



KVB Kunlun

昆侖國際金融集團有限公司

KVB Kunlun Financial Group Limited

(於開曼群島註冊成立的有限公司)

(Incorporated in the Cayman Islands with limited liability)

股份代號 Stock Code : 8077

2015年第三季度報告
2015 Third Quarterly Report



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香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）之特點

創業板的定位，乃為相比其他於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。

有意投資者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經驗豐富投資者。

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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」）提供有關昆侖國際金融集團有限公司（「本公司」，連同其附屬公司統稱「本集團」）之資料。本公司各董事（「董事」）願就本報告所載內容共同及個別承擔全部責任。董事經作出一切合理查詢後確認，就彼等所深知及所信，本報告所載資料在各重大方面均屬準確完備，並無誤導或欺詐成份，且無遺漏任何其他事項，致使本報告或其所載任何聲明產生誤導。

KVB KUNLUN FINANCIAL GROUP LIMITED

昆侖國際金融集團有限公司

THIRD QUARTERLY REPORT 2015

二零一五年第三季度報告

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CORPORATE INFORMATION 公司資料

DIRECTORS

Executive Directors

Mr. LIU Stefan (*Chief Executive Officer*)
Mr. NG Chee Hung Frederick

Non-executive Directors

Mr. LI Zhi Da (*Chairman*)
Mr. Stephen Gregory McCOY

Independent Non-executive Directors

Ms. ZHAO Guixin
Mr. Cornelis Jacobus KEYSER
Mr. LIN Wenhui

COMPANY SECRETARY

Mr. WONG Yiu Kit Ernest

COMPLIANCE OFFICER

Mr. NG Chee Hung Frederick

AUDIT COMMITTEE

Mr. LIN Wenhui (*Chairman*)
Ms. ZHAO Guixin
Mr. Cornelis Jacobus KEYSER

REMUNERATION COMMITTEE

Ms. ZHAO Guixin (*Chairman*)
Mr. Cornelis Jacobus KEYSER
Mr. LIN Wenhui

NOMINATION COMMITTEE

Ms. ZHAO Guixin (*Chairman*)
Mr. Cornelis Jacobus KEYSER
Mr. LIN Wenhui

董事

執行董事

劉欣諾先生 (*行政總裁*)
吳棋鴻先生

非執行董事

李志達先生 (*主席*)
Stephen Gregory McCOY先生

獨立非執行董事

趙桂馨女士
Cornelis Jacobus KEYSER先生
林文輝先生

公司秘書

黃耀傑先生

合規主任

吳棋鴻先生

審核委員會

林文輝先生 (*主席*)
趙桂馨女士
Cornelis Jacobus KEYSER先生

薪酬委員會

趙桂馨女士 (*主席*)
Cornelis Jacobus KEYSER先生
林文輝先生

提名委員會

趙桂馨女士 (*主席*)
Cornelis Jacobus KEYSER先生
林文輝先生

CORPORATE INFORMATION 公司資料

CORPORATE GOVERNANCE COMMITTEE

Mr. Cornelis Jacobus KEYSER (*Chairman*)
Mr. LIU Stefan
Ms. ZHAO Guixin
Mr. LIN Wenhui

企業管治委員會

Cornelis Jacobus KEYSER先生 (主席)
劉欣諾先生
趙桂馨女士
林文輝先生

REGISTERED OFFICE

Codan Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

註冊辦事處

Codan Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suites 7501 & 7508, 75/F
International Commerce Centre
1 Austin Road West, Kowloon
Hong Kong

總部及香港主要營業地點

香港
九龍柯士甸道西1號
環球貿易廣場
75樓7501及7508室

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Codan Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

開曼群島主要股份過戶及登記處

Codan Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited
A18/F., Asia Orient Tower, Town Place
33 Lockhart Road
Wanchai
Hong Kong

香港股份過戶及登記分處

聯合證券登記有限公司
香港
灣仔
駱克道33號
中央廣場滙漢大廈A18樓

CORPORATE INFORMATION 公司資料

PRINCIPAL BANKERS

ANZ Bank New Zealand Limited
Level 16, The National Bank Centre
209 Queen Street, Auckland
New Zealand

Bank of Communications Co., Ltd., Hong Kong branch
20 Pedder Street, Central
Hong Kong

The Bank of East Asia, Limited
8th Floor, 10 Des Voeux Road Central
Hong Kong

Citibank, N.A.
44th Floor, Citibank Tower
Citibank Plaza
3 Garden Road, Central
Hong Kong

COMPLIANCE ADVISER

Quam Capital Limited
18th-19th Floors, China Building
29 Queen's Road Central
Hong Kong

AUDITORS

PricewaterhouseCoopers
Certified Public Accountants
22nd Floor, Prince's Building
Central
Hong Kong

STOCK CODE

8077

COMPANY'S WEBSITE

www.kvblastco.com

主要往來銀行

ANZ Bank New Zealand Limited
Level 16, The National Bank Centre
209 Queen Street, Auckland
New Zealand

交通銀行股份有限公司香港分行
香港
中環畢打街20號

東亞銀行有限公司
香港
德輔道中10號8樓

花旗銀行
香港
中環花園道3號
花旗銀行廣場
花旗銀行大廈44樓

合規顧問

華富嘉洛企業融資有限公司
香港
皇后大道中29號
華人行18至19樓

核數師

羅兵咸永道會計師事務所
執業會計師
香港
中環
太子大廈22樓

股份代號

8077

公司網站

www.kvblastco.com

MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論及分析

The board of Directors (the “Board”) of the Company is pleased to present the unaudited consolidated results of the Group for the nine months ended 30 September 2015, together with the unaudited comparative figures for the corresponding period in 2014.

