



## **Telecom Service One Holdings Limited**

### **電訊首科控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8145)**

## **INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2017**

### **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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*This announcement, for which the directors of Telecom Service One Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The directors of the Company (the “Directors”), having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

## THE FINANCIAL STATEMENTS

### Interim Results

The board of Directors (the “Board”) of the Company announces the condensed consolidated financial results of the Company and its subsidiaries (collectively referred to as the “Group”) for the six months ended 30 September 2017 (the “Period”), together with the corresponding comparative figures as follows:

### Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the six months ended 30 September 2017

	Notes	Three months ended 30 September		Six months ended 30 September	
		2017 HK\$'000 (unaudited)	2016 HK\$'000 (unaudited)	2017 HK\$'000 (unaudited)	2016 HK\$'000 (unaudited)
Revenue	3	25,284	26,161	52,950	47,759
Cost of sales		<u>(11,844)</u>	<u>(14,102)</u>	<u>(25,343)</u>	<u>(27,171)</u>
Gross profit		13,440	12,059	27,607	20,588
Other income	5	474	491	1,237	1,113
Other operating expenses, net	6	(2,432)	(3,082)	(4,988)	(5,531)
Administrative expenses		(3,512)	(3,441)	(7,433)	(6,367)
Finance costs	7	<u>—</u>	<u>(46)</u>	<u>(1)</u>	<u>(116)</u>
Profit before tax		7,970	5,981	16,422	9,687
Income tax expense	8	<u>(1,179)</u>	<u>(908)</u>	<u>(2,855)</u>	<u>(1,505)</u>
Profit for the period	9	<u>6,791</u>	<u>5,073</u>	<u>13,567</u>	<u>8,182</u>
Other comprehensive (expense) income					
<i>Item that may be reclassified subsequently to profit or loss:</i>					
Exchange differences arising on translation of foreign operations		<u>(9)</u>	<u>(4)</u>	<u>7</u>	<u>(27)</u>
Total comprehensive income for the period		<u>6,782</u>	<u>5,069</u>	<u>13,574</u>	<u>8,155</u>
Earnings per share (HK\$)	11				
Basic		0.0530	0.0423	0.1059	0.0676
Diluted		<u>0.0529</u>	<u>0.0412</u>	<u>0.1058</u>	<u>0.0664</u>

## Condensed Consolidated Statement of Financial Position

As at 30 September 2017

		<b>30 September 2017 HK\$'000 (unaudited)</b>	31 March 2017 HK\$'000 (audited)
	<i>Notes</i>		
Non-current assets			
Plant and equipment	<i>12</i>	<b>2,106</b>	2,604
Deferred tax asset		<u>824</u>	<u>765</u>
		<b><u>2,930</u></b>	<b><u>3,369</u></b>
Current assets			
Inventories		<b>2,757</b>	4,789
Trade and other receivables	<i>13</i>	<b>16,150</b>	20,545
Amounts due from related companies	<i>18(a)</i>	<b>389</b>	2,380
Pledged bank deposits		<b>62,317</b>	28,744
Bank balances and cash		<u>21,882</u>	<u>32,391</u>
		<b><u>103,495</u></b>	<b><u>88,849</u></b>
Current liabilities			
Trade and other payables	<i>14</i>	<b>6,868</b>	6,872
Amounts due to related companies	<i>18(a)</i>	<b>59</b>	104
Tax payables		<b>2,956</b>	42
Bank borrowings	<i>15</i>	<u>—</u>	<u>1,340</u>
		<b><u>9,883</u></b>	<b><u>8,358</u></b>
Net current assets		<b><u>93,612</u></b>	<b><u>80,491</u></b>
Net assets		<b><u><u>96,542</u></u></b>	<b><u><u>83,860</u></u></b>
Capital and reserves			
Share capital	<i>16</i>	<b>12,818</b>	12,800
Reserves		<u>83,724</u>	<u>71,060</u>
Total equity		<b><u><u>96,542</u></u></b>	<b><u><u>83,860</u></u></b>

## Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 September 2017

	Share capital HK\$'000	Share premium HK\$'000	Other reserve HK\$'000 Note (i)	Translation reserve HK\$'000	Share options reserve HK\$'000	Statutory reserve HK\$'000 Note (ii)	Warrant reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000
At 1 April 2016 (audited)	12,001	23,944	70	(100)	522	137	100	17,453	54,127
Profit for the period	—	—	—	—	—	—	—	8,182	8,182
Exchange differences arising on translation of a foreign operation	—	—	—	(27)	—	—	—	—	(27)
Total comprehensive (expense) income for the period	—	—	—	(27)	—	—	—	8,182	8,155
Dividends <i>Note 10</i>	—	—	—	—	—	—	—	(6,001)	(6,001)
Lapse of share options	—	—	—	—	(56)	—	—	56	—
At 30 September 2016 (unaudited)	<u>12,001</u>	<u>23,944</u>	<u>70</u>	<u>(127)</u>	<u>466</u>	<u>137</u>	<u>100</u>	<u>19,690</u>	<u>56,281</u>
At 1 April 2017 (audited)	<u>12,800</u>	<u>36,315</u>	<u>70</u>	<u>(163)</u>	<u>456</u>	—	—	<u>34,382</u>	<u>83,860</u>
Profit for the period	—	—	—	—	—	—	—	13,567	13,567
Exchange differences arising on translation of foreign operations	—	—	—	7	—	—	—	—	7
Total comprehensive income for the period	—	—	—	7	—	—	—	13,567	13,574
Recognition of equity-settled share- based payment expenses <i>Note 19</i>	—	—	—	—	69	—	—	—	69
Effect of share option									
— Issue of shares upon exercise	18	310	—	—	(7)	—	—	—	321
— Lapse	—	—	—	—	(30)	—	—	30	—
Dividends <i>Note 10</i>	—	—	—	—	—	—	—	(1,282)	(1,282)
At 30 September 2017 (unaudited)	<u>12,818</u>	<u>36,625</u>	<u>70</u>	<u>(156)</u>	<u>488</u>	—	—	<u>46,697</u>	<u>96,542</u>

*Notes:*

- (i) During the year ended 31 March 2014, the Group acquired 100% of equity interest in Telecom Service One (Macau) Limited (“TSO Macau”) from East-Asia Pacific Limited (“East-Asia”), the immediate holding company of the Company which was incorporated in the British Virgin Islands (“BVI”). The acquisition was accounted for using merger accounting. Other reserve represents the difference between the issued share capital of TSO Macau and the consideration paid for acquiring it.

In addition, other reserve represents the difference between the nominal value of the issued capital of subsidiaries acquired pursuant to a group reorganisation over the consideration paid for acquiring these subsidiaries during the year ended 31 March 2013.

