



DAOHE GLOBAL GROUP LIMITED 道和環球集團有限公司
(Stock Code 股份代號: 915)

INTERIM REPORT 2016 中期報告

INTERIM RESULTS HIGHLIGHTS:

- Shipment value amounted to approximately US\$124.6 million (equivalent to HK\$971.9 million), a decrease of approximately 9.9% as compared to approximately US\$138.3 million (equivalent to HK\$1,078.7 million) for the corresponding period last year.
- Revenue increased slightly to approximately US\$54.1 million (equivalent to HK\$422.0 million) as compared to approximately US\$53.8 million (equivalent to HK\$419.6 million) for the corresponding period last year.
- Profit for the period under review amounted to approximately US\$2.2 million (equivalent to HK\$17.2 million), a decrease of approximately 28.8% as compared to approximately US\$3.0 million (equivalent to HK\$23.4 million) for the corresponding period last year.
- The directors of the Company have declared an interim dividend of 0.15 HK cents per ordinary share in respect of the six months ended 31 October 2015.

FINANCIAL CALENDAR

Interim period ended
中期業績結算日

Interim results announced
中期業績公佈

Ex-dividend date for interim dividend
中期股息除息日期

Register of members closed
暫停辦理股份過戶登記手續

Record date for interim dividend
中期股息記錄日期

Despatch of dividend warrants
寄發股息單

Financial year ending
財政年度結算日

Full year results to be announced
將予公佈全年業績

* subject to change

中期業績摘要：

- 付運量總值約124,600,000美元(相等於971,900,000港元)，較去年同期約138,300,000美元(相等於1,078,700,000港元)減少約9.9%。
- 收益約54,100,000美元(相等於422,000,000港元)，較去年同期約53,800,000美元(相等於419,600,000港元)輕微上升。
- 回顧期內溢利約2,200,000美元(相等於17,200,000港元)，較去年同期約3,000,000美元(相等於23,400,000港元)減少約28.8%。
- 本公司董事已宣派截至二零一五年十月三十一日止六個月之中期股息每股普通股0.15港仙。

財務行事曆

31 October 2015
二零一五年十月三十一日

14 December 2015
二零一五年十二月十四日

23 December 2015
二零一五年十二月二十三日

29–31 December 2015
二零一五年十二月二十九日至三十一日

31 December 2015
二零一五年十二月三十一日

on 8 January 2016
二零一六年一月八日

30 April 2016
二零一六年四月三十日

mid of July 2016*
二零一六年七月中旬*

* 可予更改

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Independent Review Report

獨立審閱報告



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INDEPENDENT REVIEW REPORT

To the board of directors of Daohe Global Group Limited
(Incorporated in Bermuda with limited liability)

Introduction

We have reviewed the interim financial information set out on pages 3 to 33, which comprises the condensed consolidated statement of financial position of Daohe Global Group Limited (the "Company") and its subsidiaries as at 31 October 2015 and the related condensed consolidated statements of profit or loss, comprehensive income, changes in equity and cash flows for the six-month then ended, and a summary of significant accounting policies and other explanatory notes. The Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited requires the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and International Accounting Standard 34 "Interim Financial Reporting" ("IAS 34").

The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with IAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review. Our report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

獨立審閱報告

致道和環球集團有限公司董事會
(於百慕達註冊成立之有限公司)

緒言

我們已完成審閱載於第3頁至33頁之中期財務資料，包括道和環球集團有限公司(「貴公司」)及其附屬公司截至二零一五年十月三十一日之簡明綜合財務狀況表及截至該日止六個月之相關簡明綜合損益表、全面收益表、權益變動表及現金流量表、主要會計政策概要及其他說明性附註。香港聯合交易所有限公司主板證券上市規則規定須根據其相關條例及國際會計準則第34號「中期財務報告」(「國際會計準則第34號」)編製中期財務報表。

貴公司董事對根據國際會計準則第34號編製並呈報之中期財務資料負責。根據協定之委聘條款，我們之責任為根據我們之審閱工作就中期財務資料作出結論，並僅向閣下(作為實體)報告我們之結論，除此之外並無其他用途。我們無須就本報告內容向任何其他人士負責或承擔責任。

Scope of Review

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

Conclusion

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

Ernst & Young

Certified Public Accountants

Hong Kong

14 December 2015

審閱範圍

我們已根據國際審閱準則第2410號「獨立審計師對企業中期財務信息執行審閱」進行審閱。審閱中期財務資料之工作包括主要向負責財務及賬目事宜之人士進行諮詢、應用分析程序及其他審閱程序。由於審閱範圍遠較根據國際核數準則進行審核者為小，我們無法保證本行能獲悉審核程序可能確認之所有重大事項。因此我們並無發表審核意見。

結論

根據我們審閱之基準，我們並不知悉任何使我們認為中期財務資料在任何重大方面未根據國際會計準則第34號編製之事項。

安永會計師事務所

執業會計師

香港

二零一五年十二月十四日

Condensed Consolidated Interim Statement of Profit or Loss

簡明綜合中期損益表

For the six months ended 31 October 2015
截至二零一五年十月三十一日止六個月

		For the six months ended 31 October	
		截至十月三十一日止六個月	
		2015	2014
		二零一五年	二零一四年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		US\$'000	US\$'000
		千美元	千美元
		(Restated)	
		(經重列)	
		Note	
		附註	
REVENUE	收益	4	54,086
Cost of sales	銷售成本		(40,839)
			53,824
Gross profit	毛利		13,247
Other income	其他收入	5	304
General and administrative expenses	一般及行政開支		(10,867)
Loss on dissolution of subsidiaries	解散附屬公司之虧損		(5)
			14,400
			223
			(11,246)
			-
PROFIT BEFORE TAX	除稅前溢利	6	2,679
Income tax expense	所得稅開支	7	(509)
			3,377
			(331)
PROFIT FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人 應佔期內溢利		2,170
			3,046
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY (expressed in US cent)	本公司普通股 權益持有人 應佔每股盈利 (以美仙呈列)	9	
Basic (Note)	基本(附註)		0.06
			0.09
Diluted (Note)	攤薄(附註)		0.06
			0.09

Details of the dividends to shareholders of the Company are set out in Note 8 to the financial statements.

本公司給予股東之股息詳情載列於財務報表附註8。

Note:

附註：

Adjusted for the effect of Share Subdivision in June 2015, as further explained in Note 14 to the financial statements.

已就二零一五年六月份股份拆細之影響作出調整，財務報表附註14作進一步解釋。

Condensed Consolidated Interim Statement of Comprehensive Income

簡明綜合中期全面收益表

For the six months ended 31 October 2015
截至二零一五年十月三十一日止六個月

		For the six months ended 31 October	
		截至十月三十一日止六個月	
		2015	2014
		二零一五年	二零一四年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		US\$'000	US\$'000
		千美元	千美元
PROFIT FOR THE PERIOD	期內溢利	2,170	3,046
OTHER COMPREHENSIVE INCOME	其他全面收入		
Other comprehensive income to be subsequently reclassified to profit or loss:	其後重新分類至損益之其他全面收入：		
Exchange differences:	匯兌差額：		
Translation of foreign operations	換算海外業務	56	13
Reclassification adjustment	重新分類調整		
– loss on dissolution of subsidiaries	– 解散附屬公司之虧損	5	–
OTHER COMPREHENSIVE INCOME FOR THE PERIOD	期內其他全面收入	61	13
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	期內全面收入總額	2,231	3,059

Condensed Consolidated Interim Statement of Financial Position

簡明綜合中期財務狀況表

As at 31 October 2015
於二零一五年十月三十一日

			31 October 2015 二零一五年 十月三十一日 (Unaudited) (未經審核)	30 April 2015 二零一五年 四月三十日 (Audited) (經審核)
		Note 附註	US\$'000 千美元	US\$'000 千美元
NON-CURRENT ASSETS				
	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	345	334
Goodwill	商譽	10	26,333	26,333
Available-for-sale financial asset	可供出售金融資產		84	84
Investment in a joint venture	於一家合營公司之投資		10	10
Deferred tax assets	遞延稅項資產		13	12
Total non-current assets	非流動資產總額		26,785	26,773
CURRENT ASSETS				
	流動資產			
Trade receivables	應收貿易賬款	11	6,472	4,236
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		2,319	3,305
Cash and cash equivalents	現金及現金等值項目	12	24,919	17,044
Total current assets	流動資產總額		33,710	24,585
CURRENT LIABILITIES				
	流動負債			
Trade payables	應付貿易賬款	13	5,453	4,762
Accruals and other payables	應計費用及其他應付款項		9,682	11,164
Tax payable	應付稅項		1,798	2,035
Total current liabilities	流動負債總額		16,933	17,961
NET CURRENT ASSETS	流動資產淨值		16,777	6,624
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總額減流動負債		43,562	33,397

			31 October 2015 二零一五年 十月三十一日 (Unaudited) (未經審核) US\$'000 千美元	30 April 2015 二零一五年 四月三十日 (Audited) (經審核) US\$'000 千美元
		Note 附註		
NON-CURRENT LIABILITY	非流動負債			
Post-employment benefits	僱員退休福利		735	809
Total non-current liability	非流動負債總額		735	809
NET ASSETS	資產淨值		42,827	32,588
EQUITY	權益			
Issued capital	已發行股本	14	14,094	13,694
Reserves	儲備		28,733	18,894
TOTAL EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人應佔權益總額		42,827	32,588

Condensed Consolidated Interim Statement of Changes in Equity

簡明綜合中期權益變動表

For the six months ended 31 October 2015
截至二零一五年十月三十一日止六個月

		Unaudited 未經審核							
		Issued capital 已發行 股本	Share premium 股份溢價	Share option reserve 購股權 儲備	Special reserve ² 特別儲備 ²	Capital redemption reserve 資本贖回 儲備	Exchange fluctuation reserve 匯兌波動 儲備	Retained earnings 保留盈利	Total equity 權益總額
	Note 附註	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元
At 1 May 2015	於二零一五年五月一日	13,694	10,063	-	184	48	(95)	8,694	32,588
Profit for the period	期內溢利	-	-	-	-	-	-	2,170	2,170
Other comprehensive income for the period:	期內其他 全面收入：								
Exchange differences on translation of foreign operations	換算海外業務之 匯兌差額	-	-	-	-	-	56	-	56
Reclassification adjustment - loss of dissolution of subsidiaries	重新分類調整 - 解散附屬公司之 虧損	-	-	-	-	-	5	-	5
Total comprehensive income for the period	期內全面收入 總額	-	-	-	-	-	61	2,170	2,231
Issue of ordinary shares	發行普通股	14	400	7,852	-	-	-	-	8,252
Share issue expenses	股份發行開支	-	(18)	-	-	-	-	-	(18)
Final 2015 dividend paid	已付二零一五年末期股息	8	-	-	-	-	-	(226)	(226)
At 31 October 2015	於二零一五年十月三十一日	14,094	17,897	-	184	48	(34)	10,638	42,827
Representing:	即：								
Interim 2016 dividend	二零一六年中期股息	8	-	-	-	-	-	681	681
Others	其他	14,094	17,897	-	184	48	(34)	9,957	42,146
At 31 October 2015	於二零一五年十月三十一日	14,094	17,897	-	184	48	(34)	10,638	42,827

Unaudited
未經審核

		Issued capital 已發行 股本	Share premium 股份溢價	Share option reserve 購股權 儲備	Special reserve [†] 特別儲備 [†]	Capital redemption reserve 資本贖回 儲備	Exchange fluctuation reserve 匯兌波動 儲備	Retained earnings 保留盈利	Total equity 權益總額
Note 附註		US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元
At 1 May 2014	於二零一四年五月一日	13,671	9,958	69	184	48	(128)	8,915	32,717
Profit for the period	期內溢利	-	-	-	-	-	-	3,046	3,046
Other comprehensive income for the period:	期內其他 全面收入：								
Exchange differences on translation of foreign operations	換算海外業務之 匯兌差額	-	-	-	-	-	13	-	13
Total comprehensive income for the period	期內全面收入 總額	-	-	-	-	-	13	3,046	3,059
Share options lapsed during the period	期內已失效 之購股權	-	-	(3)	-	-	-	3	-
Final 2014 dividend paid	已付二零一四年末期股息	-	-	-	-	-	-	(1,063)	(1,063)
At 31 October 2014	於二零一四年十月三十一日	13,671	9,958	66	184	48	(115)	10,901	34,713
Representing:	即：								
Interim 2015 dividend	二零一五年中期股息	8	-	-	-	-	-	843	843
Others	其他	13,671	9,958	66	184	48	(115)	10,058	33,870
At 31 October 2014	於二零一四年十月三十一日	13,671	9,958	66	184	48	(115)	10,901	34,713

[†] Special reserve represents the difference between the nominal value of share capital of the Company issued and the aggregate amount of nominal value of share capital of subsidiaries acquired by the Company through an exchange of shares.

