



首 華 財 經 網 絡 集 團 有 限 公 司

FIRST CHINA FINANCIAL NETWORK HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 08123



Third Quarterly Report 2014

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.

Pursuant to Chapter 36 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM Listing Rules”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the Securities and Futures Commission (the “SFC”) regulates First China Financial Network Holdings Limited (the “Company”) in relation to the listing of its shares on GEM of the Stock Exchange. The SFC, The Hong Kong Exchanges and Clearing Limited, and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors of the Company (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with 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: (i) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement in this report misleading; and (iii) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.



Highlights

The Group recorded a turnover from continuing operations of approximately HK\$29,382,000 for the nine months ended 30 September 2014.

Loss for the nine months ended 30 September 2014 was approximately HK\$20,822,000.

Loss attributable to owners of the Company for the nine months ended 30 September 2014 amounted to approximately HK\$23,298,000.

Both basic and diluted loss per share were 0.50 HK cents.

The Directors do not recommend the payment of a dividend for the nine months ended 30 September 2014.

Third Quarterly Results (Unaudited)

The board of Directors of the Company (the "Board") announces the unaudited condensed consolidated results of the Company and its subsidiaries (collectively the "Group") for the period ended 30 September 2014 together with the comparative unaudited figures for the corresponding period in 2013.

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

	Note	Three months ended 30 September		Nine months ended 30 September	
		2014 HK\$'000 (unaudited)	2013 HK\$'000 (Restated) (unaudited)	2014 HK\$'000 (unaudited)	2013 HK\$'000 (Restated) (unaudited)
Continuing operations					
Revenue	3	12,590	2,048	29,382	3,455
Cost of sales		(222)	—	(253)	—
Gross profit		12,368	2,048	29,129	3,455
Other income		50	39	280	226
Employee benefits expenses		(13,842)	(3,964)	(26,933)	(10,686)
Depreciation of property, plant and equipment		(1,072)	(964)	(3,166)	(3,018)
Amortization of intangible assets		—	(631)	—	(1,883)
Finance costs		(98)	(115)	(305)	(349)
Other operating expenses		(6,002)	(4,670)	(20,711)	(10,516)
Share of profit of associates		2,831	—	884	—
Loss before income tax		(5,765)	(8,257)	(20,822)	(22,771)
Income tax expense	4	—	—	(9)	—
Loss for the period from continuing operations		(5,765)	(8,257)	(20,831)	(22,771)
Discontinued operation					
Profit for the period from discontinued operation	5	—	5	—	9,334

	Note	Three months ended		Nine months ended	
		30 September		30 September	
		2014	2013	2014	2013
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(Restated)	(Restated)		
		(unaudited)	(unaudited)	(unaudited)	(unaudited)
Loss for the period		(5,765)	(8,252)	(20,831)	(13,437)
Other comprehensive (expense)/income:					
<i>Items that may be reclassified subsequently to profit or loss</i>					
Currency translation differences		2,545	164	1,499	767
Other comprehensive (expense)/income for the period, net of tax		2,545	164	1,499	767
Total comprehensive expense for the period		(3,220)	(8,088)	(19,332)	(12,670)
(Loss)/profit attributable to:					
Owners of the Company		(8,224)	(8,686)	(23,298)	(13,871)
Non-controlling interests		2,459	434	2,467	434
		(5,765)	(8,252)	(20,831)	(13,437)
(Loss)/profit attributable to owners of the Company arises from:					
Continuing operations		(8,224)	(8,691)	(23,298)	(23,205)
Discontinued operation		—	5	—	9,334
		(8,224)	(8,686)	(23,298)	(13,871)
Total comprehensive (expense)/income for the period attributable to:					
Owners of the Company		(5,687)	(8,088)	(21,806)	(12,670)
Non-controlling interests		2,467	—	2,474	—
		(3,220)	(8,088)	(19,332)	(12,670)