- (ii) As stipulated by regulations in Taiwan, Telecom Service One Taiwan Limited (“TSO TW”), a subsidiary of the Company, is required to appropriate 10% of its after tax profit (after offsetting prior year losses) to statutory reserve before declaring any dividends to shareholders until the balance of the reserve reaches the relevant registered capital. Subject to certain restrictions as set out in the respective Taiwan regulations, the statutory reserve may be used to offset against accumulated losses of the respective Taiwan company. The amount of transfer is subject to the approval of the board of directors of the respective Taiwan company. No statutory reserve for TSO TW in 2017 has been provided as TSO TW deregistered in December 2016.

## Condensed Consolidated Statement of Cash Flows

For the six months ended 30 September 2017

	Six months ended	
	30 September	
	2017	2016
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
NET CASH FROM OPERATING ACTIVITIES	<u>25,145</u>	<u>11,532</u>
INVESTING ACTIVITIES		
Placement of pledged bank deposits	(33,573)	(509)
Purchase of plant and equipment	(363)	(24)
Interest received	<u>576</u>	<u>512</u>
NET CASH USED IN INVESTING ACTIVITIES	<u>(33,360)</u>	<u>(21)</u>
FINANCING ACTIVITIES		
Dividends paid	(1,282)	(6,001)
Repayments of bank borrowings	(240)	(14,760)
Interest paid	(1)	(116)
New bank borrowings raised	—	1,400
Proceeds from issue of shares upon exercise of share options	<u>321</u>	<u>—</u>
NET CASH USED IN FINANCING ACTIVITIES	<u>(1,202)</u>	<u>(19,477)</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(9,417)	(7,966)
CASH AND CASH EQUIVALENTS AT 1 APRIL	31,291	16,908
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	<u>8</u>	<u>(16)</u>
CASH AND CASH EQUIVALENTS AT 30 SEPTEMBER	<u><u>21,882</u></u>	<u><u>8,926</u></u>
ANALYSIS OF COMPONENTS OF CASH AND CASH EQUIVALENTS		
Bank balances and cash	21,882	8,964
Bank overdrafts	<u>—</u>	<u>(38)</u>
	<u><u>21,882</u></u>	<u><u>8,926</u></u>

## **NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

*For the six months ended 30 September 2017*

### **1. GENERAL**

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands on 3 August 2012 and its shares are listed on the GEM of the Stock Exchange on 30 May 2013. The address of the registered office of the Company is located at Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, the Cayman Islands and the principal place of business of the Company is at Units 1805–1807, 18/F., Riley House, 88 Lei Muk Road, Kwai Chung, New Territories, Hong Kong.

The Directors consider the immediate holding company is East-Asia and the ultimate parent is the Cheung Family Trust, as defined in the section headed “Definition” to the prospectus of the Company dated 23 May 2013 (the “Prospectus”).

The Company is principally engaged in investment holding. The principal activities of its subsidiaries are provision of repair and refurbishment services for mobile phones and consumer electronic devices and sale of mobile phone accessories.

The functional currency of the Company is Hong Kong dollars (“HK\$”) while the functional currencies for certain subsidiaries are Renminbi (“RMB”), New Taiwan dollars (“NT\$”), Macau Patacas (“MOP”) and United States dollars (“US\$”). For the purpose of presenting the condensed consolidated financial statements, the Group adopted HK\$ as its presentation currency which is the same as the functional currency of the Company.

### **2. BASIS OF PREPARATION AND ACCOUNTING POLICIES**

The condensed consolidated financial statements of the Group for the six months ended 30 September 2017 have been prepared in accordance with the applicable disclosure provisions of Chapter 18 of the GEM Listing Rules and with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” and other relevant HKASs and Interpretations, Hong Kong Financial Reporting Standards (collectively, the “HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants.

The condensed consolidated financial statements have been prepared on the historical cost basis.

The accounting policies and method of computation used in the preparation of these results are consistent with those used in the consolidated financial statements for the year ended 31 March 2017.

The Group has adopted new or revised standards, amendments to standards and interpretations of HKFRSs which are effective for accounting periods commencing on or after 1 April 2017. The adoption of such new or revised standards, amendments to standards and interpretations does not have material impact on the condensed consolidated financial statements and does not result in substantial changes to the Group’s accounting policies.

### 3. REVENUE

Revenue represents the amounts received and receivable for goods sold and services provided in the normal course of business, net of discounts and sales related taxes. An analysis of the Group's revenue for the periods is as follows:

	Three months ended		Six months ended	
	30 September		30 September	
	2017	2016	2017	2016
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Repairing service income	24,856	20,883	51,492	41,026
Sales of accessories	428	5,278	1,458	6,733
	<u>25,284</u>	<u>26,161</u>	<u>52,950</u>	<u>47,759</u>

### 4. SEGMENT INFORMATION

The Group is engaged in a single segment, the provision of repair and refurbishment services for mobile phones and consumer electronic devices and the sales of related accessories and products therefor. Operating segment is reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the board of directors as they collectively make strategic decision in allocating the Group's resources and assessing performance.

#### Geographical information

During the Period and the corresponding period in 2016, the Group's operations were located in Hong Kong, the People's Republic of China (the "PRC") and Macau.

During the Period, more than 97% (2016: 96%) of the Group's revenue, based on the location of the operations, was generated in Hong Kong while as at 30 September 2017, 95% (2016: 91%) of the non-current assets, based on the geographical location of the assets, were located in Hong Kong. Hence, no geographical information is presented.

#### Information about major customers

Revenue from customers of the corresponding periods contributing over 10% of the total revenue of the Group are as follows:

	Three months ended		Six months ended	
	30 September		30 September	
	2017	2016	2017	2016
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Customer I	7,811	7,460	16,687	10,659
Customer II	3,602	—	8,199	—
Customer III	N/A*	3,292	N/A*	N/A*

\* The corresponding revenue did not attribute over 10% of the total revenue of the Group.

## 5. OTHER INCOME

	Three months ended		Six months ended	
	30 September		30 September	
	2017	2016	2017	2016
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Management fee income <i>Note (i)</i>	87	151	191	321
Consignment goods handling income <i>Note (ii)</i>	93	124	185	242
Bank interest income	192	201	576	512
Exchange gain, net	—	—	—	1
Others	102	15	285	37
	<u>474</u>	<u>491</u>	<u>1,237</u>	<u>1,113</u>

Notes:

- (i) The amount represents management fee income received from manufacturers of mobile phones for the provision of management service such as inventory management and software upgrade to one of their operation teams in Hong Kong.
- (ii) The amount represents fee income received for handling consignment goods for certain manufacturers of mobile phones at the Group's service centres.

