



DX.com Holdings Limited **DX.com 控股有限公司**

(於開曼群島註冊成立及於百慕達存續之有限公司)

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(股份代號：8086)

(Stock Code: 8086)

二零一五至二零一六年中期報告 **2015/2016 INTERIM REPORT**

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

創業板的定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險之公司提供一個上市之市場。有意投資者應了解投資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。創業板的較高風險及其他特點表示創業板較適合專業及其他老練投資者。

由於創業板上市公司之性質所然，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。

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告的資料乃遵照創業板上市規則之規定而刊載，旨在提供有關本公司的資料；本公司的董事願就本報告的資料共同及個別地承擔全部責任。本公司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所載任何陳述產生誤導。

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, 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.

未經審核業績

DX.com控股有限公司(「本公司」)董事會(「董事」)宣佈，本公司及其附屬公司(統稱「本集團」)截至二零一五年十二月三十一日止三個月及六個月之未經審核綜合簡明中期業績，連同截至二零一四年同期未經審核之比較數字如下：

未經審核簡明綜合損益表

			截至十二月三十一日 止三個月 For the three months ended 31 December		截至十二月三十一日 止六個月 For the six months ended 31 December	
			二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000 (經重列) (Re-stated)	二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000 (經重列) (Re-stated)
附註 Notes						
持續經營業務 收入	CONTINUING OPERATION REVENUE	2	115,827	224,466	228,187	466,821
貨品銷售成本和服務成本	Cost of sales and services		(74,086)	(131,347)	(143,549)	(272,976)
毛利	Gross profit		41,741	93,119	84,638	193,845
其他收入及收益	Other income and gains		3,381	199	3,935	2,183
銷售及分銷成本	Selling and distribution costs		(37,493)	(71,769)	(73,747)	(148,420)
行政費用	Administrative expenses		(35,780)	(42,269)	(77,345)	(81,591)
融資成本	Finance costs	3	(1,907)	(110)	(3,801)	(132)
除稅前虧損	LOSS BEFORE TAX	4	(30,058)	(20,830)	(66,320)	(34,115)
所得稅費用	Income tax expense	5	(369)	(708)	(369)	(708)
本期間來自持續 經營業務虧損	LOSS FOR THE PERIOD FROM CONTINUING OPERATION		(30,427)	(21,538)	(66,689)	(34,823)
終止經營業務 本期間來自終止經營 業務盈利	DISCONTINUED OPERATION Profit for the period from discontinued operation	7	-	3,395	2,006	5,726
本期間虧損	LOSS FOR THE PERIOD		(30,427)	(18,143)	(64,683)	(29,097)
虧損以下各方應佔：	Loss attributable to:					
本公司擁有人	Owners of the Company		(30,427)	(18,432)	(64,600)	(29,115)
非控股權益	Non-controlling interests		-	289	(83)	18
			(30,427)	(18,143)	(64,683)	(29,097)
本公司普通股權益持有人 應佔之每股虧損	LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	8				
基本—本期間虧損	Basic – Loss for the period		(5.43)港仙cent	(3.29)港仙cent	(11.53)港仙cent	(5.21)港仙cent
—持續經營業務的 本年度虧損	– Loss from continuing operation		(5.43)港仙cent	(3.84)港仙cent	(11.90)港仙cent	(6.24)港仙cent
攤薄—本期間虧損	Diluted – Loss for the period		(5.43)港仙cent	(3.29)港仙cent	(11.53)港仙cent	(5.21)港仙cent
—持續經營業務的 本年度虧損	– Loss from continuing operation		(5.43)港仙cent	(3.84)港仙cent	(11.90)港仙cent	(6.24)港仙cent

UNAUDITED RESULTS

The board of directors (the “Directors”) of DX.com Holdings Limited (the “Company”) announced the interim unaudited condensed consolidated results of the Company and its subsidiaries (collectively the “Group”) for the three months and six months ended 31 December 2015 together with the comparative unaudited figures for the corresponding period in 2014 as follows:

Unaudited Condensed Consolidated Statement of Profit or Loss

			截至十二月三十一日 止三個月 For the three months ended 31 December		截至十二月三十一日 止六個月 For the six months ended 31 December	
			二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000 (經重列) (Re-stated)	二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000 (經重列) (Re-stated)
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毛利	Gross profit		41,741	93,119	84,638	193,845
其他收入及收益	Other income and gains		3,381	199	3,935	2,183
銷售及分銷成本	Selling and distribution costs		(37,493)	(71,769)	(73,747)	(148,420)
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融資成本	Finance costs	3	(1,907)	(110)	(3,801)	(132)
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非控股權益	Non-controlling interests		-	289	(83)	18
			(30,427)	(18,143)	(64,683)	(29,097)
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攤薄—本期間虧損	Diluted – Loss for the period		(5.43)港仙cent	(3.29)港仙cent	(11.53)港仙cent	(5.21)港仙cent
—持續經營業務的 本年度虧損	– Loss from continuing operation		(5.43)港仙cent	(3.84)港仙cent	(11.90)港仙cent	(6.24)港仙cent

未經審核簡明綜合全面收益表

Unaudited Condensed Consolidated Statement of Comprehensive Income

		截至十二月三十一日 止三個月 For the three months ended 31 December		截至十二月三十一日 止六個月 For the six months ended 31 December	
		二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000 (經重列) (Re-stated)	二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000 (經重列) (Re-stated)
本期間虧損	Loss for the period	(30,427)	(18,143)	(64,683)	(29,097)
其他綜合收益在以後會計期間 重新分類為損益：	Other comprehensive income to be reclassified to profit or loss in subsequent period:				
– 轉換境外業務時 產生之匯兌差額	– Exchange difference arising on translation of foreign operations	(124)	(177)	(1,462)	168
– 可供出售投資公允值之淨減少	– Net decrease in fair value of available-for-sales investments	(3,549)	–	(17,316)	–
– 就可供出售投資資產減值虧損 於損益重新分類調整	– Reclassification adjustment to profit or loss on impairment loss on available-for-sales investment	9,154	–	22,921	–
本期間全面收益總額	TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	(24,946)	(18,320)	(60,540)	(28,929)
應佔全面收益總額：	Total comprehensive income attributable to:				
本公司擁有人	Owners of the Company	(24,946)	(18,602)	(60,427)	(28,950)
非控股權益	Non-controlling interests	–	282	(113)	21
		(24,946)	(18,320)	(60,540)	(28,929)

			(未經審核) (Unaudited) 於二零一五年 十二月三十一日 31 December 2015 千港元 HK\$'000	(經審核) (Audited) 於二零一五年 六月三十日 30 June 2015 千港元 HK\$'000
	附註 Notes			
非流動資產		NON-CURRENT ASSETS		
物業、廠房及設備		Property, plant and equipment	1,983	2,810
其他無形資產	9	Other intangible assets	3,900	3,900
可供出售投資	10	Available-for-sales investments	51,477	38,698
非流動資產總額		Total non-current assets	57,360	45,408
流動資產		CURRENT ASSETS		
應收貿易賬款	11	Trade receivables	1,195	393
預付款項、按金及 其他應收款項		Prepayments, deposits and other receivables	113,840	118,313
按公平值計入損益之 上市公司股票投資		Equity investments at fair value through profit or loss	3,888	—
已抵押存款	12	Pledged deposits	19,272	19,983
現金及現金等值項目	12	Cash and cash equivalents	44,261	63,741
			182,456	202,430
將出售之集團歸類 為持作出售的資產		Assets of a disposal group classified as held for sale	—	102,761
流動資產總額		Total current assets	182,456	305,191
流動負債		CURRENT LIABILITIES		
應付貿易賬款	13	Trade payables	25,040	25,188
其他應付款項及應計負債		Other payables and accruals	58,661	67,808
預收按金		Deposits received in advance	3,417	7,845
計息銀行借款	14	Interest-bearing bank borrowing	10,000	10,000
應付票據	15	Note payables	81,700	81,700
稅務撥備		Tax payables	362	—
			179,180	192,541
將出售集團歸類為持作 出售的負債		Liabilities of a disposal group classified as held for sale	—	41,499
流動負債總額		Total current liabilities	179,180	234,040
流動資產淨值		NET CURRENT ASSETS	3,276	71,151
資產總值減流動負債		TOTAL ASSETS LESS CURRENT LIABILITIES	60,636	116,559
非流動負債		NON-CURRENT LIABILITIES		
遞延稅項負債		Deferred tax liabilities	—	—
非流動負債總值		Total non-current liabilities	—	—
資產淨值		Net assets	60,636	116,559
權益		EQUITY		
本公司擁有人應佔權益		Equity attributable to owners of the Company		
已發行股本	16	Issued capital	5,604	56,040
儲備		Reserves	55,032	59,480
			60,636	115,520
非控股權益		Non-controlling interests	—	1,039
權益總額		Total equity	60,636	116,559

		截至十二月三十一日止六個月	
		For the six months ended	
		31 December	
		二零一五年	二零一四年
		2015	2014
		千港元	千港元
		HK\$'000	HK\$'000
經營業務之現金支出淨額	NET CASH FLOW USED IN OPERATING ACTIVITIES	(28,052)	(66,505)
投資活動之現金所得／(支出)淨額	NET CASH FLOW FROM/(USED IN) INVESTING ACTIVITIES	14,067	(352)
融資活動之現金(支出)／所得淨額	NET CASH FLOW (USED IN)/FROM FINANCING ACTIVITIES	(3,947)	19,996
現金及現金等值項目減少淨額	NET DECREASE IN CASH AND CASH EQUIVALENTS	(17,932)	(46,861)
期初之現金及現金等值項目	CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	63,741	88,293
外匯變動之調整	EFFECT OF FOREIGN EXCHANGE RATE CHANGES, NET	(1,548)	133
期終之現金及現金等值項目	CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	44,261	41,565
現金及現金等值項目結餘之分析	ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS		
現金及銀行結餘	Bank balances and cash	44,261	41,565
定期存款	Bank deposits	19,272	19,872
現金、銀行結餘及定期	Cash, bank balances and deposits	63,533	61,437
減：多於三個月之定期存款	Less: bank deposits with maturities more than three months	(19,272)	(19,872)
		44,261	41,565

