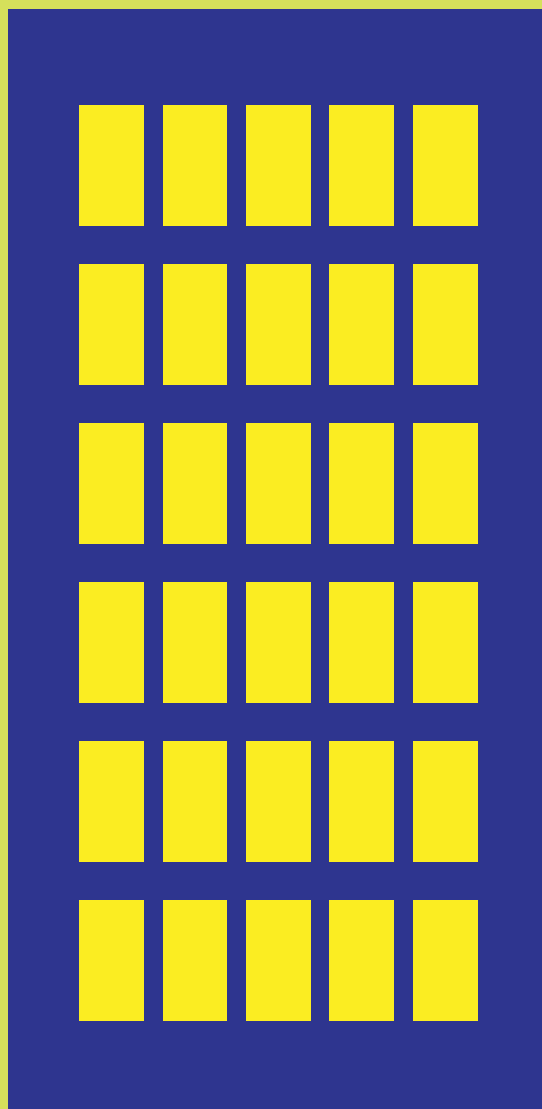


港  
深



**Kong Shum Union Property Management (Holding) Limited**

**港深聯合物業管理(控股)有限公司**

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號：8181

**2015 第一季度業績報告**  
**FIRST QUARTERLY REPORT**

## 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 the 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 report, for which the directors (the “Directors”) of Kong Shum Union Property Management (Holding) Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report 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 report misleading.*

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

創業板的定位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他資深投資者。

由於創業板上市公司的新興性質使然，在創業板買賣的證券可能會較於聯交所主板買賣之證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

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本報告乃遵照創業板證券上市規則(「創業板上市規則」)之規定提供有關本公司的資料。港深聯合物業管理(控股)有限公司(「本公司」)各董事(「董事」)願共同及個別就本報告承擔全部責任，並在作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均屬準確及完整，且無誤導或欺詐成分；及本報告並無遺漏任何其他事項，致使本報告所載任何聲明或本報告有所誤導。

The board (the “Board”) of directors (the “Directors”) of the Company is pleased to present the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months ended 30 June 2015, together with the unaudited comparative figures for the corresponding period in 2014 as follows:

本公司董事(「董事」)會(「董事會」)欣然呈列本公司及其附屬公司(統稱為「本集團」)截至2015年6月30日止三個月之未經審核綜合業績，連同2014年同期之未經審核比較數字，有關詳情如下：

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT  
OF PROFIT OR LOSS AND OTHER COMPREHENSIVE  
INCOME**

未經審核簡明綜合損益及其他全面收益表

		<b>Three months ended 30 June</b>		
		<b>截至6月30日止三個月</b>		
		Note	2015	2014
		附註	2015年	2014年
			<b>(unaudited)</b>	(unaudited)
			(未經審核)	(未經審核)
			<b>HK\$'000</b>	HK\$'000
			千港元	千港元
<b>Revenue</b>	<b>收益</b>	4	<b>91,991</b>	82,441
Cost of services	服務成本		<u><b>(73,238)</b></u>	<u>(65,995)</u>
<b>Gross profit</b>	<b>毛利</b>		<b>18,753</b>	16,446
Other revenue	其他收益	5	<b>76</b>	87
Administrative expenses	行政開支		<b>(14,189)</b>	(10,620)
Other operating expenses	其他營運開支		<b>(6,171)</b>	(3,619)
Finance costs	融資成本		<u><b>(187)</b></u>	<u>(180)</u>
<b>(Loss)/profit before tax</b>	<b>除稅前(虧損)/溢利</b>	6	<b>(1,718)</b>	2,114
Income tax expense	所得稅開支	7	<u><b>(937)</b></u>	<u>(381)</u>
<b>(Loss)/profit and total comprehensive income for the period attributable to owners of the Company</b>	<b>本公司擁有人應佔期內(虧損)/溢利及全面收入總額</b>		<u><b>(2,655)</b></u>	<u>1,733</u>
			<b>HK Cents</b>	HK Cents
			港仙	港仙
<b>(Loss)/earnings per share</b>	<b>每股(虧損)/盈利</b>			
– basic	– 基本	9	<u><b>(0.66)</b></u>	<u>0.43</u>
– diluted	– 攤薄	9	<u><b>(0.66)</b></u>	<u>0.43</u>

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 未經審核簡明綜合權益變動表

		Attributable to the owners of the Company 本公司擁有人應佔						
		Share capital	Share premium	Share options reserve	Convertible notes reserve	Merger reserve	Retained profits	Total
		股本	股份溢價	購股權儲備	可換股票據儲備	合併儲備	保留溢利	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
As at 1 April 2014 (audited)	於2014年4月1日 (經審核)	4,000	24,088	-	-	4,750	20,729	53,567
Profit and total comprehensive income for the period	期內溢利及全面收入總額	-	-	-	-	-	1,733	1,733
As at 30 June 2014 (unaudited)	於2014年6月30日 (未經審核)	4,000	24,088	-	-	4,750	22,462	55,300
As at 1 April 2015 (audited)	於2015年4月1日 (經審核)	4,000	24,088	745	-	4,750	5,704	39,287
Loss and total comprehensive income for the period	期內虧損及全面收入總額	-	-	-	-	-	(2,655)	(2,655)
Recognition of share-based payments	確認以股份為基礎的付款	-	-	3,127	-	-	-	3,127
Issue of convertible notes	發行可換股票據	-	-	-	359	-	-	359
Changes in equity for the period	期內權益變動	-	-	3,127	359	-	(2,655)	831
As at 30 June 2015 (unaudited)	於2015年6月30日 (未經審核)	4,000	24,088	3,872	359	4,750	3,049	40,118

**NOTES TO THE UNAUDITED CONDENSED  
CONSOLIDATED FINANCIAL STATEMENTS****1. GENERAL INFORMATION**

The Company was incorporated in the Cayman Islands on 15 August 2012 as an exempted company with limited liability under the Companies Law of the Cayman Islands and its shares are listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and its principal place of business is located at 22/F, Blink Building, No. 111 Bonham Strand, Sheung Wan, Hong Kong.