## 6. OTHER OPERATING EXPENSES, NET

	Three months ended		Six months ended	
	30 September		30 September	
	2017	2016	2017	2016
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Reimbursement of expenses for service centres	11	95	49	213
Logistic service income	—	3	—	5
Miscellaneous income	78	—	153	—
	<u>89</u>	<u>98</u>	<u>202</u>	<u>218</u>
Other operating expenses of service centres	<u>(2,521)</u>	<u>(3,180)</u>	<u>(5,190)</u>	<u>(5,749)</u>
Other operating expenses, net	<u>(2,432)</u>	<u>(3,082)</u>	<u>(4,988)</u>	<u>(5,531)</u>

## 7. FINANCE COSTS

	Three months ended		Six months ended	
	30 September		30 September	
	2017	2016	2017	2016
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
(unaudited)	(unaudited)	(unaudited)	(unaudited)	
Interest on bank borrowings	<u>—</u>	<u>46</u>	<u>1</u>	<u>116</u>

## 8. INCOME TAX EXPENSE

	Three months ended		Six months ended	
	30 September		30 September	
	2017	2016	2017	2016
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
(unaudited)	(unaudited)	(unaudited)	(unaudited)	
Hong Kong Profits Tax				
— current period	1,231	977	2,913	1,630
Deferred tax				
— current period	<u>(52)</u>	<u>(69)</u>	<u>(58)</u>	<u>(125)</u>
Total income tax expense for the period	<u>1,179</u>	<u>908</u>	<u>2,855</u>	<u>1,505</u>

Pursuant to the rules and regulations of the Cayman Islands and BVI, the Group is not subject to any income tax in the Cayman Islands and BVI.

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for each period.

The applicable income tax rate in Taiwan is 17% of the estimated assessable profits for each period. No provision for Taiwan profits tax has been made as TSO TW did not have any assessable profits for each period and was deregistered in December 2016.

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiary is 25%. No provision for Enterprise Income Tax has been made as there were no taxable profits for each period.

Macau Complementary Income Tax is calculated at the progressive rate on the estimated assessable profits. No provision for Macau Complementary Income Tax has been made as there were no taxable profits for each period.

## 9. PROFIT FOR THE PERIOD

	Three months ended		Six months ended	
	30 September		30 September	
	2017	2016	2017	2016
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Profit for the period is arrived at after charging:				
Depreciation of plant and equipment	364	469	754	1,020
Allowance for inventories (included in cost of sales)	10	—	163	—
Amount of inventories recognised as an expense	4,017	5,624	8,337	10,265
Exchange loss, net	1	3	1	—
Operating lease rentals in respect of rented premises	<u>2,093</u>	<u>2,191</u>	<u>4,079</u>	<u>4,433</u>

## 10. DIVIDENDS

	Three months ended		Six months ended	
	30 September		30 September	
	2017	2016	2017	2016
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Dividends recognised as distribution during the periods:				
2015/16 second interim dividend (HK\$0.05 per share)	—	6,001	—	6,001
2017/18 first interim dividend (HK\$0.01 per share)	<u>1,282</u>	<u>—</u>	<u>1,282</u>	<u>—</u>
	<u>1,282</u>	<u>6,001</u>	<u>1,282</u>	<u>6,001</u>

At a meeting held on 7 November 2017, the Board declared the second interim dividend of HK\$0.02 per share for the six months ended 30 September 2017 (2016: Nil).

## 11. EARNINGS PER SHARE

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

	Three months ended		Six months ended	
	30 September		30 September	
	2017	2016	2017	2016
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
<b>Earnings</b>				
Earnings for the purpose of basic and diluted earnings per share for the period attributable to the owners of the Company	<u>6,791</u>	<u>5,073</u>	<u>13,567</u>	<u>8,182</u>
	Three months ended		Six months ended	
	30 September		30 September	
	2017	2016	2017	2016
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
<b>Number of shares</b>				
Weighted average number of ordinary shares for the purpose of basic earnings per share	128,117,435	120,012,000	128,060,033	120,012,000
Effect of dilutive potential ordinary shares:				
— warrants	—	3,159,030	—	3,194,631
— share options	<u>223,701</u>	<u>—</u>	<u>112,462</u>	<u>—</u>
Weighted average number of ordinary shares for the purpose of diluted earnings per share	<u>128,341,136</u>	<u>123,171,030</u>	<u>128,172,495</u>	<u>123,206,631</u>

The computation of diluted earnings per share for the three months and six months ended 30 September 2016 does not assume the exercise of the Company's outstanding share options because the exercise price of those share options was higher than the average market price for the shares for the three months and six months ended 30 September 2016.

The weighted average number of ordinary shares in issue during the six months ended 30 September 2017 represented the weighted average of 180,000 ordinary shares (2016: Nil) issued upon the share options exercised during the Period.

## 12. PLANT AND EQUIPMENT

During the Period, the Group paid approximately HK\$363,000 for the acquisition of plant and equipment (2016: HK\$24,000).

In addition, the Group had written off plant and equipment with carrying value of approximately HK\$106,000 during the Period (2016: HK\$24,000).

### 13. TRADE AND OTHER RECEIVABLES

	<b>30 September 2017 HK\$'000 (unaudited)</b>	31 March 2017 HK\$'000 (audited)
Trade receivables	10,253	14,485
Other receivables	5,417	5,816
Prepayments	<u>480</u>	<u>244</u>
	<b><u>16,150</u></b>	<b><u>20,545</u></b>

The Group does not hold any collateral over these balances.

The Group grants an average credit period of 30 days to 90 days to its trade customers.

The following was an aged analysis of trade receivables presented based on invoice dates at the end of the reporting period/year, which approximated the respective revenue recognition dates:

	<b>30 September 2017 HK\$'000 (unaudited)</b>	31 March 2017 HK\$'000 (audited)
Within 30 days	4,610	5,632
31 to 60 days	4,014	8,528
61 to 90 days	1,128	—
91 to 120 days	322	215
Over 120 days	<u>179</u>	<u>110</u>
	<b><u>10,253</u></b>	<b><u>14,485</u></b>

### 14. TRADE AND OTHER PAYABLES

	<b>30 September 2017 HK\$'000 (unaudited)</b>	31 March 2017 HK\$'000 (audited)
Trade payables	2,986	3,883
Accrued expenses and other payables	<u>3,882</u>	<u>2,989</u>
Total	<b><u>6,868</u></b>	<b><u>6,872</u></b>

The average credit period on purchases of goods ranged from 15 days to 60 days. The Group has financial risk management policies in place to ensure that all payables are settled within credit timeframe.

