



中國融保金融集團有限公司 China Assurance Finance Group Limited

(於開曼群島註冊成立之有限公司)

(Incorporated in the Cayman Islands with limited liability)

股份代號 Stock Code : 8090



2015

THIRD QUARTERLY REPORT 第三季業績報告

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (THE “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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

This report, for which the directors (the “Directors”) of China Assurance Finance Group Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (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

創業板之定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險之公司提供一個上市之市場。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之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新興之性質所然，在創業板買賣之證券可能會較於主板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

本報告之資料乃遵照聯交所創業板證券上市規則（「創業板上市規則」）而刊載，旨在提供有關中國融保金融集團有限公司（「本公司」）之資料。本公司各董事（「董事」）願就本報告之資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確及完備，沒有誤導或欺詐成份，且並無遺漏任何事項，足以令致本報告或其任何陳述產生誤導。

SUMMARY

For the nine months ended 30 September 2015:

- the revenue of the Group was approximately RMB15.42 million, representing an increase of approximately 12.5% as compared with the nine months ended 30 September 2014. The principal reasons for the increase were attributable to, amongst others, the increase in the average contract price of financial guarantee services;
- profit attributable to owners of the Company was approximately RMB3.66 million, which was mainly due to, amongst others, gain on bargaining purchase arising from the acquisition of the capital injection in JDP which took place on 29 May 2015; and
- the Board does not recommend the payment of any dividend for the nine months ended 30 September 2015.

概要

截至二零一五年九月三十日止九個月：

- 本集團之收益約為人民幣15,420,000元，較截至二零一四年九月三十日止九個月增加約12.5%，主要由於（其中包括）融資擔保服務之平均合約價格上升所致；
- 本公司擁有人應佔溢利約人民幣3,660,000元，主要由於（其中包括）於二零一五年五月二十九日以注資北京金點拍之方式進行收購產生廉價購入收益所致；及
- 董事會不建議派發截至二零一五年九月三十日止九個月之任何股息。

THIRD QUARTERLY RESULTS

The board of Directors (the “**Board**”) hereby announces the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the “**Group**”) for the three months and nine months ended 30 September 2015, together with the unaudited comparative figures for the corresponding period in 2014 presented in Renminbi (“**RMB**”) as follows:

第三季業績

董事會（「**董事會**」）謹此公佈本公司及其附屬公司（統稱「**本集團**」）截至二零一五年九月三十日止三個月及九個月之未經審核簡明綜合業績，連同二零一四年同期之未經審核比較數字，以人民幣（「**人民幣**」）為單位呈列如下：

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

未經審核簡明綜合全面收益表

For the three months and nine months ended 30 September 2015

截至二零一五年九月三十日止三個月及九個月

| | | | For the three months Ended 30 September 截至九月三十日止三個月 | | For the nine months Ended 30 September 截至九月三十日止九個月 | |
|--|------------------------------------|-------------|---|-----------------------------------|--|-----------------------------------|
| | | | 2015 二零一五年 RMB'000 人民幣千元 | 2014 二零一四年 RMB'000 人民幣千元 | 2015 二零一五年 RMB'000 人民幣千元 | 2014 二零一四年 RMB'000 人民幣千元 |
| | | Notes 附註 | | | | |
| Revenue | 收益 | 3 | 4,763 | 4,626 | 15,421 | 13,703 |
| Other income | 其他收入 | 3 | 577 | 488 | 1,812 | 1,994 |
| Gain on bargaining purchase | 廉價購入收益 | 3 | — | — | 62,920 | — |
| Administrative and operating expenses | 行政及營運開支 | | (11,611) | (7,350) | (23,125) | (17,651) |
| Equity-settled share-based payment expenses | 以股份為基準付款 (以股本結算)之開支 | 5 | (1,852) | (22,159) | (38,714) | (22,159) |
| Finance cost | 融資成本 | | (5,770) | (1,405) | (12,087) | (3,184) |
| (Loss)/Profit before income tax | 所得稅前(虧損)/溢利 | | (13,893) | (25,800) | 6,227 | (27,297) |
| Income tax expense | 所得稅開支 | 7 | (667) | (507) | (2,317) | (2,049) |
| (Loss)/Profit for the period | 本期間(虧損)/溢利 | | (14,560) | (26,307) | 3,910 | (29,346) |
| Other comprehensive income attributable to the owners of the Company may be classified to profit or loss in subsequent periods | 本公司擁有人應佔 其他全面收益 (可於往後期間列為損益) | | | | | |
| Exchange gain on translation of financial statement of foreign operations | 兌換境外經營業務財務報表 之匯兌收益 | | 1,766 | 52 | 1,631 | (36) |
| Total comprehensive income for the period | 本期間全面收益總額 | | (12,794) | (26,255) | 5,541 | (29,310) |

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (Continued)

未經審核簡明綜合全面收益表 (續)

For the three months and nine months ended 30 September 2015

截至二零一五年九月三十日止三個月及九個月

| | | For the three months Ended 30 September 截至九月三十日止三個月 | | For the nine months Ended 30 September 截至九月三十日止九個月 | |
|--|---------------|---|-----------------------------------|--|-----------------------------------|
| | | 2015 二零一五年 RMB'000 人民幣千元 | 2014 二零一四年 RMB'000 人民幣千元 | 2015 二零一五年 RMB'000 人民幣千元 | 2014 二零一四年 RMB'000 人民幣千元 |
| Notes 附註 | | | | | |
| (Loss)/Profit for the period attributable to: | 應佔本期間(虧損)/溢利: | | | | |
| Owners of the Company | 本公司擁有人 | (14,808) | (26,393) | 3,662 | (29,649) |
| Non-controlling interests | 非控股權益 | 248 | 86 | 248 | 303 |
| | | (14,560) | (26,307) | 3,910 | (29,346) |
| Total comprehensive income attributable to: | 應佔全面收益總額: | | | | |
| Owners of the Company | 本公司擁有人 | (13,042) | (26,341) | 5,293 | (29,613) |
| Non-controlling interests | 非控股權益 | 248 | 86 | 248 | 303 |
| | | (12,794) | (26,255) | 5,541 | (29,310) |
| (Loss)/Earnings per share | 每股(虧損)/盈利 | | | | |
| — Basic (RMB cents) | — 基本(人民幣分) | 9 (0.88) | (1.65) | 0.22 | (1.91) |
| (Loss)/Earnings per share | 每股(虧損)/盈利 | | | | |
| — Diluted (RMB cents) | — 攤薄(人民幣分) | 9 (0.88) | (1.65) | 0.22 | (1.91) |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS:

1. CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 10 March 2011. The registered office of the Company is the office of Codan Trust Company (Cayman) Limited, which is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Company's shares (the "**Shares**") have been listed on GEM of the Stock Exchange since 6 January 2012 (the "**Listing Date**").

The principal activity of the Company is investment holding. In the opinion of the Directors, the ultimate holding company of the Company is Capital Gain Investments Holdings Limited ("**Capital Gain**"), a limited liability company incorporated in the British Virgin Islands.

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The unaudited consolidated results of the Group for the nine months ended 30 September 2015 have been prepared in accordance with the accounting principles generally accepted in Hong Kong and comply with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirements of the GEM Listing Rules.

The accounting policies used in the preparation of these results are consistent with those used in the preparation of the Group's annual financial statements for the year ended 31 December 2014.

綜合財務報表附註：

1. 公司資料

本公司乃二零一一年三月十日於開曼群島註冊成立之獲豁免有限責任公司。本公司之註冊辦事處為Codan Trust Company (Cayman) Limited之辦事處，地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司之股份（「股份」）自二零一二年一月六日（「上市日期」）起於香港聯合交易所創業板上上市。

本公司之主要業務為投資控股。董事認為，本公司之最終控股公司為興富投資控股有限公司（「興富」），一間於英屬處女群島註冊成立之有限公司。

2. 編製基準及主要會計政策

本集團截至二零一五年九月三十日止九個月之未經審核綜合業績乃按香港公認會計原則以及由香港會計師公會頒佈之香港財務報告準則及創業板上規例之適用披露規定編製。

編製該等業績所用之會計政策與編製本集團截止二零一四年十二月三十一日止年度之年度財務報表所用一致。

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

(Continued)

The functional currency of the Company is Hong Kong Dollar (“HK\$”). The consolidated financial statements are presented in RMB, which is the functional currency of the primary economic environment in which the principal subsidiaries of the Group operate. All values are rounded to the nearest thousand (“RMB’000”) unless otherwise stated.

3. REVENUE, OTHER INCOME AND GAIN ON BARGAINING PURCHASE

Revenue from the Group’s principal activities, which is also the Group’s turnover, represents the income from provision of guarantee and advisory services. Revenue, other income and gain on bargaining purchase recognised for the three months and nine months ended 30 September 2015 is as follows:

2. 編製基準及主要會計政策 (續)

本公司之功能貨幣為港元(「港元」)。綜合財務報表以本集團主要附屬公司經營所在主要經濟環境之功能貨幣人民幣呈列。除另有指明外，所有價值取最接近之千元單位(「人民幣千元」)。

3. 收益、其他收入及廉價購入收益

由本集團主要業務所得之收益，亦即本集團之營業額，即指就提供擔保及顧問服務之收入。截至二零一五年九月三十日止三個月及九個月已確認之收益、其他收入及廉價購入收益如下：

| | | For the three months ended 30 September 截至九月三十日止三個月 | | For the nine months ended 30 September 截至九月三十日止九個月 | |
|---------------------------------|--------|--|--|--|--|
| | | 2015 二零一五年 (Unaudited) (未經審核) RMB’000 人民幣千元 | 2014 二零一四年 (Unaudited) (未經審核) RMB’000 人民幣千元 | 2015 二零一五年 (Unaudited) (未經審核) RMB’000 人民幣千元 | 2014 二零一四年 (Unaudited) (未經審核) RMB’000 人民幣千元 |
| Revenue | 收益 | | | | |
| Income from financial guarantee | 融資擔保收入 | 4,526 | 4,626 | 15,176 | 13,703 |
| Service income | 服務收入 | 237 | — | 245 | — |
| | | 4,763 | 4,626 | 15,421 | 13,703 |
| Other income | 其他收入 | | | | |
| Bank interest income | 銀行利息收入 | 577 | 488 | 1,812 | 1,964 |
| Government grants | 政府補助 | — | — | — | 30 |
| | | 577 | 488 | 1,812 | 1,994 |
| Gain on bargaining purchase | 廉價購入收益 | — | — | 62,920 | — |

4. SEGMENT INFORMATION

Operating segments and the amounts of each segment item reported in the consolidated financial statement, are identified on the basis of the internal management reporting information that is provided to and regularly reviewed by the Group's executive Directors in order to allocate resources and assess performance of the segment. No segment information is presented in respect of the Group's operating segment as the Group is principally engaged in one segment in the provision of financial guarantee service, performance guarantee service and advisory services in the People's Republic of China (the "PRC").