[†] 特別儲備相當於本公司已發行股本面值與本公司透過以交換股份方式收購之附屬公司股本面值總額之差額。

Condensed Consolidated Interim Statement of Cash Flows

簡明綜合中期現金流量表

For the six months ended 31 October 2015
截至二零一五年十月三十一日止六個月

		For the six months ended 31 October 截至十月三十一日止六個月	
		2015 二零一五年 (Unaudited) (未經審核) US\$'000 千美元	2014 二零一四年 (Unaudited) (未經審核) US\$'000 千美元
CASH FLOWS FROM OPERATING ACTIVITIES			
Operating profit before working capital changes	經營活動所得現金流量 營運資本變動前經營溢利	2,784	3,518
Decrease in post-employment benefits	僱員退休福利減少	(74)	(200)
Changes in working capital	營運資本變動	(2,041)	(452)
<hr/>			
Cash generated from operations	經營業務所得現金	669	2,866
Tax paid	已付稅項	(746)	(165)
<hr/>			
Net cash flows (used in)/from operating activities	經營活動(所耗)/所得 現金淨額	(77)	2,701
<hr/>			
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of property, plant and equipment	投資活動所得現金流量 購買物業、廠房及設備	(122)	(64)
Other investing activities	其他投資活動	10	5
<hr/>			
Net cash flows used in investing activities	投資活動所耗現金淨額	(112)	(59)
<hr/>			
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares	融資活動所得現金流量 發行股份所得款項	8,252	–
Share issue expenses	股份發行開支	(18)	–
Dividend paid	已付股息	(226)	(1,063)
<hr/>			
Net cash flows from/(used in) financing activities	融資活動所得/(所耗) 現金淨額	8,008	(1,063)
<hr/>			
NET INCREASE IN CASH AND CASH EQUIVALENTS			
Cash and cash equivalents at beginning of period	現金及現金等值項目 增加淨額	7,819	1,579
Effect of foreign exchange rate changes, net	期初之現金及現金等值項目 匯率變動之影響，淨額	17,044	14,611
		56	13
<hr/>			
CASH AND CASH EQUIVALENTS AT END OF PERIOD	期末之現金及 現金等值項目	24,919	16,203
<hr/>			
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances	現金及現金等值項目 之結餘分析 現金及銀行結餘	24,919	16,203

Notes to Condensed Consolidated Interim Financial Statements

簡明綜合中期財務報表附註

1. CORPORATE INFORMATION

Daohe Global Group Limited (“**Company**”) is an investment holding company and its subsidiaries (together with the Company are collectively referred to as the “**Group**”) are principally engaged in sales of merchandise and provision of procurement and value-added services.

The Company was incorporated in Bermuda on 25 January 2002 as an exempted company with limited liability under the Companies Act 1981 of Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The Company’s shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) since 10 May 2002.

This condensed consolidated interim financial information is presented in United States dollars (“**US\$**”), unless otherwise stated.

2. BASIS OF PREPARATION

The condensed consolidated interim financial statements of the Group for the six months ended 31 October 2015 have been prepared in accordance with International Accounting Standard (“**IAS**”) 34 *Interim Financial Reporting* and the disclosure requirements of the Rules Governing the Listing of Securities (“**Listing Rules**”) on the Stock Exchange.

The condensed consolidated interim financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Group’s annual financial statements for the year ended 30 April 2015.

1. 公司資料

Daohe Global Group Limited 道和環球集團有限公司(「**本公司**」)為投資控股公司，其附屬公司(與本公司合稱為「**本集團**」)主要從事商品銷售及提供採購與增值服務。

本公司於二零零二年一月二十五日根據百慕達一九八一年公司法在百慕達註冊成立為受豁免有限責任公司。本公司之註冊辦事處地址為 Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。本公司股份於二零零二年五月十日在香港聯合交易所有限公司(「**聯交所**」)主板上市。

除另有指明者外，本簡明綜合中期財務資料以美元呈列。

2. 編製基準

本集團截至二零一五年十月三十一日止六個月之簡明綜合中期財務報表乃按照國際會計準則(「**國際會計準則**」)第34號*中期財務報告*及聯交所證券上市規則(「**上市規則**」)之披露規定編製。

本簡明綜合中期財務報表並無收錄年度財務報表規定之所有資料及披露資料，因此應與本集團截至二零一五年四月三十日止年度之年度財務報表一併閱讀。

3. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The principal accounting policies adopted in the preparation of the condensed consolidated interim financial statements of the Group are consistent with those followed in the preparation of the audited annual financial statements of the Group for the year ended 30 April 2015, except for the adoption of the revised International Financial Reporting Standards (“IFRSs”) and IAS as noted below.

Amendments to IAS 19 <i>Annual Improvements 2010-2012 Cycle</i>	<i>Defined Benefit Plans: Employee Contributions</i> ¹ Amendments to a number of IFRSs ¹
<i>Annual Improvements 2011-2013 Cycle</i>	Amendments to a number of IFRSs ¹

¹ Effective for annual periods beginning on or after 1 July 2014

The adoption of these revised standards has had no material financial effect on the interim financial information.

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has two reportable operating segments as follows:

- (a) sales of merchandise including garments, fashion accessories, hardgoods, consumer electronic products and labels; and
- (b) provision of services including procurement and value-added services relating to the procurement agency business.

3. 會計政策及披露之變動

編製本集團的簡明綜合中期財務報表時採用的主要會計政策，大致上與編製本集團截至二零一五年四月三十日止年度的經審核年度財務報表所採用者一致，惟採納以下經修訂國際財務報告準則（「國際財務報告準則」）及國際會計準則除外。

國際會計準則 第19號修訂本 二零一零年至 二零一二年週期 之年度改進項目	定額福利計劃： 僱員供款 ¹ 多項國際財務報告準則 之修訂本 ¹
二零一一年至 二零一三年週期 之年度改進項目	多項國際財務報告準則 之修訂本 ¹

¹ 於二零一四年七月一日或之後開始之年度期間生效

採納此等經修訂準則對中期財務資料並無構成重大財務影響。

4. 經營分類資料

就管理而言，本集團按產品及服務劃分其業務單位，並有以下兩個可呈報之經營分類：

- (a) 商品銷售（包括成衣、時尚配飾、雜貨、消費電子產品及標籤）；及
- (b) 提供服務（包括採購服務以及與採購代理業務有關之增值服務）。

4. OPERATING SEGMENT INFORMATION *(continued)*

Management monitors the results of its operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that interest income, loss on dissolution of subsidiaries as well as corporate and other unallocated expenses are excluded from such measurement.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

4. 經營分類資料 *(續)*

管理層分開監察其經營分類之業績，以就資源分配及表現評估方面作出決定。分類表現乃根據經調整除稅前溢利而計量之可呈報分類溢利作出評估。經調整除稅前溢利之計量方法與本集團除稅前溢利一致，惟利息收入、解散附屬公司之虧損以及企業及其他未分配開支則不包括於該計量中。

內部間之銷售及轉讓乃根據以當時市價向第三方進行銷售之售價而作交易。

4. OPERATING SEGMENT INFORMATION *(continued)*

The following tables present revenue and profit for the Group's reportable segments for the six months ended 31 October 2015 and 2014.

4. 經營分類資料 *(續)*

下表載列截至二零一五年及二零一四年十月三十一日止六個月本集團可呈報分類之收益及溢利。

		2015 二零一五年	2014 二零一四年	2013 二零一三年
		Sales of merchandise 商品銷售 (Unaudited) (未經審核) US\$'000 千美元	Provision of services 提供服務 (Unaudited) (未經審核) US\$'000 千美元	Total 合計 (Unaudited) (未經審核) US\$'000 千美元
Segment revenue:	分類收益：			
Revenue from external customers	來自外界客戶之收益	46,933	7,153	54,086
Segment results	分類業績	2,176	1,167	3,343
Interest income	利息收入			10
Loss on dissolution of subsidiaries	解散附屬公司之虧損			(5)
Corporate and other unallocated expenses	企業及其他未分配開支			(669)
Profit before tax	除稅前溢利			2,679
Income tax expense	所得稅開支			(509)
Profit for the period	期內溢利			2,170
Other segment information:	其他分類資料：			
Depreciation	折舊	44	63	107
Capital expenditures	資本開支	43	79	122
Impairment of trade receivables	應收貿易賬款減值	-	49	49

4. OPERATING SEGMENT INFORMATION (continued)

4. 經營分類資料(續)

		2014 二零一四年		
		Sales of merchandise 商品銷售 (Unaudited) (未經審核) US\$'000 千美元	Provision of services 提供服務 (Unaudited) (未經審核) US\$'000 千美元	Total 合計 (Unaudited) (未經審核) US\$'000 千美元
Segment revenue:	分類收益：			
Revenue from external customers	來自外界客戶之收益	45,087	8,737	53,824
Segment results	分類業績	1,744	1,814	3,558
Interest income	利息收入			2
Corporate and other unallocated expenses	企業及其他未分配 開支			(183)
Profit before tax	除稅前溢利			3,377
Income tax expense	所得稅開支			(331)
Profit for the period	期內溢利			3,046
Other segment information:	其他分類資料：			
Depreciation	折舊	77	69	146
Capital expenditures	資本開支	20	44	64
Impairment of trade receivables	應收貿易賬款減值	-	68	68

5. OTHER INCOME

5. 其他收入

		For the six months ended 31 October	
		截至十月三十一日止六個月	
		2015	2014
		二零一五年	二零一四年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		US\$'000	US\$'000
		千美元	千美元
Bank interest income	銀行利息收入	10	2
Reimbursement income from customers	來自客戶的償付收入	3	5
Handling fee income	手續費收入	148	111
Inspection and laboratory test income	檢驗及實驗室測試收入	62	79
Others	其他	81	26
		304	223

6. PROFIT BEFORE TAX

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

6. 除稅前溢利

本集團之除稅前溢利乃經扣除／(計入)以下各項：

		For the six months ended 31 October	
		截至十月三十一日止六個月	
		2015	2014
		二零一五年	二零一四年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		US\$'000	US\$'000
		千美元	千美元
Depreciation	折舊	107	146
Loss on dissolution of subsidiaries	解散附屬公司之虧損	5	-
Gain on disposal of property, plant and equipment	出售物業、廠房及設備 之收益	-	(3)
Impairment of trade receivables	應收貿易賬款減值	49	68

7. INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (2014: 16.5%) on the estimated assessable profits arising in Hong Kong during the period. Taxes on profits assessable outside Hong Kong have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

7. 所得稅開支

香港利得稅乃根據期內於香港產生之估計應課稅溢利按16.5%(二零一四年:16.5%)之稅率計算撥備。香港以外地區之應課稅溢利稅項則根據本集團營運所在司法權區之現行稅率計算。

		For the six months ended	
		31 October	
		截至十月三十一日止六個月	
		2015	2014
		二零一五年	二零一四年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		US\$'000	US\$'000
		千美元	千美元
Current	即期		
– Hong Kong	– 香港	168	283
– Outside Hong Kong	– 香港以外地區	49	68
Net underprovision/(overprovision)	過往年度撥備不足/(超額撥備)		
in prior years	淨額	293	(20)
Deferred	遞延	(1)	–
Total tax expense for the period	期內稅項開支總額	509	331

As of the date of this interim report, the Group has received protective assessments amounting to approximately HK\$137,000,000 (equivalent to US\$17,564,000) from the Inland Revenue Department of Hong Kong (“IRD”) in respect of queries on the modus operandi of the Group and the chargeability of the profits for the years of assessment from 2003/2004 to 2008/2009. Objections have been lodged by the Group against the protective assessments. In addition, Tax Reserve Certificates amounting to HK\$5,250,000 (equivalent to US\$673,000) have been purchased by two subsidiaries of the Company in pursuit of the holdover of tax demanded under protective assessments for these years.

於本中期報告日期，本集團已就有關本集團於二零零三／二零零四至二零零八／二零零九評稅年度營運模式及溢利之申報繳稅之查詢，接獲香港稅務局(「稅務局」)保障性評稅約137,000,000港元(相等於17,564,000美元)。本集團已就保障性評稅提出反對。此外，本公司兩家附屬公司已就暫緩繳納該等年度保障性評稅所需支付之稅款，購買價值5,250,000港元(相等於673,000美元)之儲稅券。

7. INCOME TAX EXPENSE (continued)

In April 2015, with the assistance of an independent tax advisor, the Group submitted a settlement proposal as part of negotiations with the IRD (to be agreed) regarding this case. As at the close of the reporting period, the settlement proposal is still under review by the IRD. Despite the unknown outcome, the Group is of the view that sufficient tax provisions have been made in the financial statements based on the information available.

8. DIVIDENDS

On 2 January 2015, a dividend of 0.192 HK cents (adjusted for the effect of Share Subdivision in June 2015) per ordinary share was paid to shareholders of the Company as interim dividend in respect of the six months ended 31 October 2014.

On 11 September 2015, a final dividend of 0.05 HK cents per ordinary share in respect of the year ended 30 April 2015 was paid to shareholders of the Company.

