMUNERATION COMMITTEE

Mr. YU Pak Yan, Peter (*Chairman*)  
Mr. MAN Kwok Leung  
Mr. CHI Chi Hung, Kenneth

### NOMINATION COMMITTEE

Mr. MAN Kwok Leung (*Chairman*)  
Mr. YU Pak Yan, Peter  
Mr. CHI Chi Hung, Kenneth  
Ms. ZHENG Juhua

### AUDITOR

Lau & Au Yeung C.P.A. Limited

### PRINCIPAL BANKERS

The Bank of East Asia Limited  
OCBC Wing Hang Bank Limited

### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 2202, 22/F., China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building  
69 Pitts Bay Road  
Pembroke HM08  
Bermuda

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

### STOCK CODE

2322

### WEBSITE

<http://www.noblecentury.hk>



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The board of directors (the “Board”) of Noble Century Investment Holdings Limited (the “Company”) is pleased to present the unaudited condensed consolidated financial statements of the Company and its subsidiaries (together, the “Group”) for the six months ended 30 September 2016 together with the comparative figures for the corresponding period in 2015. The unaudited condensed consolidated financial statements have been reviewed by the Company’s audit committee.

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

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2016

	Notes	Six months ended 30 September	
		2016 HK\$'000 Unaudited	2015 HK\$'000 Unaudited
Revenue	3	1,492,805	571,287
Cost of sales	5	(1,464,662)	(563,689)
Gross profit		28,143	7,598
Other income	4	329	5,190
Loss on changes in fair value of held-for-trading investments		(17,375)	(1,500)
Administrative expenses	5	(18,614)	(9,921)
Operation (loss)/profit		(7,517)	1,367
Finance costs	6	(1,072)	–
(Loss)/Profit before taxation		(8,589)	1,367
Taxation	7	(4,265)	(1,236)
(Loss)/Profit for the period		(12,854)	131
Other comprehensive income: <i>Items that may be reclassified subsequently to profit or loss:</i>			
— Exchange differences arising on translation		(14,826)	(889)
Total comprehensive loss for the period		(27,680)	(758)
(Loss)/Profit for the period attributable to:			
Owners of the Company		(12,100)	131
Non-controlling interests		(754)	–
(Loss)/Profit for the period		(12,854)	131
Total comprehensive loss for the period attributable to:			
Owners of the Company		(26,624)	(758)
Non-controlling interests		(1,056)	–
Total comprehensive loss for the period		(27,680)	(758)
		Unaudited and Restated	
Basic and diluted (losses)/earnings per share	9	HK(0.33) cents	HK0.007 cents

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 SEPTEMBER 2016

		<b>30 September</b>	31 March
		<b>2016</b>	2016
	<i>Notes</i>	<b>HK\$'000</b>	<i>HK\$'000</i>
		<b>Unaudited</b>	Audited
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	10	<b>129,280</b>	132,315
Investment property	10	<b>11,638</b>	–
Goodwill	23	<b>2,083</b>	1,000
Finance lease payment receivables	11	<b>87,699</b>	70,322
Loan receivables	15	<b>39,157</b>	441
		<b>269,857</b>	204,078
<b>Current assets</b>			
Inventories	12	<b>14,350</b>	668
Trade receivables	13	<b>269,016</b>	22,790
Bills receivables		<b>60,362</b>	62,369
Deposits, prepayments and other receivables	14	<b>111,248</b>	285,406
Held-for-trading investments		<b>44,580</b>	61,955
Finance lease payment receivables	11	<b>14,386</b>	13,639
Loan receivables	15	<b>61,363</b>	5,133
Cash and bank balances	16	<b>281,768</b>	499,817
		<b>857,073</b>	951,777
<b>Total assets</b>		<b>1,126,930</b>	1,155,855
<b>EQUITY</b>			
<b>Capital and reserves</b>			
Share capital	17	<b>73,612</b>	73,612
Reserves		<b>776,797</b>	804,073
Total equity attributable to owners of the Company		<b>850,409</b>	877,685
Non-controlling interest		<b>(441)</b>	87
<b>Total equity</b>		<b>849,968</b>	877,772

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

AS AT 30 SEPTEMBER 2016

		<b>30 September</b>	31 March
		<b>2016</b>	2016
	<i>Notes</i>	<b>HK\$'000</b>	<i>HK\$'000</i>
		<b>Unaudited</b>	Audited
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade payables	18	<b>89,403</b>	5,208
Accruals, other payables and deposit received	19	<b>111,951</b>	159,518
Amount due to a director	21	<b>6,735</b>	39,482
Amount due to non-controlling interest	22	<b>1,059</b>	8,020
Tax payables		<b>7,452</b>	3,487
Bank borrowing, secured	20	<b>60,362</b>	62,368
		<hr/>	<hr/>
<b>Total liabilities</b>		<b>276,962</b>	278,083
		<hr/>	<hr/>
<b>Total equity and liabilities</b>		<b>1,126,930</b>	1,155,855
		<hr/>	<hr/>
<b>Net current assets</b>		<b>580,111</b>	673,694
		<hr/>	<hr/>
<b>Total assets less current liabilities</b>		<b>849,968</b>	877,772
		<hr/>	<hr/>

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2016

	Attributable to owners of the Company					Attributable to non-controlling interests				Total HK\$'000
	Share capital HK\$'000	Share premium HK\$'000	Contributed surplus HK\$'000	Exchange reserve HK\$'000	Accumulated losses HK\$'000	Sub-total HK\$'000	Share-based compensation reserve HK\$'000 <i>(Note)</i>	Share of net assets of a subsidiary HK\$'000	Sub-total HK\$'000	
<b>For the six months ended 30 September 2016</b>										
At 1 April 2016	73,612	795,408	34,178	(15,718)	(9,795)	877,685	-	87	87	877,772
<b>Comprehensive income</b>										
Loss for the period	-	-	-	-	(12,100)	(12,100)	-	(754)	(754)	(12,854)
<b>Other comprehensive income</b>										
Exchange difference on translation of financial statements of foreign operations	-	-	-	(14,524)	-	(14,524)	-	(302)	(302)	(14,826)
<b>Transactions with owners</b>										
Acquisition of a subsidiary	-	-	-	-	-	-	-	(104)	(104)	(104)
Difference between the consideration paid and the portion of the non-controlling interests arising from acquisition of partial equity interest in a subsidiary from a non-controlling shareholder	-	-	-	(358)	(294)	(652)	-	(63)	(63)	(715)
Equity interest in a subsidiary acquired from a non-controlling shareholder	-	-	-	-	-	-	-	695	695	695
At 30 September 2016	73,612	795,408	34,178	(30,600)	(22,189)	850,409	-	(441)	(441)	849,968
<b>For the six months ended 30 September 2015</b>										
At 1 April 2015	33,760	140,355	34,178	(1,645)	8,697	215,345	262	18	280	215,625
<b>Comprehensive income</b>										
Profit for the period	-	-	-	-	131	131	-	-	-	131
<b>Other comprehensive income</b>										
Exchange difference on translation of financial statements of foreign operations	-	-	-	(889)	-	(889)	-	-	-	(889)
<b>Transactions with owners</b>										
Placing of new shares	6,752	60,768	-	-	-	67,520	-	-	-	67,520
Transaction costs attributable to issue of new shares	-	(1,689)	-	-	-	(1,689)	-	-	-	(1,689)
Contribution from non-controlling interests	-	-	-	-	-	-	-	8,000	8,000	8,000
At 30 September 2015	40,512	199,434	34,178	(2,534)	8,828	280,418	262	8,018	8,280	288,698

Note: As at 30 September 2015, a subsidiary of the Company granted an option to an employee (the "Employee") to subscribe for upto 5% equity interest of that subsidiary at a price equivalent to the net assets value per share of the subsidiary as at the date the option being exercised. The option was vested on 1 October 2015 and was lapsed upon the termination of services of the Employee during the year ended 31 March 2016.

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2016

	Notes	Six months ended 30 September	
		2016 HK\$'000 Unaudited	2015 HK\$'000 Unaudited
Net cash used in operating activities		<b>(149,164)</b>	(55,916)
Net cash used in investing activities		<b>(16,150)</b>	(1,292)
Net cash (used in)/generated from financing activities		<b>(41,793)</b>	172,537
(Decrease)/Increase in cash and cash equivalents		<b>(207,107)</b>	115,329
Cash and cash equivalents at beginning of period		<b>499,817</b>	118,659
Effect of foreign exchange rate changes, net		<b>(10,942)</b>	(889)
Cash and cash equivalents at end of period	16	<b>281,768</b>	233,099

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### 1 General information

Noble Century Investment Holdings Limited (the “Company”) is a limited liability company incorporated in Bermuda with its shares listed on the Main Board of The Stock Exchange of Hong Kong Limited. The Company’s registered office is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The principal place of the Company’s business in Hong Kong is situated at Suite 2202, 22/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong.

The principal activity of the Company is investment holding. The Company and its subsidiaries (together, the “Group”) is principally engaged in vessel chartering, trading, money lending and finance leasing.

The unaudited condensed consolidated financial statements have been reviewed by the Audit Committee and approved for issue by the Board of the Company on 28 November 2016.