5. EQUITY-SETTLED SHARE-BASED PAYMENT

On 20 November 2013, the Company granted an aggregate of 47,000,000 share options at an exercise price of HK\$1.63 per share of the Company to the eligible persons. The closing price of the Company's shares at the date of grant was HK\$1.62 per share. Half of the share options are exercisable from 1 November 2014 to 31 October 2015 and the other half of the share options are exercisable from 1 November 2015 to 31 October 2016. Each of the grantees has paid HK\$1 to the Company on acceptance of the offer of share option. There is a vesting condition on the 47,000,000 share options granted which has been partially fulfilled in 2014. Equity-settled share-based payment of approximately RMB1.50 million and RMB4.45 million has been charged to profit or loss for the three months and nine months ended 30 September 2015 (2014: Nil) in accordance with the Group's accounting policy set out in note 5.13 of the Group's annual financial statements for the year ended 31 December 2014.

4. 分類資料

經營分類及綜合財務報表內各分類項目所申報之金額，乃根據內部管理呈報資料為基礎而確定。執行董事獲提供及定期審閱該些資料以作為分類資源分配及評估分類之表現。由於本集團僅從事一項分類，即於中華人民共和國（「中國」）提供融資擔保服務、履約擔保服務及顧問服務，故本集團並無就經營分類呈列分類資料。

5. 以股份為基準付款（以股本結算）

於二零一三年十一月二十日，本公司向合資格人士授出行使價為每股本公司股份1.63港元之總計47,000,000份購股權。於授出日期，本公司股份之收市價為每股1.62港元。半數購股權可於二零一四年十一月一日至二零一五年十月三十一日期間內行使，另一半購股權則可於二零一五年十一月一日至二零一六年十月三十一日期間內行使。各承授人在接納授予購股權之建議時向本公司支付1港元之代價。授出之47,000,000股購股權設有歸屬條件，其於二零一四年獲部分達成。約人民幣1,500,000元及約人民幣4,450,000元的以股份為基準付款（以股本結算）已計入截至二零一五年九月三十日止三個月及九個月之損益表中（二零一四年：無），以符合載到於本集團截至二零一四年十二月三十一日止年度之年度財務報表附註5.13之會計政策。

5. EQUITY-SETTLED SHARE-BASED PAYMENT (Continued)

On 25 June 2015, the Company granted an aggregate of 82,300,000 share options at an exercise price of HK\$2.582 per share of the Company to the eligible persons. The closing price of the Company's shares at the date of grant was HK\$2.40 per share. Out of 82,300,000 share options, 77,000,000 share options are exercisable from 25 June 2015 to 24 June 2017, 2,650,000 share options are exercisable from 25 June 2016 to 24 June 2017, and 2,650,000 share options are exercisable from 25 June 2017 to 24 June 2018. Each of the grantees has paid HK\$1 to the Company on acceptance of the offer of share option. Equity-settled share-based payment of approximately RMB0.35 million and 34.26 million has been charged to profit or loss for the three months and nine months ended 30 September 2015 (2014: Nil) in accordance with the Group's accounting policy set out in note 5.13 of the Group's annual financial statements for the year ended 31 December 2014.

5. 以股份為基準付款（以股本結算）（續）

於二零一五年六月二十五日，本公司向合資格人士授出共82,300,000股購股權，行使價為本公司股份每股2.582港元。本公司股份於授出日期之收市價為每股2.40港元。82,300,000股購股權當中，77,000,000股購股權可於二零一五年六月二十五日至二零一七年六月二十四日期間行使，2,650,000股購股權可於二零一六年六月二十五日至二零一七年六月二十四日期間行使，及2,650,000股購股權可於二零一七年六月二十五日至二零一八年六月二十四日期間行使。每位承授人須支付1港元予本公司以接受購股權之授出。約人民幣350,000元及人民幣34,260,000元的以股份為基準付款（以股本結算）已計入截至二零一五年九月三十日止三個月及九個月之損益表中（二零一四年：無），以符合載列於本集團截至二零一四年十二月三十一日止年度之年度財務報表附註5.13之會計政策。

6. PROFIT/(LOSS) BEFORE TAX

| | | For the three months ended 30 September 截至九月三十日止三個月 | | For the nine months ended 30 September 截至九月三十日止九個月 | |
|---|---|--|--|--|--|
| | | 2015 二零一五年 (Unaudited) (未經審核) RMB'000 人民幣千元 | 2014 二零一四年 (Unaudited) (未經審核) RMB'000 人民幣千元 | 2015 二零一五年 (Unaudited) (未經審核) RMB'000 人民幣千元 | 2014 二零一四年 (Unaudited) (未經審核) RMB'000 人民幣千元 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 548 | 548 | 1,951 | 1,594 |
| Amortisation for land use rights | 土地使用權攤銷 | 189 | 189 | 566 | 566 |
| Employee benefit expenses (including Directors' remuneration) | 僱員福利開支(包括董事酬金) | | | | |
| Salaries and wages | 薪金及工資 | 2,144 | 1,289 | 4,805 | 3,683 |
| Pension scheme contribution — Defined contribution plans | 退休金計劃供款 — 一定額供款計劃 | 345 | 106 | 673 | 302 |
| Equity-settled share-based payment to employees and Directors | 向僱員及董事以股份為基準付款 (以股本結算)開支 | 1,202 | 18,585 | 22,551 | 18,585 |
| | | 3,691 | 19,980 | 28,029 | 22,570 |
| Equity-settled share-based payment to eligible persons other than employees and Directors | 向僱員及董事以外之合資格人士 以股份為基準付款 (以股本結算)開支 | 650 | 3,574 | 16,163 | 3,574 |
| Operating lease charges in respect of properties | 物業相關之經營租賃費用 | 1,020 | 664 | 2,234 | 1,723 |

7. INCOME TAX

| | | For the three months ended 30 September 截至九月三十日止三個月 | | For the nine months ended 30 September 截至九月三十日止九個月 | |
|-------------------------------|----------------|--|--|--|--|
| | | 2015 二零一五年 (Unaudited) (未經審核) RMB'000 人民幣千元 | 2014 二零一四年 (Unaudited) (未經審核) RMB'000 人民幣千元 | 2015 二零一五年 (Unaudited) (未經審核) RMB'000 人民幣千元 | 2014 二零一四年 (Unaudited) (未經審核) RMB'000 人民幣千元 |
| Current tax – PRC | 即期稅項 — 中國 | | | | |
| Enterprise Income Tax ("EIT") | 企業所得稅(「企業所得稅」) | 667 | 507 | 2,317 | 2,049 |

6. 稅前溢利／(虧損)

| | | For the three months ended 30 September 截至九月三十日止三個月 | | For the nine months ended 30 September 截至九月三十日止九個月 | |
|---|---|--|--|--|--|
| | | 2015 二零一五年 (Unaudited) (未經審核) RMB'000 人民幣千元 | 2014 二零一四年 (Unaudited) (未經審核) RMB'000 人民幣千元 | 2015 二零一五年 (Unaudited) (未經審核) RMB'000 人民幣千元 | 2014 二零一四年 (Unaudited) (未經審核) RMB'000 人民幣千元 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 548 | 548 | 1,951 | 1,594 |
| Amortisation for land use rights | 土地使用權攤銷 | 189 | 189 | 566 | 566 |
| Employee benefit expenses (including Directors' remuneration) | 僱員福利開支(包括董事酬金) | | | | |
| Salaries and wages | 薪金及工資 | 2,144 | 1,289 | 4,805 | 3,683 |
| Pension scheme contribution — Defined contribution plans | 退休金計劃供款 — 一定額供款計劃 | 345 | 106 | 673 | 302 |
| Equity-settled share-based payment to employees and Directors | 向僱員及董事以股份為基準付款 (以股本結算)開支 | 1,202 | 18,585 | 22,551 | 18,585 |
| | | 3,691 | 19,980 | 28,029 | 22,570 |
| Equity-settled share-based payment to eligible persons other than employees and Directors | 向僱員及董事以外之合資格人士 以股份為基準付款 (以股本結算)開支 | 650 | 3,574 | 16,163 | 3,574 |
| Operating lease charges in respect of properties | 物業相關之經營租賃費用 | 1,020 | 664 | 2,234 | 1,723 |

7. 所得稅

| | | For the three months ended 30 September 截至九月三十日止三個月 | | For the nine months ended 30 September 截至九月三十日止九個月 | |
|-------------------------------|----------------|--|--|--|--|
| | | 2015 二零一五年 (Unaudited) (未經審核) RMB'000 人民幣千元 | 2014 二零一四年 (Unaudited) (未經審核) RMB'000 人民幣千元 | 2015 二零一五年 (Unaudited) (未經審核) RMB'000 人民幣千元 | 2014 二零一四年 (Unaudited) (未經審核) RMB'000 人民幣千元 |
| Current tax – PRC | 即期稅項 — 中國 | | | | |
| Enterprise Income Tax ("EIT") | 企業所得稅(「企業所得稅」) | 667 | 507 | 2,317 | 2,049 |

7. INCOME TAX (Continued)

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the nine months ended 30 September 2015 (2014: nil).