The following was the aged analysis of trade payables presented based on the invoice dates at the end of the reporting period/year:

	<b>30 September 2017 HK\$'000 (unaudited)</b>	31 March 2017 HK\$'000 (audited)
Within 30 days	1,226	2,203
31 to 60 days	137	60
61 to 90 days	14	—
Over 90 days	<u>1,609</u>	<u>1,620</u>
	<u><b>2,986</b></u>	<u><b>3,883</b></u>

## 15. BANK BORROWINGS

During the six months ended 30 September 2016, the Group obtained a new bank borrowing of HK\$1,400,000 (2017: Nil). As at 30 September 2017, the Group has no outstanding bank borrowing. The available banking facilities carried interest ranged from one-month Hong Kong Interbank Offered Rates (“HIBOR”) plus 1.5% to Prime rate less 1% (2016: HIBOR plus 1.4% to 1.5%) per annum. The proceeds were used for general working capital.

## 16. SHARE CAPITAL

	<b>30 September 2017 (unaudited)</b>		<b>31 March 2017 (audited)</b>	
	Number of shares '000	Share capital HK\$'000	Number of shares '000	Share capital HK\$'000
<b>Ordinary shares of HK\$0.1 each</b>				
Authorised				
At the beginning and end of the period/year	<u>1,000,000</u>	<u>100,000</u>	<u>1,000,000</u>	<u>100,000</u>
Issued and fully paid				
At the beginning of the period/year	128,002	12,800	120,012	12,001
Issue of shares upon exercise of:				
— warrants	—	—	7,990	799
— share options	<u>180</u>	<u>18</u>	<u>—</u>	<u>—</u>
At the end of the period/year	<u><b>128,182</b></u>	<u><b>12,818</b></u>	<u><b>128,002</b></u>	<u><b>12,800</b></u>

All shares issued during the Period and the year ended 31 March 2017 rank *pari passu* with existing shares in all respects.

## 17. OPERATING LEASE COMMITMENT

### The Group as lessee

As at the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	<b>30 September 2017 HK\$'000 (unaudited)</b>	31 March 2017 HK\$'000 (audited)
Within one year	<b>1,703</b>	1,637
In the second to fifth year inclusive	<b>511</b>	1,070
	<b><u>2,214</u></b>	<b><u>2,707</u></b>

The Group leases certain of its office premises and service outlets under operating lease arrangements. Leases are negotiated for a term ranging from one to three years with fixed rentals as at 30 September 2017 (31 March 2017: one to three years).

## 18. RELATED PARTY TRANSACTIONS AND BALANCES

(a) The Group had the following material transactions and balances with related parties during the periods:

Name of related parties	Nature of transactions	Notes	Three months ended 30 September		Six months ended 30 September	
			2017 HK\$'000 (unaudited)	2016 HK\$'000 (unaudited)	2017 HK\$'000 (unaudited)	2016 HK\$'000 (unaudited)
Recurring in nature:						
Telecom Service Network Limited	Logistic fee paid thereto	(i) & (iii)	<b>212</b>	209	<b>415</b>	401
Oceanic Rich Limited	Rental expenses paid thereto	(ii) & (iii)	<b>829</b>	829	<b>1,658</b>	1,658
Glossy Enterprises Limited	Rental expenses paid thereto	(ii) & (iii)	<b>146</b>	115	<b>234</b>	259
Glossy Investment Limited	Rental expenses paid thereto	(ii) & (iii)	<b>687</b>	598	<b>1,286</b>	1,196
H.K. Magnetronic Company Limited	Rental expenses paid thereto	(ii) & (iii)	<b>41</b>	38	<b>82</b>	77
Marina Trading Inc.	Rental expenses paid thereto	(ii) & (iii)	—	39	<b>39</b>	79
Cheung King Shek	Rental expenses paid thereto	(ii) & (iii)	—	—	—	22

Name of related parties	Nature of transactions	Notes	Three months ended		Six months ended	
			30 September		30 September	
			2017	2016	2017	2016
			HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(unaudited)	(unaudited)	(unaudited)	(unaudited)	
Telecom Digital Services Limited	Consignment fee paid thereto	(i) & (iii)	129	638	436	719
	Rental expenses paid thereto	(ii) & (iii)	125	125	251	251
Radiotex International Limited	Purchases of goods therefrom	(i) & (iii)	—	—	—	1,500
	Purchase return of goods thereto	(i) & (iii)	—	—	1,378	—
Telecom Digital Data Limited	Received repairing service income therefrom	(i) & (iii)	1,041	674	1,981	2,193
Sun Mobile Limited	Sales of goods thereto	(i) & (iii)	—	3,092	—	4,269
Telecom (Macau) Limited	Received repairing service income therefrom	(i) & (iii)	5	6	10	15
Distribution One Limited	Purchase of goods therefrom	(i) & (iii)	19	—	57	—

Details of amounts due from related companies are as follows:

	Notes	Maximum amount outstanding during the period/year ended			
		30 September	31 March	30 September	31 March
		2017	2017	2017	2017
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(unaudited)	(audited)	(unaudited)	(audited)
Telecom Digital Data Limited	(iii) & (iv)	325	2,378	2,387	2,378
Telecom Digital Services Limited	(iii) & (iv)	62	—	428	705
Telecom (Macau) Limited	(iii) & (iv)	2	2	2	5
Sun Mobile Limited	(iii) & (iv)	—	—	—	2,336
		<b>389</b>	<b>2,380</b>	<b>2,817</b>	<b>5,424</b>

Details of amounts due to related companies are as follows:

	<i>Notes</i>	<b>30 September 2017 HK\$'000 (unaudited)</b>	31 March 2017 HK\$'000 (audited)
Telecom Service Network Limited	<i>(iii) &amp; (iv)</i>	<b>59</b>	74
Distribution One Limited	<i>(iii) &amp; (iv)</i>	<u>—</u>	<u>30</u>
		<b><u>59</u></b>	<b><u>104</u></b>

*Notes:*

- (i) These transactions were carried out at terms determined and agreed by the Group and the related parties.
- (ii) The rental expenses were charged on a monthly fixed amount mutually agreed by the Group and the related parties.
- (iii) The controlling shareholders of the Company have beneficial interests in the related parties.
- (iv) The amounts were arisen from normal sales and purchase transactions. The amounts are unsecured, interest-free and expected to be settled according to their respective credit terms which are similar to those with third parties.

**(b) Banking facilities**

During the Period, the Group's banking facilities of approximately HK\$19,349,000 (31 March 2017: HK\$19,349,000) were guaranteed by the Company.

As at 30 September 2017, the unutilised banking facilities guaranteed by the Company were approximately HK\$19,349,000 (31 March 2017: HK\$19,349,000).

