

# QUALI-SMART HOLDINGS LIMITED

滙達富控股有限公司\*

(Incorporated in the Cayman Islands with limited liability)

Stock code : 1348

## Interim report 2018/2019



Financial Services Division  
Toy Division

\*For identification purpose only



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# Corporate Information

## BOARD OF DIRECTORS

### Executive Directors

Mr. Lau Ho Ming, Peter (*Executive Chairman*)

Mr. Poon Pak Ki, Eric

Mr. Ng Kam Seng

Mr. Chu, Raymond

### Non-executive Director

Madam Li Man Yee, Stella

### Independent Non-executive Directors

Mr. Leung Po Wing, Bowen Joseph *GBS, JP*

Mr. Chan Siu Wing, Raymond

Mr. Wong Wah On, Edward

## COMMITTEES OF THE BOARD OF DIRECTORS

### Audit Committee

Mr. Chan Siu Wing, Raymond (*Chairman*)

Mr. Leung Po Wing, Bowen Joseph *GBS, JP*

Mr. Wong Wah On, Edward

### Remuneration Committee

Mr. Leung Po Wing, Bowen Joseph *GBS, JP (Chairman)*

Mr. Chan Siu Wing, Raymond

Mr. Lau Ho Ming, Peter

### Nomination Committee

Mr. Leung Po Wing, Bowen Joseph *GBS, JP (Chairman)*

Mr. Chan Siu Wing, Raymond

Mr. Lau Ho Ming, Peter

### Corporate Governance Committee

Mr. Chan Siu Wing, Raymond (*Chairman*)

Mr. Ng Kam Seng

Madam Li Man Yee, Stella

## COMPANY SECRETARY

Ms. Tang Yuen Ching Irene

## AUTHORISED REPRESENTATIVES

Mr. Ng Kam Seng

Ms. Tang Yuen Ching Irene

## REGISTERED OFFICE

Cricket Square, Hutchins Drive

P. O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Workshop C, 19/F

TML Tower

3 Hoi Shing Road, Tsuen Wan

New Territories

Hong Kong

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Codan Trust Company (Cayman) Limited

Cricket Square, Hutchins Drive

P. O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited

Level 22, Hopewell Centre

183 Queen's Road East

Hong Kong

## PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited

Hang Seng Bank Limited

The Hongkong and Shanghai Banking Corporation Limited

## AUDITOR

BDO Limited

25th Floor, Wing On Centre

111 Connaught Road Central

Hong Kong

## COMPANY'S WEBSITE

[www.quali-smart.com.hk](http://www.quali-smart.com.hk)

# Management Discussion and Analysis

## BUSINESS REVIEW

For the six months ended 30 September 2018 (the “Current Period”), the general global economy still faced ongoing challenges not limited to the strengthening tariff measures arising from the ongoing trade war between the United States and China but also the change in the interest-rate cycle that suppressed investment incentives of enterprises and individuals, ultimately leading to a negative impact on individual propensity to consume. The shock waves arising from the collapse of Toys R Us in the United State last year continued to stifle business sentiments in the toy industry in general, as retailers became very cautious in placing orders and manufacturers became more prudent in assessing credit qualities of retailers. Moreover, the performance of the global and domestic capital markets have also substantially weakened due to the uncertain business conditions and outlooks induced by the US-China trade war and the foreseeable tightening monetary policy with the increase in interest rates by the Federal Reserve of United States. On the European side, the issues arising from Brexit continued to trouble business sentiments as the final outcome of Brexit remains uncertain, leading to corporates delaying long-term investment decisions and adopting more prudent business approaches. Against this relatively bearish backdrop in the macroeconomic environments, the Group’s operations in the Toy Division and the Financial Services Division both faced substantial challenges during the Current Period and suffered from weaker performances when compared with the Previous Period.

### Continuing Operations

#### *The Toy Division*

As a toy manufacturer offering services primarily on an OEM basis, the Toy Division continues to manufacture products for its customers in accordance with their specifications for whom to sell the products in their own brand names. In order to better deploy the Group’s resources and mitigate its business risks, the Toy Division remains focusing in serving customers of internationally reputable toy brands that are considered to be more reliable in order placing and better credit worthiness and higher transparency on its business background in general.

During the Current Period, revenue and segment profit of the Toy Division were approximately HK\$456.1 million and HK\$25.6 million respectively, representing a decrease of 16.5% and 3.1% respectively over the Previous Period. It was noted that there was a significant decrease of approximately HK\$66.4 million or 36.4% in contributions from markets such as the PRC and Taiwan, Central America, Caribbean and Mexico and Western Europe during the Current Period mainly attributable to the uncertain business conditions arising from the ongoing changes on tariffs and related trade policies between the US and these countries. For the North American markets, there was a moderate decrease in the Current Period of approximately HK\$18.0 million or 5.5% as compared to the Previous Period, as a result of more prudent customer orders from the North American markets following the Toy R Us debacle last year. Despite the difficult business conditions the Toy Division was facing, its gross margin did slightly improve from 11.0% in the Previous Period to approximately 11.8% in the Current Period, thanks to the effective costs control measures adopted by the Group and our shift to focus more on higher-margin product orders. The Toy Division will continue to maintain its high efficiency operation management with the implementation of stringent cost controls in product manufacturing using lean production approach, logistic simplification management and minimization of inventory level particularly during non-peak business period and such approach was expected to be strictly adhered during the current challenging period.

# Management Discussion and Analysis

## *The Financial Services Division*

During the Current Period, there was a drastic change in investment sentiments in the securities markets globally and in Hong Kong. The Hang Seng Index dropped from 30,093.38 as at 31 March 2018 to 27,788.52 as at 30 September 2018. Average daily turnover value of the Hong Kong Stock Exchange (“HKEx”) decreased by approximately 30.5% from about HK\$131.6 billion in March 2018 to about HK\$91.5 billion in September 2018. The market capitalisation of the Hong Kong securities markets also decreased from about HK\$34.4 trillion as at 31 March 2018 to about HK\$32.2 trillion as at 30 September 2018, despite an increase in the number of listed companies from 2,179 as at 31 March 2018 to 2,268 as at 30 September 2018. The change in the sentiments of the Hong Kong securities and capital markets was mainly a result in a change in expectations of business and economic outlooks as a result of the increasing tensions from the US-China trade war and the materialisation of the increase in interest rates. Tightening monetary and industry policies towards certain major sectors in China, such as internet gaming and property, also sent a chill to the investment markets as previous exuberance in these sectors was now subdued, leading to a substantial correction in market prices and values of securities in general. This also spilled over to the primary issuance markets as investors became more cautious towards making decisions and more demanding in pricings, often leading to postponements or even cancellations of transactions.

The securities brokerage services of the Financial Services Division continued to service mainly institutional and corporate brokerage clients during the Current Period. There was a substantial decrease in underwriting and placing commissions received by the Financial Services Division in the Current Period as the majority of the primary issuance transactions we were working on had yet to materialise, given the challenges faced by the primary issuance markets in general as highlighted above. The placing commissions received by the Financial Services Division during the Current Period were mainly derived from placements of corporate bonds by listed issuers in Hong Kong. Issuers were in general more cautious towards bond issuance during the Current Period as pricings of non-investment grade bonds became less attractive to them due to a rapid increase in yields, leading to a reduction in the total amount placed. While in the Previous Period the Financial Services Division received substantial equity underwriting and brokerage income from its role as the sole bookrunner in an initial public offering on the HKEx, the equity underwriting projects it was working on during the Current Period had yet to complete and make contributions to the financial performance of the Group in the Current Period,

Contributions from securities margin financings remained insignificant during the Current Period as a substantial amount of the capital of the Financial Services Division remained secured for settlement purposes, thus limiting its capabilities to expand rapidly in areas requiring a wider capital base or more extensive deployment of capital. The Financial Services Division also recorded a fair value loss on financial assets at fair value through profit or loss of about HK\$1.7 million when compared with a fair value loss of about HK\$2.5 million during the Previous Period, which was a result of a decrease in the fair value of the investment portfolio of the Financial Services Division during the Current Period, in line with the decrease in the performance of the securities markets in Hong Kong in general during the Current Period.

We remain committed to seeking ways to expand the capital base of the Financial Services Division in order to increase its capacity to participate in more principal-based activities, including participating in underwriting of bigger-scale transactions and securities margin financings. As set out in the announcements of the Company on 25 February 2018, 12 October 2018 and further update on 29 November 2018, the Group is still in the process of executing the transactions as set out in these announcements to introduce Zhongtai Financial International Limited as our new controlling shareholder and acquire Zhongtai International Capital Limited and Zhongtai International Asset Management Limited. If successfully consummated, these transactions will strengthen the capital base of the Group and diversify the product offerings of the Financial Services Division, as well as broadening the business network of the division in China. A significant amount of management time and resources had been dedicated to the negotiations and execution of these transactions during the Current Period, and we continue to strive to work with them to try to complete the various transactions as set out above during this financial year.

# Management Discussion and Analysis

## Discontinued Operation

### *The IT Division*

During the Current Period, the Group was no longer engaged in the business of the IT Division following the disposal of the relevant subsidiaries in December 2017. Comparing to the Previous Period, the Group has its loss reduced by approximately HK\$13.5 million (including an impairment loss on intangible assets of approximately HK\$11.7 million) in form of segment loss incurred by the discontinued IT Division in the Previous Period.

## FINANCIAL REVIEW

### Continuing Operations

#### Revenue

The Group's revenue from continuing operations for the Current Period amounted to approximately HK\$459.2 million for which the Toy Division and the Financial Services Division contributed approximately HK\$456.1 million and HK\$3.1 million, respectively, representing a decrease of approximately HK\$99.2 million or 17.8% as compared to total Group's revenues of approximately HK\$558.4 million for the Previous Period.

The decrease in the Group's revenue for the Current Period of approximately HK\$99.2 million was mainly attributable to the decrease in revenue contributed by the Toy Division of approximately HK\$90.5 million and the Financial Services Division of approximately HK\$8.7 million, representing a decrease of approximately 16.5% and 73.8%, respectively, on a period-on-period basis.

The decrease in the revenue of the Toy Division was mainly attributable to the decrease in orders placed by the customers from markets located in the PRC and Taiwan by approximately HK\$44.1 million, Western Europe by approximately HK\$16.8 million and North America by approximately HK\$18.0 million when compared with the Previous Period. Such decrease in orders could be attributable to a generally weakened market condition arising from the sustaining trade war between the US and China and hence withholding the order placing volume by the customers in view of the uncertain tariff policies imposed by both the US and Chinese Governments. This bearish sentiment was further built on top of the uncertainty in the toy industry created by the collapse of Toy R Us in the United States last year.

Revenues for the Financial Services Division during the Current Period amounted to approximately HK\$3.1 million, representing a decrease of approximately HK\$8.7 million or 73.8% from approximately HK\$11.8 million for the Previous Period. The decrease in revenue for the Current Period was mainly due to a substantial decrease in underwriting and placing commissions received by the Financial Services Division in the Current Period due to a reduction in the amount of securities placed in the Current Period, whereas the Financial Services Division received substantial equity underwriting commissions from an initial public offering in the Previous Period.

#### Gross Margin and Gross Profit

The Toy Division reported an increase in gross margin from approximately 11.0% for the Previous Period to approximately 11.8% for the Current Period. Despite a slight improvement in gross margins, gross profit of the Group for the Current Period decreased by about 20.3% to approximately HK\$57.3 million from HK\$71.9 million for the Previous Period as a result of the decrease in revenues in the Toy Division and the Financial Services Division. The improvement in the gross margin for the Toy Division was mainly due to the effective cost control measures it adopted during the Current Period as well as its focus on customers demanding more scalable and sophisticated products which rendered higher margins.

#### Selling Expenses

Selling expenses for the Toy Division mainly consisted of transportation fees and declaration fees. During the Current Period, selling expenses for the Toy Division decreased by approximately HK\$4.5 million or 25.1% from approximately HK\$18.0 million for the Previous Period to approximately HK\$13.4 million for the Current Period. Such decrease was mainly due to decrease in sales orders for the Current Period as explained above.

# Management Discussion and Analysis

## Administrative Expenses

Administrative expenses from continuing operations mainly consisted of salaries to employees, rents and rates for office spaces, depreciation on property, plant and equipment, and other administrative expenses. Administrative expenses decreased by approximately HK\$6.1 million or 11.6% from approximately HK\$52.2 million for the Previous Period to approximately HK\$46.1 million for the Current Period. The decrease was primarily due to the decrease in expenses related to salaries and wages to approximately HK\$23.7 million for the Current Period from approximately HK\$28.2 million for the Previous Period, representing a decrease of approximately HK\$4.5 million or 16.0% on a period-on-period basis, arising from natural turnover. Furthermore, there was a substantial decrease in costs arising from the equity settled share-based payment expenses related to the grant of share options of the Company of approximately HK\$4.4 million as the number of remaining years of vesting period for the granted share options were further reduced during the Current Period as compared to that of the Previous Period. Such reduction in administrative expenses was partially offset by an increase in legal and professional fees of approximately HK\$3.1 million resulting from the ongoing transactions with Zhongtai International Investment Group Limited.

## Other Income and Gains

Other income and gains decreased to HK\$2.5 million during the Current Period from approximately HK\$3.3 million for the Previous Period, representing a decrease of approximately HK\$0.8 million or 24.2%. Such decrease was mainly attributable to the decrease in moulding income from the Toy Division from approximately HK\$1.7 million for the Previous Period to approximately HK\$0.7 million for the Current Period as there were fewer sales orders and hence fewer new moulds were made for customers.

## Finance Costs

Finance costs mainly consisted of interest on the Group's interest-bearing bank borrowings, factoring arrangement from banks and the effective interest of the convertible notes issued by the Company. Finance costs increased by 76.5% to approximately HK\$11.8 million for the Current Period when compared with approximately HK\$6.7 million for the Previous Period, which was primarily due to the full-period recognition of the effective interest of the convertible notes issued by the Company in May 2017 and June 2017 of approximately HK\$10.1 million for the Current Period whereas only approximately five-month period of interest recognition was accounted for in the Previous Period (2017: HK\$4.9 million).

## Income Tax

The Group is subject to income tax on an entity basis on profit arising in or derived from the jurisdiction in which members of the Group are domiciled and operated. The income tax expense decreased by 11.6% to approximately HK\$4.3 million for the Current Period, as compared with approximately HK\$4.8 million for the Previous Period. Such decrease was mainly due to decrease in taxable income attributable to the decrease in revenue generated in the Current Period as explained above.