BUSINESS REVIEW

As compared to the figures in the third quarter of 2014, the highlights in the third quarter of 2015 include, the number of new client registration increased by more than five times, clients’ net deposit increased by more than three times and the trading volume increased by more than three times. Driven by the increase in business scales, total income of the Group also recorded a strong growth.

The overall volatility increased significantly in the third quarter of 2015 as compared to the same period in 2014. Commodity prices were under pressure due to economy slowdown in China. CNY exchange rate experienced a ‘black swan’ event, dropping by 2% after China’s central bank announcing the CNY exchanged rate reform on 11 August 2015. The global stock markets were also volatile during such period due to uncertainties in the US monetary policy. With our solid and effective risk control and management, we successfully managed to ride on these storms. During the period under review, we have also seen a strong growth in profitability due to the preferred market conditions.

EUR/USD and XAU/USD were the most popular trading pairs during the third quarter of 2015, followed by the GBP/USD, AUD/USD and CHINA300.

The EUR/USD continued to be the most popular traded currency pair. The EUR/USD price was traded in the range between the highest level of 1.1710 and the lowest level of 1.0800 during the third quarter of 2015. The gold price mainly traded within a range of US\$1,170/ounce – US\$1,070/ounce during the period under review, which followed a similar pattern as the third quarter of 2014. AUD/USD price was under pressure, dropping from 0.7700 to 0.6900. Overall, the trading conditions were more favorable compared to those for the same period in 2014, with the momentum having continued throughout the third quarter in 2015.

本公司董事會（「董事會」）欣然提呈本集團截至二零一五年九月三十日止九個月的未經審核綜合業績，連同二零一四年同期的未經審核比較數字。

業務回顧

相比於二零一四年第三季度的數據，二零一五年第三季度的亮點是，新客戶註冊數目增長超逾五倍、客戶的保證金淨額增加超逾三倍及交易量增加超逾三倍。受業務規模擴大拉動，本集團收入總額亦錄得強勁增長。

相較於二零一四年同期，二零一五年第三季度的整體波動加劇。中國經濟增長放緩導致商品價格面臨下行壓力。人民幣匯率遭遇「黑天鵝」事件，中國央行於二零一五年八月十一日宣佈人民幣匯率改革後人民幣匯率下跌2%。由於美國貨幣政策存在不明朗因素，故期內全球股市亦出現波動。憑藉穩健及有效的風險控制及管理，我們成功駕馭該等金融風暴。於回顧期內，我們盈利亦錄得強勁增長，此乃由於有利的市場環境所致。

歐元／美元及黃金／美元均為二零一五年第三季度交易最熱門的組合，緊隨其後為英鎊／美元、澳元／美元及中華300。

歐元／美元繼續為交易最熱門的貨幣組合。於二零一五年第三季度，歐元／美元價格按介乎最高1.1710與最低1.0800的匯率進行交易。於回顧期內，黃金價格按介乎1,170美元／盎司至1,070美元／盎司之間的價格進行交易，延續二零一四年第三季度的類似走勢。澳元／美元價格面臨下行壓力，匯率由0.7700跌至0.6900。總而言之，交易環境較二零一四年同期更為有利，整個二零一五年第三季度期間一直延續良好勢頭。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論及分析

Our clients have chances for Chinese equity market exposure by trading CHINA300 index contract for difference (“CFD”). This product was so successful that the trading volume has continued to grow significantly. In the third quarter of this year, we launched three new index-CFD products, which provided more investment opportunities to our valued clients in the global financial markets.

我們的客戶可透過買賣中華300指數差價合約（「差價合約」），涉足中國股票市場。該項產品很成功，成交量持續大幅增長。於本年度第三季度，我們推出三項新的指數差價合約產品，該等差價合約產品向我們尊貴的客戶提供了更多投資全球金融市場的機會。

FINANCIAL PERFORMANCE

The Group recorded total income of approximately HK\$312.0 million for the nine months ended 30 September 2015, representing an increase of approximately 165% from approximately HK\$117.6 million for the corresponding period of the previous year. The Group recorded a profit of approximately HK\$74.5 million for the nine months ended 30 September 2015 as compared to the profit of approximately HK\$14.2 million for the corresponding period in last year. The increase in both total income and profit was mainly attributed to the higher volatility and higher trading volume in the foreign exchange and commodity markets during the nine months ended 30 September 2015 as compared to those during the nine months ended 30 September 2014.

Total expenses for the nine months ended 30 September 2015 amounted to approximately HK\$200.6 million, increased by around 106% as compared to those in the same period in 2014. Such increase was mainly due to the increase in fee and commission expenses, staff costs and administrative and other operating costs as a result of increased commission rebate to services providers, increased staff entitlement and share option expenses, marketing expenses and customer promotion expenses.