The Company is an investment holding company. The principal activities of the Group are provision of property management services.

These unaudited condensed consolidated results are presented in Hong Kong dollars (“HK\$”), which is the same as the functional currency of the Company.

In the opinion of the Directors of the Company, as at 30 June 2015, Wiser Capital Management Limited, a company incorporated in the Cayman Islands, is the ultimate parent and Mr. Liu Dan is the ultimate controlling party of the Company.

**2. BASIS OF PRESENTATION**

These unaudited condensed consolidated financial statements of the Group for the three months ended 30 June 2015 have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the applicable disclosure requirements of the GEM Listing Rules.

The unaudited condensed consolidated financial statements have been prepared under historical cost convention. The accounting policies adopted are consistent with those applied in the Group’s annual financial statements for the year ended 31 March 2015.

In the current period, the Group has adopted all the new/revised HKFRSs issued by the HKICPA that are relevant to its operation and effective for its accounting period beginning on 1 April 2015.

**未經審核簡明綜合財務報表附註****1. 一般資料**

本公司為一間於2012年8月15日在開曼群島根據開曼群島公司法註冊成立之獲豁免有限公司，其股份於香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）上市。

本公司之註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands及其主要營業地點位於香港上環文咸東街111號Blink 22樓。

本公司為一間投資控股公司。本集團之主要業務為提供物業管理服務。

未經審核簡明綜合業績以港元（「港元」）呈列，而港元為本公司的功能貨幣。

本公司董事認為，於2015年6月30日，Wiser Capital Management Limited（一間於開曼群島註冊成立的公司）為最終母公司，而Liu Dan先生為本公司之最終控制方。

**2. 呈列基準**

本集團截至2015年6月30日止三個月的未經審核簡明綜合財務報表乃根據香港公認會計原則編製，並符合香港會計師公會（「香港會計師公會」）所頒佈的香港財務報告準則（「香港財務報告準則」）及創業板上規例的適用披露規定。

未經審核簡明綜合財務報表乃按歷史成本慣例編製。所採用的會計政策與本集團截至2015年3月31日止年度的年度財務報表所用者一致。

於本期間，本集團已採納香港會計師公會所頒佈與本集團的運營相關且自2015年4月1日開始的會計期間生效的所有新／經修訂香港財務報告準則。

The Group has not yet applied new/revised HKFRSs that have been issued but not yet effective. The Group has already commenced an assessment of the impact of these new/revised HKFRSs but is not yet in a position to state whether these new/revised HKFRSs would have a material impact on its results of operations.

### 3. SEGMENT INFORMATION

The Group currently operates in one operating segment which is property management services. Management team reports are presented to the Group's chief operating decision-maker who allocates resources and assesses performance based on the consolidated result for the period for the entire business comprehensively. Accordingly, the Group does not present separate segment information.

During the three months ended 30 June 2015 and 2014, all revenue were derived from customers in Hong Kong and the Group's non-current assets as at 30 June 2015 and 2014 were located in Hong Kong.

### 4. REVENUE

The Group is principally engaged in the provision of property management services during the three months ended 2015 and 2014. An analysis of the Group's revenue is as follows:

本集團尚未採納已頒佈但尚未生效的新／經修訂香港財務報告準則。本集團已開始對該等新／經修訂香港財務報告準則的影響進行評估，但尚無法確定該等新／經修訂香港財務報告準則是否會對其經營業績產生重大影響。

### 3. 分部資料

本集團目前經營一個經營分部，即物業管理服務。管理團隊報告向本集團的主要營運決策者呈報，主要營運決策者根據期內整體業務的綜合業績分配資源及評估業績。因此，本集團並無呈列個別分部資料。

截至2015年及2014年6月30日止三個月，所有收益均來自香港客戶，而於2015年及2014年6月30日，本集團的非流動資產均位於香港。

### 4. 收益

截至2015年及2014年6月30日止三個月，本集團主要從事提供物業管理服務。本集團的收益分析如下：

		<b>Three months ended 30 June</b>	
		<b>截至6月30日止三個月</b>	
		<b>2015</b>	2014
		<b>2015年</b>	2014年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
		<b>(unaudited)</b>	(unaudited)
		<b>(未經審核)</b>	(未經審核)
Provision of property management services	提供物業管理服務	<b>91,991</b>	82,441

## 5. OTHER REVENUE

## 5. 其他收益

		Three months ended 30 June 截至6月30日止三個月	
		2015 2015年 HK\$'000 千港元 (unaudited) (未經審核)	2014 2014年 HK\$'000 千港元 (unaudited) (未經審核)
Interest income	利息收入	76	74
Sundry income	雜項收入	–	13
		<b>76</b>	<b>87</b>

## 6. (LOSS)/PROFIT BEFORE TAX

## 6. 除稅前(虧損)/溢利

(Loss)/profit before tax is arrived at after charging the following:

除稅前(虧損)/溢利乃經扣除下列項目：

		Three months ended 30 June 截至6月30日止三個月	
		2015 2015年 HK\$'000 千港元 (unaudited) (未經審核)	2014 2014年 HK\$'000 千港元 (unaudited) (未經審核)
Staff costs including directors' remuneration:	員工成本(包括董事薪酬):		
– salaries, wages and other staff benefits	– 薪金、工資及其他員工福利	78,364	68,806
– contributions to retirement benefit scheme	– 向退休福利計劃供款	2,344	2,243
– equity-settled share-based payments	– 按股權結算以股份支付的付款	920	–
		<b>81,628</b>	<b>71,049</b>
Auditor's remuneration	核數師酬金	163	163
Depreciation of property, plant and equipment	物業、廠房及設備折舊	340	255
Legal and professional fees	法律及專業費用	743	309
Operating lease rentals in respect of premises	有關租賃物業的經營租金	734	638
Equity-settled consultancy fees	按股權結算的顧問費用	2,207	–

7. INCOME TAX EXPENSE

7. 所得稅開支

		Three months ended 30 June 截至6月30日止三個月	
		2015 2015年 HK\$'000 千港元 (unaudited) (未經審核)	2014 2014年 HK\$'000 千港元 (unaudited) (未經審核)
The tax charge comprises:	稅項支出包括：		
Hong Kong Profits Tax – current period	香港利得稅－即期	1,236	533
Deferred taxation – current period	遞延稅項－即期	(299)	(152)
		<b>937</b>	<b>381</b>

The Company is tax exempt under the laws of the Cayman Islands. The Company's subsidiaries operate in Hong Kong are subject to Hong Kong Profits Tax which is calculated at 16.5% (2014: 16.5%) on the assessable profits earned in Hong Kong.