## Net Loss

The Group's net loss for the Current Period amounted to approximately HK\$15.9 million, representing a reduction of loss of about HK\$4.1 million on a period-on-period basis. The decrease in loss for the Current Period was mainly attributable to (i) the absence of the loss incurred by the discontinued IT Division of the Group which was disposed of in December 2017 and which accounted for approximately HK\$13.5 million of the loss in the Previous Period (of which approximately HK\$11.7 million was due an impairment loss on intangible assets of the IT Division); (ii) a decrease in selling expenses of approximately HK\$4.6 million attributable to the Toy Division in line with the decrease in its revenue; and (iii) a decrease in costs of approximately HK\$4.5 million and HK\$4.4 million arising from a reduction in salaries expenses and the non-cash, equity settled share-based payment expenses related to the share options granted as a result of a decrease in the number of remaining years of vesting period for the granted share options, respectively, for the Current Period as compared to the Previous Period. On the other hand, the above contribution to the loss reduction was partially offset by (a) a decrease in gross profits of approximately HK\$14.6 million as a result of a reduction in revenues as highlighted above; (b) an increase in finance costs of approximately HK\$5.1 million attributable to the effective interest expenses on outstanding convertible notes; (b) an increase in administrative expenses in the form of legal and professional fee of approximately HK\$3.1 million incurred for the proposed subscription of new shares by Zhongtai International Investment Group Limited and the acquisition of Zhongtai International Capital Limited and Zhongtai International Asset Management Limited as detailed in the announcements of the Company dated 25 February 2018 and 12 October 2018, respectively.

# Management Discussion and Analysis

## Inventory

The inventory of the Group, comprising mainly inventory of the Toy Division, increased by 12.2% to approximately HK\$106.2 million as at 30 September 2018 from approximately HK\$94.6 million as at 31 March 2018. The inventory turnover period, as calculated by dividing the average closing inventories by the cost of sales for the year/period and multiplied by 365 days/182.5 days, decreased by 10.8% from 51.1 days for the year ended 31 March 2018 to 45.6 days for the Current Period. The extent of decrease in inventory turnover period was consistent with that of the same period in 2017 due to the non-peak season and peak season of the toy manufacturing cycle ending in March and September, respectively, in each year.

## Trade Receivables

Trade receivables from the Toy Division increased to approximately HK\$252.9 million as at 30 September 2018 from approximately HK\$24.1 million at 31 March 2018, which was primarily due to the increase in sales of the Toy Division for the Current Period during the peak season of its business cycle. The trade receivables turnover days, calculated as dividing the average closing trade receivables by the revenue for the period/year and multiplied by 182.5 days/365 days, was 55.4 days for Current Period, as compared with 14.7 days for the year ended 31 March 2018. The increase in the trade receivables turnover days during the Current Period as compared to the year ended 31 March 2018 was mainly attributable to the increase in sales to certain major customers during the Current Period which is the peak season of the toy manufacturing business and there was a change in settlement basis for a major customer during the Current Period as compared to Previous Period.

For the Financial Services Division, trade receivables mainly arose from dealing in securities on behalf of our cash clients which decreased to approximately HK\$4.8 million as at 30 September 2018 when compared to HK\$6.6 million as at 31 March 2018, representing a decrease of approximately HK\$1.8 million or 26.4%. The decrease in trade receivables as at 30 September 2018 was mainly due to a decrease in outstanding receivable from cash clients in its securities trading business as at the end of the Current Period when compared with 31 March 2018.

## Trade Payables

Trade payables from the Toy Division increased to approximately HK\$137.9 million as at 30 September 2018 when compared with approximately HK\$40.2 million as at 31 March 2018, representing an increase of approximately HK\$97.8 million or 243.5%, which was primarily due to the purchase of more raw materials to support the increase in production during the peak season for the Toy Division.

The trade payables turnover days for the Toy Division for the Current Period, as calculated as dividing the average closing trade payables by the cost of sales for the period/year and multiplied by 182.5 days/365 days, were 40.4 days for Current Period as compared with 25.4 days for the year ended 31 March 2018. The increase in the trade payables turnover days for the Current Period as compared to the year ended 31 March 2018 was mainly attributable to the increase in purchases of raw materials to cope with the increase in customer orders during the Current Period which is the peak season of business.

Trade payables from the Financial Services Division were mainly payable to cash clients or the clearing house for settlement of trades. The settlement terms for such trade payable attributable to dealing in securities are typically one to two days after the trade date. As at 30 September 2018, such trade payables amounted to HK\$65.5 million, representing a decrease by approximately 7.7% from approximately HK\$70.9 million as at 31 March 2018. The decrease was mainly due to a decrease in outstanding trade settlements payable to counterparties in the securities brokerage business as at the end of the Current Period when compared with 31 March 2018.

# Management Discussion and Analysis

## LIQUIDITY AND FINANCIAL RESOURCES

For the Current Period, the Group continued to maintain a prudent and cautious financial management approach towards its treasury policies and a healthy liquidity position. The Group strived to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board continued to closely monitor the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

For the Current Period, the Group mainly financed its working capital by internal resources and bank borrowings. As at 30 September 2018, cash and cash equivalents of the Group amounted to approximately HK\$101.3 million (31 March 2018: HK\$141.2 million) and HK\$60.8 million (31 March 2018: HK\$60.4 million) were pledged bank deposits to secure an undrawn banking facility granted to the Group to facilitate settlement purposes of the Financial Services Division. The decrease was mainly due to the cash used to finance the working capital requirements of the Group's businesses during the Current Period. Interest-bearing bank borrowings as at 30 September 2018 amounted to approximately HK\$117.4 million, compared with about HK\$13.9 million as at 31 March 2018. The increase in interest-bearing bank borrowings was mainly due to the working capital requirements of the Toy Division as it entered its peak production season. The debt to equity ratio of the Group, calculated as the ratio of the closing debt balance divided by the closing total equity of the period/year, increased to approximately 47.6% (31 March 2018: 20.5%) as a result of the increase in bank borrowings to facilitate the working capital requirements during the peak production season of the Toy Division. As at 30 September 2018, all bank borrowings were subject to floating interest rates. The current ratio of the Group, as calculated by total current assets over total current liabilities, was approximately 1.75 (31 March 2018: 2.88).

## CONVERTIBLE NOTES

The Company issued two tranches of 6% Convertible Notes with a maturity of three years and outstanding principal amounts of HK\$80.0 million and HK\$30.0 million (the "2017 Convertible Notes") on 11 May 2017 and 2 June 2017, respectively, to Benefit Global Limited, an independent third party, for repayment of liabilities of the Group, business expansion of the Group's Financial Services Division and as general working capital of the Group. The 2017 Convertible Notes are unsecured, bear interest at 6% per annum and carry rights to convert the principal amount into shares of the Company at an initial conversion price of HK\$0.39 per share, representing 282,051,281 conversion shares or 19.1% of the issued share capital of the Company as at the date of this report, or 16.1% of the issued share capital of the Company as at the date of this report as enlarged by the conversion shares. The Company has the option to redeem the 2017 Convertible Notes at any time before their maturity at 100% of their principal value plus any accrued but unpaid interest.

As at the date of this report, the net proceeds from the 2017 Convertible Notes have been used as follows:

	(HK\$ millions)
(i) Full redemption of the convertible notes issued in 2014	58.0
(ii) Business expansion and working capital of the Financial Services Division	52.0
<b>TOTAL</b>	<b>110.0</b>

# Management Discussion and Analysis

## CHARGE ON ASSETS

As at 30 September 2018, certain of the Group's banking facilities and its interest-bearing bank borrowings were secured and pledged by bank deposits of approximately HK\$60.8 million (31 March 2018: HK\$60.4 million) and properties of the Group located in Hong Kong with an aggregate net book value of approximately HK\$6.2 million (31 March 2018: HK\$6.2 million).

## CONTINGENT LIABILITIES

As at 30 September 2018, the Group had no contingent liabilities (31 March 2018: Nil).

## OPERATING LEASE ARRANGEMENTS

### As lessee

The Group leased certain of its office premises and a quarter for certain Directors under operating lease arrangements for terms ranging from one to two years.

As at 30 September 2018, the total future minimum lease payments under non-cancellable operating leases due within one year and due in the second to fifth year inclusive amounted to approximately HK\$10.8 million and HK\$6.9 million respectively (31 March 2018: HK\$8.2 million and HK\$0.04 million).

### As lessor

The Group leases an investment property under operating lease arrangements for a term of two years. The terms of leases generally also required the tenants to pay security deposits. As at 30 September 2018, the Group had total future minimum lease receivables under non-cancellable operating leases due within one year for approximately HK\$0.1 million (31 March 2018: HK\$0.6 million).

## CAPITAL COMMITMENTS

As at 30 September 2018, there was no capital commitment of the Group (31 March 2018: Nil).

## SIGNIFICANT INVESTMENT HELD

Except for investments in subsidiaries and certain financial assets with a total carrying value of approximately HK\$21.4 million, the Group did not hold any significant investment in equity interest in any other company as at 30 September 2018.

The total carrying value of financial assets at fair value through profit and loss or other comprehensive income held by the Group amounted to approximately HK\$21.4 million and represented approximately 2.5% of the total consolidated assets of the Group as of 30 September 2018 (31 March 2018: HK\$23.3 million and 3.6%). The decrease in such carrying value was mainly due to the fair value loss on the financial assets through profit and loss of approximately HK\$1.7 million during the Current Period.

## MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the six months ended 30 September 2018, the Group did not have any material acquisitions and disposals of subsidiaries and affiliated companies.

## FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Saved for the proposed acquisitions of Zhongtai International Capital Limited and Zhongtai International Asset Management Limited by the Group as set out in the joint announcements issued by the Company and Zhongtai International Investment Group Limited (the "Offeror") dated 25 February 2018 and 12 October 2018, respectively, which shall be subject to the fulfillment of various conditions precedent including but not limited to independent shareholders' approval, the Group did not have any plans to acquire any material investments or capital assets as at 30 September 2018.

# Management Discussion and Analysis

## FOREIGN CURRENCY EXPOSURES

Substantially all the transactions of the Company's subsidiaries in Hong Kong are carried out in United States dollar ("US\$") and Hong Kong dollar ("HK\$"). As HK\$ is linked to US\$, the Group does not have material exchange rate risk on such currency. During the Current Period, the Group did not enter into any deliverable forward contracts ("DF") to manage foreign currency risk arising from fluctuation in exchange rate of the RMB against the US\$.

The Group implemented a foreign currency forward contract policy in relation to foreign currency contracts for the Current Period. The Group performed cash flow analysis, ongoing monitoring and review of foreign currency forward contracts on a monthly basis in accordance with the Group's risk management policy. Foreign exchange exposure reports were presented to the Board for review on a quarterly basis. The foreign currency forward contract policy was also reviewed by the Board to ensure it remains consistent with the overall objectives of our Group and the current financial trends in the market.

## EMPLOYEES AND REMUNERATION POLICY

As at 30 September 2018, the Group had a total of 56 employees (31 March 2018: 62). Total staff costs were approximately HK\$28.3 million for the period ended 30 September 2018 (2017: HK\$38.1 million).

Remuneration policies in respect of the Directors and senior management of the Group are reviewed regularly by the Remuneration Committee and the Directors, respectively. Remuneration packages of the Group were determined with reference to its remuneration policy based on position, duties and performance of the employees. Employees' remuneration varies according to their positions, which may include salary, overtime allowance, bonus and various subsidies. The performance appraisal cycle varies according to the positions of the employees. Performance appraisal of staff is conducted annually. The performance appraisal is supervised by respective executive Directors of the Group. The Company also adopted a share option scheme for the purpose of rewarding eligible participants for their contribution to the Group.

## PROPOSED SUBSCRIPTION, PROPOSED ACQUISITIONS, PROPOSED SHARE PURCHASE AGREEMENT AND POSSIBLE UNCONDITIONAL MANDATORY CASH OFFERS

### (I) Restated Subscription Agreement

On 11 October 2018, (a) the Company and (b) Zhongtai International Investment Group Limited (the "Offeror"), Taifu Capital Investments Limited and Great Boom Group Limited (together, the "Subscribers") entered into a restated subscription agreement ("Restated Subscription Agreement") pursuant to which the Company conditionally agreed to allot and issue, and the Subscribers conditionally agreed to subscribe for, an aggregate of 415,908,000 shares ("Subscription Shares"), for an aggregate consideration of HK\$145,567,800 in cash at the subscription price of HK\$0.35 per subscription share (the "Subscription"). The subscription agreement dated 23 February 2018 entered into between the Subscribers and the Company ("Initial Subscription Agreement"), details of which were set out in the joint announcement of the Company and the Offeror on 25 February 2018, has been terminated and superseded by the Restated Subscription Agreement.

Following the completion of the Restated Subscription Agreement, the Offeror and its concert parties (including the Subscribers and their respective concert parties) will be interested in a total of 415,908,000 shares of the Company, representing (i) approximately 22.0% of the total issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares only (assuming no outstanding share options granted by the Company ("Share Options") or the 2017 convertible notes issued by the Company ("2017 Convertible Notes") will be exercised or converted and no other shares will be allotted or issued at or prior to completion of the Restated Subscription Agreement); and (ii) approximately 18.03% of the total issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares only (assuming all of the outstanding Share Options and 2017 Convertible Notes will be exercised and converted but no other shares will be allotted or issued at or prior to completion of the Restated Subscription Agreement). Completion of the Restated Subscription Agreement is subject to the satisfaction of various conditions precedent as set out in the joint announcement of the Offeror and the Company dated 12 October 2018 (the "Joint Announcement").

# Management Discussion and Analysis

As at the date of this report, such conditions precedent have not yet been satisfied in full and completion of the Subscription has not yet taken place.

For details of the Restated Subscription Agreement, please refer to the Joint Announcement.

## **(II) Proposed Acquisitions of Zhongtai International Capital Limited and Zhongtai International Asset Management Limited**

On 11 October 2018, (i) the Company (as purchaser) and Zhongtai International Financial Corporation (“ZTI Financial”) (as vendor) entered into the supplemental agreement (“Supplement ZTI Capital Agreement”) to revise and amend certain terms of the sale and purchase agreement entered into between ZTI Financial and the Company dated 23 February 2018 (“ZTI Capital Agreement”) pursuant to which the Company conditionally agreed to acquire or procure one of its wholly-owned subsidiaries to acquire, and ZTI Financial conditionally agreed to dispose of, all issued shares of Zhongtai International Capital Limited; and (ii) the Company (as purchaser) and Zhongtai Financial International Limited (“Zhongtai Financial International”) (as vendor) entered into the supplemental agreement (“Supplemental ZTI Asset Management Agreement”) to revise and amend certain terms of the sale and purchase agreement entered into between Zhongtai Financial International and the Company dated 23 February 2018 (“ZTI Asset Management Agreement”) pursuant to which the Company conditionally agreed to acquire or procure one of its wholly-owned subsidiaries to acquire, and Zhongtai Financial International conditionally agreed to dispose of, all issued shares of all issued shares of Zhongtai International Asset Management Limited, collectively the “ZTI Acquisitions”.

The consideration for the ZTI Capital Agreement, being HK\$30,000,000, shall be satisfied by the allotment and issue by the Company to the Offeror (as the designated nominee of ZTI Financial) 85,714,286 new shares of the Company, credited as fully paid, at an issue price of approximately HK\$0.35 per Consideration Share, at completion of the ZTI Capital Agreement.

