



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)

二零一六至二零一七年中中期報告 **2016/2017 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(「董事」)會(「董事會」)宣佈，本公司及其附屬公司(「本集團」)截至二零一六年十二月三十一日止三個月及六個月之未經審核簡明綜合中期業績，連同截至二零一五年同期未經審核之比較數字如下：

簡明綜合損益及其他全面收益表

		附註 Notes	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	
			二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
持續經營業務	CONTINUING OPERATIONS					
收入	REVENUE	3	89,489	115,827	177,859	228,187
貨品銷售成本和服務成本	Cost of sales and services		(55,258)	(74,086)	(112,773)	(143,549)
毛利	Gross profit		34,231	41,741	65,086	84,638
其他收入及收益	Other income and gains		439	3,381	872	3,935
銷售及分銷成本	Selling and distribution costs		(22,663)	(37,493)	(46,952)	(73,747)
行政費用	Administrative expenses		(16,301)	(35,780)	(40,548)	(77,345)
融資成本	Finance costs	4	(188)	(1,907)	(254)	(3,801)
除稅前虧損	LOSS BEFORE TAX	5	(4,482)	(30,058)	(21,796)	(66,320)
所得稅費用	Income tax expense	6	(99)	(369)	(99)	(369)
本期間來自持續經營業務虧損	LOSS FOR THE PERIOD FROM CONTINUING OPERATIONS		(4,581)	(30,427)	(21,895)	(66,689)
終止經營業務	DISCONTINUED OPERATION	8	-	-	-	2,006
本期間來自終止經營業務盈利	Profit for the period from discontinued operation		-	-	-	2,006
本期間虧損	LOSS FOR THE PERIOD		(4,581)	(30,427)	(21,895)	(64,683)
應佔虧損：	Loss attributable to:					
本公司擁有人	Owners of the Company		(4,613)	(30,427)	(21,866)	(64,600)
非控股權益	Non-controlling interests		32	-	(29)	(83)
			(4,581)	(30,427)	(21,895)	(64,683)
				(經重列) (Re-stated)		(經重列) (Re-stated)
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	9				
基本—本期間虧損	Basic – Loss for the period		(0.24)港仙cents	(5.41)港仙cents	(1.22)港仙cents	(11.48)港仙cents
—持續經營業務的虧損	– Loss from continuing operations		(0.24)港仙cents	(5.41)港仙cents	(1.22)港仙cents	(11.85)港仙cents
攤薄—本期間虧損	Diluted – Loss for the period		(0.24)港仙cents	(5.41)港仙cents	(1.22)港仙cents	(11.48)港仙cents
—持續經營業務的虧損	– Loss from continuing operations		(0.24)港仙cents	(5.41)港仙cents	(1.22)港仙cents	(11.85)港仙cents

UNAUDITED RESULTS

The board (the “Board”) of directors (the “Directors”) of DX.com Holdings Limited (the “Company”) announced the unaudited condensed consolidated interim results of the Company and its subsidiaries (the “Group”) for the three months and six months ended 31 December 2016 together with the unaudited comparative figures for the corresponding periods in 2015 as follows:

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

		附註 Notes	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	
			二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
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貨品銷售成本和服務成本	Cost of sales and services		(55,258)	(74,086)	(112,773)	(143,549)
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終止經營業務	DISCONTINUED OPERATION	8	-	-	-	2,006
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本期間虧損	LOSS FOR THE PERIOD		(4,581)	(30,427)	(21,895)	(64,683)
應佔虧損：	Loss attributable to:					
本公司擁有人	Owners of the Company		(4,613)	(30,427)	(21,866)	(64,600)
非控股權益	Non-controlling interests		32	-	(29)	(83)
			(4,581)	(30,427)	(21,895)	(64,683)
				(經重列) (Re-stated)		(經重列) (Re-stated)
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	9				
基本—本期間虧損	Basic – Loss for the period		(0.24)港仙cents	(5.41)港仙cents	(1.22)港仙cents	(11.48)港仙cents
—持續經營業務的虧損	– Loss from continuing operations		(0.24)港仙cents	(5.41)港仙cents	(1.22)港仙cents	(11.85)港仙cents
攤薄—本期間虧損	Diluted – Loss for the period		(0.24)港仙cents	(5.41)港仙cents	(1.22)港仙cents	(11.48)港仙cents
—持續經營業務的虧損	– Loss from continuing operations		(0.24)港仙cents	(5.41)港仙cents	(1.22)港仙cents	(11.85)港仙cents