### 2 Basis of preparation and impact of new and revised Hong Kong Financial Reporting Standard

These unaudited condensed consolidated financial statements have been prepared under the historical cost convention and in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the disclosure requirements of Appendix 16 of the Listing Rules.

These unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements of the Group for the year ended 31 March 2016.

The accounting policies adopted for preparation of these condensed consolidated financial statements are consistent with those applied in the preparation of the Group’s consolidated financial statements for the year ended 31 March 2016 except for the adoption of the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) (which in collective term includes all applicable HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the HKICPA as disclosed below.

## 2 Basis of preparation and impact of new and revised Hong Kong Financial Reporting Standard (Continued)

### Application of new standards, amendments and interpretations

#### (a) Effect of adopting amendments and interpretations

During the period, the Group has applied, for the first time, the following new and revised standards, amendments and interpretations issued by the HKICPA, which are effective for the Group's financial year beginning on 1 April 2016.

HKAS 1 (Amendments)	Disclosure Initiative
HKAS 16 and HKAS 38 (Amendments)	Clarification of Acceptable Methods of Depreciation and Amortisation
HKAS 16 and HKAS 41 (Amendments)	Agriculture: Bearer Plants
HKAS 27 (Amendments)	Equity Method in Separate Financial Statements
HKFRS 10, HKFRS 12 and HKAS 28 (2011) (Amendments)	Investment Entities: Applying the Consolidation Exception
HKFRS 11 (Amendments)	Accounting for Acquisitions of Interests in Joint Operations
HKFRS 14	Regulatory Deferral Accounts
Annual Improvements Projects	Annual Improvements HKFRSs 2012–2014 Cycle

The adoption of these amendments to standards has no material effect on the amounts reported and disclosures set out in the condensed consolidated interim financial statements of the Group for the current or prior accounting periods.

#### (b) New standards and amendments that are not yet effective and have not been early adopted

The Group has not early applied the following new or revised standards and amendments that have been issued but are not yet effective.

HKAS 7 (Amendments)	Disclosure Initiative <sup>1</sup>
HKAS 12 (Amendments)	Recognition of Deferred Tax Assets for Unrealised Losses <sup>1</sup>
HKFRS 2 (Amendments)	Classification and Measurement of Share-based Payment Transactions <sup>2</sup>
HKFRS 9	Financial Instruments <sup>2</sup>
HKFRS 10 and HKAS 28 (2011) (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>4</sup>
HKFRS 15	Revenue from Contracts with Customers <sup>2</sup>
HKFRS 15 (Amendments)	Clarification to HKFRS 15 Revenue from Contracts with Customers <sup>2</sup>
HKFRS 16	Leases <sup>3</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2017.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2018.

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2019.

<sup>4</sup> Effective date to be determined.

The Group has commenced an assessment of related impact of adopting the above new, revised or amended standards and interpretations to the Group. The Group is not yet in a position to state whether substantial changes to the Group's accounting policies and presentation of the consolidated financial statements will be resulted.

### 3 Revenue and segment information

The chief operating decision-maker has been identified as the Board of the Company. The Board reviews the Group's internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on these reports.

The Group's operating businesses are structured and managed separately according to the nature of the operations. Each of the Group's reportable segments represents a strategic business unit that is subject to risks and returns that are different from other reportable operating segment.

The Group's reportable and operating segments are as follows:

- Vessel chartering segment engaged in voyage chartering in the People's Republic of China (the "PRC") and Southeast Asia region;
- Trading segment engaged in trading of goods in Hong Kong and the PRC;
- Money lending segment engaged in provision of loan financing in Hong Kong and entrusted loan financing in the PRC; and
- Finance leasing segment engaged in provision of finance leasing and sale-leaseback in the PRC.

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment profit/(loss) represents the profit/(loss) earned by each segment without allocation of incomes or expenses which are not recurring in nature and unrelated to the Group's operating performance, including central administration costs, directors' emoluments, changes in fair value of held-for-trading investments and share-based payments.

For the purposes of monitoring segment performances and allocating resources between segments, all assets are allocated to operating segments other than held-for-trading investments, cash and bank balances and other corporate assets.

The Board assesses the performance of the operating segments based on their underlying operating profit/(loss), which is measured by profit/(loss) before taxation.

**3 Revenue and segment information (Continued)****(a) Segment revenue and results**

Segment revenue and results	Six months ended 30 September 2016				
	Vessel chartering HK\$'000	Trading HK\$'000	Money lending HK\$'000	Finance leasing HK\$'000	Total HK\$'000
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
Segment revenue	2,395	1,481,078	3,894	5,438	1,492,805
Segment results	(1,169)	14,917	3,401	1,633	18,782
Corporate expenses					(10,044)
Loss on changes in fair value of held-for-trading investments					(17,375)
Operating loss					(8,637)
Corporate income					48
Loss before taxation					(8,589)
Taxation					(4,265)
Loss for the period					(12,854)
	Six months ended 30 September 2015				
Segment revenue and results	Vessel chartering HK\$'000	Trading HK\$'000	Money lending HK\$'000	Finance leasing HK\$'000	Total HK\$'000
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
Segment revenue	9,239	557,599	570	3,879	571,287
Segment results	(1,184)	4,647	569	4,944	8,976
Corporate expenses					(6,329)
Loss on changes in fair value of held-for-trading investments					(1,500)
Operating profit					1,147
Corporate income					220
Profit before taxation					1,367
Taxation					(1,236)
Profit for the period					131

## 3 Revenue and segment information (Continued)

## (b) Segment assets and liabilities

Segment assets and liabilities	As at 30 September 2016 and six months ended 30 September 2016				Total HK\$'000 Unaudited
	Vessel chartering HK\$'000 Unaudited	Trading HK\$'000 Unaudited	Money lending HK\$'000 Unaudited	Finance leasing HK\$'000 Unaudited	
Non-current assets					
Property, plant and equipment	42,611	115	3	80,878	123,607
Goodwill	-	1,083	-	1,000	2,083
Finance lease payment receivables	-	-	-	87,699	87,699
Loan receivables	-	-	39,157	-	39,157
	<u>42,611</u>	<u>1,198</u>	<u>39,160</u>	<u>169,577</u>	<u>252,546</u>
Current assets	69	439,289	61,367	14,493	515,218
<b>Segment assets</b>	<u>42,680</u>	<u>440,487</u>	<u>100,527</u>	<u>184,070</u>	<u>767,764</u>
<b>Unallocated:</b>					
Cash and bank balances					281,768
Others					77,398
Total assets per balance sheet					<u>1,126,930</u>
<b>Segment liabilities</b>	<u>27,443</u>	<u>231,332</u>	<u>768</u>	<u>8,519</u>	<u>268,062</u>
<b>Unallocated:</b>					
Amount due to a director					6,735
Others					2,165
Total liabilities per balance sheet					<u>276,962</u>
<b>Other segment information</b>					
Capital expenditure	-	15	-	4,080	4,095
Unallocated capital expenditure					12,348
					<u>16,443</u>
Depreciation	1,112	12	1	1,664	2,789
Unallocated depreciation					1,081
					<u>3,870</u>

### 3 Revenue and segment information (Continued)

#### (b) Segment assets and liabilities (Continued)

Segment assets and liabilities	As at 30 September 2015 and six months ended 30 September 2015				Total HK\$'000 Unaudited
	Vessel chartering HK\$'000 Unaudited	Trading HK\$'000 Unaudited	Money lending HK\$'000 Unaudited	Finance leasing HK\$'000 Unaudited	
Non-current assets					
Plant and equipment	34,881	–	–	99	34,980
Goodwill	–	–	–	1,000	1,000
Finance lease payment receivables	–	–	–	56,737	56,737
	<u>34,881</u>	<u>–</u>	<u>–</u>	<u>57,836</u>	<u>92,717</u>
Current assets	<u>4,485</u>	<u>40,930</u>	<u>10,163</u>	<u>63,500</u>	<u>119,078</u>
<b>Segment assets</b>	<b><u>39,366</u></b>	<b><u>40,930</u></b>	<b><u>10,163</u></b>	<b><u>121,336</u></b>	<b>211,795</b>
<b>Unallocated:</b>					
Cash and bank balances					233,099
Others					<u>47,739</u>
Total assets per balance sheet					<u>492,633</u>
<b>Segment liabilities</b>	<u>1,698</u>	<u>96,583</u>	<u>232</u>	<u>5,427</u>	103,940
<b>Unallocated:</b>					
Amount due to a director					98,907
Others					<u>1,088</u>
Total liabilities per balance sheet					<u>203,935</u>
<b>Other segment information</b>					
Capital expenditure	–	–	–	–	–
Unallocated capital expenditure					<u>1,564</u>
					<u>1,564</u>
Depreciation	458	–	–	6	464
Unallocated depreciation					<u>828</u>
					<u>1,292</u>

**3 Revenue and segment information (Continued)****(c) Revenue derived from the five largest customers are as follows:**

	<b>Six months ended 30 September</b>	
	<b>2016</b>	<b>2015</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
	<b>Unaudited</b>	<b>Unaudited</b>
Customer A*	<b>1,040,983</b>	557,508
Customer B*	<b>305,666</b>	–
Customer C*	<b>78,055</b>	–
Customer D*	<b>30,573</b>	–
Customer E*	<b>25,802</b>	–
Customer F#	–	3,992
Customer G#	–	2,126
Customer H#	–	1,572
Customer I#	–	1,499
	<b>1,481,079</b>	<b>566,697</b>

\* customers of trading business

# customers of vessel chartering business

**(d) Geographical information**

The Group's revenue from external customers and its non-current assets are divided into the following geographical areas:

	<b>Revenue from external customers</b>		<b>Non-current assets</b>	
	<b>Six months ended</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>30 September</b>	<b>30 September</b>	<b>31 March</b>	<b>2016</b>
	<b>2016</b>	<b>2016</b>	<b>2016</b>	<b>2016</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>
	<b>Unaudited</b>	<b>Unaudited</b>	<b>Unaudited</b>	<b>Audited</b>
Hong Kong	<b>79,766</b>	661	<b>17,310</b>	7,483
PRC	<b>1,413,039</b>	566,536	<b>252,547</b>	196,595
Worldwide	–	4,090	–	–
	<b>1,492,805</b>	<b>571,287</b>	<b>269,857</b>	<b>204,078</b>

The geographical location of customers is based on the location at which the goods delivered. The geographical location of the non-current assets is based on physical location of the asset.