未經審核簡明綜合權益變動表

Unaudited Condensed Consolidated Statement of Changes In Equity

本公司股權持有人應佔
Attributable to owners of the Company

		已發行股本 Issued capital 千港元 HK\$'000	股份溢價賬 Share premium account 千港元 HK\$'000	實繳盈餘 Contributed surplus 千港元 HK\$'000	股本贖回儲備 Capital redemption reserve 千港元 HK\$'000	可供出售投資儲備 Available-for-sales investment revaluation reserve 千港元 HK\$'000	外匯浮動儲備 Exchange fluctuation reserve 千港元 HK\$'000	(累計虧損) / 保留盈利 (Accumulated losses) / Retained profits 千港元 HK\$'000	合計 Total 千港元 HK\$'000	非控股權益 Non-controlling interests 千港元 HK\$'000	權益總額 Total Equity 千港元 HK\$'000
於二零一四年七月一日之結餘	Balance at 1 July 2014	50,945	-	(18,124)	3,526	-	(4,934)	120,459	151,872	947	152,819
本期間虧損／(盈利)	(Loss)/profit for the period	-	-	-	-	-	-	(29,115)	(29,115)	18	(29,097)
轉換境外業務時產生之匯兌差額	Exchange differences on translation of foreign operations	-	-	-	-	-	165	-	165	3	168
本期間全面收益總額	Total comprehensive income for the period	-	-	-	-	-	165	(29,115)	(28,950)	21	(28,929)
於公開發售時發行股份(附註16(a))	Issue of shares upon open offer (note 16(a))	5,095	44,756	-	-	-	-	-	49,851	-	49,851
於二零一四年十二月三十一日	At 31 December 2014	<u>56,040</u>	<u>44,756</u>	<u>(18,124)</u>	<u>3,526</u>	<u>-</u>	<u>(4,769)</u>	<u>91,344</u>	<u>172,773</u>	<u>968</u>	<u>173,741</u>
於二零一五年七月一日之結餘	Balance at 1 July 2015	56,040	44,756	(18,124)	3,526	-	(4,134)	33,456	115,520	1,039	116,559
本期間虧損	Loss for the period	-	-	-	-	-	-	(64,600)	(64,600)	(83)	(64,683)
轉換境外業務時產生之匯兌差額	Exchange differences on translation of foreign operations	-	-	-	-	-	(1,432)	-	(1,432)	(30)	(1,462)
可供出售投資公允值之淨減少	Net decrease in fair value of available-for-sales investments	-	-	-	-	(17,316)	-	-	(17,316)	-	(17,316)
就可供出售投資資產減值虧損於損益重新分類調整	Redclassification adjustment to profit or loss on impairment loss on available-for-sales investment	-	-	-	-	22,921	-	-	22,921	-	22,921
本期間全面收益總額	Total comprehensive income for the period	-	-	-	-	5,605	(1,432)	(64,600)	(60,427)	(113)	(60,540)
股份合併及股本削減(附註16(b))	Share consolidation and capital reduction (note 16(b))	(50,436)	-	50,436	-	-	-	-	-	-	-
轉撥至實繳盈餘	Transfer to contributed surplus	-	(44,756)	44,756	-	-	-	-	-	-	-
於出售附屬公司時解除	Release upon disposal of subsidiaries	-	-	-	-	-	5,543	-	5,543	(926)	4,617
於二零一五年十二月三十一日	At 31 December 2015	<u>5,604</u>	<u>-</u>	<u>77,068</u>	<u>3,526</u>	<u>5,605</u>	<u>(23)</u>	<u>(31,144)</u>	<u>60,636</u>	<u>-</u>	<u>60,636</u>

附註：

1. 編製基準

本公司於二零零零年三月十五日根據開曼群島公司法在開曼群島註冊成立為有限責任公司。本公司股份於二零零零年八月二日在創業板上市。

根據於二零一五年八月六日公司股東於股東特別大會通過一項特別決議案，本公司股東議決透過撤銷於開曼群島之註冊，將本公司之註冊地點由開曼群島更改為百慕達及根據百慕達法例以獲豁免公司形式持續存在。遷冊於二零一五年八月二十一日完成。本公司之註冊辦事處並更改為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。

遷冊對本公司之持續性及上市地位並無構成任何影響。

未經審核簡明中期財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」及創業板證券上市規則（「創業板上市規則」）之適用披露規定而編製。財務報表乃按過往成本法而編製，惟財務工具乃按公平值入賬。

編製未經審核綜合中期報告時所採用之會計政策，與本集團編製其截至二零一五年六月三十日止年度之年度賬目時所採用者貫徹一致。

與截至二零一五年六月三十日止年度有關並包括在中期報告內作為比較資料的財務資料，並不構成本公司該年度的法定年度合併財務報表，但摘錄自該等財務報表。根據香港《公司條例》（第622章）第436條須披露與此等法定財務報表有關的進一步資料如下：

本公司已根據香港《公司條例》（第622章）第662(3)條及附表6第3部分的規定，向公司註冊處呈交截至二零一五年六月三十日止年度的財務報表。

本公司核數師已就該財務報表作出報告。核數師報告為無保留意見，不包括對某些事項的參照而核數師透過強調事項籲請關注而無對其報告作出保留意見；以及不包含香港《公司條例》（第622章）第406(2)條、407(2)或(3)條規定的聲明。

會計政策

概無於本期間首次生效的其他新訂準則或準則修訂預期會對本集團產生重大影響。

Notes:

1. BASIS OF PRESENTATION

The Company is a limited liability company incorporated in the Cayman Islands on 15 March 2000 under the Companies Law of the Cayman Islands. The shares of the Company were listed on the GEM on 2 August 2000.

Pursuant to a special resolution passed by the shareholders of the Company at an extraordinary general meeting held on 6 August 2015, the domicile of the Company has been changed from the Cayman Islands to Bermuda by way of de-registration in the Cayman Islands and continuation as an exempted company under the laws of Bermuda. The re-domicile was completed on 21 August 2015. The registered office of the Company has been changed to Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

The change of domicile has no impact on the continuity and the listing status of the Company.

The unaudited condensed consolidated interim financial statements have been prepared in accordance with the Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the Rules Governing the Listing of Securities on GEM (the "GEM Listing Rules"). They have been prepared under the historical cost convention, except for financial instruments, which have been measured at fair value.

The accounting policies adopted in the preparation of the unaudited consolidated interim report are consistent with those adopted by the Group in its annual accounts for the year ended 30 June 2015.

The financial information relating to the year ended 30 June 2015 that is included in the interim report as comparative information does not constitute the Company's statutory annual consolidated financial statements for that year but is derived from those financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with section 436 of the Hong Kong Companies Ordinance (Cap. 622) is as follows:

The Company has delivered the financial statements for the year ended 30 June 2015 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Hong Kong Companies Ordinance (Cap. 622).

The Company's auditor has reported on those financial statements. The auditor's report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under sections 406(2), 407(2) or (3) of the Hong Kong Companies Ordinance (Cap. 622).

Accounting Policies

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

2. 收入及經營分類資料

收入(亦為本集團之營業額)指從(i)電子商務及提供網上銷售平台之交易價值及(ii)提供專業資訊科技合約及維修保養服務之發票淨值。於本期間內,本集團終止經營專業資訊科技合約及維修保養服務之業務並將業務出售。

本集團之收入分析如下:

收入:	Revenue:
持續經營業務:	Continuing operation:
電子商務及提供網上 銷售平台	E-commerce and provision of online sales platform
終止經營業務:	Discontinued operation:
提供專業資訊科技合約 及維修保養服務	Provision of professional IT contract and maintenance services

分部資料按兩種分部方式呈列:(i)以經營分部劃分之主
要分部報告基準;及(ii)以地區分部劃分之從屬分部
報告基準。

2. REVENUE AND OPERATING SEGMENT INFORMATION

Revenue, which is also the Group's turnover, represents (i) the transaction price arising from E-commerce and provision of online sales platform and (ii) the net invoiced value of provision of professional IT contract and maintenance services. During the period, the Group ceased to engage its professional IT contract and maintenance services business and disposed of this business.

An analysis of the Group's revenue is as follows:

截至十二月三十一日 止三個月 For the three months ended 31 December		截至十二月三十一日 止六個月 For the six months ended 31 December	
二零一五年 2015 (未經審核) (Unaudited) 千港元 HK\$'000	二零一四年 2014 (未經審核) (Unaudited) 千港元 HK\$'000	二零一五年 2015 (未經審核) (Unaudited) 千港元 HK\$'000	二零一四年 2014 (未經審核) (Unaudited) 千港元 HK\$'000
115,827	224,466	228,187	466,821
—	41,019	26,513	73,220
115,827	265,485	254,700	540,041

Segment information is presented by way of two segment formats: (i) on a primary segment reporting basis, by operating segment; and (ii) on a secondary segment reporting basis, by geographical segment.

(i) 經營分部資料

(i) Operating segment information

		持續經營業務		終止經營業務			
		Continuing operation		Discontinued operation			
		E-commerce and provision of online sales platform segment 電子商務及 提供網上 銷售平台分部		Professional IT contract and maintenance services segment 專業資訊 科技合約及維修 保養服務分部		Total 合併	
		二零一五年	二零一四年	二零一五年	二零一四年	二零一五年	二零一四年
		2015	2014	2015	2014	2015	2014
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
			(經重列)		(經重列)		(經重列)
			(re-stated)		(re-stated)		(re-stated)
分部收入	Segment revenue	228,187	466,821	26,513	73,220	254,700	540,041
分部業績	Segment results	(25,640)	(16,519)	500	7,503	(25,140)	(9,016)
未分配其他收入 及收益	Unallocated other income and gains					3	1
未分配之費用	Unallocated expenses					(36,882)	(17,465)
營運虧損	Loss from operations					(62,019)	(26,480)
融資成本	Finance costs					(3,947)	(476)
除稅前虧損	Loss before tax					(65,966)	(26,956)
所得稅費用	Income tax expense					1,283	(2,141)
本期間虧損	Loss for the period					(64,683)	(29,097)
分部資產	Segment assets	161,932	185,995	-	123,170	161,932	309,165
未分配之資產	Unallocated assets					77,884	18,105
總資產	Total assets					239,816	327,270
分部負債	Segment liabilities	99,446	118,298	-	22,738	99,446	141,036
未分配之負債	Unallocated liabilities					79,734	12,493
總負債	Total liabilities					179,180	153,529
資本開支	Capital expenditure	306	93	99	1,062	405	1,155
未分配之資本開支	Unallocated capital expenditure					30,095	-
						30,500	1,155
折舊及攤撤	Depreciation and amortisation	1,019	1,101	160	546	1,179	1,647
未分配之折舊 及攤撤	Unallocated depreciation and amortisation					-	-
						1,179	1,647

(ii) 地區資料

下表顯示本集團按地區資料之營業額資料。

		North America 北美洲		South America 南美洲		Africa 非洲		Europe 歐洲		Asia 亞洲		Oceania 大洋洲		Consolidated 合併	
		二零一五年	二零一四年	二零一五年	二零一四年	二零一五年	二零一四年	二零一五年	二零一四年	二零一五年	二零一四年	二零一五年	二零一四年	二零一五年	二零一四年
		2015	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Segment revenue:	分部收入：														
Continuing operation:	持續經營業務：														
E-commerce and provision of online sales platform	電子商務及提供網上銷售平台	32,140	67,550	19,081	81,920	1,895	2,835	144,977	259,416	21,849	36,822	8,245	18,278	228,187	466,821
Discontinued operation:	終止經營業務：														
Professional IT contract and maintenance services	專業資訊科技合約及維修服務	-	-	-	-	-	-	-	-	26,513	73,220	-	-	26,513	73,220
		32,140	67,550	19,081	81,920	1,895	2,835	144,977	259,416	48,362	110,042	8,245	18,278	254,700	540,041
Segment assets	分部資產	-	-	-	-	-	-	-	-	239,816	327,270	-	-	239,816	327,270
Capital expenditure	資本開支	-	-	-	-	-	-	-	-	30,500	1,155	-	-	30,500	1,155