The directors of the Company have declared an interim dividend of 0.15 HK cents per ordinary share in respect of the six months ended 31 October 2015. The interim dividend will be paid in cash on Friday, 8 January 2016 to shareholders whose names appear on the register of members of the Company on Thursday, 31 December 2015.

9. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the profit for the period attributable to owners of the Company of approximately US\$2,170,000 (2014: US\$3,046,000), and the weighted average number of 3,497,982,916 (2014: 3,417,846,395 (adjusted for the effect of Share Subdivision in June 2015)) ordinary shares in issue during the period.

The Group had no dilutive potential ordinary shares in issue for the periods ended 31 October 2015 and 2014.

7. 所得稅開支(續)

於二零一五年四月，在獨立稅務顧問之協助下，本集團就本案提交一份解決方案作為與稅務局磋商之一部份(尚有待同意)。於報告期末，稅務局仍在審閱解決方案。儘管其結果仍未知，惟本集團認為已根據可獲得的資料於財務報表內作出充足稅項撥備。

8. 股息

於二零一五年一月二日，本公司已向本公司股東派付截至二零一四年十月三十一日止六個月之中期股息每股普通股0.192港仙(已就二零一五年六月份股份拆細之影響作出調整)。

於二零一五年九月十一日，本公司已向本公司股東派付截至二零一五年四月三十日止年度之末期股息每股普通股0.05港仙。

本公司董事已宣派截至二零一五年十月三十一日止六個月之中期股息每股普通股0.15港仙，該中期股息將於二零一六年一月八日(星期五)以現金方式派付予於二零一五年十二月三十一日(星期四)名列本公司股東名冊內之股東。

9. 每股盈利

每股基本盈利乃根據本公司擁有人應佔期內溢利約2,170,000美元(二零一四年: 3,046,000美元)及期內已發行普通股之加權平均數3,497,982,916股(二零一四年: 3,417,846,395股(已就二零一五年六月份股份拆細之影響作出調整))計算。

截至二零一五年及二零一四年十月三十一日止期間，本集團並無已發行具攤薄潛力普通股。

10. PROPERTY, PLANT AND EQUIPMENT AND GOODWILL

10. 物業、廠房及設備及商譽

		Property, plant and equipment	Goodwill	Total
		物業、廠房 及設備	商譽	合計
		US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元
Unaudited	未經審核			
At 1 May 2015, net of accumulated depreciation	於二零一五年五月一日， 扣除累計折舊	334	26,333	26,667
Additions	添置	122	-	122
Disposals	出售	-	-	-
Depreciation charged for the period	期內折舊	(107)	-	(107)
Exchange realignment	匯兌調整	(4)	-	(4)
At 31 October 2015, net of accumulated depreciation	於二零一五年十月三十一日， 扣除累計折舊	345	26,333	26,678
Audited	經審核			
At 1 May 2014, net of accumulated depreciation	於二零一四年五月一日， 扣除累計折舊	459	26,333	26,792
Additions	添置	150	-	150
Disposals	出售	(2)	-	(2)
Depreciation charged for the year	年度折舊	(273)	-	(273)
Exchange realignment	匯兌調整	-	-	-
At 30 April 2015, net of accumulated depreciation	於二零一五年四月三十日， 扣除累計折舊	334	26,333	26,667

11. TRADE RECEIVABLES

The general credit terms granted to customers range from 60 days to 90 days. An aged analysis of the trade receivables as at the end of the reporting period, based on the invoice date, is as follows:

		31 October 2015 二零一五年 十月三十一日 (Unaudited) (未經審核) US\$'000 千美元	30 April 2015 二零一五年 四月三十日 (Audited) (經審核) US\$'000 千美元
Within 30 days	30天以內	3,313	3,197
31 to 60 days	31至60天	1,750	299
61 to 90 days	61至90天	776	540
91 to 365 days	91至365天	733	270
Over 1 year	超過1年	63	74
		6,635	4,380
Impairment	減值	(163)	(144)
		6,472	4,236

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

11. 應收貿易賬款

授予客戶之信貸期一般為60天至90天。於報告期末，應收貿易賬款按發票日期之賬齡分析如下：

		31 October 2015 二零一五年 十月三十一日 (Unaudited) (未經審核) US\$'000 千美元	30 April 2015 二零一五年 四月三十日 (Audited) (經審核) US\$'000 千美元
Within 30 days	30天以內	3,313	3,197
31 to 60 days	31至60天	1,750	299
61 to 90 days	61至90天	776	540
91 to 365 days	91至365天	733	270
Over 1 year	超過1年	63	74
		6,635	4,380
Impairment	減值	(163)	(144)
		6,472	4,236

應收貿易賬款之賬面值與其公平值相若。

12. CASH AND CASH EQUIVALENTS

12. 現金及現金等值項目

		31 October 2015 二零一五年 十月三十一日 (Unaudited) (未經審核) US\$'000 千美元	30 April 2015 二零一五年 四月三十日 (Audited) (經審核) US\$'000 千美元
Cash and cash equivalents	現金及現金等值項目	24,919	17,044

13. TRADE PAYABLES

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

13. 應付貿易賬款

於報告期末，應付貿易賬款按發票日期之賬齡分析如下：

		31 October 2015 二零一五年 十月三十一日 (Unaudited) (未經審核) US\$'000 千美元	30 April 2015 二零一五年 四月三十日 (Audited) (經審核) US\$'000 千美元
Within 30 days	30天以內	3,988	3,752
31 to 60 days	31至60天	826	908
61 to 90 days	61至90天	440	5
91 to 365 days	91至365天	152	5
Over 1 year	超過1年	47	92
		5,453	4,762

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

應付貿易賬款之賬面值與其公平值相若。

14. SHARE CAPITAL

14. 股本

		31 October 2015 二零一五年 十月三十一日 (Unaudited) (未經審核) US\$'000 千美元	30 April 2015 二零一五年 四月三十日 (Audited) (經審核) US\$'000 千美元
Authorised:	法定：		
10,000,000,000 (30 April 2015: 10,000,000,000) ordinary shares of US\$0.004 each (adjusted for the effect of Share Subdivision in June 2015) (Note)	10,000,000,000 股(二零一五年 四月三十日：10,000,000,000 股) 每股面值 0.004 美元之普通股 (已就二零一五年六月份股份拆細 之影響作出調整)(附註)	40,000	40,000
Issued and fully paid:	已發行及繳足：		
3,523,526,395 (30 April 2015: 3,423,526,395) ordinary shares of US\$0.004 each (adjusted for the effect of Share Subdivision in June 2015) (Note)	3,523,526,395 股(二零一五年 四月三十日：3,423,526,395 股) 每股面值 0.004 美元之普通股 (已就二零一五年六月份股份拆細 之影響作出調整)(附註)	14,094	13,694

Note:

On 17 June 2015, a total of 20,000,000 ordinary shares (or 100,000,000 ordinary shares after Share Subdivision) were allotted and issued to six subscribers pursuant to the terms and conditions of the subscription agreement dated 1 June 2015 entered by and between the Company and the subscribers. The net proceeds from the subscription after deducting all relevant costs and expenses were approximately HK\$64,000,000 (equivalent to US\$8,205,000).

On 22 June 2015, the shareholders of the Company approved to subdivide the then-existing issued and unissued shares of US\$0.02 each in the share capital of the Company into five subdivided shares of US\$0.004 each ("Share Subdivision") and to change the board lot size of trading in the shares from 2,000 shares to 10,000 subdivided shares. The Share Subdivision became effective on 23 June 2015.

附註：

於二零一五年六月十七日，根據本公司與認購方於二零一五年六月一日所訂立之認購協議的條款及條件，本公司向六名認購方配發及發行合共 20,000,000 股普通股（或在股份拆細後為 100,000,000 股普通股）。經扣除所有相關費用及開支後，來自認購事項的所得款項淨額約為 64,000,000 港元（相等於 8,205,000 美元）。

於二零一五年六月二十二日，本公司股東批准將本公司股本中每股面值 0.02 美元的當時已發行及未發行股份拆細為五股每股面值 0.004 美元之拆細股份（「股份拆細」），並將股份交易之每手買賣單位由 2,000 股股份更改為 10,000 股拆細股份。股份拆細於二零一五年六月二十三日生效。

15. SHARE OPTION SCHEMES

A Share Option Scheme (“**2002 Share Option Scheme**”) was adopted by the Company pursuant to a resolution of the then sole shareholder passed on 22 April 2002 for the primary purpose of providing incentives or rewards to eligible persons for their contribution or potential contribution to the Group. The Company terminated the 2002 Share Option Scheme and adopted a new share option scheme (“**2011 Share Option Scheme**”) pursuant to an ordinary resolution passed at the annual general meeting of the Company on 29 August 2011. The 2011 Share Option Scheme will remain in force for a period of 10 years up to 2021. Under the 2011 Share Option Scheme, the Company’s board of directors or a committee thereof may grant options to eligible persons to subscribe for shares in the Company at a price per share of at least the higher of (i) the closing price of a share as stated in the daily quotation sheets issued by the Stock Exchange on the date of the offer of the relevant option; and (ii) the average closing price of the shares as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of offer, provided that the exercise price shall in no event be less than the nominal amount of one share. Written acceptance is required on acceptance of the grant of options. The maximum number of shares which may be issued upon the exercise of all outstanding options granted under the 2011 Share Option Scheme and any other scheme to be adopted by the Company from time to time must not in aggregate exceed 30% of the share capital of the Company in issue from time to time. The Company has no legal or constructive obligation to repurchase or settle the share options in cash.

15. 購股權計劃

本公司之購股權計劃(「**二零零二年購股權計劃**」)乃於二零零二年四月二十二日根據當時唯一股東通過之決議案而採納，主要目的是獎勵或酬謝曾經或將會對本集團作出貢獻之合資格人士。本公司已根據於二零一一年八月二十九日在本公司股東週年大會上通過之一項普通決議案終止二零零二年購股權計劃並採納一項新購股權計劃(「**二零一一年購股權計劃**」)。二零一一年購股權計劃將一直有效至二零二一年止，為期十年。根據二零一一年購股權計劃，本公司董事會或董事委員會可將購股權授予合資格人士以認購本公司股份，每股認購價至少為(i)聯交所發佈之每日收市價表所列本公司一股股份於有關購股權批授日期當日之收市價；及(ii)聯交所發佈之每日收市價表所列本公司股份於緊接批授日期前五個營業日之平均收市價(以較高者為準)，惟行使價無論如何不得低於一股股份之面值。合資格人士於接納購股權時須提供書面接納。根據二零一一年購股權計劃及本公司不時將予採納之任何其他計劃已授出但尚未行使之購股權行使時可發行之股份總數上限，不得超逾本公司不時已發行股本之30%。本公司並無法定或推定責任以現金購回或償付購股權。

15. SHARE OPTION SCHEMES *(continued)*

The movements in share options under the 2002 Share Option Scheme during the period were as follows:

15. 購股權計劃 *(續)*

以下為期內二零零二年購股權計劃下之購股權變動：

		For the six months ended 31 October			
		截至十月三十一日止六個月			
		2015		2014	
		二零一五年		二零一四年	
		Weighted average exercise price 加權平均 行使價 (Unaudited) (未經審核) HK\$ per share 每股港元	Number of options 購股權 數目 (Unaudited) (未經審核) '000 千份	Weighted average exercise price 加權平均 行使價 (Unaudited) (未經審核) HK\$ per share 每股港元	Number of options 購股權 數目 (Unaudited) (未經審核) '000 千份
At beginning of period	於期初	-	-	0.700	3,034
Lapsed	已失效	-	-	0.700	(150)
At end of period	於期末	-	-	0.700	2,884

16. OPERATING LEASE ARRANGEMENTS

As lessee

The Group leases certain of its office premises, staff quarters, furniture and equipment under operating lease arrangements. The leases have varying terms, escalation clauses and renewal rights.

The Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

16. 經營租賃安排

作為承租人

本集團根據經營租賃安排而租賃若干辦公室單位、員工宿舍、傢俬及設備。該等租賃之租期、調整租金之條款及續約權利各有不同。

本集團根據不可撤銷經營租賃於下列到期日支付之未來最低租金款項總額如下：

		Office premises and staff quarters 辦公室單位及員工宿舍		Furniture and equipment 傢俬及設備	
		31 October 2015 二零一五年 十月三十一日 (Unaudited) (未經審核) US\$'000 千美元	30 April 2015 二零一五年 四月三十日 (Audited) (經審核) US\$'000 千美元	31 October 2015 二零一五年 十月三十一日 (Unaudited) (未經審核) US\$'000 千美元	30 April 2015 二零一五年 四月三十日 (Audited) (經審核) US\$'000 千美元
Within one year	一年內	2,080	1,855	116	119
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	1,193	1,479	221	271
		3,273	3,334	337	390

17. COMMITMENTS

As at 31 October 2015 and 30 April 2015, the Group did not have any significant commitments.