**4 Other income**

	<b>Six months ended 30 September</b>	
	<b>2016</b>	<b>2015</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
	<b>Unaudited</b>	<b>Unaudited</b>
Exchange gain, net	–	4,762
Bank interest income	<b>281</b>	52
Dividend income from held-for-trading investments	–	220
Others	<b>48</b>	156
	<b>329</b>	<b>5,190</b>

**5 Expenses by nature**

	<b>Six months ended 30 September</b>	
	<b>2016</b>	<b>2015</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
	<b>Unaudited</b>	<b>Unaudited</b>
Fuel cost	<b>1,286</b>	5,050
Cost of inventories sold	<b>1,461,261</b>	553,725
Staff costs, including directors' emoluments	<b>8,192</b>	5,479
Exchange losses, net	<b>493</b>	–
Depreciation	<b>3,870</b>	1,292
Insurance	<b>122</b>	507
Operating lease rental on office premises	<b>2,425</b>	1,477
Port expenses	–	2,003
Professional fees	<b>2,643</b>	822
Repairs and maintenance	<b>53</b>	15
Vessel management fee	<b>180</b>	313
Others	<b>2,751</b>	2,927
Total cost of sales and administrative expenses	<b>1,483,276</b>	<b>573,610</b>

**6 Finance Costs**

	<b>Six months ended 30 September</b>	
	<b>2016</b>	<b>2015</b>
	<b>HK\$'000</b>	<b>HK\$'000</b>
	<b>Unaudited</b>	<b>Unaudited</b>
Interest expenses on bank borrowing	<b>1,072</b>	–

**7 Taxation**

	<b>Six months ended 30 September</b>	
	<b>2016</b>	2015
	<b>HK\$'000</b>	HK\$'000
	<b>Unaudited</b>	Unaudited
Current income tax		
— Hong Kong profits tax	<b>2,701</b>	94
— PRC corporation income tax	<b>1,564</b>	1,142
	<b>4,265</b>	1,236

**Hong Kong profits tax**

Hong Kong profits tax has been provided at the rate of 16.5% (period ended 30 September 2015: 16.5%) on the estimated assessable profits for the period.

**PRC corporate income tax**

The PRC corporate income tax in respect of operations in Mainland China is calculated at the applicable tax rates on the estimated assessable profits for the period based on existing legislation, interpretations and practices in respect thereof.

**Withholding tax on distributed/undistributed profits**

The PRC tax law imposes a withholding tax at 10%, unless reduced by a tax treaty, for dividends distributed by PRC subsidiaries to its immediate holding company outside the PRC for earnings generated beginning on 1 January 2008.

Deferred taxation has not been provided in the financial statements in respect of the temporary difference attributable to retained profits of the PRC subsidiaries as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not release in the foreseeable future.

**8 Interim dividends**

The Directors do not recommend the payment of an interim dividend in respect of the period (period ended 30 September 2015: Nil).

**9 Earnings/(Losses) per share**

	<b>Six months ended 30 September</b>	
	<b>2016</b>	2015
	<b>HK\$'000</b>	HK\$'000
	<b>Unaudited</b>	Unaudited and Restated
(Loss)/Profit attributable to shareholders	<b>(12,100)</b>	131
Weighted average number of ordinary shares, for the purposes of calculating basic (losses)/earnings per share (shares in thousands) (Note)	<b>3,680,600</b>	1,959,185
Basic (losses)/earnings per share	<b>HK(0.33) cents</b>	HK0.007cents

Note: The weighted average number of ordinary shares for the purpose of calculating basic (losses)/earnings per share for both period has been retrospectively adjusted for the effect of share subdivision completed in September 2016 (Note 17(b)(iii)).

As there are no dilutive potential ordinary shares outstanding as at 30 September 2016 and 2015, the diluted (losses)/earnings per share are equal to the basic earnings/(losses) per share.

**10 Property, plant and equipment and investment property**

During the six months ended 30 September 2016, the Group spent approximately HK\$4,805,000 (six months ended 30 September 2015: approximately HK\$1,564,000) on additions to property, plant and equipment. During the six months ended 30 September 2016 and 2015, there was no disposal of property, plant and equipment.

During the six months ended 30 September 2016, the Group acquired an investment property located in Hong Kong under medium term lease at a consideration of approximately HK\$11,638,000 which was carried at fair value as at the end of the reporting period.

**11 Finance lease payment receivables**

	<b>30 September</b>	31 March
	<b>2016</b>	2016
	<b>HK\$'000</b>	HK\$'000
	<b>Unaudited</b>	Audited
Current portion of finance lease payment receivables	<b>14,386</b>	13,639
Non-current portion of finance lease payment receivables	<b>87,699</b>	70,322
	<b>102,085</b>	83,961

**11 Finance lease payment receivables (Continued)**

	Minimum lease payments		Present value of minimum lease payments	
	30 September 2016 HK\$'000 Unaudited	31 March 2016 HK\$'000 Audited	30 September 2016 HK\$'000 Unaudited	31 March 2016 HK\$'000 Audited
Within one year	24,354	19,101	14,386	13,639
In the second to fifth years, inclusive	95,381	79,576	87,699	70,322
	119,735	98,677	102,085	83,961
Less: Unearned finance income	(17,650)	(14,716)	N/A	N/A
Present value of minimum lease payments receivable	102,085	83,961	102,085	83,961
Less: Current portion of finance lease payment receivables			(14,386)	(13,639)
Non-current portion of finance lease payment receivables			87,699	70,322

As at 30 September 2016 and 31 March 2016, the finance lease payment receivables were secured over the leased assets mainly by machineries and equipment.

All the Group's finance lease payment receivables are denominated in RMB and the maturity date for each finance lease contract is normally not more than 5 years. The interest rate inherent in the leases is fixed at the contract date for the entire lease term. The effective interest rate is approximately 5% to 18% (31 March 2016: 5% to 18%) per annum.

There was no unguaranteed residual values of assets leased under finance leases as at 30 September 2016 (31 March 2016: Nil). The finance lease payment receivables at the end of the reporting period are neither past due nor impaired.

**12 Inventories**

	30 September 2016 HK\$'000 Unaudited	31 March 2016 HK\$'000 Audited
Bunkers on board	62	668
Frozen foodstuff	14,288	–
	14,350	668

## 13 Trade receivables

	<b>30 September 2016 HK\$'000 Unaudited</b>	31 March 2016 HK\$'000 Audited
Trade receivables	<b>269,016</b>	22,790

Included in the Group's trade receivables was approximately HK\$137,523,000 due from a customer, the shareholder of which subsequently became a minority shareholder of a subsidiary of the Group during the period.

The Group's trade receivables are generally with credit periods of 30 to 90 days (31 March 2016: 30 to 90 days). The maximum exposure to credit risk at the end of reporting period is the carrying amount of the trade receivables. The Group does not hold any collateral as security.

The carrying amounts of trade receivables approximate to their fair values.

An aged analysis of the trade receivables at the end of the reporting period, based on the date of invoice, is as follows:

	<b>30 September 2016 HK\$'000 Unaudited</b>	31 March 2016 HK\$'000 Audited
0 to 30 days	<b>166,657</b>	13,581
31 to 60 days	<b>25,517</b>	9,209
61 to 90 days	<b>47,820</b>	–
91 to 120 days	<b>25,553</b>	–
More than 120 days	<b>3,469</b>	–
	<b>269,016</b>	22,790

The aged analysis of the trade receivables that are past due but not impaired are as follows:

	<b>30 September 2016 HK\$'000 Unaudited</b>	31 March 2016 HK\$'000 Audited
Neither past due nor impaired	<b>209,675</b>	22,790
Past due but not impaired		
0 to 30 days	<b>15,851</b>	–
31 to 60 days	<b>33,325</b>	–
61 to 90 days	<b>7,663</b>	–
more than 90 days	<b>2,502</b>	–
	<b>269,016</b>	22,790

The carrying amount of trade receivables is denominated at Renminbi.