The consideration for the ZTI Asset Management Agreement, being HK\$102,000,000, shall be satisfied by the allotment and issue by the Company to the Offeror (as the designated nominee of Zhongtai Financial International) 291,428,571 new shares of the Company, credited as fully paid, at an issue price of approximately HK\$0.35 per share, at completion of the ZTI Asset Management Agreement.

The new shares to be issued as consideration for the ZTI Acquisitions (“Consideration Shares”), being an aggregate of 377,142,857 shares of the Company, represent (i) approximately 20.37% of the total issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares only (assuming no outstanding Share Options or Convertible Notes will be exercised or converted and no other shares of the Company will be allotted or issued at or prior to completion of the ZTI Acquisitions); and approximately 16.63% of the total issued share capital of the Company as enlarged upon completion of the Subscription and the ZTI Acquisitions (assuming no outstanding Share Options or Convertible Notes will be exercised or converted and no other Shares will be allotted or issued at or prior to the completion of the Subscription and the ZTI Acquisitions).

Completion of the ZTI Acquisitions is subject to the satisfaction of various conditions precedent as set out in the Joint Announcement. As at the date of this report, such conditions precedent have not yet been satisfied in full and completion of the ZTI Acquisitions has not yet taken place.

For details of the Supplemental ZTI Capital Agreement and the Supplemental ZTI Asset Management Agreement, please refer to the Joint Announcement.

# Management Discussion and Analysis

## (III) The Share Purchase Agreement

The Company was informed by Smart Investor Holdings Limited, the controlling shareholder of the Company, Mr. Lau Ho Ming, Peter, being the executive chairman and Madam Li Man Yee, Stella, being the non-executive director of the Company (collectively, the “Vendors”) that, on 11 October 2018, the Vendors and the Offeror entered into the share purchase agreement (“Share Purchase Agreement”), pursuant to which the Vendors conditionally agreed to sell and the Offeror conditionally agreed to purchase all the shares held by the Vendors in the Company of an aggregate of 502,064,000 shares (the “Sale Shares”). The Sale Shares represent (i) approximately 34.05% of the total issued share capital of the Company as at the date of this Joint Announcement; and (ii) approximately 22.14% of the total issued share capital of the Company as enlarged upon completion of the Subscription and the ZTI Acquisitions (assuming no outstanding Share Options or Convertible Notes will be exercised or converted and no other Shares will be allotted or issued at or prior to completion of the Subscription and the ZTI Acquisitions). The total consideration for the Sale Shares under the Share Purchase Agreement is HK\$356,465,440 (equivalent to HK\$0.71 per Share).

Completion of the Share Purchase Agreement is subject to the satisfaction of various conditions precedent as set out in the Joint Announcement. As at the date of this report, such conditions precedent have not yet been satisfied in full and completion of the Share Purchase Agreement has not yet taken place.

For details of the Share Purchase Agreement, please refer to the Joint Announcement.

## (IV) Novation Deeds and Supplemental Agreements

- (a) The Company, the Subscribers and Zhongtai Financial International Limited, being the sole shareholder of the Offeror (“New Offeror”), entered into a deed of novation in relation to the Restated Subscription Agreement, pursuant to which the Offeror agreed to assign and novate, and the New Offeror agreed to assume and perform, all the rights and obligations of the Offeror under the Restated Subscription Agreement with effect from 29 November 2018.
- (b) The Vendors, the Offeror and the New Offeror entered into a deed of novation in relation to the Share Purchase Agreement, pursuant to which the Offeror agreed to assign and novate, and the New Offeror agreed to assume and perform, all the rights and obligations of the Offeror under the Share Purchase Agreement with effect from the 29 November 2018.
- (c) The Company also entered into supplemental agreements with ZTI Financial and the New Offeror respectively to revise certain terms of the ZTI Capital Agreement and the ZTI Asset Management Agreement, pursuant to which the consideration for the ZTI Acquisitions shall be satisfied by the allotment and issue of consideration shares to the New Offeror (as, where appropriate, the designated nominee of ZTI Financial).

Details of the above are set out in the announcement of the Company dated 29 November 2018.

## (V) Possible Unconditional Mandatory Cash Offers

Completion of the Subscription, the ZTI Acquisitions and the Share Purchase Agreement will take place simultaneously (the “Completion”). Immediately following Completion, the Offeror and its concert parties (including the Subscribers and their respective concert parties) will be interested in a total of 1,295,114,857 issued Shares, representing (i) approximately 57.12% of the enlarged issued share capital of the Company (as enlarged by the Subscription Shares and the Consideration Shares and assuming no outstanding Share Options or Convertible Notes will be exercised or converted and no other Shares will be allotted or issued at or prior to Completion); (ii) approximately 54.05% of the enlarged issued share capital of the Company (as enlarged by the Subscription Shares and the Consideration Shares and assuming all the Share Options (except for those Share Options held by Mr. Lau and Madam Li) will be exercised but no Convertible Notes will be converted and no other Shares will be allotted or issued at or prior to Completion).

# Management Discussion and Analysis

Pursuant to Rule 26.1 and Rule 13 of the Takeovers Code, the Offeror is required to make unconditional mandatory offers in cash in relation to (A) the share offer for all the issued shares (excluding the shares already owned by or agreed to be acquired by the Offeror and its concert parties at the time when the share offer is made); (B) the option offer for the cancellation of all outstanding Share Options; and (C) the convertible notes offer for all outstanding 2017 Convertible Notes.

For details of the share offer, the option offer and the convertible notes offer, please refer to the Joint Announcement.

## PROSPECTS

During the Current Period, the results of the Group's Toy Division managed to maintain its gross margin and segment results despite a general decrease in revenue during the hard time of its businesses. With the multilateral trade wars carrying on between the US and China as well as the US and its adjacent territories and some of the European countries, it is expected that the business outlook for the toy industry in the western markets will remain highly challenging and uncertain. This may further impact the purchase orders placed by customers located in such territories leading to potential volatility in the performance of the Toy Division. Going forward, the Toy Division will continue to remain alert as its business continues to be highly susceptible to any volatility in the global macro environments. As its clientele spans the globe, the Toy Division continues to constantly review its market and products profile and be more pro-active in working with its customers' requests as well as structure of its customers in response to any changes in political and economic environments globally. On the cost side, it will continue to enhance its lean production approach by working closely with its sub-contractors and review strategies which will allow it to maintain a tight but flexible cost control. Focus will still be maintained in exploring business opportunities on products involving a technology component and potentially higher margin with existing customers or reliable, potential new customers. We hope these strategies will allow the Toy Division to remain competitive amidst rocky global economic environments.

For the Financial Services Division, both the Hong Kong and global securities markets are expected to remain highly volatile and likely to head towards substantial correction during the second half of the current financial year, given the materialisation of the increase in interest rates, more bearish global economic outlooks due to multilateral trade wars and tightened monetary policies in general. While this has impacted the Financial Services Division in causing some delays or hiccups in the materialisation of its projects, we remain cautiously optimistic in the business prospects of the Financial Services Division and will continue to focus on the primary equity and debt market transactions in the small to mid-cap sectors. As of the date of this report, the Financial Services Division are actively working on a number of potential underwriting transactions for initial public offerings on the HKEx. We believe the recent correction in the markets is just part of the normal cycles which have been seen in the financial services industry in the past and we continue to believe in the long-term prospects of the financial services markets in Hong Kong and Greater China given the unique position played by the Hong Kong capital markets in providing a wide array of international capital, products and services for corporates and clients in the Greater China markets. We will continue to work towards completing the transactions with the Zhongtai Group which is expected to strengthen the capital base of the Group and its businesses given the substantial resources and network they possess. Our target to complete the transactions with the Zhongtai Group in this financial year remains unchanged.

## Other Information

### INTERIM DIVIDEND

The Board has resolved not to declare an interim dividend for the year ending 31 March 2019 (2018: Nil).

### REVIEW OF INTERIM RESULTS

The Audit Committee has reviewed the unaudited condensed consolidated financial statements and the interim report for the six months ended 30 September 2018 and discussed the financial related matters, including the accounting principles and practices adopted by the Group, with the management during the period under review. The Audit Committee was satisfied that the unaudited condensed consolidated financial statements of the Group for the six months ended 30 September 2018 have been prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants.

### PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SECURITIES

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities during the six months ended 30 September 2018.

### CORPORATE GOVERNANCE

The Company adopted the Corporate Governance Code set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) (the “Code”) as its own code of corporate governance practice. Throughout the interim period under review, the Company has complied with all applicable code provisions under the Code with the exception discussed herein below.

#### Code A.2.1

Pursuant to the code provision under the Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The post of chief executive officer of the Group has been vacant since the redesignation of Mr. Lau Ho Ming, Peter as the Executive Chairman of the Company with effect from 25 November 2013. He has ceased to act as the chief executive officer of the Group (“CEO”) since then. The role of chief executive officer has been taken up by all executive Directors. The Directors believe such arrangement would achieve a better balance of power and responsibilities.

### DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 of the Listing Rules as the code of conduct regarding securities transactions by the Directors. Having made specific enquiries of all Directors, all the Directors have complied with the required standard set out in the Model Code during the interim period and up to the date of this report.

## DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 September 2018, the interests or short positions of the Directors in the shares, underlying shares or debentures of the Company and associated corporations (within the meaning of Part XV of the Securities Futures Ordinance (Charter 571 of the Laws of Hong Kong) ("SFO")) as recorded in the register to be kept under which have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which is required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which is required to notify the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") contained in the Listing Rules, is as follows:

### Long positions

Name of Director	Number of Shares held				Number of underlying Shares (Note 1)	Total	Percentage of issued share capital
	Personal interest	Corporate interests	Family interests	Other interests			
Mr. Lau Ho Ming, Peter	9,600,000	482,864,000 (Note 2)	–	–	4,000,000 (Note 3)	496,464,000	33.7%
Madam Li Man Yee, Stella	9,600,000	–	482,864,000 (Note 2)	–	1,400,000 (Note 3)	493,864,000	33.5%
Mr. Poon Pak Ki, Eric	2,000,000	–	–	–	12,900,000	14,900,000	1.0%
Mr. Ng Kam Seng	3,200,000	–	–	–	12,900,000	16,100,000	1.1%
Mr. Chu, Raymond	27,448,000	–	–	–	12,847,800	40,295,800	2.7%
Mr. Leung Po Wing, Bowen Joseph	–	–	–	–	2,800,000	2,800,000	0.2%
Mr. Chan Siu Wing, Raymond	–	–	–	–	2,800,000	2,800,000	0.2%
Mr. Wong Wah On, Edward	–	–	–	–	1,400,000	1,400,000	0.1%

#### Notes:

- This interest represents the interests in the underlying Shares in respect of share options granted by the Company to the Directors as beneficial owners.
- These Shares are registered in the name of Smart Investor Holdings Limited ("Smart Investor"), a company owned as to 67.4% by Mr. Lau Ho Ming, Peter and 32.6% by Madam Li Man Yee, Stella. As Mr. Lau controls more than one-third of the voting power of Smart Investor, by virtue of the provisions in Part XV of the SFO, Mr. Lau is deemed to be interested in all the Shares held by Smart Investor. Madam Li is the spouse of Mr. Lau. By virtue of the provisions of Part XV of the SFO, Madam Li is deemed to be interested in all the Shares in which Mr. Lau is interested in or deemed to be interested in.
- Share options were granted to Mr. Lau and Madam Li to subscribe for 4,000,000 Shares and 1,400,000 Shares each, totaling 5,400,000 Shares. By virtue of the provisions of Part XV of the SFO, Mr. Lau and Madam Li are deemed to be interested in all the Shares in which Mr. Lau is interested in or deemed to be interested in.

Save as those disclosed above, as at 30 September 2018, none of the Directors had any interests or short positions in the Shares, underlying Shares, or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

# Other Information

## SUBSTANTIAL SHAREHOLDERS

As at 30 September 2018, the interests or short positions of substantial Shareholders, other than the Directors or the chief executives of the Company whose interests and short positions in the Shares and of its associated corporations (within the meaning of Part XV of the SFO) as set out above, had 5% or more interests or short positions in the Shares and underlying Shares of the Company as recorded in the register required to be maintained by the Company under Section 336 of the SFO were as follows:

### Long Positions

Name	Total number of Shares held	Percentage of shareholding
Smart Investor Holdings Limited	482,864,000 <i>(Note 1)</i>	32.8%
Silver Pointer Limited	106,880,000 <i>(Note 2)</i>	7.3%
Benefit Global Limited	282,051,281 <i>(Note 3)</i>	19.1%
Clearfield Global Limited	282,051,281 <i>(Note 3)</i>	19.1%
BlackPine Private Equity Partners G.P. Limited	282,051,281 <i>(Note 3)</i>	19.1%
Chu Sheng Yu, Lawrence	282,051,281 <i>(Note 3)</i>	19.1%
	672,000 <i>(Note 4)</i>	0.05%
Great Boom Group Limited (旺佳集團有限公司) (Subscriber B)	375,056,000 <i>(Notes 5 and 6)</i>	25.4%
Yu Yusheng	375,056,000 <i>(Notes 5 and 6)</i>	25.4%
Li Ping	375,056,000 <i>(Notes 5, 6 and 7)</i>	25.4%
Taifu Capital Investments Limited (泰富資本有限公司) (Subscriber A)	186,356,000 <i>(Notes 5 and 8)</i>	12.6%
Gao Feng	186,356,000 <i>(Notes 5 and 8)</i>	12.6%
Dong Xiao Chun	186,356,000 <i>(Notes, 5, 8, and 9)</i>	12.6%
Zhongtai International Investment Group Limited (中泰國際投資集團有限公司) (Offeror)	1,722,436,000 <i>(Notes 5 and 10)</i>	116.8%
Zhongtai Securities Co., Ltd.# (中泰證券股份有限公司)	1,722,436,000 <i>(Notes 5 and 10)</i>	116.8%
Laiwu Steel Group Ltd.# (萊蕪鋼鐵集團有限公司)	1,722,436,000 <i>(Notes 5 and 10)</i>	116.8%
Shandong Iron & Steel Group Co., Ltd.# (山東鋼鐵集團有限公司)	1,722,436,000 <i>(Notes 5 and 10)</i>	116.8%

Notes:

1. *These Shares were registered in name of Smart Investor. Smart Investor was interested by Mr. Lau Ho Ming, Peter, an executive Director, and Madam Li Man Yee, Stella, a non-executive Director and spouse of Mr. Lau, as to 67.4% and 32.6% respectively. Accordingly, Mr. Lau and Madam Li are deemed to be interested in the 482,864,000 Shares held by Smart Investor.*
  2. *These Shares are registered in the name of Silver Pointer Limited.*
  3. *282,051,281 Shares are the underlying Shares representing the total number of conversion Shares convertible under the Convertible Notes issued by the Company to Benefit Global Limited, a company wholly owned by Clearfield Global Limited, which is in turn wholly owned by BlackPine Private Equity Partners G.P. Limited and ultimately wholly owned by Mr Chu Sheng Yu, Lawrence.*
  4. *672,000 Shares are registered in the name of Mr. Chu Sheng Yu, Lawrence in his personal capacity.*
  5. *On 23 February 2018, the Company and the Subscribers entered into the Subscription Agreement pursuant to which the Company conditionally agreed to allot and issue, and the Subscribers conditionally agreed to subscribe for, an aggregate of 2,283,848,000 Shares, free from all Encumbrances and together with all rights and benefits attaching to them at Completion and thereafter, for an aggregate consideration of HK\$799,346,800 in cash at the Subscription Price of HK\$0.35 per Subscription Share. Under the Subscription, (i) the Offeror will subscribe for 1,722,436,000 Shares for a consideration of HK\$602,852,600; (ii) Subscriber A will subscribe for 186,356,000 Shares for a consideration of HK\$65,224,600; and (iii) Subscriber B will subscribe for 375,056,000 Shares for a consideration of HK\$131,269,600. Completion of the transaction contemplated under the Subscription Agreement is subject to the satisfaction of various conditions precedent as set out in the announcement of the Company dated 25 February 2018. As at date of this report, the conditions precedent as detailed in the Subscription Agreement have not yet been satisfied in full and completion of the Subscription Agreement has not yet taken place.*
  6. *Subscriber B, a company being directly controlled as to 90% by Mr Yu Yusheng, became interested in 375,056,000 underlying Shares pursuant to the Subscription Agreement. As Mr. Yu Yusheng controls more than one-third of the voting power of Subscriber B, by virtue of the provisions in Part XV of the SFO, Mr. Yu Yusheng is deemed to be interested in all the underlying Shares which Subscriber B is interested in.*
  7. *Madam Li Ping is the spouse of Mr Yu Yusheng. By virtue of the provisions of Part XV of the SFO, Madam Li Ping is deemed to be interested in all the underlying Shares in which Mr Yu Yusheng is interested or deemed to be interested.*
  8. *Subscriber A, a company being directly controlled as to 47.1% by Mr Gao Feng, became interested in 186,356,000 underlying Shares of the Company pursuant to the Subscription Agreement. As Mr Gao Feng controls more than one-third of the voting power of Subscriber A, by virtue of the provisions in Part XV of the SFO, Mr Gao Feng is deemed to be interested in all the underlying Shares which Subscriber A is interested in.*
  9. *Madam Dong Xiao Chun is the spouse of Mr Gao Feng. By virtue of the provisions of Part XV of the SFO, Madam Dong Xiao Chun is deemed to be interested in all the underlying Shares in which Mr. Gao Feng is interested or deemed to be interested.*
  10. *The Offeror became interested in 1,722,436,000 underlying Shares pursuant to the Subscription Agreement. The Offeror is wholly controlled by Zhongtai Financial International which is in turn wholly controlled by Zhongtai Securities. Zhongtai Securities is in turn controlled as to 45.91% by Laiwu Steel which is further controlled as to 80% by Shandong Iron & Steel. As Laiwu Steel controls more than one-third of the voting power of Zhongtai Securities and Shandong Iron & Steel controls more than one-third of the voting power of Laiwu Steel, by virtue of the provisions in Part XV of the SFO, Laiwu Steel and Shandong Iron & Steel are both deemed to be interested in all the underlying Shares which Zhongtai Securities is interested in.*
- <sup>#</sup> *The English transliteration of the Chinese name(s), where indicated, is included for information purpose only, and should not be regarded as the official English name(s) of such Chinese name(s).*

## Other Information

### SHARE OPTION SCHEME

The Company adopted a share option scheme pursuant to a resolution in writing passed by the Shareholders on 3 January 2013 (the "Share Option Scheme") as incentives or rewards for eligible participants who contribute to the Group. Details of the Share Option Scheme are disclosed in note 18 to the condensed consolidated financial statements.

On 17 March 2014 (the "2014 Grant Date"), the Company granted 10,800,000 share options (the "Option(s)") to certain eligible participants (the "Grantees") of the Group under the Share Option Scheme at a subscription price of HK\$1.00 per Share, subject to adjustment. The closing price per Share immediately before the 2014 Grant Date was HK\$0.90.

On 3 July 2015 (the "2015 Grant Date"), the Company granted 13,400,000 share options (the "Option(s)") to certain eligible participants (the "Grantees") of the Group under the Share Option Scheme at a subscription price of HK\$4.07 per Share, subject to adjustment. The closing price per Share immediately before the 2015 Grant Date was HK\$3.70.

On 24 March 2016 (the "2016 Grant Date"), the Company granted 109,441,600 share options (the "Option(s)") to certain eligible participants (the "Grantees") of the Group under the Share Option Scheme to certain eligible participants of the Group under the Share Option Scheme at a subscription price of HK\$0.748 per Share, subject to adjustment. The closing price per Share immediately before the 2016 Grant Date was HK\$0.70.

Details of the outstanding Options under the Share Option Scheme as at 30 September 2018 were as follows:

	Exercise price	Number of share options			Date of grant of share options	Exercisable periods of share options
		Balance as at 1 April 2018	Lapsed during the period	Balance as at 30 September 2018		
<b>Executive Directors</b>						
Mr. Lau Ho Ming, Peter	HK\$1.02	4,000,000	–	4,000,000	3 July 2015	3 July 2015 to 2 July 2025
Mr. Ng Kam Seng	HK\$1.02	5,400,000	–	5,400,000	3 July 2015	3 July 2015 to 2 July 2025
	HK\$0.748	7,500,000	–	7,500,000	24 March 2016	24 March 2016 to 23 March 2026
Mr. Poon Pak Ki, Eric	HK\$1.02	5,400,000	–	5,400,000	3 July 2015	3 July 2015 to 2 July 2025
	HK\$0.748	7,500,000	–	7,500,000	24 March 2016	24 March 2016 to 23 March 2026
Mr. Chu, Raymond (Note 1)	HK\$0.748	12,847,800	–	12,847,800	24 March 2016	24 March 2016 to 23 March 2026

## Other Information

	Exercise price	Number of share options			Date of grant of share options	Exercisable periods of share options
		Balance as at 1 April 2018	Lapsed during the period	Balance as at 30 September 2018		
<b>Non-executive Directors</b>						
Madam Li Man Yee, Stella	HK\$1.02	1,400,000	–	1,400,000	3 July 2015	3 July 2015 to 2 July 2025
Mr. Wang Zhao (Note 2)	HK\$1.02	1,400,000	–	1,400,000	3 July 2015	3 July 2015 to 2 July 2025
<b>Independent Non-executive Directors</b>						
Mr. Leung Po Wing, Bowen Joseph	HK\$1.02	1,400,000	–	1,400,000	3 July 2015	3 July 2015 to 2 July 2025
	HK\$0.748	1,400,000	–	1,400,000	24 March 2016	24 March 2016 to 23 March 2026
Mr. Chan Siu Wing, Raymond	HK\$1.02	1,400,000	–	1,400,000	3 July 2015	3 July 2015 to 2 July 2025
	HK\$0.748	1,400,000	–	1,400,000	24 March 2016	24 March 2016 to 23 March 2026
Mr. Wong Wah On, Edward	HK\$0.748	1,400,000	–	1,400,000	24 March 2016	24 March 2016 to 23 March 2026
<b>Employees</b>						
	HK\$1.02	10,400,000	(1,800,000)	8,600,000	3 July 2015	3 July 2015 to 2 July 2025
	HK\$0.748	42,723,800	(2,500,000)	40,223,800	24 March 2016	24 March 2016 to 23 March 2026
<b>Consultants</b>						
	HK\$0.25	1,120,000	–	1,120,000	17 March 2014	17 March 2014 to 16 March 2024
	HK\$1.02	19,600,000	–	19,600,000	3 July 2015	3 July 2015 to 2 July 2025
	HK\$0.748	12,300,000	–	12,300,000	24 March 2016	24 March 2016 to 23 March 2026
<b>Total</b>		<b>138,591,600</b>	<b>(4,300,000)</b>	<b>134,291,600</b>		

Notes:

1. Mr. Chu, Raymond resigned as an Independent Non-executive Director of the Company on 6 July 2015 and was appointed as an Executive Director of the Company on 27 November 2015.
2. Mr. Wang Zhao resigned as a Non-executive Director of the Company on 27 November 2015.

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## Other Information

Upon acceptance of the Options, the Company received the consideration of HK\$1.00 from each of the Grantees. The Options will be vested in 3 tranches: (i) 30% of the Options shall be exercisable from the date immediately after the first anniversary of the Grant Date until the last day of the respective exercise period; (ii) 30% of the Options shall be exercisable from the date immediately after the second anniversary of the Grant Date until the last day of the respective exercise period; and (iii) 40% of the Options shall be exercisable from the date immediately after the third anniversary of the Grant Date until the last day of the respective exercise period.

Save as the above, there has been no share options granted, exercised, lapsed and cancelled during the six months ended 30 September 2018.

### **UPDATE OF DIRECTOR'S INFORMATION**

There has been no update in the biographical details of the Directors further to those disclosed in the 2018 Annual Report of the Company.

# Condensed Consolidated Statement of Comprehensive Income

For the six months ended 30 September 2018

	Notes	Six months ended 30 September	
		2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited) (Re-presented)
<b>CONTINUING OPERATIONS</b>			
<b>REVENUE</b>	5	<b>459,238</b>	558,412
Cost of sales		<b>(401,938)</b>	(486,500)
Gross profit		<b>57,300</b>	71,912
Other income and gains	5	<b>2,450</b>	3,265
Selling expenses		<b>(13,439)</b>	(17,950)
Administrative expenses		<b>(46,100)</b>	(52,152)
Finance costs	6	<b>(11,839)</b>	(6,705)
<b>LOSS BEFORE INCOME TAX EXPENSE</b>	7	<b>(11,628)</b>	(1,630)
Income tax expense	8	<b>(4,267)</b>	(4,826)
<b>LOSS FOR THE PERIOD FROM CONTINUING OPERATIONS</b>		<b>(15,895)</b>	(6,456)
<b>DISCONTINUED OPERATION</b>			
<b>LOSS FOR THE PERIOD FROM DISCONTINUED OPERATION</b>		<b>-</b>	(13,494)
<b>LOSS FOR THE PERIOD</b>		<b>(15,895)</b>	(19,950)
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:			
Fair value loss on financial assets at fair value through other comprehensive income		<b>(143)</b>	-
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>		<b>(16,038)</b>	(19,950)
Loss attributable to:			
Loss for the period from continuing operations		<b>(15,895)</b>	(6,456)
Loss for the period from discontinued operation		<b>-</b>	(13,494)
<b>LOSS FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>		<b>(15,895)</b>	(19,950)
Total comprehensive income attributable to:			
Owners of the Company		<b>(15,895)</b>	(19,950)
Non-controlling interests		<b>-</b>	-
		<b>(15,895)</b>	(19,950)
Loss per share			
- Basic and diluted (HK cents)			
From continuing and discontinued operations	9	<b>(1.08)</b>	(1.35)
From continuing operations	9	<b>(1.08)</b>	(1.35)

# Condensed Consolidated Statement of Financial Position

As at 30 September 2018

	<i>Notes</i>	<b>At 30 September 2018 HK\$'000 (Unaudited)</b>	<b>At 31 March 2018 HK\$'000 (Audited)</b>
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	10	25,876	21,799
Investment property		6,700	6,700
Goodwill		184,783	184,783
Intangible assets		554	554
Statutory deposits for financial service business		1,313	1,335
Promissory notes		4,551	4,517
Available-for-sale investments		–	11,740
Financial assets at fair value through other comprehensive income		11,597	–
<b>Total non-current assets</b>		<b>235,374</b>	231,428
<b>CURRENT ASSETS</b>			
Inventories	12	106,155	94,575
Trade receivables	13	257,710	30,682
Promissory notes		4,045	4,015
Financial assets at fair value through profit or loss	14	9,841	11,538
Prepayments, deposits and other receivables		9,823	8,960
Cash and bank balances held on behalf of customers		62,466	66,334
Pledged bank deposits		60,752	60,361
Cash and cash equivalents		101,315	141,184
<b>Total current assets</b>		<b>612,107</b>	417,649
<b>CURRENT LIABILITIES</b>			
Trade payables	15	203,445	111,103
Deposits received, accruals and other payables		25,169	18,794
Interest-bearing bank borrowings	16	117,411	13,916
Tax payable		4,098	1,437
<b>Total current liabilities</b>		<b>350,123</b>	145,250
<b>NET CURRENT ASSETS</b>		<b>261,984</b>	272,399
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>497,358</b>	503,827

# Condensed Consolidated Statement of Financial Position (Continued)

As at 30 September 2018

	<i>Notes</i>	<b>At 30 September 2018 HK\$'000 (Unaudited)</b>	<b>At 31 March 2018 HK\$'000 (Audited)</b>
<b>NON-CURRENT LIABILITIES</b>			
Convertible notes		<b>80,758</b>	73,984
Deferred tax liabilities		<b>112</b>	112
Total non-current liabilities		<b>80,870</b>	74,096
<b>NET ASSETS</b>			
<b>EQUITY</b>			
Share capital	17	<b>287</b>	287
Reserves		<b>416,201</b>	429,444
<b>TOTAL EQUITY</b>		<b>416,488</b>	429,731

# Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 September 2018

	Attributable to the owners of the Company										
	Share capital	Share premium	Property revaluation reserve	Investment revaluation reserve	Other reserve	Share option reserve	Convertible notes equity reserve	(Accumulated losses)/ retained earnings	Total	Non-controlling interests	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(note 1)	(note 2)			(note 3)	(note 4)				
<b>Unaudited for the six months ended 30 September 2018</b>											
<b>At 1 April 2018 (audited)</b>	287	418,769	6,071	(260)	1,000	50,187	45,888	(92,211)	429,731	-	429,731
Equity settled share-based transactions (note 18)	-	-	-	-	-	2,795	-	-	2,795	-	2,795
Lapse of share options (note 18)	-	-	-	-	-	(1,656)	-	1,656	-	-	-
Loss for the period	-	-	-	-	-	-	-	(15,895)	(15,895)	-	(15,895)
Other comprehensive income											
Fair value loss on financial assets at fair value through other comprehensive income	-	-	-	(143)	-	-	-	-	(143)	-	(143)
<b>Total comprehensive income for the period</b>	-	-	-	(143)	-	-	-	(15,895)	(16,038)	-	(16,038)
<b>At 30 September 2018 (unaudited)</b>	287	418,769	6,071	(403)	1,000	51,326	45,888	(106,450)	416,488	-	416,488

# Condensed Consolidated Statement of Changes in Equity (Continued)

For the six months ended 30 September 2018

	Attributable to the owners of the Company									
	Share capital HK\$'000	Share premium HK\$'000 (note 1)	Property revaluation reserve HK\$'000 (note 2)	Other reserve HK\$'000	Share option reserve HK\$'000 (note 3)	Convertible notes equity reserve HK\$'000 (note 4)	(Accumulated losses)/ retained earnings HK\$'000	Total HK\$'000	Non-controlling interests HK\$'000	Total HK\$'000
Unaudited for the six months ended 30 September 2017										
At 1 April 2017 (audited)	287	418,769	6,071	1,000	41,529	42,725	(89,112)	421,269	590	421,859
Early redemption of convertible notes	-	-	-	-	-	(42,725)	39,187	(3,538)	-	(3,538)
Issuing new convertible notes	-	-	-	-	-	47,879	-	47,879	-	47,879
Equity settled share-based transactions (note 18)	-	-	-	-	7,209	-	-	7,209	-	7,209
Lapse of share options (note 18)	-	-	-	-	(2,892)	-	2,892	-	-	-
Loss for the period	-	-	-	-	-	-	(19,950)	(19,950)	-	(19,950)
Total comprehensive income for the period	-	-	-	-	-	-	(19,950)	(19,950)	-	(19,950)
At 30 September 2017 (unaudited)	287	418,769	6,071	1,000	45,846	47,879	(66,983)	452,869	590	453,459

## Notes:

1. The share premium account of the Group represents the premium arising from the issuance of Shares above its par value.
2. Property revaluation reserve comprised the revaluation surplus arising from the transfer of owner-occupied property to investment property at the date of change in use.
3. Cumulative expenses recognised on the granting of share options to the eligible participants over the vesting period.
4. Amount of proceeds on issue of convertible notes relating to the equity component (i.e. option to convert the debt into share capital).