	Note	Three months ended		Nine months ended	
		30 September		30 September	
		2014	2013	2014	2013
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(unaudited)	(unaudited)	(unaudited)	(unaudited)
Total comprehensive (expense)/ income attributable to owners of the Company arises from:					
Continuing operations		(5,687)	(8,093)	(21,806)	(22,004)
Discontinued operation		—	5	—	9,334
		(5,687)	(8,088)	(21,806)	(12,670)
(Loss)/earnings per share from continuing and discontinued operations attributable to owners of the Company for the period:					
Basic (loss)/earnings per share (HK cents)					
From continuing operations	6	(0.17)	(0.20)	(0.50)	(0.57)
From discontinued operation	6	—	—	—	0.23
From loss for the period		(0.17)	(0.20)	(0.50)	(0.34)
Diluted (loss)/earnings per share (HK cents)					
From continuing operations	6	(0.17)	(0.20)	(0.50)	(0.57)
From discontinued operation	6	—	—	—	0.23
From loss for the period		(0.17)	(0.20)	(0.50)	(0.34)

Condensed Consolidated Statements of Changes in Equity

For the nine months ended 30 September 2014

	Attributable to owners of the Company									
	Share capital	Share premium	Special reserve	Translation reserve	Warrants reserve	Share-based compensation reserve	Accumulated losses	Total	Non-controlling interests	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Balance as at 1 January 2013	40,290	1,028,819	4,779	9,730	223	23,255	(1,008,954)	98,142	—	98,142
Total comprehensive expense for the period	—	—	—	764	—	—	(13,871)	(13,107)	437	(12,670)
Capital contributions from non-controlling interests	—	—	—	—	—	—	—	—	2,843	2,843
Issue of new shares by way of placements	4,300	47,730	—	—	—	—	—	52,030	—	52,030
Transaction costs attributable to issue of new shares	—	(1,048)	—	—	—	—	—	(1,048)	—	(1,048)
Balance as at 30 September 2013	44,590	1,075,501	4,779	10,494	223	23,255	(1,022,825)	136,017	3,280	139,297

	Attributable to owners of the Company									
	Share capital	Share premium	Special reserve	Translation reserve	Warrants reserve	Share-based compensation reserve	Accumulated losses	Total	Non-controlling interests	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Balance as at 1 January 2014	44,590	1,075,500	4,779	10,791	223	23,255	(1,042,987)	116,151	2,607	118,758
Total comprehensive expense for the period	—	—	—	1,492	—	—	(23,298)	(21,806)	2,474	(19,332)
Exercise of warrants	4,500	51,300	—	—	—	—	—	55,800	—	55,800
Issue of consideration shares in respect of acquisition of subsidiaries	3,500	101,500	—	—	—	—	—	105,000	—	105,000
Transaction costs attributable to issue of shares	—	(151)	—	—	—	—	—	(151)	—	(151)
Transfer upon exercise of warrants	—	126	—	—	(126)	—	—	—	—	—
Share option scheme — issue of shares under the share option scheme	—	—	—	—	—	7,110	—	7,110	—	7,110
Balance as at 30 September 2014	52,590	1,228,275	4,779	12,283	97	30,365	(1,066,285)	262,104	5,081	267,185



Notes:

1. General Information

First China Financial Network Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) are principally engaged in (i) the precious metals spot trading and brokerage services, (ii) provision of stock information and research services through the internet network, (iii) research, exploration and development of the student safety network project and the electronic student card in the People’s Republic of China (the “PRC”), and (iv) provision of securities and futures trading services, corporate finance services and wealth management services in Hong Kong and trading and principal investments.

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

The unaudited condensed consolidated financial statements are presented in Hong Kong dollars, while the functional currencies of certain subsidiaries are presented in Renminbi (“RMB”). The Company has selected Hong Kong dollar as its presentation currency as management considered it is more beneficial to the users of the unaudited condensed consolidated financial statements. These unaudited condensed consolidated financial statements have been approved and authorized for issue by the board of directors on 6 November 2014.

2. Basis of Preparation

The unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards. They have been prepared under the historical cost convention, as modified by the revaluation of an investment property, which are carried at fair value.