本公司根據開曼群島法例獲稅項豁免。本公司於香港營業的附屬公司須就於香港賺取的應課稅溢利繳納按16.5%(2014年：16.5%)的稅率計算的香港利得稅。

8. DIVIDEND

The Directors do not recommend the payment of any dividend for the three months ended 30 June 2015 (2014: Nil).

8. 股息

董事並不建議就截至2015年6月30日止三個月宣派任何股息(2014年：無)。

9. (LOSS)/EARNINGS PER SHARE

Basic (loss)/earnings per share

The calculation of basic (loss)/earnings per share attributable to owners of the Company is based on the consolidated loss for the period attributable to owners of the Company of approximately HK\$2.7 million (2014: profit approximately HK\$1.7 million) and the weighted average number of ordinary shares of 400,000,000 (2014: 400,000,000) in issue during the period.

9. 每股(虧損)/盈利

每股基本(虧損)/盈利

本公司擁有人應佔每股基本(虧損)/盈利乃根據本公司擁有人應佔期內綜合虧損約2,700,000港元(2014年：溢利約1,700,000港元)及期內已發行普通股加權平均數為400,000,000股(2014年：400,000,000股)計算。

Diluted (loss)/earnings per share

The effects of all potential ordinary shares of the Company in respect of share options and convertible notes as at 30 June 2015 do not give rise to any dilution effect to the (loss)/earnings per share.

每股攤薄(虧損)/盈利

於2015年6月30日本公司有關購股權及可換股票據之所有潛在攤薄普通股股份之影響並無對每股(虧損)/盈利產生任何攤薄影響。



## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW

#### Overview

The Group is a property management services group principally engaged in the provision of property management services in Hong Kong primarily targeting residential properties. The Group operates under the brand name of “Kong Shum” and provides a range of management services including security, repair and maintenance, cleaning, finance management, administrative and legal support. Under an established functional structure with various departments, the Group has dedicated teams to carry out the aforementioned management services. The Group also employs a team of security staff to provide security services as part of the services provided under property management contracts or under stand-alone security services contracts. For the three months ended 30 June 2015, the Group provided property security services for 11 properties under stand-alone security services contracts. The operating arm of the Group’s security services is mainly Q & V Security Company Limited (“Q&V”). The Group hires its own security staff to provide property security services. The Group also employs registered technicians to provide basic repair and maintenance services to its customers if required. In relation to the cleaning services, the Group subcontracts substantially all of its cleaning services to third-party contractors.

During the period under review and riding on the rapid e-commerce development, the Group has started to explore opportunities in the e-commerce sector actively. This allows the Group to provide value-added services to its customers and seek new revenue streams. During the period under review, the Company entered into a Subscription and Shareholders’ Agreement with All Profit Alliance Limited (“All Profit”) in jointly developing the mobile application, namely, “Yes Master!”. The mobile application is a virtual concierge providing all-rounded personal and household services to users. The Group believes that the investment in All Profit is in line with its objective to provide value-added services to over 400 properties and around 90,000 households under its management, and ultimately to every resident in Hong Kong.

### 管理層討論與分析

#### 業務回顧

##### 概要

本集團為一間物業管理服務集團，主要於香港從事提供物業管理服務，並主要針對住宅物業。本集團以「港深」品牌名稱營運，並提供一系列管理服務，包括保安、維修和保養、潔淨、財務管理、行政和法律支援。在制度健全的功能架構下，本集團設立多個部門，由不同專隊執行上述管理服務。本集團亦聘請一支保安員工隊伍，以作為物業管理合約下的部份服務或獨立保安服務合約，提供保安服務。截至2015年6月30日止三個月，本集團根據獨立保安服務合約向11項物業提供物業保安服務。本集團保安服務的經營公司主要為僑瑋警衛有限公司（「僑瑋」）。本集團聘請保安員工提供物業保安服務。本集團亦聘用註冊維修技工向客戶提供（如有需要）基本維修及保養服務。就清潔服務，本集團將其大部份潔淨服務分包給第三方承辦商。

於回顧期間內，依賴電子商貿的快速發展，本集團開始積極探索電子商貿行業的機遇。此舉讓本集團可以為其客戶提供增值服務以及尋求新的收入來源。於回顧期間內，本公司已與All Profit Alliance Limited（「All Profit」）訂立認購及股東協議，以共同開發手機應用程式「Yes Master!」。該手機應用程式可作虛擬管家之用，為用家提供全方位個人及家居服務。本集團相信投資All Profit與我們的目的相符，在其管理下能為逾400項物業及約90,000個家庭提供增值服務，並最終推廣至所有香港市民。

## Financial review

For the three months ended 30 June 2014 and 2015, all of the Group's revenue was derived from its operation in Hong Kong. The following table sets out the Group's revenue by contract type for each of three months ended 30 June 2014 and 2015:

		Three months ended 30 June 截至6月30日止三個月			
		2015 2015年		2014 2014年	
		HK\$ million 百萬港元	Percentage 所佔百分比	HK\$ million 百萬港元	Percentage 所佔百分比
Property management services contracts	物業管理服務合約	87.2	94.8%	77.2	93.7%
Property security services contracts	物業保安服務合約	4.8	5.2%	5.2	6.3%
		<b>92.0</b>	<b>100%</b>	<b>82.4</b>	<b>100%</b>

The Group's revenue improved by approximately 11.6% from approximately HK\$82.4 million for the three months ended 30 June 2014 to approximately HK\$92.0 million for the three months ended 30 June 2015. The increase was primarily attributable to the growth of revenue generated from property management services contracts, increased by around 13.0% to approximately HK\$87.2 million for the three months ended 30 June 2015. Revenue generated from security services contracts recorded a decrease of around 7.7% to approximately HK\$4.8 million for the three months ended 30 June 2015.

The gross profit of the Group increased by approximately 14.0% from approximately HK\$16.4 million for the three months ended 30 June 2014 to approximately HK\$18.8 million for the three months ended 30 June 2015. The gross profit margin was approximately 19.9% and 20.4% for three months ended 30 June 2014 and 2015 respectively. The total cost of services amounted to approximately HK\$66.0 million and HK\$73.2 million for the three months ended 30 June 2014 and 2015 respectively, representing approximately 80.1% and 79.6% of the Group's revenue.

