

DT CAPITAL



DT CAPITAL LIMITED  
鼎立資本有限公司

(Incorporated in the Cayman Islands with limited liability)  
Stock Code: 356



2015  
INTERIM REPORT

# CORPORATE INFORMATION

## Board of Directors

### Executive Directors

Mr. Leung King Yue, Alex  
Mr. Leong Chi Wai  
Mr. Lewis Chan

### Non-executive Directors

Ms. Chan Pui Kwan (*Chairman*)  
Mr. Ma Chun Fai

### Independent non-executive Directors

Mr. Kwok Ming Fai, Allan  
Mr. Lo Chi Ming, Erik  
Mr. Jochum Siebren Haakma

## Audit Committee

Mr. Kwok Ming Fai, Allan  
(*Chairman of Audit Committee*)  
Mr. Lo Chi Ming, Erik  
Mr. Jochum Siebren Haakma

## Remuneration Committee

Mr. Leung King Yue, Alex  
(*Chairman of Remuneration Committee*)  
Mr. Kwok Ming Fai, Allan  
Mr. Lo Chi Ming, Erik  
Mr. Jochum Siebren Haakma

## Nomination Committee

Mr. Lo Chi Ming, Erik  
(*Chairman of Nomination Committee*)  
Mr. Leung King Yue, Alex  
Mr. Kwok Ming Fai, Allan  
Mr. Jochum Siebren Haakma

## Company Secretary

Mr. Lee Tak Shing  
(Appointed on 26 May 2015)  
Ms. Chiu Fung Chi, Does  
(Resigned on 12 May 2015)

## Authorized Representatives

Mr. Ma Chun Fai  
Mr. Lee Tak Shing  
(Appointed on 26 May 2015)  
Ms. Chiu Fung Chi, Does  
(Resigned on 12 May 2015)

## Auditors

Li, Tang, Chen & Co

## Legal Advisor

Michael Li & Co.

## CORPORATE INFORMATION (CONTINUED)

### **Principal Bankers**

DBS Bank (Hong Kong) Limited  
Industrial and Commercial Bank of China  
(Asia) Limited

### **Registered Office**

Cricket Square  
Hutchins Drive, P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### **Head Office and Principal Place of Business**

1/F Shun On Commercial Building  
112-114 Des Voeux Road Central  
Central, Hong Kong

### **Principal Registrar**

Royal Bank of Canada Trust Company  
(Cayman) Limited  
4th Floor, Royal Bank House  
24 Shedden Road  
George Town  
Grand Cayman KY1-1110  
Cayman Islands

### **Hong Kong Branch Share Registrar**

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

### **Stock Code**

356

## **Interim Report and Condensed Consolidated Accounts**

The Board of Directors (the "Board") of DT Capital Limited (the "Company") hereby presents the interim report and unaudited condensed consolidated accounts of the Company and its subsidiaries (the "Group") for the six months ended 30 June 2015. The interim report had been reviewed by the audit committee of the Company and approved by the Board.

### **Review of Report**

For the six months ended 30 June 2015, the Group recorded a net profit attributable to shareholders of the company amounted to HK\$2,446,612 (2014: loss HK\$3,358,629) and profit per share of HK0.13 cents (2014: loss HK0.23 cents).

### **Interim Dividend**

The Board has resolved not to pay any interim dividend for the period ended 30 June 2015 (2014: Nil).

### **Business Review and Prospects**

The Group reported a net profit from operation of HK\$2,446,612 as at 30 June 2015 as compared with a loss from operation of HK\$3,358,629 in 2014.

The increase in the net profit was mainly due to the unrealized gain on financial assets at fair value through profit and loss amounting HK\$4,780,612. Compared with the corresponding period of the last year, the turnover was increased from HK\$0 to HK\$5,019,971, which was due to the deliberate decision making by the Company on new investment and trading listed securities under the ever changing global markets for the period.