## 14 Deposits, prepayments and other receivables

	<b>30 September 2016 HK\$'000 Unaudited</b>	31 March 2016 HK\$'000 Audited
Trade deposits (note (i))	<b>69,692</b>	180,263
Deposit for acquisition of a business (note (ii))	–	8,000
Deposit for a finance lease arrangements (note (iii))	–	75,222
Prepayments	<b>11,363</b>	3,869
Other deposits and receivables	<b>30,193</b>	18,052
	<b>111,248</b>	285,406

## Notes:

(i) Amount represented trade deposits paid to suppliers for trading of methanol, seafood, frozen meat and electronic products. The entire amount is expected to be recovered within the next twelve months.

(ii) On 7 July 2014, the Group entered into a memorandum of understanding (the “MOU 1”) with an independent third party (the “Vendor 1”) in relation to a possible subscription and/or acquisition (the “Possible Acquisition 1”) of a company (the “Target Company”) and its subsidiaries which are principally engaged in the trading of plastic pellets, seafood and electronic components business in Hong Kong and the PRC.

Pursuant to the MOU 1, a refundable deposit in the sum of HK\$8,000,000 had been paid to the Target Company. In the event that the formal agreement in relation to the Possible Acquisition 1 is entered into, such refundable deposit shall form part of the consideration. In the event that the formal agreement is not entered into on or before the date falling six months from the date of the MOU 1 which has been subsequently extended to 7 July 2016, or such later date the Group and the Vendor 1 may agree, the MOU 1 shall cease and terminate, and the Target Company shall forthwith refund the above deposit.

No formal agreement has been entered on 7 July 2016 and accordingly the MOU 1 has been lapsed with the deposit refunded in full by the Target Company to the Company.

(iii) Amount represented deposit paid to a lessee (the “Lessee”) for a proposed finance lease arrangement. On 26 January 2016, the Group and the Lessee entered into a termination agreement, pursuant to which the parties agreed to terminate the finance lease arrangement and the deposit was repaid by the Lessee in return for an entrusted loan in the amount of RMB54.79 million (equivalent to approximately HK\$64.10 million) granted by the Group to the Lessee, which was completed in April 2016.

## 15 Loan receivables

	<b>30 September 2016 HK\$'000 Unaudited</b>	31 March 2016 HK\$'000 Audited
Current portion of loan receivables	61,363	5,133
Non-current portion of loan receivables	39,157	441
	<b>100,520</b>	5,574
Analysed as:		
Within one year	61,363	5,133
In the second to fifth years, inclusive	39,157	441
	<b>100,520</b>	5,574
	<b>30 September 2016 HK\$'000 Unaudited</b>	31 March 2016 HK\$'000 Audited
Loan receivables	97,717	5,570
Interest receivables	2,803	4
	<b>100,520</b>	5,574

An aged analysis of the loan receivables, which are past due but not impaired, are as follows:

	<b>30 September 2016 HK\$'000 Unaudited</b>	31 March 2016 HK\$'000 Audited
Neither past due nor impaired	99,764	5,574
Past due but not impaired		
Less than 1 month	539	–
1 to 3 months	217	–
3 months to 1 year	–	–
	<b>756</b>	–
	<b>100,520</b>	5,574

The carrying amounts of the loan receivables are denominated in the following currencies:

	<b>30 September 2016 HK\$'000 Unaudited</b>	31 March 2016 HK\$'000 Audited
HK\$	40,728	5,574
RMB	59,792	–
	<b>100,520</b>	5,574

**15 Loan receivables (Continued)**

The credit quality of loan and interest receivables that are neither past due nor impaired has been assessed by reference to historical information about counterparty default rates.

Loan receivables which have been past due mainly represented occasional delay in repayment with no indication of significant deterioration of credit quality of these loan receivables. As such, no individual impairment allowance was made in respect of the loan receivables which have been past due as at 30 September 2016.

Loan receivables are interest-bearing at approximately 4% to 18% (31 March 2016: 4% to 18%) and are repayable with fixed terms agreed with the Group's customers. The maturity date for each loan contract is normally not more than 4 years. Except for an amount of HK\$528,000 (31 March 2016: HK\$574,000), other loan receivables were unsecured as at 30 September 2016. The directors of the Company consider that the fair values of loan receivables are not materially different from their carrying amounts. The maximum exposure to credit risk at each of the reporting dates is the carrying value of the receivables mentioned above.

**16 Cash and cash equivalents**

	<b>30 September 2016 HK\$'000 Unaudited</b>	31 March 2016 HK\$'000 Audited
Cash at bank and in hand	<b>281,768</b>	499,817

The carrying amounts of cash and bank balances are denominated in the following currencies:

	<b>30 September 2016 HK\$'000 Unaudited</b>	31 March 2016 HK\$'000 Audited
HK\$	<b>102,373</b>	390,475
US\$	<b>10,375</b>	25,339
EUR	<b>5,002</b>	35,369
RMB	<b>164,018</b>	48,634
	<b>281,768</b>	499,817

The conversion of RMB-denominated balances into foreign currencies and the remittance of such foreign currencies denominated bank balances and cash out of the PRC are subject to relevant rules and regulation of foreign exchange control promulgated by the PRC government.

**17 Share capital****(a) Authorised capital**

	<b>Number of shares</b>	<b>Nominal value HK\$'000</b>
As at 1 April 2015 and 30 September 2015, ordinary shares of HK\$0.10 each	<u>1,000,000,000</u>	<u>100,000</u>
As at 31 March 2016 and 1 April 2016, ordinary shares of HK\$0.10 each	1,000,000,000	100,000
Share subdivision ( <i>Note (iii)</i> )	<u>4,000,000,000</u>	<u>–</u>
As at 30 September 2016, ordinary shares of HK\$0.02 each	<u>5,000,000,000</u>	<u>100,000</u>

**(b) Issued and fully paid capital**

	<b>Number of shares</b>	<b>Nominal value HK\$'000</b>
As at 1 April 2015, ordinary shares of HK\$0.10 each	337,600,000	33,760
Placing of new shares ( <i>Note (i)</i> )	<u>67,520,000</u>	<u>6,752</u>
As at 30 September 2015, ordinary shares of HK\$0.10 each	405,120,000	40,512
Placing of new shares ( <i>Note (ii)</i> )	<u>331,000,000</u>	<u>33,100</u>
As at 31 March 2016 and 1 April 2016, ordinary shares of HK\$0.10 each	736,120,000	73,612
Share subdivision ( <i>Note (iii)</i> )	<u>2,944,480,000</u>	<u>–</u>
As at 30 September 2016, ordinary shares of HK\$0.02 each	<u>3,680,600,000</u>	<u>73,612</u>

**17 Share capital (Continued)****(b) Issued and fully paid capital (Continued)**

Notes:

(i) On 17 April 2015, the Company entered into a placing agreement with a placing agent to place up to 67,520,000 ordinary shares of HK\$0.10 each to not less than six placees at a placing price of HK\$1.0 per placing share. The placing was completed on 6 May 2015. Accordingly, the Company increased its issued share capital by nominal value of HK\$6,752,000 with net proceeds of approximately HK\$65,500,000, which has been fully applied into the finance lease business of the Group.

(ii) The Company completed the placing of a total of 331,000,000 ordinary shares with net proceeds of approximately HK\$628.5 million, details of which are as follows:

On 17 September 2015, the Company entered into a placing agreement with a placing agent to place up to 81,000,000 ordinary shares of HK\$0.10 each at a placing price of HK\$1.70 per placing share. The closing market price of the shares of the Company on that date was HK\$1.92. The placing was completed on 5 October 2015 and a total of 81,000,000 ordinary shares with nominal value of HK\$8,100,000 were issued to not less than six independent placees. Net proceeds of approximately HK\$134.1 million has been fully applied into the trading business of the Group.

On 15 December 2015, the Company further entered into a placing agreement with a placing agent to place up to 250,000,000 ordinary shares of HK\$0.10 each at a placing price of HK\$2.00 per placing share. The closing market price of the shares of the Company on that date was HK\$3.60. The placing was completed on 8 March 2016 and a total of 250,000,000 ordinary shares with nominal value of HK\$25,000,000 were issued to not less than six independent placees. Net proceeds was approximately HK\$494.4 million, of which approximately HK\$344.3 million and HK\$42.8 million has been applied for business development and working capital of the Group respectively as at the date of this report.

(iii) Pursuant to an ordinary resolution passed by the shareholders of the Company at a special general meeting on 5 September 2016, every one share of the Company of HK\$0.10 each were subdivided into five subdivided shares of HK\$0.02 each.

All the shares issued during the period rank *pari passu* with the existing shares of the Company in all aspects.