**(c) Operating lease commitment**

As at 30 September 2017, the Group had commitments for future minimum lease payments to certain related parties of approximately HK\$609,000 (31 March 2017: HK\$574,000) under non-cancellable operating leases which fall due within one year.

(d) **Compensation of key management personnel**

The remuneration of key management personnel during the periods was as follows:

	<b>Three months ended</b>		<b>Six months ended</b>	
	<b>30 September</b>		<b>30 September</b>	
	<b>2017</b>	2016	<b>2017</b>	2016
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	<b>(unaudited)</b>	(unaudited)	<b>(unaudited)</b>	(unaudited)
Short-term benefits	<b>672</b>	408	<b>1,330</b>	817
Post-employment benefits	<b>23</b>	9	<b>45</b>	17
	<b><u>695</u></b>	<u>417</u>	<b><u>1,375</u></b>	<u>834</u>

The remuneration of the key management personnel is determined by the Board having regard to the performance of individuals and market trends.

**19. SHARE-BASED PAYMENT TRANSACTIONS**

**Equity-settled share option scheme of the Company**

The Company's share option scheme (the "Share Option Scheme") was adopted pursuant to a written resolution of the Company passed on 2 May 2013 for the purpose of attracting and retaining the best quality personnel for the development of the Group's businesses, providing additional incentives to the qualifying grantees, and promoting the long term financial success of the Group by aligning the interests of option holders to shareholders of the Company. Under the Share Option Scheme, the board of directors of the Company may grant options to eligible employees, including directors of the Company and its subsidiaries, consultants, business partners or other eligible person as stated in the Share Option Scheme, to subscribe for shares in the Company.

The total number of shares in respect of which options may be granted under the Share Option Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue during any 12-month period, without prior approval from the Company's shareholders. Options granted to substantial shareholders or independent non-executive directors in excess of 0.1% of the Company's share capital or with a value in excess of HK\$5,000,000 must be approved in advance by the Company's shareholders.

Options granted must be taken up within twenty-eight days from the date of the offer, upon payment of HK\$1 per offer. Option periods of the options granted shall not be greater than a period of ten years from the date of grant of the options. The exercise price is determined by the directors of the Company, and will not be less than the highest of (i) the closing price of the Company's shares on the date of grant; (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's share.

On 7 July 2015, the Company granted an aggregate of 1,426,000 share options to the eligible employees of the Company, to subscribe, in aggregate, for up to 1,426,000 ordinary shares of HK\$0.1 each of the share capital of the Company under the Share Option Scheme.

On 6 July 2017, the Company granted an aggregate of 2,560,000 share options to the eligible employees of the Company, to subscribe, in aggregate, for up to 2,560,000 ordinary shares of HK\$0.1 each of the share capital of the Company under the Share Option Scheme. The share options is subject to a non-disposal period of 90 days (including the exercise date) from the relevant exercise date of the share options, during which period the share options are not allowed to be transferred.

At 30 September 2017, the number of shares in respect of which options had been granted and remained outstanding under the Share Option Scheme was 2,170,000, representing 1.7% of the ordinary shares in issue at that date.

The following table discloses movements of the Company's share options held by employees during the Period:

Category of participant	Date of grant	Outstanding as at 1 April 2017	Granted during the Period	Cancelled/ Lapsed during the Period <i>Note</i>	Exercised during the Period	Outstanding as at 30 September 2017	Exercise period	Exercise price per share
Employees	7 July 2015	800,000	—	50,000	—	750,000	7 July 2015 to 6 July 2018	HK\$2.59
Employees	6 July 2017	—	2,560,000	960,000	180,000	1,420,000	6 July 2017 to 5 July 2019	HK\$1.78
Exercisable at the end of the Period						2,170,000		
Weighted average exercise price (HK\$)		2.59	1.78		1.78	2.06		

*Note:* Included in the number of share options lapsed during the Period, 920,000 share options represented the non-acceptance of share options by the employees at the date of grant. The other 90,000 share options were lapsed upon resignation of respective employees during the Period.

The fair values of share options granted on 7 July 2015 and 6 July 2017 were calculated using the Binomial model. The inputs into the model were as follows:

	Options granted on 7 July 2015	Options granted on 6 July 2017
Share price at date of grant	HK\$2.18	<b>HK\$1.75</b>
Exercise price	HK\$2.59	<b>HK\$1.78</b>
Expected volatility	78.48%	<b>48.24%</b>
Expected life	3 years	<b>2 years</b>
Risk-free rate	0.62%	<b>0.91%</b>
Expected dividend yield	6.38%	<b>6.01%</b>
Exit rate	10.00%	<b>22.81%</b>
Estimated fair value of each share option	<u>HK\$0.57</u>	<u><b>HK\$0.0423</b></u>

Expected volatility was determined by using the historical volatility of the share price of certain companies in the similar industry over the previous years.

Share-based payment expenses of approximately HK\$69,000 (2016: Nil) were recognised by the Group for the period ended 30 September 2017 in relation to share options granted by the Company.

## **20. USE OF PROCEEDS**

The net proceeds from the placing and listing were approximately HK\$14.9 million, which was based on the final placing price of HK\$1.00 per share and the actual expenses on the listing and placing of shares of the Company. As disclosed in the Prospectus, HK\$13.4 million will be used for the acquisition of a commercial property in Hong Kong for use as a customer service centre. The balance of HK\$1.5 million will be reserved as general working capital.

Up to the date of this announcement, the net proceeds of HK\$13.4 million have not been utilised and are held by the Company in short-term deposits with licensed banks and authorised financial institutions in Hong Kong.

The Company currently intends to apply the net proceeds in the manner as stated in the Prospectus. The Directors will also constantly evaluate the Group's business objectives and may change or modify plans against the changing market condition to attain sustainable business growth of the Group.

## MANAGEMENT DISCUSSION AND ANALYSIS

### **Business Review**

The Group is a well-established repair service provider in Hong Kong. The Group is principally engaged in providing repair and refurbishment services for mobile phones and consumer electronic devices and the sales of related accessories and products therefor. The Group has been appointed by corporate customers comprising manufacturers of mobile phones and personal electronic products, telecommunications service providers and global services companies as their service provider to provide repair and refurbishment services for their products and to their customers. As at the date of this announcement, the Group operates seven service centres in Hong Kong and one service centre in Macau.

The Group's repair and refurbishment services primarily cover mobile phones, pagers, two-way mobile data communication devices, personal computers, tablet computers, portable media players, TV Boxes, video game consoles and handheld game consoles. The Group's business objective is to boost the growth by enhancing the scope of the Group's repair and refurbishment services, strengthening the product knowledge and technical capability and expanding the scale of accessories business. At the same time, the Group will continue to explore other business opportunities for development that could support the goal of maximising long-term shareholder value.