簡明綜合損益及其他全面收益表

Condensed Consolidated Statement of Profit or Loss and Other 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	
		二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000	二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
本期間虧損	Loss for the period	(4,581)	(30,427)	(21,895)	(64,683)
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	(131)	(124)	(284)	(1,462)
— 可供出售投資公平值之(減少)/增加	– (Decrease)/increase in fair value of available-for-sales investments	(636)	(3,549)	5,701	(17,316)
— 於出售可供出售投資的儲備解除	– Release of reserve upon disposal of available-for-sales investments	–	–	725	–
— 可供出售投資之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 investments	–	9,154	88	22,921
本期間全面收益總額	TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	<u>(5,348)</u>	<u>(24,946)</u>	<u>(15,665)</u>	<u>(60,540)</u>
應佔全面收益總額：	Total comprehensive income attributable to:				
本公司擁有人	Owners of the Company	(5,380)	(24,946)	(15,636)	(60,427)
非控股權益	Non-controlling interests	<u>32</u>	<u>–</u>	<u>(29)</u>	<u>(113)</u>
		<u>(5,348)</u>	<u>(24,946)</u>	<u>(15,665)</u>	<u>(60,540)</u>

			(未經審核) (Unaudited) 於二零一六年 十二月三十一日 31 December 2016 千港元 HK\$'000	(經審核) (Audited) 於二零一六年 六月三十日 30 June 2016 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	2,024	1,284
商譽		Goodwill	17,409	—
其他無形資產		Other intangible assets	5,615	5,615
應收貸款及利息賬款	10	Loan and interest receivables	6,000	—
可供出售投資	11	Available-for-sales investments	56,603	56,151
非流動資產總額		Total non-current assets	87,651	63,050
流動資產		CURRENT ASSETS		
應收貿易賬款	12	Trade receivables	3,854	653
應收貸款及利息賬款	10	Loan and interest receivables	25,559	—
預付款項、按金及其他應收款項		Prepayments, deposits and other receivables	122,572	115,407
按公平值計入損益之股票投資		Equity investments at fair value through profit or loss	14,344	5,472
已抵押存款	13	Pledged deposits	19,425	20,218
現金及現金等值項目	13	Cash and cash equivalents	59,711	30,017
流動資產總額		Total current assets	245,465	171,767
流動負債		CURRENT LIABILITIES		
應付貿易賬款	14	Trade payables	39,751	34,296
其他應付款項及應計負債		Other payables and accruals	63,259	54,756
預收按金		Deposits received in advance	3,037	3,746
計息銀行借款	15	Interest-bearing bank borrowing	10,000	10,000
稅務撥備		Tax payables	900	—
流動負債總額		Total current liabilities	116,947	102,798
流動資產淨值		NET CURRENT ASSETS	128,518	68,969
資產總值減流動負債		TOTAL ASSETS LESS CURRENT LIABILITIES	216,169	132,019
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	216,169	132,019
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	22,438	13,986
儲備		Reserves	193,682	117,955
非控股權益		Non-controlling interests	216,120	131,941
			49	78
權益總額		Total equity	216,169	132,019

簡明綜合現金流量報表

Condensed Consolidated Statement of Cash Flows

		截至十二月三十一日止六個月	
		For the six months ended 31 December	
		二零一六年	二零一五年
		2016	2015
		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	(3,194)	(28,052)
投資活動之現金(支出)／ 所得淨額	NET CASH FLOW (USED IN)/FROM INVESTING ACTIVITIES	(65,625)	14,067
融資活動之現金所得／ (支出)淨額	NET CASH FLOW FROM/(USED IN) FINANCING ACTIVITIES	98,851	(3,947)
現金及現金等值項目增加／ (減少)淨額	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	30,032	(17,932)
期初之現金及現金等值項目	CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	30,017	63,741
外匯變動之調整	EFFECT OF FOREIGN EXCHANGE RATE CHANGES, NET	(338)	(1,548)
期末之現金及現金等值項目	CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	59,711	44,261
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	Cash and bank balances	59,711	44,261