17. 承擔

於二零一五年十月三十一日及二零一五年四月三十日，本集團並無任何重大承擔。

18. RELATED PARTY TRANSACTIONS

- (a) The Group had no significant related party transactions during the six months ended 31 October 2015.

During the six months ended 31 October 2014, the Group paid rental expenses to a related company, Wellbuild International Limited (“**Wellbuild**”) amounting to US\$254,000. The rental was determined based on the market rate and floor area. Wellbuild is a controlled corporation and an associate of Mr. Wang Lu Yen (“**Mr. Wang**”) who was an executive director of the Company and is a director of Wellbuild. Mr. Wang resigned as an executive director of the Company and a director of its subsidiary, Tamarind International Limited on 23 February 2015 and 30 April 2015 respectively. Accordingly, Wellbuild and its subsidiaries are not regarded as related parties of the Group subsequent to 30 April 2015.

- (b) Balance with a related company
At 31 October 2015, the Group had nil balance with a related company (30 April 2015: prepaid rent and rental deposit to a related company of US\$24,000).

18. 有關連人士交易

- (a) 截至二零一五年十月三十一日止六個月期間，本集團並無重大有關連人士交易。

截至二零一四年十月三十一日止六個月，本集團已付一家有關連公司慧標國際有限公司(「**慧標**」)之租金開支達254,000美元。租金乃參考市值租金及樓面面積釐定。慧標為王祿閻先生(「**王先生**」)之受控制法團及聯繫人，彼曾為本公司執行董事及現為慧標之董事。王先生分別於二零一五年二月二十三日及二零一五年四月三十日辭任本公司執行董事及其附屬公司Tamarind International Limited的董事。因此，於二零一五年四月三十日後，慧標及其附屬公司不再被視為本集團之有關連人士。

- (b) 與有關連公司之結餘
於二零一五年十月三十一日，本集團並無與有關連公司之結餘(二零一五年四月三十日：已付一家有關連公司之預付租金及租金按金24,000美元)。

18. RELATED PARTY TRANSACTIONS (continued)

(c) Compensation of key management personnel of the Group:

18. 有關連人士交易 (續)

(c) 本集團主要管理人員之薪酬：

		For the six months ended	
		31 October	
		截至十月三十一日止六個月	
		2015	2014
		二零一五年	二零一四年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		US\$'000	US\$'000
		千美元	千美元
Short term employee benefits	短期僱員福利	582	623
Post-employment benefits	僱員退休福利		
– defined contribution plans	– 定額供款計劃	49	37
Total compensation paid to key management personnel	支付予主要管理人員之薪酬總額	631	660

19. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of the Group's financial instruments as at the end of the reporting period are as follows:

As at 31 October 2015

Financial assets

		Loans and receivables 貸款及 應收款項 (Unaudited) (未經審核) US\$'000 千美元	Available- for-sale financial asset 可供出售 金融資產 (Unaudited) (未經審核) US\$'000 千美元	Total 合計 (Unaudited) (未經審核) US\$'000 千美元
Available-for-sale financial asset	可供出售金融資產	-	84	84
Trade receivables	應收貿易賬款	6,472	-	6,472
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及 其他應收款項之 金融資產	2,016	-	2,016
Cash and cash equivalents	現金及現金等值項目	24,919	-	24,919
		33,407	84	33,491

19. 金融工具類別

於報告期末，本集團各類別金融工具之賬面值如下：

於二零一五年十月三十一日

金融資產

	Loans and receivables 貸款及 應收款項 (Unaudited) (未經審核) US\$'000 千美元	Available- for-sale financial asset 可供出售 金融資產 (Unaudited) (未經審核) US\$'000 千美元	Total 合計 (Unaudited) (未經審核) US\$'000 千美元
Available-for-sale financial asset	-	84	84
Trade receivables	6,472	-	6,472
Financial assets included in prepayments, deposits and other receivables	2,016	-	2,016
Cash and cash equivalents	24,919	-	24,919
	33,407	84	33,491

19. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

As at 30 April 2015

Financial assets

		Loans and receivables (Audited) US\$'000 千美元	Available- for-sale financial asset (Audited) US\$'000 千美元	Total (Audited) US\$'000 千美元
Available-for-sale financial asset	可供出售金融資產	–	84	84
Trade receivables	應收貿易賬款	4,236	–	4,236
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及 其他應收款項之 金融資產	2,119	–	2,119
Cash and cash equivalents	現金及現金等值項目	17,044	–	17,044
		23,399	84	23,483

Financial liabilities

金融負債

		Financial liabilities at amortised cost 按攤銷成本列賬之金融負債	
		31 October 2015 二零一五年 十月三十一日 (Unaudited) (未經審核) US\$'000 千美元	30 April 2015 二零一五年 四月三十日 (Audited) (經審核) US\$'000 千美元
Trade payables	應付貿易賬款	5,453	4,762
Financial liabilities included in accruals and other payables	計入應計費用及其他應付款項 之金融負債	6,241	7,269
		11,694	12,031

20. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

Financial asset

	Carrying amounts		Fair value	
	賬面值		公平值	
	31 October 2015 二零一五年 十月三十一日 (Unaudited) (未經審核) US\$'000 千美元	30 April 2015 二零一五年 四月三十日 (Audited) (經審核) US\$'000 千美元	31 October 2015 二零一五年 十月三十一日 (Unaudited) (未經審核) US\$'000 千美元	30 April 2015 二零一五年 四月三十日 (Audited) (經審核) US\$'000 千美元
Available-for-sale financial asset	84	84	84	84

Management has assessed that the fair values of cash and cash equivalents, trade receivables, trade payables, financial assets included in prepayments, deposits and other receivables and financial liabilities included in accruals and other payables approximate to their carrying amounts largely due to the short term maturities of these instruments.

20. 金融工具之公平值層級

本集團金融工具之賬面值及公平值(賬面值與其公平值合理相若者除外)如下:

金融資產

管理層評估現金及現金等值項目、應收貿易賬款、應付貿易賬款、計入預付款項、按金及其他應收款項之金融資產、計入應計費用及其他應付款項之金融負債之公平值，均與其賬面值相若，很大程度上乃由於該等工具之短期償還期所致。

20. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(continued)*

The fair value of the available-for-sale financial asset is determined with reference to the price quoted by the relevant club.

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair values:

As at 31 October 2015 (Unaudited)

20. 金融工具之公平值層級 (續)

可供出售金融資產之公平值乃參考有關會所之報價後釐定。

下表載列本集團金融工具之公平值計量層級：

按公平值計量之資產：

於二零一五年十月三十一日(未經審核)

		Fair value measurement using 用以下各項進行公平值計量			
		Quoted prices in active markets (Level 1) 於活躍市場 之報價 (第一層) US\$'000 千美元	Significant observable inputs (Level 2) 重大可觀察 輸入值 (第二層) US\$'000 千美元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入值 (第三層) US\$'000 千美元	Total 合計 US\$'000 千美元
Available-for-sale financial asset	可供出售金融資產	84	-	-	84

20. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(continued)*

As at 30 April 2015 (Audited)

20. 金融工具之公平值層級 *(續)*

於二零一五年四月三十日 (經審核)

		Fair value measurement using 用以下各項進行公平值計量			
		Quoted prices in active markets (Level 1) 於活躍市場 之報價 (第一層) US\$'000 千美元	Significant observable inputs (Level 2) 重大可觀察 輸入值 (第二層) US\$'000 千美元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入值 (第三層) US\$'000 千美元	Total 合計 US\$'000 千美元
Available-for-sale financial asset	可供出售金融資產	84	-	-	84

During the period, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (30 April 2015: Nil).

The Group did not have any financial liabilities measured at fair value as at 31 October 2015 and 30 April 2015.

期內，第一層及第二層之間並無公平值計量之轉撥，亦無轉撥往或轉撥自第三層(二零一五年四月三十日：無)。

於二零一五年十月三十一日及二零一五年四月三十日，本集團並無任何按公平值計量之金融負債。

21. EVENTS AFTER THE REPORTING PERIOD

Grant of share options

On 6 November 2015, options were granted to certain consultants to subscribe for a total of 50,000,000 new shares of the Company at a subscription price of HK\$1 per share of the Company with a valid period of 3 years and may only be exercised if the average closing price of the Company's shares for the five business days immediate preceding the exercise date exceeds HK\$2 per share of the Company.

Share transaction

On 26 October 2015, 林麥商品信息諮詢(深圳)有限公司 (Linmark Merchandise Consultancy (Shenzhen) Limited*), a wholly owned subsidiary of the Company (“**Purchaser**”) entered into a conditional framework sale and purchase agreement (as amended and supplemented by supplemental agreements dated 3 and 24 November 2015) (collectively, “**Framework Agreement**”) with 深圳市國採立信投資管理有限公司 (Shenzhen Guocai Lixin Investment Management Company Limited*) and 吳玥鑿 (Wu Yueyun*) (“**Vendors**”), pursuant to which, subject to certain conditions precedent, the Purchaser agreed to acquire and the Vendors agreed to sell the entire equity interests in 深圳市國採晟唐投資管理有限公司 (Shenzhen Guo Cai Sheng Tang Investment Co. Ltd.*) (“**Target Company**”) for an aggregate consideration of RMB10,000,000 (approximately HK\$12,195,122, at the exchange rate HK\$1 to RMB0.82). The consideration shall be satisfied as to 60% by the Purchaser procuring the Company to allot and issue a total of 8,449,276 consideration shares of the Company (“**Consideration Shares**”) to the Vendors as consideration for the acquisition of 60% interest in the Target Company (“**First Tranche Sale Interest**”). Certain terms governing acquisition of the remaining 40% interest in the Target Company are to be determined in a separate supplemental agreement.

21. 報告期後事項

授出購股權

於二零一五年十一月六日，本公司向若干顧問授出購股權，以於三年之有效期內按每股本公司股份1港元之行使價認購合共50,000,000股本公司之新股份，惟僅可於緊接行使日前5個營業日的平均收市價達致每股本公司股份超過2港元才可行使。

股份交易

於二零一五年十月二十六日，本公司一家全資附屬公司林麥商品信息諮詢(深圳)有限公司(「買方」)與深圳市國採立信投資管理有限公司及吳玥鑿(「賣方」)訂立有條件框架買賣協議(經日期為二零一五年十一月三日及二十四日之補充協議修訂及補充)(統稱「**框架協議**」)。據此，受限於若干先決條件，買方同意收購而賣方同意出售於深圳市國採晟唐投資管理有限公司(「**目標公司**」)的全部股權，總代價為人民幣10,000,000元(按1港元兌人民幣0.82元之匯率計算約為12,195,122港元)。代價的60%須由買方透過促使本公司向賣方配發及發行合共8,449,276股本公司代價股份(「**代價股份**」)的方式向賣方支付，作為收購目標公司60%股權(「**第一批待售權益**」)的代價。餘下的目標公司40%之股權收購的若干條款將按單獨補充協議釐定。

* For identification purpose only

21. EVENTS AFTER THE REPORTING PERIOD (continued)

Share transaction (continued)

Completion of the acquisition of the First Tranche Sale Interest took place on 25 November 2015. A total of 8,449,276 Consideration Shares were allotted and issued to the Vendors on 25 November 2015 in accordance with the terms and conditions of the Framework Agreement. Immediately following the completion of the acquisition of the First Tranche Sale Interest, the Company through the Purchaser, indirectly owned a 60% interest in the Target Company.

Details of this share transaction were disclosed in the Company's announcements dated 26 October 2015, 3, 24 and 25 November 2015.

22. APPROVAL OF THE INTERIM FINANCIAL REPORT

These condensed consolidated interim financial statements were approved and authorised for issue by the board of directors of the Company on 14 December 2015.

21. 報告期後事項 (續)

股份交易 (續)

收購第一批待售權益於二零一五年十一月二十五日完成。根據框架協議的條款及條件，已於二零一五年十一月二十五日向賣方配發及發行合共8,449,276股代價股份。緊隨完成收購第一批待售權益後，本公司通過買方間接持有目標公司60%權益。

有關股份交易之詳情，已於本公司日期為二零一五年十月二十六日、二零一五年十一月三日、二十四日及二十五日之公佈中披露。

22. 中期財務報告之批准

本公司董事會已於二零一五年十二月十四日批准及授權發佈此等簡明綜合中期財務報表。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

Overview

The macro environment remained challenging during the review period. The Group faced weakness in the Eurozone economy, geopolitical instability and a slower than expected rebound in consumer confidence in the United States (“US”). US consumer spending remained tepid, especially in apparel and accessories. This resulted in an overall decline in orders placed with the Group.

The Group recorded an approximate drop of 9.9% in total shipment from roughly US\$138.3 million (equivalent to HK\$1,078.7 million) same period last year to approximately US\$124.6 million (equivalent to HK\$971.9 million) this year. In spite of an increase in the shipment value in the “sales of merchandise” operating segment, the overall shipment dropped, as there was a bigger fall in the shipment value in the “provision of services” operating segment of the Group which offset the increase of the former.