### **Financial Review**

#### *Revenue*

The Group's revenue comprises repair service income and income from sale of accessories. The Group's revenue for the Period was approximately HK\$52,950,000 (2016: HK\$47,759,000), representing an increase of 10.9% over the corresponding period of the previous year. The increase in the Group's revenue was mainly attributable to the increase in repair income and offset by the decrease in income from sale of accessories.

Repairing service income for the Period was approximately HK\$51,492,000 (2016: HK\$41,026,000), representing an increase of approximately 25.5% over the corresponding period of the previous year. The increase in repair service income was primarily as a result of the increase in job orders placed by a corporate customer, which started to engage the Group to provide repair services in August 2016. Revenue from sales of accessories for the Period decreased approximately 78.3% to approximately HK\$1,458,000 as compared to HK\$6,733,000 in previous year. The decrease was mainly due to the decrease in sales order from a corporate customer.

#### *Cost of Sales*

The Group's cost of sales comprises mainly direct labour cost and parts cost. During the Period, cost of sales decreased to approximately HK\$25,343,000 (2016: HK\$27,171,000), representing a decrease of 6.7%. The decrease in cost of sales was attributable to the decrease in parts cost. The Group's parts cost for the Period was approximately HK\$8,337,000 (2016: HK\$10,265,000), representing a decrease

of 18.8%. The decrease was because the Group received less work orders which required the Group to purchase spare parts and components and such costs were not reimbursed. The Group's direct labour cost for the Period was approximately HK\$17,005,000 (2016: HK\$16,906,000).

### ***Gross Profit and Gross Profit Margin***

The gross profit for the Period was approximately HK\$27,607,000 (2016: HK\$20,588,000), representing an increase of 34.1% over the corresponding period of previous year. Gross profit margin increased by 9.0% to 52.1% from 43.1%. The increase in gross profit margin was primarily because of the increase in new work orders (for pre-loading of apps), such new work orders of pre-loading apps did not require the Group to purchase additional parts to perform such work orders.

### ***Other Income***

Other income for the Period was approximately HK\$1,237,000 (2016: HK\$1,113,000), representing an increase of 11.1%. The increase was mainly attributable to a one-off special repair job assigned by a corporate customer.

### ***Net Operating Expenses and Administrative Expenses***

Other operating expenses, net for the Period were approximately HK\$4,988,000 (2016: HK\$5,531,000), representing a decrease of 9.8 % over the corresponding period of the previous year. The decrease was mainly due to the decrease in rental expenses for relocation of a repair centre for a corporate customer in March 2017.

Administrative expenses for the Period were approximately HK\$7,433,000 (2016: HK\$6,367,000), representing an increase of 16.7% over the corresponding period of the previous year. The increase was mainly due to increase in financial consultation fee.

### ***Profit before Tax***

The Group had recorded a profit before tax of approximately HK\$16,422,000 for the Period (2016: HK\$9,687,000), representing an increase of 69.5% from the corresponding period of the previous year. The increase was mainly due to increase in repair service income.

### ***Material Acquisitions or Disposals and Significant Investments***

The Group did not make any material acquisition or disposal of subsidiaries or significant investments during the Period (2016: Nil).

## **Liquidity and Financial Resources**

As at 30 September 2017, the Group had current assets of approximately HK\$103,495,000 (31 March 2017: HK\$88,849,000) and current liabilities of approximately HK\$9,883,000 (31 March 2017: HK\$8,358,000).

As at 30 September 2017, the Group's gearing ratio was 0.1% as compared to 1.7% as at 31 March 2017, which is calculated based on the Group's total borrowings of approximately HK\$59,000 (31 March 2017: HK\$1,444,000) and the Group's total equity of approximately HK\$96,542,000 (31 March 2017: HK\$83,860,000).

At present, the Group generally finances its operations with internally generated cash flows and banking facilities. Net cash generated from operating activities for the Period was approximately HK\$25,145,000. Net cash used in investing activities was approximately HK\$33,360,000.

The Group maintained a healthy liquidity position as at 30 September 2017. As at 30 September 2017, the Group had bank balances and cash of approximately HK\$21,882,000 (31 March 2017: HK\$31,291,000). Apart from providing working capital to support its business development, the Group also has available banking facilities and the net proceeds from the placing and listing of the issued ordinary shares of the Company on the GEM on 30 May 2013 to meet potential needs for business expansion and development. As at 30 September 2017, the Group has no outstanding bank borrowing and the unutilised banking facilities of approximately HK\$19,349,000 available for further drawdown should it have any further capital needs.

## **Contingent Liabilities**

As at 30 September 2017, the Group did not have any material contingent liabilities (31 March 2017: Nil).

## **Foreign Currency Risk**

The majority of the Group's business are in Hong Kong and are denominated in Hong Kong dollars and United States dollars. The Group currently does not have a foreign currency hedging policy. However, the Directors continuously monitor the related foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

## **Capital Commitment**

As at 30 September 2017, the Group did not have any significant capital commitment (31 March 2017: Nil).

## **Interim Dividend**

At a meeting held on 7 November 2017, the Board declared the second interim dividend of HK\$0.02 per share for the six months ended 30 September 2017 (2016: Nil).

## **Capital Structure**

There was no change in the capital structure during the Period.

The capital structure of the Group consists of bank overdrafts, bank borrowings net of bank balances and cash and equity attributable to owners of the Group, comprising issued share capital and reserves. The management reviews the capital structure regularly. As part of the review, they consider the cost of capital and the risks associated with each class of capital. Based on the recommendations of the management, the Group will balance its overall capital structure through the payment of dividends, issue of new shares as well as the issue of new debt or the redemption of existing debt.

## **Significant Investments Held**

Except for investments in subsidiaries, the Group did not hold any significant investment in equity interest in any other company and did not own any properties during the Period (31 March 2017: Nil).

## **Employees and Remuneration Policies**

As at 30 September 2017, the Group employed 149 (31 March 2017: 161) full-time employees including management, administration, operation and technical staff. The employees' remuneration, promotion and salary increments are assessed based on both individual's and the Group's performance, professional and working experience and by reference to prevailing market practice and standards. The Group regards quality staff as one of the key factors to corporate success.

## **Outlook**

Looking forward, the Group continues to explore any new business opportunities, review and implement the integration of resources regularly and focus on the optimisation of the existing capacity of the service centres in Hong Kong and Macau with better advance scheduling and improved operating efficiency to enable new business capabilities.