The Group has recorded a loss of approximately HK\$2.7 million for the three months ended 30 June 2015 as opposed to the profit of approximately HK\$1.7 million for the three months ended 30 June 2014. The loss is mainly attributable to the recognition of the share based payment expenses for the three months ended 30 June 2015 in relation to the share options granted to directors and consultants of the Company, which are non-cash and non-recurring in nature.

## 財務回顧

截至2014年及2015年6月30日止三個月，本集團所有收益均來自在香港的營運。下表按合約類型載列截至2014年及2015年6月30日止三個月各期間本集團收益：

本集團的收益由截至2014年6月30日止三個月約8,240萬港元上升約11.6%至截至2015年6月30日止三個月約9,200萬港元。該增加主要是由於物業管理服務合約產生的收益增長，截至2015年6月30日止三個月增加約13.0%至約8,720萬港元。截至2015年6月30日止三個月，保安服務合約產生的收益錄得下降約7.7%至約480萬港元。

本集團的毛利由截至2014年6月30日止三個月約1,640萬港元增加了約14.0%至截至2015年6月30日止三個月約1,880萬港元。截至2014年及2015年6月30日止三個月的毛利率分別為約19.9%及20.4%。截至2014年及2015年6月30日止三個月的總服務成本分別為約6,600萬港元和約7,320萬港元，佔本集團收益約80.1%及79.6%。

截至2015年6月30日止三個月，本集團錄得虧損約270萬港元，與截至2014年6月30日止三個月比較，則溢利為約170萬港元。該虧損主要由於截至2015年6月30日止三個月確認關於授予本公司董事及顧問之購股權之以股份支付的開支，而此乃屬非現金及非經常性質。

## OPERATION REVIEW

### Human resources

As at 30 June 2015, the Group had a total of 2,108 employees (as at 30 June 2014: 2,050 employees). The Group's staff costs for the three months ended 30 June 2015 amounted to approximately HK\$80.7 million. To ensure that the Group is able to attract and retain staff capable of attaining the best performance levels, remuneration packages are reviewed on a regular basis. In addition, discretionary bonus is offered to eligible employees of the Group by reference to the Group's results and individual performance.

### Services contracts

Due to the well established team and project planning, in the first quarter of 2015, three facility management service contracts for non-domestic property management segment which included 2 shopping complexes and 1 car park area, were awarded to the Group. The success in securing the contracts gave the Group confidence to expand the property management portfolio continuously. In addition, 6 property management contracts were awarded to the Group during the period under review.

As at 30 June 2015, there were in total 421 service contracts comprising 395 property management service contracts, 12 stand alone securities contracts and 14 facility management service contracts (as at 30 June 2014: 405 service contracts).

### Contract renewal complying with procedural requirements

A service contract which does not comply with the procedural requirements for contract renewal as stipulated in section 20A of the Building Management Ordinance (Chapter 344 of the Laws of Hong Kong) may be cancelled by the owners' corporation. For the 421 contracts in force as at 30 June 2015, 102 service contracts are not in strict compliance with the said contract renewal requirements, hence, termination notice were served on clients involving in these contracts. All of the remaining 319 valid contracts as at 30 June 2015 were in compliance with the said procedural requirements or not applicable under the Building Management Ordinance. The senior management adopts a tight control system to monitor the full compliance of the procedural requirements. All newly signed contracts during the three months ended 30 June 2015 included the mandatory term requiring the client to follow the said procedural requirements, if applicable.

## 營運回顧

### 人力資源

於2015年6月30日，本集團總共聘用了2,108名員工(於2014年6月30日：2,050名)。截至2015年6月30日止三個月本集團員工成本約為8,070萬港元。為了確保本集團可吸引及保留表現優良的員工，員工的薪津是作出定期檢討，另外因應集團的業績及個別員工表現發放非經常性獎金予本集團合資格員工。

### 服務合約

有賴完善的團隊及項目計劃，於2015年第一季度，本集團就非住宅物業管理分部獲授3份設施管理服務合約，包括2個購物中心及1個停車區。成功獲得合約給予本集團信心繼續擴展物業管理組合。此外，於回顧期間內本集團獲授6份物業管理合約。

於2015年6月30日，服務合約總數為421份(於2014年6月30日：405份服務合約)，包括395份物業管理服務合約、12份獨立保安服務合約及14份設施管理服務合約。

### 合約續期遵守程序要求

未能嚴格遵守建築物管理條例(香港法例第344章)20條A規範的續期程序要求的服務合約可能被擁有人法團取消。於2015年6月30日，有效的421份服務合約中，102份服務合約未能嚴格遵守該續約要求，因此已向涉及該等合約之客戶發出終止通知書。於2015年6月30日，其餘有效合約共319份已符合該程序要求或不適用於建築物管理條例。高級管理層採取嚴緊措施監管依足程序要求。截至2015年6月30日止三個月，所有新簽訂合約已加入硬性條款要求客戶續約必須根據程序要求處理(如適用)。

### Client accounts

As at 30 June 2015, the Group holds 55 client accounts amounting to approximately HK\$25.3 million (as at 31 March 2015: approximately HK\$21.1 million) on trust for and on behalf of customers. These client accounts are opened in the names of the Group and the relevant property. The management fees received from the tenants or owners of the properties were deposited into these client accounts and the expenditure of these customers was paid from these client accounts.

### Performance bond

As at 30 June 2015, the banks issued 12 bond certificates amounting to approximately HK\$18.2 million (as at 31 March 2015: approximately HK\$18.2 million) on behalf of the Group to the clients as required in the service contracts.

### Outlook

The property market in the Hong Kong is expanding. Public opinion voices concern over the housing stock production and the speeding up of the completion of construction of properties in the near future is expected to solve the heavy demand on housing. It is envisaged that the property management business will expand simultaneously. On the other hand, even though strong competition and soaring cost resulting from minimum wage revision and inflation are unavoidable, the Directors are confident that the Group is now on an appropriate stage to increase its market share after the Listing of the Company's shares on the GEM and believe that the Group would be benefited from the Listing.

### Liquidity, financial resources and capital structure

The Group's bank borrowings and obligations under finance lease, as at 30 June 2015 was approximately HK\$15.9 million (as at 31 March 2015: approximately HK\$17.1 million). As at 30 June 2015, the Group had bank balances and cash of approximately HK\$29.4 million (as at 31 March 2015: approximately HK\$34.6 million). As at 30 June 2015, the Group's net current assets amounted to approximately HK\$13.3 million (as at 31 March 2015: approximately HK\$25.6 million). Current ratio as at 30 June 2015 was approximately 1.16 times (as at 31 March 2015: approximately 1.67 times).