EIT arising from the PRC for the nine months ended 30 September 2015 was calculated at 25% of the estimated assessable profits during the period (2014: 25%).

8. DIVIDENDS

The Board does not recommend the payment of any dividend for the nine months ended 30 September 2015. (2014: Nil).

9. (LOSS)/EARNINGS PER SHARES

The calculation of basic (loss)/earnings per Share is based on the (loss)/gain attributable to owners of the Company for the three months ended 30 September 2015 and nine months ended 30 September 2015 of approximately RMB14.81 million and RMB3.66 million respectively (2014: RMB26.4 million and RMB29.6 million), and the weighted average number of 1,673,615,000 and 1,634,496,000 ordinary shares in issue during the three months and nine months ended 30 September 2015 (three months and nine months ended 30 September 2014: 1,593,359,000 and 1,588,286,000).

Diluted (loss)/earnings per Share is same as basic (loss)/earnings per Share for the three months and nine months ended 30 September 2015 as the impact of the potential dilutive ordinary shares outstanding has an anti-dilutive effect on the basic (loss)/earnings per Share presented for the period.

7. 所得稅(續)

本集團須按實體基準就產生或源於本集團成員公司座落及經營所在管轄權區域之溢利繳納所得稅。

因於截至二零一五年九月三十日止九個月內，本集團並無產生源於香港之任何應課稅收入，故並無就香港利得稅撥備(二零一四年：無)。

於截至二零一五年九月三十日止九個月，於中國產生之企業所得稅乃根據年內預計應課稅收入之25%計算(二零一四年：25%)。

8. 股息

董事會不建議派付截至二零一五年九月三十日止九個月之任何股息(二零一四年：無)。

9. 每股(虧損)/盈利

每股基本(虧損)/盈利之計算乃基於本公司擁有人應佔截至二零一五年九月三十日止三個月及截至二零一五年九月三十日止九個月之(虧損)/收益分別約人民幣14,810,000元及人民幣3,660,000元(二零一四年：人民幣26,400,000元及人民幣29,600,000元)，以及截至二零一五年九月三十日止三個月及截至二零一五年九月三十日止九個月之分別已發行1,673,615,000股及1,634,496,000股普通股(截至二零一四年九月三十日止三個月及九個月：1,593,359,000股及1,588,286,000股)之加權平均數。

由於尚未發行之潛在攤薄普通股對期內之每股基本(虧損)/盈利造成反攤薄影響，故截至二零一五年九月三十日止三個月及九個月，攤薄(虧損)/盈利與每股基本(虧損)/盈利一致。

10. RESERVE

10. 儲備

Equity attributable to the owners of the Company

本公司擁有人應佔權益

| | | Share Capital | Share Premium | Exchange Reserve | Share Option Reserve | Retained Profits/ Accumulated (loss) | Total | Non-Controlling Interest | Total Equity |
|--|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|--------------------------------------|-----------------------|--------------------------|-----------------------|
| | | 股本 | 股份溢價 | 匯兌儲備 | 購股權儲備 | 保留溢利/ 累計(虧損) | 合計 | 非控股 權益 | 合計權益 |
| | | (unaudited) (未經審核) | (unaudited) (未經審核) | (unaudited) (未經審核) | (unaudited) (未經審核) | (unaudited) (未經審核) | (unaudited) (未經審核) | (unaudited) (未經審核) | (unaudited) (未經審核) |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| At 1 January 2015 (audited) | 於二零一五年一月一日 (經審核) | 13,084 | 167,560 | 10,675 | 25,336 | (15,503) | 201,152 | 7,416 | 208,568 |
| Equity-settled share-based payment granted | 授出以股份為基準付款 (以股本結算) | - | - | - | 38,714 | - | 38,714 | - | 38,714 |
| Lapse of share options | 購股權失效 | - | - | - | (8,350) | 8,350 | - | - | - |
| Cancel of share options | 購股權註銷 | - | - | - | (7,794) | 7,794 | - | - | - |
| Exercise of share option | 行使購股權 | 21 | 3,140 | - | (683) | - | 2,478 | - | 2,478 |
| Issue of new shares | 發行新股份 | 548 | 92,851 | - | - | - | 93,399 | - | 93,399 |
| Transaction with owners | 與擁有人進行之交易 | 569 | 95,991 | - | 21,887 | 16,144 | 134,591 | - | 134,591 |
| Profit for the period | 本期間溢利 | - | - | - | - | 3,662 | 3,662 | 248 | 3,910 |
| Other comprehensive income for the period | 本期間其他全面收益 | - | - | 1,631 | - | - | 1,631 | - | 1,631 |
| Total comprehensive income for the period | 本期間全面收益總額 | - | - | 1,631 | - | 3,662 | 5,293 | 248 | 5,541 |
| Acquisition of subsidiary | 收購附屬公司 | - | - | - | - | - | - | 49,947 | 49,947 |
| At 30 September 2015 (unaudited) | 於二零一五年九月三十日 (未經審核) | 13,653 | 263,551 | 12,306 | 47,223 | 4,303 | 341,036 | 57,611 | 398,647 |
| At 1 January 2014 (audited) | 於二零一四年一月一日 (經審核) | 12,907 | 153,428 | 10,722 | 10,553 | 15,013 | 202,623 | 7,083 | 209,706 |
| Exercise of share option | 行使購股權 | 30 | 8,504 | - | (1,452) | - | 7,082 | - | 7,082 |
| Equity-settled share-based payment granted | 授出以股份為基準付款 (以股本結算) | - | - | - | 22,159 | - | 22,159 | - | 22,159 |
| Transaction with owners | 與擁有人進行之交易 | 30 | 8,504 | - | 20,707 | - | 29,241 | - | 29,241 |
| (Loss)/Profit for the period | 本期間(虧損)/溢利 | - | - | - | - | (29,649) | (29,649) | 303 | (29,346) |
| Other comprehensive income for the period | 本期間其他全面收益 | - | - | 36 | - | - | 36 | - | 36 |
| Total comprehensive income for the period | 本期間全面收益總額 | - | - | 36 | - | (29,649) | (29,613) | 303 | (29,310) |
| At 30 September 2014 (unaudited) | 於二零一四年九月三十日 (未經審核) | 12,937 | 161,932 | 10,758 | 31,260 | (14,636) | 202,251 | 7,386 | 209,637 |

MANAGEMENT DISCUSSION AND ANALYSIS

The Group is primarily engaged in the business of providing financial guarantee services, performance guarantee services and advisory services in the PRC.

Business Review

Global economy remained sluggish and a possible rate hike in the U.S. both pressured the global stock markets in the third quarter, the PRC stock market was also affected, despite a dramatic raise occurred in the second quarter. The PRC government has implemented multiple economy stimulation measures, yet slow pace is seen in global economy recovery, and weakened industrial production and foreign trading, The GDP growth of the PRC recorded 6.9% in the third quarter, lower than the 7% benchmark first time in six years.

In order to channel loans of agriculture, rural areas and farmers, and loans of micro-sized enterprises, the People's Bank of China (“PBOC”) announced the implementation of the pilot program of re-lending of credit assets expands, aiding the farmers and enterprises to overcome the crisis, and improving the financing atmosphere. The Group will benefit from the expansion and a stable source of income.

The Group will continue to seize opportunities and develop our core business and internet financial business simultaneously in order to broaden our income source. Below are the major business results of the Group in the third quarter of 2015:

管理層討論及分析


本集團主要於中國從事提供融資擔保服務、履約擔保服務及顧問服務之業務。

業務回顧

全球經濟持續疲弱，加上美國或將加息，均為第三季之全球股票市場帶來壓力；縱使第二季大升，惟中國股票市場亦受影響。中國政府已實施多重刺激經濟的措施，然而，由於全球經濟復甦步伐仍然緩慢，加上工業生產及外貿仍然放緩，中國的國內生產總值於第三季錄得增長6.9%，錄得六年來首次低於7%之指標。

為向「三農」提供借貸渠道，以及為微型企業提供貸款，中國人民銀行（「人行」）宣佈擴大實施信貸資產質押再貸款試點計劃，協助農戶及企業克服難關，並改善融資環境。本集團將受惠於計劃的擴展，並取得穩定收益。

本集團將繼續把握機會，同時發展核心業務及互聯網金融業務，擴闊我們的收入來源。下文為本集團於二零一五年第三季之主要業務業績：



The Group's principal business remains as financial guarantee, along with the advancement to the direction of third-party payment, commercial financing business, and the combination of online business transactions with offline transactions. After launching the jewelry and jade online trading platform, the electronic trading platform of 錢幣郵票交易中心 (the GCE Coins and Stamps Exchange Center*), which is invested by Beijing Jin Dian Pai Information Technology Limited (“**JDP**”, an indirect non-wholly-owned subsidiary of the Company), has officially begun its online trading on 24 August 2015 and commencing with 4,216 membership accounts. The subscription money for its first batch of merchandises exceeded RMB10,980 million, which was deposited in a third party custody account in Guangzhou Yuexiu Sub-branch of Ping An Bank. The first batch of merchandises included 80 sets of coins, Third-Batch Chinese Zodiacs — the Year of Monkey mini pane and one cent coins of year 1953. Other coin and postage stamp products will commence trading in the near future. The exchange center will involve internet finance into traditional coins and stamps industry, adopting various modes such as “Spot listing, Spot bids, Custody Trade, Electronic Order transactions”, etc., so as to facilitate the highly-effective and standardised operation, and avoid the shortcomings of real goods trading. This platform will turn coins and stamps into a new-formed and small-amounted investment, which could expand its market accessibility and increase its mobility.