簡明綜合權益變動表

Condensed Consolidated Statement of Changes In Equity

		本公司擁有人應佔										
		Attributable to owners of the Company										
		已發行股本 Issued capital 千港元 HK\$'000	股份溢價 Share premium 千港元 HK\$'000	實繳盈餘／ 資本儲備 Contributed surplus/ Capital reserve 千港元 HK\$'000	庫存股本 儲備／ 資本贖回 儲備 Treasury share reserve/ Capital redemption reserve 千港元 HK\$'000	購股權 儲備 Share option reserve 千港元 HK\$'000	可供出售 投資估值儲備 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	保留盈利／ (累計虧損) Retained profits/ (Accumulated losses) 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
於二零一五年七月一日	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 arising on translation of foreign operations	—	—	—	—	—	—	(1,432)	—	(1,432)	(30)	(1,462)
可供出售投資公平值之 淨減少	Net decrease in fair value of available-for-sales investments	—	—	—	—	—	(17,316)	—	—	(17,316)	—	(17,316)
可供出售投資之 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 investments	—	—	—	—	—	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(a))	Share consolidation and capital reduction (note 16(a))	(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	5,604	—	77,068	3,526	—	5,605	(23)	(31,144)	60,636	—	60,636
於二零一六年七月一日	At 1 July 2016	13,986	106,915	77,068	3,526	3,763	6,191	(132)	(79,376)	131,941	78	132,019
本期間虧損	Loss for the period	—	—	—	—	—	—	—	(21,866)	(21,866)	(29)	(21,895)
轉換境外業務時產生之 匯兌差額	Exchange differences arising on translation of foreign operations	—	—	—	—	—	—	(284)	—	(284)	—	(284)
可供出售投資公平值之 淨增加	Net increase in fair value of available-for-sales investments	—	—	—	—	—	5,701	—	—	5,701	—	5,701
出售可供出售投資的儲備回 撥	Releases of reserve upon disposal of available- for-sales investments	—	—	—	—	—	725	—	—	725	—	725
可供出售投資之 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 investments	—	—	—	—	—	88	—	—	88	—	88
本期間全面收益總額	Total comprehensive income for the period	—	—	—	—	—	6,514	(284)	(21,866)	(15,636)	(29)	(15,665)
發行股份已扣除股份發行開 支(附註16(f)及(g))	Issue of share net of share issue expenses (note 16(f) and (g))	7,646	81,024	—	—	—	—	—	—	88,670	—	88,670
以股本結算購股權安排 (附註17(b))	Equity-settled share option arrangements (note 17(b))	—	—	—	—	710	—	—	—	710	—	710
行使購股權(附註16(e)及 17(a))	Exercise of share options (note 16(e) and 17(a))	806	13,392	—	—	(3,763)	—	—	—	10,435	—	10,435
於二零一六年 十二月三十一日	At 31 December 2016	22,438	201,331	77,068	3,526	710	12,705	(416)	(101,242)	216,120	49	216,169

1. 公司及集團資料

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香港聯合交易所有限公司（「聯交所」）創業板（「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。

遷冊對本公司之持續性及上市地位並無構成任何影響。

本公司註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。

本公司主要營業地點在香港新界沙田安群街3號京瑞廣場1期21樓J室。

本集團之主要業務是電子商務及提供網上銷售平台。於截至二零一六年十二月三十一日止六個月（「本期間」），本集團收購了若干子公司以擴展業務至(i)借貸業務；及(ii)在香港提供物業管理及物業代理服務。

2. 編製基準

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」、創業板證券上市規則（「創業板上市規則」）及香港公司條例（第622章）之適用披露規定而編製。除按公平值計入損益之股票投資及可供出售投資是按公平值計入，財務報表乃根據歷史成本慣例法而編製。

編製本期間之未經審核簡明綜合中期財務報表時所採用之會計政策，與本集團編製其截至二零一六年六月三十日止年度之年度財務報表時所採用者貫徹一致。

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 to the Condensed Consolidated Financial Statements

1. CORPORATE AND GROUP INFORMATION

The Company was 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 Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") 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 change of domicile has no impact on the continuity and the listing status of the Company.