As announced on 17 August 2017, the Company had submitted a formal application to the Stock Exchange for the proposed transfer of listing from GEM to the Main Board of the Stock Exchange. The application is currently under the vetting of the Stock Exchange. We hope the proposed transfer of listing, if approved by the Stock Exchange, will enhance the corporate profile of the Company and provide increased visibility and recognition of the Group.

## **OTHER INFORMATION**

### **Second Interim Dividend and Closure of Register of Members**

The Board declared the payment of the second interim dividend of HK\$0.02 per share for the Period. The second interim dividend will be payable in cash to shareholders whose names appear on the register of members of the Company on Friday, 24 November 2017.

For the purpose of determining shareholders' entitlement to the second interim dividend, the register of members of the Company will be closed from Thursday, 23 November 2017 to Friday, 24 November 2017 (both dates inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for the second interim dividend, all transfers of shares of the Company accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 22 November 2017.

The second interim dividend is expected to be paid on or about Thursday, 30 November 2017.

### **Purchase, Sale or Redemption of the Company's Listed Securities**

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the Period.

### **Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures**

As at 30 September 2017, the interests or short positions of the Directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

#### **(i) The Company**

##### *Long Position*

<b>Name of Directors</b>	<b>Capacity</b>	<b>Number of issued ordinary shares held</b>	<b>Approximate percentage of the Company's shares in issue</b> <i>Note A</i>
Mr. Cheung King Shek <i>Note B</i>	Beneficial owner	6,000,000	4.68%
	Beneficiary of a trust <i>Note C</i>	66,000,000	51.49%
Mr. Cheung King Shan <i>Note B</i>	Beneficial owner	6,000,000	4.68%
	Beneficiary of a trust <i>Note C</i>	66,000,000	51.49%
Mr. Cheung King Chuen Bobby <i>Note B</i>	Beneficial owner	6,000,000	4.68%
	Beneficiary of a trust <i>Note C</i>	66,000,000	51.49%
Mr. Cheung King Fung Sunny <i>Note B</i>	Beneficial owner	6,000,000	4.68%
	Beneficiary of a trust <i>Note C</i>	66,000,000	51.49%

(ii) *Associated corporations*

Amazing Gain Limited (“Amazing Gain”) is one of the controlling shareholders of the Company and the holding company of the Company. The companies listed in the table below (apart from Amazing Gain) are wholly-owned subsidiaries of Amazing Gain. Hence, Amazing Gain and the rest of the companies listed in the table below are associated corporations of the Company under the SFO. Each of the Cheung Brothers is deemed to have 100% interest in the said associated corporations under the SFO.

*Long Position*

Name of associated corporations	Capacity	Number of shares/ Amount of share capital	Approximate percentage of interests
Amazing Gain Limited	Beneficiary of a trust <i>Note C</i>	100	100%
East-Asia Pacific Limited	Beneficiary of a trust <i>Note C</i>	6	100%
Telecom Service Limited	Beneficiary of a trust <i>Note C</i>	2,000,000	100%
H.K. Magnetronic Co. Limited	Beneficiary of a trust <i>Note C</i>	50,000	100%
Oceanic Rich Limited	Beneficiary of a trust <i>Note C</i>	10,000	100%
Glossy Investment Limited	Beneficiary of a trust <i>Note C</i>	10,000	100%
Glossy Enterprises Limited	Beneficiary of a trust <i>Note C</i>	10,000	100%
Yiutai Industrial Company Limited	Beneficiary of a trust <i>Note C</i>	1,000	100%
Txtcom Limited	Beneficiary of a trust <i>Note C</i>	100	100%
Telecom Properties Investment Limited	Beneficiary of a trust <i>Note C</i>	24	100%
Telecom Digital Limited (incorporated in Macau)	Beneficiary of a trust <i>Note C</i>	MOP100,000	100%
Hellomoto Limited	Beneficiary of a trust <i>Note C</i>	1,000	100%
Marina Trading Inc.	Beneficiary of a trust <i>Note C</i>	1	100%
Telecom Digital Limited	Beneficiary of a trust <i>Note C</i>	2	100%
Silicon Creation Limited	Beneficiary of a trust <i>Note C</i>	100	100%
Kung Wing Enterprises Limited	Beneficiary of a trust <i>Note C</i>	1,000,000	100%
東莞恭榮房地產管理服務有限公司	Beneficiary of a trust <i>Note C</i>	US\$1,500,000	100%

*Note A:* The calculation is based on 128,182,000 shares of the Company in issue as at 30 September 2017.

*Note B:* Mr. Cheung King Shek, Mr. Cheung King Shan, Mr. Cheung King Chuen Bobby and Mr. Cheung King Fung Sunny (collectively, the “Cheung Brothers”)

*Note C:* The 66,000,000 shares representing approximately 51.49% of the Company’s shares in issue are held by East-Asia. East-Asia is wholly-owned by Amazing Gain. The sole shareholder of Amazing Gain is Asia Square Holdings Limited, which holds the shares in Amazing Gain as nominee for J. Safra Sarasin Trust Company (Singapore) Limited (trustee of the Cheung Family Trust). The Cheung Family Trust is a discretionary trust, the discretionary objects of which include the Cheung Brothers. Each of the Cheung Brothers is deemed to be interested in the shares/share capital in the Company and the associated corporations held by the Cheung Family Trust under the SFO.

Save as disclosed above, as at 30 September 2017, none of the Directors nor chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company and 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 Rules 5.46 to 5.67 of the GEM Listing Rules.

## Share Option Scheme

The Company operates a share option scheme (the “Scheme”) for the purpose of attracting and retaining the best quality personnel for the development of the Group’s businesses; providing additional incentives to the qualifying grantees; and promoting the long term financial success of the Group by aligning the interests of option holders to shareholders of the Company. The Scheme has been approved by the shareholders of the Company on 2 May 2013, and came into effect after the Company was listed on GEM of the Stock Exchange.

On 6 July 2017, share options to subscribe for a total of 2,560,000 ordinary shares of HK\$0.1 each of the Company were granted under the Share Option Scheme.

As at 30 September 2017, an aggregate of 2,170,000 shares were issuable for the outstanding share options granted under the Scheme, representing approximately 1.69% of the Company’s shares in issue.