## Business Review

Heading to 2015, the European Central Bank launched European-zone Quantitative Easing in January. It will buy 60 billion euros of European region debt a month from March 2015 to September 2016, a move that it will help the European Union members to reduce the risk of deflation and to ease the financial pressure. The lingering worries over Greece and high unemployment in the Eurozone have been dragging down the economic recovery. However as uncertainty over Greece's future is addressed, and with lower borrowing costs than in previous years, most large economies in Eurozone have turned in a strong growth performance in the second quarter of 2015 and we expect this to become more apparent moving into 2016.

The three major United States indices hit a record high while the economy continues to recover but the strength of the recovery is not strong. Concerns of an early interest rate hike eased as economic recovery continued albeit not strongly; however, the Federal Reserve reiterated that it remains on track to raise rates this year as long as the economy evolves as expected. The interest rate issue remains a most concern for 2015's second half.

Chinese government cuts its economic growth target to 7% but Mainland stock market continued to rise by 32.2% in the first half of 2015. During the period, People's Bank of China cut the reserve requirement ratios three times by a total of 200 basis points and lowered interest rates three times by a total of 75 basis points. However, the market crash began with the popping of the stock market bubble on 12 June 2015. A third of the value of A-shares on the Shanghai Stock Exchange was lost within one month of the event. The authorities have enacted many measures to stem the tide of the crash but the market still worries about the economy slowing down. Two months later, the People's Bank of China devalued the renminbi by over 2pc against the US dollar as they try to fend off slowing growth, which spooked markets globally and raised yet more concerns about the health of the Chinese economy and financial regulatory system.

Hong Kong stock market following the Mainland stock market climbed to a seven-year high of more than 28,000 points while the average daily turnover reached a record single-month high of \$200,097 million in April 2015. However the Hang Seng Index recently suffered big falls as a result of China stock market crash. The market concerns more on the implementation of measures of Chinese government to boost and stabilize the Mainland stock market. There are variables about the timing of United States rise interest rates and the debt problems of Greece that dragged down the stock markets.

## Prospects

The Group expects the stock market to be benefit from a stronger Eurozone recovery, a further improvement of the United States economy, and the potential reward of China's stock market once the surrounding risks cleared off. We foresee the fear of financial market turmoil caused by Greek politics and the US rate move gradually fading later this year. We believe in the long-term prospects for China, low market valuations, oversold conditions, and the proximity of government support should be viewed as such an opportunity. We will continue seeking out good investment opportunities both in Asia and Europe to enrich our investment portfolio. At the same time we will keep our cautious and pragmatic investment approach to bring better returns for our shareholders.

## Financial Review

### Financial Resources and Liquidity

The Group maintained a strong cash position and held short-term bank deposit, bank balance and cash amounting to HK\$54.81 million as at 30 June 2015 (31 December 2014: HK\$113.85 million).

The Group's total liabilities comprising other payables and accruals, amounted to HK\$3 million as at 30 June 2015 (31 December 2014: HK\$1.92 million).

As at 30 June 2015, the Group's gearing ratio was 1.97% (31 December 2014: 1.28%).

The Group had net financial asset investments of approximately HK\$98.59 million as at 30 June 2015 (31 December 2014: HK\$36.51 million).

### Capital Structure

There has been no change to the capital structure of the Company since 1 January 2015.

### Material Acquisitions and Disposals of Subsidiaries

The Group has not made any material acquisition or disposal of subsidiaries during the period ended 30 June 2015.

### Capital Commitment and Contingent Liabilities

As at 30 June 2015, no material capital commitment and contingent liabilities were noted by the directors of the Company.

## Share Options

The Company does not have any share option scheme.

## Employment and Remuneration Policies

As at 30 June 2015, the Group employed a total of 5 employees (2014: 4) including the executive directors of the Company. The remuneration packages consist of basic salary, mandatory provident fund, medical insurance, and other benefits considered as appropriate. Remuneration packages are generally structured by reference to market terms, individual qualification and performance. They are under periodic review based on individual merit and other market factors.

## Staff Cost

The Group's total staff costs for the period under review amounted to HK\$1,159,610 (2014: HK\$1,044,750).

## Exposure to Fluctuations in Exchange Rates and Related Hedges

The Group's assets and liabilities are denominated in Hong Kong Dollars and, therefore, the Group has no significant exposure to foreign exchange fluctuation.