On the other hand, revenue of the Group increased slightly to roughly US\$54.1 million (equivalent to HK\$422.0 million) from approximately US\$53.8 million (equivalent to HK\$419.6 million) for the same period last year. This was attributable mainly to an increase in sales of merchandise.

Gross profit also decreased by around 8.0% from approximately US\$14.4 million (equivalent to HK\$112.3 million) for the same period last year to approximately US\$13.2 million (equivalent to HK\$103.0 million) as a result of the overall decline in shipment value.

Effective cost control practiced by the Group during the review period also successfully reduced the general and administrative expenses by around 3.4% to roughly US\$10.9 million (equivalent to HK\$85.0 million), compared with approximately US\$11.2 million (equivalent to HK\$87.4 million) for the corresponding period last year.

Up till 31 October 2015, the Group has recorded a profit of approximately US\$2.2 million (equivalent to HK\$17.2 million), representing a decrease of approximately 28.8% compared with the approximate US\$3.0 million (equivalent to HK\$23.4 million) profit for the same period last year.

業務回顧

概覽

於回顧期內，宏觀經濟仍充滿挑戰。本集團面對歐元區經濟疲弱，地緣政治引起局勢不穩，以及美國消費者恢復信心的速度遜於預期，美國消費者開支表現疲弱，尤其是服裝及配飾方面，導致本集團訂單整體減少。

本集團整體付運量錄得由去年同期約138,300,000美元(相等於1,078,700,000港元)下跌約9.9%至本年度約124,600,000美元(相等於971,900,000港元)。儘管「商品銷售」之經營分類的付運量總值有所增長，但本集團「提供服務」之經營分類的付運量總值錄得較大跌幅，抵銷了前者的增長，導致整體付運量減少。

另一方面，本集團之收益由去年同期約53,800,000美元(相等於419,600,000港元)輕微上升至約54,100,000美元(相等於422,000,000港元)。這主要由於商品銷售增長所致。

由於付運量總值整體下滑，毛利亦由去年同期約14,400,000美元(相等於112,300,000港元)下跌約8.0%至約13,200,000美元(相等於103,000,000港元)。

本集團於回顧期內實施有效的成本控制，成功將一般及行政開支由去年同期約11,200,000美元(相等於87,400,000港元)減少約3.4%至約10,900,000美元(相等於85,000,000美元)。

截至二零一五年十月三十一日，本集團錄得溢利約2,200,000美元(相等於17,200,000港元)，較去年同期溢利約3,000,000美元(相等於23,400,000港元)減少約28.8%。

BUSINESS REVIEW (continued)

Segmental Analysis

Operating Segmentation

The Group's business comprises two operating segments: (i) sales of merchandise including garments, fashion accessories, hardgoods, consumer electronic products and labels; and (ii) provision of services including procurement and value-added services relating to the procurement agency business.

業務回顧(續)

分類分析

經營分類

本集團之業務分為兩個經營分類：即(i)商品銷售(包括成衣、時尚配飾、雜貨、消費電子產品及標籤)；及(ii)提供服務(包括採購服務以及與採購代理業務有關之增值服務)。

		Shipment value 付運量總值	
		For the six months ended 31 October	
		截至十月三十一日止六個月	
		2015	2014
		二零一五年	二零一四年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		US\$' million	US\$' million
		百萬美元	百萬美元
Provision of services	提供服務	77.7	93.2
Sales of merchandise	商品銷售	46.9	45.1
Total	合計	124.6	138.3

During the period under review, shipment value from the provision of services fell by approximately 16.6% to approximately US\$77.7 million (equivalent to HK\$606.1 million), accounting for roughly 62.4% of the Group's total shipment value. This was mainly due to the decline in business from North America.

Shipment value from sales of merchandise increased by approximately 4.0% to approximately US\$46.9 million (equivalent to HK\$365.8 million), contributing to around 37.6% of the Group's total shipment value.

於回顧期內，提供服務之付運量總值下降約16.6%至約77,700,000美元(相等於606,100,000港元)，佔本集團付運量總值約62.4%，這主要由於北美洲業務減少所致。

來自商品銷售之付運量總值上升約4.0%至約46,900,000美元(相等於365,800,000港元)，佔本集團付運量總值約37.6%。

BUSINESS REVIEW (continued)

Segmental Analysis (continued)

Geographical Segmentation

業務回顧(續)

分類分析(續)

地域分類

		Shipment value	
		付運量總值	
		For the six months ended	
		31 October	
		截至十月三十一日止六個月	
		2015	2014
		二零一五年	二零一四年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		US\$' million	US\$' million
		百萬美元	百萬美元
North America	北美洲	61.6	70.0
Europe	歐洲	30.6	36.7
Others	其他	32.4	31.6
Total	合計	124.6	138.3

In the same review period, shipments to North America dropped by approximately 12.0% to approximately US\$61.6 million (equivalent to HK\$480.5 million) due to a decrease in orders from certain US customers. Nevertheless, North America remained the largest market for the Group, making up approximately 49.4% of the Group's total shipment value.

A fall was also identified in the European market during the period under review. Shipments to Europe dropped by approximately 16.6% to approximately US\$30.6 million (equivalent to HK\$238.7 million) mainly due to the decline in business of certain customers whose businesses were affected by the vulnerable economy in the region and the overall depreciation in European currencies. Shipments to Europe accounted for approximately 24.6% of the Group's total shipment value.

On the contrary, shipments grouped under "Others", comprising mainly shipments to the southern hemisphere, increased by approximately 2.5% to approximately US\$32.4 million (equivalent to HK\$252.7 million). "Others" represented approximately 26.0% of the Group's total shipment value.

於相同回顧期內，由於若干美國客戶之訂單減少，往北美洲之付運量下跌約12.0%至約61,600,000美元(相等於480,500,000港元)。然而，北美洲依然為本集團最大市場，佔本集團付運量總值約49.4%。

於回顧期內，歐洲市場同樣出現下跌。往歐洲之付運量減少約16.6%至約30,600,000美元(相等於238,700,000港元)，主要由於若干客戶之業務受區內疲弱的經濟及歐洲貨幣整體貶值影響而下滑所致，往歐洲之付運量佔本集團付運量總值約24.6%。

相反，「其他」分類項目下之付運量，上升約2.5%至約32,400,000美元(相等於252,700,000港元)。此項目主要為往南半球的付運量，佔本集團付運量總值約26.0%。

BUSINESS REVIEW (continued)

Hong Kong Tax Case

As of the date of this interim report, the Group has received protective assessments amounting to approximately HK\$137,000,000 (equivalent to US\$17,564,000) from the Inland Revenue Department of Hong Kong (“**IRD**”) in respect of queries on the modus operandi of the Group and the chargeability of profits for the years of assessment from 2003/2004 to 2008/2009. In response to the assessments, objections have been lodged by the Group. In addition, Tax Reserve Certificates amounting to HK\$5,250,000 (equivalent to US\$673,000) have been purchased by two subsidiaries of the Company in pursuit of the holdover of tax demanded under protective assessments for these years.

In April 2015, with the assistance of an independent tax advisor, the Group submitted a settlement proposal as part of negotiations with the IRD (to be agreed) regarding this case. As at the close of the reporting period, the settlement proposal was still under review by the IRD. Despite the unknown outcome, the Group is of the view that sufficient tax provisions have been made in the financial statements based on the information available.

FINANCIAL REVIEW

The Group’s financial position remains healthy with cash and cash equivalents of approximately US\$24.9 million (equivalent to HK\$194.2 million) as of 31 October 2015. In addition, the Group has total banking facilities of approximately US\$20.3 million (equivalent to HK\$158.3 million) including borrowing facilities of approximately US\$0.4 million (equivalent to HK\$3.1 million) as of the same date.

The Group has a current ratio of approximately 2.0 and a gearing ratio of zero, based on no interest-bearing borrowings and total equity of approximately US\$42.8 million (equivalent to HK\$333.8 million) as of 31 October 2015. There has not been any material change in the Group’s borrowings since then.

業務回顧 (續)

香港稅務個案

於本中期報告刊發日期，本集團已就有關本集團於二零零三／二零零四至二零零八／二零零九評稅年度的營運模式及溢利之申報繳稅之查詢，接獲香港稅務局（「**稅務局**」）保障性評稅約137,000,000港元（相等於17,564,000美元）。本集團已就有關評稅提出反對。此外，本公司兩家附屬公司已就暫緩繳納該等年度保障性評稅所需支付之稅款，購買價值5,250,000港元（相等於673,000美元）之儲稅券。

於二零一五年四月，在獨立稅務顧問之協助下，本集團就本案提交一份解決方案作為與稅務局磋商的一部份（尚有待同意）。於報告期末，稅務局仍在審閱解決方案。儘管其結果仍未知，惟本集團認為已根據可獲得的資料於財務報表內作出充足稅項撥備。

財務回顧

本集團之財務狀況保持穩健，於二零一五年十月三十一日之現金及現金等值項目約24,900,000美元（相等於194,200,000港元）。此外，本集團於相同日期之銀行融資總額約20,300,000美元（相等於158,300,000港元），其中包括借貸融資約400,000美元（相等於3,100,000港元）。

本集團於二零一五年十月三十一日之流動比率約2.0，按未有計息借貸及權益總額約42,800,000美元（相等於333,800,000港元）計算，資產負債比率為零。本集團之借貸自以後並無任何重大轉變。

FINANCIAL REVIEW (continued)

Trade receivables increased from approximately US\$4.2 million (equivalent to HK\$32.8 million) as of 30 April 2015 to approximately US\$6.5 million (equivalent to HK\$50.7 million) as of 31 October 2015. Gross trade receivables aged over 90 days, which amounted to approximately US\$0.8 million (equivalent to HK\$6.2 million), were being carefully monitored by management and sufficient provision has been made.

The Group's net asset value recorded as of 31 October 2015 was approximately US\$42.8 million (equivalent to HK\$333.8 million). It had no material contingent liability as of 31 October 2015, and no material change has been identified since then.

The majority of the Group's transactions during the period under review were denominated in US dollars and Hong Kong dollars. To minimise exchange risks, sales and purchases were generally transacted in the same currency.

REMUNERATION POLICY AND STAFF DEVELOPMENT SCHEME

As of 31 October 2015, the Group had 370 staff members (as of 31 October 2014: 387 staff members). Total staff costs for the period under review amounted to approximately US\$7.5 million (equivalent to HK\$58.5 million) (2014: US\$7.7 million (equivalent to HK\$60.1 million)).

The Group offers competitive remuneration schemes to its employees based on industry practices, along with individual and the Group's performance. In addition, share options and discretionary bonuses are also granted to eligible staff based on individual performance and that of the Group.

財務回顧(續)

應收貿易賬款由二零一五年四月三十日之約4,200,000美元(相等於32,800,000港元)增加至二零一五年十月三十一日之約6,500,000美元(相等於50,700,000港元)。賬齡逾90天之應收貿易賬款總額約800,000美元(相等於6,200,000港元)，現正受管理層嚴密監控，並已作充份撥備。

於二零一五年十月三十一日，本集團錄得資產淨值約42,800,000美元(相等於333,800,000港元)。於二零一五年十月三十一日，本集團並無重大或然負債，且自此後並無識別到重大變動。

本集團於回顧期內之大部份交易均以美元及港元結算。為減低外匯風險，買賣一般是以相同貨幣進行交易。

薪酬政策及員工發展計劃

於二零一五年十月三十一日，本集團聘有370名員工(於二零一四年十月三十一日：387名員工)。回顧期內之僱員成本總額約7,500,000美元(相等於58,500,000港元)(二零一四年：7,700,000美元(相等於60,100,000港元))。

本集團按行業慣例、員工個人表現及本集團表現為僱員制訂具競爭力之薪酬方案。此外，本集團亦根據員工個人表現及本集團表現向合資格員工授予購股權及發放酌情花紅。

CORPORATE EVENTS DURING THE REPORTING PERIOD

Share Subdivision, Change of Board Lot Size and Change of Company Name

During the period under review, the Board issued a circular to the Company's shareholders dated 29 May 2015 proposing (i) that each of the then-existing issued and unissued shares of US\$0.02 each in the share capital of the Company be subdivided into five subdivided shares of US\$0.004 each ("**Share Subdivision**"); (ii) to change the board lot size of trading in the shares from 2,000 shares to 10,000 subdivided shares as soon as possible after the Share Subdivision becomes effective; and (iii) to change the registered primary name of the Company from "Linmark Group Limited" to "Daohe Global Group Limited" and to adopt "道和環球集團有限公司" as its secondary name to replace the Chinese name of "林麥集團有限公司" which has been used for identification purposes only ("**Change of Company Name**").

The Share Subdivision and the Change of Company Name were approved by the shareholders of the Company at the special general meeting of the Company held on 22 June 2015. The Share Subdivision became effective on 23 June 2015, and since then, the board lot size of trading in the shares of the Company had been changed from 2,000 shares to 10,000 subdivided shares.