The registered office of the Company was located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

The principal place of business of the Company was located at Office J, 21/F Kings Wing Plaza 1, No. 3 On Kwan Street, Sha Tin, New Territories, Hong Kong.

The Group is principally engaged in e-commerce and provision of online sales platform. During the six months ended 31 December 2016 (the "Period"), the Group extended its business into the operation of (i) money-lending business; and (ii) provision of property management and property agency services in Hong Kong through the acquisition of certain subsidiaries.

2. BASIS OF PRESENTATION

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 (the "HKICPA"), the applicable disclosures required by the Rules Governing the Listing of Securities on GEM (the "GEM Listing Rules") and the disclosure requirements of the Hong Kong Companies Ordinance (Cap.622). They have been prepared under the historical cost convention, except for equity investments at fair value through profit or loss and available-for-sales investments, which have been measured at fair value.

The accounting policies adopted in the preparation of the unaudited condensed consolidated interim financial statements for the Period are consistent with those adopted by the Group in its annual financial statements for the year ended 30 June 2016.

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.

3. 收入及經營分類資料

本集團之收入分析如下：

收入：	Revenue:
持續經營業務：	Continuing operations:
電子商務及提供網上銷售平台	E-commerce and provision of online sales platform
借貸業務之利息收入	Interest income arising from the money-lending business
物業管理及物業代理服務	Provision of property management and property agency services
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

向執行董事（即主要營運決策者）所呈報以供其分配資源及評估分部表現之資料集中於所交付或提供之貨品或服務種類為：

- (i) 電子商務及提供網上銷售平台；
- (ii) 借貸業務；
- (iii) 提供物業管理及物業代理服務；及
- (iv) 提供專業資訊科技合約及維修保養服務。

本集團分別由二零一六年十月及二零一六年十二月開始經營借貸業務及提供物業管理及物業代理服務之業務。除此之外，本集團已於二零一五年八月終止經營提供專業資訊科技合約及維修保養服務之業務。

3. REVENUE AND OPERATING SEGMENT INFORMATION

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	
二零一六年 2016 (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	二零一六年 2016 (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
87,765	115,827	176,135	228,187
647	—	647	—
1,077	—	1,077	—
89,489	115,827	177,859	228,187
—	—	—	26,513
89,489	115,827	177,859	254,700

Information reported to the executive Directors, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided are:

- (i) E-commerce and provision of online sales platform;
- (ii) Money-lending business;
- (iii) Provision of property management and property agency services; and
- (iv) Provision of professional IT contract and maintenance services.

The Group has commenced to engage in the money-lending business and the business of provision of property management and property agency services since October 2016 and December 2016, respectively. In addition, the Group has ceased to engage in the business of provision of professional IT contract and maintenance services since August 2015.