3. 融資成本**3. FINANCE COSTS**

		截至十二月三十一日 止三個月		截至十二月三十一日 止六個月	
		For the three months ended 31 December		For the six months ended 31 December	
		二零一五年	二零一四年	二零一五年	二零一四年
		2015	2014	2015	2014
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
銀行貸款利息開支	Interest expenses on bank loans	68	286	270	476
應付票據利息開支	Interest expenses on note payables	1,839	-	3,677	-
		1,907	286	3,947	476
融資成本：	Finance costs:				
綜合損益表所呈報的持續經營業務應佔	Attributable to continuing operation reported in the consolidated statement of profit or loss	1,907	110	3,801	132
已終止經營業務應佔	Attributable to discontinued operation	-	176	146	344
		1,907	286	3,947	476

4. 除稅前虧損

除稅前虧損乃扣除／(計入)及下列各項後計算：

折舊	Depreciation
員工成本	Staff costs
(包括董事酬金)	(including directors' remuneration)
工資及薪金	Wages and salaries
退休金供款淨額	Net pension contribution
按公平值計入損益之	Fair value loss/(gain) on equity
金融投資公平值	investments at fair value
虧損／(收益)	through profit or loss
－金融投資	－ Listed equity investment
－外匯遠期合約	－ Forward currency contract
出售按公平值計入損益之金融	Loss/(gain) on disposal of equity investments
投資公平值虧損／(盈利)	at fair value through profit or loss
出售物業、廠房及設備虧損	Loss on disposal of property, plant
	and equipment
可供出售投資減值虧損	Impairment loss on available-for-sales
(附註a)	investment (Note a)
出售附屬公司的虧損(附註b)	Loss on disposal of subsidiaries (Note b)
已收取政府補助	Government grants received
中國政府退稅	PRC government tax refund
租金收入	Rental income
撥回應付貿易賬款	Written back of trade payables
銀行利息收入	Bank interest income

附註：

- 於二零一五年十二月三十一日，本公司持有智易控股有限公司(股份代號：8100)的74,418,600股股份。這些股份歸類為可供出售投資。於二零一五年十二月三十一日，可供出售投資乃按香港聯合交易所有限公司所報之市場買入價，導致減值虧損為約22,921,000港元(二零一四年：約12,837,000港元)。
- 於二零一五年十二月三十一日止期間，本集團出售若干附屬公司虧損約為1,937,000港元。有關詳情，請見「重大收購、出售事項及重大投資」一段。

4. LOSS BEFORE TAX

Loss before tax is arrived at after charging/(crediting):

截至十二月三十一日 止三個月 For the three months ended 31 December		截至十二月三十一日 止六個月 For the six months ended 31 December	
二零一五年 2015 (未經審核) (Unaudited) 千港元 HK\$'000	二零一四年 2014 (未經審核) (Unaudited) 千港元 HK\$'000	二零一五年 2015 (未經審核) (Unaudited) 千港元 HK\$'000	二零一四年 2014 (未經審核) (Unaudited) 千港元 HK\$'000
492	727	1,179	1,647
5,859	8,402	16,492	19,301
926	1,010	1,860	2,300
1,118	43	3,434	(28)
—	—	—	(14)
—	—	1,239	(249)
34	26	34	26
9,154	7,499	22,921	12,837
—	—	1,937	—
(422)	—	(422)	(1,298)
(2,429)	—	(2,306)	(869)
(183)	—	(473)	—
—	(144)	—	(144)
(10)	(121)	(77)	(162)

Notes:

- As at 31 December 2015, the Company held 74,418,600 shares of GET Holdings Limited (Stock Code: 8100) and the shares were classified as available-for-sales investment in the Group. As at 31 December 2015, the available-for-sales investment which were stated as fair value with reference to the quoted market bid price in The Stock Exchange of Hong Kong Limited, resulted in an impairment of loss of approximately HK\$22,921,000 (2014: approximately HK\$12,837,000).
- During the period ended 31 December 2015, the Group disposed of its certain subsidiaries with a loss of approximately HK\$1,937,000. For details, please refer to the paragraph under "Material Acquisitions, Disposals and Significant Investments".

5. 所得稅費用

本期間稅項：	Current tax:
香港利得稅：	Hong Kong profits tax:
本期間	Current period
其他地區	Elsewhere
遞延稅務	Deferred tax
稅項支出總額	Total tax charged
所得稅費用：	Income tax expense:
綜合損益表所呈報的持續經營業務應佔	Attributable to continuing operation reported in the consolidated statement of profit or loss
已終止經營業務應佔	Attributable to discontinued operation

香港利得稅及按期內之估計應課稅盈利以稅率16.5%計提撥備(二零一四年：16.5%)。

本集團於其他地區經營之公司之盈利稅項，已根據所在地之現行法例、詮釋及慣例，按各自稅務司法權區之現行稅率計算。

6. 股息

董事並不建議派發中期股息(二零一四年：無)。

5. INCOME TAX EXPENSE

截至十二月三十一日 止三個月		截至十二月三十一日 止六個月	
For the three months ended 31 December		For the six months ended 31 December	
二零一五年 2015 (未經審核) (Unaudited) 千港元 HK\$'000	二零一四年 2014 (未經審核) (Unaudited) 千港元 HK\$'000	二零一五年 2015 (未經審核) (Unaudited) 千港元 HK\$'000	二零一四年 2014 (未經審核) (Unaudited) 千港元 HK\$'000
-	92	113	241
369	1,050	369	1,050
-	382	(1,765)	850
369	1,524	(1,283)	2,141
369	708	369	708
-	816	(1,652)	1,433
369	1,524	(1,283)	2,141

Hong Kong Profits tax has been provided at the rate of 16.5% on the estimated assessable profits for the period (2014: 16.5%).

Taxes on profits in respect of Group companies operating elsewhere have been calculated at the rates of tax prevailing in the respective tax countries/jurisdictions in which they operate based on existing legislation, interpretations and practices in respect thereof.

6. DIVIDENDS

The Directors do not recommend the payment of interim dividend (2014: Nil).

7. 終止經營業務

於二零一五年十二月三十一日止期間，本集團出售其專業資訊科技合約及維修保養服務業務。於二零一五年四月二十一日本公司與獨立第三方中國手遊文化投資有限公司訂立一份買賣協議（「該協議」）。根據該協議，本公司出售其於EPRO (BVI) Limited及其部份附屬公司（除了易寶系統公司）（「EPRO BVI集團」）之100%股本權益（「出售EPRO BVI事項」），最後總代價為60,264,000港元。

該出售EPRO BVI事項於二零一五年八月三十一日完成。

計入本期間虧損的終止經營業務業績載列如下。終止經營業務的比較已往同期的盈利已經重列，以計及本期間分類為終止經營的業務：

7. DISCONTINUED OPERATION

The Group disposed of its professional IT contract and maintenance services business during the period ended 31 December 2015. On 21 April 2015, the Company entered into a sale and purchase agreement (the "Agreement") with China Mobile Games And Cultural Investment Limited, an independent third party. Pursuant to the Agreement, the Company disposed of (the "EPRO BVI Disposal") its 100% equity interest in EPRO (BVI) Limited and its subsidiaries (except for EPRO Systems Limited) (the "EPRO BVI Group") at a final consideration of HK\$60,264,000.

The EPRO BVI Disposal had completed on 31 August 2015.

The results of the discontinued operation included in the loss for the period are set out below. The comparative profit from discontinued operation have been re-presented to include the operation classified as discontinued operation in the current period:

		截至十二月三十一日 止三個月 For the three months ended 31 December		截至十二月三十一日 止六個月 For the six months ended 31 December	
		二零一五年 2015 (未經審核) (Unaudited) 千港元 HK\$'000	二零一四年 2014 (未經審核) (Unaudited) 千港元 HK\$'000	二零一五年 2015 (未經審核) (Unaudited) 千港元 HK\$'000	二零一四年 2014 (未經審核) (Unaudited) 千港元 HK\$'000
收入	Revenue	-	41,019	26,513	73,220
貨品銷售成本	Cost of sales	-	(30,432)	(21,432)	(54,715)
毛利	Gross profit	-	10,587	5,081	18,505
其他收入及收益	Other income and gains	-	(40)	1,391	619
銷售及分銷成本	Selling and distribution costs	-	(31)	(70)	(52)
行政費用	Administrative expenses	-	(6,129)	(5,902)	(11,569)
融資成本	Finance costs	-	(176)	(146)	(344)
除稅前盈利	Profit before tax	-	4,211	354	7,159
所得稅撥回／（費用）	Income tax credit/(expense)	-	(816)	1,652	(1,433)
終止經營業務的本年度 盈利	Profit for the year from discontinued operation	-	3,395	2,006	5,726
以下項目應佔盈利：	Profit attributable to:				
本公司擁有人	Owners of the Company	-	3,106	2,089	5,708
非控股權益	Non-controlling interests	-	289	(83)	18
		-	3,395	2,006	5,726
每股盈利：	Profit per share:				
基本（來自終止經營業務）	Basic, from the discontinued operation	-	0.55 cents港仙	0.37 cents港仙	1.02 cents港仙
攤薄（來自終止經營業務）	Diluted, from the discontinued operation	-	0.55 cents港仙	0.37 cents港仙	1.02 cents港仙

8. 本公司普通股權益持有人應佔之每股虧損

每股基本虧損按以下基準計算：

本公司普通股權益持有人
應佔虧損

Loss attributable to ordinary equity
holders of the Company

以下各業務應佔：
持續經營業務
終止經營業務

Attributable to:
Continuing operation
Discontinued operation

股份
用以計算每股基本虧損
之期內已發行普通股
加權平均數

Shares
Weighted average number of ordinary shares
in issue during the period used in the basic
loss per share calculation

本集團於截至二零一五年及二零一四年十二月三十一
日止期間並無具潛在攤薄影響之已發行普通股。

9. 其他無形資產

於期初／年初
減值

At the beginning of the period/year
Impairment

8. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculations of basic loss per share are based on:

截至十二月三十一日 止三個月 For the three months ended 31 December		截至十二月三十一日 止六個月 For the six months ended 31 December	
二零一五年 2015 (未經審核) (Unaudited) 千港元 HK\$'000	二零一四年 2014 (未經審核) (Unaudited) 千港元 HK\$'000	二零一五年 2015 (未經審核) (Unaudited) 千港元 HK\$'000	二零一四年 2014 (未經審核) (Unaudited) 千港元 HK\$'000
(30,427)	(18,432)	(64,600)	(29,115)
(30,427)	(21,538)	(66,689)	(34,823)
-	3,106	2,089	5,708
(30,427)	(18,432)	(64,600)	(29,115)

股份數目 Numbers of shares

截至十二月三十一日 止三個月 For the three months ended 31 December		截至十二月三十一日 止六個月 For the six months ended 31 December	
二零一五年 2015 (未經審核) (Unaudited)	二零一四年 2014 (未經審核) (Unaudited) (經重列) (Re-stated)	二零一五年 2015 (未經審核) (Unaudited)	二零一四年 2014 (未經審核) (Unaudited) (經重列) (Re-stated)
560,396,712	560,396,712	560,396,712	558,458,582

The Group had no potentially dilutive ordinary shares in issue during the periods ended 31 December 2015 and 2014.