本集團之主要業務仍然為融資擔保，並正朝第三方支付服務、商業融資業務及結合網上商業交易及網下交易之方向發展。繼推出網上珠寶玉石交易平台後，由北京金點拍信息技術有限公司（「**北京金點拍**」，為本公司之間接非全資附屬公司）投資的網上交易平台錢幣郵票交易中心已正式上線交易，並於二零一五年八月二十四日進行首日買賣。開立會員賬戶4,216個，首批上市商品申購資金突破人民幣109.8億元，該筆申購資金存於平安銀行廣州越秀支行第三方存管戶中。首批上市產品包括80套幣、三輪猴小版郵票及一九五三年壹分錢幣，其他郵幣產品將於日內陸續上市掛牌買賣交易。交易中心將互聯網金融引入傳統錢幣郵票行業，採取「現貨掛牌、現貨競價、託管交易、電子訂單交易」等多種模式，便利此高效能及標準化營運，亦避免實體貨品貿易之缺點。該平台將錢幣郵票變成一項新型小額投資品，從而擴大其市場接觸面及提高其流通性。

On 2 July 2015, 福建信和貸金融資訊服務有限公司 (Fujian Xinhedai Financial Information Services Limited*, “**Xinhedai**”), JDP and Assurance Finance Services Limited (“**Assurance Finance Services**”, an indirect wholly-owned subsidiary of the Company) entered into a strategic cooperation framework agreement (the “**Strategic Cooperation Framework Agreement**”). Under the Strategic Cooperation Framework Agreement, the parties agreed to seek to cooperate with other leading enterprises in the exchange industry in order to set up a new company for operating an exchange trading platform for the secondary property markets in Fujian Province, the PRC. The new company shall have a registered capital of not less than RMB10 million upon establishment, which shall be contributed in cash as to 51% by Xinhedai, 20% by JDP, 10% by Assurance Finance Services, and 19% by other shareholders.

On 7 July 2015, JDP, 瀋陽聯合產權交易所集團有限公司 (Shenyang United Assets and Equity Exchange Group Limited*), 瀋陽華匯金融服務有限公司 (Shenyang Huahui Financial Services Limited*) and 瀋陽瀋北創展金融服務集團有限公司 (Shenyang Shenbei Chuangzhan Financial Services Group Limited*) entered into an agreement in relation to the cooperation in the establishment and operation of a rural property rights exchange trading centre called 瀋陽農村綜合產權交易中心有限公司 (Shenyang Rural Integrated Property Rights Exchange Centre Company Limited*) whose business scope shall include the provision of premises, facilities, information and trading services for rural and rural-related property rights, as well as the provision of other related services such

二零一五年七月二日，福建信和貸金融資訊服務有限公司（「**信和貸**」）、北京金點拍及融保金融服務有限公司（「**融保金融服務**」，本公司之間接全資附屬公司）訂立策略性合作框架協議（「**策略性合作框架協議**」）。根據策略性合作框架協議，各訂約方同意尋求與交易行業內其他放貸企業合作，以成立新公司在中國福建省經營二手物業市場之買賣交易平台。新設公司在成立時之註冊資本應不少於人民幣10,000,000元，並應分別由信和貸、北京金點拍、融保金融服務及其他股東以現金方式出資51%、20%、10%及19%。

於二零一五年七月七日，北京金點拍、瀋陽聯合產權交易所集團有限公司、瀋陽華匯金融服務有限公司及瀋陽瀋北創展金融服務集團有限公司已訂立協議，內容有關開設及營運名為瀋陽農村綜合產權交易中心有限公司的農村產權買賣交易中心，其業務範圍將包括為農村及農村相關產權提供處所、設施、信息及交易服務，以及為

as transaction verification, transaction planning, brokerage, information consultation, management, training, secured financing, investment and capital attraction and solicitation, and tendering and procurement services for agricultural and rural-related projects.

At the same time, JDP and 北京吉瑞祥紅博館文化傳播有限公司 (Beijing Jiruixiang Hungboguan Cultural Communication Co., Ltd.*, “**Jiruixiang**”) entered into a memorandum of understanding in relation to the establishment of a redwood exchange trading platform for the provision of display and trading services for redwood (including raw wood and finished goods) and other related financial services. Both parties agreed that the new company shall have a registered capital of a minimum of RMB10 million upon establishment, which shall be contributed as to 55% by Jiruixiang, 35% by JDP, and 10% by other shareholders. It was agreed that Jiruixiang shall contribute fully (RMB5.5 million) in cash, while JDP shall contribute as to RMB0.5 million in cash and as to RMB3.0 million by way of the provision of certain resources to the new company including business models, corporate rules, operational systems and e-business system.

On 20 July 2015, the Company granted a loan in the principal amount of no more than RMB80.0 million to Nanning (China-ASEAN) Commodity Exchange (“**NCCE**”) to build and enhance business relationship with NCCE and diversify its business in order to expand its income sources. In addition, the Company intends to acquire not less than 51% of equity interest of NCCE by way of capital injection and/or debt restructuring with an aggregate amount of not more than RMB200.0 million. If the possible acquisition materialises, the loan may be used to

農業及農村相關項目提供其他相關服務，如交易核實、交易計劃、經紀、信息諮詢、管理、培訓、有抵押融資、投資及吸引及誘導資金，以及競標及採購服務。

同時，北京金點拍及北京吉瑞祥紅博館文化傳播有限公司（「**吉瑞祥**」）訂立諒解備忘錄，內容有關開設紅木買賣交易平台，以提供紅木展示及貿易服務（包括原木及製成品）及其他相關融資服務。雙方同意，新設公司在成立時之註冊資本應不少於人民幣10,000,000元，並應分別由吉瑞祥、北京金點拍及其他股東出資55%、35%及10%，並同意吉瑞祥將全數以現金出資（即人民幣5,500,000元），而北京金點拍則以現金出資人民幣500,000元，而人民幣3,000,000元則以向新設公司提供若干資源，包括業務模式、企業管治、營運系統及電子商貿系統的形式出資。

於二零一五年七月二十日，本公司授出一項本金額不多於人民幣80,000,000元之貸款予南寧（中國—東盟）商品交易所（「**東盟交易所**」），以與東盟交易所建立及提升業務關係，並使業務更趨多元化，以擴展其收益來源。此外，本公司有意以注資及／或債務重組方式，以總額不多於人民幣200,000,000元收購東盟交易所不多於51%股權。倘若可能收購事項最終實行，該貸款或用作繳付可能收購事項之部份建議代價。本集團認為，通過可能收購

settle part of the proposed consideration of the possible acquisition. The Group considers that through the possible acquisition of NCCE, NCCE would help the Company to build up relevant suppliers and clientele network in the PRC trading market.

NCCE is the only commodity exchange approved by the State Council of the PRC and the People's Government of Guangxi Zhuang Autonomous Region that possesses the title "China-ASEAN". Since 2008, when NCCE commenced its business, products like manufactured products, agricultural products, forest products, energy products, heavy duty machineries etc. have been listed on its online trading platform. In near future, commodities including coal, iron ore, nickel ore, manganese ore, copper ore, timber, palm oil, rubber, crude oil, raw sugar, cassava slices, fertilisers, cement, building materials and non-ferrous metals will be traded on the online platform of NCCE.

NCCE is located in Nanning city, Guangxi Province which is in the south-western part of the PRC. Given its strategic location, Guangxi Province has a crucial role in "The Belt and Road Initiative" as proposed by the PRC government in 2013. NCCE will establish branch companies in countries located in "The Belt and Road Initiative", including Indonesia, Malaysia, Thailand and Vietnam, and the NCCE is also responsible for the operation of the online platform. The branch companies and NCCE will allow trading to be conducted on one online platform, so that customers can trade on the online platform simultaneously. The currency used in trading will be in RMB, simplifying the procedures in cross-border transactions, also overcoming geographical barriers during trading.

東盟交易所，東盟交易所將協助本公司於中國貿易市場中建立相關供應商及客戶網絡。

東盟交易所是國內唯一獲得中國國務院及廣西人民政府批准使用「中國 — 東盟」冠名的大宗商品交易所。自二零零八年營業至今，東盟交易所已上市交易各種工業品、農產品、林業產品、能源產品和大型機械設備等，未來更計劃推出包括煤炭、鐵礦石、鎳礦石、錳礦石、銅礦石、木材、棕櫚油、橡膠、原油、原糖、木薯乾片、化肥、水泥、建材、有色金屬等大宗商品交易平台。

東盟交易所位於廣西省南寧市，廣西省位於中國西南部，位處戰略位置，在中國政府於二零一三年提出之「一帶一路」中扮演關鍵角色。東盟交易所將在印尼、馬來西亞、泰國、越南等東盟及「一帶一路」沿線國家設立離岸分支機構，並負責網上平台營運。離岸交易中心與東盟交易所可在同一網上平台進行交易，客戶亦可同一時間在同一交易平台上進行貿易。交易均人民幣計價，使跨境貿易程序得以簡化，並打破交易的地域界限。

On 5 August 2015, completion of the subscription by UBP Asset Management Asia Limited of 18,860,000 subscription shares issued by the Company (the “**New UBP Subscription Shares**”), at the subscription price of HK\$1.59 per share, took place. The New UBP Subscription Shares represented approximately 1.12% of the then issued share capital of the Company as enlarged by the allotment and issue of the New UBP Subscription Shares. The net proceeds from the subscription is approximately HK\$29.69 million, of which all are intended to be used for general working capital of the Group.

