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HKC INTERNATIONAL HOLDINGS LIMITED 香港通訊國際控股有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 248)

ANNOUNCEMENT OF INTERIM RESULTS FOR THE SIX MONTHS ENDED 30TH SEPTEMBER, 2017

The board of directors (the "Board") of HKC International Holdings Limited (the "Company") is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the "Group") for the six months ended 30th September, 2017 as follows:

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30th September, 2017

	Six months ended 30th			
	September,			
		2017	2016	
	Note	HK\$'000	HK\$'000	
		(unaudited)	(unaudited)	
Revenue	3	129,889	95,219	
Cost of sales		(103,736)	(72,938)	
Gross profit		26,153	22,281	
Other income and gains	4	1,455	3,877	
Other losses	5	(170)	(52)	
Selling and distribution expenses		(2,410)	(2,889)	
Administrative and other operating expenses		(20,842)	(25,678)	
Finance costs	6	(996)	(1,055)	

^{*} For identification purpose only

		nded 30th	
	Note	2017 <i>HK</i> \$'000 (unaudited)	2016 <i>HK</i> \$'000 (unaudited)
Profit/(loss) profit before taxation	7	3,190	(3,516)
Tax expense	8	(37)	(95)
Profit/(loss) for the period attributable to equity holders of the Company		3,153	(3,611)
Other comprehensive income/(expense) Items that may be reclassified subsequently to profit or loss: Exchange differences on translation of overseas operations Available-for-sale financial assets: Reclassification adjustments transferred to profit or loss		1,388	(490)
 Released upon disposal of available-for-sale financial assets 			(3,398)
Other comprehensive income/(expense) for the period		1,388	(3,888)
Total comprehensive income/(expense) for the period attributable to equity holders of the Company		4,541	(7,499)
Earnings/(loss) per share – (HK cents)	9	0.25 cents	(0.20) conto*
–basic	9	U.25 Cents	(0.29) cents*
-diluted	9	0.25 cents	(0.29) cents*

^{*} Adjusted for the bonus share issue

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30th September, 2017

	Note	As at 30th September, 2017 HK\$'000 (unaudited)	As at 31st March, 2017 HK\$'000 (audited)
Non-current assets			
Property, plant and equipment		57,503	57,953
Investment properties		189,270	189,270
Available-for-sale financial assets		3,900	3,900
		250,673	251,123
Current assets			
Inventories		26,813	11,876
Financial assets at fair value through			
profit or loss		402	384
Gross amounts due from customers for contract work	11	25,705	25,319
Debtors, deposits and prepayments	12	51,451	53,954
Tax recoverable	12	137	140
Cash and bank balances		20,425	17,716
		124,933	109,389
Current liabilities			
Creditors and accrued charges	13	15,383	17,355
Tax payable		39	43
Obligations under finance leases		11	11
Bank borrowings		76,825	79,288
Deposit received for disposal of investment properties	16	15,000	_
		107,258	96,697
Net current assets		17,675	12,692
Total assets less current liabilities		268,348	263,815

	As at 30th September, 2017 HK\$'000 (unaudited)	As at 31st March, 2017 HK\$'000 (audited)
Non-current liabilities		
Obligations under finance leases	4	12
Deferred tax liabilities	<u>168</u>	168
	172	180
Net assets	268,176	263,635
Capital and reserves		
Share capital	12,453	9,963
Reserves	255,723	253,672
Total equity	268,176	263,635

NOTES ON THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30th September, 2017

1. BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which also include Hong Kong Accounting Standards ("HKASs") and Interpretations ("HK-Int")) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties and certain financial instruments, which have been measured at fair values. These financial statements are presented in Hong Kong Dollars ("HK\$") and all values are rounded to the nearest thousand except where otherwise indicated.

2. PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by HKICPA and with the applicable disclosure requirements of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited ("Listing Rules"). Except as described below, the accounting policies adopted are consistent with those set out in the annual financial statements for the year ended 31st March, 2017.

In the current interim period, the Group has applied, for the first time, the following amendments to HKASs and HKFRSs issued by the HKICPA that are relevant for the preparation of the Group's condensed consolidated financial statements:

Amendments to HKAS 7 Disclosure Initiative

Amendments to HKAS 12 Recognition of Deferred Tax Assets for Unrealised Losses

The application of the new and amendments to HKFRSs in the current interim period has had no material impact on the Group's financial performance and positions for the current and prior period and/or on the disclosures set out in these condensed consolidated financial statements.