9. OTHER INTANGIBLE ASSETS

於二零一五年 十二月三十一日 31 December 2015 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一五年 六月三十日 30 June 2015 (經審核) (Audited) 千港元 HK\$'000
23,160 (19,260)	23,160 (19,260)
3,900	3,900

10. 可供出售投資

按公平價值及市值計量的
上市投資於香港上市的
股本證券
本期間／年度公允之變動

Listed investments, at fair value
and market value equity
securities listed in Hong Kong
Fair value changes during
the period/year

於本期間／年底之賬面淨值

Net carrying amount at end
of period/year

於二零一五年十二月三十一日，本集團持有智易控股有限公司（「智易控股」）（股份代號：8100）74,418,600股股份及中國育兒網絡控股有限公司（股份代號：8361）15,000,000股股份。其公平值乃按香港聯合交易所有限公司於期／年末所報之市場買入價。

10. AVAILABLE-FOR-SALES INVESTMENTS

於二零一五年 十二月三十一日 31 December 2015 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一五年 六月三十日 30 June 2015 (經審核) (Audited) 千港元 HK\$'000
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68,793	48,940
(17,316)	(10,242)

51,477	38,698
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As at 31 December 2015, the Group held 74,418,600 shares of GET Holdings Limited ("GET Holdings") (stock code: 8100) and 15,000,000 shares of China Parenting Network Holdings Limited (stock code: 8361) which were stated at their fair value with reference to the quoted market price in The Stock Exchange of Hong Kong Limited at period/year end.

11. 應收貿易賬款

應收貿易賬款
減值

Trade receivables
Impairment

11. TRADE RECEIVABLES

於二零一五年 十二月三十一日 31 December 2015 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一五年 六月三十日 30 June 2015 (經審核) (Audited) 千港元 HK\$'000
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1,195	393
-	-

1,195	393
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於報告期末，根據發票日期計算之應收貿易賬款之賬齡分析如下：

即期	Current
31-60天	31-60 days
61-90天	61-90 days
91-180天	91-180 days
超過180天	Over 180 days

給予客戶之信貸期各異，一般約為一至三個月，並根據各個客戶之財政實力授出。為有效地管理與貿易應收賬款有關之信貸風險，管理層定期對客戶進行信貸評估。

電子商務之客戶一般須全數預先付款，故電子商務之客戶並無重大信貸風險。

12. 現金、銀行結餘及存款

現金及銀行結餘	Bank balances and cash
定期存款	Bank deposits
減：為獲取就銀行融資而抵押之定期存款	Less: Pledged time deposits for securing banking facilities

An aged analysis of trade receivables as at the end of the reporting period, based on invoice date and payment due date, respectively, is as follows:

於二零一五年 十二月三十一日 31 December 2015 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一五年 六月三十日 30 June 2015 (經審核) (Audited) 千港元 HK\$'000
970	190
220	180
5	—
—	23
—	—
1,195	393

The credit terms given to the customers vary, and generally ranges from one to three months and granted based on the financial strength of the individual customers. In order to effectively manage the credit risks associated with trade debtors, credit evaluations of customers are performed periodically by management.

A full payment in advance is normally required for e-commerce customers. Therefore, there is no significant credit risk for e-commerce business.

12. CASH, BANK BALANCES AND DEPOSITS

於二零一五年 十二月三十一日 31 December 2015 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一五年 六月三十日 30 June 2015 (經審核) (Audited) 千港元 HK\$'000
44,261	63,741
19,272	19,983
63,533	83,724
(19,272)	(19,983)
44,261	63,741

13. 應付貿易賬款

於報告期末，根據付款到期日計算之應付貿易賬款之賬齡分析如下：

即期	Current
31-60天	31-60 days
61-90天	61-90 days
超過90天	Over 90 days

13. TRADE PAYABLES

An aged analysis of trade payables as at the end of the reporting period, based on payment due date, respectively, is as follows:

於二零一五年 十二月三十一日 31 December 2015 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一五年 六月三十日 30 June 2015 (經審核) (Audited) 千港元 HK\$'000
15,067	3,985
–	9,352
–	38
9,973	11,813
25,040	25,188

14. 計息銀行借款

有效利率(%) Effective interest rate	到期日 Maturity
2.3%	二零一六年三月 March 2016
銀行借款-有抵押 Bank loans – secured	

14. INTEREST-BEARING BANK BORROWING

於二零一五年 十二月三十一日 31 December 2015 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一五年 六月三十日 30 June 2015 (經審核) (Audited) 千港元 HK\$'000
10,000	10,000
於二零一五年 十二月三十一日 31 December 2015 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一五年 六月三十日 30 June 2015 (經審核) (Audited) 千港元 HK\$'000
10,000	10,000

分為： 須於一年內償還 銀行貸款	Analysed into: Bank loans repayable within one year
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附註：

本集團之銀行貸款乃以下列各項作為抵押：

- (i) 本公司作出之無限額公司擔保；及
- (ii) 本集團於二零一五年十二月三十日，若干定期存款為約14,900,000港元（於二零一五年六月三十日：約15,500,000港元）之抵押。

Notes:

The bank borrowing of the Group is secured by:

- (i) a corporate unlimited guarantee executed by the Company; and
- (ii) the pledge of certain of the Group's time deposits amounting to approximately HK\$14,900,000 (as at 30 June 2015: approximately HK\$15,500,000).

15. 應付票據

15. NOTE PAYABLES

			於二零一五年 十二月三十一日 31 December 2015 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一五年 六月三十日 30 June 2015 (經審核) (Audited) 千港元 HK\$'000
	Effective Interest rate 有效利率(%)	Maturity 到期日		
第一期票據 1st Note	9%	二零一六年五月二十九日 29 May 2016	30,000	30,000
第二期票據 2nd Note	9%	二零一六年六月十日 10 June 2016	21,700	21,700
第三期票據 3rd Note	9%	二零一六年六月三十日 30 June 2016	30,000	30,000
			81,700	81,700

於二零一五年五月十一日，本公司與Convoy Asset Management Limited (「配售代理」)，訂立配售協議 (「配售協議」)。據此，配售代理同意擔任本公司之配售代理，並按盡最大努力的基準促成承配戈以及其各自之最終實益擁有人 (如適用) (彼等均為獨立第三方，各自與本公司及本公司之關連人士 (定義見創業板上市規則) 及彼等各自之聯繫人士概無任何關連) 認購將由本公司發行本金總額最高達200,000,000港元之年息率9厘票據 (「票據」)，票據之配售價相當於票據之本金額的100%，並將於發行日期起計滿一週年之日到期 (「配售代理事項」)。配售事項之配售期間初步定為緊隨配售協議訂立日期之下一日起計滿一個月的期間。本公司有權向配售代理發出書面通知把配售期間再延長一個月。倘若配售代理於配售期間內成功配售之本金總額少於50,000,000港元，根據配售協議，本公司毋須負責向承配人發行票據，並有絕對權力酌情決定是否發行票據。於二零一五年六月三十日，本公司已發行3張票據，本金總額81,700,000港元。本集團並無就發行票據作出任何擔保或抵押，有關詳情如下：

On 11 May 2015, the Company entered into a placing agreement ("Placing Agreement") with Convoy Asset Management Limited (the "Placing Agent"), pursuant to which, the Placing Agent agreed to act as the placing agent of the Company, on a best endeavour basis, to procure the placee(s) (and its respective ultimate beneficial owner(s), if applicable) who shall be third party(ies) independent of, and not connected with the Company, its connected persons (within the meaning of the GEM Listing Rules) and their respective associate(s), to subscribe for the 9% per annum notes (the "Notes") to be issued by the Company with an aggregate principal amount of up to HK\$200,000,000, maturing on the first anniversary of the issue date of the Notes at a placing price equal to 100% of the principal amount of the Notes (the "Placing"). The placing period (the "Placing Period") for the Placing shall initially last for a period of one month commencing in the day immediately following the date of the Placing Agreement. The Company may, by notice in writing to the Placing Agent, extend the Placing Period for another month. If the aggregate principal amount of the Notes successfully placed by the Placing Agent during the Placing Period is less than HK\$50,000,000, the Company is not obliged to issue the Notes to the placee(s) pursuant to the Placing Agreement and the Company has the absolute discretion on determining whether the Notes shall be so issued. There is no security or pledge offered by the Group for issuing of the Notes. As at 30 June 2015, the three Notes with an aggregate principal amount of HK\$81,700,000 were issued by the Company, details of which are as follows:

- (a) 於二零一五年五月二十九日，本公司發行本金總額為30,000,000 港元的第一期票據。
- (b) 於二零一五年六月十日，本公司已發行本金總額為21,700,000 港元的第二期票據。
- (c) 於二零一五年六月三十日，本公司發行本金總額為30,000,000 港元的第三期票據。

- (a) On 29 May 2015, the Company issued the first note with an aggregate principal amount of HK\$30,000,000.
- (b) On 10 June 2015, the Company issued the second note with an aggregate principal amount of HK\$21,700,000.
- (c) On 30 June 2015, the Company issued the third note with an aggregate principal amount of HK\$30,000,000.