**18 Trade payables**

An aged analysis of the trade payables is as follows:

	<b>30 September 2016 HK\$'000 Unaudited</b>	31 March 2016 HK\$'000 Audited
0 to 90 days	<b>88,628</b>	5,208
91 to 180 days	–	–
181 to 365 days	<b>775</b>	–
	<b>89,403</b>	5,208

**19 Accruals, other payables and deposit received**

	<b>30 September 2016 HK\$'000 Unaudited</b>	31 March 2016 HK\$'000 Audited
Trade deposit received (Note (i))	<b>46,080</b>	110,021
Accruals and other payables (Note (iii))	<b>65,871</b>	49,497
	<b>111,951</b>	159,518

Notes:

- (i) The amount represents the trade deposits received from a customer for trading of methanol.
- (ii) Included in the accruals and other payables was RMB24 million (equivalent to approximately HK\$27.8 million) (31 March 2016: RMB24 million), being bank loans (the "Vessel Loan") due by the vendor (the "Vendor") to a bank in the PRC (the "PRC Bank") to be taken up by the Group in respect of the Group's acquisition of Vessel 601 and Vessel 602 (the "Vessels") during the year ended 31 March 2016. As the Group, the Vendor and the PRC Bank were unable to enter into a tri-party agreement for transfer of the Vessel Loan from the Vendor to the Group. As such, the Group entered into a supplemental agreement with the Vendor on 26 July 2016, pursuant to which, the Vessel Loan shall be settled by the Group to the PRC Bank directly. The Vessel Loan has yet been settled and was accounted for as other payable as at 30 September 2016. The Vessel Loan is secured by the Vessels of the Group with a carrying value of HK\$42.6 million as at 30 September 2016.
- (iii) The carrying amounts of accruals, other payables and deposit received are denominated in the following currencies:

	<b>30 September 2016 HK\$'000 Unaudited</b>	31 March 2016 HK\$'000 Audited
HK\$	<b>2,159</b>	3,673
US\$	<b>69,006</b>	13,707
EUR	<b>368</b>	96,683
RMB	<b>40,418</b>	45,455
	<b>111,951</b>	159,518

**20 Bank borrowing, secured**

	<b>30 September 2016 HK\$'000 Unaudited</b>	31 March 2016 HK\$'000 Audited
Secured bank loan	<b>60,362</b>	62,368
Analysed into:		
Repayable:		
Within one year	<b>60,362</b>	62,368
In the second to fifth years, inclusive	-	-
Total	<b>60,362</b>	62,368
Current portion	<b>60,362</b>	62,368
Non-current portion	-	-
	<b>60,362</b>	62,368

*Notes:*

- (i) The Group's trade finance facilities amounted to US\$30 million (equivalent to approximately HK\$233 million) (31 March 2016: US\$50 million (equivalent to approximately HK\$388 million)), of which RMB52 million (equivalent to approximately HK\$60.4 million) (31 March 2016: RMB52 million (equivalent to approximately HK\$62.4 million)) has been utilized as at the balance sheet date which was secured by the Group's bills receivables amounting to RMB52 million (equivalent to approximately HK\$60.4 million) (31 March 2016: RMB52 million (equivalent to approximately HK\$62.4 million)).
- (ii) At 30 September 2016, the bank loan of approximately RMB52 million (equivalent to approximately HK\$60.4 million) (31 March 2016: approximately RMB52 million (equivalent to approximately HK\$62.4 million)) is denominated in RMB. The bank loan maturity date is 25 November 2016 and bore interest at 3.5% per annum (31 March 2016: 3.5% per annum).

**21 Amount due to a director**

Amount due to a director is unsecured, interest free and repayable on demand. The carrying amount of the balance is denominated in HK\$ and is approximate to its fair value.

**22 Amount due to non-controlling interest**

Amount due to non-controlling interest is unsecured, interest free and repayable on demand. The carrying amount of balance is denominated in RMB as at 30 September 2016 while in HK\$ as at 31 March 2016 and is approximate to its fair value.

## 23 Goodwill

HK\$'000  
Unaudited

Cost and carrying values	
At 31 March 2016 and 1 April 2016	1,000
Acquisition of Shenzhen Fortune ( <i>Note</i> )	1,083
	<hr/>
At 30 September 2016	2,083
	<hr/>

Goodwill arose from acquisition of (i) 100% equity interest in Comercializadora Ven 2010 C.A Limited and its subsidiary on 9 July 2014; and (ii) 70% equity interest in Shenzhen Fortune Import & Export Co., Ltd ("Shenzhen Fortune") on 1 April 2016 (*Note*).

Goodwill has been allocated for impairment testing purposes to the following cash-generating units ("CGUs").

- Finance leasing business ("Finance Leasing Division"); and
- Trading of frozen food ("Trading Division").

The recoverable amount of the goodwill from Trading Division and Finance Leasing Division of cash-generating units is determined based on a value in use calculation which uses cash flow projections based on financial budgets approved by the directors covering a five-year period, and a discount rate of 8% per annum.

Cash flow projections during the budget period are based on similar gross margins and inflation throughout the budget period. In the opinion of the directors, no impairment loss was required for the period ended 30 September 2016 and 2015. The directors believe that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the carrying amount of the group of units to exceed the aggregate its recoverable amount.

**23 Goodwill (Continued)**

*Note:*

On 1 April 2016, the Group acquired 70% equity interest of a company, which holds a licence to import frozen meats to the PRC, at a consideration of RMB700,000.

Details of the fair value of identifiable assets and liabilities acquired and goodwill at the date of acquisition are as follows:

	<i>HK\$'000</i>
	Unaudited
Assets and liabilities acquired	
Plant and equipment	1
Deposits, prepayments and other receivables	13
Amount due from a shareholder	1,637
Cash and bank balances	32
Bank borrowing	(1,838)
Accruals and other payables	(192)
	<hr/>
Total identifiable net liabilities at fair value	(347)
Non-controlling interest	104
Goodwill arising on acquisition	1,083
	<hr/>
	840
	<hr/>
Purchase consideration settled in cash	(840)
Net cash acquired from the subsidiary	32
	<hr/>
Net cash outflow arising on acquisition	(808)
	<hr/>

The non-controlling interests recognised at the acquisition date were measured by reference to the non-controlling interests proportionate share of the recognised amounts of acquiree's identifiable net liabilities.

**24 Related party transaction  
Key management compensation**

The compensation of key management personnel paid or payable by the Group comprised of directors' emoluments paid in the amount of approximately HK\$3,503,000 during the period (period ended 30 September 2015: HK\$3,229,000).

**25 Commitments****(a) Capital commitments**

The Company had the following capital commitments as at the end of the reporting period:

	<b>30 September 2016 HK\$'000 Unaudited</b>	31 March 2016 HK\$'000 Audited
Contracted but not provided for:		
— Acquisition of companies	—	16,339
	<u>          </u>	<u>          </u>

**(b) Operating lease commitments**

The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

	<b>30 September 2016 HK\$'000 Unaudited</b>	31 March 2016 HK\$'000 Audited
Not later than 1 year	<b>2,945</b>	2,945
Later than 1 year but not later than 5 years	<b>3,615</b>	5,221
	<u>          </u>	<u>          </u>
	<b>6,560</b>	8,166
	<u>          </u>	<u>          </u>

None of the leases include contingent rentals.

**26 Events after reporting period**

Subsequent to the end of the reporting period on 22 November 2016, the Company entered into a memorandum of understanding (the “MOU 2”) with an independent third party (the “Vendor 2”). Pursuant to the MOU 2, the Company may acquire not less than 51% equity interest of a company and its subsidiaries (the “Possible Acquisition 2”), which is principally engaged in pawning, entrusted loans and other related business in the PRC.

The consideration for the Possible Acquisition 2 will be subject to further negotiation between the Company and the Vendor 2 and is expected to be satisfied by the Company by way of cash, allotment and issue of new shares of the Company at the price of HK\$0.83 per share, and/or the issue of convertible bonds carrying rights to convert into new shares at the initial conversion price of HK\$0.83 per share, or a combination of any of the above means or by any other kind of consideration.

**27 Comparative figures**

Certain comparative figures have been reclassified to conform with the current period’s presentation.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Financial Review

The Group recorded a turnover of approximately HK\$1,492.8 million with a gross profit of approximately HK\$28.1 million during the six months ended 30 September 2016 as compared to approximately HK\$571.3 million and approximately HK\$7.6 million respectively for the same period in 2015 which is approximately 2.6 times and 3.7 times of that of the last period.

The administrative expenses of the Group increased from last period's approximately HK\$9.9 million to approximately HK\$18.6 million in the current period as a result of the business expansion.

The loss before taxation for the period was approximately HK\$8.6 million whilst a profit of approximately HK\$1.4 million was recorded for the last corresponding period. The loss for the period was mainly attributable to the increase in loss on changes in fair value of held-for-trading securities investments of approximately HK\$15.9 million as a result of the volatile stock market in Hong Kong.

As at 30 September 2016, the unaudited total assets and net assets of the Group were approximately HK\$1,126.9 million (31 March 2016: HK\$1,155.9 million) and approximately HK\$850 million (31 March 2016: HK\$877.8 million) respectively. The Board does not recommend the payment of any interim dividend for the period.

### Business Review and Outlook

#### Vessel Chartering

As disclosed in the annual report of the Group for the year ended 31 March 2016, due to changing business environment and the aging of Vessel Bao Xin, the Group disposed Vessel Bao Xin and acquired another two vessels, namely Vessel 601 and Vessel 602, as a replacement in January 2016. Vessel 601 and Vessel 602 are multi-purpose deck cargo ships with focus on carriage of construction material and waste from Hong Kong to the PRC which have been built for 5 years.