財務業績

截至二零一五年九月三十日止九個月，本集團錄得總收入約312,000,000港元，比去年同期的約117,600,000港元增加約165%。截至二零一五年九月三十日止九個月，本集團錄得溢利約為74,500,000港元，而去年同期則錄得溢利約14,200,000港元。總收入及溢利增加的主要原因為與截至二零一四年九月三十日止九個月相比較，截至二零一五年九月三十日止九個月的外匯及商品市場的波動性增加及成交量增加。

截至二零一五年九月三十日止九個月之總開支約為200,600,000港元，較二零一四年同期增加約106%，增加主要由於向服務供應商支付的佣金回扣增加、員工福利及購股權開支、市場推廣開支增加及客戶推廣開支增加導致費用及佣金開支、員工成本和行政及其他經營開支增加。

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

簡明綜合全面收益表

For the nine months ended 30 September 2015
截至二零一五年九月三十日止九個月

		Note 附註	Unaudited 未經審核		Unaudited 未經審核	
			Three months ended 30 September 截至九月三十日止三個月	2014 二零一四年	Nine months ended 30 September 截至九月三十日止九個月	2014 二零一四年
			2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Leveraged foreign exchange and other trading income	槓桿式外匯及其他交易收入		133,862	41,305	256,274	84,054
Cash dealing income	現金交易收入		4,481	4,883	9,833	11,701
Other income	其他收入	3	18,944	14,357	45,855	21,820
Total income	收入總額		157,287	60,545	311,962	117,575
Fees and commission expenses	費用及佣金開支		36,624	14,734	82,330	39,542
Staff costs	員工成本	4	33,429	8,336	64,528	26,553
Depreciation and amortization	折舊及攤銷		1,274	756	3,976	2,066
Lease payments under land and buildings	土地及樓宇的租賃付款		2,227	1,740	6,216	4,809
Administrative and other operating expenses	行政及其他經營開支	5	22,644	7,882	43,576	24,580
Total expenses	開支總額		96,198	33,448	200,626	97,550
Operating profit	經營溢利		61,089	27,097	111,336	20,025
Finance cost	融資成本		(1,443)	(6)	(1,689)	(10)
Profit before tax	除稅前溢利		59,646	27,091	109,647	20,015
Income tax expense	所得稅開支	6	(20,408)	(7,002)	(35,190)	(5,775)
Profit for the period	期內溢利		39,238	20,089	74,457	14,240

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

簡明綜合全面收益表

For the nine months ended 30 September 2015
截至二零一五年九月三十日止九個月

		Note 附註	Unaudited 未經審核		Unaudited 未經審核	
			Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
			2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Other comprehensive income	其他全面收益					
<i>Items that may be reclassified to profit or loss</i>	<i>可能分類至損益之項目</i>					
Currency translation difference	貨幣匯兌差額		(10,896)	(9,931)	(23,085)	(4,489)
Other comprehensive income for the period, net of tax	期內其他全面收益 (扣除稅項)		(10,896)	(9,931)	(23,085)	(4,489)
Total comprehensive income for the period	期內全面收益總額		28,342	10,158	51,372	9,751
Earnings per share for profit attributable to the equity holders of the Company for the period	期內本公司股權持有人應佔溢利之每股盈利					
– Basic (HK cents per share)	– 基本 (每股港仙)	8	1.93	1.00	3.69	0.71
– Diluted (HK cents per share)	– 攤薄 (每股港仙)	8	1.92	1.00	3.65	0.71
Dividends	股息	7	–	13,500	12,492	13,500

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the nine months ended 30 September 2015
截至二零一五年九月三十日止九個月

		Unaudited 未經審核						
		Share capital	Share premium	Capital reserve (Note) 資本儲備 (附註)	Share option reserve 購股權儲備	Currency translation reserve 貨幣匯兌 儲備	Retained earnings 保留盈利	Total equity 權益總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2015	於二零一五年一月一日	20,000	166,928	171,892	4,339	(413)	29,977	392,723
Comprehensive income	全面收益							
Profit for the period	期內溢利	-	-	-	-	-	74,457	74,457
Other comprehensive income for the period	期內其他全面收益	-	-	-	-	(23,085)	-	(23,085)
		20,000	166,928	171,892	4,339	(23,498)	104,434	444,095
Share option scheme	購股權計劃	-	-	-	9,428	-	-	9,428
Issue of new ordinary shares upon exercise of share option	行使購股權時發行之新普通股	330	13,348	-	(4,052)	-	4,052	13,678
Release of share option reserves upon cancellation of share option scheme	註銷購股權計劃時解除購股權儲備	-	-	-	(638)	-	638	-
Dividends paid (Note 7)	已付股息 (附註7)	-	-	-	-	-	(34,221)	(34,221)
Balance at 30 September 2015	於二零一五年九月三十日之結餘	20,330	180,276	171,892	9,077	(23,498)	74,903	432,980

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the nine months ended 30 September 2015
截至二零一五年九月三十日止九個月

		Unaudited 未經審核						
		Share capital	Share premium	Capital reserve (Note) 資本儲備	Share option reserve 購股權儲備	Currency translation reserve 貨幣匯兌 儲備	Retained earnings 保留盈利	Total equity 權益總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2014	於二零一四年一月一日	20,000	166,928	171,892	-	4,883	18,396	382,099
Comprehensive income	全面收益							
Profit for the period	期內溢利	-	-	-	-	-	14,240	14,240
Other comprehensive income for the period	期內其他全面收益	-	-	-	-	(4,489)	-	(4,489)
		20,000	166,928	171,892	-	394	32,636	391,850
Share option scheme	購股權計劃	-	-	-	3,347	-	-	3,347
Dividends paid	已付股息	-	-	-	-	-	(10,000)	(10,000)
Balance at 30 September 2014	於二零一四年九月三十日之結餘	20,000	166,928	171,892	3,347	394	22,636	385,197

Note: The balance represents the difference between the book value of the net assets of KVB Kunlun New Zealand Limited, KVB Kunlun Pty Ltd and KVB Kunlun International (HK) Limited over the par value of the shares issued by LXL Capital II Limited, LXL Capital III Limited and LXL Capital IV Limited in exchange for these subsidiaries under the reorganisation of the Group in 2012.