The Group has not adopted any new standard or amendment that is not yet effective for the accounting period ended 30th September, 2017.

3. REVENUE/SEGMENT INFORMATION

Revenue represents sales of mobile phones, sales of internet of things ("IOT") solutions and gross rental income.

a) Segment results, assets and liabilities

The reportable segments for the period ended 30th September, 2017 are as follows:

			Sales of		
			IOT solutions		
			in Mainland		
	Sales of	Sales of	China and other		
	mobile phones	IOT solutions in	countries in	Property	
	in Hong Kong	Hong Kong	South East Asia	investment	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Revenue from					
external customers	89,025	28,354	10,225	2,285	129,889
Inter-segment sales		121			121
Reportable segment revenue	89,025	28,475	10,225	2,285	130,010
Reportable segment profit/(loss)	1,947	1,454	(247)	188	3,342
Interest income from bank deposits	11	_	_	_	11
Finance costs	(471)	_	_	(525)	(996)
Depreciation for the period	(184)	(171)	(180)	(8)	(543)
Reportable segment assets	111,599	23,441	46,994	189,270	371,304
Additions to non-current assets	,	,	,	,	,
during the period	1	16	40	36	93
Reportable segment liabilities	40,096	6,530	6,983	53,653	107,262

The reportable segments for the period ended 30th September, 2016 are as follows:

	Sales of mobile phones in Hong Kong HK\$'000	Sales of IOT solutions in Hong Kong HK\$'000	Sales of IOT solutions in Mainland China and other countries in South East Asia HK\$'000	Property investment HK\$'000	Total <i>HK</i> \$'000
Revenue from external customers	44,971	31,469	15,774	3,005	95,219
Reportable segment (loss)/profit	(4,728)	(1,419)	(1,730)	744	(7,133)
Interest income from bank deposits	82	_	_	-	82
Finance costs	(358)	_	(136)	(561)	(1,055)
Depreciation for the period	(569)	(203)	(186)	(2)	(960)
Reportable segment assets Additions to non-current assets	77,827	35,781	21,322	211,208	346,138
during the period	63	35	18	_	116
Reportable segment liabilities	25,548	8,817	7,936	42,432	84,733

There were no inter-segment sales during the period ended 30th September, 2016.

The accounting policies of the reportable segments are the same as the Group's accounting policies. Segment profit/(loss) represents the profit/(loss) earned by each segment without allocation of gain on disposal of available-for-sale financial assets, fair value gain of financial assets at fair value through profit or loss, net exchange loss and tax expense. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

b) Geographic information

	Revenues from external customers		Non-current a	ssets*
	Six months	ended	30th	31st
	30th Septer	mber,	September	March,
	2017	2016	2017	2017
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(unaudited)	(unaudited)	(unaudited)	(audited)
Hong Kong (place of domicile)	118,128	78,629	216,671	218,761
Mainland China	7,029	6,905	28,554	26,889
Singapore	4,480	9,286	1,548	1,573
Other countries in South East Asia	252	399		
	11,761	16,590	30,102	28,462
	129,889	95,219	246,773	247,223

^{*} Non-current assets excluding available-for-sales financial assets.

c) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities

	Six months ended 30th September,		
	2017	2016	
	HK\$'000	HK\$'000	
	(unaudited)	(unaudited)	
REVENUE			
Reportable segment revenue	130,010	95,219	
Elimination of inter-segment revenue	121		
Consolidated revenue	129,889	95,219	
PROFIT OR LOSS			
Reportable segment profit/(loss)	3,342	(7,133)	
Gain on disposal of available-for-sale			
financial assets	_	3,666	
Fair value gain of financial assets at fair value			
through profit or loss	18	3	
Net exchange loss	(170)	(52)	
Consolidated profit/(loss) before taxation	3,190	(3,516)	

	30th September	31st March,
	2017	2017
	HK\$'000	HK\$'000
	(unaudited)	(audited)
ASSETS		
Reportable segment assets	371,304	356,228
Non-current financial assets	3,900	3,900
Unallocated corporate assets	402	384
Consolidated total assets	375,606	360,512
LIABILITIES		
Reportable segment liabilities	107,262	96,709
Deferred tax liabilities	168	168
Consolidated total liabilities	107,430	96,877

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segments other than available-for-sale financial assets and financial assets at fair value through profit or loss.
- all liabilities are allocated to reportable segments other than deferred tax liabilities.