Although Hong Kong's construction industry was benefit from a series of infrastructural projects launched by the Hong Kong Government in the early years, the number of major infrastructural projects in Hong Kong decreased drastically during the period as a result of the disruption of public expenditure approvals. In connection with this, the demand on carriage of construction material and waste has been decreased during the period. As such Vessel 601 and Vessel 602 has been shifted to engage in marine engineering in the PRC and attributed a turnover of approximately HK\$2.4 million with a loss of approximately HK\$1.2 million during the six months ended 30 September 2016 whilst a turnover of approximately HK\$9.2 million with a loss of approximately HK\$1.2 million was recognised from Vessel Bao Xin for the last corresponding period. It is expected that the vessel chartering market will still experiencing a downturn in the year 2017, leading to an even more uncertain and prudent market sentiment. It is expected that the Group's vessel chartering business will face a relatively adverse market environment. The Board will take caution measures to closely monitor the effectiveness of the operation of the Group's vessel chartering business.

## Business Review and Outlook (Continued)

### Trading Business

The Group recorded a turnover of approximately HK\$1,481.1 million with a profit of approximately HK\$14.9 million from trading business during the six months ended 30 September 2016 as compared to approximately HK\$557.6 million and approximately HK\$4.6 million respectively for the same period in 2015.

### Methanol Trading

Methanol is an important feedstock for the chemical industry, it is used in transportation fuels and a range of products from adhesives to paints and polyester. The Group recorded a turnover of approximately HK\$1,041 million with a profit of approximately HK\$16.1 million from methanol trading for the six months ended 30 September 2016, as compared to approximately HK\$557.6 million and HK\$4.7 million respectively for the last corresponding period.

In the first half of 2016, as international oil prices began to recover after hitting the bottom, domestic market price for methanol also fluctuated upward. Furthermore, the domestic production volume of methanol was approximately 21.13 million tons, representing an increase of approximately 10% from the same period of last year, while net imports increased significantly by 72% to 4.25 million tons. According to the National Bureau of Statistics of the PRC, the methanol price raised from RMB1,607.6 per ton to RMB1,907.7 per ton during the first half of 2016. All these factors attributed to the significant increase in turnover and profit from trading of methanol during the period. The Group will continue focus on expanding the consumer market by expanding end customers and promote the trade of methanol.

### Seafood, frozen meat and electronic products trading

The seafood, frozen meat, electronic and other commercial products trading attributed an aggregate turnover of approximately HK\$440.1 million with a loss of approximately HK\$1.2 million to the Group for the six months ended 30 September 2016. Since the trading of seafood-frozen meat and electronic products were officially launched after the end of the interim report date last year, the turnover was only approximately HK\$91,000 and a loss of approximately HK\$121,000 was recorded from this segment for the same period in 2015.

## Business Review and Outlook (Continued)

### Seafood and frozen meat

The PRC is the major target market of the Group's seafood and frozen meat trading. Under the influence of food safety incidents in the PRC, there are increasing demands for aquatic and marine products from domestic customers and some high-end products are especially popular. The Food and Agriculture Organization predicts that seafood consumption in the PRC is expected to climb from the current 12kg to 36kg per person in 2020. Furthermore, in accordance with the National Bureau of Statistics of the PRC, the seafood consumer price index has kept stable during the first half of the financial year.

The Group will continue to expand into different categories of the seafood products and explore new customers and suppliers. The Group conducted an investigation and study on the seafood supply market during the period. It is the long term target of the Group to set up a production chain on marine fishing, marine breeding and seafood processing. With the advantages of direct supply of origin and mass purchasing, the Group believes that it will lower the cost and achieve a greater profit margin therefrom.

In April 2016, the Group entered into the PRC frozen meat market through the acquisition of 70% equity interest in a company in the PRC, which has been granted a licence to import frozen meat to the PRC. The Group mainly imports frozen poultry meats from Brazil, Argentina and Poland and sells in the PRC.

Despite of the rapid development of the meat industry in the PRC, there is inadequate variety of meat and insufficient supply of middle to high end products which is not able to satisfy the demand for high end consumption. With the benefit from (i) gradually opening of the import ports for meat; (ii) the advantage of lower meat price in the international market; (iii) the bilateral free trade policy; and (iv) the limited supply in the PRC fresh meat market, the volume of imported meat increased significantly in 2016. In light of consumer's rising awareness of health and food safety, the demand for frozen meat in the PRC is accelerating. Moreover, following the implementation of stricter import regulations, customers now tend to purchase products from proper and reliable sources with better quality. The Group will deploy more resources to cultivate and expansion of the frozen meat trading business.

## Business Review and Outlook (Continued)

### Electronic products

The Group is principally engaged in trading of the parts of communication equipment which are the core components for mobile phones. Given the PRC smartphones market has experienced a dramatic increase in sales volume in recent years, it is expected that the PRC smartphones market will keep growing in the next few years and the Group believes that its electronic products trading business would benefit therefrom and provides a stable income stream to the Group.

In view of the positive prospects of the market, the Group has entered into an agreement with one of its existing customer (the "JV Partner"), pursuant to which (i) the Group will contribute RMB150 million (equivalent to approximately HK\$174 million) for 75% of the enlarged capital in a company (the "JV Company") upon the increment of its registered capital from RMB10 million to RMB200 million; and (ii) the provision of a working capital facility of RMB90 million (equivalent to approximately HK\$104.4 million) for its operation. As at the date of this report, no capital contribution has yet been paid up by the Group.

The JV Company is focused on the trading of motherboard, memory card and display screen for smartphones in the PRC. The JV Partner has over 10 years of experience in the smartphones components trading in Hong Kong and the PRC and has established a strong network in both the buyer and seller market, which is critical to the business development of the JV Company. The Group will aggressively broaden its customer base and enhance the trading volume while maintaining a prudent risk management philosophy to monitor the associated operating environment.

### Money Lending Business

The Group's money lending business was steadily developed during the period. There were loan portfolios with principal amount of HK\$97.7 million outstanding as at 30 September 2016.

The Group recognized an aggregate interest income of HK\$3.9 million for the period ended 30 September 2016 as compared to HK\$993,000 for the last corresponding period.

The Group adopted a prudent risk management policy, with the money lending business continuously carrying out regular review of credit risk over the existing borrowers. While the Group will proactively explore customers with good quality to expand its business scale, it will continue to adopt a conservative strategy to ensure a healthy development in its money lending business.

## Business Review and Outlook (Continued)

### Finance Leasing Business

The finance leasing business has attributed a turnover of approximately HK\$5.4 million with a profit of approximately HK\$1.6 million to the Group during the period ended 30 September 2016 as compared to approximately HK\$3.9 million and HK\$4.9 million respectively for the last corresponding period.

In the first two quarters of 2016, the gross domestic product of the PRC recorded a year-on-year increase of approximately 6.7%. The rebound of the public electricity consumption, railway transportation volume and amount of loan granted in the third quarter with the urban employment population increased by over 10 million indicating that the market has been recovering in general. Based on the macro economic data and the increase in demand of equipment procurement, the Group will follow the strategic direction set out in the beginning of the year to speed up its capital investment and business development.

The Group continues to focus on expanding businesses in three industries including new energy and new materials industry, education industry and cold storage and cold chain industry, which have better cash flows. For new energy and new materials industry, the National Development and Reform Commission has clarified the new energy benchmark on-grid tariff, bringing opportunities for distributed solar energy projects. For education industry, apart from the upgrading of hardware and software for vocational education, there are large scale development opportunities for student education network, campus communication network and smart campus projects and the upgrading of hardware and software for early childhood education. For cold storage and cold chain industry, providing short distance delivery in cities for leading brands of consumption products leveraging on professional cold storage would have a better development model.

Apart from the above vertical industry development, the Group has also attempted to expand new business model laterally, such as identifying and participating in quality projects in the industries through finance leasing and industrial fund or finance leasing and commercial factoring, so as to extend the profit growth.

The Group is optimistic and of confidence for the continue development and expansion of its finance leasing business. The Group will further deploy its resources in this segment and believes that will form a solid foundation to transform the Group into a successful financial services provider.

### Other Investments

The Group recorded an unrealised loss on changes in fair value of held for trading investments of approximately HK\$17.4 million during the period as compared to approximately HK\$1.5 million for the same period in 2015. The investment market was volatile during the first half of the year, as such the Group adopted a much more prudent approach and has no further investment in securities during the period. The management will monitor the stock market closely and keep looking for opportunities to realise gains from its investment portfolio.

## Business Review and Outlook (Continued)

Subsequent to the end of the reporting period on 22 November 2016, the Company entered into a memorandum of understanding with an independent third party in relation to a possible acquisition (the “Possible Acquisition”) of not less than 51% equity interest in a company together with its subsidiaries which is principally engaged in pawning, entrusted loans and other related business in the PRC.

The Group believes that the Possible Acquisition would enhance the professional expertise and business development opportunity in the financial industry for the Group, and further complement the Group’s existing finance leasing and money lending business. The Company has been identifying suitable investment opportunities to establish a comprehensive and leading financial holdings platform in the PRC. The Group is of the view that the Possible Acquisition would be a stepping stone for attaining the Company’s vision.

Looking forward, the Group will actively identify and explore other investment and business opportunities to broaden its assets and revenue base. The Group will cautiously search for investment opportunities so as to produce a steady growth in the Group’s long term performance.

## Liquidity, Financial Resources and Gearing

The Group generally finances its operations with internally generated resources.