## Purchase, Sale or Redemption of Securities

During the period under review, the Company has not redeemed any of its securities and neither the Company nor any of its subsidiaries has purchased or sold any of the Company's securities.

## Directors' Interests in Securities

As at 30 June, 2015, the interests and short positions of the directors and the chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "SEHK") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the directors and the chief executive of the

Company were deemed or taken to have under such provisions of the SFO) or which were required to be and were recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and the SEHK pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") in the Listing Rules were as follows:

## Long Position in Shares of the Company

Name of director	Number of shares				Total	Percentage of issued share capital
	Personal interests	Family interests (interest of spouse)	Corporate interests	Other interests (interest in controlled corporation)		
Leung King Yue, Alex (Note 1)	—	—	960,500,000	—	960,500,000	50.56%
Chan Pui Kwan (Note 2)	—	—	—	254,500,000 (Note 2)	254,500,000	13.40%
Ma Chun Fai (Note 3)	—	254,500,000 (Note 3)	—	—	254,500,000	13.40%

### Note:

- As at 30 June 2015, Mr. Leung King Yue, Alex, through his 100% equity interest in Hugo Lucky Limited held 960,500,000 shares of the Company, representing approximately 50.56% of the entire issued share capital of the Company. Mr. Leung King Yue, Alex was appointed as Director with effect from 7 July 2014.
- Fame Image Limited is beneficially and ultimately owned as to 70% by Ms. Chan Pui Kwan and 30% by Wu Weihong, Tony.

As at 30 June 2015, Ms. Chan Pui Kwan, is interested in 70% of the share capital of Fame Image Limited, which in turn owned 50% of the share capital of Sharp Years Limited. Accordingly, she is deemed to be interested in 254,500,000 shares of the Company, representing approximately 13.40% of the entire issued share capital of the Company. Ms. Chan Pui Kwan was appointed as Director with effect from 7 July 2014.

3. Long Surplus International Limited is beneficially and ultimately owned as 66.67% by Ms. Ho Hoi Yee, Wisery and 33.33% by Ms. Lai Tsui Har.

As at 30 June 2015, Ms. Ho Hoi Yee, Wisery, the spouse of Mr. Ma Chun Fai, is interested in 254,500,000 shares through her interest in 66.67% of the share capital of Long Surplus International Limited and which in turn owned 50% of the share capital of Sharp Years Limited. Accordingly, Mr. Ma Chun Fai is also deemed to be interested in 254,500,000 Shares of the Company, representing approximately 13.40% of the entire issued share capital of the Company.

Save as disclosed above as at 30 June 2015, none of the directors or the chief executives of the Company had or was deemed to have any interests or short positions in the shares, underlying shares of equity derivatives or debentures of the Company or any of its associated corporation (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.

## Substantial Shareholders' Interests in Securities

As at 30 June 2015, the following persons or corporations, other than the interest disclosed above in respect of the directors, interest in 5% or more in the shares and underlying shares of the Company have been notified to the Company and recorded in the register of substantial shareholders' interests in shares and short positions required to be kept under Section 336 of Part XV of the SFO:

### Long Positions in Shares of the Company

Name of shareholders	Number of issued ordinary shares held	Approximate percentage of total issued ordinary shares
Hugo Lucky Limited ( <i>Note 1</i> )	960,500,000	50.56%
Sharp Years Limited ( <i>Note 2</i> )	254,500,000	13.40%
Long Surplus International Limited ( <i>Note 2</i> )	254,500,000	13.40%
Fame Image Limited ( <i>Note 2</i> )	254,500,000	13.40%
Ho Hoi Yee, Wisery ( <i>Note 2</i> )	254,500,000	13.40%
Lai Tsui Har ( <i>Note 2</i> )	254,500,000	13.40%
Wu Weihong, Tong ( <i>Note 2</i> )	254,500,000	13.40%

Notes:

1. Hugo Lucky Limited is wholly owned by Mr. Leung King Yue, Alex, an executive Director.
2. Sharp Years Limited is owned as to 50% by Long Surplus International Limited and 50% by Fame Image Limited respectively. Long Surplus International Limited is beneficially and ultimately owned as to 66.67% by Ms. Ho Hoi Yee, Wisery and 33.33% by Ms. Lai Tsui Har. Fame Image Limited is beneficially and ultimately owned as to 70% by Ms. Chan Pui Kwan, a non-executive Director and 30% by Mr. Wu Weihong, Tony.