### 客戶賬戶

於2015年6月30日，本集團為及代表客戶信託持有55個客戶賬戶，金額約2,530萬港元（於2015年3月31日：約2,110萬港元）。該等客戶賬戶以本集團及相關物業的名稱開立。從租戶或物業業主收取的管理費均存入這些客戶賬戶，而這些客戶的開支，則從這些客戶賬戶支付。

### 履約保證金

於2015年6月30日，按服務合約之規定，銀行代表本集團向客戶發出12份履約保證金證書，金額約1,820萬港元（於2015年3月31日：約1,820萬港元）。

### 前景

香港物業市場不斷擴大，公眾意見非常關注建屋量和預期於短期內加速物業竣工以解決龐大的住屋需求壓力，展望未來物業管理業務將同步發展。此外，儘管業內強勁競爭和因為最低工資調升加上通貨膨脹而引致不能避免的成本上揚，董事甚具信心本公司股份於創業板上市後本集團現處於合適階段以增加其市場佔有率，並且相信上市有利於本集團。

### 流動資金、財務資源及資本架構

於2015年6月30日，本集團的銀行借貸及融資租賃承擔約為1,590萬港元（於2015年3月31日：約1,710萬港元）。於2015年6月30日，本集團的銀行結餘及現金為約2,940萬港元（於2015年3月31日：約3,460萬港元）。於2015年6月30日，本集團的流動資產淨額為約1,330萬港元（於2015年3月31日：約2,560萬港元）。於2015年6月30日，流動率約為1.16倍（於2015年3月31日：約1.67倍）。

The Group's operations are financed principally by revenue generated from its business operations, available cash and bank balances and bank borrowings.

#### Capital expenditure

The Group purchased property, plant and equipment amounting to approximately HK\$30,000 for the three months ended 30 June 2015 (three months ended 30 June 2014: approximately HK\$1.3 million).

#### Capital commitments

The Group did not have any significant capital commitments as at 30 June 2015 (as at 31 March 2015: Nil).

#### Gearing ratio

The Group's gearing ratio, defined as the total debt (i.e. bank borrowing, convertible note payable and finance leases obligation) divided by total equity, as at 30 June 2015 is 88.7% (as at 31 March 2015: 43.6%).

#### MAJOR INVESTMENT AND ISSUE OF CONVERTIBLE NOTES

a) On 10 May 2015, the Company entered into a Memorandum of Understanding with All Profit. All Profit, an independent third party in relation to a proposed business cooperation in jointly (i) developing a mobile application, namely, "Yes Master!", which aims to provide one-stop household support to its users to gain access to a number of value-added services surrounding their households, in the areas of market place, social networking, resident bulletin and community services; and (ii) setting up a two-way communication internet platform among the property management companies, incorporated owners, service providers and its users in any building or property estates in Hong Kong.

本集團的營運主要通過其業務經營產生的收益、可用現金及銀行結餘及銀行借貸撥付資金。

#### 資本開支

截至2015年6月30日止三個月，本集團購入物業、廠房及設備金額約3萬港元(截至2014年6月30日止三個月：約130萬港元)。

#### 資本承擔

於2015年6月30日，本集團並無任何重大資本承擔(於2015年3月31日：無)。

#### 資產負債比率

於2015年6月30日，本集團的資產負債比率(即總債務(銀行借貸、應付可換股票據和融資租約承擔)除以總權益)為88.7%(於2015年3月31日：43.6%)。

#### 重大投資及發行可換股票據

a) 於2015年5月10日，本公司與All Profit(一名獨立第三方)就有關一項建議業務合作訂立諒解備忘錄以共同(i)開發流動應用程式，即「Yes Master!」，旨在向其用戶提供一站式家居支援，以接駁至多項圍繞其家居的增值服務，當中涵蓋市集平台、社交網絡、居民通報及社區服務等領域；及(ii)於香港任何樓宇或物業房產設立物業管理公司、業主立案法團、服務提供者與其用戶之間的雙向通信網絡平台。

On 21 June 2015, the Company, All Profit and Capital Creation (BVI) Limited (“Capital Creation”), as the shareholder of All Profit after the reorganisation including (i) transfer of one share of All Profit from the sole shareholder to Capital Creation; and (ii) the issue and allotment of 89 new shares of All Profit to Capital Creation at par (the “Reorganisation”), entered into a subscription and shareholders’ agreement (the “Subscription and Shareholders’ Agreement”), pursuant to which All Profit has agreed to issue, and the Company has agreed to subscribe for 10 new shares of All Profit at an aggregated subscription price of HK\$13 million (the “Subscription Shares”), representing 10% of the issued share capital of All Profit as enlarged by the allotment and issue of Subscription Shares (the “Share Subscription”).

The completion of the Share Subscription is subject to the fulfillment of the conditions as set out in the Subscription and Shareholders’ Agreement including (i) the Reorganisation has been completed; and (ii) the Company completed and is satisfied with the results of the due diligence review on the business of All Profit.

The Share Subscription was completed on 30 June 2015.

- b) On 9 June 2015, the Company and an independent third party Madam Lau, Anna Siu Fun (the “Subscriber”), entered into a subscription agreement (the “Subscription Agreement”), under which the Subscriber has conditionally agreed to subscribe for zero-coupon convertible notes (“CNs”) to be issued by the Company at principal amount of HK\$20 million (the “Subscription”).

The CNs have maturity after 3 months from the date of issue. The Subscriber will be entitled to convert the whole or part of the principal amount of the CNs during the conversion period into shares of the Company in amounts of not less than a whole multiple of HK\$1 million on each conversion at conversion price of HK\$1.32 per each share of the Company. Within seven business days immediately before the maturity of the CNs, the Company shall be entitled to request the Subscriber to mandatorily convert the entire outstanding principal amount of the CNs into shares of the Company.