4. OTHER INCOME AND GAINS

	Six months ended		
	30th September,		
	2017		
	HK\$'000	HK\$'000	
	(unaudited)	(unaudited)	
Gain on disposal of available-for-sale financial assets	_	3,666	
Bank interest income	11	82	
Dividend income from listed equity securities	_	2	
Fair value gain of financial assets at fair value			
through profit or loss	18	3	
Deposit forfeited	1,368	_	
Others	58	124	
	1,455	3,877	

5. OTHER LOSSES

Six months ended 30th September, 2017 2016 HK\$'000 HK\$'000 (unaudited) (unaudited)

Net exchange loss 170 52

6. FINANCE COSTS

Six months ended 30th September,

2017 2016 *HK\$'000 HK\$'000* (unaudited) (unaudited)

1,055

797

Interest on bank borrowings not wholly repayable within five years

996

7. PROFIT/(LOSS) BEFORE TAXATION

Six months ended 30th September,

2017 2016 *HK\$'000 HK\$'000* (unaudited) (unaudited)

Profit/(loss) before taxation has been arrived at after charging:

Operating lease rentals in respect of rented premises

- minimum lease payments
- contingent rent

Depreciation

- owned assets
- leased assets

Employee benefits expenses (including directors' remuneration)

- salaries, allowances and benefits in kind
- retirement benefit scheme contributions

Total staff costs

332	244
946	1,041
533	950
10	10
543	960
13,256	16,058

614

1,040

14,296

8. TAX EXPENSE

Six months ended
30th September,
2017 2016
HK\$'000 HK\$'000
(unaudited) (unaudited)

Hong Kong Profits Tax

Hong Kong Profits Tax is provided at the rate of 16.5% (2016: 16.5%) of the estimated assessable profits for the period.

9. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic and diluted earnings/(loss) per share is based on the following data:

	Six month	s ended
	30th Sept	ember,
	2017	2016
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Profit/(loss) attributable to equity holders of the Company	3,153	(3,611)
	Number of shares	Number of shares (restated)
Basic		
Weighted average number of ordinary shares in issue less shares held for Share Award Plan for the purpose of		
calculating basic earnings/(loss) per share	1,245,331,256	1,242,801,536*
Diluted		
Weighted average number of ordinary shares in issue less		
shares held for Share Award Plan	1,245,331,256	1,242,801,536*
Effect of dilutive potential ordinary shares:		
Awarded shares		2,529,720
Weighted average number of ordinary shares for the		
purpose of calculating diluted earnings/(loss) per share	1,245,331,256	1,245,331,256

^{*} Adjusted for the bonus share issue

10. DIVIDEND

The directors do not recommend the payment of any interim dividend for the six months ended 30th September, 2017 (2016: HK\$Nil).

11. GROSS AMOUNTS DUE FROM CUSTOMERS FOR CONTRACT WORK

	30th September 2017	31st March, 2017
	HK\$'000 (unaudited)	HK\$'000 (audited)
Contract costs incurred	97,673	93,394
Recognised profits	20,218	18,069
	117,891	111,463
Progress billings	(92,186)	(86,144)
	25,705	25,319

The directors consider that the carrying amounts of gross amounts due from customers for contract work approximate to their fair values.

12. DEBTORS, DEPOSITS AND PREPAYMENTS

The Group has a policy of allowing average credit period ranging from seven days to one month to its trade customers. In addition, for certain customers with long-established relationship and good past repayment histories, a longer credit period may be granted.

The ageing analysis of trade debtors of HK\$45,723,000 (31st March, 2017: HK\$42,558,000) which are included in the Group's debtors, deposits and prepayments is as follows:

	30th September	31st March,
	2017	2017
	HK\$'000	HK\$'000
	(unaudited)	(audited)
0 – 30 days	25,202	15,015
31 – 60 days	10,068	12,337
61 – 90 days	2,807	609
91 – 120 days	811	503
121 – 360 days	2,912	6,883
Over 360 days	3,923	7,211
	45,723	42,558

The directors consider that the carrying amounts of debtors, deposits and prepayments approximate to their fair value.