16. 股本

16. SHARE CAPITAL

		(經審核) (Audited)	
		股份數目 Number of Shares	面值 Nominal Value 千港元 HK\$'000
		附註 Notes	
法定：	Authorised:		
於二零一四年七月一日及 二零一五年六月三十日 之每股面值0.01港元之普通股	Ordinary shares of HK\$0.01 each as at 1 July 2014 and 30 June 2015		10,000,000,000 <u>100,000</u>
已發行及繳足：	Issued and fully paid:		
於二零一四年七月一日之每股 面值0.01港元之普通股	Ordinary shares of HK\$0.01 each as at 1 July 2014		5,094,515,570 50,945
公開發售股份	Open offer of shares	(a)	<u>509,451,557</u> 5,095
於二零一五年六月三十日之 每股面值0.01港元之普通股	Ordinary shares of HK\$0.01 each at 30 June 2015		<u>5,603,967,127</u> <u>56,040</u>

		(未經審核) (Unaudited)	
		股份數目 Number of Shares	面值 Nominal Value 千港元 HK\$'000
法定：	Authorised:		
於二零一五年七月一日及 之每股面值0.01港元之普通股	Ordinary shares of HK\$0.01 each as at 1 July 2015		10,000,000,000 <u>100,000</u>
股份合併	Share consolidation	(b)(i)	(90,000,000,000) -
股份拆細	Share sub-division	(b)(iii)	<u>90,000,000,000</u> -
於二零一五年十二月三十一日 之每股面值0.01港元之普通股	Ordinary shares of HK\$0.01 each as at 31 December 2015		<u>10,000,000,000</u> <u>100,000</u>
已發行及繳足：	Issued and fully paid:		
於二零一五年七月一日之每股 面值0.01港元之普通股	Ordinary shares of HK\$0.01 each as at 1 July 2015		5,603,967,127 56,040
股份合併	Share consolidation	(b)(i)	(5,043,570,415) -
股本削減	Capital reduction	(b)(ii)&(iv)	<u>-</u> <u>(50,436)</u>
於二零一五年十二月三十一日之 每股面值0.01港元之普通股	Ordinary shares of HK\$0.01 each as at 31 December 2015		<u>560,396,712</u> <u>5,604</u>

附註：

- (a) 於二零一四年七月八日，本公司完成公開發售509,451,557股發售股份，認購價為0.10港元，按每持有十股現有股份獲發一股發售股份之基準。經扣除直接可歸屬成本後，公開發售之所得款項淨額約為49,900,000港元。公開發售之詳情已於本公司日期為二零一四年六月十三日之發售章程內披露。

Notes:

- (a) On 8 July 2014, the Company completed an open offer of 509,451,557 offer shares at a subscription price of HK\$0.10 on the basis of one offer share for every ten existing shares held. The net proceeds from the open offer, after deducting directly attributable costs were approximately HK\$49.9 million. Details of the open offer were disclosed in the Company's prospectus dated 13 June 2014.

(b) 根據本公司股東於二零一五年十一月九日舉行之股東特別大會上通過之特別決議案，下列股本重組步驟已進行並於二零一五年十一月十日完成：

- (i) 本公司已發行及未發行股本中每十股每股面值0.01港元之股份合併為一股每股面值0.10港元之合併股份；
- (ii) 透過註銷繳足股本每股合併股份0.09港元股本削減，所有已發行合併股份之面值由每股0.10港元削減至每股0.01港元；
- (iii) 每股面值0.10港元之法定但未發行之合併股份拆細為十股每股面值0.01港元之股份；及
- (iv) 削減股本所產生之進賬約50,436,000港元乃轉至本公司之繳入盈餘賬。

17. 經營租約安排

本集團根據經營租約安排租用若干辦公室物業及員工宿舍。經協商之物業租賃期介乎一至三年。

於二零一五年十二月三十一日，根據不可撤銷經營租約，本集團須按以下年期支付未來最低應付租金總額如下：

不遲於1年	Not later than 1 year
遲於1年但不遲於5年	Later than 1 year and not later than 5 years

18. 報告日後之重大事項

於二零一六年一月六日，本公司與配售代理訂立配售協議，據此，本公司已有條件同意透過配售代理按盡最大努力基準，配售最多112,000,000股配售股份予不少於六名承配人（彼等及彼等之最終實益擁有人各自均為獨立第三方），每股配售股份作價0.222港元（「配售事項」）。每股股份於配售事項日期在聯交所所報的收市價為每股股份0.275港元。配售事項於二零一六年一月二十一日完成。配套之所得淨額約為23,800,000港元將用於本集團之一般營運資金。配售事項詳情分別於本公司日期為二零一六年一月六日及二零一六年一月二十一日的公告披露。

19. 比較數字

若干比較數字已重列以符合本期間之呈列方式。

(b) Pursuant to a special resolution passed by the shareholders of the Company at a special general meeting held on 9 November 2015, the following steps on capital reorganisation had been taken place and completed on 10 November 2015:

- (i) every ten shares of nominal value of HK\$0.01 each in the issued and unissued share capital of the Company were consolidated into one consolidated share of nominal value of HK\$0.10 each;
- (ii) capital reduction whereby the nominal value of all the issued consolidated shares was reduced from HK\$0.10 each to HK\$0.01 each by cancelling the paid-up capital to the extent of HK\$0.09 on each consolidated share;
- (iii) share sub-division of each of the authorised but unissued consolidated shares of HK\$0.10 each into ten shares of HK\$0.01 each; and
- (iv) the credit arising from the capital reduction of approximately HK\$50,436,000 was transferred to the contributed surplus account of the Company.

17. OPERATING LEASE ARRANGEMENTS

The Group leases certain of its office properties and staff quarters under operating lease arrangements. Such leases are negotiated for terms ranging from one to three years.

At 31 December 2015, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

十二月三十一日 As at 31 December	
二零一五年 2015 (未經審核) (Unaudited) 千港元 HK\$'000	二零一四年 2014 (未經審核) (Unaudited) 千港元 HK\$'000
4,777	5,432
4,098	5,180
8,875	10,612

18. SIGNIFICANT EVENTS AFTER THE END OF THE REPORTING PERIOD

On 6 January 2016, the Company entered into a placing agreement with a placing agent, pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best endeavour basis, up to 112,000,000 new shares at the placing price of HK\$0.222 per share to not less than six placees who and whose respective ultimate beneficial owners are Independent Third Parties ("Placing"). The closing price per share as quoted on the Stock Exchange on the date of the Placing was HK\$0.275 per share. The Placing had completed on 21 January 2016. The net proceeds of about HK\$23.8 million would be used for general working capital of the Group. Details of the Placing were disclosed in the announcements of the Company dated 6 January 2016 and 21 January 2016 respectively.

19. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform with the current period's presentation.

財務回顧

截至二零一五年十二月三十一日止六個月（「期內」），本集團未經審核綜合收入為約228,187,000港元（二零一四年：約466,821,000港元）。收入下跌主要歸因環球經濟增長疲弱，影響消費情緒加上行業競爭激烈所致。

期內，未經審核虧損為約64,683,000港元（二零一四年：約29,097,000港元），盈利下調主要由於本集團之電子商務業務收入減少，及可供出售投資減值虧損。

業務回顧

B2C（企業對客戶）電子商務網站

本集團主要透過旗下外貿B2C電子商務網站DX.com（「DX」）經營電子商務及提供網上銷售平台業務。DX乃亞太地區最大跨境電子商務網站之一，在全球各地擁有龐大而穩健的客戶基礎。

為應對日益激烈的競爭，及盡量抵消外圍經濟環境不穩導致的消費者流失，集團推出各種促銷活動，以增加客戶忠誠度。此外，為抵消收入下降之壓力，集團亦大力緊縮開支及完善業務流程以提升效率。

隨著移動端消費日益普及，DX期內持續加強其iPhone、Android及iPad應用程式的功能，並推出移動端限定優惠吸引相關用戶，讓消費者直接透過手機或平板電腦，以行動版DX隨時隨地進行購物、查閱訂單情況及掌握貨品上架最新資訊，打造流暢、便捷的用戶體驗。

期內，集團已完成出售專業諮詢科技合約及維修保養服務之業務。

前景

展望2016年，跨境電商行業將繼續受壓於外圍經濟下行，加上行業競爭越趨激烈，市場前景未見明朗。為應對各種市場挑戰，本集團將進一步加強成本控制，緊縮開支。而為提升競爭力，本集團將開展一系列策略性移動端推廣，包括透過手機網站、應用程式投放廣告，及利用社交平台進行宣傳等。集團同時將繼續投放資源於網站後台系統的提升及購物流程的優化，為未來長遠發展奠定基礎，同時鞏固及拓展海外市場。此外，本集團亦繼續積極物色不同的投資機會，為股東創造最大價值。

FINANCIAL REVIEW

For the six months ended 31 December 2015 (the "Period"), the Group recorded an unaudited consolidated revenue of approximately HK\$228,187,000 (2014: approximately HK\$466,821,000). The decrease in revenue during the Period was mainly resulted from the weakened global economic growth affecting consumer sentiments; as well as the keen competition in e-commerce market.

During the Period, the unaudited loss was approximately HK\$64,683,000 (2014: approximately HK\$29,097,000). The decline was mainly attributed to the decrease in revenue of the Group's e-commerce business and impairment loss on available-for-sales investment.

BUSINESS REVIEW

B2C (Business-to-Customer) e-commerce website

The Group is principally engaged in the businesses of e-commerce and provision of online sales platform via its B2C foreign trade e-commerce website, namely DX.com ("DX"). As one of the Asia Pacific's largest cross border e-commerce websites, DX's broad customer base spanned across the globe.

To cope with the intense competition and counteract the customer churn due to the external unsteadiness, the Group implemented various promotion campaigns to enhance customers' loyalty. Furthermore, the Group took effort to relieve the operation pressure brought by the revenue fall through fiscal austerity and enhancing the operation management to raise effectiveness.

With the increasing popularity of shopping via mobile terminals, DX has strengthened its iPhone, Android and iPad apps and established exclusive promotion programs for mobile app users during the Period. With cell phones or tablets, consumers can place order, check order status and keep up with the latest trend through the DX's mobile app at all times, creating a fluid and convenient experience for users.

During the period, the Group completed the disposal of professional IT contract and maintenance services business.

Outlook

Looking ahead to 2016, the cross border ecommerce industry will continually be tumbled under uncertainties in the external economy and keen market competition. To cope with market challenges; the Group will further implement cost control measures. In addition, the Group will launch series of strategic mobile app promotion, including advertisement sales on mobile website and app, as well as promotion on social media platform. The Group will continue to devote extensive resources in areas including back-end system upgrade and shopping process optimization, enhancing the future long-term growth and strengthen the business foundation. The Group will continue to identify potential investment opportunities in order to bring greater returns to its Shareholders.

流動資金及財務資源

於期內，本集團一般以內部產生之現金流量，票據發行之所得款項及銀行提供之銀行融資，為其營運提供資金。

於二零一五年十二月三十一日，本集團之綜合股東資金、流動資產及流動資產淨值，分別為約60,636,000港元（於二零一五年六月三十日：約116,559,000港元），約182,456,000港元（於二零一五年六月三十日：約305,191,000港元）及約3,276,000港元（於二零一五年六月三十日：約71,151,000港元）。

就本集團之流動資產而言，於二零一五年十二月三十一日為約182,456,000港元（於二零一五年六月三十日：約305,191,000港元），應收貿易賬款（扣除呆賬撥備）佔0.7%（於二零一五年六月三十日：0.1%），而現金、銀行結餘及存款則約佔34.8%（於二零一五年六月三十日：27.5%）。於二零一五年十二月三十一日，本集團之現金、銀行結餘及存款為約63,533,000港元（於二零一五年六月三十日：約83,724,000港元）。本集團全部現金、銀行結餘及存款乃以港元、英鎊、歐元、人民幣、加拿大元、瑞士法郎、澳元、日元、墨西哥披索及美元結算。於二零一五年十二月三十一日，於預付款項、按金及其他應收款項內包括了因本集團牽涉在一宗訴訟而分別被凍結於Silicon Valley Bank及貝寶戶口合共5,020,000美元（約38,905,000港元），詳情請見本報告有關訴訟部份。

於二零一五年十二月三十一日，本集團之綜合銀行借款須於一年內償還為約10,000,000港元（於二零一五年六月三十日：約10,000,000港元）及須於一年內償還的應付票據為81,700,000港元（於二零一五年六月三十日：81,700,000港元）。而本集團並無其他借款須超過一年償還（二零一五年六月三十日：無）。

於二零一五年十二月三十一日，本集團自銀行取得之綜合銀行融資總額約20,300,000港元（於二零一五年六月三十日：分別20,300,000港元及15,000,000人民幣），其中已動用約10,000,000港元（於二零一五年六月三十日：分別10,000,000港元及13,655,000人民幣）。

資產負債比率

於二零一五年十二月三十一日，本集團之資產負債比率（按負債總值除以資產總值）約74.7%（於二零一五年六月三十日：66.8%）。

資本架構

本集團主要以內部資源、票據發行之所得款項及銀行融資為其業務撥資。本集團亦會通過不同活動進行集資。本集團繼續對庫務政策實施嚴格控制。

LIQUIDITY AND FINANCIAL RESOURCES

During the Period, the Group financed its operations by internally generated cash flow, proceeds from notes issued and banking facilities provided by banks.