In addition, the unaudited condensed consolidated financial statements included applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange.

The principal accounting policies applied in the preparation of these unaudited condensed consolidated financial statements were consistent with those applied for the financial statements of the Group for the year ended 31 December 2013.

3. Revenue

An analysis of the Group's revenue for the period from continuing operations is as follows:

	Three months ended		Nine months ended	
	30 September		30 September	
	2014	2013	2014	2013
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Restated)		(Restated)	
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Continuing operations				
Commission income from securities and futures brokerage	496	241	1,099	1,192
Commission income from precious metals brokerage	3,674	387	11,548	387
Spot trading profit on precious metals contracts, net	6,895	1,277	14,920	1,277
Sales of electronic student cards	206	—	206	—
Interest income from clients	73	94	323	268
Net fair value gains on securities trading	1,084	—	1,084	—
Income from provision of wealth management services	—	12	8	66
Income from provision of stock information and research services	162	10	194	159
Income from provision of a trading platform	—	27	—	106
	12,590	2,048	29,382	3,455

4. Income Tax Expense

Hong Kong Profits Tax has been provided at the rate of 16.5% (2013: 16.5%) on the estimated assessable profit arising in or derived from Hong Kong for the period. No provision for Hong Kong Profits Tax has been made in the unaudited condensed consolidated financial statements as the Group incurred a tax loss for the period (2013: Nil). Taxation on overseas profits has been calculated on the estimated assessable profit for the period at the rates of taxation prevailing in the countries in which the Group operates.

5. Discontinued Operation

In March 2013, First China Property Limited, a wholly-owned subsidiary of the Company, entered into a sale and purchase agreement with an independent third party in relation to disposal of the investment property at a cash consideration of HK\$56,000,000. The disposal was completed on 31 May 2013.

The profit for the period from discontinued property investments business is set out below. The comparatives in the unaudited condensed consolidated statement of profit or loss and other comprehensive income have been restated to re-present the property investments business as a discontinued operation.

	Three months ended		Nine months ended	
	30 September		30 September	
	2014	2013	2014	2013
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(Restated)		(Restated)
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Profit of property investments business for the period	—	5	—	9,334

The results of the property investments business for the period ended 30 September 2014 and 2013, which have been included in the unaudited condensed consolidated statement of profit or loss and other comprehensive income, were as follows:

	Three months ended		Nine months ended	
	30 September		30 September	
	2014	2013	2014	2013
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Restated)		(Restated)	
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Profit for the period from discontinued operation:				
Revenue	—	—	—	624
Other gains	—	—	—	8,899
Others income	—	5	—	7
Finance costs	—	—	—	(173)
Other operating expenses	—	—	—	(23)
Profit before income tax	—	5	—	9,334
Income tax expense	—	—	—	—
Profit for the period	—	5	—	9,334
Profit for the period from discontinued operation includes the following:				
Rental income	—	—	—	(624)
Less: direct operation expenses from an investment property that generated rental income	—	—	—	175
	—	—	—	(449)
Gain on disposal of an investment property	—	—	—	8,899

6. (Loss)/Earnings Per Share

From continuing and discontinued operations

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

	Nine months ended 30 September	
	2014	2013
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Loss		
Loss for the purpose of basic and diluted loss per share	(23,298)	(13,871)
Number of shares		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	4,625,260,486	4,096,692,428

The computation of diluted loss per share for the period ended 30 September 2014 does not assume the exercise of the Company's outstanding warrants and share options since their exercise would result in a decrease in loss per share. In addition, the computation of diluted loss per share for the period ended 30 September 2013 does not assume the exercise of the Company's outstanding share options as the exercise price of those share options are higher than the average market price of the Company's shares during the period.

From continuing operations

The calculation of the basic and diluted loss per share from continuing operations attributable to owners of the Company is based on the following data:

	Nine months ended 30 September	
	2014	2013
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Loss for the period attributable to owners of the Company	(23,298)	(23,205)
Less:		
Profit for the period from discontinued operation	—	9,334
Loss for the purpose of basic and diluted loss per share from continuing operations	(23,298)	(13,871)

The denominators used are the same as those detailed above for both basic and diluted loss per share.