附註：該結餘指KVB Kunlun New Zealand Limited、KVB Kunlun Pty Ltd及昆侖國際(香港)有限公司資產淨值的賬面值與LXL Capital II Limited、LXL Capital III Limited及LXL Capital IV Limited根據二零一二年本集團重組為交換該等附屬公司所發行的股份面值之間的差額。

NOTES TO THE FINANCIAL INFORMATION 財務資料附註

1 CORPORATE INFORMATION

1.1 General information

The Company was incorporated in the Cayman Islands on 9 November 2010 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The Company's shares have been listed on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 3 July 2013.

The Company is an investment holding company and its subsidiaries are principally engaged in leveraged foreign exchange and other trading, cash dealing business, and other services.

The financial information is presented in Hong Kong dollars ("HK\$"), unless otherwise stated. This financial information has not been audited.

1 公司資料

1.1 一般資料

本公司於二零一零年十一月九日根據開曼群島公司法第22章（經綜合及修訂的一九六一年第三號法例）於開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處地址為 Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。

本公司股份於二零一三年七月三日在香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）上市。

本公司為一間投資控股公司，其附屬公司主要從事槓桿式外匯交易及其他交易、現金交易業務及其他服務。

除非另有說明，財務資料乃以港元（「港元」）呈列。本財務資料未經審核。

NOTES TO THE FINANCIAL INFORMATION

財務資料附註

1 CORPORATE INFORMATION (continued)

1.2 Key Events

- (a) On 29 January 2015, the then controlling shareholder of the Company and CITIC Securities Company Limited (“CITIC Securities”), a company incorporated in the People’s Republic of China, entered into a share purchase agreement (the “Share Purchase Agreement”) pursuant to which CITIC Securities has agreed to acquire 1,200,000,000 shares of the Company (the “Sale Shares”) from the controlling shareholder (the “Transaction”). In accordance with the Share Purchase Agreement, CITIC Securities has nominated CITIC Securities Overseas Investment Company Limited, a wholly-owned subsidiary of CITIC Securities which is incorporated in Hong Kong to purchase the full legal and beneficial ownership of the Sale Shares. Subsequent to the completion of the Transaction on 29 May 2015, CITIC Securities Overseas Investment Company Limited holds 1,200,000,000 shares of the Company, representing approximately 59.37% of the total issued share capital of the Company as at the completion date and becomes an immediate holding company of the Company.
- (b) Immediately following the completion of the Transaction, CITIC Securities had made an unconditional mandatory general cash offer to acquire all the issued shares of the Company and to cancel all the outstanding options under the Share Option Scheme granted by the Company in 2014.

1 公司資料 (續)

1.2 主要事件

- (a) 於二零一五年一月二十九日，本公司當時的控股股東與中信證券股份有限公司（「中信證券」，一間於中華人民共和國註冊成立的公司）訂立股份購買協議（「股份購買協議」），據此，中信證券同意向控股股東收購1,200,000,000股本公司股份（「銷售股份」）（「交易」）。根據股份購買協議，中信證券提名中信證券海外投資有限公司（中信證券的全資附屬公司，於香港註冊成立），購買銷售股份的全部法定及實益擁有權。於二零一五年五月二十九日交易完成後，中信證券海外投資有限公司持有1,200,000,000股本公司股份，佔本公司於完成日期的已發行股本總數約59.37%，並成為本公司的直接控股公司。
- (b) 緊隨交易完成後，中信證券作出無條件強制性全面現金要約，以收購本公司的全部已發行股份並註銷本公司於二零一四年根據購股權計劃授出的所有尚未行使的購股權。

NOTES TO THE FINANCIAL INFORMATION 財務資料附註

1 CORPORATE INFORMATION (continued)

1.2 Key Events (continued)

- (c) On 19 August 2015, the Company granted 40,000,000 share options to 95 individuals (“Grantees”) for their subscription of new ordinary shares of HK\$0.01 each in the share capital of the Company.

These share options are exercisable at HK\$0.95 per share, with varying vesting period and validity from the date of grant. 35 out of 95 of the Grantees were granted share options which are exercisable for a period of three years commencing on the date of grant to 18 August 2018. 12 out of 95 of the Grantees were granted share options which are exercisable for a period of three years commencing on the date falling on the first anniversary of the date of grant to 18 August 2019, with a vesting period of one year from the date of grant. The remaining 48 Grantees were granted options which are exercisable for a period of two years commencing on the date falling on the second anniversary of the date of grant to 18 August 2019, with a vesting period of two years from the date of grant. Among the 40,000,000 share options granted, 12,200,000 share options were granted to the directors and chief executives of the Company.

1 公司資料 (續)

1.2 主要事件 (續)

- (c) 於二零一五年八月十九日，本公司向九十五名個人（「承授人」）授出40,000,000份購股權，以供彼等認購本公司股本中每股面值0.01港元之新普通股。

該等購股權之行使價為每股0.95港元，於授出日期起計的歸屬期及有效期有別。九十五名承授人中的三十五人獲授予可於授出日期起計至二零一八年八月十八日為止三年內行使之購股權。九十五名承授人中的十二人獲授予可於授出日期一周年起計至二零一九年八月十八日為止三年內行使之購股權。所有該等購股權之歸屬期為自授出日期起計一年。餘下四十八名承授人獲授予可於授出日期兩周年起計至二零一九年八月十八日為止兩年內行使之購股權，所有該等購股權之歸屬期為自授出日期起計兩年。於授出之40,000,000份購股權當中，12,200,000份購股權授予本公司董事及主要行政人員。

NOTES TO THE FINANCIAL INFORMATION

財務資料附註

2 BASIS OF PREPARATION

The financial information for the nine months ended 30 September 2015 has been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules. The financial information should be read in conjunction with the Company’s 2014 annual report, which has been prepared in accordance with HKFRS issued by HKICPA.