As at 31 December 2015, the Group's consolidated shareholders' equity, current assets and net current assets were approximately HK\$60,636,000 (as at 30 June 2015: approximately HK\$116,559,000), approximately HK\$182,456,000 (as at 30 June 2015: approximately HK\$305,191,000) and approximately HK\$3,276,000 (as at 30 June 2015: approximately HK\$71,151,000) respectively.

In respect of the Group's current assets of approximately HK\$182,456,000 as at 31 December 2015 (as at 30 June 2015: approximately HK\$305,191,000), trade receivable (net of provision for doubtful debts) account total for 0.7% (as at 30 June 2015: 0.1%) whilst cash, bank balances and deposits accounted for about 34.8% (as at 30 June 2015: 27.5%). As at 31 December 2015, the Group's cash, balance balances and deposits amounted to approximately HK\$63,533,000 (as at 30 June 2015: approximately HK\$83,724,000). All of the Group's cash, balance balances and deposits were denominated in Hong Kong dollars, pound Sterling, Euro, Renminbi, Canadian dollars, Swiss Franc, Australian dollars, Japanese Yen, Mexican Peso and United States dollars. As at 31 December 2015, there was a frozen amount of total US\$5,020,000 (approximately HK\$38,905,000) in Silicon Valley Bank and Paypal account respectively, which was recorded in prepayments, deposits and other receivables, as the Group was involved in a litigation with details stated in the Litigation Section of this report.

As at 31 December 2015, the Group's consolidated bank borrowing repayable within one year was approximately HK\$10,000,000 and (as at 30 June 2015: approximately HK\$10,000,000) and notes repayable within one year were HK\$81,700,000 (as at 30 June 2015: HK\$81,700,000), and there has no other borrowings repayable more than one year (as at 30 June 2015: Nil).

As at 31 December 2015, the Group had an aggregate composite banking facilities from banks of approximately HK\$20,300,000 (as at 30 June 2015: HK\$20,300,000 and RMB15,000,000 respectively), of which approximately HK\$10,000,000 was utilised (as at 30 June 2015: HK\$10,000,000 and RMB13,655,000 respectively).

GEARING RATIO

As at 31 December 2015, the gearing ratio of the Group as a ratio of total liabilities over total assets was 74.7% (as at 30 June 2015: 66.8%).

CAPITAL STRUCTURE

The Group mainly finances its operation with internally resources, proceeds from notes issued and banking facilities provided by banks. The Group would also raise fund by various activities. The Group continued to exert stringent control over treasury policies.

於二零一五年十二月三十一日，銀行融資之年利率按香港銀行同業拆息加2%（於二零一五年六月三十日：分別年利率為香港銀行同業拆息加2%及中國人民銀行貸款基準利率下浮5%）。應付票據之年利率為9%（於二零一五年六月三十日：年利率9%）。

於二零一五年十二月三十一日，須於一年內償還之本集團銀行借款約為10,000,000港元（於二零一五年六月三十日：10,000,000港元）及須於一年內償還的應付票據為81,700,000港元（於二零一五年六月三十日：81,700,000港元），而本集團並無須於一年後償還之其他借款（於二零一五年六月三十日：無）。

除上述外，本集團之資本架構並無任何重大變動。

股本重組

於本期間內，董事會已實行本公司股本重組（「股本重組」），其涉及（其中包括）(i)股份合併、(ii)股本削減、(iii)股份拆細及(iv)更改每手買賣單位。股本重組已於二零一五年十一月九日舉行的股東特別大會上獲正式通過為本公司之特別決議案。股本重組之詳情及影響於本公司日期為二零一五年九月三十日及於二零一五年十一月九日之公告及本公司日期為二零一五年十月十六日之通函內進行披露。

重大收購、出售事項及重大投資

於二零一五年四月二十一日，本公司與一名獨立第三者訂立一份協議，以40,000,000港元（可予上調而最高代價為120,000,000港元）之代價出售一間本公司之全資附屬公司EPRO (BVI) Limited及其部份附屬公司（除了易寶系統有限公司）之100%股權（「EPRO BVI 出售」）。於完成後，本集團將不再持有（不論是直接或間接）EPRO (BVI) Limited及其部份附屬公司之任何股權。當完成EPRO BVI 出售后，EPRO (BVI) Limited不再為本公司的附屬公司，而本集團將不再從事提供專業資訊科技合約及維修保養服務之業務。有關EPRO BVI出售詳情分別已在本公司於二零一五年四月二十一日、二零一五年七月十六日、二零一五年八月六日及二零一五年八月三十一日刊發之公告及於二零一五年七月二十一日刊發之通函內詳述。

該EPRO BVI出售於二零一五年八月三十一日完成。根據本公司於二零一五年十一月二日的公告，EPRO BVI出售的最後代價定為60,264,000港元。

除上述外，截至二零一五年十二月三十一日止期間，本公司並無作出任何其他重大投資及重大收購或出售事項。

As at 31 December 2015, the interest rate of banking facilities were charged at the Hong Kong Interbank Offer Rate (HIBOR) plus 2% per annum (as at 30 June 2015: HIBOR plus 2% and Benchmark Lending Rate of the People's Bank of China less 5% per annum respectively). Note payables were charged at the rate of 9% per annum (as at 30 June 2015: 9% per annum).

As at 31 December 2015, the amount of bank borrowing of the Group which were repayable within one year was of approximately HK\$10,000,000 (as at 30 June 2015: HK\$10,000,000) and note repayable within one year were HK\$81,700,000 (as at 30 June 2015: HK\$81,700,000), and there has no other borrowings of the Group which will be repayable more than one year (as at 30 June 2015: Nil).

Save as the above, the capital structure of the Group had no material change.

CAPITAL REORGANISATION

During the period, the Board has implemented the reorganisation of the share capital of the Company (the "Capital Reorganisation") which involves, among other things, (i) the share consolidation, (ii) capital reduction, (iii) share sub-division and (iv) change in board lot size. The Capital Reorganisation was duly passed as the special resolution of the Company at the special general meeting held on 9 November 2015. Details and effect of the Capital Reorganisation were disclosed in the Company's announcements dated 30 September 2015 and 9 November 2015 and the Company's circular dated 16 October 2015.

MATERIAL ACQUISITIONS, DISPOSALS AND SIGNIFICANT INVESTMENTS

On 21 April 2015, the Company entered into an agreement with an independent third party for the disposal of 100% equity interest in EPRO (BVI) Limited, a wholly-owned subsidiary of the Company, and its subsidiaries (except for EPRO Systems Limited) at a consideration of HK\$40 million, subject to upwards adjustments with a maximum consideration of HK\$120 million (the "EPRO BVI Disposal"). Following the completion of EPRO BVI Disposal, the Group no longer (no matter directly or indirectly) holds any equity interests in EPRO (BVI) Limited and its certain subsidiaries, and EPRO (BVI) Limited has ceased to be a subsidiary of the Company. Accordingly, the Group has ceased to be engaged in provision of professional IT contract and maintenance services immediately after the completion. Details of the EPRO BVI Disposal are set out respectively in the announcements dated 21 April 2015, 16 July 2015, 6 August 2015 and 31 August 2015 and circular dated 21 July 2015 of the Company.

The EPRO BVI Disposal had completed on 31 August 2015. Pursuant to the Company's announcement dated 2 November 2015, the final consideration of the EPRO BVI Disposal was fixed at HK\$60,264,000.

Save as the above, the Company had no other significant investments and material acquisitions or disposals for the period ended 31 December 2015.

資產抵押

於二零一五年十二月三十一日，本集團之銀行融資乃以下列各項作抵押：

- (i) 本公司作出之無限額公司擔保；及
- (ii) 本集團若干定期存款約為19,272,000港元（於二零一五年六月三十日：19,983,000港元）之抵押。

或然負債

- (i) 截止二零一五年十二月三十一日，本集團並無向銀行貼現相關無追索權期限的銷售發票（於二零一五年六月三十日：11,484,000人民幣），該或有負債並無在綜合財務報表中撥備。
- (ii) 於二零一五及二零一四年十二月三十一日，本公司就若干附屬公司所獲授之銀行融資提供無限額公司擔保而有或然負債。於報告期末，有關附屬公司已用10,000,000港元之融資額（於二零一五年六月三十日：10,000,000港元）。

外匯風險

本集團之所得收入及所致成本主要以港元，人民幣，歐元及美元結算。

根據本集團之穩健庫務政策，本集團於期內有訂定遠期合約作對沖。本集團將繼續監察外匯風險並於需要時考慮適當工具作對沖。

於二零一五年十二月三十一日，本集團並無任何未償還之外匯遠期合約（於二零一五年六月三十日：無）。

人力資源安排

截止二零一五年十二月三十一日，本集團有285名員工（二零一四年：1,439名）。員工酬金乃於每年或管理層認為合適時作出調整。酬金乃因應一連串因素而變動，包括本集團年內之業績表現、酬金於外部市場之競爭力，以及個別僱員之表現。僱員乃獲付固定酬金，以及獲發酌情花紅及各項福利（包括醫療保險、強制性公積金、購股權及所需培訓）。

CHARGES ON ASSETS

As at 31 December 2015, the banking facilities of the Group are secured by:

- (i) corporate unlimited guarantees executed by the Company; and
- (ii) the pledge of certain of the Group's time deposits amounting to approximately HK\$19,272,000 (as at 30 June 2015: HK\$19,983,000).

CONTINGENT LIABILITIES

- (i) As at 31 December 2015, the Group had no contingent liabilities provided for in the consolidated financial statements in respect of discounted sales invoices to bank without recourse (as at 30 June 2015: approximately RMB11,484,000).
- (ii) As at 31 December 2015 and 2014, the Company had contingent liabilities in respect of corporate unlimited guarantees for banking facilities granted to certain subsidiaries. At the end of the reporting period, HK\$10,000,000 of such facilities was utilised by the subsidiaries (as at 30 June 2015: HK\$10,000,000).