On 25 June 2015, the Registrar of Companies in Bermuda issued a Certificate of Incorporation on Change of Name and a Certificate of Secondary Name certifying the Change of Company Name with effect from 23 June 2015.

Subscription of New Shares under General Mandate

On 17 June 2015, a total of 20,000,000 ordinary shares (or 100,000,000 ordinary shares after Share Subdivision) were allotted and issued to six subscribers pursuant to the terms and conditions of the subscription agreement dated 1 June 2015 entered by and between the Company and the subscribers.

As announced by the Company on 1 and 17 June 2015, the net proceeds from the subscription after deducting all relevant costs and expenses were approximately HK\$64,000,000 (equivalent to US\$8,205,000). The Company intends to use the net proceeds from the subscription to enlarge its capital base and prepare for any development opportunities as and when they arise. As of the date of this interim report, the Company has not used any of such proceeds.

報告期內企業事項

股份拆細、更改每手買賣單位及更改公司名稱

於回顧期內，董事會向本公司股東刊發日期為二零一五年五月二十九日的通函，當中建議(i)將本公司股本中每股面值0.02美元的當時已發行及未發行股份拆細為五股每股面值0.004美元之拆細股份(「**股份拆細**」)；(ii)於股份拆細生效後盡快將股份交易之每手買賣單位由2,000股股份更改為10,000股拆細股份；及(iii)將本公司之第一註冊名稱由「Linmark Group Limited」更改為「Daohe Global Group Limited」，並採納「道和環球集團有限公司」為其第二名稱以取代一直用於僅供識別用途之中文名稱「林麥集團有限公司」(「**更改公司名稱**」)。

股份拆細及更改公司名稱已於二零一五年六月二十二日舉行的股東特別大會上獲本公司股東批准。股份拆細於二零一五年六月二十三日生效，此後本公司股份買賣的每手買賣單位已由2,000股股份更改為10,000股拆細股份。

於二零一五年六月二十五日，百慕達公司註冊處處長發出更改名稱註冊證書及第二名稱證書，證明本公司自二零一五年六月二十三日起更改公司名稱。

根據一般授權認購新股份

於二零一五年六月十七日，根據本公司與認購方於二零一五年六月一日所訂立之認購協議的條款及條件，本公司向六名認購方配發及發行合共20,000,000股普通股(或在股份拆細後為100,000,000股普通股)。

誠如本公司於二零一五年六月一日及十七日所公佈，經扣除所有相關費用及開支後，來自認購事項的所得款項淨額約為64,000,000港元(相等於8,205,000美元)。本公司有意使用認購事項的所得款項淨額來擴大其股本基礎，並為日後出現的任何發展商機作好準備。於本中期報告刊發日期，本公司尚未使用任何該所得款項。

PROSPECTS

The growth of the global economy is tilted to a slight downside due to increased volatility in the global financial markets. Emerging economies, such as China are facing slowing growth, while developed economies, such as Europe, continue to experience deflationary pressures. In a challenging global business environment, customers in North America and Europe are likely to be conservative when ordering, which will pressure the Group's shipment and operating costs. Also, if the US dollar continues to strengthen, the purchasing power of the Group's non-US customers will continue to weaken, which will likely negatively affect the Group's business from those regions. These factors could adversely affect the Group's supply chain business in the second half of the financial year.

The recent performance of the Group's traditional business tracks the current cycle in the global economy. In dealing with these challenges, the Group will further strengthen ties with its key customers and provide more value-added services and product categories to expand its existing business. The Group will also increase sourcing from low cost manufacturing markets to meet customers' needs.

While growth in the China market has slowed, the Chinese economy remains relatively buoyant. In the second half of the financial year, the Group aims to actively enter into and develop its business in the China market, and will strive to outperform the growth in the overall global economy.

The Group's future development will be based on continuing its solid supply chain and procurement operations, which have been the Group's strength, providing and enhancing financial services to its supply chain partners, and helping them to meet their changing development needs in a dynamic global environment. Concurrently, the Group continues to explore growth in other promising areas, including in financial services, supply chain management services and online as well as offline supply chain and sourcing platforms.

The Group expects that the recent acquisitions will result in added expenses in the short term, but in the longer term, will prove to be of important strategic value to the Group's further development.

前景

由於全球金融市場波動持續加劇，全球經濟增長輕微下滑。新興經濟體（如中國）面臨增長放緩，而發達國家（如歐洲）繼續承受通縮壓力。全球經濟形勢仍充滿挑戰，北美及歐洲地區客戶在訂單上趨於保守，為本集團在貨運及營運成本帶來壓力。同時，若美元持續保持強勢，本集團其他非美國客戶的購買力也將持續疲弱，對本集團在這些地區的業務帶來負面影響。上述因素也將對本集團本財政年度下半年在供應鏈方面的業務帶來不利影響。

本集團近期在傳統業務上的表現跟隨全球經濟週期循環。為應對諸等挑戰，本集團將繼續加強與主要客戶的聯繫，提供更多增值服務及產品種類以擴充現有業務。本集團還將加倍努力，擴大從低成本製造市場的採購，以應付客戶需求。

儘管中國市場的發展速度減緩，中國經濟仍然保持相對上漲。在本財政年度下半年中，本集團將積極於進入及發展中國市場的業務，並將努力跑贏全球經濟增長。

本集團未來的發展將繼續建立在其牢固的供應鏈以及採購營運的基礎上，這也是本集團的優勢，提供及加強對供應鏈夥伴在金融方面的配套服務，並在多變的全球經濟環境下，幫助滿足它們不斷改變的發展需求。目前，本集團仍在其他前景樂觀的領域探索增長機遇，包括金融服務、供應鏈管理服務以及線上與線下供應鏈及採購平台。

本集團預計近期的收購將在短期內增加本集團的開支，但從長遠看，這些收購將對本集團未來的發展有著重要的戰略價值。

Other Information

其他資料

SHARE OPTION SCHEME

The Company adopted a share option scheme pursuant to an ordinary resolution passed at the annual general meeting of the Company on 29 August 2011. The share option scheme will remain in force for a period of 10 years up to 2021. No options were granted under the share option scheme during the period under review.

As disclosed by the Company in its announcement on 6 November 2015, options were granted to certain consultants on 6 November 2015 to subscribe for a total of 50,000,000 new shares of the Company at a subscription price of HK\$1 per share of the Company with an valid period of 3 years and may only be exercised if the average closing price of the Company's shares for the five business days immediate preceding the exercise date exceeds HK\$2 per share of the Company.

DISCLOSURE OF INTERESTS

Directors' interests in shares, underlying shares and debentures of the Company and its associated corporations

As at 31 October 2015, the interests and short positions of the directors 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 ("SFO") (Cap. 571, Laws of Hong Kong)) as recorded in the register required to be kept by the Company under section 352 of the SFO, or were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") set out in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

購股權計劃

本公司根據於二零一一年八月二十九日在本公司股東週年大會上通過之普通決議案採納購股權計劃。購股權計劃將一直有效至二零二一年止，為期十年。於回顧期內，並無購股權已根據購股權計劃授出。

誠如本公司於二零一五年十一月六日在其公佈內所披露，本公司於二零一五年十一月六日向若干顧問授出購股權，以於三年之有效期內按每股本公司股份1港元之行使價認購合共50,000,000股本公司之新股份，惟僅可於緊接行使日前5個營業日的平均收市價達致每股本公司股份超過2港元才可行使。

權益披露

董事於本公司及其相聯法團之股份、相關股份及債券中之權益

於二零一五年十月三十一日，本公司之董事及行政總裁於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有須記入本公司根據證券及期貨條例第352條存置之登記冊之權益及淡倉，或(如需要)根據上市規則附錄10所載之上市公司董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所之權益及淡倉如下：

DISCLOSURE OF INTERESTS (continued)**Directors' interests in shares, underlying shares and debentures of the Company and its associated corporations**

(continued)

(a) Interests and short positions in the shares of the Company and its associated corporations

權益披露 (續)**董事於本公司及其相聯法團之股份、相關股份及債券中之權益** (續)

(a) 於本公司及其相聯法團之股份中之權益及淡倉

Name of directors	Capacity	Number and class of securities (Note 1)	Percentage shareholding in the same class of securities as at 31 October 2015
董事姓名	身份	證券數目及類別 (附註1)	於二零一五年十月三十一日 在同類別證券中之股權百分比
The Company			
本公司			
ZHOU Xijian 周希儉	Interest of controlled corporations (Note 2) 受控制法團之權益(附註2)	2,213,738,095 ordinary shares 普通股 (L)	62.83%
WONG Hing Lin, Dennis 黃慶年	Beneficial owner 實益擁有人	12,500,000 ordinary shares 普通股 (L)	0.35%
WANG Arthur Minshiang 王敏祥	Beneficial owner 實益擁有人	1,300,000 ordinary shares 普通股 (L)	0.04%
Associated corporation — Daohe Global Investment Holding Limited (“Daohe Global Investment”) (Note 2)			
相聯法團 — Daohe Global Investment Holding Limited (道和環球投資控股有限公司)(「道和環球投資」)(附註2)			
ZHOU Xijian 周希儉	Beneficial owner 實益擁有人	8,000 ordinary shares 普通股 (L)	80%
ZHANG Qi 張琦	Beneficial owner 實益擁有人	2,000 ordinary shares 普通股 (L)	20%

DISCLOSURE OF INTERESTS (continued)

Directors' interests in shares, underlying shares and debentures of the Company and its associated corporations

(continued)

(a) Interests and short positions in the shares of the Company and its associated corporations (continued)

Notes:

- (1) The letter "L" represents the director's long position in the shares.
- (2) As at 31 October 2015, (i) Sino Remittance Holding Limited owned 1,707,500,000 shares of the Company, representing approximately 48.46% of the issued share capital of the Company; (ii) Fame City Developments Limited owned 198,968,455 shares of the Company, representing approximately 5.65% of the issued share capital of the Company; (iii) Oceanic Force Limited owned 306,809,640 shares of the Company, representing approximately 8.71% of the issued share capital of the Company; and (iv) Winning Port International Limited owned 460,000 shares of the Company, representing approximately 0.01% of the issued share capital of the Company. By virtue of the relationship between Mr. ZHOU Xijian and Daohe Global Investment as stated in Note (2) to the paragraph headed "Interests and short positions of substantial shareholders in the shares and underlying shares of the Company" below, Mr. ZHOU Xijian was deemed, by virtue of the provisions of Part XV of the SFO, to be interested in the shares of the Company in which Daohe Global Investment, Sino Remittance Holding Limited, Fame City Developments Limited, Oceanic Force Limited and Winning Port International Limited were interested.

(b) Interests and short positions in the underlying shares of the Company and its associated corporations

As at 31 October 2015, none of the directors and chief executive of the Company had interests or short positions in the underlying shares of the Company and its associated corporations as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

(c) Interests and short positions in the debentures of the Company and its associated corporations

As at 31 October 2015, none of the directors and chief executive of the Company had interests or short positions in the debentures of the Company and its associated corporations as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

權益披露(續)

董事於本公司及其相聯法團之股份、相關股份及債券中之權益(續)

(a) 於本公司及其相聯法團之股份中之權益及淡倉(續)

附註：

- (1) 「L」乃指董事於股份中之好倉。
- (2) 於二零一五年十月三十一日，(i) Sino Remittance Holding Limited 華匯控股有限公司擁有 1,707,500,000 股本公司股份，佔本公司已發行股本約 48.46%；(ii) Fame City Developments Limited 擁有 198,968,455 股本公司股份，佔本公司已發行股本約 5.65%；(iii) Oceanic Force Limited 擁有 306,809,640 股本公司股份，佔本公司已發行股本約 8.71%；及 (iv) Winning Port International Limited 擁有 460,000 股本公司股份，佔本公司已發行股本約 0.01%。由於下文「主要股東於本公司股份及相關股份中之權益及淡倉」一段附註(2)所述周希儉先生與道和環球投資之間的關係，根據證券及期貨條例第 XV 部之條文，周希儉先生被視為擁有道和環球投資、Sino Remittance Holding Limited 華匯控股有限公司、Fame City Developments Limited、Oceanic Force Limited 及 Winning Port International Limited 所持有之所有本公司股份之權益。

(b) 於本公司及其相聯法團之相關股份中之權益及淡倉

於二零一五年十月三十一日，本公司之董事及行政總裁概無於本公司及其相聯法團之相關股份中擁有須記入本公司根據證券及期貨條例第 352 條存置之登記冊之權益或淡倉，或根據標準守則須知會本公司及聯交所之權益或淡倉。

(c) 於本公司及其相聯法團之債券中之權益及淡倉

於二零一五年十月三十一日，本公司之董事及行政總裁概無於本公司及其相聯法團之債券中擁有須記入本公司根據證券及期貨條例第 352 條存置之登記冊之權益或淡倉，或根據標準守則須知會本公司及聯交所之權益或淡倉。