The accounting policies applied are consistent with those of adopted for the preparation of the Company’s 2014 annual report.

Taxes on income in the reporting periods are accrued using the tax rate that would be applicable to expected total annual profit or loss.

There are no other amended standards or interpretations that are effective for the first time for this nine months period that could be expected to have a material impact on this Group.

2 編製基準

截至二零一五年九月三十日止九個月的財務資料乃根據香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）（包括所有香港財務報告準則、香港會計準則及詮釋）及創業板上市規則第18章的適用披露規定而編製。財務資料應與本公司二零一四年年報（根據香港會計師公會頒佈的香港財務報告準則編製）一併閱讀。

所採用的會計政策與編製本公司二零一四年年報所採用者一致。

報告期間的所得稅乃採用預計全年損益總額適用的稅率計算。

概無於本九個月期間首次生效且預期會對本集團產生重大影響的其他經修訂準則或詮釋。

NOTES TO THE FINANCIAL INFORMATION

財務資料附註

3 OTHER INCOME

		Unaudited 未經審核		Unaudited 未經審核	
		Three months ended 30 September		Nine months ended 30 September	
		截至九月三十日止三個月		截至九月三十日止九個月	
		2015	2014	2015	2014
		二零一五年	二零一四年	二零一五年	二零一四年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Provision of management services	提供管理服務	275	566	955	1,647
Fees and commission income	費用及佣金收入	13,833	5,527	31,640	15,794
Interest income	利息收入	270	429	1,097	1,329
Exchange gain, net	匯兌收益，淨額	3,416	7,800	10,824	2,796
Others	其他	1,150	35	1,339	254
		18,944	14,357	45,855	21,820

4 STAFF COSTS

		Unaudited 未經審核		Unaudited 未經審核	
		Three months ended 30 September		Nine months ended 30 September	
		截至九月三十日止三個月		截至九月三十日止九個月	
		2015	2014	2015	2014
		二零一五年	二零一四年	二零一五年	二零一四年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Salaries and allowances	工資及津貼	24,023	7,034	54,174	22,588
Pension scheme contributions	退休金計劃供款	329	226	926	618
Share option expenses	購股權開支	9,077	1,076	9,428	3,347
		33,429	8,336	64,528	26,553

NOTES TO THE FINANCIAL INFORMATION

財務資料附註

5 ADMINISTRATIVE AND OTHER OPERATING EXPENSES 5 行政及其他經營開支

		Unaudited 未經審核 Three months ended 30 September 截至九月三十日止三個月		Unaudited 未經審核 Nine months ended 30 September 截至九月三十日止九個月	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Management fees paid to the then immediate holding company	支付予當時直接控股公司的管理費	215	199	727	598
Management fees paid to the then fellow subsidiaries	支付予當時同系附屬公司的管理費	-	75	-	224
Other office occupation expenses	其他寫字樓租用開支	519	417	1,489	1,216
Auditor's remuneration	核數師酬金	733	755	2,211	1,971
Information services expenses	資訊服務開支	1,156	822	2,992	2,181
Professional and consultancy fee	專業及諮詢費	2,986	2,484	4,259	5,664
Repair and maintenance (including system maintenance)	維修及維護(包括系統維護)	2,159	201	7,997	549
Marketing, advertising and promotion expenses	市場推廣、廣告及宣傳開支	10,085	755	13,978	5,783
Travelling expenses	差旅費	505	737	1,890	2,195
Entertainment expenses	交際應酬費	622	278	1,672	820
Others	其他	3,664	1,159	6,361	3,379
		22,644	7,882	43,576	24,580

NOTES TO THE FINANCIAL INFORMATION 財務資料附註

6 INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profit in Hong Kong for each of the respective periods. Taxation on overseas profits has been calculated on the estimated assessable profit for the respective periods at the rates of taxation prevailing in the countries in which the Group operates. The income tax expenses of the Group are charged at a tax rate of 28% in New Zealand and 30% in Australia respectively in accordance with the local tax authorities.

6 所得稅開支

香港利得稅乃按各期間香港的估計應課稅溢利以16.5%的稅率計提撥備。海外溢利的稅項已按各期間估計應課稅溢利以本集團經營所在國家通行的稅率計算。根據當地稅務機關規定，本集團於紐西蘭及澳洲的所得稅開支分別按28%及30%的稅率計算。

		Unaudited 未經審核		Unaudited 未經審核	
		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Current tax:	即期稅項：				
Charge for the period	期內支出	20,233	4,805	34,815	5,858
Others	其他	175	–	375	–
Deferred tax:	遞延稅項：				
Charge/(credit) for the period	期內支出／(計入)	–	2,197	–	(83)
Income tax expense	所得稅開支	20,408	7,002	35,190	5,775

NOTES TO THE FINANCIAL INFORMATION

財務資料附註

7 DIVIDENDS

On 10 November 2014, the Board approved the payment of a third quarterly dividend of 2014 of HK0.675 cents per ordinary share, amounting to a total dividend of approximately HK\$13,500,000.

A final dividend in respect of the year ended 31 December 2014 of HK1.075 cents per ordinary share amounting to a total dividend of approximately HK\$21,729,000 was recommended by the Directors at the meeting of the Board held on 31 March 2015. The final dividend was approved by the Company's shareholders at its annual general meeting held on 6 May 2015 and was paid to the then shareholders of the Company on 21 May 2015.

On 6 May 2015, the Board has approved the payment of first quarterly dividend of 2015 of HK0.618 cent per ordinary share. A total of approximately HK\$12,492,000 was paid to then shareholders on 1 June 2015.