The computation of diluted loss per share for continuing operations for the period ended 30 September 2014 does not assume the exercise of the Company's outstanding warrants and share options since their exercise would result in a decrease in loss per share. In addition, the computation of diluted loss per share for continuing operations for the period ended 30 September 2013 does not assume the exercise of the Company's outstanding share options as the exercise price of those share options are higher than the average market price of the Company's shares during the period.

From discontinued operation

Basic and diluted earnings per share for the discontinued operation is HK\$ nil cent per share (2013: HK0.23 cent per share), based on the profit for the period from the discontinued operation of HK\$ nil (2013: approximately HK\$9,334,000) and the denominators used are the same as those detailed above for both basic and diluted earnings per share.

7. Share Capital and Premium

	Number of issued shares (in thousands)	Ordinary shares HK\$'000	Share premium HK\$'000	Total HK\$'000
As at 1 January 2014	4,458,960	44,590	1,075,500	1,120,090
Issue of shares through:				
Exercise of warrants	450,000	4,500	51,300	55,800
Issue of consideration shares in respect of acquisition of subsidiaries	350,000	3,500	101,500	105,000
Transaction costs attributable to issue of shares	—	—	(151)	(151)
Transfer upon exercise of warrants	—	—	126	126
As at 30 September 2014	5,258,960	52,590	1,228,275	1,280,865

The total authorized number of ordinary share is 10,000,000,000 shares (2013: 10,000,000,000 shares) with a par value of HK\$0.01 per share (2013: HK\$0.01 per share). All issued shares are fully paid.

8. Dividend

The Directors do not recommend the payment of a dividend for the period ended 30 September 2014 (2013: Nil).



BUSINESS REVIEW

The Group in the first nine months of the year 2014 recorded a turnover from continuing operations of approximately HK\$29.38 million, which was an increase of approximately HK\$25.92 million compared with the last corresponding period. Such significant increase mainly came from the commission income from precious metals brokerage and spot trading profit on precious metals contracts in which precious metals trading is the new business activity of the Group.

In May 2014, the Group acquired 100% shareholding interest of a limited company incorporated in China, 深圳市天星通科技有限公司 (transliterated as Shenzhen Star Technology Co. Ltd.) and the acquisition has been completed in July 2014. This newly acquired company principally engaged in developing and exploring various telecommunication technologies in the PRC, in particular electronic student card which was cope with school safety network business of the Group.

On 5 September 2014 and 12 September 2014, the Company entered into a placing agreement and a supplemental agreement respectively in which an aggregate of 889,998,000 placing shares have been successfully placed in October 2014 by the placing agent to no less than six independent third parties at the placing price of HK\$0.41 per placing share. The net proceeds from the placing would be approximately HK\$355.40 million, which were intended to be used as general working capital of the Group and as funds for future development of the existing business of the Company and other business when investment opportunities arise.

FINANCIAL REVIEW

The revenue and operating result of the investment property for the nine months ended 30 September 2013 are presented as discontinued operation. The comparative figures in the unaudited condensed consolidated statement of profit or loss and other comprehensive income for the nine months ended 30 September 2013 have been restated accordingly.

The Group recorded an unaudited revenue from continuing operations of approximately HK\$29.38 million for the nine months ended 30 September 2014 compared with that of approximately HK\$3.46 million, increased approximately HK\$25.92 million or more than eight times compared with the corresponding period in 2013. The sharply increase of revenue was mainly attributable to the precious metals spot trading and brokerage business operated in the PRC which commenced from the third quarter of last year.



In the period under review, revenue of commission income from precious metals brokerage recorded approximately HK\$11.55 million and the spot trading profit on precious metals contracts recorded approximately HK\$14.92 million. In addition, the Group also recorded the net fair value gain on securities trading for approximately HK\$1.08 million. Employee benefits expenses increased to approximately HK\$26.93 million, which included the cost of issue of share options under the share option scheme of approximately HK\$7.11 million; and other operating expenses was relatively increased to approximately HK\$20.71 million due to the precious metals business.