Financial Review

Revenue

For the nine months ended 30 September 2015, revenue of the Group was approximately RMB15.42 million, representing an increase of approximately 12.5% as compared to approximately RMB13.7 million for the nine months ended 30 September 2014.

For the nine months ended 30 September 2015, revenue from financial guarantee of the Group was approximately RMB15.41 million (2014: RMB13.7 million) and accounted for 100% of the Group’s total revenue (2014: 100%), of which approximately RMB12.1 million was from provision of financial guarantee services and the remaining of approximately RMB4.3 million was from provision of related consultancy services. The number of new contracts for financial guarantee entered into during the nine months ended 30 September 2015 were 67 (2014: 70). Given the increase in the average contract price of financial guarantee services, the revenue was encouraging during the period.

於二零一五年八月五日，已完成由瑞士聯合資產管理亞洲有限公司按認購價每股1.59港元認購本公司所發行之18,860,000股認購股份（「**新UBP認購股份**」）。新UBP認購股份相當於經發行新UBP認購股份擴大後本公司當時已發行股本約1.12%。認購事項所得款項淨額約為29,690,000港元，擬全數用作本集團之一般營運資金。

財務回顧

收益

截至二零一五年九月三十日止九個月，本集團營業額約人民幣15,420,000元，較截至二零一四年九月三十日止九個月約人民幣13,700,000元增加約12.5%。

截至二零一五年九月三十日止九個月，來自融資擔保之收益約人民幣15,410,000元（二零一四年：人民幣13,700,000元），佔本集團總收益100%（二零一四年：100%），其中約人民幣12,100,000元來自提供融資擔保服務，其餘約人民幣4,300,000元則來自提供相關顧問服務。截至二零一五年九月三十日止九個月訂立之融資擔保服務新合約數目為67份（二零一四年：70份）。鑑於融資擔保服務平均合約價格上升，期內本集團收益可觀。

Other Income

The Group's other income mainly derived from the bank interest. The Group's other income for the nine months ended 30 September 2015 was approximately RMB1.81 million (2014: RMB1.99 million), representing a decrease of approximately 9% over the corresponding period in 2014. It is mainly due to the decrease in the amount of average bank deposit during the nine months ended 30 September 2015.

Gain on Bargaining Purchase

For the nine months ended 30 September 2015, gain on bargaining purchase was approximately RMB62.92 million arising from the acquisition of the capital injection in JDP which took place on 29 May 2015 (2014: Nil). JDP is held as to 60%, 37% and 3% equity interests by a subsidiary of the Company, Mr. Yu Hongbin and Mr. Li Xuan respectively. Accordingly, JDP is a non wholly-owned subsidiary of the Company and its financial results, assets and liabilities are consolidated into the financial statements of the Group.

Administrative and Operating Expenses

Administrative and operating expenses primarily consist of (i) salary and welfare expenses for management and administrative personnel; and (ii) rental expenses; (iii) depreciation and amortisation; (iv) business tax; and (v) other administrative expenses including legal and professional fees. During the nine months ended 30 September 2015, the Group's administrative expenses and operating amounted to approximately RMB23.1 million (2014: RMB17.7 million). The increase of administrative and operating expenses was mainly due to the increase in legal and professional fee, rental expenses, staff cost and other related expenses resulting from our business growth.

其他收入

本集團之其他收入主要源自銀行利息。截至二零一五年九月三十日止九個月，本集團之其他收入約為人民幣1,810,000元（二零一四年：人民幣1,990,000元），較二零一四年同期減少約9%，主要因為截至二零一五年九月三十日止九個月之平均銀行存款減少。

廉價購入收益

截至二零一五年九月三十日止九個月，由於在二零一五年五月二十九日以注資方式收購北京金點拍產生的廉價購入收益約為人民幣62,920,000元（二零一四年：無）。北京金點拍分別由本公司一間附屬公司、于洪彬先生及李軒先生持有60%、37%及3%的股本權益。因此，北京金點拍是本公司之非全資附屬公司，其財務業績、資產及負債已計入本集團之財務報表。

行政及營運開支

行政及營運開支主要包括(i) 管理及行政人員之薪金及福利開支；(ii) 租金開支；(iii) 折讓及攤銷；(iv) 營業稅；及(v) 其他行政開支，包括法律及專業費用。於截至二零一五年九月三十日止九個月，本集團之行政及營運開支約為人民幣23,100,000元（二零一四年：人民幣17,700,000元）。行政及營運開支增加主要由於法律及專業費用、租金開支、員工成本及其他相關開支隨著業務增長而增加所致。

Finance Cost

The finance cost was mainly incurred from (i) a short-term loan of approximately HK\$30 million (equivalent to approximately RMB23.87 million) from an independent third party, which is guaranteed by two Directors in personal guarantee. The loan is unsecured and bears an interest rate of 15% per annum and repayable on 24 March 2016; and (ii) a short-term loan of approximately HK\$100 million (equivalent to approximately RMB80 million) from an independent third party. The loan was unsecured with an interest rate of 2% per month. These loans contain clauses which give the lender the right at its sole discretion to demand immediate payment.

Profit Attribute to Owners of the Company

Profit attributable to owners of the Company for the nine months ended 30 September 2015 was approximately RMB3.66 million, which was mainly due to the gain on bargaining purchase arising from the acquisition of the capital injection in JDP which took place on 29 May 2015.

Outlook

Looking forward, the global economy is assuring to remain weak, in addition, the PRC stock market peaked and declined dramatically in the third quarter influencing the actual economy, of which small and medium-sized enterprises (“**SMEs**”) are firstly affected. The PBOC therefore extended the implementation of the pilot program of re-lending of credit assets, SMEs financing situation is expected to improve. Meanwhile, the fifth plenary session of the eighteenth central committee delineated a clear

融資成本

融資成本主要源自(i)獨立第三方之短期貸款約30,000,000港元(相當於人民幣約23,870,000元)所致,有關款項由兩位董事作個人擔保。該貸款無抵押,按每年15厘利率計息,並須於二零一六年三月二十四日償還;及(ii)獨立第三方之短期貸款約100,000,000港元(相等於約人民幣80,000,000元)。該貸款無抵押,按每月2厘利率計息。該等貸款包含給予貸款方全權酌情要求即時還款權利之條款。

本公司擁有人應佔溢利

截至二零一五年九月三十日止九個月本公司擁有人應佔溢利約為人民幣3,660,000元,主要由於在二零一五年五月二十九日以注資方式收購北京金點拍產生的廉價購入收益所致。

前景

展望將來,可確定環球經濟將仍然疲弱,此外,中國股市於到達高峰後於第三季大瀉,影響實體經濟,中小型企業(「**中小企**」)更首當其衝。人行因此擴大實施信貸資產質押再貸款試點計劃,預計中小企

blueprint of the PRC future development, together with the continuous development of “Internet Plus”, the Group remains optimistic in internet trading and financing business.

The Group follows the national policies of China which focuses on the development of the economic zone covered by the “One Belt One Road”. The Group vigorously opens up the business in the ASEAN Free Trade Area and Beibu Gulf Economic Zone, in order to strengthen the influential power in the areas, deepen the exploration and catch the huge growth potential among the ASEAN area. The Group continues to allocate more resources in advocating the development of ASEAN business, and build various trading platform through JDP, apart from the two trading platforms for (i) jewelry and jade; and (ii) stamp and coins which have already been launched, the Group will correspondingly explore redwood, material’s property and related commodities, resold apartments and such business platforms. All platforms are expected to be launched and provide with revenue in the fourth quarter or the first half of next year.

Besides, the PRC financial industry is under revolutionary period, the conception of “Internet Plus” encourages the reform of internet finance. Online finance and commodities trading become more accessible along with the growing popularity of internet finance; it helps break the geographical barriers. Online commodities exchange offers standardised platform which controls risks effectively. The Group believes the innovative online commodities trading will turn into the mainstream in the future.

融資狀況將獲改善。與此同時，十八屆五中全會為中國的未來劃定清晰藍圖，並配合「互聯網+」之持續發展，本集團對未來網上貿易及融資業務仍然樂觀。

本集團將跟隨中國之國家政策，集中發展「一帶一路」所覆蓋的經濟區域。本集團積極開展其於東盟自由貿易區及北部灣經濟區之業務，以加強其於該等區域之影響力，同時加深探索及抓住東盟區域的龐大增長潛力。本集團繼續投放更多資源以推展東盟業務，並透過北京金點拍建立更多交易平台，除了(i)珠寶玉石；及(ii)錢幣郵票兩種已經開發上線之外，本集團亦將相繼開發紅木、材產權和相關的商品、二手房及相應業務平台。預計所有平台均將於第四季或明年上半年推出，並帶來收益。

此外，中國金融業正處改革期，「互聯網+」概念鼓勵互聯網金融之革新。隨著互聯網金融不斷普及，打破地域界限，互聯網金融及商品貿易將更易做到。網上商品交易所提供標準化之平台，可有效控制風險。本集團相信創新的網上商品貿易將於未來成為主流。

The Board believes that the Group's development aligns with the national policies and the diversified businesses will bring synergies and remarkable income to the Group, so as to generate satisfactory returns to the Company's shareholders ("Shareholders").

EVENTS AFTER THE REPORTING PERIOD

Capital Injection into NCCE

On 11 November 2015, China Assets Group Investment Limited (the "Investor", an indirect wholly-owned subsidiary of the Company), the NCCE shareholders and NCCE entered into a subscription and capital injection agreement pursuant to which the Investor has conditionally agreed to inject capital of RMB120,000,000 into NCCE in which RMB111,111,000 will be utilised for the share capital of NCCE and the remaining RMB8,889,000 for capital reserve of NCCE. Upon completion of the capital injection into NCCE, the Company will indirectly hold approximately 52.6% equity interest of NCCE.

Details of the capital injection into NCCE were disclosed in the announcement of the Company dated 11 November 2015.