FOREIGN CURRENCY RISK

The Group mainly generated revenue and incurred costs in Hong Kong dollars, Renminbi, Euro and United States ("US") dollars.

In accordance with the Group's conservative treasury policy, the Group had entered forward contract for hedging during the Period. But, the Group will keep on monitoring the foreign currency risk and consider any tool for hedging if necessary.

As at 31 December 2015, the Group has no outstanding forward exchange contracts (as at 30 June 2015: Nil).

DEPLOYMENT OF HUMAN RESOURCES

For the period ended 31 December 2015, the number of staff of the Group was 285 (2014: 1,439). Staff remuneration is reviewed once a year or as the management deems appropriate. Changes in remuneration are based on a range of factors including the Group's performance, the competitiveness of remuneration with the external market, and individual employee's performance during the year. Employees were paid at fixed remuneration with discretionary bonus and benefits of medical insurance, mandatory provident fund, share options and necessary training.

根據證券及期貨條例（「證券及期貨條例」）第XV部披露權益

A. 董事及主要行政人員

於二零一五年十二月三十一日，本公司董事及主要行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份中擁有須記入本公司根據證券及期貨條例第352條存置之登記冊，或根據創業板上市規則第5.46條所載本公司董事進行買賣之規定標準須知會本公司及聯交所之權益及淡倉如下：

1. 於本公司股份之權益

董事姓名 Name of Director	身份 Capacity	好倉／淡倉 Long position/ Short position	擁有權益之 普通股數目 Number of ordinary shares interested	附註 Note	佔已發行 股本百分比* Percentage of issued share capital*
黃少康先生 Mr. HUANG Shaokang	實益擁有人 Beneficial owner	好倉 Long	18,915,600		3.38%
	受控制公司權益 Interest of controlled corporation	好倉 Long	93,096,363	(1)	16.61%
		合共： Total:	112,011,963		19.99%
周兆光先生 Mr. CHOW Siu Kwong	實益擁有人 Beneficial owner	好倉 Long	316,800		0.06%

附註：

- 該等93,096,363股本公司股份由China Dynamic Enterprises Limited（「China Dynamic」）擁有，China Dynamic由黃少康先生全資擁有。因此，根據證券及期貨條例第XV部，黃先生被視為於China Dynamic所持有之93,096,363股本公司股份中擁有權益。

* 該百分比指擁有權益之普通股數目除以本公司於二零一五年十二月三十一日之已發行股份數目。

2. 於相聯法團之股份權益

董事並無呈報該權益。

除上文所披露者外，於二零一五年十二月三十一日，本公司董事或主要行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有須列入本公司根據證券及期貨條例第352條予以存置之登記冊內之權益或淡倉，或根據創業板上市規則第5.46條所載本公司董事進行買賣之規定標準須向本公司及聯交所申報之權益或淡倉。

DISCLOSURE OF INTERESTS UNDER PART XV OF THE SECURITIES AND FUTURES ORDINANCE (THE "SFO")

A. DIRECTORS AND CHIEF EXECUTIVES

As at 31 December 2015, the interests and short positions of the directors and chief executives of the Company in the shares of the Company and its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of the Company as referred to in Rule 5.46 of the GEM Listing Rules were as follows:

1. Interests in shares of the Company

擁有權益之 普通股數目 Number of ordinary shares interested	附註 Note	佔已發行 股本百分比* Percentage of issued share capital*
18,915,600		3.38%
93,096,363	(1)	16.61%
合共： Total:		19.99%
316,800		0.06%

Note:

- These 93,096,363 shares of the Company were held by China Dynamic Enterprises Limited ("China Dynamic"), a corporation wholly controlled by Mr. HUANG Shaokang. Accordingly, Mr. Huang was deemed to be interested in 93,096,363 shares of the Company held by China Dynamic pursuant to Part XV of the SFO.

* The percentage represents the number of ordinary shares interested divided by the number of issued shares of the Company as at 31 December 2015.

2. Interests in shares of the associated corporation of the Company

No such interest was reported by the Directors.

Save as disclosed above, as at 31 December 2015, none of the directors nor the chief executives of the Company 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 SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of the Company as referred to in Rule 5.46 of the GEM Listing Rules.

B. 主要股東

於二零一五年十二月三十一日，以下人士根據證券及期貨條例第336條規定本公司存置之登記冊所記錄於本公司股份中擁有5%或以上之權益：

B. SUBSTANTIAL SHAREHOLDERS

As at 31 December 2015, the following parties had interests of 5% or more in the shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

主要股東名稱 Name of substantial shareholder	身份 Capacity	好倉／淡倉 Long position/ Short position	擁有權益之普通股數目 Number of ordinary shares interested	附註 Notes	佔已發行股本百分比* Percentage of issued share capital*
葉志如女士 Ms. YIP Chi Yu	配偶權益 Interest of spouse	好倉 Long	112,011,963	(1)	19.99%
China Dynamic	實益擁有人 Beneficial owner	好倉 Long	93,096,363	(2)	16.61%
ChangAn Investment Holdings II Limited ("ChangAn Investment")	實益擁有人 Beneficial owner	好倉 Long	65,584,747	(3)	11.70%
IDG-Accel China Growth Fund II L.P.	於受控制之法團之權益 Interest of controlled corporation	好倉 Long	65,584,747	(3)	11.70%
IDG-Accel China Growth Fund II Associates L.P.	於受控制之法團之權益 Interest of controlled corporations	好倉 Long	65,584,747	(3)	11.70%
IDG-Accel China Growth Fund GP II Associates Ltd. ("IDG")	於受控制之法團之權益 Interest of controlled corporations	好倉 Long	65,584,747	(3)	11.70%
HO Chi Sing先生 Mr. HO Chi Sing	於受控制之法團之權益 Interest of controlled corporations	好倉 Long	65,584,747	(3)	11.70%
周全先生 Mr. ZHOU Quan	於受控制之法團之權益 Interest of controlled corporations	好倉 Long	65,584,747	(3)	11.70%

附註：

- 根據證券及期貨條例第XV部，葉志如女士透過其配偶黃少康先生之權益被視為於本公司之112,011,963股股份中擁有權益。
- 該等93,096,363股本公司股份由China Dynamic擁有，China Dynamic由黃少康先生全權控制。有關權益亦已於上文「根據證券及期貨條例第XV部披露權益 – A.董事及主要行政人員」一段披露為黃先生之權益。
- 該等65,584,747股本公司股份由ChangAn Investment擁有。ChangAn Investment由IDG-Accel China Growth Fund II L.P.控制92.44%權益，而IDG-Accel China Growth Fund II L.P.由IDG-Accel China Growth Fund II Associates L.P.全權控制。IDG-Accel China Growth Fund II Associates L.P.由IDG全權控制，而IDG由周全先生及HO Chi Sing先生控制。因此，根據證券及期貨條例第XV部，IDG-Accel China Growth Fund II L.P.、IDG-Accel China Growth Fund II Associates L.P.、IDG、周全先生及HO Chi Sing先生被視為於ChangAn Investment所持有之65,584,747股股份中擁有權益。

* 該百分比指擁有權益之普通股數目除以本公司於二零一五年十二月三十一日之已發行股份數目。

Notes:

- Ms. YIP Chi Yu was deemed to be interested in 112,011,963 shares of the Company through the interests of her spouse, Mr. HUANG Shaokang, pursuant to Part XV of the SFO.
- These 93,096,363 shares of the Company were held by China Dynamic, a corporation wholly controlled by Mr. HUANG Shaokang. Such interest was also disclosed as the interest of Mr. Huang in the above paragraph under "Disclosure of Interests under Part XV of the Securities and Futures Ordinance – A. Directors and Chief Executives".
- These 65,584,747 shares of the Company were held by ChangAn Investment. ChangAn Investment was controlled as to 92.44% by IDG-Accel China Growth Fund II L.P. which was wholly controlled by IDG-Accel China Growth Fund II Associates L.P.. IDG-Accel China Growth Fund II Associates L.P. was wholly controlled by IDG, which was in turn controlled by Mr. ZHOU Quan and Mr. HO Chi Sing. Accordingly, IDG-Accel China Growth Fund II L.P., IDG-Accel China Growth Fund II Associates L.P., IDG, Mr. ZHOU Quan and Mr. HO Chi Sing were deemed to be interested in 65,584,747 shares held by ChangAn Investment pursuant to Part XV of the SFO.

* The percentage represents the number of ordinary shares interested divided by the number of issued shares of the Company as at 31 December 2015.

除上文所披露者外，於二零一五年十二月三十一日，據本公司董事或主要行政人員所知悉，除上文「根據證券及期貨條例第XV部披露權益—A.董事及主要行政人員」一段所載權益之董事外，並無任何人士已登記須根據證券及期貨條例第336條予以記錄之本公司股份或相關股份中之權益或淡倉。

購股權計劃

於二零一五年十二月三十一日，本公司購股權計劃並無任何尚未行使之購股權。於本報告期內，本公司購股權計劃概無授出／行使／失效／取消任何購股權。

董事收購股份之權利

除於上文「根據證券及期貨條例第XV部披露權益—A.董事及主要行政人員」一段所披露者外，於本期間任何時間概無授予任何董事或彼等各自之配偶或未成年十八歲之子女透過收購本公司股份或債券以獲得利益之權利，或有該等權利由彼等行使；而本公司或其任何附屬公司亦概無訂立任何安排，以致本公司董事可從任何其他公司實體獲得該等權利。

足夠公眾持股量

根據本公司獲得之公開資料及據董事所知，於本報告日期，公眾人士持有本公司已發行股本總額至少25%。

訴訟

於二零一二年八月十六日，原告Klipsch Group, Inc. (「原告」) 就(i)商標假冒；(ii)商標侵權；及(iii)虛假指定原產地在美利堅合眾國(「美國」)聯邦區域法院(「法院」)對若干被告(包括本集團其中一個線上銷售平台(「被告人之網域」))提起訴訟(「訴訟」)。原告聲稱，彼等在美國註冊若干產品(「Klipsch品牌產品」)，而侵權Klipsch品牌產品已透過被告人之網域售予美國之客戶。據此，原告尋求損害賠償、律師費及制裁。因此，原告於二零一二年八月二十七日指示貝寶凍結本集團貝寶賬戶2,000,000美元(相當於約15,600,000港元)(「凍結金額」)。

於二零一二年九月二十一日，本集團向法院遞交銷售文件，證實進入美國之侵權Klipsch品牌產品之銷售額(「侵權銷售額」)不足700美元。法院考慮到凍結金額實屬過多，因此，於二零一二年十月十一日，法院頒令將凍結金額由2,000,000美元減少至20,000美元(相等於約156,000港元)。原告於二零一二年十二月指稱被告人之網域繼續銷售額外Klipsch品牌產品。本集團已遞交額外銷售文件，證實銷往美國之額外Klipsch品牌產品產生之收入不足125美元。

Save as disclosed above, as at 31 December 2015, so far as is known to any director or chief executive of the Company, no person, other than the directors whose interests are set out in the above paragraph under “Disclosure of Interests under Part XV of the Securities and Futures Ordinance – A. Directors and Chief Executives”, had registered an interest or a short position in the shares or underlying shares of the Company that was required to be recorded under Section 336 of the SFO.