For the nine months ended 30 September 2014, loss attributable to owners of the Company was approximately HK\$23.30 million, compared with loss for approximately HK\$13.87 million, which included the profit of discontinued operation of approximately HK\$9.33 million for the corresponding period last year. In summary, the loss per share for the reporting period was approximately 0.50 HK cents while the loss per share was approximately 0.34 HK cents for the same period last year.

In October 2014, the Company completed the placement of 889,998,000 new shares at the placing price of HK\$0.41 per placing share. The net proceeds from the said placement of approximately HK\$355.40 million strengthened the capital structure of the Company and as fund for future development of the existing business and other business.

OUTLOOK

90% revenue from continuing operations of the Group came from the segments of precious metals spot trading and brokerage. In view of precious metals trading business has become popular and the market demand is increasing in China, the Group incorporated an associated company 深圳前海首華貴金屬交易中心有限公司 (transliterated as Shenzhen Qianhai First China Precious Metals Exchange Centre Limited) in Qianhai, Shenzhen which engages in precious metals trading business. It started operation in March 2014 and had a share of profit during the period. Therefore, the Group will continue to develop and expand precious metals trading business.

In addition, the Group will focus on development and explore our school safety network business as it generated revenue from the sales of electronic student cards in the period under review. Through the cooperation with China Next Generation Education Foundation, a charitable foundation managed by Education Department in China, the Group expects more students in China can benefit from the school safety network scheme and enjoy the use of electronic student cards, thus expanding the school safety network business of the Group.



As our Group had extra capital after shares placing, the relevant capital were intended to be used as general working capital of the Group and as funds for future development of the existing business of the Company and other business when investment opportunities arise. The Group believes Shanghai-Hong Kong Stock Connect will stimulate Hong Kong and China stock markets, therefore we will use part of the net proceeds for an aggregate of HK\$150 million derived from the said placing for investment opportunities. We will invest on a portfolio of stocks listed on the Hong Kong Stock Exchange and also a portfolio of stocks in mainland China-based companies that trade on PRC stock exchanges such as Shanghai Stock Exchange and the Shenzhen Stock Exchange. The Company is optimistic on the future stock market performance.

The Group will continue to strengthen its existing businesses and to look for opportunities to expand the income source of the Group, in order to improve the profitability of the Group.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 30 September 2014, the interests or short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were 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 are taken or deemed to have taken under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

(a) Long positions in shares of the Company

Name of Directors	Number of shares			Total	Approximate percentage of shareholding
	Personal Interests	Family Interests	Corporate Interests		
Wang Wenming (Note 1)	450,212,307	145,116,650	—	595,328,957	11.32%
Lee Yiu Sun	110,060,000	—	—	110,060,000	2.09%
Wang Jiawei	202,043,628	—	—	202,043,628	3.84%
Liu Runtong	2,646,000	—	—	2,646,000	0.05%

Note:

- (1) Mr. Wang Wenming held 450,212,307 shares of the Company. Ms. Chen Dongjin, the spouse of Mr. Wang Wenming, held 145,116,650 shares of the Company. As such, Mr. Wang Wenming was deemed to be interested in 595,328,957 shares of the Company.

(b) Long positions in underlying shares of the Company

Share option scheme of the Company

The share option scheme adopted by the Company on 17 December 2001 (the "Old Share Option Scheme") has expired on 16 December 2011. The Company adopted a new share option scheme on its Annual General Meeting held on 21 June 2012 (the "New Share Option Scheme") which complies with Chapter 23 of GEM Listing Rules.