董事會相信本集團之發展配合國家政策，而多元化的業務將帶來協同效應，並為本集團帶來可觀收益，同時為本公司股東（「股東」）帶來稱心滿意的回報。

本報告期後事項

向東盟交易所注資

於二零一五年十一月十一日，中國金融集團投資有限公司（「投資者」）（本公司之間接全資附屬公司）、東盟交易所股東及東盟交易所已訂立認購及注資合同，據此，投資者有條件同意向東盟交易所注資人民幣120,000,000元，其中人民幣111,111,000元將用作東盟交易所之股本，餘下之人民幣8,889,000元則將用作東盟交易所之資本公積。完成向東盟交易所注資後，本公司將間接持有東盟交易所約52.6%股權。

有關向東盟交易所注資的詳情在本公司日期為二零一五年十一月十一日的公告披露。

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

As at 30 September 2015, the interests and short positions of the Directors and chief executives of the Company (the “**Chief Executives**”) in the Shares, underlying Shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the “**SFO**”) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuer as referred to in rule 5.46 of the GEM Listing Rules (the “**Required Standard of Dealings**”) were as follows:

(a) Long positions in the ordinary Shares of HK\$0.01 each and the underlying Shares

| Name of Director 董事姓名 | Number of Shares 股份數目 | | Equity Derivatives 股本衍生工具 | of the issued Total 總計 | Approximate percentage share capital 估已發行股本之概約百分比 (Note 3) (附註3) |
|--|---------------------------|----------------------------------|--------------------------------|---------------------------|---|
| | Personal Interest 個人權益 | Corporate Interest 法團權益 | | | |
| Mr. Chang Hoi Nam (“ Mr. Chang ”) 張凱南先生 (「張先生」) | — | 714,716,000 (Note 1) (附註1) | — | 714,716,000 | 42.55% |
| Mr. Pang Man Kin Nixon (“ Mr. Pang ”) 彭文堅先生 (「彭先生」) | 195,682,000 | 714,716,000 (Note 1) (附註1) | — | 910,398,000 | 54.20% |
| Mr. Chan Kim Leung 陳劍樑先生 | — | — | 8,000,000 (Note 2) (附註2) | 8,000,000 | 0.48% |

董事及本公司最高行政人員於本公司或其任何相聯法團之股份、相關股份及債權證之權益及淡倉

於二零一五年九月三十日，董事及本公司最高行政人員（「最高行政人員」）於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中，擁有須記錄於本公司根據證券及期貨條例第352條存置之登記冊，或須根據創業板上市規則第5.46條（「交易必守標準」）知會本公司及聯交所之權益及淡倉如下：

(a) 每股面值0.01港元之普通股及相關股份之好倉

Notes:

1. These Shares were registered in the name of Team King Limited (“**Team King**”), which was legally and beneficially owned as to 92.506% by Capital Gain and 7.494% by Best Access Holdings Group Limited (“**Best Access**”). Capital Gain was legally and beneficially owned as to 51% by Mr. Pang and 49% by Mr. Chang. Best Access was legally and beneficially owned by Dr. Ma Chung Wo Cameron (“**Dr. Ma**”). Under the SFO, each of Mr. Pang and Mr. Chang was deemed to be interested in the Shares held by Team King by virtue of Team King being controlled by Mr. Pang and Mr. Chang through Capital Gain. Dr. Ma was deemed to be interested in the Shares held by Team King by virtue of Team King being controlled by Dr. Ma through Best Access.
2. The interests in the share options (being regarded as unlisted physically settled equity derivatives) are detailed under the paragraph headed “SHARE OPTION SCHEME” in this report.
3. The percentage was calculated on the basis of 1,679,560,000 Shares in issue as at 30 September 2015.

附註：

1. 該等股份以添御有限公司（「添御」）名義登記，該公司分別由興富合法及實益擁有92.506%及由Best Access Holdings Group Limited（「Best Access」）合法及實益擁有7.494%。興富分別由彭先生合法及實益擁有51%及由張先生合法及實益擁有49%。Best Access由馬中和醫生（「馬醫生」）合法及實益擁有。根據證券及期貨條例，因添御由彭先生及張先生通過興富控制，故彭先生及張先生被視為於添御所持有股份中擁有權益。因添御由馬醫生通過Best Access控制，故馬醫生被視為於添御所持有股份中擁有權益。
2. 購股權之權益（視作非上市實貨交收股本衍生產品）於本報告「購股權計劃」一段內詳述。
3. 該百分比乃按於二零一五年九月三十日之已發行股份數目1,679,560,000股為基準計算。

(b) Long positions in the shares of associated corporation

(b) 於相聯法團股份之好倉

| Name of Director | Name of associated corporation | Capacity | Number of shares held in associated corporation | Approximate percentage of interest in associated corporation |
|-------------------------|---------------------------------------|----------------------------------|--|---|
| 董事姓名 | 相聯法團名稱 | 身份 | 所持相聯法團股份數目 | 佔相聯法團權益之概約百分比 |
| Mr. Chang | Team King (Note) | Through a controlled corporation | 46,253 | 92.506% |
| 張先生 | 添御 (附註) | 受控制法團權益 | | |
| Mr. Pang | Team King (Note) | Through a controlled corporation | 46,253 | 92.506% |
| 彭先生 | 添御 (附註) | 受控制法團權益 | | |

Note: Team King was legally and beneficially owned as to 92.506% by Capital Gain and as to 7.494% by Best Access. Capital Gain was legally and beneficially owned as to 51% by Mr. Pang and 49% by Mr. Chang.

附註：添御分別由興富合法及實益擁有92.506%及由Best Access合法及實益擁有7.494%。興富分別由彭先生合法及實益擁有51%及由張先生合法及實益擁有49%。

Save as disclosed above, as at 30 September 2015, none of the Directors or Chief Executives had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to the Required Standard of Dealings.

除上文披露者外，於二零一五年九月三十日，概無董事或最高行政人員於本公司或任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債權證中擁有須根據證券及期貨條例第352條記錄於該條例所指之登記冊中之權益或淡倉；或須根據交易必守標準知會本公司及聯交所之任何權益或淡倉。

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

本公司之主要股東於股份及相關股份之權益及淡倉

As at 30 September 2015, so far as is known to the Directors and Chief Executives and based on the public records filed on the website of the Stock Exchange and records kept by the Company, the interests and short positions of the persons or corporations (other than the Directors and Chief Executives) in the Shares or underlying Shares as recorded in the register required to be kept under section 336 of the SFO were as follows:

於二零一五年九月三十日，據董事及最高行政人員所知，並根據聯交所網站存置之公開記錄及本公司存有之記錄，除董事及最高行政人員外，下列人士或法團於股份或相關股份擁有根據證券及期貨條例第336條規定須記錄於股東名冊之權益及淡倉：

| Name of substantial Shareholder | Capacity | Total number of Shares | Approximate percentage of issued share capital 佔已發行股本之 概約百分比 (Note 3) (附註3) |
|--|---|--------------------------------------|---|
| 主要股東名稱 | 身份 | 所持總股份 | |
| Team King 添御 | Beneficial owner 實益擁有人 | 714,716,000 (L) | 42.55% |
| Capital Gain 興富 | Through a controlled corporation 受控制法團權益 | 714,716,000 (L) (Note 1) (附註1) | 42.55% |
| Best Access | Through a controlled corporation | 714,716,000 (L) (Note 1) (附註1) | 42.55% |
| Best Access | 受控制法團權益 | (附註1) | |
| Dr. Ma 馬醫生 | Through a controlled corporation 受控制法團權益 | 714,716,000 (L) (Note 1) (附註1) | 42.55% |
| Mr. Hah Tiing Siu ("Mr. Hah") Hah Tiing Siu 先生 ("Hah 先生") | Beneficial owner and interest of controlled corporation 實益擁有人及 受控制法團權益 | 84,876,000 (Note 2) (附註2) | 5.05% |

(L) denotes long position

(L) 表示好倉

Notes:

1. These shares were registered in the name of Team King, which was legally and beneficially owned as to 92.506% by Capital Gain and 7.494% by Best Access. Capital Gain was legally and beneficially owned as to 51% by Mr. Pang and 49% by Mr. Chang. Best Access was legally and beneficially owned by Dr. Ma. Under the SFO, each of Mr. Pang and Mr. Chang was deemed to be interested in the Shares held by Team King by virtue of Team King being controlled by Mr. Pang and Mr. Chang through Capital Gain. Dr. Ma was deemed to be interested in the Shares held by Team King by virtue of Team King being controlled by Dr. Ma through Best Access.
2. The 5,696,000 Shares out of the 84,876,000 Shares were held by Jarmata Profits Limited, which was owned as to 50.00% by Mr. Hah. Thus, Mr. Hah was deemed to be interested in the 5,696,000 Shares held by Jarmata Profits Limited pursuant to the SFO.
3. The percentage was calculated on the basis of 1,679,560,000 Shares in issue as at 30 September 2015.

Save as disclosed above, as at 30 September 2015, there was no person or corporation (other than the Directors and Chief Executives) who had any interest or short position in the Shares or underlying Shares as recorded in the register of interests required to be kept by the Company under section 336 of the SFO.