# Condensed Consolidated Statement of Cash Flows

For the six months ended 30 September 2018

	Six months ended 30 September	
	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)
Net cash flows (used in)/generated from operating activities	<b>(128,009)</b>	21,713
Net cash flows used in investing activities	<b>(10,308)</b>	(28,456)
Net cash flows generated from financing activities	<b>98,448</b>	117,462
Net (decrease)/increase in cash and cash equivalents	<b>(39,869)</b>	110,719
Cash and cash equivalents at 1 April	<b>141,184</b>	129,987
Cash and cash equivalents at 30 September	<b>101,315</b>	240,706

# Notes to Condensed Consolidated Financial Statements

## 1. CORPORATE INFORMATION

Quali-Smart Holdings Limited (the “Company”) was incorporated as an exempted company with limited liability in the Cayman Islands on 14 March 2012 under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The Company’s registered office is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and its principal place of business in Hong Kong is located at Workshop C on 19th Floor, TML Tower, No. 3 Hoi Shing Road, Tsuen Wan, Hong Kong. The ordinary shares in the capital of the Company (the “Shares”) are listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The unaudited condensed consolidated financial statements of the Company and its subsidiaries (collectively known as the “Group”) for the six months ended 30 September 2018 (“Interim Condensed Financial Statements”) have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the applicable disclosure requirements of Appendix 16 of the Rules Governing the Listing of Securities on the Stock Exchange. Interim Condensed Financial Statements have not been audited by the Company’s auditor but have been reviewed by the audit committee of the board of directors of the Company (“Board”).

The Interim Condensed Financial Statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the audited consolidated financial statements of the Group for the year ended 31 March 2018 (the “2018 Annual Financial Statements”).

The Interim Condensed Financial Statements were approved and authorised for issue by the Board on 30 November 2018.

## 2. BASIS OF PREPARATION

The accounting policies applied in preparing the Interim Condensed Financial Statements are consistent with those applied in preparing the 2017 Annual Financial Statements, except for the amendments and interpretations of Hong Kong Financial Reporting Standards (“New/amended HKFRSs”) issued by HKICPA which have become effective in this period as detailed in note 2 of the 2018 Annual Financial Statements. The adoption of such New/amended HKFRSs has no material impact on the accounting policies in the Group’s Interim Condensed Financial Statements for the period, except for new significant judgements and key sources of estimation uncertainty related to application of HKFRS 9 and HKFRS 15 as described in note 3.

## 3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs

The HKICPA has issued a number of new or amendments to HKFRSs that are first effective for the current accounting period of the Group:

- |   |   |
|---|---|
| • HKFRS 9   | Financial Instruments   |
| • HKFRS 15  | Revenue from Contracts with Customers                                   |
| • HK(IFRIC) – Interpretation 22   | Foreign Currency Transactions and Advance Considerations                |
| • Amendments to HKFRS 2   | Classification and Measurement of Share-based Payment Transactions      |
| • Amendments to HKFRS 4   | Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts |
| • Amendments to HKAS 28 included in Annual Improvements to HKFRSs 2014–2016 Cycle | Investments in Associates and Joint Ventures                            |
| • Amendments to HKAS 40   | Transfers of Investment Property  |
| • Amendments to HKFRS 1 included in Annual Improvements to HKFRSs 2014–2016 Cycle | First-time Adoption of Hong Kong Financial Reporting Standards          |

# Notes to Condensed Consolidated Financial Statements

## 3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs (continued)

The impact of the adoption of HKFRS 9 Financial Instruments (see note 3A below) and HKFRS 15 Revenue from Contracts with Customers (see note 3B below) have been summarised below. The other new or amended HKFRSs that are effective from 1 January 2018 did not have any material impact on the Group's accounting policies.

### A. HKFRS 9 Financial Instruments

#### (i) *Classification and measurement of financial instruments*

HKFRS 9 replaces HKAS 39 Financial Instruments: Recognition and Measurement for annual periods beginning on or after 1 January 2018, bringing together all three aspects of the accounting for financial instruments: (1) classification and measurement; (2) impairment and (3) hedge accounting. The adoption of HKFRS 9 from 1 January 2018 has resulted in changes in accounting policies of the Group and the amounts recognised in the Interim Condensed Financial Statements.

HKFRS 9 basically retains the existing requirements in HKAS 39 for the classification and measurements of financial liabilities. However, it eliminates the previous HKAS 39 categories for financial assets of held to maturity financial assets, loans and receivables and available-for-sale financial assets. The adoption of HKFRS 9 has no material impact on the Group's accounting policies related to financial liabilities and derivative financial instruments. The impact of HKFRS 9 on the Group's classification and measurement of financial assets is set out below.

Under HKFRS 9, except for certain trade receivables (that the trade receivables do not contain a significant financing component in accordance with HKFRS 15), an entity shall, at initial recognition, measure a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ("FVTPL"), transaction costs. A financial asset is classified as: (i) financial assets at amortised cost ("amortised costs"); (ii) financial assets at fair value through other comprehensive income ("FVTOCI"); or (iii) FVTPL (as defined in above). The classification of financial assets under HKFRS 9 is generally based on two criteria: (i) the business model under which the financial asset is managed and (ii) its contractual cash flow characteristics (the "solely payments of principal and interest" criterion, also known as "SPPI criterion"). Under HKFRS 9, embedded derivatives are no longer required to be separated from a host financial asset. Instead, the hybrid financial instrument is assessed as a whole for the classification.

A financial asset is measured at amortised cost if it meets both of the following conditions are met and it has not been designated as at FVTPL:

- It is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that meet the SPPI criterion.

A debt investment is measured at FVTOCI if it meets both of the following conditions and it has not been designated as at FVTPL:

- It is held within a business model whose objective is to be achieved by both collecting contractual cash flows and selling financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that meet the SPPI criterion.

# Notes to Condensed Consolidated Financial Statements

## 3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs (continued)

### A. HKFRS 9 Financial Instruments (continued)

#### (i) *Classification and measurement of financial instruments (continued)*

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. All other financial assets not classified at amortised cost or FVTOCI as described above are classified as FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or FVTOCI at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

The following accounting policies would be applied to the Group's financial assets as follows:

#### FVTPL

FVTPL is subsequently measured at fair value. Changes in fair value, dividends and interest income are recognised in profit or loss.

#### Amortised costs

Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

#### FVTOCI (debt investments)

Debt investments at fair value through other comprehensive income are subsequently measured at fair value. Interest income calculated using the effective interest rate method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in other comprehensive income. On derecognition, gains and losses accumulated in other comprehensive income are reclassified to profit or loss.

#### FVTOCI (equity investments)

Equity investments at fair value through other comprehensive income are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss.

- (a) As of 1 April 2018, certain unquoted debt investments were reclassified from available-for-sale investments at fair value to FVTOCI. These unquoted debt instrument has no quoted price in an active market. The Group intends to hold these unquoted debt investments for long term strategic purposes. In addition, the Group has designated such unquoted equity instrument at the date of initial application as measured at FVTOCI. As at 1 April 2018, there was no material difference between the previous carrying amount and the fair value.

# Notes to Condensed Consolidated Financial Statements

## 3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs (continued)

### A. HKFRS 9 Financial Instruments (continued)

#### (i) Classification and measurement of financial instruments (continued)

The following table summarises the original measurement categories under HKAS 39 and the new measurement categories under HKFRS 9 for each class of the Group's financial assets as at 1 April 2018:

Financial assets	Original classification under HKAS 39	New classification under HKFRS 9	Carrying	Carrying
			amount as at 1 April 2018 under HKAS 39 HK\$'000	amount as at 1 April 2018 under HKFRS 9 HK\$'000
Unlisted debt investments	Available-for-sale investments (at fair value) (note 3A(i)(a))	FVTOCI	11,740	11,740
Trade receivables	Loans and receivables (note 3A(ij))	Amortised cost	30,682	30,682
Promissory notes	Loans and receivables (note 3A(ij))	Amortised cost	8,532	8,532
Deposits and other receivables	Loans and receivables (note 3A(ij))	Amortised cost	4,553	4,553
Cash and bank balances held on behalf of customers	Loans and receivables	Amortised cost	66,334	66,334
Pledged bank deposits	Loans and receivables	Amortised cost	60,361	60,361
Bank balances and cash	Loans and receivables	Amortised cost	141,184	141,184

#### (ii) Impairment of financial assets

The adoption of HKFRS 9 has changed the Group's impairment model by replacing the HKAS 39 "incurred loss model" to the "expected credit losses ("ECLs") model". HKFRS 9 requires the Group to recognise ECL for trade receivables, financial assets at amortised costs and debt investment at FVTOCI earlier than HKAS 39. Cash and cash equivalents are subject to ECL model but the impairment is immaterial for the current period.

Under HKFRS 9, the losses allowances are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

#### Measurement of ECLs

For trade receivables, the Group has applied the standard simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic conditions.

# Notes to Condensed Consolidated Financial Statements

## 3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs (continued)

### A. HKFRS 9 Financial Instruments (continued)

#### (ii) *Impairment of financial assets (continued)*

##### Measurement of ECLs (continued)

For deposit and other receivables, promissory notes and debt investment at FVTOCI, the ECLs are based on the 12-months ECLs. The 12-months ECLs is the portion of the lifetime ECLs that results from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

##### Presentation of ECLs

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt investment at FVTOCI, the loss allowance is recognised in other comprehensive income, instead of reducing the carrying amount of the assets.

##### Impact of the ECL model

ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

The Group assessed the ECLs of financial assets measured at amortised cost as at 1 April 2018. There was no significant change to the loss allowance for these financial assets of the Group as at 1 April 2018.

#### (iii) *Hedge accounting*

Hedge accounting under HKFRS 9 has no impact on the Group as the Group does not apply hedge accounting in its hedging relationships.

#### (iv) *Transition*

The Group has applied the transitional provision in HKFRS 9 such that HKFRS 9 was generally adopted without restating comparative information. The reclassifications and the adjustments arising from the new ECLs rules are therefore not reflected in the statement of financial position as at 31 March 2018, but are recognised in the statement of financial position on 1 April 2018. This means that differences in the carrying amounts of financial assets and financial liabilities resulting from the adoption of HKFRS 9 are recognised in retained earnings and reserves as at 1 April 2018. Accordingly, the information presented for year ended 31 March 2018 does not reflect the requirements of HKFRS 9 but rather those of HKAS 39.

The following assessments have been made on the basis of the facts and circumstances that existed at the date of initial application of HKFRS 9:

- The determination of the business model within which a financial asset is held;
- The designation and revocation of previous designations of certain financial assets and financial liabilities as measured at FVTPL; and
- The designation of certain investments in equity investments not held for trading as at FVTOCI.

# Notes to Condensed Consolidated Financial Statements

## 3. APPLICATION OF NEW AND AMENDMENTS TO HKFRSs (continued)

### B. HKFRS 15 Revenue from Contracts with Customers

HKFRS 15 supersedes HKAS 11 Construction Contracts, HKAS 18 Revenue and related interpretations. HKFRS 15 has established a five-steps model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at the amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

For the Financial Services division, the adoption of HKFRS 15 did not result in significant changes to the Group's accounting policies regarding the recognition of commission income from securities brokerage services, fee from investment, corporate finance and other advisory or significant impact on the Interim Condensed Financial Statements.

Under HKAS 18, revenue for the Toy Division from sale of goods is generally recognised when the risks and rewards of ownership have passed to the customers. Under HKFRS 15, revenue is recognised when the customer obtains control of the promised good or service in the contract. Adoption of the new revenue standard does not have significant impact on how it recognises revenue from sale of goods.

## 4. OPERATING SEGMENT INFORMATION

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker that are used to make strategic decisions. The chief operating decision-maker considers the business primarily on the assessment of operating performance in each operating unit, which is the basis upon which the Group is organised. Each operating unit is distinguished based on types of goods or services delivered or provided. The following summary describes the operations in each of the Group's reportable segments:

- Manufacturing and sales of toys; and
- Digital publishing, mobile and web application solutions (discontinued from 29 December 2017); and
- Securities brokerage, securities margin financing, investment advisory, corporate finance advisory and asset management service ("Financial Services")

### (a) Reportable segments

Management assesses the performance of the operating segments based on the measure of segment results which represents the net of revenues, incomes and gains, costs and expenditures directly attributable to each operating segment. Central administrative costs are not allocated to the operating segment as they are not included in the measure of the segment results that are used by the chief operating decision-maker for assessment of segment performance.

# Notes to Condensed Consolidated Financial Statements

## 4. OPERATING SEGMENT INFORMATION (continued)

### (a) Reportable segments (continued)

The following is an analysis of the Group's revenue and results by reporting segment for the period:

#### Segment revenue and results

	Continuing Operations			Discontinued Operation	Total HK\$'000
	Manufacturing and sales of toys HK\$'000	Financial Services HK\$'000	Total HK\$'000	Digital publishing, mobile and web application solutions HK\$'000	
<b>For the period ended</b>					
<b>30 September 2018 (Unaudited)</b>					
External revenue	456,132	3,106	459,238	-	459,238
Segment profit/(loss)	25,604	(18,850)	6,754	-	6,754
Central administrative cost*					(18,382)
Loss before income tax expense					(11,628)
Represented by:					
- from continuing operations					(11,628)
- from discontinued operation					-
					(11,628)
<b>For the period ended</b>					
<b>30 September 2017 (Unaudited)</b>					
External revenue	546,566	11,846	558,412	626	559,038
Segment profit/(loss)	26,417	(14,293)	12,124	(15,792)	(3,668)
Central administrative cost*					(13,754)
Loss before income tax expense					(17,422)
Represented by:					
- from continuing operations					(1,630)
- from discontinued operation					(15,792)
					(17,422)

\* Central administrative cost mainly includes directors' remuneration (excluding equity settled share-based payment expenses to directors) and legal and professional fees.