The following table discloses the details of the share options held by the Directors and chief executive to subscribe for shares of the Company during the period ended 30 September 2014:

Name of Directors	Date of grant	Number of share options				Outstanding as at 30 September 2014	Option period	Exercise price (HK\$)
		Outstanding as at	Granted	Exercised	Cancelled/			
		1 January 2014	during the period	during the period	lapsed during the period			
Wang Wenming	13/04/2010	11,682,577	—	—	—	11,682,577	13/04/2010–12/04/2020	0.419
Lee Yiu Sun	13/04/2010	31,861,575	—	—	—	31,861,575	13/04/2010–12/04/2020	0.419
Lee Yiu Sun	05/09/2007	4,248,210	—	—	—	4,248,210	05/09/2007–04/09/2017	0.215
Haroon Hasan	22/09/2014	—	10,000,000	—	—	10,000,000	22/09/2014–21/09/2024	0.518
Liu Runtong	13/04/2010	31,861,575	—	—	—	31,861,575	13/04/2010–12/04/2020	0.419
James Beeland Rogers Jr.	22/09/2014	—	20,000,000	—	—	20,000,000	22/09/2014–21/09/2024	0.518
Zhang Benzhen	13/04/2010	2,124,105	—	—	—	2,124,105	13/04/2010–12/04/2020	0.419

Save as disclosed above, at no time during the period under review was the Company or any of its subsidiaries a party to any arrangements to enable the Directors or chief executive to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate and neither the Directors, nor the chief executive, nor any of their respective spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right during the period.

(c) **Short positions in underlying shares of the Company**

Name of Director	Number of shares		Approximate percentage of shareholding
	Personal Interest	Corporate Interest	
Lee Yiu Sun (Note 2)	50,000,000	—	0.95%

Note:

- (2) Pursuant to an option deed dated 31 August 2005, Asia Network Holdings Limited entered into an option deed with Mr. Lee Yiu Sun ("Mr. Lee") whereby Mr. Lee granted Asia Network Holdings Limited an option to purchase all or part of his 50,000,000 shares in the Company at such time and such price when Mr. Lee intends to transfer or dispose of all or part of the shares to any person during the period commencing on 31 August 2005 till the date when Mr. Lee ceases to be interested in the shares.

Save as disclosed above, during the period under review, none of the Directors nor the chief executive of the Company had or was deemed to have any interests and short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) are required, pursuant to section 352 of the SFO, to be entered into the register referred to therein; or (iii) are required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

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

So far as is known to any Directors of the Company, as at 30 September 2014, the following persons (not being a Director or chief executive of the Company) had interests in the shares or underlying shares which were notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under section 336 of the SFO:

(a) Long positions in shares of the Company

Name of shareholders	Capacity	Number of shares	Approximate percentage of shareholding
Wang Wenming and Chen Dongjin (Note 1)	Beneficial owners	595,328,957	11.32%

Note:

- (1) Ms. Chen Dongjin held 145,116,650 shares of the Company. Ms. Chen Dongjin is the spouse of a director of the Company, Mr. Wang Wenming who held 450,212,307 shares of the Company. As such, they were deemed to be collectively interested in 595,328,957 shares of the Company.

(b) Long positions in underlying shares of the Company

Name of shareholders	Capacity	Number of shares	Approximate percentage of shareholding
Wang Wenming and Chen Dongjin (Note 2)	Beneficial owners	11,682,577	0.22%

Note:

- (2) Pursuant to the Old Share Option Scheme, Mr. Wang Wenming was granted on 13 April 2010 share options, the number of shares underlying which was adjusted on 15 June 2010, to subscribe for 11,682,577 shares of the Company. Ms. Chen Dongjin is the spouse of Mr. Wang Wenming so they were deemed to be collectively interested in the share options to subscribe for 11,682,577 shares of the Company.



Save as disclosed above, as at 30 September 2014, the Company had not been notified of any other person (other than the Directors whose interests are set out in the section “Directors’ and Chief Executive’s Interests and Short Positions in Shares, Underlying Shares and Debentures” above) who had an interest or short position in the shares or underlying shares of the Company and was required to be recorded in the register required to be kept under Section 336 of the SFO and/or was directly or indirectly interested in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group.

Details of the Share Options Granted by the Company

Share Option Scheme of the Company

The Company operates the Share Option Scheme under which the persons working for the interest of the Group are entitled to an opportunity to obtain equity interest in the Company. The Old Share Option Scheme has expired on 16 December 2011 and The Company adopted a New Share Option Scheme which complies with Chapter 23 of GEM Listing Rules.