Save as disclosed above, the Directors are not aware of any other persons who have interests or short positions in the shares, underlying shares of equity derivatives or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would be required to be disclosed to the Company pursuant to Part XV of the SFO as at 30 June 2015.

## Public Float

Based on the information that is publicly available to the Company and within the knowledge of its directors, as at the date of this report, there is sufficient public float of more than 25% of the issued share capital of the Company as required under the Listing Rules.

## Directors' Interests in Contracts

No contract of significance in relation to the Company's business to which the Company, its holding company, or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the period end or at any time during the period.

## Corporate Governance

The Board has established procedures on corporate governance that comply with the requirements of the Corporate Governance Code (the "CG Code") contained in Appendix 14 of the Listing Rules. The Board has reviewed and taken measures to adopt the CG Code as the Company's code of corporate governance practices. During the six months ended 30 June 2015, the Company has complied with the code provisions under the CG Code, save and except for the following:

Code A.4.1 which provides that non-executive directors should be appointed for a specific term and subject to re-election.

The Company's independent non-executive Directors do not have a specific term of appointment. However, they are subject to retirement by rotation once every three years pursuant to the Company's Articles of Association.

## **Audit Committee**

The Company has established an audit committee in accordance with Rule 3.21 of the Listing Rules, for the purpose of reviewing and providing supervision over the Group's financial reporting process and internal controls. The audit committee of the Company has reviewed the interim report for the period ended 30 June 2015.

## **Model Code for Securities Transactions by Directors**

The Company has complied with the code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings as set out in the Model Code. Having made specific enquiry of all Directors, they have complied with the required standard set out in the Model Code and the code of conduct regarding securities transaction by the Directors adopted by the Company.

## **Publication of Interim Report**

This interim report is published on HKExnews at [www.hkexnews.hk](http://www.hkexnews.hk) and on the website of the Company at [www.hklistedco.com/356.asp](http://www.hklistedco.com/356.asp).

By order of the Board

**Chan Pui Kwan**

*Chairman*

Hong Kong, 25 August 2015

*As at the date of this report, the Board comprises Mr. Leung King Yue, Alex, Mr. Leong Chi Wai and Mr. Lewis Chan as Executive Directors; Ms. Chan Pui Kwan and Mr. Ma Chun Fai as Non-executive Directors; Mr. Kwok Ming Fai, Allan, Mr. Lo Chi Ming, Erik and Mr. Jochum Siebren Haakma as Independent Non-executive Directors.*

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2015

	<i>Note</i>	<b>Six months ended 30 June 2015 (Unaudited) HK\$</b>	Six months ended 30 June 2014 (Unaudited) HK\$
Turnover	3	<b>5,019,971</b>	—
Costs of listed securities disposed		<b>(4,930,192)</b>	—
Other revenues	4	<b>1,941,408</b>	—
Unrealised gain/(loss) on listed securities		<b>4,780,612</b>	(22,844)
Investment management fee		<b>(1,148,586)</b>	(300,000)
Operating expenses		<b>(3,216,601)</b>	(2,661,704)
Finance costs	5	—	(374,081)
Profit/(loss) before taxation	6	<b>2,446,612</b>	(3,358,629)
Taxation	7	—	—
Profit/(loss) for the period attributable to equity holder of the Company		<b>2,446,612</b>	(3,358,629)
Other comprehensive income for the period		—	—
Total comprehensive profit/(loss) for the period attributable to equity holders of the Company		<b>2,446,612</b>	(3,358,629)
Profit/(loss) per share	8	<b>0.13 cents</b>	(0.23 cents)
Interim dividend	9	<b>Nil</b>	Nil

The notes on pages 15 to 22 form part of this interim report.