13. CREDITORS AND ACCRUED CHARGES

The ageing analysis of trade creditors of HK\$9,771,000 (31st March, 2017: HK\$7,226,000) which is included in the Group's creditors and accrued charges is as follows:

	30.9.2017	31.3.2017
	HK\$'000 (unaudited)	HK\$'000 (audited)
0 – 30 days	4,688	5,233
31 – 60 days	1,626	153
61 – 90 days	1,581	238
Over 90 days	1,876	1,602
	9,771	7,226

The directors consider that the carrying amounts of creditors and accrued charges approximate to their fair value.

14. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

a) Financial assets measured at fair value

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of each reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

	Fair value at 30th September, 2017 Fair value measurement as at Categorised into		17	
	HK\$'000	Level 1 <i>HK\$</i> '000		Level 3 <i>HK\$</i> '000
	11Αφ 000	11Κφ σσσ	πηφ σσσ	πφ σσσ
Recurring fair value measurement				
Assets:				
Financial assets at fair value through profit or loss:				
Listed equity securities	402	402		
	402	402		
	Fair value			
	at 31st	Fair value measurement as at 31st March, 2017		as at
	March,			
	2017	Level 1	tegorised into Level 2	Level 3
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Recurring fair value measurement				
Assets:				
Financial assets at fair value				
through profit or loss:	-0.4	• • •		
Listed equity securities	384	384		
	384	384		

b) Fair values of financial instruments carried at other than fair value

The carrying amounts of the Group's other financial instruments carried at cost or amortised cost are not materially different from their fair value as at 30th September, 2017 and 31st March, 2017.

Unlisted debt securities of which the fair value cannot be reliably measured are recognised in the condensed consolidated statement of financial position at cost less impairment loss, if any.

15. RELATED PARTY TRANSACTIONS

The Group had no transactions with its related parties during the period under review.

16. EVENT AFTER THE REPORTING PERIOD

On 18th September, 2017, a subsidiary of the Group has entered into an agreement with a third party to dispose of its investment properties in Mainland China at a consideration of RMB25,000,000 (equivalent to approximately HK\$28,750,000). Deposit amounted to RMB12,500,000 (equivalent to approximately HK\$15,000,000) has been received by the subsidiary and recognised as current liability. The sale of properties will be completed on or before 15th December, 2017. Upon completion, a gain approximately RMB400,000 (equivalent to approximately HK\$460,000) is expected to accrue to the Group and property revaluation reserve amounted to HK\$3,100,000 will be transferred to retained profits.

MANAGEMENT DISCUSSION AND ANALYSIS

For the six months ended 30th September, 2017, the Group's revenue was HK\$130 million which represented an increase of approximately 36% as compared with the HK\$95 million recorded for the corresponding period last year. The net profit attributable to equity holders was HK\$3.1 million (2016: loss of HK\$3.6 million).

Sales of mobile phones

During the period under review, the revenue was HK\$89 million, representing a sharp increase of 98% compared to the same period last year (2016: HK\$45 million) due to the launch of new models of Nokia brand. The division recorded profit of HK\$1.9 million (2016: loss of HK\$4.7 million).

Sales of IOT solutions

Although the revenue decreased by 18% to HK\$39 million (2016: HK\$47 million), the division recorded profit of HK\$1.2 million due to effective cost control when compared with loss of HK\$3.1 million for the corresponding period last year.

Property investment

The substantial decrease in rental income from HK\$3 million to HK\$2.3 million was due to the vacancy of investment properties in Mainland China since July 2017 in order to handover to the purchaser upon completion of disposal. In addition, there was a rental reduction for an investment property in Hong Kong upon renewal of tenancy agreement in May 2017. The profit of this division was HK\$0.2 million (2016: HK\$0.7 million).

PROSPECTS

As an authorised distributor partner of Nokia brand and an authorised distributor of VIVO brand for Hong Kong market, we expect that the sales growth of mobile phones for the second half of the year will continue.

For IOT solutions segment, we will continue to strengthen our cost control and develop more products to meet market demand.

Regarding the property investment segment, we expect that the rental income will be stable. As at the date of this announcement, all of the Group's investment properties have been fully let.