DISCLOSURE OF INTERESTS (continued)

Directors' rights to acquire shares or debentures

At no time during the period under review was the Company, or any of its holding companies, fellow subsidiaries or subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Interests and short positions of substantial shareholders in the shares and underlying shares of the Company

As at 31 October 2015, the following shareholders (other than the directors and chief executive of the Company whose interests and short positions in the shares and underlying shares of the Company are set out above) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

權益披露(續)

董事購買股份或債券之權利

於回顧期內任何時間，本公司或其任何控股公司、同系附屬公司或附屬公司概無參與訂立任何安排以使本公司董事可藉購入本公司或任何其他法團之股份或債券而獲取利益。

主要股東於本公司股份及相關股份中之權益及淡倉

於二零一五年十月三十一日，下列股東(其於本公司之股份及相關股份之權益及淡倉已載於上文之本公司董事及行政總裁除外)於本公司之股份及相關股份中擁有須記入本公司根據證券及期貨條例第336條存置之登記冊之權益或淡倉：

Name of substantial shareholders	Capacity	Number of shares of the Company held (Note 1)	Approximate percentage of interests as at 31 October 2015
主要股東名稱	身份	持有本公司 股份數目 (附註1)	於二零一五年 十月三十一日之 權益概約百分比
Sino Remittance Holding Limited 華匯控股有限公司	Beneficial owner 實益擁有人	1,707,500,000 (L)	48.46%
Fame City Developments Limited	Beneficial owner 實益擁有人	198,968,455 (L)	5.65%
Oceanic Force Limited	Beneficial owner 實益擁有人	306,809,640 (L)	8.71%
Daohe Global Investment 道和環球投資	Interest of controlled corporations (Note 2) 受控制法團之權益(附註2)	2,213,738,095 (L)	62.83%

DISCLOSURE OF INTERESTS (continued)

Interests and short positions of substantial shareholders in the shares and underlying shares of the Company (continued)

Notes:

- (1) The letter "L" represents the entity's long position in the shares.
- (2) As at 31 October 2015, (i) Sino Remittance Holding Limited owned 1,707,500,000 shares of the Company, representing approximately 48.46% of the issued share capital of the Company; (ii) Fame City Developments Limited owned 198,968,455 shares of the Company, representing approximately 5.65% of the issued share capital of the Company; (iii) Oceanic Force Limited owned 306,809,640 shares of the Company, representing approximately 8.71% of the issued share capital of the Company; and (iv) Winning Port International Limited owned 460,000 shares of the Company, representing approximately 0.01% of the issued share capital of the Company.

Each of Sino Remittance Holding Limited, Fame City Developments Limited, Oceanic Force Limited and Winning Port International Limited is wholly-owned by Daohe Global Investment, which is in turn 80%-owned by Mr. ZHOU Xijian and 20%-owned by Mr. ZHANG Qi. Mr. ZHOU Xijian and Mr. ZHANG Qi, the directors of the Company, are also the directors of Sino Remittance Holding Limited, Fame City Developments Limited, Oceanic Force Limited, Winning Port International Limited and Daohe Global Investment. As such, Daohe Global Investment was deemed to be interested in the shares of the Company in which Sino Remittance Holding Limited, Fame City Developments Limited, Oceanic Force Limited and Winning Port International Limited were interested by virtue of the provisions of Part XV of the SFO.

Save as disclosed above, as at 31 October 2015, the Company had not been notified of any interests or short positions in the shares and underlying shares of the Company which are required to be recorded in the register required to be kept by the Company under section 336 of the SFO.

INTERIM DIVIDEND

The directors of the Company have declared an interim dividend of 0.15 HK cents per ordinary share in respect of the six months ended 31 October 2015. The interim dividend will be paid in cash on Friday, 8 January 2016 to shareholders whose names appear on the register of members of the Company on Thursday, 31 December 2015.

權益披露 (續)

主要股東於本公司股份及相關股份中之權益及淡倉 (續)

附註：

- (1) 「L」乃指實體於股份中之好倉。
- (2) 於二零一五年十月三十一日，(i) Sino Remittance Holding Limited 華匯控股有限公司擁有 1,707,500,000 股本公司股份，佔本公司已發行股本約 48.46%；(ii) Fame City Developments Limited 擁有 198,968,455 股本公司股份，佔本公司已發行股本約 5.65%；(iii) Oceanic Force Limited 擁有 306,809,640 股本公司股份，佔本公司已發行股本約 8.71%；及 (iv) Winning Port International Limited 擁有 460,000 股本公司股份，佔本公司已發行股本約 0.01%。

Sino Remittance Holding Limited 華匯控股有限公司、Fame City Developments Limited、Oceanic Force Limited 及 Winning Port International Limited 由道和環球投資全資擁有，而道和環球投資由周希檢先生擁有 80% 及張琦先生擁有 20%。本公司董事周希檢先生及張琦先生亦為 Sino Remittance Holding Limited 華匯控股有限公司、Fame City Developments Limited、Oceanic Force Limited、Winning Port International Limited 及道和環球投資之董事。因此，根據證券及期貨條例第 XV 部之條文，道和環球投資被視為擁有 Sino Remittance Holding Limited 華匯控股有限公司、Fame City Developments Limited、Oceanic Force Limited 及 Winning Port International Limited 所持有之本公司股份之權益。

除上文所披露者外，於二零一五年十月三十一日，本公司並無獲悉本公司之股份及相關股份中擁有須記入本公司根據證券及期貨條例第 336 條存置之登記冊之權益或淡倉。

中期股息

本公司董事已宣派截至二零一五年十月三十一日止六個月之中期股息每股普通股 0.15 港仙，該中期股息將於二零一六年一月八日（星期五）以現金方式派付予於二零一五年十二月三十一日（星期四）名列本公司股東名冊內之股東。

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement to the interim dividend for the period under review, the register of members of the Company will be closed from Tuesday, 29 December 2015 to Thursday, 31 December 2015, both days inclusive. In order to qualify for the interim dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 28 December 2015.

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's shares during the period under review.

REVIEW OF RESULTS

The unaudited condensed consolidated interim financial information of the Group for the six months ended 31 October 2015 have been reviewed by Ernst & Young, the external auditors of the Company, in accordance with the International Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the International Auditing and Assurance Standards Board. The audit committee comprising three independent non-executive directors of the Company, has reviewed with management and the Company's external auditors the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters, including the report prepared by the external auditors to the audit committee in respect of the review of the Group's unaudited condensed consolidated interim financial information for the six months ended 31 October 2015. There was no disagreement by the external auditors or the audit committee with the accounting treatment adopted by the Company.

The audit committee has also reviewed the terms and conditions of the continuing connected transaction of the Company that took place during the period under review.

暫停辦理股份過戶登記手續

為釐定獲派回顧期內中期股息之權利，本公司將於二零一五年十二月二十九日(星期二)至二零一五年十二月三十一日(星期四)(包括首尾兩天)暫停辦理股份過戶登記手續。為符合資格獲取中期股息，所有填妥之股份過戶表格連同有關股票，須於二零一五年十二月二十八日(星期一)下午四時三十分前交回本公司之股份過戶登記處香港分處卓佳標準有限公司，地址為香港皇后大道東183號合和中心22樓。

購買、出售或贖回股份

於回顧期內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何股份。

審閱業績

本集團截至二零一五年十月三十一日止六個月之未經審核簡明綜合中期財務資料已獲本公司之外聘核數師安永會計師事務所按照國際核數及保證準則委員會頒佈之國際審閱準則第2410號「獨立審計師對企業中期財務信息執行審閱」進行審閱工作。審核委員會(成員包括本公司三位獨立非執行董事)已與管理層及本公司之外聘核數師審閱本集團採納之會計原則及慣例，並已討論審核、內部監控及財務申報事宜，包括外聘核數師就審閱本集團截至二零一五年十月三十一日止六個月之未經審核簡明綜合中期財務資料編製向審核委員會提交之報告。外聘核數師或審核委員會對本公司採納之會計處理方法概無異議。

審核委員會亦已審閱本公司於回顧期內進行之持續關連交易的條款及條件。

CORPORATE EVENTS AFTER THE REPORTING PERIOD

Share Transaction

On 26 October 2015, 林麥商品信息諮詢(深圳)有限公司 (Linmark Merchandise Consultancy (Shenzhen) Limited*), a wholly owned subsidiary of the Company (“**Purchaser**”) entered into a conditional framework sale and purchase agreement (as amended and supplemented by supplemental agreements dated 3 and 24 November 2015) (collectively, “**Framework Agreement**”) with 深圳市國採立信投資管理有限公司 (Shenzhen Guocai Lixin Investment Management Company Limited*) and 吳玥鑾 (Wu Yueyun*) (“**Vendors**”), pursuant to which, subject to certain conditions precedent, the Purchaser agreed to acquire and the Vendors agreed to sell the entire equity interests in 深圳市國採晟唐投資管理有限公司 (Shenzhen Guo Cai Sheng Tang Investment Co. Ltd.*) (“**Target Company**”) for an aggregate consideration of RMB10,000,000 (approximately HK\$12,195,122, at the exchange rate HK\$1 to RMB0.82). The consideration shall be satisfied as to 60% by the Purchaser procuring the Company to allot and issue a total of 8,449,276 consideration shares of the Company (“**Consideration Shares**”) to the Vendors as consideration for the acquisition of 60% interest in the Target Company (“**First Tranche Sale Interest**”). Certain terms governing acquisition of the remaining 40% interest in the Target Company are to be determined in a separate supplemental agreement.

Completion of the acquisition of the First Tranche Sale Interest took place on 25 November 2015. A total of 8,449,276 Consideration Shares were allotted and issued to the Vendors on 25 November 2015 in accordance with the terms and conditions of the Framework Agreement. Immediately following the completion of the acquisition of the First Tranche Sale Interest, the Company through the Purchaser, indirectly owned a 60% interest in the Target Company.

Details of this share transaction were disclosed in the Company’s announcements dated 26 October 2015, 3, 24 and 25 November 2015.

* For identification purpose only

報告期後企業事項

股份交易

於二零一五年十月二十六日，本公司一家全資附屬公司林麥商品信息諮詢(深圳)有限公司(「**買方**」)與深圳市國採立信投資管理有限公司及吳玥鑾(「**賣方**」)訂立有條件框架買賣協議(經日期為二零一五年十一月三日及二十四日之補充協議修訂及補充)(統稱「**框架協議**」)。據此，受限於若干先決條件，買方同意收購而賣方同意出售於深圳市國採晟唐投資管理有限公司(「**目標公司**」)的全部股權，總代價為人民幣10,000,000元(按1港元兌人民幣0.82元之匯率計算約為12,195,122港元)。代價的60%須由買方透過促使本公司向賣方配發及發行合共8,449,276股本公司代價股份(「**代價股份**」)的方式向賣方支付，作為收購目標公司60%股權(「**第一批待售權益**」)的代價，而餘下的目標公司40%之股權收購的若干條款將按單獨補充協議釐定。

收購第一批待售權益於二零一五年十一月二十五日完成。根據框架協議的條款及條件，已於二零一五年十一月二十五日向賣方配發及發行合共8,449,276股代價股份。緊隨完成收購第一批待售權益後，本公司通過買方間接持有目標公司60%權益。

有關股份交易之詳情，已於本公司日期為二零一五年十月二十六日、二零一五年十一月三日、二十四日及二十五日之公佈中披露。

CORPORATE EVENTS AFTER THE REPORTING PERIOD

(continued)

Grant of Share Options

As disclosed by the Company in its announcement on 6 November 2015, options were granted to certain consultants on 6 November 2015 to subscribe for a total of 50,000,000 new shares of the Company at a subscription price of HK\$1 per share of the Company with a valid period of 3 years and may only be exercised if the average closing price of the Company's shares for the five business days immediate preceding the exercise date exceeds HK\$2 per share of the Company.

Possible Acquisition and Connected Transaction

On 2 December 2015, Daohe Capital Limited, a wholly owned subsidiary of the Company entered into a non-legally binding memorandum of understanding with Hong Kong Wing Yue Financial Group Holdings Limited ("**HK Wing Yue Financial Group**"), in relation to the possible acquisition of the entire issued share capital of Hong Kong Wing Yue Asset Management Limited ("**HK Wing Yue Asset Management**") ("**Possible Acquisition**").

The aggregate consideration for the Possible Acquisition is HK\$14.5 million plus the net asset value of HK Wing Yue Asset Management as of the date of completion of the formal agreement, subject to further agreement in the formal agreement to be entered by the parties.

Mr. ZHOU Xijian, a non-executive Director and chairman of the Company, is the sole shareholder and sole director of HK Wing Yue Financial Group. HK Wing Yue Financial Group is therefore an associate of Mr. Zhou and a connected person of the Company under Rule 14A.07(4) of the Listing Rules. The Possible Acquisition, if it proceeds, will constitute a connected transaction for the Company under Chapter 14A of the Listing Rules.