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2015

	<i>Note</i>	<b>30 June 2015 (Unaudited) HK\$</b>	31 December 2014 (Audited) HK\$
<b>Non-current assets</b>			
Property, plant and equipment		<b>404,705</b>	376,741
Available-for-sale financial assets	<i>10</i>	<b>75,379,019</b>	28,000,000
		<b>75,783,724</b>	28,376,741
<b>Current assets</b>			
Financial assets at fair value through profit or loss	<i>11</i>	<b>23,208,920</b>	8,506,508
Prepayments and other receivables		<b>1,420,699</b>	958,664
Bank balances and cash		<b>54,808,290</b>	113,854,617
		<b>79,437,909</b>	123,319,789
<b>Current liabilities</b>			
Amount due to a director	<i>12</i>	<b>25,300</b>	400,000
Other payables and accruals	<i>13</i>	<b>2,974,829</b>	1,521,638
		<b>3,000,129</b>	1,921,638
<b>Net current assets</b>		<b>76,437,780</b>	121,398,151
<b>Net assets</b>		<b>152,221,504</b>	149,774,892
<b>Capital and reserves</b>			
Share capital	<i>14</i>	<b>18,995,000</b>	18,995,000
Reserves		<b>133,226,504</b>	130,779,892
<b>Shareholders' funds</b>		<b>152,221,504</b>	149,774,892

The notes on pages 15 to 22 form part of this interim report.

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2015

	For the six months ended 30 June 2014 (Unaudited)			
	Share	Share	Accumulated	Total
	capital	premium	losses	
	HK\$	HK\$	HK\$	
Balance at 1 January 2014	720,000	67,320,071	(96,492,154)	(28,452,083)
Issue of 1,400,000,000 ordinary shares of HK\$0.01 each	14,000,000	126,000,000	—	140,000,000
Total comprehensive loss attributable to equity holders of the Company	—	—	(3,358,629)	(3,358,629)
At 30 June 2014	14,720,000	193,320,071	(99,850,783)	108,189,288

	For the six months ended 30 June 2015 (Unaudited)			
	Share	Share	Accumulated	Total
	capital	premium	losses	
	HK\$	HK\$	HK\$	
Balance at 1 January 2015	18,995,000	231,014,560	(100,234,668)	149,774,892
Total comprehensive profit attributable to equity holders of the Company	—	—	2,446,612	2,446,612
At 30 June 2015	18,995,000	231,014,560	(97,788,056)	152,221,504

The notes on pages 15 to 22 form part of this interim report.

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2015

	Six months ended 30 June 2015 (Unaudited) HK\$	Six months ended 30 June 2014 (Unaudited) HK\$
<b>Net cash used in operating activities</b>	<b>(1,671,142)</b>	(12,342,696)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment	<b>(74,366)</b>	—
Purchase of available-for sale financial assets	<b>(57,300,819)</b>	—
<b>Net cash used in investing activities</b>	<b>(57,375,185)</b>	—
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Issue of ordinary shares	—	140,000,000
Repayment of shareholders' loans	—	(9,316,392)
Repayment of unsecured loans	—	(9,380,183)
Interest paid	—	(374,081)
<b>Net cash generated from financing activities</b>	<b>—</b>	120,929,344
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>(59,046,327)</b>	108,586,648
<b>Cash and cash equivalents at the beginning of the period</b>	<b>113,854,617</b>	6,282
<b>Cash and cash equivalents at the end of the period</b>	<b>54,808,290</b>	108,592,930
<b>Analysis of the balances of cash and cash equivalents</b>		
Cash at bank and in hand	<b>2,312,862</b>	6,592,552
Deposits with bank	<b>52,495,428</b>	102,000,378
Cash and Cash equivalents in the Statement of financial position and the statement of cash flows	<b>54,808,290</b>	108,592,930

The notes on pages 15 to 22 form part of this interim report.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2015

## 1. Basis of Preparation

The unaudited condensed consolidated 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”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

## 2. Principal Accounting Policies

The unaudited condensed consolidated financial statements have been prepared on the historical cost basis, except for financial assets at fair value through profit or loss, which are measured at fair values, as appropriate.