(i) 經營分部資料

(i) Operating segment information

		持續經營業務 Continuing operations						終止經營業務 Discontinued operation			
		電子商務及 提供網上 銷售平台分部 E-commerce and provision of online sales platform segment		借貸業務分部 Money-lending business segment		提供物業管理及 物業代理服務分部 Provision of property management and property agency services segment		專業資訊 科技合約及維修 保養服務分部 Professional IT contract and maintenance services segment		合併 Total	
		二零一六年 2016 (未經審核) 千港元 HK\$'000	二零一五年 2015 (未經審核) 千港元 HK\$'000	二零一六年 2016 (未經審核) 千港元 HK\$'000	二零一五年 2015 (未經審核) 千港元 HK\$'000	二零一六年 2016 (未經審核) 千港元 HK\$'000	二零一五年 2015 (未經審核) 千港元 HK\$'000	二零一六年 2016 (未經審核) 千港元 HK\$'000	二零一五年 2015 (未經審核) 千港元 HK\$'000	二零一六年 2016 (未經審核) 千港元 HK\$'000	二零一五年 2015 (未經審核) 千港元 HK\$'000
分部收入	Segment revenue	176,135	228,187	647	–	1,077	–	–	26,513	177,859	254,700
分部業績	Segment results	(9,476)	(25,640)	559	–	541	–	–	500	(8,376)	(25,140)
未分配其他收入及收益	Unallocated other income and gains									14	3
未分配之費用	Unallocated expenses									(13,180)	(36,882)
營運虧損	Loss from operations									(21,542)	(62,019)
融資成本	Finance costs									(254)	(3,947)
除稅前虧損	Loss before tax									(21,796)	(65,966)
所得稅費用	Income tax expense									(99)	1,283
本期間虧損	Loss for the period									(21,895)	(64,683)
分部資產	Segment assets	173,973	161,932	57,102	–	5,198	–	–	–	236,273	161,932
未分配之資產	Unallocated assets									96,843	77,884
總資產	Total assets									333,116	239,816
分部負債	Segment liabilities	112,587	99,446	28	–	256	–	–	–	112,871	99,446
未分配之負債	Unallocated liabilities									4,076	79,734
總負債	Total liabilities									116,947	179,180
資本開支	Capital expenditure	112	306	–	–	–	–	–	99	112	405
未分配之資本開支	Unallocated capital expenditure									1,217	30,095
										1,329	30,500
折舊及攤銷	Depreciation and amortisation	607	1,019	–	–	9	–	–	160	616	1,179
未分配之折舊及攤銷	Unallocated depreciation and amortisation									134	–
										750	1,179

(ii) 地區資料**(a) 源自外間客戶之收入**

下列收入資料按顧客地區分類。

	北美洲 North America		南美洲 South America		非洲 Africa		歐洲 Europe		亞洲 Asia		大洋洲 Oceania		合併 Consolidated	
	二零一六年 2016 (未經審核) 千港元 HK\$'000	二零一五年 2015 (未經審核) 千港元 HK\$'000	二零一六年 2016 (未經審核) 千港元 HK\$'000	二零一五年 2015 (未經審核) 千港元 HK\$'000	二零一六年 2016 (未經審核) 千港元 HK\$'000	二零一五年 2015 (未經審核) 千港元 HK\$'000	二零一六年 2016 (未經審核) 千港元 HK\$'000	二零一五年 2015 (未經審核) 千港元 HK\$'000	二零一六年 2016 (未經審核) 千港元 HK\$'000	二零一五年 2015 (未經審核) 千港元 HK\$'000	二零一六年 2016 (未經審核) 千港元 HK\$'000	二零一五年 2015 (未經審核) 千港元 HK\$'000	二零一六年 2016 (未經審核) 千港元 HK\$'000	二零一五年 2015 (未經審核) 千港元 HK\$'000
分部收入： 持續經營業務：	Segment revenue: Continuing operations:													
電子商務及提供 網上銷售平台	17,895	32,140	32,678	19,081	1,281	1,895	101,219	144,977	17,527	21,849	5,535	8,245	176,135	228,187
借貸業務	-	-	-	-	-	-	-	-	647	-	-	-	647	-
提供物業管理及 物業代理服務	-	-	-	-	-	-	-	-	1,077	-	-	-	1,077	-
	17,895	32,140	32,678	19,081	1,281	1,895	101,219	144,977	19,251	21,849	5,535	8,245	177,859	228,187
終止經營業務：	Discontinued operation:													
專業資訊科技合約 及維修服務	-	-	-	-	-	-	-	-	-	26,513	-	-	-	26,513
	17,895	32,140	32,678	19,081	1,281	1,895	101,219	144,977	19,251	48,362	5,535	8,245	177,859	254,700

(b) 分部資產

分部資產	Segment assets	-	-	-	-	-	-	-	333,116	239,816	-	-	333,116	239,816
資本開支	Capital expenditure	-	-	-	-	-	-	-	1,329	30,500	-	-	1,329	30,500

4. 融資成本

銀行及其他貸款利息開支	Interest expenses on bank and other loans
應付票據利息開支	Interest expenses on note payables

融資成本：	Finance costs:
持續經營業務	Continuing operations
終止經營業務	Discontinued operation

(ii) Geographical information**(a) Revenue from external customers**

The revenue information is based on the location of customers.