# Notes to Condensed Consolidated Financial Statements

## 4. OPERATING SEGMENT INFORMATION (continued)

### (a) Reportable segments (continued)

#### *Segment revenue and results (continued)*

Segment profit/(loss) represents the profit or (loss) earned by each segment without allocation of corporate income, and central administrative cost. This is the information reported to the chief operating decision maker for the purpose of resource allocation and performance assessment.

#### Segment assets

All assets are allocated to reportable segments other than prepayments, cash and cash equivalents.

	At 30 September 2018 HK\$'000 (Unaudited)	At 31 March 2018 HK\$'000 (Audited)
Manufacturing and sales of toys	392,391	147,499
Financial Services	340,915	347,455
Total segment assets	733,306	494,954
Unallocated	114,175	154,123
Consolidated assets	847,481	649,077

#### Segment liabilities

All liabilities are allocated to reportable segments other than accruals, convertible notes, income tax payable and deferred tax liabilities.

	At 30 September 2018 HK\$'000 (Unaudited)	At 31 March 2018 HK\$'000 (Audited)
Manufacturing and sales of toys	275,032	69,662
Financial Services	65,839	71,823
Total segment liabilities	340,871	141,485
Unallocated	90,122	77,861
Consolidated liabilities	430,993	219,346

# Notes to Condensed Consolidated Financial Statements

## 4. OPERATING SEGMENT INFORMATION (continued)

### (a) Reportable segments (continued)

*Segment revenue and results (continued)*

Other segment information

Amounts included in the measure of segment profit/(loss) or segment assets:

#### For the period ended 30 September 2018 (Unaudited)

	Continuing Operations			Discontinued Operation	Total HK\$'000
	Manufacturing and sales of toys HK\$'000	Financial Services HK\$'000	Total HK\$'000	Digital publishing, mobile and web application solutions HK\$'000	
Additions to property, plant and equipment	11,436	-	11,436	-	11,436
Depreciation of property, plant and equipment	(7,100)	(259)	(7,359)	-	(7,359)
Fair value loss on financial assets at FVTPL	-	(1,697)	(1,697)	-	(1,697)
Interest expenses	(1,738)	-	(1,738)	-	(1,738)

#### For the period ended 30 September 2017 (Unaudited)

	Continuing Operations			Discontinued Operation	Total HK\$'000
	Manufacturing and sales of toys HK\$'000	Financial Services HK\$'000	Total HK\$'000	Digital publishing, mobile and web application solutions HK\$'000	
Additions to property, plant and equipment	19,475	8	19,483	-	19,483
Depreciation of property, plant and equipment	(7,798)	(292)	(8,090)	(23)	(8,113)
Amortisation of intangible assets	-	-	-	(2,198)	(2,198)
Fair value loss on financial assets at FVTPL	-	(2,472)	(2,472)	-	(2,472)
Impairment loss on intangible assets (note 11)	-	-	-	(11,728)	(11,728)
Interest expenses	(1,769)	(17)	(1,786)	-	(1,786)

# Notes to Condensed Consolidated Financial Statements

## 4. OPERATING SEGMENT INFORMATION (continued)

### (b) Geographical information

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment, investment property and prepaid land lease payments ("specified non-current assets"). The geographical location of customers is based on the location at which the services were provided or the goods were delivered. The geographical location of the specified non-current assets is based on the physical location of the assets in the case of property, plant and equipment.

#### (i) Revenue from external customers

	Six months ended 30 September	
	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited) (Re-presented)
Continuing operations		
North America (note 1)	<b>311,364</b>	329,376
Western Europe		
– United Kingdom	<b>36,584</b>	43,140
– France	<b>14,688</b>	19,488
– Netherland	<b>2,141</b>	3,454
– Others (note 2)	<b>29,724</b>	33,879
South America	<b>5,543</b>	5,685
PRC and Taiwan	<b>18,895</b>	62,986
Australia, New Zealand and Pacific Islands	<b>9,910</b>	12,553
Central America, Caribbean and Mexico	<b>13,801</b>	19,249
Others (note 3)	<b>16,588</b>	28,602
	<b>459,238</b>	558,412
Discontinued operation		
Others (note 3)	–	626
Total	<b>459,238</b>	559,038

Notes:

1. North America includes United States of America and Canada.
2. Others include Greece, Italy, Spain, Denmark and Germany.
3. Others include Hong Kong, Africa, India, Japan, Korea, Puerto Rico, Russia and Southeast Asia.

# Notes to Condensed Consolidated Financial Statements

## 4. OPERATING SEGMENT INFORMATION (continued)

### (b) Geographical information (continued)

#### (ii) Specified non-current assets

	<b>At 30 September 2018 HK\$'000 (Unaudited)</b>	At 31 March 2018 HK\$'000 (Audited)
Mainland China, the PRC	<b>25,314</b>	21,317
Hong Kong	<b>192,599</b>	192,519
Total	<b>217,913</b>	213,836

### (c) Information about major customers

Revenue from major customers, each of whom amounted to 10% or more of the Group's revenue, is set out below:

	<b>Six months ended 30 September</b>	
	<b>2018 HK\$'000 (Unaudited)</b>	2017 HK\$'000 (Unaudited)
Customer A	<b>178,238</b>	225,568
Customer B	<b>148,128</b>	178,703
Customer C	<b>75,026</b>	76,885

# Notes to Condensed Consolidated Financial Statements

## 5. REVENUE, OTHER INCOME AND GAINS

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discounts and provision of financial services. An analysis of revenue, other income and gains is as follows:

	Six months ended 30 September	
	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited) (Re-presented)
<b>Revenue</b>		
Continuing operations		
Manufacturing and sales of toys	456,132	546,566
Financial Services	3,106	11,846
	<b>459,238</b>	558,412
Discontinued operation	–	626
	<b>459,238</b>	559,038
<b>Other income and gains</b>		
Continuing operations		
Moulding income	667	1,670
Rental income	590	690
Service income	–	720
Fair value (loss) on financial assets at FVTPL	(1,697)	(2,472)
Interest income from bank deposits	614	80
Exchange gains, net	1,512	1,351
Others	764	1,226
	<b>2,450</b>	3,265

# Notes to Condensed Consolidated Financial Statements

## 6. FINANCE COSTS

	Six months ended 30 September	
	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited) (Re-presented)
Continuing operations		
Interest on bank and other borrowings:		
– Bank borrowings	1,738	1,786
– Convertible notes	10,101	4,919
	<b>11,839</b>	6,705

## 7. LOSS BEFORE INCOME TAX EXPENSE

(a) The Group's loss before income tax expense is arrived at after charging:

	Six months ended 30 September	
	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited) (Re-presented)
<b>Continuing operations</b>		
Cost of inventories sold	401,938	486,500
Depreciation of property, plant and equipment	7,359	8,090
Employee benefits expenses (including Directors' remuneration):		
Wages and salaries	23,706	28,224
Equity settled share-based payment expenses	2,148	5,501
Pension scheme contributions	525	563
Other benefits	1,920	1,894
	<b>28,299</b>	36,182
Equity settled share-based payment expenses to eligible persons other than employees and Directors	647	1,707
Auditor's remuneration	818	849
Operating lease charges in respect of land and buildings	5,855	5,880

# Notes to Condensed Consolidated Financial Statements

## 7. LOSS BEFORE INCOME TAX EXPENSE (continued)

### (b) Discontinued operation

On 14 December 2017, the Company, as vendor, entered into a sale and purchase agreement with Octagon Special Opportunities Limited, as a purchaser, an independent third party, to dispose of the entire issued share capital of New Creation Global Limited ("New Creation") at a consideration of HK\$16,500,000. New Creation is an investment holding company which holds Pulse Mediatech Limited that is principally engaged in provision of digital publishing and the development of mobile and web application solutions. The disposal was completed on 29 December 2017, the date on which the control of New Creation passed to the purchaser.

The results of the discontinued operation during the prior period are presented below:

	Six months ended 30 September 2017 HK\$'000 (Unaudited)
Revenue	626
Cost of inventories sold	(268)
Gross profit	358
Other income and gains	(5)
Administrative expenses	(4,417)
Impairment loss on intangible assets ( <i>note 11</i> )	(11,728)
Loss before income tax credit	(15,792)
Income tax credit	2,298
Loss for the period from the discontinued operation	(13,494)

# Notes to Condensed Consolidated Financial Statements

## 8. INCOME TAX EXPENSE

Hong Kong Profits Tax were calculated at 16.5% on the estimated assessable profits arising in Hong Kong for the six months ended 30 September 2017; and at 8.25% on the first HK\$2 million of estimated assessable profits and at 16.5% for the portion of the estimated assessable profits above HK\$2 million for the six months ended 30 September 2018. Taxes on profits assessable elsewhere have been calculated at the rate of tax prevailing in the locations in which the Group operates.

The major components of the income tax expense for the period are as follows:

	Six months ended 30 September	
	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited) (Re-presented)
<b>Continuing operations</b>		
Current – Hong Kong Profit Tax		
Charge for the period	4,267	4,879
Deferred tax credit	–	(53)
Income tax expense for the period	<b>4,267</b>	4,826

The income tax expense for the period can be reconciled to the loss before income tax expense per the condensed consolidated statement of comprehensive income as follows:

	Six months ended 30 September	
	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited) (Re-presented)
Loss before income tax expense from continuing operations	<b>(11,628)</b>	(1,630)
Tax at the applicable tax rate of 16.5% (2017: 16.5%)	<b>(1,919)</b>	(269)
Effect of different tax rate of a subsidiary operating in other		
Tax effect of revenue not taxable for tax purposes	<b>(280)</b>	(461)
Tax effect of expenses not deductible for tax purposes	<b>1,172</b>	1,287
Tax effect of tax loss not recognised	<b>5,294</b>	4,269
Income tax expense	<b>4,267</b>	4,826

No deferred tax asset has been recognised in respect of the unused tax losses of HK\$115,552,000 (For the six months ended 30 September 2017: HK\$117,885,000) due to the unpredictability of future profit streams. The unused tax losses can be carried forward indefinitely.

# Notes to Condensed Consolidated Financial Statements

## 9. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the ordinary equity holders of the Company is based on the following data:

	Six months ended 30 September	
	2018 HK\$'000	2017 HK\$'000 (Re-presented)
Loss for the period from continuing and discontinued operations attributable to the owner of a Company	(15,895)	(19,950)
Less: Loss for the period from a discontinued operation	-	13,494
Loss for the purpose of basic and diluted loss from continuing operations	(15,895)	(6,456)
<b>Number of shares</b>	<b>'000</b>	<b>'000</b>
Weighted average number of ordinary shares for the purposes of basic loss per share	1,474,232	1,474,232

The calculation of basic loss per share attributable to the owners of the Company is based on the loss for the period ended 30 September 2018 of approximately HK\$15,895,000 (2017: HK\$19,950,000), and of the weighted average number of 1,474,232,000 (2017: 1,474,232,000) ordinary shares in issue during the period.

Diluted loss per share is the same as basic loss per share for the period ended 30 September 2018 (2017: same) as the impact of the potential dilutive ordinary shares outstanding has an anti-dilutive effect on the basic loss per share presented for the period ended 30 September 2018 (2017: anti-dilutive).

There is no dilutive effect on the convertible notes as they are anti-dilutive (2017: anti-dilutive).

On 23 February 2018, (a) the Company and (b) Zhongtai International Investment Group Limited, Taifu Capital Investments Limited and Great Boom Group Limited (together, the "Subscribers") entered into a subscription agreement (the "Initial Subscription Agreement") pursuant to which the Company conditionally agreed to allot and issue, and the Subscribers conditionally agreed to subscribe for, an aggregate of 2,283,848,000 new ordinary shares of the Company, for an aggregate consideration of HK\$799,346,800 in cash at the subscription price of HK\$0.35 per subscription share.

On 11 October 2018, the Company and the Subscribers entered into the restated subscription agreement ("Restated Subscription Agreement") pursuant to which the Company conditionally agreed to allot and issue, and the Subscribers conditionally agreed to subscribe for an aggregate of 415,908,000 new shares of the Company, for an aggregate consideration of HK\$145,567,800 in cash at the subscription price of HK\$0.35 per subscription share ("Subscription"). The Initial Subscription Agreement dated 23 February 2018 has been terminated and superseded by the Restated Subscription Agreement.

# Notes to Condensed Consolidated Financial Statements

## 9. LOSS PER SHARE (continued)

On 23 February 2018, the Company, as purchaser, and Zhongtai International Financial Corporation (“ZTI Financial”), as vendor, entered into a sale and purchase agreement (the “ZTI Capital Agreement”) pursuant to which the Company conditionally agreed to acquire or procure one of its wholly-owned subsidiaries to acquire, and ZTI Financial conditionally agreed to dispose of, all issued shares of Zhongtai International Capital Limited for a consideration of HK\$30,000,000.

On the same date, the Company, as purchaser, and Zhongtai Financial International Limited (“Zhongtai Financial International”), as vendor, entered into a sale and purchase agreement (the “ZTI Asset Management Agreement”) pursuant to which the Company conditionally agreed to acquire or procure one of its wholly-owned subsidiaries to acquire, and Zhongtai Financial International conditionally agreed to dispose of, all issued shares of Zhongtai International Asset Management Limited for a consideration of HK\$102,000,000.

Furthermore, on 11 October 2018, (i) the Company and ZTI Financial entered into the Supplemental ZTI Capital Agreement to revise and amend certain terms of the ZTI Capital Agreement; (ii) the Company and Zhongtai Financial International entered into the Supplemental ZTI Asset Management Agreement to revise and amend certain terms of the ZTI Asset Management Agreement.

The consideration for ZTI Capital Agreement, being HK\$30,000,000, shall be satisfied by the allotment and issue by the Company to the Offeror 85,714,286 new shares of the Company, credited as fully paid, at an issue price of approximately HK\$0.35 per share, at completion of the ZTI Capital Agreement.

The consideration for ZTI Asset Management Agreement, being HK\$102,000,000, shall be satisfied by the allotment and issue by the Company to the Offeror 291,428,571 new shares of the Company, credited as fully paid, at an issue price of approximately HK\$0.35 per share, at completion of the ZTI Asset Management Agreement.