As at 30 September 2016, the Group had cash and bank balances of approximately HK\$281.8 million (31 March 2016: HK\$499.8 million) and total borrowings of approximately HK\$67.1 million (31 March 2016: HK\$101.9). The Group’s gearing ratio, calculated by dividing total borrowings by total equity, was 7.9% as at the end of the period (31 March 2016: 11.6%). The liquidity ratio, being the ratio of current assets over current liabilities as at 30 September 2016 was 3.1 (31 March 2016: 3.4).

The improvement in the Group’s gearing ratio was mainly attributable to the repayment of borrowings during the period. There was no material changes in the liquidity ratio for the period.

## Foreign Exchange Exposure

Operations of the Group are mainly conducted in Hong Kong dollar (“HK\$”), Renminbi (“RMB”), Euro (“EUR”) and United States dollar (“US\$”) and its revenue, expenses, assets, liabilities and borrowings are principally denominated in HK\$, RMB, EUR and US\$.

The Group does not enter into any instruments on the foreign exchange exposure. The Group will closely monitor exchange rate movement and will take appropriate activities to reduce the exchange risk.

## Interim Dividend

The Board does not recommend the payment of an interim dividend for the period.

## Capital Structure

Pursuant to an ordinary resolution passed by the shareholders of the Company at a special general meeting on 5 September 2016, every one share of the Company of HK\$0.10 each were subdivided into five subdivided shares of HK\$0.02 each. As such, the number of ordinary shares issued were increased by the creation of 2,944,480,000 shares from 736,120,000 shares of HK\$0.10 each as at 31 March 2016 to 3,680,600,000 shares of HK\$0.02 each as at 30 September 2016.

All these new shares rank pari passu with the existing shares of the Company in all aspects.

Save as disclosed above, there was no changes in the capital structure of the Company during the period.

## Fund Raising Activities and Use of Proceeds

On 15 December 2015, the Company entered into a placing agreement with a placing agent to place up to 250,000,000 ordinary shares of HK\$0.10 each at a placing price of HK\$2.00 per placing share. The closing market price of the shares of the Company on that date was HK\$3.60. The placing was completed on 8 March 2016 and a total of 250,000,000 ordinary shares with nominal value of HK\$25,000,000 were issued to not less than six independent placees at a net price of HK\$1.98 per placing share with net proceeds of approximately HK\$494.4 million. Details of the intended and actual usage of the proceeds as at the date of this report are as follows:

	<b>Intended use of proceeds as stated in the circular dated 15 January 2016</b> <i>HK\$'000</i>	<b>Revised use of proceeds as stated in announcement dated 26 May 2016</b> <i>HK\$'000</i>	<b>Revised use of proceeds as stated in announcement dated 4 August 2016</b> <i>HK\$'000</i>	<b>Actual usage of proceeds as at the date of this report</b> <i>HK\$'000</i>
Finance Leasing Business	171,600	171,600	171,600	133,750
Trading Business				
— Refined petroleum products	140,000	100,000	—	—
— Seafood and electronic products	140,000	140,000	140,000	139,380
— Refined petroleum, seafood and electronic products	—	—	100,000	32,650
	280,000	240,000	240,000	172,030
Money Lending Business	—	40,000	40,000	38,500
Working Capital	42,800	42,800	42,800	42,800
	<u>494,400</u>	<u>494,400</u>	<u>494,400</u>	<u>387,080</u>

## Significant Acquisition and Disposal of Assets

Save as those disclosed in notes 10 and 23 to the unaudited condensed consolidated financial statements, there has been no significant acquisition and disposal of assets by the Group during the period.

## Charges on Group Assets

As at 30 September 2016, the following assets of the Group were pledged to secure an other payable and the bank borrowing, details of which are set out in notes 19 and 20 to the unaudited condensed consolidated financial statements.

	<i>HK\$000</i>
Bills receivable	60,362
Vessels	<u>42,611</u>
	<u>102,973</u>

## Significant Securities Investments Held

During the period, the Group has no further investments in held-for-trading securities in Hong Kong (the "Securities Investments"). As at 30 September 2016, the Group had Securities Investments with a market value of HK\$44.6 million, representing an investment portfolio of four listed equities in Hong Kong. The Group recorded an unrealised fair value loss of approximately HK\$17.4 million as compared to approximately HK\$1.5 million for the same period in 2015 in respect of the Securities Investments as at the end of the reporting period. Details of the Securities Investments as at 30 September 2016 are as follows:

Company name	Stock code	Number of shares held	% of shareholdings	Unrealised gain/(loss) on fair value change for the period HK\$'000	Cost of acquisition HK\$'000	Fair value as at 30 September 2016 HK\$'000	% of net asset of the Group as at 30 September 2016	Principal activities
1 Hsin Chong Group Holdings Limited	404	10,000,000	0.18%	(1,400)	10,000	4,200	0.49%	Building construction, civil engineering, electrical and mechanical installation, interiors and special projects, property development and investment, and provision of property and facility management services.
2 Kate China Holdings Limited	8125	8,000,000	2.2%	(17,760)	9,600	16,800	1.98%	Provision of design and fitting-out services and design and procurement of furnishings and materials.
3 China Best Group Holding Limited	370	60,000,000	0.83%	(240)	12,660	12,240	1.44%	International air and sea freight forwarding and the provision of logistics services as well as trading of securities and trading of fuel oil, electronic devices and other commodities
4 Evershine Group Holdings Limited	8022	27,000,000	1.80%	2,025	9,855	11,340	1.33%	Provision of travel agent services, advertising and marketing services, fashion garment trading, mobile application business, trading and the cemetery business
				<u>(17,375)</u>	<u>42,115</u>	<u>44,580</u>		

## Contingent Liabilities

The Group did not have any significant contingent liabilities as at 30 September 2016.

## Commitments

Details of the Group's commitments as at 30 September 2016 are set out in note 25 to the unaudited condensed consolidated financial statements.

## Employees and Remuneration Policies

As at 30 September 2016, the Group employed approximately 77 employees. The Group continues to maintain and upgrade the capabilities of its workforce by providing them with adequate and regular training. The Group remunerates its Directors and employees mainly based on industry practices and individual's performance and experience. On top of regular remuneration, discretionary bonus and share options may be granted to eligible staff by reference to the Group's performance as well as individual's performance.

## DIRECTORS AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

At 30 September 2016, the interests and short positions of the Directors and chief executive of the Company or their respective associates (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules")) in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) (a) which were 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 (b) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or (c) which were required, pursuant to the Code of Practice for Securities Transaction by Directors and Designated Employees adopted by the Company, to be notified to the Company and the Stock Exchange, were as follows:

### Directors' interest in the Company:

Name of director	Number of shares	Approximate percentage of shareholding	Capacity
Ms. Zheng Juhua	Long position 1,073,680,000 shares (Notes (i), (ii) & (iii))	29.17%	Beneficial owner and interest of the controlled companies

#### Notes:

- (i) 694,095,140 shares were held by Superb Smart Limited ("Superb Smart"), a company wholly and beneficially owned by Ms. Zheng Juhua, and accordingly, Ms. Zheng Juhua is deemed to be interested in the relevant shares under the SFO;
- (ii) 14,720,000 shares were held by Good Virtue Capital Limited, a company beneficially owned as to 70% by Ms. Zheng Juhua and 30% by her son, and accordingly, Ms. Zheng Juhua is deemed to be interested in the relevant shares under the SFO; and
- (iii) Pursuant to a put option deed (the "Option Deed") dated 29 April 2016 and executed by Superb Smart in favour of Sea Venture Investments Limited ("Sea Venture"), Sea venture was granted a right (the "Put Option") to require Superb Smart to purchase from Sea Venture 364,864,860 shares of the Company (as adjusted after the subdivision of one share of HK\$0.10 each into five subdivided shares of HK\$0.02 each became effective on 5 September 2016 and subject to the adjustment provisions in the Option Deed) (the "Option Shares") during the period from 29 March 2018 to 28 April 2018 (or such other period commencing from the date of occurrence of a specified event as contained in the Option Deed). As such, Superb Smart, and accordingly, Ms. Zheng Juhua, are deemed to have a long position and to be interested in the relevant Option Shares.

Save as disclosed above, as at 30 September 2016, none of the Directors nor chief executive of the Company was interested, or was deemed to be interested in the long and short positions in the shares, underlying shares and/or debentures of the Company or any of its associated corporations, which were required to be notified to the Company and the Stock Exchange or recorded in the register as aforesaid.

## ARRANGEMENT FOR DIRECTORS TO ACQUIRE SHARES OR DEBENTURES

Save as those disclosed in the “Share Option Scheme” section below, at no time during the period was the Company or any of its subsidiaries a party to any arrangement to enable a Director to acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate, and neither the Directors, the chief executive of the Company nor any of their spouses or children under the age of 18 had any interests in, or had been granted, any rights to subscribe for shares in or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), or had exercised any such rights during the period.