7 股息

於二零一四年十一月十日，董事會批准派付二零一四年第三季度每股股息普通股每股0.675港仙（該股息總額約為13,500,000港元）。

董事於二零一五年三月三十一日召開的董事會會議上建議派付截至二零一四年十二月三十一日止年度的末期股息每股普通股1.075港仙（該股息總額約為21,729,000港元）。末期股息已在本公司於二零一五年五月六日召開的股東週年大會上獲得股東批准，並已於二零一五年五月二十一日支付予本公司當時的股東。

於二零一五年五月六日，董事會批准派付二零一五年第一季度股息每股普通股0.618港仙。總數約12,492,000港元已於二零一五年六月一日支付予當時的股東。

NOTES TO THE FINANCIAL INFORMATION

財務資料附註

8 EARNINGS PER SHARE

(a) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the respective periods.

8 每股盈利

(a) 每股基本盈利

每股基本盈利按本公司股權持有人應佔溢利除以於相關期間已發行普通股的加權平均數計算。

		Unaudited 未經審核 Three months ended 30 September 截至九月三十日止三個月		Unaudited 未經審核 Nine months ended 30 September 截至九月三十日止九個月	
		2015 二零一五年	2014 二零一四年	2015 二零一五年	2014 二零一四年
Profit attributable to equity holders of the Company (HK\$'000)	本公司股權持有人應佔溢利(千港元)	39,238	20,089	74,457	14,240
Weighted average number of ordinary shares in issue	已發行普通股的加權平均數	2,033,040,000	2,000,000,000	2,018,763,956	2,000,000,000
Basic earnings per share (HK cents)	每股基本盈利(港仙)	1.93	1.00	3.69	0.71

NOTES TO THE FINANCIAL INFORMATION

財務資料附註

8 EARNINGS PER SHARE (continued)

(b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit for the period attributable to equity holders of the Company. The weighted average number of ordinary share used in the calculation is the number of ordinary shares in issue during the period and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares under the share option scheme into ordinary shares.

8 每股盈利 (續)

(b) 每股攤薄盈利

每股攤薄盈利乃根據期內本公司股權持有人應佔溢利計算。用作計算普通股加權平均數為期內之已發行普通股數目，加上假設對根據購股權計劃被視為行使或轉換所有具攤薄影響的潛在普通股為普通股而不收代價發行的普通股加權平均數。

		Unaudited 未經審核 Three months ended 30 September 截至九月三十日止三個月		Unaudited 未經審核 Nine months ended 30 September 截至九月三十日止九個月	
		2015 二零一五年	2014 二零一四年 (Note) (附註)	2015 二零一五年	2014 二零一四年 (Note) (附註)
Profit attributable to equity holders of the Company (HK\$'000)	本公司股權持有人應佔溢利 (千港元)	39,238	20,089	74,457	14,240
Weighted average number of ordinary shares in issue	已發行普通股的加權平均數	2,033,040,000	2,000,000,000	2,018,763,956	2,000,000,000
Adjustments for share options	購股權調整	10,151,209	-	23,959,700	-
Weighted average number of shares for the purpose of calculating diluted earnings per share	計算每股攤薄盈利的股份加權平均數	2,043,191,209	2,000,000,000	2,042,723,656	2,000,000,000
Diluted earnings per share (HK cents)	每股攤薄盈利 (港仙)	1.92	1.00	3.65	0.71

Note:

Diluted earnings per share for the nine-month period and three-month period ended 30 September 2014 was the same as the basic earnings per share as the outstanding share options are anti-dilutive and had no dilutive effect.

附註：

由於尚未行使的購股權具反攤薄作用及並無攤薄作用，故於截至二零一四年九月三十日止九個月期間及三個月期間的每股攤薄盈利與每股基本盈利相同。

9 APPROVAL OF FINANCIAL INFORMATION

The financial information for the nine months ended 30 September 2015 was approved and authorised for issue by the Board on 6 November 2015.

9 批准財務資料

截至二零一五年九月三十日止九個月的財務資料已於二零一五年十一月六日經董事會批准及授權刊發。

OTHER INFORMATION 其他資料

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

As at 30 September 2015, save as disclosed below, none of the Directors nor the chief executives of the Company or their associates had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") which were (i) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange:

董事及主要行政人員於本公司股份、相關股份及債券之權益及淡倉

於二零一五年九月三十日，除下文所披露者外，概無董事或本公司主要行政人員或其聯繫人士於本公司或任何其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有任何(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例有關條文彼等被當作或視作擁有的權益及淡倉）；或(ii)須載入本公司根據證券及期貨條例第352條所存置的登記冊中的權益或淡倉；或(iii)根據創業板上市規則第5.46條至第5.67條須知會本公司及聯交所的權益或淡倉：

Name of director/ chief executive	Capacity	Number of Shares/ Underlying Shares held		Total	Approximate % of issued share capital 佔已發行股本 概約百分比
		Shares 股份	Options 購股權 (Note 1) (附註1)		
董事／主要行政人員姓名	身份	所持股份／相關股份數目		合計	
Liu Stefan 劉欣諾	Beneficial owner 實益擁有人	9,520,000	8,300,000	17,820,000	0.88
Ng Chee Hung Frederick 吳棋鴻	Beneficial owner 實益擁有人	2,100,000	2,000,000	4,100,000	0.20
Li Zhi Da (Note 2) 李志達 (附註2)	Interest in controlled corporation 於受控制法團的權益	300,000,000	–	300,000,000	14.76
Stephen Gregory McCoy	Beneficial owner 實益擁有人	600,000	1,000,000	1,600,000	0.08
Zhao Guixin 趙桂馨	Beneficial owner 實益擁有人	200,000	300,000	500,000	0.02

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Name of director/ chief executive	Capacity	Number of Shares/ Underlying Shares held		Total	Approximate % of issued share capital 估已發行股本 概約百分比
		Shares 股份	Options 購股權 (Note 1) (附註1)		
董事／主要行政人員姓名	身份	所持股份／相關股份數目		合計	
Cornelis Jacobus Keyser	Beneficial owner 實益擁有人	–	300,000	300,000	0.01
Lin Wenhui 林文輝	Beneficial owner 實益擁有人	200,000	300,000	500,000	0.02

Note 1: These share options were granted by the Company on 19 August 2015 under the share option scheme adopted on 3 June 2013.