The accounting policies and methods of computation used in the unaudited condensed consolidated financial statements for the six months ended 30 June, 2015 are the same as those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2014.

The HKICPA has issued a number of new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) and interpretations that are first effective or available for early adoption for the current accounting period of the Company. The adoption of these new and revised HKFRSs has no material effect on the Interim Financial Statements, and there have otherwise been no significant changes to the accounting policies applied in these financial statements.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2015

## 3. Turnover

	<b>Six Months ended 30 June 2015 (Unaudited) HK\$</b>	Six Months ended 30 June 2014 (Unaudited) HK\$
Proceeds from sale of financial assets at fair value through profit or loss-listed	<b>5,019,971</b>	—
	<b>5,019,971</b>	—

The principal activities of the Group are investments in securities listed on the Stock Exchange and unlisted securities with a potential growth and capital appreciation.

No analysis of the Group's turnover and contribution to operating profit for the current and prior period set out by principal activities and geographical markets is provided. It is because the Group has only one single business segment, investment holding, and all the consolidated turnover and the consolidated results of the Group are attributable to performance of the markets in Hong Kong.

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2015

## 4. Other Revenue

	<b>Six months ended 30 June 2015 (Unaudited) HK\$</b>	Six months ended 30 June 2014 (Unaudited) HK\$
Other Revenue		
Interest income	<b>1,941,408</b>	—

## 5. Finance Costs

	<b>Six months ended 30 June 2015 (Unaudited) HK\$</b>	Six months ended 30 June 2014 (Unaudited) HK\$
Interest on unsecured short term loans	—	374,081

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
For the six months ended 30 June 2015

## 6. Profit/(Loss) Before Taxation

	<b>Six months ended 30 June 2015 (Unaudited) HK\$</b>	Six months ended 30 June 2014 (Unaudited) HK\$
Profit/(loss) before taxation is stated after charging the following:		
Depreciation	<b>46,402</b>	1
Rental charges under operating leases in respect of rented premises	<b>551,631</b>	211,722
Staff costs, including directors' emoluments	<b>1,159,610</b>	1,044,750

## 7. Taxation

No provision for Hong Kong profits tax has been made as the tax losses brought forward from prior years exceeded the estimated assessable profits of the Group for the period ended 30 June 2015.

No provision for Hong Kong profits tax has been made in the condensed consolidated financial statements as the Group has no assessable profits for the six months ended 30 June 2014.

## 8. Profit/(Loss) Per Share

The calculation of the profit per share for the six months ended 30 June 2015 is based on the Group's profit attributable to the equity holders of HK\$2,446,612 and the weighted average number of 1,899,500,000 ordinary shares in issue during the period. Loss per share for the six months ended 30 June 2014 is based on the Group's loss attributable to equity holders of HK\$3,358,629 and the weighted average number of 1,472,000,000 ordinary shares in issue during the prior period.

No diluted earnings per share is presented since the Group did not issue any dilutive potential ordinary shares during both periods presented.

## 9. Dividend

The Directors do not recommend the payment of any interim dividend for both periods.

## 10. Available-for-sale Financial Assets

	<b>30 June 2015 (Unaudited) HK\$</b>	31 December 2014 (Audited) HK\$
Unlisted equity and debt securities, at cost	<b>75,379,019</b>	28,000,000

## 11. Financial Assets at Fair Value through Profit or Loss

	<b>30 June 2015 (Unaudited) HK\$</b>	31 December 2014 (Audited) HK\$
Equity securities listed in Hong Kong, at fair values	<b>23,208,920</b>	8,506,508

## 12. Amount due to a Director

The amount due to a Director is unsecured, interest free and has no fixed term of repayment.

## 13. Other Payables and Accruals

Included in the other payables and accruals are the amount due to the investment manager for unsettled investment management fee amounting to HK\$1,911,834 (31 December 2014: HK\$763,248) and the amount due to the financial advisor for unsettled financial advisory fee amounting to HK\$392,903 (31 December 2014: HK\$212,903).