The outstanding options granted under the Old Share Option Scheme shall continue to be valid and exercisable in accordance with their terms of issue and in all other respects. The provisions of the Old Share Option Scheme shall remain in full force and effect notwithstanding the expiry of the Old Share Option Scheme.

The New Share Option Scheme will remain valid for a period of 10 years commencing on 21 June 2012 and in such event, no further options will be offered but the provisions of the New Share Option Scheme shall in all other respects remain in full force and effect.

The number of shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes are not permitted to exceed 30% of the shares of the Company in issue from time to time, without prior approval from the Company’s shareholders.

On 5 September 2007, 13 April 2010 and 22 September 2014, options to subscribe for 32,400,000 shares, 84,000,000 shares and 30,000,000 shares of the Company respectively were granted to the Directors and certain employees of the Company. As at 30 September 2014, details of the outstanding share options were as follows:

Date of grant	Number of share options					Option period	Exercise price (HK\$)
	Outstanding as at 1 January 2014	Granted during the period	Exercised during the period	Cancelled/ lapsed during the period	Outstanding as at 30 September 2014		
	(Note)				(Note)		
13/04/2010	86,026,253	—	—	—	86,026,253	13/04/2010–12/04/2020	0.419
05/09/2007	4,779,236	—	—	—	4,779,236	05/09/2007–04/09/2017	0.215
22/09/2014	—	30,000,000	—	—	30,000,000	22/09/2014–21/09/2024	0.518

Note: Pursuant to the Old Share Option Scheme, 32,400,000 shares and 84,000,000 shares of share options were granted by the Company on 5 September 2007 and 13 April 2010 respectively and were adjusted on 15 June 2010.

Directors' Interest in Competing Business

As at 30 September 2014, the Directors were not aware of any business or interest of each Director, management shareholder (as defined in the GEM Listing Rules) and the respective associates of each that competes or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

Purchase, Redemption or Sale of Listed Securities

During the period, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

Compliance with Code on Corporate Governance Practice

The Company has applied the principles and has complied with all the code provisions as set out in the Corporate Governance Code contained in Appendix 15 of the GEM Listing Rules throughout the period under review.



Directors' Securities Transaction

The Company has adopted a code of conduct regarding directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all Directors of the Company confirmed that they have complied with the required standard dealings and the code of conduct regarding securities transactions by directors adopted by the Company throughout the period under review.

Audit Committee

In compliance with Rules 5.28 to 5.33 of the GEM Listing Rules, the Company has established an Audit Committee with written terms of reference which deal clearly with its authority and duties. The principal duties of the Audit Committee of the Company are to review and supervise the financial reporting process and internal control procedures of the Group.

The Audit Committee comprises 4 independent non-executive Directors, namely Professor Zhang Benzheng, Mr. Tony I Tong, Mr. Li Jianxing and Professor Chen Shu Wen.

The Audit Committee has reviewed the financial statements of the Group for the nine months ended 30 September 2014 pursuant to the relevant provisions contained in the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules and was of the opinion that the preparation of such statements complied with applicable accounting standards and that adequate disclosure has been made in respect thereof.

By order of the Board
First China Financial Network Holdings Limited
Lee Yiu Sun
Executive Director

Hong Kong, 6 November 2014

As of the date of this report, the executive Directors are Mr. Wang Wenming, Mr. Lee Yiu Sun, Mr. Wang Jiawei, Mr. Haroon Hasan and Mr. Chen Li, the non-executive Directors are Mr. Liu Runtong and Mr. James Beeland Rogers Jr. and the independent non-executive Directors are Professor Zhang Benzheng, Mr. Tony I Tong, Mr. Li Jianxing and Professor Chen Shu Wen.

This report will remain on the "Latest Company Announcements" page of the website of the GEM of the Stock Exchange at www.hkgem.com for at least 7 days from the date of its posting and on the Company's website at www.firstchina.hk.