附註：

1. 該等股份以添御名義登記，該公司分別由興富合法及實益擁有92.506%及由Best Access合法及實益擁有7.494%。興富分別由彭先生合法及實益擁有51%及由張先生合法實益擁有49%。Best Access由馬醫生合法實益擁有。根據證券及期貨條例，因添御由彭先生及張先生通過興富控制，故彭先生及張先生被視為為添御所持有股份中擁有權益。因添御由馬醫生通過Best Access控制，故馬醫生被視為為添御所持有股份中擁有權益。
2. 該84,876,000股股份當中，有5,696,000股股份由Jarmata Profits Limited持有，Hah先生擁有該公司之50.00%。故此，根據證券及期貨條例，Hah先生被視作擁有Jarmata Profits Limited所持有5,696,000股股份之權益。
3. 該百分比乃按於二零一五年九月三十日之已發行股份數目1,679,560,000股為基準計算。

除上文披露者外，於二零一五年九月三十日，根據證券及期貨條例第336條，本公司須存置的登記冊，概無人士或法團（除董事及最高行政人員外）於股份或相關股份中擁有權益或淡倉。

OTHER INTERESTS DISCLOSEABLE UNDER THE SFO

Save as disclosed above, as at 30 September 2015, there was no person or corporation (other than the Directors and Chief Executive) who had any interest or short in the Shares or underlying Shares in the register of interests required to be kept by the Company under section 336 of the SFO.

SHARE OPTION SCHEME

The Company conditionally adopted the share option scheme (the “**Share Option Scheme**”) on 1 December 2011 whereby the Board was authorised, at its absolute discretion and subject to the terms of the Share Option Scheme, to grant options to the eligible persons to subscribe for the Shares as incentives or rewards for their contributions to the Group. The Share Option Scheme will be valid and effective for a period of ten years commencing from the Listing Date.

證券及期貨條例下其他須予披露權益

除上文披露者外，於二零一五年九月三十日，據董事所知，概無其他人士於股份及相關股份中擁有根據證券及期貨條例第336條須予披露之權益或淡倉。

購股權計劃

本公司於二零一一年十二月一日有條件採納購股權計劃（「**購股權計劃**」），據此，董事會獲授權按其全權酌情，依照購股權計劃之條款授出可認購股份之購股權予合資格人士，作為彼等對本集團所作貢獻之獎勵或回報。該購股權計劃由上市日期起十年期內一直有效及生效。

Movements in the Company's share options during the nine months ended 30 September 2015 were as follows:

本公司之購股權於截至二零一五年九月三十日止九個月之變動如下：

| Name or category of participants | Date of grant | Number of share options 購股權數目 | | | | Cancelled/ Lapsed | At 30 September 2015 | Exercise period | Exercise price |
|----------------------------------|------------------|----------------------------------|-----------|-----------|----------------------------|----------------------|---------------------------------------|-------------------|----------------|
| | | At 1 January 2015 | Granted | Exercised | At 30 September 2015 | | | | |
| 承授人 姓名或組別 | 授出日期 | 於 二零一五年 一月一日 | 已授出 | 已行使 | 已註銷/ 已失效 | 於 二零一五年 九月三十日 | 行使期 | 行使價 HK\$ 港元 | |
| Director | | | | | | | | | |
| 董事 | | | | | | | | | |
| Mr. Chen Xiao Li | 23 March 2012 | 15,400,000 | — | — | (15,400,000) | — | 23 March 2012 to 22 March 2015 | 0.63 | |
| 陳小利先生 | 二零一二年 三月二十三日 | | | | | | 二零一二年三月二十三日至 二零一五年三月二十二日 | | |
| Mr. Chan Kim Leung | 21 May 2013 | 2,000,000 | — | — | (2,000,000) | — | 1 May 2014 to 30 April 2015 | 1.19 | |
| 陳劍禎先生 | 二零一三年 五月二十一日 | | | | | | 二零一四年五月一日至 二零一五年四月三十日 | | |
| | 21 May 2013 | 2,000,000 | — | — | — | 2,000,000 | 1 May 2015 to 30 April 2016 | 1.19 | |
| | 二零一三年 五月二十一日 | | | | | | 二零一五年五月一日至 二零一六年四月三十日 | | |
| | 20 November 2013 | 3,000,000 | — | — | — | 3,000,000 | 1 November 2014 to 31 October 2015 | 1.63 | |
| | 二零一三年 十一月二十日 | | | | | | 二零一四年十一月一日至 二零一五年十月三十一日 | | |
| | 20 November 2013 | 3,000,000 | — | — | — | 3,000,000 | 1 November 2015 to 31 October 2016 | 1.63 | |
| | 二零一三年 十一月二十日 | | | | | | 二零一五年十一月一日至 二零一六年十月三十一日 | | |
| Mr. Chan Kai Wing | 21 May 2015 | — | 1,000,000 | — | (1,000,000) | — | 21 May 2015 to 20 May 2017 | 2.17 | |
| 陳繼榮先生 | 二零一五年 五月二十一日 | | | | | | 二零一五年五月二十一日至 二零一七年五月二十日 | | |
| | 25 June 2015 | — | 1,000,000 | — | (1,000,000) | — | 25 June 2015 to 24 June 2017 | 2.582 | |
| | 二零一五年 六月二十五日 | | | | | | 二零一五年六月二十五日至 二零一七年六月二十四日 | | |

| Name or category of participants | Date of grant | Number of share options 購股權數目 | | | | | At 30 September 2015 | Exercise period | Exercise price |
|---|------------------|----------------------------------|------------|-----------|-------------------|----------------------------|---------------------------------------|-------------------|----------------|
| | | At 1 January 2015 | Granted | Exercised | Cancelled/ Lapsed | At 30 September 2015 | | | |
| 承授人 姓名或組別 | 授出日期 | 於 二零一五年 一月一日 | 已授出 | 已行使 | 已註銷/ 已失效 | 於 二零一五年 九月三十日 | 行使期 | 行使價 HK\$ 港元 | |
| Mr. Lam Raymond Shiu Cheung 林兆昌先生 | 21 May 2015 | — | 1,000,000 | — | (1,000,000) | — | 21 May 2015 to 20 May 2017 | 2.17 | |
| | 二零一五年 五月二十一日 | | | | | | 二零一五年五月二十一日至 二零一七年五月二十日 | | |
| | 25 June 2015 | — | 1,000,000 | — | (1,000,000) | — | 25 June 2015 to 24 June 2017 | 2.582 | |
| | 二零一五年 六月二十五日 | | | | | | 二零一五年六月二十五日至 二零一七年六月二十四日 | | |
| Mr. Chow Shiu Ki 周肇基先生 | 21 May 2015 | — | 1,000,000 | — | (1,000,000) | — | 21 May 2015 to 20 May 2017 | 2.17 | |
| | 二零一五年 五月二十一日 | | | | | | 二零一五年五月二十一日至 二零一七年五月二十日 | | |
| | 25 June 2015 | — | 1,000,000 | — | (1,000,000) | — | 25 June 2015 to 24 June 2017 | 2.582 | |
| | 二零一五年 六月二十五日 | | | | | | 二零一五年六月二十五日至 二零一七年六月二十四日 | | |
| Other participants 其他承授人 | 23 March 2012 | 66,000,000 | — | — | (66,000,000) | — | 23 March 2012 to 22 March 2015 | 0.63 | |
| | 二零一二年 三月二十三日 | | | | | | 二零一二年三月二十三日至 二零一五年三月二十二日 | | |
| | 20 November 2013 | 5,000,000 | — | — | — | 5,000,000 | 1 November 2014 to 31 October 2015 | 1.63 | |
| | 二零一三年 十一月二十日 | | | | | | 二零一四年十一月一日至 二零一五年十月三十一日 | | |
| | 20 November 2013 | 5,000,000 | — | — | — | 5,000,000 | 1 November 2015 to 31 October 2016 | 1.63 | |
| 二零一三年 十一月二十日 | | | | | | 二零一五年十一月一日至 二零一六年十月三十一日 | | | |
| | 21 May 2015 | — | 37,000,000 | — | (37,000,000) | — | 21 May 2015 to 20 May 2017 | 2.17 | |
| | 二零一五年 五月二十一日 | | | | | | 二零一五年五月二十一日至 二零一七年五月二十日 | | |
| | 25 June 2015 | — | 34,000,000 | — | (13,000,000) | 21,000,000 | 25 June 2015 to 24 June 2017 | 2.582 | |
| 二零一五年 六月二十五日 | | | | | | | 二零一五年六月二十五日至 二零一七年六月二十四日 | | |

| Name or category of participants | Date of grant | Number of share options 購股權數目 | | | | At 30 September 2015 | Exercise period | Exercise price |
|--|-------------------------------------|----------------------------------|------------|-------------|-------------------|----------------------|---|-------------------|
| | | At 1 January 2015 | Granted | Exercised | Cancelled/ Lapsed | | | |
| 承授人 姓名或組別 | 授出日期 | 於 二零一五年 一月一日 | 已授出 | 已行使 | 已註銷/ 已失效 | 於 二零一五年 九月三十日 | 行使期 | 行使價 HK\$ 港元 |
| | 25 June 2015 二零一五年 六月二十五日 | — | 2,500,000 | — | — | 2,500,000 | 25 June 2016 to 24 June 2017 二零一六年六月二十五日至 二零一七年六月二十四日 | 2.582 |
| | 25 June 2015 二零一五年 六月二十五日 | — | 2,500,000 | — | — | 2,500,000 | 25 June 2017 to 24 June 2018 二零一七年六月二十五日至 二零一八年六月二十四日 | 2.582 |
| | 11 September 2015 二零一五年 九月十一日 | — | 14,000,000 | — | (14,000,000) | — | 11 September 2015 to 10 September 2017 二零一五年九月十一日至 二零一七年九月十日 | 1.00 |
| Continuous contract employees 連續性合約僱員 | 23 March 2012 二零一二年 三月二十三日 | 1,800,000 | — | (300,000) | (1,500,000) | — | 23 March 2012 to 22 March 2015 二零一二年三月二十三日至 二零一五年三月二十二日 | 0.63 |
| | 23 March 2012 二零一二年 三月二十三日 | 200,000 | — | (200,000) | — | — | 7 July 2014 to 6 July 2015 二零一四年七月七日至 二零一五年七月六日 | 0.63 |
| | 23 March 2012 二零一二年 三月二十三日 | 200,000 | — | (200,000) | — | — | 1 August 2014 to 31 August 2015 二零一四年八月一日至 二零一五年八月三十一日 | 0.63 |
| | 21 May 2013 二零一三年 五月二十一日 | 2,000,000 | — | (2,000,000) | — | — | 1 May 2015 to 30 April 2016 二零一五年五月一日至 二零一六年四月三十日 | 1.19 |
| | 20 November 2013 二零一三年 十一月二十日 | 15,500,000 | — | — | — | 15,500,000 | 1 November 2014 to 31 October 2015 二零一四年十一月一日至 二零一五年十月三十一日 | 1.63 |
| | 20 November 2013 二零一三年 十一月二十日 | 15,500,000 | — | — | — | 15,500,000 | 1 November 2015 to 31 October 2016 二零一五年十一月一日至 二零一六年十月三十一日 | 1.63 |