於2015年6月21日，本公司、All Profit及Capital Creation (BVI) Limited (「Capital Creation」)，於重組(包括(i)唯一股東向Capital Creation轉讓一股All Profit股份；及(ii)向Capital Creation按面值發行及配發89股新All Profit股份)(「重組」)後作為All Profit股東，訂立認購及股東協議(「認購及股東協議」)，據此，All Profit同意發行而本公司同意認購10股新All Profit股份，總認購價為1,300萬港元(「認購股份」)，佔All Profit經配發及發行認購股份擴大後的已發行股本約10%(「股份認購事項」)。

完成股份認購事項須待認購及股東協議所載的條件達成後，方為作實，包括：(i)重組完成；及(ii)本公司完成並信納就All Profit業務的盡職審查的結果。

股份認購事項於2015年6月30日完成。

- b) 於2015年6月9日，本公司與一名獨立第三方劉筱芬女士(「認購人」)訂立認購協議(「認購協議」)，據此，認購人有條件同意認購將由本公司發行本金額為2,000萬港元的零息可換股票據(「可換股票據」)(「認購事項」)。

可換股票據的到期日為發行日期後三個月，認購人將有權於轉換期把可換股票據全部或部分本金額轉換成本公司股份，每次轉換的金額不得少於100萬港元的完整倍數，轉換價為每股本公司股份1.32港元。緊接到期日前7個營業日內，本公司有權要求認購人強制將可換股票據全部未轉換本金額轉換為本公司股份。

The Subscription was completed on 19 June 2015 following approval has been obtained from the Stock Exchange. Details of above are disclosed in the Company's announcements dated 9 June 2015 and 19 June 2015 respectively.

於取得聯交所的批准後，認購事項已於2015年6月19日完成。上述認購事項的詳情分別於本公司日期為2015年6月9日及2015年6月19日的公佈內披露。

#### EVENTS AFTER THE REPORTING PERIOD

- a) On 10 July 2015, the board of directors of the Company announced that the Company has entered into a letter of intent with IMC International Manufacturing Corporation Limited ("IMC"), an independent third party incorporated in Hong Kong, which is a private high-tech and export enterprise focuses on the research and development, production and marketing of digital products with overseas distribution network. IMC also operates various cross border e-commerce platforms, with its own online branding and websites.

Subject to further negotiation between the Company and IMC, the Company (or its nominees) will subscribe for new shares of IMC (the "Subscription Shares") and/or convertible notes (the "Convertible Notes") which are convertible into new shares of IMC (the "Conversion Shares") to the effect that, upon completion of the subscription(s) of Subscription Shares and/or the conversion of the Convertible Notes into Conversion Shares, the Company will become the legal and beneficial owner of not less than 51% of the voting rights of IMC (as enlarged by the Subscription Shares and/or Conversion Shares on a fully converted basis). Details of the above are disclosed in the Company's announcements dated 10 July 2015.

- b) On 24 July 2015, the board of directors of the Company announced that the Company has entered into a letter of intent with Shenzhen Yun Xin Hui Tong Financial Information Services Co., Ltd ("Yun Xin Hui Tong"), a company established in the PRC with limited liability. Yun Xin Hui Tong is an independent third party operates an online peer-to-peer ("P2P") platform called 財大獅 (www.dashi.cn), which specialises in agricultural internet financing.

#### 報告期後事項

- a) 於2015年7月10日，本公司董事會宣佈，本公司已與IMC International Manufacturing Corporation Limited (「IMC」)訂立意向書，IMC為於香港註冊成立之獨立第三方，為一家私營高科技及出口企業，主要從事數碼產品的研發、生產及營銷，設有海外分銷網絡。IMC亦經營多個跨境電子商貿平台，擁有自己的網上品牌及網站。

待本公司與IMC進一步磋商後，本公司(或其代名人)將認購IMC新股份(「認購股份」)及／或可換股票據(「可換股票據」)(可兌換為IMC新股份(「兌換股份」))，從而令於該等完成認購認購股份及／或兌換可換股票據為兌換股份時，本公司將成為IMC投票權(經認購股份及／或兌換股份全面兌換時所擴大的基準計算)不少於51%的法定及實益擁有人。上述詳情披露於本公司日期為2015年7月10日之公佈。

- b) 於2015年7月24日，本公司董事會宣佈，本公司已與深圳雲信匯通金融信息服務有限公司(「雲信匯通」，一家於中國註冊成立之有限公司)訂立意向書。雲信匯通為獨立第三方，運營一個專注於農業互聯網融資之網上金融服務平台名為財大獅(www.dashi.cn)。

Subject to further negotiation between the Company and Yun Xin Hui Tong, the Company (or its nominees) will subscribe for new shares of Yun Xin Hui Tong (the “Subscription Shares”) and/or convertible notes (the “Convertible Notes”) which are convertible into new shares of Yun Xin Hui Tong (the “Conversion Shares”) to the effect that, upon completion of the subscription(s) of Subscription Shares and/or the conversion of the Convertible Notes into Conversion Shares, the Company will become the legal and beneficial owner of not less than 70% of the voting rights of Yun Xin Hui Tong (as enlarged by the Subscription Shares and/or Conversion Shares on a fully converted basis). Details of the above are disclosed in the Company’s announcements dated 24 July 2015.

待本公司與雲信匯通進一步磋商後，本公司(或其代名人)將認購雲信匯通新股份(「認購股份」)及／或可換股票據(「可換股票據」)(可兌換為雲信匯通新股份(「兌換股份」))，從而令於該等完成認購認購股份及／或兌換可換股票據為兌換股份時，本公司將成為雲信匯通投票權(經認購股份及／或兌換股份全面兌換時所擴大的基準計算)不少於70%的法定及實益擁有人。上述詳情披露於本公司日期為2015年7月24日之公佈。

#### **DIRECTORS’ AND CHIEF EXECUTIVES’ INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION**

As at 30 June 2015, the interest and short position of the Directors and Chief Executive 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 (Chapter 571 of the Laws of Hong Kong) (the “SFO”)), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rules 5.46 of the GEM Listing Rules were as follows:

#### **董事及主要行政人員於本公司或任何相聯法團的股份、相關股份及債券中的權益及淡倉**

於2015年6月30日，本公司董事及主要行政人員於本公司或其相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債券中擁有如下權益及淡倉而須根據證券及期貨條例第352條記錄在本公司所存置的登記冊內，或須根據創業板上市規則第5.46條所述上市發行人董事進行交易的規定標準而知會本公司及聯交所：



## Long positions in the securities of the Company

於本公司證券的好倉

## (a) Ordinary share of the Company

## (a) 本公司普通股

Name 名稱	Capacity and nature of interest 身份及權益性質	Number of shares 股份數目	Percentage of the Company's issued share capital 佔本公司已發行股本百分比
Mr. Liu Dan ( <i>note</i> )	Beneficial interest in controlled corporation	297,760,000	74.44%
Liu Dan先生(附註)	受控制法團的實益權益	297,760,000	74.44%

Notes: Mr. Liu Dan is an Executive Director and the Chief Executive Officer of the Company who is the beneficial owner of the entire issued share capital of Wisier Capital Management Limited, Mr. Liu Dan is deemed to be interested in the shares held by Wisier Capital Management Limited under Part XV of the SFO.