附註1：該等購股權乃本公司於二零一五年八月十九日根據於二零一三年六月三日所採納的購股權計劃授出。

Note 2: Mr Li is interested in 300,000,000 shares through his holdings in KVB Kunlun Holdings Limited ("KVB Holdings"). As Mr. Li is entitled to control over one-third of the voting power at general meetings of KVB Holdings, he is deemed under the SFO to be interested in these 300,000,000 shares held by KVB Holdings.

附註2：李先生透過其於KVB Kunlun Holdings Limited (「KVB Holdings」) 的股權於300,000,000股股份中擁有權益。李先生有權控制KVB Holdings 股東大會上超過三分之一的投票權，根據證券及期貨條例，彼被視為於KVB Holdings持有的300,000,000股股份中擁有權益。

OTHER INFORMATION 其他資料

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 30 September 2015, so far as was known to the Directors and chief executives of the Company, the following persons had, or were deemed or taken to have, an interest or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register to be kept by the Company under section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange:

主要股東之權益及淡倉

據本公司董事及主要行政人員所知，於二零一五年九月三十日，以下人士於本公司的股份及相關股份中擁有或被視作或當作擁有須按照證券及期貨條例第XV部第2及3分部條文向本公司披露或記錄於本公司根據證券及期貨條例第336條所備存的登記冊或以其他方式知會本公司及聯交所的權益或淡倉：

Name of shareholder	Capacity	Number of Shares/ options/other derivative interest 股份/ 購股權/其他 衍生權益數目	Approximate % of issued share capital
股東名稱	身份		佔已發行股本 概約百分比
CITIC Securities Overseas Investment Company Limited 中信証券海外投資有限公司	Beneficial owner 實益擁有人	1,200,310,001	59.04
CITIC Securities Company Limited ("CITIC Securities") 中信証券股份有限公司(「中信証券」)	Interested in controlled corporation (Note 1) 於受控制法團之權益(附註1)	1,200,310,001	59.04
	Other (Note 2) 其他(附註2)	300,000,000	14.76
KVB Holdings (Note 3) KVB Holdings (附註3)	Beneficial owner 實益擁有人	300,000,000	14.76
Mr. Li Zhi Da (Note 3) 李志達先生(附註3)	Interested in controlled corporation 於受控制法團之權益	300,000,000	14.76

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Name of shareholder	Capacity	Number of Shares/ options/other derivative interest 股份／ 購股權／其他 衍生權益數目	Approximate % of issued share capital
股東名稱	身份		佔已發行股本 概約百分比
Calypso International Investment Co., Limited (Note 4)	Beneficial owner	106,525,000	5.24
Calypso International Investment Co., Limited (附註4)	實益擁有人		
HNA Group International Company Limited (Note 4)	Interest in controlled corporation	106,525,000	5.24
海航集團(國際)有限公司(附註4)	於受控制法團之權益		
HNA Group Co., Ltd. (Note 4) 海航集團有限公司(附註4)	Interest in controlled corporation	106,525,000	5.24
	於受控制法團之權益		
Yangpu Jianyun Investment Co., Ltd. (Note 4) 洋浦建運投資有限公司(附註4)	Interest in controlled corporation	106,525,000	5.24
	於受控制法團之權益		
Hainan Traffic Administration Holding Co., Ltd. (Note 4)	Interest in controlled corporation	106,525,000	5.24
海南交管控股有限公司(附註4)	於受控制法團之權益		
Shengtang Development (Yangpu) Co. Ltd. (Note 4)	Interest in controlled corporation	106,525,000	5.24
盛唐發展(洋浦)有限公司(附註4)	於受控制法團之權益		
Hainan Province Cihang Foundation (Note 4) 海南省慈航公益基金會(附註4)	Interest in controlled corporation	106,525,000	5.24
	於受控制法團之權益		

OTHER INFORMATION 其他資料

Notes:

1. CITIC Securities Overseas Investment Company Limited is a wholly-owned subsidiary of CITIC Securities. By virtue of the SFO, CITIC Securities is deemed to be interested in 1,200,310,001 shares of the Company.
2. On 29 January 2015, KVB Holdings and CITIC Securities entered into a share purchase agreement, pursuant to which, KVB Holdings conferred to CITIC Securities a right of first refusal on 300,000,000 shares of the Company. CITIC Securities is thus deemed to be interested in 300,000,000 shares of the Company under the SFO.
3. Mr. Li Zhi Da, a non-executive Director of the Company, was entitled to control over one-third of the voting power at general meetings of KVB Holdings.
4. As confirmed by Calypso International Investment Co., Limited, as at 30 September 2015, Calypso International Investment Co., Limited was a wholly owned subsidiary of HNA Group (International) Company Limited (海航集團(國際)有限公司) (formerly known as HNA Group International Headquarter (Hong Kong) Co., Limited (海航集團國際總部(香港)有限公司)), which was in turn owned as to 91.09% by HNA Group Co., Ltd. (海航集團有限公司). HNA Group Co., Ltd. was held as to 30% by Yangpu Jianyun Investment Co., Ltd. (洋浦建運投資有限公司) and 70% by Hainan Traffic Administration Holding Co., Ltd. (海南交管控股有限公司). Hainan Traffic Administration Holding Co., Ltd. was in turn held as to 50% by Shengtang Development (Yangpu) Co., Ltd. (盛唐發展(洋浦)有限公司). Shengtang Development (Yangpu) Co., Ltd. was held as to 65% by Hainan Province Cihang Foundation (海南省慈航公益基金會).