The Possible Acquisition and the connected transaction were disclosed in the Company's announcement dated 2 December 2015.

報告期後企業事項 (續)

授出購股權

誠如本公司日期為二零一五年十一月六日之公佈所披露，本公司於二零一五年十一月六日向若干顧問授出購股權，以於三年之有效期內按每股本公司股份1港元之行使價認購合共50,000,000股本公司之新股份，惟僅可於緊接行使日前5個營業日的平均收市價達致每股本公司股份超過2港元才可行使。

可能收購事項及關連交易

於二零一五年十二月二日，本公司一家全資附屬公司道和資本有限公司與香港永裕金融控股集團有限公司（「香港永裕金融集團」）訂立無法律約束力之諒解備忘錄，內容有關可能收購香港永裕資產管理有限公司（「香港永裕資產管理」）全部已發行股本（「可能收購事項」）。

可能收購事項之總代價為14,500,000港元加香港永裕資產管理於正式協議完成日期之資產淨值，須待訂約雙方於訂立正式協議時進一步協議。

由於本公司非執行董事兼主席周希儉先生為香港永裕金融集團之唯一股東兼唯一董事，故香港永裕金融集團為上市規則第14A.07(4)條項下周先生之聯繫人及本公司之關連人士。可能收購事項（倘進行）將構成上市規則第14A章項下本公司之關連交易。

有關可能收購事項及關連交易已披露於本公司日期為二零一五年十二月二日之公佈。

CORPORATE GOVERNANCE

A corporate governance report has been published and included in the Company's 2015 annual report, in which the Company reported the adoption of the code provisions ("Code Provisions") set out in the Corporate Governance Code ("CG Code") contained in Appendix 14 to the Listing Rules as the Corporate Governance Code of the Company.

During the period under review, save for the deviation from Code Provision E.1.2, the Company fully complied with the Code Provisions in the CG Code.

Under the Code Provision E.1.2, the chairman of the board should attend the annual general meeting. He should also invite the chairmen of the board committees to attend. Due to other important engagement at the relevant time, Mr. ZHOU Xijian, the chairman of the Board and chairman of the Company's nomination committee, was absent from the annual general meeting of the Company held on 27 August 2015.

Save as disclosed above, the corporate governance practices adopted by the Company during the period under review are in line with those practices set out in the Company's 2015 annual report.

公司管治

在刊載於本公司二零一五年年報內之公司管治報告中，本公司已報告採納上市規則附錄14所載之企業管治守則(「企業管治守則」)內之守則條文(「守則條文」)作為本公司之公司管治守則。

於回顧期內，除偏離守則條文第E.1.2條外，本公司已全面遵守企業管治守則之守則條文。

根據守則條文第E.1.2條，董事會主席應出席股東週年大會並邀請各董事委員會的主席出席。董事會主席兼本公司提名委員會主席周希儉先生由於在相關時間有其他重要事務，因此缺席於二零一五年八月二十七日舉行之本公司股東週年大會。

除上文所披露者外，本公司於回顧期內所採納之公司管治常規均符合本公司二零一五年年報所載之有關常規。

DISCLOSURE OF INFORMATION ON DIRECTORS

The changes in information of the directors of the Company are as follows:

HWANG Han-Lung, Basil (executive director, company secretary, general counsel and head of development and investments and member of executive committee of the Company)

Mr. Hwang was appointed the company secretary and authorised representative of the Company under the Listing Rules in replacement of Ms. CHEUNG Hoi Yin, Brenda with effect from 14 August 2015.

TSE Hau Yin, Aloysius (independent non-executive director, chairman of audit committee, and member of remuneration committee and nomination committee of the Company)

Mr. Tse is an independent non-executive director of China Huarong Asset Management Co., Ltd. (stock code: 2799) appointed on 23 March 2015, the shares of which were listed on the Main Board of the Stock Exchange on 30 October 2015.

WONG Chak Keung (independent non-executive director of the Company with effect from 1 November 2015)

Mr. Wong resigned as independent non-executive director of China Seven Star Holdings Limited (stock code: 245) with effect from 11 December 2015.

Save as disclosed above, there is no other information to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as its model code for securities transactions by the directors of the Company. The Company, having made specific enquiries, obtained confirmations from all the directors of the Company that they have complied with the required standards set out in the Model Code throughout the six months ended 31 October 2015.

董事資料披露

本公司董事資料變動如下：

黃漢龍先生(執行董事、公司秘書、法律總監兼發展及投資主管以及本公司執行委員會之成員)

黃先生獲委任為上市規則下本公司之公司秘書及授權代表，以替代張海燕女士，自二零一五年八月十四日起生效。

謝孝衍(本公司獨立非執行董事、審核委員會主席以及薪酬委員會及提名委員會成員)

謝先生於二零一五年三月二十三日獲委任為中國華融資產管理股份有限公司(股份代號：2799)之獨立非執行董事，該公司之股份於二零一五年十月三十日在聯交所主板上市。

黃澤強(自二零一五年十一月一日起為本公司獨立非執行董事)

黃先生於二零一五年十二月十一日起，辭去中國七星控股有限公司(股份代號：245)之獨立非執行董事。

除上文所披露者外，根據上市規則第13.51B(1)條，概無其他資料須作出披露。

進行證券交易的標準守則

本公司已採納上市規則附錄10所載之標準守則，作為本公司董事進行證券交易之標準守則。本公司經作出特定查詢後，獲全體董事確認，於截至二零一五年十月三十一日止六個月內，彼等已遵守標準守則所載之規定準則。

MODEL CODE FOR SECURITIES TRANSACTIONS

(continued)

The Company has also established written guidelines on no less exacting terms than the Model Code (“**Employees Written Guidelines**”) for securities transactions by relevant employees who are likely to possess unpublished inside information in relation to the Company or its securities. No incident of non-compliance of the Employees Written Guidelines by the relevant employees was noted by the Company throughout the six months ended 31 October 2015.

By Order of the Board

ZHOU Xijian

Chairman and Non-Executive Director

Hong Kong, 14 December 2015

進行證券交易的標準守則(續)

就可能擁有與本公司或其證券相關之未經公佈之內幕消息之有關僱員進行證券交易，本公司亦已制定不遜於標準守則所載條款之明文指引(「**僱員明文指引**」)。於截至二零一五年十月三十一日止六個月內，本公司沒有發現有關僱員違反僱員明文指引。

承董事會命

周希儉

主席兼非執行董事

香港，二零一五年十二月十四日

Corporate Information

公司資料

NON-EXECUTIVE (not a member of the Board)

WANG Lu Yen (*Honorary Chairman*)

NON-EXECUTIVE DIRECTOR

ZHOU Xijian (*Chairman*)

EXECUTIVE DIRECTORS

ZHANG Qi (*Chief Executive Officer*)

WONG Hing Lin, Dennis (*President and Chief Financial Officer*)

HWANG Han-Lung, Basil (*Company Secretary, General Counsel and Head of Development and Investments*)

INDEPENDENT NON-EXECUTIVE DIRECTORS

WANG Arthur Minshiang

TSE Hau Yin, Aloysius

Jakob Jacobus Koert TULLENERS

WONG Chak Keung (*appointed with effect from 1 November 2015*)

EXECUTIVE COMMITTEE

ZHANG Qi (*Chairman of the Committee*)

WONG Hing Lin, Dennis

HWANG Han-Lung, Basil

AUDIT COMMITTEE

TSE Hau Yin, Aloysius (*Chairman of the Committee*)

WANG Arthur Minshiang

Jakob Jacobus Koert TULLENERS

REMUNERATION COMMITTEE

WANG Arthur Minshiang (*Chairman of the Committee*)

TSE Hau Yin, Aloysius

ZHANG Qi

NOMINATION COMMITTEE

ZHOU Xijian (*Chairman of the Committee*)

WANG Arthur Minshiang

TSE Hau Yin, Aloysius

非執行(非董事會成員)

王祿閻(榮譽主席)

非執行董事

周希儉(主席)

執行董事

張琦(行政總裁)

黃慶年(總裁兼財務總裁)

黃漢龍(公司秘書、法律總監兼發展及投資主管)

獨立非執行董事

王敏祥

謝孝衍

Jakob Jacobus Koert TULLENERS

黃澤強(於二零一五年十一月一日獲委任)

執行委員會

張琦(委員會主席)

黃慶年

黃漢龍

審核委員會

謝孝衍(委員會主席)

王敏祥

Jakob Jacobus Koert TULLENERS

薪酬委員會

王敏祥(委員會主席)

謝孝衍

張琦

提名委員會

周希儉(委員會主席)

王敏祥

謝孝衍

COMPANY SECRETARY

HWANG Han-Lung, Basil (*appointed with effect from 14 August 2015*)
CHEUNG Hoi Yin, Brenda (*resigned with effect from 14 August 2015*)

REGISTERED OFFICE

Clarendon House, 2 Church Street,
Hamilton HM 11, Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

1123, Kowloonbay International Trade & Exhibition Centre,
1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Codan Services Limited
Clarendon House, 2 Church Street,
Hamilton HM 11, Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

AUDITORS

Ernst & Young
22nd Floor, CITIC Tower, 1 Tim Mei Avenue,
Central, Hong Kong

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Level 10, HSBC Main Building,
1 Queen's Road Central, Hong Kong

Standard Chartered Bank (Hong Kong) Limited
13th Floor, Standard Chartered Bank Building,
4-4A Des Voeux Road Central, Hong Kong

Citibank, N.A.
48th Floor, Citibank Tower, Citibank Plaza,
3 Garden Road, Central, Hong Kong

公司秘書

黃漢龍(於二零一五年八月十四日獲委任)
張海燕(於二零一五年八月十四日辭任)

註冊辦事處

Clarendon House, 2 Church Street,
Hamilton HM 11, Bermuda

總辦事處及主要營業地點

香港九龍九龍灣展貿徑一號
九龍灣國際展貿中心1123室

股份過戶登記總處

Codan Services Limited
Clarendon House, 2 Church Street,
Hamilton HM 11, Bermuda

股份過戶登記處香港分處

卓佳標準有限公司
香港皇后大道東183號
合和中心22樓

核數師

安永會計師事務所
香港中環
添美道1號中信大廈22樓

主要往來銀行

香港上海滙豐銀行有限公司
香港皇后大道中1號
滙豐總行大廈10樓

渣打銀行(香港)有限公司
香港德輔道中4-4A號
渣打銀行大廈13樓

花旗銀行
香港中環花園道3號
花旗銀行廣場花旗銀行大廈48樓

Shareholder Information

股東資料

Listing : Listed on the Main Board of
The Stock Exchange of Hong Kong Limited
since 10 May 2002

Stock Code : 915

Board Lot : 10,000
(with effect from 23 June 2015)

Par Value : US\$0.004
(with effect from 23 June 2015)

Trading Currency : HK\$

SHAREHOLDER SERVICES

For enquiries about share transfer and registration, please contact the Company's Hong Kong branch share registrar:

Tricor Standard Limited
Level 22, Hopewell Centre,
183 Queen's Road East
Hong Kong
Telephone : (852) 2980 1768
Facsimile : (852) 2528 3158

Holders of the Company's shares should notify the Hong Kong branch share registrar promptly of any change of addresses.

INVESTOR RELATIONS

For enquiries relating to investor relations, please contact:

Daohe Global Group Limited
1123, Kowloonbay International Trade & Exhibition Centre,
1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong
Telephone : (852) 2753 7373
Facsimile : (852) 2721 6554
Email : ir@daoheglobal.com.hk
Website : www.daoheglobal.com.hk

上市 : 由二零零二年五月十日起
於香港聯合交易所有限公司主板上市

股份代號 : 915
買賣單位 : 10,000
(自二零一五年六月二十三日起生效)
面值 : 0.004美元
(自二零一五年六月二十三日起生效)
交易貨幣 : 港元

股東服務

任何有關股份過戶及登記之查詢，請聯絡本公司之股份過戶登記處香港分處：

卓佳標準有限公司
香港
皇后大道東183號
合和中心22樓
電話 : (852) 2980 1768
傳真 : (852) 2528 3158

持有本公司股票之人士，若更改地址，請盡快通知本公司之股份過戶登記處香港分處。

投資者關係

任何有關投資者關係之查詢，請聯絡：

Daohe Global Group Limited 道和環球集團有限公司
香港九龍九龍灣展貿徑一號
九龍灣國際展貿中心1123室
電話 : (852) 2753 7373
傳真 : (852) 2721 6554
電郵 : ir@daoheglobal.com.hk
網站 : www.daoheglobal.com.hk

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DAOHE GLOBAL GROUP LIMITED

道和環球集團有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

1123, Kowloonbay International Trade & Exhibition Centre

1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong

香港九龍九龍灣展貿徑一號九龍灣國際展貿中心1123室

Tel 電話 : (852) 2753 7373

Fax 傳真 : (852) 2721 6554

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