## SUBSTANTIAL SHAREHOLDERS’ INTEREST AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2016, so far as it is known by or otherwise notified by any Director or the chief executive of the Company, the particulars of the corporations or persons who had 5% or more interests or short positions in the shares and underlying shares as recorded in the register required to be kept under Section 336 of the SFO or were entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of the Company (the “Voting Entitlements”) (i.e. within the meaning of substantial shareholders of the Listing Rules) were as follows:

Name of substantial shareholder	Number of shares	Approximate percentage of shareholding	Capacity
Ms. Zheng Juhua	Long position 1,073,680,000 shares (Notes (i), (ii) & (iii))	29.17%	Interest of controlled corporations
Superb Smart Limited	Long position 1,058,960,000 shares (Notes (i) & (iii))	28.77%	Beneficial owner
Good Virtue Capital Limited	Long position 14,720,000 shares (Note (ii))	0.4%	Beneficial owner

Name of substantial shareholder	Number of shares	Approximate percentage of shareholding	Capacity
Sea Venture Investments Limited	Long position 364,864,860 shares <i>(Note (iii))</i>	9.91%	Beneficial owner
	Short position 364,864,860 shares <i>(Note (iii))</i>	9.91%	Beneficial owner
China Construction Bank Corporation	Long position 364,864,860 shares <i>(Note (iii))</i>	9.91%	Interest of controlled corporations
	Short position 364,864,860 shares <i>(Note (iii))</i>	9.91%	Interest of controlled corporations
CCB International Group Holdings Limited	Long position 364,864,860 shares <i>(Note (iii))</i>	9.91%	Interest of controlled corporations
	Short position 364,864,860 shares <i>(Note (iii))</i>	9.91%	Interest of controlled corporations
CCB Financial Holdings Limited	Long position 364,864,860 shares <i>(Note (iii))</i>	9.91%	Interest of controlled corporations
	Short position 364,864,860 shares <i>(Note (iii))</i>	9.91%	Interest of controlled corporations
CCB International (Holdings) Limited	Long position 364,864,860 shares <i>(Note (iii) &amp; (iv))</i>	9.91%	Interest of controlled corporations
	Short position 364,864,860 shares <i>(Note (iii))</i>	9.91%	Interest of controlled corporations
CCBI Investments Limited	Long position 364,864,860 shares <i>(Note (iii))</i>	9.91%	Interest of controlled corporations
	Short position 364,864,860 shares <i>(Note (iii))</i>	9.91%	Interest of controlled corporations
Central Huijin Investment Limited	Long position 364,864,860 shares <i>(Note (iii))</i>	9.91%	Interest of controlled corporations
	Short position 364,864,860 shares <i>(Note (iii))</i>	9.91%	Interest of controlled corporations

*Notes:*

- (i) 694,095,140 shares were held by Superb Smart, a company wholly and beneficially owned by Ms. Zheng Juhua, and accordingly, Ms. Zheng Juhua is deemed to be interested in the relevant shares under the SFO.
- (ii) The 14,720,000 shares were held by Good Virtue Capital Limited, a company beneficially owned as to 70% by Ms. Zheng Juhua and 30% by her son, and accordingly, Ms. Zheng Juhua is deemed to be interested in the relevant shares under the SFO.
- (iii) The 364,864,860 shares (the "Relevant Shares") were held by Sea Venture, which is wholly owned by CCBI Investments Limited.

Each of CCBI Investments Limited, CCB International (Holdings) Limited, CCB Financial Holdings Limited and CCB International Group Holdings Limited is wholly owned by China Construction Bank Corporation.

Accordingly, each of CCBI Investments Limited, CCB International (Holdings) Limited, CCB Financial Holdings Limited, CCB International Group Holdings Limited and China Construction Bank Corporation (collectively, the "CCB Companies") is deemed to be interested in the Relevant Shares under the SFO.

China Construction Bank Corporation is owned as to 57.31% by Central Huijin Investment Limited ("Central Huijin"). Accordingly, Central Huijin Investment Limited is deemed to be interested in the Relevant Shares under the SFO.

Pursuant to the Option Deed, Sea Venture was granted the Put Option. As such, Sea Venture, the CCB Companies and Central Huijin are deemed to have a short position and Superb Smart, and accordingly, Ms. Zheng Juhua, are deemed to have a long position and to be interested in the relevant Option Shares.

Save as disclosed above, the Directors are not aware of any other corporations or person who, as at 30 September 2016, had the Voting Entitlements or any interests or short positions in the Shares or underlying shares as recorded in the register required to be kept under Section 336 of the SFO.

## SHARE OPTIONS SCHEME

The Company adopted a share option scheme (the “Share Option Scheme”) pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 2 September 2013 and the Stock Exchange granting approval of the listing of and permission to deal in the shares to be issued under the Share Option Scheme on 3 September 2013.

The Share Option Scheme shall be valid and effective for a period of 10 years from 2 September 2013, unless otherwise terminated. The purpose of the Share Option Scheme is to provide the Company with a flexible and effective means of incentivizing, rewarding, remunerating, compensating and/or providing benefits to the directors, employees and other participants of the Company and the Group.

The exercise price, vesting period, exercisable period and the number of shares subject to each option will be determined by the Board at the time of grant. No option has been granted by the Company under the Share Option Scheme since its adoption to the date of this report.

## CORPORATE GOVERNANCE

The Company endeavors in maintaining good corporate governance for the enhancement of shareholders’ value. The Company has adopted the code provisions in the Code on Corporate Governance Practices (the “Code”) set out in Appendix 14 to the Listing Rules. The Company has complied with all the applicable code provisions in the Code throughout the six months ended 30 September 2016, save for the derivations from code provision A.6.7 which was explained below.

Under the code provision A.6.7, independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. One independent non-executive Director did not attend the annual general meeting and a special general meeting held on 26 August 2016 and 5 September 2016 respectively due to other work commitments. The Company will strengthen its planning process, by giving all Directors sufficient time to arrange their work in advance and providing any necessary support for their presence and participation in the meetings, so as to facilitate all Directors attending the Company’s future general meetings.

## 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 shares during the six months ended 30 September 2016.

## DIRECTORS' INTERESTS IN A COMPETING BUSINESS

During the six months ended 30 September 2016 and up to the date of this announcement, Mr. Chan Chi Yuen ("Mr. Chan") is an executive director and chairman of Kate China Holdings Limited ("Kate China") (stock code: 8125), a company listed on the GEM Board, which has a subsidiary engaging in the money lending business and therefore, Mr. Chan is considered to have interests in the businesses which compete or may compete with the businesses of the Group and is required to be disclosed pursuant to Rule 8.10 of the Listing Rules.

The money lending business of Kate China was just commenced during the period and the revenue from the money lending business and loan amount of Kate China was not significant. Further, loans were granted and approved by the credit committee of the Group. Mr. Chan has also confirmed he is fully aware of, and has been discharging, his fiduciary duty to the Company to avoid conflict of interest. In situations where any conflict of interests arises, Mr. Chan will refrain from taking part in the decision making process and from voting on the relevant board resolution at the board meeting. Given the above, the Directors believe that any significant competition caused to the business of Group would be unlikely.

Furthermore, Mr. Chan is also an independent non-executive director of Asia Energy Logistics Group Limited ("Asia Energy") (stock code: 351), a company listed on the Main Board, which has a subsidiary engaging in the vessel chartering and therefore, Mr. Chan is considered to have interests in the businesses which compete or may compete with the businesses of the Group and is required to be disclosed pursuant to Rule 8.10 of the Listing Rules.

Given that Mr. Chan is an independent non-executive director of Asia Energy and does not participate in the daily operation of Asia Energy, the Directors believe that any significant competition caused to the business of the Group would be unlikely. Mr. Chan has confirmed he is fully aware of, and has been discharging, his fiduciary duty to the Company to avoid conflict of interest. In situations where any conflict of interests arises, Mr. Chan will refrain from taking part in the decision making process and from voting on the relevant board resolution at the board meeting.

Save as disclosed above and in note 24 to the unaudited condensed consolidated financial statements, no contract of significance in relation to the Group's business to which the Company or its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly.

## MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Securities Dealing Code") set out in Appendix 10 of the Listing Rules as its own code of conduct regarding Directors' securities transactions.

Having made specific enquiry of all Directors, the Directors have confirmed that they have complied with the Securities Dealing Code throughout the six months ended 30 September 2016.

## AUDIT COMMITTEE

The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Chi Chi Hung, Kenneth (Chairman), Mr. Yu Pak Yan, Peter and Mr. Man Kwok Leung. The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed the internal control and financial reporting matters including the review of the unaudited condensed consolidated interim financial statements of the Group for the six months ended 30 September 2016.

## DISCLOSURE OF DIRECTORS' INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

Name of Director	Details of Change
Mr. Yu Pak Yan	— resigned as an independent non-executive director of Kingston Financial Group Limited (stock code: 1031), the shares of which are listed on the Stock Exchange, on 1 September 2016.

## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available and within the knowledge of the Directors, it is confirmed that there is sufficient public float of more than 25 per cent of the Company's issued shares at the latest practicable date (30 November 2016) prior to the issue of this report.

## BOARD OF DIRECTORS

As at the date of this report, the executive Directors of the Company are Ms. Zheng Juhua and Mr. Chan Chi Yuen; the independent non-executive Directors are Mr. Man Kwok Leung, Mr. Yu Pak Yan, Peter and Mr. Chi Chi Hung, Kenneth.

## APPRECIATION

On behalf of the Board, I would like to thank all of our shareholders, employees, customers and suppliers for their continued support.

By order of the Board  
**NOBLE CENTURY INVESTMENT HOLDINGS LIMITED**  
**Zheng Juhua**  
*Chairman*

Hong Kong, 28 November 2016