Completion of the transactions set out in the Restated Subscription Agreement, the ZTI Capital Agreement and the ZTI Asset Management Agreement is subject to the satisfaction of various conditions precedent which have yet to be satisfied in full as at the date of this report. Therefore, completion of these agreements has not yet taken place.

The potential contingently issuable shares resulting from the completion of the Restated Subscription Agreement, the ZTI Capital Agreement and the ZTI Asset Management Agreement are anti-dilutive.

### For a discontinued operation

Basic and diluted loss per share for the period ended 30 September 2017 from the discontinued operation is approximately HK cents 0.92 per share, based on the loss for the period ended 30 September 2017 from the discontinued operation of approximately HK\$13,494,000 and the denominators detailed above for both basic and diluted loss per share.

# Notes to Condensed Consolidated Financial Statements

## 10. PROPERTY, PLANT AND EQUIPMENT

	HK\$'000
Net book value at 1 April 2018 (Audited)	21,799
Additions	11,436
Depreciation	(7,359)
<b>Net book value at 30 September 2018 (Unaudited)</b>	<b>25,876</b>

## 11. INTANGIBLE ASSETS

	Mobile and web application technologies HK\$'000 <i>(Note)</i>	Trading rights, trademarks and website HK\$'000	Total HK\$'000
<b>Cost:</b>			
At 1 April 2017 (Audited)	87,900	579	88,479
Disposal of subsidiaries	(87,900)	–	(87,900)
Disposals	–	(25)	(25)
At 31 March 2018 (Audited) and <b>30 September 2018 (Unaudited)</b>	<b>–</b>	<b>554</b>	<b>554</b>
<b>Accumulated amortisation:</b>			
At 1 April 2017 (Audited)	(53,974)	–	(53,974)
Amortisation for the period	(2,877)	–	(2,877)
Impairment loss	(11,728)	–	(11,728)
Disposal of subsidiaries	68,579	–	68,579
At 31 March 2018 (Audited) and <b>30 September 2018 (Unaudited)</b>	<b>–</b>	<b>554</b>	<b>554</b>
<b>Carrying value:</b>			
<b>At 30 September 2018 (Unaudited)</b>	<b>–</b>	<b>554</b>	<b>554</b>
At 31 March 2018 (Audited)	–	554	554

# Notes to Condensed Consolidated Financial Statements

## 11. INTANGIBLE ASSETS (continued)

Note:

During the period from 1 April 2017 to 30 September 2017, intangible assets primarily comprised mobile and web application technologies acquired through the acquisition of the entire interest in PMT Group. The fair value of the intangible assets acquired is calculated by an independent professional valuer, BMI Appraisals Limited by using Multi-period Excess Earnings Method. The principal assumptions used in the valuation are i) the estimated useful life of the intangible assets are 10 years and there are no residual value at the end of the useful life; ii) the weighted average cost of capital used has been determined with reference to the capital structure and risk profile of technology companies in the market whose business are similar to the PMT Group.

Intangible assets are amortised using straight-line method over their estimated useful lives of 10 years, less any impairment losses. Amortisation charge for the such period is included in administrative expense line item in the consolidated income statement.

As at 30 September 2017, the recoverable amount of the mobile and web application technologies based on a value-in-use calculation with reference to a valuation performed by an independent professional valuer, BMI Appraisals Limited. The value-in-use calculation based on cash flow projections from formally approved budgets, covering a detailed five-year budget plans, and discount rate of 19.9% estimated by the management. Growth rate used to extrapolate the cash flows beyond the five-year budget plan is 3% which reflects the long term growth rate of the industry as forecast by the management. The key assumptions have been determined by the Group's management based on past performance and its expectations for the industry development. During the six months ended 30 September 2017, as a result of disappointing results of IT Division during the period and its negative business outlook, the recoverable amount of digital publishing, mobile and web application solutions was calculated to be lower than its carrying amount and accordingly, impairment loss on the intangible assets of approximately HK\$11,728,000.

## 12. INVENTORIES

	<b>At 30 September 2018 HK\$'000 (Unaudited)</b>	<b>At 31 March 2018 HK\$'000 (Audited)</b>
Raw materials	<b>57,196</b>	63,755
Finished goods	<b>48,959</b>	30,820
	<b>106,155</b>	94,575

# Notes to Condensed Consolidated Financial Statements

## 13. TRADE RECEIVABLES

	At 30 September 2018 HK\$'000 (Unaudited)	At 31 March 2018 HK\$'000 (Audited)
Trade receivables from financial services segment	4,824	6,550
Trade receivables from toys segment	252,886	24,132
	<b>257,710</b>	30,682

### Trade receivables from financial services segment

	At 30 September 2018 HK\$'000 (Unaudited)	At 31 March 2018 HK\$'000 (Audited)
Accounts receivable arising from the ordinary course of business of securities brokerage and margin financing:		
– Cash clients	3,051	4,110
– Clearing house	–	673
– Margin clients	–	9
Accounts receivable arising from the ordinary course of business of provision of:		
– Custodian services	250	250
– Investment advisory services	2,183	2,168
	<b>5,484</b>	7,210
Less: Allowance for impairment loss	<b>(660)</b>	(660)
	<b>4,824</b>	6,550

# Notes to Condensed Consolidated Financial Statements

## 13. TRADE RECEIVABLES (continued)

### Trade receivables from financial services segment (continued)

Ageing analysis of trade receivables of the financial services segment based on the invoice date and net of provision for impairment is as follows:

	At 30 September 2018 HK\$'000 (Unaudited)	At 31 March 2018 HK\$'000 (Audited)
On demand	3,051	9
Current – 30 days	–	4,783
31 – 60 days	15	–
Over 90 days	1,758	1,758
	<b>4,824</b>	6,550

Ageing analysis of trade receivables of the financial services segment based on due date and net of provision for impairment is as follows:

	At 30 September 2018 HK\$'000 (Unaudited)	At 31 March 2018 HK\$'000 (Audited)
Neither past due nor impaired	3,051	4,792
Past due less than six months	15	–
Past due more than six months but less than one year	–	195
Past due more than one year but less than two year	1,758	1,563
	<b>4,824</b>	6,550

The settlement terms of trade receivables from the business of securities brokerage are one or two days after the respective trade date.

Margin clients are required to pledge securities as collateral to the Group in order to obtain the credit facilities for securities trading. The amount of credit facilities granted to them is determined based on a discount on the market value of securities accepted by the Group. Any excess in the lending ratio will trigger a margin call which the clients have to make good the shortfall. As at 30 September 2018, no securities was pledged by clients to the Group as collateral against margin client receivables (31 March 2018: HK\$35,256,000). The amounts due from margin clients are repayable on demand and carry interest at 9% per annum.

The Group allows a credit period ranging from 0 to 90 days to its client arising from the businesses of provision of investment advisory, corporate finance advisory and asset management services. For those accounts receivable past due at the reporting dates, the Directors believe that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are considered fully recoverable.

# Notes to Condensed Consolidated Financial Statements

## 13. TRADE RECEIVABLES (continued)

### Trade receivables from financial services segment (continued)

Trading limits are set for customers. The Group seeks to maintain tight control over its outstanding accounts receivable in order to minimise credit risk. Overdue balances are regularly monitored by management.

### Trade receivables from toys segment

The credit period on sales of goods ranging from 30 to 90 days from the invoice date. An aged analysis of the trade receivables at the end of the reporting period, based on the invoice date and before impairment loss, is as follows:

	At 30 September 2018 HK\$'000 (Unaudited)	At 31 March 2018 HK\$'000 (Audited)
Current to 30 days	118,114	19,029
31 – 60 days	67,810	2,237
61 – 90 days	50,961	2,728
Over 90 days	16,001	138
	<b>252,886</b>	24,132

Ageing analysis of the trade receivables that are not considered to be impaired is as follows:

	At 30 September 2018 HK\$'000 (Unaudited)	At 31 March 2018 HK\$'000 (Audited)
Neither past due nor impaired	191,503	21,762
Less than 1 month past due	58,340	2,370
1 to 3 months past due	3,040	–
Over 3 months past due	3	–
	<b>252,886</b>	24,132

Receivables that were neither past due nor impaired relate to the customers for which there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the Directors are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral or other credit enhancements over these balances.

# Notes to Condensed Consolidated Financial Statements

## 14. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	At 30 September 2018 HK\$'000 (Unaudited)	At 31 March 2018 HK\$'000 (Audited)
Listed equity securities held for trading in Hong Kong, at fair value	9,841	11,538

## 15. TRADE PAYABLES

	At 30 September 2018 HK\$'000 (Unaudited)	At 31 March 2018 HK\$'000 (Audited)
Trade payables from financial services segment	65,511	70,946
Trade payables from toys segment	137,934	40,157
	<b>203,445</b>	111,103

### Trade payables from financial services segment

	At 30 September 2018 HK\$'000 (Unaudited)	At 31 March 2018 HK\$'000 (Audited)
Accounts payable arising from the ordinary course of business of securities brokerage and margin financing:		
– Cash clients	62,652	70,946
– Brokers and clearing house	2,859	–
	<b>65,511</b>	70,946

The settlement terms of trade payable attributable to the business of securities brokerage are one to two days after the respective trade date.

As at the 30 September 2018, included in trade payable was an amount of approximately HK\$62,466,000 (31 March 2018: HK\$66,334,000) payable to clients to other institutions in respect of trust and segregated bank balances received and held for clients and other institutions in the course of the conduct of regulated activities.

# Notes to Condensed Consolidated Financial Statements

## 15. TRADE PAYABLES (continued)

### Trade payables from toys segment

The Group normally obtains credit terms of ranging from 15 to 60 days from its suppliers. Trade payables are interest-free. An aged analysis of the trade payables at the end of the reporting period, based on the invoice date, is as follows:

	At 30 September 2018 HK\$'000 (Unaudited)	At 31 March 2018 HK\$'000 (Audited)
Current to 30 days	78,266	27,424
31 to 60 days	28,557	9,582
61 to 90 days	20,068	2,930
More than 90 days but less than 365 days	10,847	–
More than 365 days	196	221
	<b>137,934</b>	40,157

## 16. INTEREST-BEARING BANK BORROWINGS

	At 30 September 2018 HK\$'000 (Unaudited)	At 31 March 2018 HK\$'000 (Audited)
<b>Current</b>		
Secured		
– bank loans due for repayment within one year	117,411	13,916

As at 30 September 2018, the Group's banking facilities and its interest-bearing bank borrowings are secured either (i) by Company's corporate guarantees and cross guarantees from the Company's subsidiary, which is Qualiman Industrial Co. Limited; or (ii) by legal charges over certain properties in Hong Kong owned by Mr. Lau, Madam Li and their associates and personal guarantee by Mr. Lau.

# Notes to Condensed Consolidated Financial Statements

## 16. INTEREST-BEARING BANK BORROWINGS (continued)

At 30 September 2018, total current and non-current bank borrowings were scheduled to be repaid as follows:

	At 30 September 2018 HK\$'000 (Unaudited)	At 31 March 2018 HK\$'000 (Audited)
On demand or within one year	117,411	13,916

Certain banking facilities are subject to the fulfilment of covenants relating to certain of the Group's financial position ratios, which are to maintain (i) the combined tangible net worth at not less than certain amount; and (ii) specific gearing ratio. If the Group breaches the covenants, the drawn down facilities shall become repayable on demand.

The Group regularly monitors its compliance with these covenants and does not consider it probable that the bank will exercise its discretion to demand repayment for so long as the Group continues to meet these requirements. As at 30 September 2018, none of the covenants relating to draw down facilities had been breached (31 March 2018: Nil).

## 17. SHARE CAPITAL

	Number of Shares	HK\$'000
<b>Authorised:</b>		
Ordinary Shares of US\$0.000025 each		
At 1 April 2018 (Audited) and at <b>30 September 2018 (Unaudited)</b>	<b>3,000,000,000</b>	<b>584</b>
<b>Issued and fully paid:</b>		
Ordinary Shares of US\$0.000025 each		
At 1 April 2018 and at <b>30 September 2018 (Unaudited)</b>	<b>1,474,232,000</b>	<b>287</b>

# Notes to Condensed Consolidated Financial Statements

## 18. EQUITY SETTLED SHARE-BASED PAYMENTS

There has been no changes in the Company's share option scheme, details of which are disclosed in the 2018 Annual Financial Statements.

Set out below are details of movements of the outstanding share options granted under the Share Option Scheme during the period ended 30 September 2018:

	Exercise price	Number of share options			Date of grant of share options	Exercisable periods of share options
		Balance as at 1 April 2018	Lapsed during the period	Balance as at 30 September 2018		
<b>Executive Directors</b>						
- Lau Ho Ming, Peter	HK\$1.02	4,000,000	-	4,000,000	3 July 2015	3 July 2015 to 2 July 2025
- Ng Kam Seng	HK\$1.02	5,400,000	-	5,400,000	3 July 2015	3 July 2015 to 2 July 2025
	HK\$0.748	7,500,000	-	7,500,000	24 March 2016	24 March 2016 to 23 March 2026
- Poon Pak Ki, Eric	HK\$1.02	5,400,000	-	5,400,000	3 July 2015	3 July 2015 to 2 July 2025
	HK\$0.748	7,500,000	-	7,500,000	24 March 2016	24 March 2016 to 23 March 2026
- Chu, Raymond	HK\$0.748	12,847,800	-	12,847,800	24 March 2016	24 March 2016 to 23 March 2026
<b>Non-executive Directors</b>						
- Li Man Yee, Stella	HK\$1.02	1,400,000	-	1,400,000	3 July 2015	3 July 2015 to 2 July 2025
- Wang Zhao (note 1)	HK\$1.02	1,400,000	-	1,400,000	3 July 2015	3 July 2015 to 2 July 2025

# Notes to Condensed Consolidated Financial Statements

## 18. EQUITY SETTLED SHARE-BASED PAYMENTS (continued)

	Exercise price	Number of share options			Date of grant of share options	Exercisable periods of share options
		Balance as at 1 April 2018	Lapsed during the period	Balance as at 30 September 2018		
<b>Independent Non-executive Directors</b>						
- Leung Po Wing, Bowen Joseph	HK\$1.02	1,400,000	-	1,400,000	3 July 2015	3 July 2015 to 2 July 2025
	HK\$0.748	1,400,000	-	1,400,000	24 March 2016	24 March 2016 to 23 March 2026
- Chan Siu Wing, Raymond	HK\$1.02	1,400,000	-	1,400,000	3 July 2015	3 July 2015 to 2 July 2025
	HK\$0.748	1,400,000	-	1,400,000	24 March 2016	24 March 2016 to 23 March 2026
- Wong Wah On, Edward	HK\$0.748	1,400,000	-	1,400,000	24 March 2016	24 March 2016 to 23 March 2026
<b>Employees</b>						
	HK\$1.02	10,400,000	(1,800,000)	8,600,000	3 July 2015	3 July 2015 to 2 July 2025
	HK\$0.748	42,723,800	(2,500,000)	40,223,800	24 March 2016	24 March 2016 to 23 March 2026
<b>Consultants</b>						
	HK\$0.25	1,120,000	-	1,120,000	17 March 2014	17 March 2014 to 16 March 2024
	HK\$1.02	19,600,000	-	19,600,000	3 July 2015	3 July 2015 to 2 July 2025
	HK\$0.748	12,300,000	-	12,300,000	24 March 2016	24 March 2016 to 23 March 2026
<b>Total</b>		<b>138,591,600</b>	<b>(4,300,000)</b>	<b>134,291,600</b>		

# Notes to Condensed Consolidated Financial Statements

## 18. EQUITY SETTLED SHARE-BASED PAYMENTS (continued)

Note:

1. Mr. Wang Zhao resigned as a Non-executive Director of the Company on 27 November 2015.

	<b>Six months ended 30 September</b>	
	<b>2018</b> <b>HK\$'000</b> <b>(Unaudited)</b>	<b>2017</b> <b>HK\$'000</b> <b>(Unaudited)</b>
Equity settled schemes to employees (including Directors and ex-Directors)	<b>2,148</b>	5,501
Equity settled schemes to eligible persons other than employees and Directors	<b>647</b>	1,707
	<b>2,795</b>	7,208

Share options were granted to the consultants in light of their continuous contribution to the Group. The Group measured the fair value of services from the Consultants by reference to the fair value of those granted to eligible employees as management considers that the services provided by the consultants and employees are similar in nature.