SHARE OPTION SCHEME

As at 31 December 2015, there was no option outstanding under the Share Option Scheme of the Company. No options were granted/exercised/lapsed/cancelled under the Share Option Scheme of the Company during the reporting period.

DIRECTORS’ RIGHTS TO ACQUIRE SHARES

Apart from those as disclosed in the above paragraph under “Disclosure of interest under Part XV of the Securities and Futures Ordinance – A. Directors and Chief Executives”, at no time during the period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any directors or their respective spouse or children under 18 year of age, or were any rights exercised by them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the directors of the Company to acquire such rights in any other body corporate.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

LITIGATION

On 16 August 2012, the plaintiff (the “Plaintiff”), Klipsch Group, Inc., filed a suit in the federal district court (the “Court”) in the United States (the “U.S.”) against certain defendants, including one of the online sales platforms (the “Subject Domain”) of the Group, in respect of (i) trademark counterfeiting; (ii) trademark infringement; and (iii) false designation of origin (the “Litigation”). The Plaintiff claimed that certain products (the “Klipsch-Branded Items”) were registered by them in the U.S. and that infringing Klipsch-Branded Items had been sold to customers in the U.S. via the Subject Domain. The Plaintiff sought damages, attorneys’ fees and sanctions. Hence, the Plaintiff instructed Paypal to freeze US\$2,000,000 (equivalent to approximately HK\$15,600,000) (the “Frozen Amount”) from the Group’s Paypal account on 27 August 2012.

On 21 September 2012, the Group filed sales documents with the Court indicating that the sales amount (the “Infringing Sales Amount”) of the infringing Klipsch-Branded Items into the U.S. amounted to less than US\$700. The Court considered that the Frozen Amount was excessive and accordingly, the Court entered an order reducing the Frozen Amount from US\$2,000,000 to US\$20,000 (equivalent to approximately HK\$156,000) on 11 October 2012. The Plaintiff asserted in December 2012 that the Subject Domain continued to sell additional Klipsch-Branded Items. The Group filed additional sales documents establishing that the revenues derived from sales into the U.S. of the additional Klipsch-Branded Items were less than US\$125.

於二零一三年十二月三日，原告提交經修訂申訴，將本公司之全資附屬公司易寶電子商務有限公司（「易寶電子商務」）（其經營被告人之網域）稱為被告人，以代替被告人之網域，並將易寶電子商務所營運之其他域名稱為虛構實體。

本公司於二零一四年八月十二日獲其美國法律方面之法律顧問告知，美國紐約州南區區域法院（「區域法院」）已頒佈命令，除凍結金額20,000美元（相等於約156,000港元）之外，亦暫時限制使用易寶電子商務銀行賬戶及其他財務機構賬戶內5,000,000美元（相等於約39,000,000港元）的款項（「受禁制金額」）。有關資產禁制令之聆訊於二零一五年二月十一日完成（美國時間）。

於二零一五年十一月三日，本公司獲其美國法律方面之法律顧問通知，區域法院頒佈命令，受禁制金額由5,000,000美元（相等於約39,000,000港元）減少至25,000美元（相等於約195,000港元）。區域法院亦已頒佈命令，易寶電子商務須支付原告在有關上述事宜之若干法律程序中所招致之合理成本及費用。但其後於二零一五年十一月四日，本公司獲其美國法律方面之法律顧問通知，區域法院批准將受禁制金額減少一事押後生效之申請。

另一輪聆訊於二零一五年十一月十日（紐約時間）舉行，區域法院決定繼續限制使用受禁制金額。本公司現正向美國法律顧問尋求上述事宜方面之法律意見而本公司將於適當時候再作公告。

本公司董事（「董事」）已謹慎地評估該訴訟所產生之有關律師費及索償（如有的話）之財務影響。經考慮受禁制金額之數額及可能將產生之法律及專業費用，截止二零一五年十二月三十一日止期間，本公司已對該訴訟作出充足撥備。由於該訴訟仍在進行當中，董事將繼續謹慎監察該訴訟之進展，並將於適當時候評估該訴訟之撥備是否足夠及對本集團之財務影響。

董事於競爭業務之權益

本公司董事、上市時管理層股東或彼等各自之聯繫人士概無於任何對本集團業務構成競爭或可能構成競爭之業務中擁有權益。

On 3 December 2013 the Plaintiff filed an amended complaint naming EPRO E-commerce Limited ("EPRO EComm"), a wholly owned subsidiary of the Company that operates the Subject Domain as a defendant in place of the Subject Domain, and naming as fictitious entities other domains operated by EPRO EComm.

The Company was informed by its legal adviser as to United States laws on 12 August 2014 that the United States District Court for the Southern District of New York (the "District Court") entered an order temporarily restraining the use of US\$5,000,000 (equivalent to approximately HK\$39,000,000) (the "Restrained Sum") in the bank accounts and other financial accounts of EPRO EComm (in addition to the Frozen Amount of US\$20,000 (equivalent to approximately HK\$156,000)). A hearing regarding the asset restraining order was completed on 11 February 2015 (U.S. time).

The Company was informed by its legal adviser as to United States laws on 3 November 2015, the District Court entered an order to reduce the Restrained Sum from US\$5,000,000 (equivalent to approximately HK\$39,000,000) to US\$25,000 (equivalent to approximately HK\$195,000). The District Court has also made an order for EPRO EComm to pay for reasonable costs and fees incurred by the Plaintiff during certain legal process relating to the above matter. However, the Company was subsequently informed by its legal adviser as to United States laws on 4 November 2015 that the District Court had granted an application to delay the effectiveness of the reduction of the Restrained Sum.

Another hearing was held on 10 November 2015 (New York time), on which the District Court decided to continue to temporarily restrain the use of the Restrained Sum. The Company is currently seeking legal advice from its United States legal adviser as to the above matter and the Company will make further announcement as and when appropriate.

The directors of the Company (the "Directors") have exercised their due care in assessing the financial impact in respect of the legal costs and claims, if any, of the Litigation. Taking into account of the amount of the Restrained Sum and the possible legal and professional costs to be incurred, the Company has made a sufficient provision for the Litigation at the period ended 31 December 2015. Since the Litigation is still on-going, the Directors would continue to exercise their due care in monitoring the progress of the Litigation and would assess the adequacy of provision for the Litigation and the financial impact to the Group as and when appropriate.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

None of the directors, initial management shareholders or their respective associates of the Company has an interest in a business which competes or may compete with the business of the Group.

購買、出售或贖回本公司上市證券

截至二零一五年十二月三十一日止六個月，本公司或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。

董事進行之證券交易

本集團已遵照創業板上市規則第5.48條至第5.67條之規定採納規管董事進行證券交易之嚴格常規。可能擁有本集團尚未發表之內幕消息之相關僱員亦須遵照不遜於該等規則所載者之指引。截至二零一五年十二月三十一日止六個月，並未出現任何未獲遵守之情況。

企業管治

於截至二零一五年十二月三十一日止整個六個月內，本公司一直遵守創業板上市規則附錄十五所載之企業管治守則（「企業管治守則」）之守則條文，惟下列偏離事項除外：

守則條文第E.1.2條

本公司之股東大會為股東與董事會提供溝通之良機。董事會主席及薪酬委員會、審核委員會及提名委員會主席或（在其缺席時）各委員會之其他成員及（倘適用）獨立董事委員會會在股東大會上解答提問。然而，董事會主席由於需出席重要商務場合，故未能按企業管治守則之守則條文第E.1.2條規定，出席二零一五年股東週年大會。雖然其缺席，唯彼已安排執行董事擔任大會主席，解答股東發問。

審核委員會

本公司成立審核委員會（「委員會」），其書面職權範圍乃遵照創業板上市規則釐定。委員會之首要職務為審核及監督本集團之財務呈報過程及內部監控系統。委員會由三名獨立非執行董事方福偉先生、朱志先生及林曉峰先生組成。本集團截至二零一五年十二月三十一日止六個月之中期報告所載之資料並未經審核，但經由委員會審閱，而其認為該報告已遵守適用之會計準則及聯交所規定和法律規定，且已作出足夠披露。

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

During the six months ended 31 December 2015, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

SECURITIES TRANSACTIONS BY DIRECTORS

The Group has adopted stringent procedures governing Director's securities transaction in compliance with Rules 5.48 to 5.67 of the GEM Listing Rules. Relevant employees who are likely to be in possession of unpublished inside information of the Group are also subject to compliance with guidelines with no less exacting terms than those set out in the rules. No incidence of non-compliance was noted for the six months ended 31 December 2015.

CORPORATE GOVERNANCE

The Company has complied with the code provisions of the Corporate Governance Code (the "CG Code") set out in Appendix 15 of the GEM Listing Rules throughout the six months ended 31 December 2015, except for the following deviation:

Code Provision E.1.2

The general meetings of the Company provide an opportunity for communication between the shareholders and the Board. The Chairman of the Board as well as chairmen of the Remuneration Committee, Audit Committee and Nomination Committee, or in their absence, other members of the respective committees, and where applicable, the independent Board committee, are available to answer questions at the shareholder's meetings. However, the Chairman of the Board was unable to attend the Company's 2015 annual general meeting (as stipulated under the Code Provision E.1.2 of the CG Code) as he had an important business engagement. Despite his absence, he had arranged for an Executive Director taking the chair of the meeting and answering shareholders' questions.

AUDIT COMMITTEE

The Company set up an Audit Committee (the "Committee") with written terms of reference in compliance with the requirements of the GEM Listing Rules. The primary duties of the Committee are to review and provide supervision over the financial reporting process and internal control of the Group. The Committee comprises three independent non-executive directors, Mr. FONG Fuk Wai, Mr. ZHU Zhi and Mr. LIN Xiaofeng. The information contained in the Group's interim report for the six months ended 31 December 2015 has not been audited but has been reviewed by the Committee, who was of opinion that such report complied with the applicable accounting standards, and the GEM Listing Rules and legal requirements and that adequate disclosures had been made.

董事

於本報告刊發日期，執行董事為黃少康先生、周兆光先生及洪君毅先生，非執行董事為孟虎先生，而獨立非執行董事為方福偉先生、朱志先生及林曉峰先生。

承董事會命
主席
黃少康

香港，二零一六年二月五日

DIRECTORS

As at the date of this report, the executive directors are Mr. HUANG Shaokang, Mr. CHOW Siu Kwong and Mr. HUNG Kenneth; the non-executive director is Mr. MENG Hu; and the independent non-executive directors are Mr. FONG Fuk Wai, Mr. ZHU Zhi and Mr. LIN Xiaofeng.

By order of the Board
HUANG Shaokang
Chairman

Hong Kong, 5 February 2016