附註：Liu Dan先生為本公司的執行董事兼行政總裁，彼為Wisier Capital Management Limited全部已發行股本的實益擁有人。根據證券及期貨條例第XV部，Liu Dan先生被視為於Wisier Capital Management Limited持有的股份中擁有權益。

## (b) Share options

## (b) 購股權

Name 名稱	Capacity 身份	Number of options held 持有購股權數目	Number of underlying shares 相關股份數目	Percentage of the Company's issued share capital 佔本公司已發行 股本百分比
Mr. Shen Ka Yip, Timothy	Beneficial owner	4,000,000	4,000,000	1%
沈嘉奕先生	實益擁有人	4,000,000	4,000,000	1%
Mr. Lai Sze Yau, Vivien	Beneficial owner	4,000,000	4,000,000	1%
黎思攸女士	實益擁有人	4,000,000	4,000,000	1%

Save as disclosed above, as at 30 June 2015, none of the Directors and Chief Executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules.

除上文所披露者外，於2015年6月30日，概無本公司董事及主要行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)的任何股份、相關股份或債券中擁有須根據證券及期貨條例第352條記錄在本公司所存置的登記冊內，或須根據創業板上市規則第5.46條所述上市發行人董事進行交易的規定標準而知會本公司及聯交所的任何權益或淡倉。

**SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY**

So far is known to the Directors, as at 30 June 2015, the following persons (other than a Director or Chief Executive of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

**主要股東及其他人士於本公司股份及相關股份的權益及淡倉**

就董事所知，於2015年6月30日，下列人士(本公司董事或主要行政人員除外)於本公司股份及相關股份中擁有根據證券及期貨條例第336節須存置的登記冊內記錄的權益或淡倉：

**Long positions in ordinary shares of the Company**

**於本公司普通股的好倉**

<b>Name</b> 名稱	<b>Capacity and nature of interest</b> 身份及權益性質	<b>Number of shares</b> 股份數目	<b>Percentage of the Company's issued share capital</b> 佔本公司已發行股本百分比
Wiser Capital Management Limited ("Wiser Capital")	Beneficial owner	297,760,000	74.44%
Wiser Capital Management Limited (「Wiser Capital」)	實益擁有人	297,760,000	74.44%
Kingston Finance Limited ("Kingston Finance")	Person having a security interest in shares (Note)	297,760,000	74.44%
金利豐財務有限公司 (「金利豐財務」)	於股份中擁有抵押權益之人士(附註)	297,760,000	74.44%
Ample Cheer Limited ("Ample Cheer")	Interest in controlled corporation (Note)	297,760,000	74.44%
Ample Cheer Limited (「Ample Cheer」)	受控制法團的權益(附註)	297,760,000	74.44%
Best Forth Limited ("Best Forth")	Interest in controlled corporation (Note)	297,760,000	74.44%
Best Forth Limited (「Best Forth」)	受控制法團的權益(附註)	297,760,000	74.44%
Chu Yuet Wah ("Madam Chu")	Interest in controlled corporation (Note)	297,760,000	74.44%
李月華(「李女士」)	受控制法團的權益(附註)	297,760,000	74.44%

Note: Kingston Finance had a security interest of 297,760,000 shares held by Wiser Capital. Since Kingston Finance is wholly-owned by Ample Cheer which is in turn 80%-owned by Best Forth, a company wholly-owned by Madam Chu. Thus, Madam Chu, Best Forth and Ample Cheer are deemed to be interested in 297,760,000 shares held by Kingston Finance.

附註：金利豐財務於Wiser Capital持有之297,760,000股股份中擁有抵押權益。由於金利豐財務由Ample Cheer全資擁有，而Ample Cheer由Best Forth(一間由李女士全資擁有的公司)擁有80%權益，因此李女士、Best Forth及Ample Cheer亦被視為於金利豐財務持有之297,760,000股股份中擁有權益。

Save as disclosed above, as at 30 June 2015, no other interests or short positions in the shares or underlying shares of the Company were recorded in the register required to be kept by the Company under section 336 of the SFO.

#### **PURCHASES, SALES OR REDEMPTION OF LISTED SECURITIES**

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the period ended 30 June 2015.

#### **CONTRACT OF SIGNIFICANCE**

Save for the respective director service contract with each Director, the share options granted to Directors, and the rental expenses paid to a related company, no Director had a material interest, whether directly or indirectly, in any contract of significance to the business of the Group to which the Company, or any of its subsidiaries or fellow subsidiaries was a party during the period.

#### **COMPLIANCE COMMITTEE**

The Compliance Committee is a committee under the Company's Audit Committee and is chaired by Mr. Ho Ying Choi, an Executive Director and comprises Mr. Lau Ping Kwai, the associate director (*note*), Mr. Fong Shek Hung, the associate director (*note*) and Mr. Cheng Kam Hung, the financial controller. The Group's legal adviser, Y.C. Lee Pang, Kwok & Ip Solicitors, is procured to provide legal advices and to attend the committee meeting on a needed basis. For the period ended 30 June 2015, three meetings were held and the legal adviser had participated in one meeting. The minutes of the meetings were distributed to the legal adviser, Y.C. Lee, Pang, Kwok & Ip Solicitors, and the Audit Committee members for scrutiny and comment. The Committee addresses the matters concerning the compliance of law and regulations, contract terms and litigation cases of the Group.

*Note:* The position "associate director" is a corporate title only and not a "director" within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the GEM Listing Rules. An associate director named herein is principally responsible for (i) the supervision of property management of the Group or its staff; (ii) supervision of the Group's administration or overall standard; and (iii) the Group's customer relations.

除上文所披露者外，於2015年6月30日，概無於本公司股份或相關股份中的其他權益或淡倉記錄在本公司根據證券及期貨條例第336節須存置的登記冊內。

#### **購買、出售或贖回上市證券**

截至2015年6月30日止期間，本公司或其任何附屬公司概無購買、出售或贖回本公司的任何上市證券。

#### **重大合約**

除各董事的董事服務合約、授予董事的購股權以及支付予一間關連公司的租金開支，於期內，董事概無於本公司或其任何附屬公司或同系附屬公司簽訂並對本集團之業務屬重大之任何合約中擁有任何直接或間接之重大權益。

#### **合規委員會**

合規委員會為本公司審核委員會下的一個委員會，由執行董事何應財先生任主席，成員包括聯席董事(備註)柳炳貴先生、聯席董事(備註)方錫雄先生及財務總監鄭錦洪先生。本集團的法律顧問李宇祥、彭錦輝、郭威、葉澤深律師事務所已被聘任為委員會提供法律意見和在需要時出席委員會會議。截至2015年6月30日止期間，委員會已舉行了3次會議，而法律顧問出席其中1次會議。委員會的會議記錄已抄送到法律顧問李宇祥、彭錦輝、郭威、葉澤深律師事務所和審核委員會委員予以審閱和提供意見，委員會處理的事宜包括本集團的法律和法例的合規、合約條款和訴訟案件。