The exercise price of the first share option outstanding was HK\$0.25 and the weighted average remaining contractual life was 0.46 and 5.46 years (2017: 1.46 and 6.46 years). The exercise price of the second share option outstanding as at 30 September 2018 was HK\$1.02 and the weighted average remaining contractual life was 6.76 years (2017: 7.76 years). The exercise price of the third share option outstanding as at 30 September 2018 was HK\$0.748 (2017: HK\$0.748) and the weighted average remaining contractual life was 7.46 years (2017: 8.48 years). Of the total number of share options outstanding as at 30 September 2018, 33,828,640 out of 134,291,600 share options had not vested and were not exercisable (31 March 2018: 54,988,640 share options had not vested and were not exercisable). The weighted average share price at the date of exercise of options exercised during the period was HK\$0.76.

## 19. DIVIDENDS

At the Board meeting held on 30 November 2018, the Directors did not propose an interim dividend for the period ended 30 September 2018 (2017: Nil).

# Notes to Condensed Consolidated Financial Statements

## 20. RELATED PARTY TRANSACTIONS

- (i) In addition to the transactions detailed elsewhere in this Interim Report, the Group had the following material transactions with related parties during the period:

Relationship/name of related party	Nature of transaction	Six months ended 30 September	
		2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)
<i>Companies controlled by</i>			
<i>Mr. Lau Ho Ming, Peter and</i>			
<i>Madam Li Man Yee, Stella</i>			
Gold Prospect Capital Resources Limited	Rental expenses (a)	1,716	1,716
Goldrich International Limited	Rental expenses (a)	1,008	1,008
Office Coupe Limited	Rental income (b)	90	90
		<b>2,814</b>	2,814

- (a) The rental expenses paid to Goldrich International Limited and Gold Prospect Capital Resources Limited, Mr. Lau Ho Ming, Peter and Madam Li Man Yee, Stella were mutually agreed between the Group and the related parties.
- (b) The rental income received from Office Coupe Limited were mutually agreed between the Group and the related parties.

# Notes to Condensed Consolidated Financial Statements

## 20. RELATED PARTY TRANSACTIONS (continued)

(ii) Compensation of key management personnel of the Group, including Directors' remuneration is as follows:

	Six months ended 30 September	
	2018 HK\$'000 (Unaudited)	2017 HK\$'000 (Unaudited)
<b>Key Management Personnel Compensation, excluding executive Directors</b>		
Salaries, allowances and benefits in kind	1,083	1,080
Equity settled share-based payments	460	1,016
Pension scheme contributions	34	29
<b>Executive Directors</b>		
Salaries, allowances, bonus and benefits in kind		
Mr. Lau Ho Ming, Peter	2,358	2,018
Mr. Ng Kam Seng	1,380	1,514
Mr. Poon Pak Ki, Eric	822	923
Mr. Chu, Raymond	1,500	1,500
Equity settled share-based payments		
Mr. Lau Ho Ming, Peter	65	202
Mr. Ng Kam Seng	267	653
Mr. Poon Pak Ki, Eric	267	653
Mr. Chu, Raymond	307	652
Pension scheme contributions		
Mr. Lau Ho Ming, Peter	44	41
Mr. Ng Kam Seng	36	31
Mr. Poon Pak Ki, Eric	28	26
Mr. Chu, Raymond	9	9
	<b>8,660</b>	<b>10,347</b>

# Notes to Condensed Consolidated Financial Statements

## 21. OPERATING LEASE ARRANGEMENTS

### As lessee

The Group leases certain of its office premises under operating lease arrangements. Leases for these properties are negotiated for terms of one to two years. As at 30 September 2018, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	<b>At 30 September 2018 HK\$'000 (Unaudited)</b>	At 31 March 2018 HK\$'000 (Audited)
Within one year	<b>10,752</b>	8,252
In the second to fifth years, inclusive	<b>6,899</b>	38
	<b>17,651</b>	8,290

### As lessor

The Group leases an investment property under operating lease arrangements for a term of two years. The terms of leases generally also require the tenants to pay security deposits. At 30 September 2018, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

	<b>At 30 September 2018 HK\$'000 (Unaudited)</b>	At 31 March 2018 HK\$'000 (Audited)
Within one year	<b>90</b>	580

# Notes to Condensed Consolidated Financial Statements

## 22. OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The following tables present details of financial instruments subject to offsetting, enforceable master netting arrangements and similar agreements.

Financial assets subject to offsetting					
	Gross amount of recognised financial assets	Gross amount of recognised financial liabilities offset in the condensed statement of financial position	Net amount of financial assets presented in the consolidated statement of financial position	Related amounts not offset in the consolidated statement of financial position	
				Cash collateral received	Net amount
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>At 30 September 2018 (Unaudited)</b>					
<b>Type of financial assets</b>					
Trade receivables from HKSCC	186	(186)	-	-	-
<b>At 31 March 2018 (Audited)</b>					
<b>Type of financial assets</b>					
Trade receivables from HKSCC	4,775	(4,102)	673	1,355	2,028
Financial liabilities subject to offsetting					
	Gross amount of recognised financial assets	Gross amount of recognised financial liabilities offset in the consolidated statement of financial position	Net amount of financial liabilities presented in the consolidated statement of financial position	Related amounts not offset in the consolidated statement of financial position	
				Cash collateral received	Net amount
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>At 30 September 2018 (Unaudited)</b>					
<b>Type of financial liabilities</b>					
Trade payables from HKSCC	3,045	(186)	2,859	(1,549)	1,310
<b>At 31 March 2018 (Audited)</b>					
<b>Type of financial liabilities</b>					
Trade payables from HKSCC	4,102	(4,102)	-	-	-

# Notes to Condensed Consolidated Financial Statements

## 22. OFFSETTING FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)

The tables below reconcile the amounts of trade receivables and trade payables as presented in the consolidated statement of financial position:

<b>Trade receivables</b>	<b>At 30 September 2018 HK\$'000 (Unaudited)</b>	<b>At 31 March 2018 HK\$'000 (Audited)</b>
Net amount of trade receivable from HKSCC	–	673
Trade receivables not in the scope of offsetting disclosure	<b>257,710</b>	30,009
Trade receivables as disclosed in the consolidated statement of financial position	<b>257,710</b>	30,682

  

<b>Trade payables</b>	<b>At 30 September 2018 HK\$'000 (Unaudited)</b>	<b>At 31 March 2018 HK\$'000 (Audited)</b>
Net amount of trade payable from HKSCC	<b>2,859</b>	–
Trade payable not in the scope of offsetting disclosure	<b>200,586</b>	111,103
Trade payables as disclosed in the consolidated statement of financial position	<b>203,445</b>	111,103

# Notes to Condensed Consolidated Financial Statements

## 23. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

The following table provides an analysis of financial instruments that are measured at fair value at the end of each reporting period for recurring measurement, grouped into Level 1 to 3 based on the degree to which the fair value is observable in accordance to the Group's accounting policy.

Financial assets	Fair Value		Fair value hierarchy	Valuation technique(s) and key input(s)
	At 30 September 2018 HK\$'000 (Unaudited)	At 31 March 2018 HK\$'000 (Audited)		
Listed equity securities classified as financial assets at fair value through profit or loss	9,841	11,538	Level 1	Quoted bid price
Unlisted debt securities classified as financial assets at fair value through other comprehensive income (As at 31 March 2018: Available-for-sale, investments)	11,597	11,740	Level 3	Trinomial option pricing model

There were no transfers between the different levels of the fair value hierarchy for the six months ended 30 September 2018.

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the Interim Condensed Financial Statements approximate their fair values.

# Notes to Condensed Consolidated Financial Statements

## 24. EVENTS AFTER THE REPORTING DATE

### (I) The Initial Subscription Agreement and the Restated Subscription Agreement

On 23 February 2018, (a) the Company and (b) Zhongtai International Investment Group Limited (the “Offeror”), Taifu Capital Investments Limited and Great Boom Group Limited (together, the “Subscribers”) entered into a subscription agreement (the “Initial Subscription Agreement”) pursuant to which the Company conditionally agreed to allot and issue, and the Subscribers conditionally agreed to subscribe for, an aggregate of 2,283,848,000 new shares of the Company, for an aggregate consideration of HK\$799,346,800 in cash at the subscription price of HK\$0.35 per subscription share. On 11 October 2018, the Company and the Subscribers entered into the restated subscription agreement (“Restated Subscription Agreement”) pursuant to which the Company conditionally agreed to allot and issue, and the Subscribers conditionally agreed to subscribe for an aggregate of 415,908,000 new shares of the Company, for an aggregate consideration of HK\$145,567,800 in cash at the subscription price of HK\$0.35 per subscription share (“Subscription”). The Initial Subscription Agreement dated 23 February 2018 has been terminated and superseded by the Restated Subscription Agreement.

Completion of the transaction contemplated under the Restated Subscription Agreement is subject to the satisfaction of various conditions precedent as set out in the joint announcement of the Company dated 12 October 2018 (“Joint Announcement”). As at date of this report, such conditions precedent have not yet been satisfied in full and completion of the Restated Subscription Agreement has not yet taken place.

### (II) Proposed Acquisitions of Zhongtai International Capital Limited and Zhongtai International Asset Management Limited

On 23 February 2018, the Company, as purchaser, and Zhongtai International Financial Corporation (“ZTI Financial”), as vendor, entered into a sale and purchase agreement (the “ZTI Capital Agreement”) pursuant to which the Company conditionally agreed to acquire or procure one of its wholly-owned subsidiaries to acquire, and ZTI Financial conditionally agreed to dispose of, all issued shares of Zhongtai International Capital Limited for a consideration of HK\$30,000,000.

On the same date, the Company, as purchaser, and Zhongtai Financial International Limited (“Zhongtai Financial International”), as vendor, entered into a sale and purchase agreement (the “ZTI Asset Management Agreement”) pursuant to which the Company conditionally agreed to acquire or procure one of its wholly-owned subsidiaries to acquire, and Zhongtai Financial International conditionally agreed to dispose of, all issued shares of Zhongtai International Asset Management Limited for a consideration of HK\$102,000,000.

On 11 October 2018, (i) the Company and ZTI Financial entered into the Supplemental ZTI Capital Agreement to revise and amend certain terms of the ZTI Capital Agreement; (ii) the Company and Zhongtai Financial International entered into the Supplemental ZTI Asset Management Agreement to revise and amend certain terms of the ZTI Asset Management Agreement.

The consideration for ZTI Capital Agreement, being HK\$30,000,000, shall be satisfied by the allotment and issue by the Company to the Offeror 85,714,286 new shares of the Company, credited as fully paid, at an issue price of approximately HK\$0.35 per share, at completion of the ZTI Capital Agreement.

# Notes to Condensed Consolidated Financial Statements

## 24. EVENTS AFTER THE REPORTING DATE (continued)

### (II) Proposed Acquisitions of Zhongtai International Capital Limited and Zhongtai International Asset Management Limited (continued)

The consideration for ZTI Asset Management Agreement, being HK\$102,000,000, shall be satisfied by the allotment and issue by the Company to the Offeror 291,428,571 new shares of the Company, credited as fully paid, at an issue price of approximately HK\$0.35 per share, at completion of the ZTI Asset Management Agreement.

Completion of the transactions in relation to the ZTI Capital Agreement and the ZTI Asset Management Agreement is subject to the satisfaction of various conditions precedent as set out in the Joint Announcement. As at date of this report, such conditions precedent have not yet been satisfied in full and completion of the above acquisitions has not yet taken place.

### (III) The Share Purchase Agreement

The Company was informed by Smart Investor Holdings Limited, Mr. Lau Ho Ming, Peter and Madam Li Man Yee, Stella (together, the "Vendors"), being the substantial shareholders of the Company, that on 11 October 2018, the Vendors and the Offeror entered into the share purchase agreement, pursuant to which the Vendors conditionally agreed to sell and the Offeror conditionally agreed to purchase an aggregate of 502,064,000 shares of the Company ("Share Purchase Agreement").

Completion of the transactions in relation to the Share Purchase Agreement is subject to the satisfaction of various conditions precedent as set out in the Joint Announcement. As at date of this report, such conditions precedent have not yet been satisfied in full and completion of the above transaction has not yet taken place.

Completion of the Subscription, the ZTI Asset Management Agreement, the ZTI Capital Agreement and the Share Purchase Agreement will take place simultaneously. As at date of this report, none of the above transactions has been completed.

### (IV) Novation Deeds and Supplemental Agreements

(a) The Company, the Subscribers and Zhongtai Financial International Limited, being the sole shareholder of the Offeror ("New Offeror"), entered into a deed of novation in relation to the Restated Subscription Agreement, pursuant to which the Offeror agreed to assign and novate, and the New Offeror agreed to assume and perform, all the rights and obligations of the Offeror under the Restated Subscription Agreement with effect from 29 November 2018.

(b) The Vendors, the Offeror and the New Offeror entered into a deed of novation in relation to the Share Purchase Agreement, pursuant to which the Offeror agreed to assign and novate, and the New Offeror agreed to assume and perform, all the rights and obligations of the Offeror under the Share Purchase Agreement with effect from the 29 November 2018.

(c) The Company also entered into supplemental agreements with ZTI Financial and the New Offeror respectively to revise certain terms of the ZTI Capital Agreement and the ZTI Asset Management Agreement, pursuant to which the consideration for the ZTI Acquisitions shall be satisfied by the allotment and issue of consideration shares to the New Offeror (as, where appropriate, the designated nominee of ZTI Financial).

Details of the above are set out in the announcement of the Company dated 29 November 2018.