LIQUIDITY AND FINANCIAL RESOURCES

The Group continues to maintain a healthy financial position. As at 30th September, 2017, the Group's cash and bank balances amounted to approximately HK\$20 million (31st March, 2017: HK\$18 million) while the bank borrowings were HK\$77 million (31st March, 2017: HK\$79 million). The Board believes that the Group has sufficient resources to satisfy its commitment and working capital requirements. The gearing ratio was 29% (31st March, 2017: 30%) which is expressed as a percentage of total borrowings to total equity.

EMPLOYEES

As at 30th September, 2017, the total number of employees of the Group was approximately 120 (31st March, 2017: 120) and the aggregate remuneration of employees (excluding directors' emoluments) amounted to HK\$12 million (2016: HK\$15 million). The remuneration and bonus packages of the employees are based on the individual merits and performance and are reviewed at least annually. The Group maintains a good relationship with its employees.

PLEDGE OF ASSETS

As at 30th September, 2017, the Group's general banking facilities were secured by (1) first legal charge on certain leasehold land and buildings with total carrying value of HK\$55,174,000 (31st March, 2017: HK\$55,738,000); (2) first legal charge on certain investment properties with total fair value of HK\$152,610,000 (31st March, 2017: HK\$152,610,000); (3) bank deposits of HK\$2,311,000 (31st March, 2017: HK\$2,584,000) and (4) financial assets at fair value through profit and loss with total fair value of HK\$402,000 (31st March, 2017: HK\$384,000).

CONTINGENT LIABILITIES

As at 30th September, 2017, the Company had provided corporate guarantees of HK\$79 million (31st March, 2017: HK\$79 million) to secure the banking facilities granted to subsidiaries.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SHARES

During the six months ended 30th September, 2017, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed shares.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE OF THE LISTING RULES

In the opinion of the directors, the Company has complied with the code provisions in the Corporate Governance Code (the "Code") as set out in Appendix 14 to the Listing Rules throughout the six months ended 30th September, 2017, except the following provisions:

Code provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Company does not segregate the roles of chairman and chief executive officer and Mr. Chan Chung Yee, Hubert currently holds both positions. The Board believes that vesting the roles of chairman and chief executive officer in the same person provides the Group with strong and consistent leadership in the development and execution of long-term business strategies. The Board will continuously review and improve the corporate governance practices and standards of the Company to ensure that business activities and decision making processes are regulated in a proper and prudent manner.

Code Provision A.6.7 of the Code stipulates, among other things, that the independent non-executive directors and other non-executive directors should attend general meetings. Dr. Chu Chor Lup was unable to attend the annual general meeting of the Company held on 28th August, 2017 due to his other commitments.

COMPLIANCE WITH THE MODEL CODE SET OUT IN APPENDIX 10 TO THE LISTING RULES

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as its own code of conduct regarding directors' securities transactions. Having made specific enquiry of all directors, all directors confirmed that they had complied with the required standards set out in the Model Code during the six months ended 30th September, 2017.

AUDIT COMMITTEE

The audit committee has reviewed with management the accounting policies adopted by the Group and discussed internal control and financial reporting matters including the review of the unaudited interim results for the six months ended 30th September, 2017.

APPRECIATION

The Board of the Company would like to extend its sincere gratitude to the Company's shareholders, business counterparts and all management and the staff members of the Group for their contribution and continued support during the period.

PUBLICATION AND DESPATCH OF INTERIM REPORT

The interim report of the Company for the six months ended 30th September, 2017 containing all the information required by the Listing Rules will be dispatched to shareholders of the Company and will be published on the Company's website at "www.hkc.com.hk" and the website of The Hong Kong Exchange and Clearing Limited at "www.hkexnews.hk" in due course.

On behalf of the Board Chan Chung Yee, Hubert Chairman

Hong Kong, 24th November, 2017

As at the date of this announcement, the Board comprises Mr. Chan Chung Yee, Hubert, Mr. Chan Chung Yin, Roy, Mr. Chan Ming Him, Denny, Mr. Wu Kwok Lam, Mr. Ip Man Hon and Ms. Chow So Fan, Candy as executive directors and Mr. Chiu Ngar Wing, Dr. Chu Chor Lup and Dr. Law Ka Hung as independent non-executive directors.