Save as disclosed above, as at 30 September 2015, the Company had not been notified or is it aware of any other persons who had an interest or a short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

附註：

1. 中信證券海外投資有限公司為中信證券之全資附屬公司。根據證券及期貨條例，中信證券被視為於1,200,310,001股本公司股份中擁有權益。
2. 於二零一五年一月二十九日，KVB Holdings與中信證券訂立股份購買協議，據此，KVB Holdings賦予中信證券有關300,000,000股本公司股份的優先購買權。因此，根據證券及期貨條例，中信證券被視為於300,000,000股本公司股份中擁有權益。
3. 本公司非執行董事李志達先生有權控制KVB Holdings股東大會上超過三分之一的投票權。
4. 經Calypso International Investment Co., Limited確認，於二零一五年九月三十日，Calypso International Investment Co., Limited為海航集團(國際)有限公司(前稱海航集團國際總部(香港)有限公司)之全資附屬公司，而海航集團(國際)有限公司由海航集團有限公司擁有91.09%權益。海航集團有限公司由洋浦建運投資有限公司及海南交管控股有限公司分別持有30%及70%權益，而海南交管控股有限公司由盛唐發展(洋浦)有限公司持有50%權益。盛唐發展(洋浦)有限公司由海南省慈航公益基金會持有65%權益。

除上文所披露者外，於二零一五年九月三十日，本公司並無獲悉或知悉任何其他人士於本公司股份或相關股份擁有須記錄於本公司根據證券及期貨條例第336條所備存的登記冊的權益或淡倉。

OTHER INFORMATION 其他資料

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

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

INTERESTS OF THE COMPLIANCE ADVISER AND ITS DIRECTORS, EMPLOYEES AND ASSOCIATES

As confirmed by Quam Capital Limited, the compliance adviser of the Company, none of Quam Capital Limited or its directors, employees and associates is materially interested in any contract or arrangement during the period under review, which is significant in relation to the business of the Group.

DIRECTORS' COMPETING INTERESTS

During the period under review, none of the Directors or their respective associates (as defined under the GEM Listing Rules) had any business or interest in a business which competes or may compete with the business of the Group.

AUDIT COMMITTEE

The Company has established an audit committee (the "Audit Committee") on 18 December 2012 with written terms of reference in compliance with the requirements as set out in Rule 5.28 of the GEM Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of the Company, nominate and monitor external auditors and provide advice and comments to the Directors.

The Audit Committee comprises three independent non-executive Directors, namely Mr. Lin Wenhui, Ms. Zhao Guixin and Mr. Cornelis Jacobus Keyser. Mr. Lin Wenhui is the chairman of the Audit Committee.

The Audit Committee has reviewed the unaudited condensed consolidated results of the Group during the period under review and has provided advice and comments thereon.

購買、出售或贖回本公司之上市證券

於回顧期內，本公司及其任何附屬公司並無購買、出售或贖回本公司之任何上市證券。

合規顧問及其董事、僱員及聯繫人士之權益

經本公司合規顧問華富嘉洛企業融資有限公司確認，華富嘉洛企業融資有限公司及其董事、僱員及聯繫人士概無在回顧期內於仍然有效且對本集團業務而言有重大影響的任何合約或安排中擁有重大權益。

董事的競爭權益

於回顧期內，概無董事或彼等各自之聯繫人士（定義見創業板上市規則）擁有與本集團之業務構成競爭或可能構成競爭之任何業務或業務權益。

審核委員會

本公司於二零一二年十二月十八日成立審核委員會（「審核委員會」），其書面職權範圍符合創業板上市規則第5.28條所載規定。審核委員會之主要職責為審閱及監察本公司之財務申報程序及內部監控制度、提名及監察外聘核數師以及向董事提供建議及意見。

審核委員會由三名獨立非執行董事組成，包括林文輝先生、趙桂馨女士及Cornelis Jacobus Keyser先生。林文輝先生為審核委員會主席。

審核委員會已審閱本集團於回顧期間之未經審核簡明綜合業績並就此提供建議及意見。

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QUARTERLY DIVIDEND

The Board does not recommend the payment of any dividend for the period under review (2014: HK0.675 cents).

By order of the Board

KVB Kunlun Financial Group Limited

Liu Stefan

Executive Director

Hong Kong, 6 November 2015

季度股息

董事會不建議就回顧期間派發任何股息（二零一四年：0.675港仙）。

承董事會命

昆侖國際金融集團有限公司

執行董事

劉欣諾

香港，二零一五年十一月六日



KVB Kunlun



昆侖國際金融集團有限公司

KVB Kunlun Financial Group Limited

(於開曼群島註冊成立的有限公司)

(Incorporated in the Cayman Islands with limited liability)

香港九龍柯士甸道西1號環球貿易廣場75樓7501及7508室

Suites 7501 & 7508, 75/F, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong

T (852) 3120 8888

F (852) 3120 8800