## 14. Share Capital

	Note	Number of ordinary shares of HK\$0.01 each	HK\$
Authorised:			
At 1 January 2014 (unaudited)		500,000,000	5,000,000
Increase in share capital	(a)	1,500,000,000	15,000,000
At 31 December 2014 (audited) and 1 January 2015 (unaudited)			
		2,000,000,000	20,000,000
Increase in share capital	(b)	2,000,000,000	20,000,000
At 30 June 2015 (unaudited)			
		4,000,000,000	40,000,000
Issued and fully paid:			
At 1 January 2014 (unaudited)		72,000,000	720,000
Allotment of share	(c)	1,827,500,000	18,275,000
At 31 December 2014 (audited), 1 January 2015 (unaudited) and 30 June 2015 (unaudited)			
		1,899,500,000	18,995,000

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

For the six months ended 30 June 2015

### Note

- (a) The authorised capital was increased from HK\$5,000,000 divided into 500,000,000 shares to HK\$20,000,000 divided into 2,000,000,000 shares by the creation of an additional 1,500,000,000 shares which was passed by an ordinary resolution of the independent shareholders at the extraordinary general meeting held on 24 June 2014
- (b) Pursuant to a resolution passed at annual general meeting on 19 June, 2015, the authorised share capital has been increased from HK\$20,000,000 divided into 2,000,000,000 shares to HK\$40,000,000 divided into 4,000,000,000 shares by the creation of an additional 2,000,000,000 shares. This resolution has been passed in Company's Annual General Meeting on 19 June 2015.
- (c) Pursuant to the Subscription Agreement dated 30 April 2013, the Company has allotted and issued the subscription shares, being 1,400,000,000 shares at the subscription price of HK\$0.1 per subscription share to Sharp Years Limited and Hugo Lucky Limited ("the Offerors"). The subscription of shares by the Offerors was completed on 30 June 2014.

And on 29 August 2014, the Company has allotted and issued the open offer shares, being 427,500,000 shares at the price of HK\$0.1 per shares to the other public shareholders. The net proceeds from the allotment were approximately HK\$41,969,000.

## 15. Operating Leases Commitments

At 30 June 2015, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of office premises which fall due as follows:

	<b>30 June 2015 (Unaudited) HK\$</b>	31 December 2014 (Audited) HK\$
Within one year	<b>734,250</b>	1,047,888
In the second to fifth year inclusive	—	222,000
	<b>734,250</b>	1,269,888

The above lease agreement was made between the Group and the landlord for a term of two years and rentals are fixed for two years. The lease payments were guaranteed by the Company.

## 16. Connected and Related Party Transactions

	<b>Six months ended 30 June 2015 (Unaudited) HK\$</b>	Six months ended 30 June 2014 (Unaudited) HK\$
Compensation of key management	—	600,000
Purchase subsidiary from Directors ( <i>Note 1</i> )	<b>9,500,000</b>	—
Investment management fee (Hua Yu Investment Management Limited) ( <i>Note 2</i> )	<b>1,148,586</b>	—
	<b>10,648,586</b>	600,000

All transactions have been complied with the requirements under Chapter 14A of the Listing Rules in relation to such connected transaction.

*Notes:*

1. The purchase announcement was announced on 06 March 2015. The subsidiary, Rainbow Ocean Investments Limited, is 50% owned by our non-executive Director and the chairman Ms. Chan Pui Kwan and 50% owned by our non-executive Director Mr. Ma Chun Fai. The purchase consideration is HK\$9,500,000. The subsidiary own 25% of the property project that is a residential and commercial condominium development project located in land plot numbers 69, 68, 109, 121 and 351, Nong Prue Sub-district, Banglamung District, Chonburi Province, Thailand, targeted at international buyers and holiday home of Bangkok Thai families. The property Units comprises 87 resort apartments with total gross floor area of 3,983 square meters. The construction of the property project is expected to complete in April 2016.
2. Hua Yu Investment Management Limited, the investment manager in which a director of the Company, Mr. Leong Chi Wai, is also a director of the investment manager.