*附註：*「聯席董事」僅為公司職位，並非香港法例第622章公司條例及創業板上市規則所指「董事」。本文提及的聯席董事主要負責(i)監察本集團或其員工的物業管理；(ii)監督本集團的行政或整體標準；及(iii)本集團的客戶關係。

## SAFETY COMMITTEE

To raise the Management's awareness of the health and safety in the workplace, the Group formed a Safety Committee comprising Mr. Fong Shek Hung, the associate director (*note*) of Kong Shum Union Property Management Company Limited, a Company's subsidiary, seven other committee members from (i) Property Management Department; (ii) Cleaning Department; (iii) Security Department; (iv) Maintenance Department; and (v) Administration Department, and two members appointed by an external safety consultancy firm (the "Safety Consultant"). Among seven of the nine members who are the Group's staff, at least four members, including Mr. Fong Shek Hung, have more than ten years of experience in property management while the other two members have more than fifteen years of experience in cleaning and maintenance services industry.

*Note:* The position "associate director" is a corporate title only and not a "director" within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the GEM Listing Rules. An associate director named herein is principally responsible for (i) the supervision of property management of the Group or its staff; (ii) supervision of the Group's administration or overall standard; and (iii) the Group's customer relations.

The responsibilities of the Safety Committee are, among other things, to establish the Group's workplace health and safety management system, formulate and implement the internal health and safety policies, and arrange staff trainings. The Safety Committee holds monthly meetings to review the effectiveness of the system. The Group engages the Safety Consultant for the review and recommendation in respect of safety in buildings managed by the Group. For the period ended 30 June 2015, the Committee held three meetings and 4 buildings or estates were reviewed by the Safety Consultant.

## COMPETING INTERESTS

The Directors confirm that none of the controlling shareholders or Directors and their respective close associates (as defined in the GEM Listing Rules) is interested in any business apart from the business operated by the Group which competes or is likely to compete, directly or indirectly, with the Group's business.

## 安全委員會

為了提高管理層對工作地方健康及安全的意識，本集團組成安全委員會，成員包括本公司之附屬公司港深聯合物業管理有限公司的聯席董事(備註)方錫雄先生及下列七個其他委員會的成員：(i)物業管理部門；(ii)清潔部門；(iii)保安部門；(iv)工程部門；及(v)行政部門，以及外部安全顧問公司(「安全顧問」)委任的兩名成員。在九名成員中，其中七名為本集團的員工，而至少四名成員包括方錫雄先生於物業管理具有超過十年經驗，而其餘兩名成員於清潔及保養服務業具備超過十五年經驗。

*附註：*「聯席董事」僅為公司職位，並非香港法例第622章公司條例及創業板上市規則所指「董事」。本文提及的聯席董事主要負責(i)監察本集團或其員工的物業管理；(ii)監督本集團的行政或整體標準；及(iii)本集團的客戶關係。

安全委員會負責(其中包括)建立本集團的工作地方健康及安全管理系統、制定及實施內部健康及安全政策、並安排員工培訓。安全委員會每月舉行會議，檢討系統的效用。本集團委託安全顧問，就本集團管理的大廈安全進行檢討及提出建議。截至2015年6月30日止期間，委員會已舉行了三次會議。4座大廈或屋苑已由安全顧問進行了安全評估。

## 競爭利益

董事確認，概無控股股東或董事以及彼等的緊密聯繫人士(定義見創業板上市規則)於與本集團業務直接或間接構成或可能構成競爭的任何業務(除由本集團營運的業務以外)中擁有權益。

**INTERESTS OF THE COMPLIANCE ADVISER**

As notified by the Compliance Adviser of the Company, Ample Capital Limited, as at 30 June 2015, except for the compliance adviser agreement entered into between the Company and Ample Capital Limited dated 27 September 2013, neither Ample Capital Limited or its directors, employees or close associates had any interest in relation to the Group.

**AUDIT COMMITTEE**

The Company has established an Audit Committee with written terms of reference, available on the Company's website, in compliance with the GEM Listing Rules. The Audit Committee is currently composed of all the Independent Non-executive Directors, namely Mr. Chow Siu Lui (Chairman), Mr. Bai Jin Rong and Mr. Tso Siu Lun, Alan. The Audit Committee has reviewed and approved the Company's unaudited quarterly results for the period ended 30 June 2015 and recommended approval to the Board.

By order of the Board

**Kong Shum Union Property Management (Holding) Limited**

**Liu Dan**

*Chairman*

Hong Kong 11 August 2015

*As at the date hereof, the Executive Directors are Mr. Liu Dan (Chairman and Chief Executive Officer), Mr. Ho Ying Choi, Mr. Shen Ka Yip, Timothy and Ms. Lai Sze Yau, Vivien; the Non-executive Director is Mr. Shum Lok To; and the Independent Non-executive Directors are Mr. Bai Jin Rong, Mr. Chow Siu Lui and Mr. Tso Siu Lun, Alan.*

*This report will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its publication and on the Company's website at [www.kongshum.com.hk](http://www.kongshum.com.hk)*

**合規顧問的權益**

據本公司合規顧問豐盛融資有限公司知會，於2015年6月30日，除本公司與豐盛融資有限公司於2013年9月27日訂立的合規顧問協議外，豐盛融資有限公司或其董事、僱員或緊密聯繫人士概無擁有與本集團有關的任何權益。

**審核委員會**

本公司已根據創業板上市規則成立審核委員會，並以書面列明其職權範疇，其內容可見本公司網站。審核委員會現時由所有獨立非執行董事組成，即鄒小磊先生(主席)、白金榮先生及曹肇楨先生。審核委員會已審閱及批准本公司截至2015年6月30日止期間的未經審核季度業績並向董事會建議批准。

承董事會命

**港深聯合物業管理(控股)有限公司**

**主席**

**Liu Dan**

香港，2015年8月11日

於本報告日期，執行董事為Liu Dan先生(主席兼行政總裁)、何應財先生、沈嘉奕先生及黎思攸女士；非執行董事為岑樂濤先生；而獨立非執行董事為白金榮先生、鄒小磊先生及曹肇楨先生。

本報告將由刊登之日起至少七日於創業板網站([www.hkgem.com](http://www.hkgem.com))「最新公司公告」網頁刊載，亦將刊載於本公司網站[www.kongshum.com.hk](http://www.kongshum.com.hk)內。

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