Details of the movement of the share options under the Scheme during the Period are as follows:

Grantees	Date of grant	Exercise price	Exercise period	Balance	Changes during the Period				Balance
				as at 1 April 2017	Granted	Exercised	Cancelled	Lapsed	as at 30 September 2017
Eligible employees <i>Note (i)</i>	7 July 2015	HK\$2.59 <i>Note (ii)</i>	7 July 2015– 6 July 2018 <i>Note (iii)</i>	800,000	—	—	—	(50,000)	750,000
Eligible employees <i>Note (i)</i>	6 July 2017	HK\$1.78 <i>Note (iv)</i>	6 July 2017– 5 July 2019 <i>Note (v)</i>	—	2,560,000 <i>Note (vi)</i>	(180,000) <i>Note (vii)</i>	(920,000) <i>Note (viii)</i>	(40,000)	1,420,000
				800,000	2,560,000	(180,000)	(920,000)	(90,000)	2,170,000

Notes:

- (i) Eligible employees are working under employment contracts that are regarded as “continuous contracts” for the purposes of the Employment Ordinance.
- (ii) The closing price of the shares of the Company immediately before the date of grant (i.e. as of 6 July 2015) was HK\$2.22.

- (iii) All share options granted on 7 July 2015 do not have any vesting period.
- (iv) The closing price of the shares of the Company immediately before the date of grant (i.e. as of 5 July 2017) was HK\$1.75.
- (v) All share options granted on 6 July 2017 do not have any vesting period.
- (vi) The shares which may be issued upon exercise of the share options by a grantee shall be subject to a non-disposal period of 90 days (including the exercise date) from the relevant exercise date of the share options, during which period the option shares are not allowed to be transferred.
- (vii) The weighted average closing price of the shares of the Company immediately before the date on which the shares options were exercised was HK\$2.28.
- (viii) The exercise price of the cancelled options was HK\$1.78.

Save as disclosed above, no share option lapsed or was granted, exercised or cancelled by the Company under the Scheme during the Period and there were no outstanding share options under the Scheme as at 30 September 2017.

#### **Directors' Rights to Acquire Shares**

Save as disclosed above, at no time during the Period was the Company, its holding companies, or any of its subsidiaries or its fellow subsidiaries a party to any arrangement to enable the Directors and chief executive of the Company (including their spouses and children under 18 years of age) to hold any interest or short positions in the shares, or underlying shares, or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO).

#### **Directors' Securities Transactions**

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding securities transactions by the Directors. Having made specific enquiry of all the Directors who were in office during the Period, all of them have confirmed that they have complied with the required standard of dealings during the Period.

## Substantial Shareholders' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 30 September 2017, the following persons (other than Directors or chief executive of the Company) were interested in 5% or more of the Company's shares in issue which were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO, or to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and the GEM Listing Rules:

### Long Position

Name of substantial shareholders	Capacity/ Nature of interest	Number of issued ordinary shares held	Approximate percentage of the Company's shares in issue <i>Note A</i>
East-Asia Pacific Limited <i>Note C</i>	Beneficial owner	66,000,000	51.49%
Amazing Gain Limited <i>Note C</i>	Interest in a controlled corporation	66,000,000	51.49%
J. Safra Sarasin Trust Company (Singapore) Limited <i>Note C</i>	Trustee (other than a bare trustee)	66,000,000	51.49%
Ms. Tang Fung Yin Anita <i>Note D</i>	Interest of spouse	72,000,000	56.17%
Ms. Yeung Ho Ki <i>Note D</i>	Interest of spouse	72,000,000	56.17%

*Note D:* Ms. Tang Fung Yin Anita is the wife of Mr. Cheung King Shan. Ms. Yeung Ho Ki is the wife of Mr. Cheung King Fung Sunny. Pursuant to Part XV of the SFO, each of Ms. Tang Fung Yin Anita and Ms. Yeung Ho Ki is deemed to be interested in 72,000,000 shares of the Company in which their respective husbands are interested.

Save as disclosed above, as at 30 September 2017, the Company had not been notified by any persons (other than Directors or chief executive of the Company) who had interests or short positions in the shares, underlying shares and debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

### Directors' Interests in Competing Business

As at 30 September 2017, none of the Directors nor their respective close associates had any business or interests in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

## **Corporate Governance Practices**

The Company has complied with the applicable code provisions of the Corporate Governance Code (the “CG Code”) contained in Appendix 15 of the GEM Listing Rules throughout the Period except the deviation mentioned in the following paragraph.

According to the Code Provision C.1.2 of the CG Code, the management shall provide all members of the Board with monthly updates. During the Period, the chief executive officer of the Company has provided and will continue to provide to all members of the Board with updates on any material changes to the positions and prospects of the Company, which is considered to be sufficient to provide general updates of the Company’s performance, position and prospects to the Board and allow them to give a balanced and understandable assessment of the same to serve the purpose required by the Code Provision C.1.2.

## **Update on Director’s Information under Rule 17.50A of the GEM Listing Rules**

Change of Director’s information since the Company’s last published annual report required to be disclosed pursuant to Rule 17.50A of the GEM Listing Rules is set out below:

- On 27 September 2017, Mr. Chu Kin Wang Peleus was retired as an independent non-executive director of PT International Development Corporation Limited (formerly known as ITC Corporation Limited) (stock code: 372, a company listed on the Main Board of the Stock Exchange).

Save as disclosed above, the Company is not aware of other changes of the Directors’ information which is required to be disclosed pursuant to Rule 17.50A of the GEM Listing Rules.

## **Review of Results**

The audit committee of the Company (the “Audit Committee”) was established on 2 May 2013 with written terms of reference in compliance with the CG Code. The term of reference are available on the websites of the Stock Exchange and the Company. The primary duties of the Audit Committee, among other things, are to make recommendations to the Board on the appointment, reappointment and removal of external auditor; to monitor integrity of the Company’s financial statements and reports and accounts, and review significant financial reporting judgments contained in them; to oversee the financial reporting system, risk management and internal control systems of the Company; and to review arrangements for employees to raise concerns about possible improprieties in financial reporting, internal control or other matters.

The Audit Committee comprises three independent non-executive Directors, namely, Mr. Fong Ping, Ms. Kwok Yuen Man Marisa and Mr. Chu Kin Wang Peleus. Mr. Chu Kin Wang Peleus is the chairman of the Audit Committee. The Audit Committee has reviewed the Group's unaudited interim results for the Period.

By Order of the Board  
**Telecom Service One Holdings Limited**  
**Cheung King Shek**  
*Chairman*

Hong Kong, 7 November 2017

*As at the date of this announcement, the chairman and non-executive Director is Mr. Cheung King Shek; the chief executive officer and executive Director is Mr. Cheung King Fung Sunny; non-executive Directors are Mr. Cheung King Shan and Mr. Cheung King Chuen Bobby; and independent non-executive Directors are Mr. Fong Ping, Ms. Kwok Yuen Man Marisa and Mr. Chu Kin Wang Peleus.*

*This announcement will remain on the "Latest Company Announcements" page on the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the day of its posting. This announcement will also be published on the Company's website at [www.tso.cc](http://www.tso.cc).*

*The English text of this announcement shall prevail over the Chinese text in case of inconsistencies.*