| Name or category of participants | Date of grant | Number of share options 購股權數目 | | | | | At 30 September 2015 | Exercise period | Exercise price |
|----------------------------------|-------------------|----------------------------------|-------------|-------------|-------------------|-------------|---|-------------------|----------------|
| | | At 1 January 2015 | Granted | Exercised | Cancelled/ Lapsed | At 2015 | | | |
| 承授人姓名或組別 | 授出日期 | 於二零一五年一月一日 | 已授出 | 已行使 | 已註銷/已失效 | 於二零一五年九月三十日 | 行使期 | 行使價 HK\$ 港元 | |
| | 10 July 2014 | 15,000,000 | — | — | (15,000,000) | — | 10 July 2014 to 9 July 2015 | 1.50 | |
| | 二零一四年七月十日 | | | | | | 二零一四年七月十日至二零一五年七月九日 | | |
| | 10 July 2014 | 10,000,000 | — | — | (10,000,000) | — | 10 July 2014 to 9 July 2015 subject to conditions fulfilled | 1.50 | |
| | 二零一四年七月十日 | | | | | | 二零一四年七月十日至二零一五年七月九日(須待條件達成) | | |
| | 21 May 2015 | — | 56,000,000 | — | (56,000,000) | — | 21 May 2015 to 20 May 2017 | 2.17 | |
| | 二零一五年五月二十一日 | | | | | | 二零一五年五月二十一日至二零一七年五月二十日 | | |
| | 21 May 2015 | — | 800,000 | — | (800,000) | — | 21 May 2015 to 20 May 2016 | 2.17 | |
| | 二零一五年五月二十一日 | | | | | | 二零一五年五月二十一日至二零一六年五月二十日 | | |
| | 21 May 2015 | — | 800,000 | — | (800,000) | — | 21 May 2016 to 20 May 2017 | 2.17 | |
| | 二零一五年五月二十一日 | | | | | | 二零一六年五月二十一日至二零一七年五月二十日 | | |
| | 25 June 2015 | — | 40,000,000 | — | (2,930,000) | 37,070,000 | 25 June 2015 to 24 June 2017 | 2.582 | |
| | 二零一五年六月二十五日 | | | | | | 二零一五年六月二十五日至二零一七年六月二十四日 | | |
| | 25 June 2015 | — | 150,000 | — | — | 150,000 | 25 June 2016 to 24 June 2017 | 2.582 | |
| | 二零一五年六月二十五日 | | | | | | 二零一六年六月二十五日至二零一七年六月二十四日 | | |
| | 25 June 2015 | — | 150,000 | — | — | 150,000 | 25 June 2017 to 24 June 2018 | 2.582 | |
| | 二零一五年六月二十五日 | | | | | | 二零一七年六月二十五日至二零一八年六月二十四日 | | |
| | 11 September 2015 | — | 33,591,200 | — | (33,591,200) | — | 11 September 2015 to 10 September 2018 | 1.00 | |
| | 二零一五年九月十一日 | | | | | | 二零一五年九月十一日至二零一八年九月十日 | | |
| Total 總計 | | 161,600,000 | 227,491,200 | (2,700,000) | (274,021,200) | 112,370,000 | | | |

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for dealing in securities of the Company by the Directors. The Company has confirmed, having made specific enquiry of the Directors, all the Directors have complied with the Required Standard of Dealings throughout the nine months ended 30 September 2015.

RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the sections “INTERESTS AND SHORT POSITIONS OF THE DIRECTORS AND CHIEF EXECUTIVES OF THE COMPANY IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION” and “SHARE OPTION SCHEME” above, at no time during the nine months ended 30 September 2015 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of Shares in, or debentures of, the Company or any other body corporate.

Save as disclosed above, at no time during the nine months ended 30 September 2015 had the Directors and Chief Executives (including their spouses and children under 18 years of age) any interest in, or been granted, or exercised any rights to subscribe for shares (or warrants or debentures, if applicable) of the Company and its associated corporations (within the meaning of the SFO).

董事所進行之證券交易

本公司已採納創業板上市規則第5.48至5.67條之規則，作為董事買賣本公司證券之操守守則。本公司在向董事作出特定查詢後，已確認全體董事於整段截至二零一五年九月三十日止九個月期間內一直符合交易必守標準。

收購股份或債權證之權利

除本報告「董事及本公司最高行政人員於本公司或任何相聯法團股份、相關股份及債權證中之權益及淡倉」及「購股權計劃」兩段披露者外，截至二零一五年九月三十日止九個月，本公司或其任何附屬公司概無訂立任何安排讓董事透過收購本公司或任何其他法團之股份或債權證而獲取利益。

除上文披露者外，截至二零一五年九月三十日止九個月，董事及最高行政人員（包括彼等之配偶及十八歲以下子女）並無擁有本公司及其聯屬法團（定義見證券及期貨條例）之股份（或認股權證或債權證（如適用））之任何權益，亦無獲授予有關股份（或認股權證或債權證（如適用））或行使任何權利以認購有關股份（或認股權證或債權證（如適用））。

COMPETING INTERESTS

As at 30 September 2015, none of the Directors, substantial shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) has any interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the nine months ended 30 September 2015, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company is committed to achieving high standards of corporate governance to safeguard the interests of its shareholders and enhance its corporate value. The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code in Appendix 15 to the GEM Listing Rules (the "CG Code").

Throughout the nine months ended 30 September 2015, the Company had complied with the code provisions in the CG Code.

競爭權益

於二零一五年九月三十日，概無董事、本公司之主要股東及任何彼等各自之聯繫人士（定義見創業板上市規則）於與或可能與本集團業務直接或間接競爭之業務擁有任何權益。

購買、出售或贖回本公司之上市證券

於截至二零一五年九月三十日止九個月內，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

遵守企業管治常規守則

本公司致力達致高水平之企業管治，以保障其股東之利益及增強其企業價值。本公司之企業管治常規乃基於創業板上市規則附錄15之企業管治守則（「企業管治守則」）所載之原則及守則條文。

截至二零一五年九月三十日止九個月內，本公司已遵照企業管治守則之守則條文。

AUDIT COMMITTEE

The Company established an audit committee (the “**Audit Committee**”) on 1 December 2011 with written terms of reference in compliance with the GEM Listing Rules. The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Chan Kai Wing (chairman of the Audit Committee), Mr. Lam Raymond Shiu Cheung and Mr. Chow Shiu Ki. The primary duties of the Audit Committee are mainly making recommendations to the Board on the appointment, re-appointment and removal of external auditor as well as approval on their remuneration and terms of engagement; reviewing and monitoring auditor’s independence and objectivity and the effectiveness of the audit process in accordance with applicable standards; reviewing the financial statements and material advice in respect of financial reporting; and overseeing the financial reporting system and internal control procedures of the Company.

審核委員會

本公司於二零一一年十二月一日成立審核委員會（「**審核委員會**」），並根據創業板上市規則制訂書面職權範圍。目前，審核委員會由三名獨立非執行董事組成，即陳繼榮先生（審核委員會主席）、林兆昌先生及周肇基先生。審核委員會之主要職責為向董事會就外部核數師之委任、重新委任及罷免乃至批准其薪酬及聘用條款提出建議；審查及監察核數師根據適用的準則於審計程序上之獨立性、客觀性及有效性；審閱財務報告及就財務報告事宜提供重要意見；及監管本公司財務申報；並監督財務申報制度及內部監控程序。

The Audit Committee had reviewed the unaudited consolidated results for the nine months ended 30 September 2015 and is of the opinion that such results complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures had been made.

By order of the Board
China Assurance Finance Group Limited
Pang Man Kin Nixon
Executive Director

** For identification purposes only*

Hong Kong, 11 November 2015

As at the date of this report, the executive Directors are Mr. Chang Hoi Nam, Mr. Pang Man Kin Nixon, Mr. Chen Xiao Li and Mr. Chan Kim Leung; the non-executive Director is Mr. Chang Xi Min; and the independent non-executive Directors are Mr. Chan Kai Wing, Mr. Lam Raymond Shiu Cheung and Mr. Chow Shiu Ki.

This report will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for a minimum period of 7 days from the date of its publication and on the Company's website at www.cafgroup.hk.

審核委員會已審閱本集團截至二零一五年九月三十日止九個月之未經審核綜合業績，並認為該等業績已遵守適用之會計準則、創業板上市規則之規定及其他適用之法律要求，亦已作出適當的披露。

承董事會命
中國融保金融集團有限公司
執行董事
彭文堅

** 僅供識別*

香港，二零一五年十一月十一日

於本報告日期，執行董事為張凱南先生、彭文堅先生、陳小利先生及陳劍樑先生；非執行董事為張西銘先生；而獨立非執行董事為陳繼榮先生、林兆昌先生及周肇基先生。

自刊發日期起計，本報告將至少一連七日刊載於創業板網站 www.hkgem.com 之「最新公司公告」內及本公司網站 www.cafgroup.hk 內。



中國融保金融集團有限公司
China Assurance Finance Group Limited