(b) Segment assets**4. FINANCE COSTS**

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	
二零一六年 2016 (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	二零一六年 2016 (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
188	68	254	270
-	1,839	-	3,677
188	1,907	254	3,947
188	1,907	254	3,801
-	-	-	146
188	1,907	254	3,947

5. 除稅前虧損

除稅前虧損乃扣除／(計入)及下列各項後計算：

5. 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	
		二零一六年 2016 (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	二零一六年 2016 (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
物業、廠房及設備之折舊	Depreciation of property, plant and equipment				
持續經營業務	Continuing operations	420	492	750	1,019
終止經營業務	Discontinued operation	—	—	—	160
		420	492	750	1,179
員工成本	Staff costs				
(包括董事酬金)	(including directors' remuneration)				
工資及薪金	Wages and salaries	5,638	5,859	9,599	16,492
股本結算購股權開支	Equity-settled share option expenses	710	—	710	—
退休金供款淨額	Net pension contribution	654	926	1,316	1,860
		7,002	6,785	11,625	18,352
持續經營業務	Continuing operations	7,002	6,785	11,625	12,079
終止經營業務	Discontinued operation	—	—	—	6,273
		7,002	6,785	11,625	18,352
按公平值計入損益之金融	Fair value (gain)/loss on equity				
投資公平值(收益)/虧損	investments at fair value through profit and loss	(1,318)	1,118	568	3,434
出售按公平值計入損益之	Loss on disposal of equity investments at	—	—	—	1,239
金融投資之虧損	fair value through profit or loss	—	—	—	1,239
出售物業、廠房及設備之	(Gain)/Loss on disposal of property,	(73)	34	(83)	34
(盈利)/虧損	plant and equipment	(73)	34	(83)	34
可供出售投資減值虧損	Impairment loss on available-for-sales	—	9,154	88	22,921
(附註a)	investments (note a)	—	9,154	88	22,921
出售可供出售投資虧損	Loss on disposal of available-for-sales	—	—	5,162	—
	investments	—	—	5,162	—
按公平值計入損益之股票投	Dividend income from equity investments	(3)	—	(12)	—
資所得股息收入	at fair value through profit or loss	(3)	—	(12)	—
出售附屬公司之虧損(附註b)	Loss on disposal of subsidiaries (note b)	—	—	—	1,937
已收取政府補助	Government grants received	(89)	(422)	(238)	(422)
中國政府退稅	PRC government tax refund	—	(2,429)	—	(2,306)
租金收入	Rental income	(31)	(183)	(45)	(473)
輔助服務收入	Ancillary service income	(254)	—	(465)	—
銀行利息收入	Bank interest income	(18)	(10)	(19)	(77)

附註：

- 於二零一六年十二月三十一日，本集團持有之可供出售投資乃按聯交所報之市場買入價為公平值列賬，其中本集團持有智易控股有限公司(股份代號：8100)的8,771,720股股份。沿用上年度之做法，其公平值虧損已由重估儲備重新分類至綜合損益表。
- 於二零一五年八月三十一日，本集團出售若干附屬公司並錄得虧損約為1,937,000港元。

Notes:

- As at 31 December 2016, the available-for-sales investments of the Group were stated at the fair value with reference to the quoted market bid price in the Stock Exchange and included therein are 8,771,720 shares of GET Holdings Limited (Stock Code: 8100) held by the Group. Consistent with previous year, its fair value loss was reclassified from the available-for-sales investment revaluation reserve to the consolidated statement of profit or loss.
- On 31 August 2015, the Group disposed of its certain subsidiaries with a loss of approximately HK\$1,937,000.

6. 所得稅費用

即期稅務－香港	Current tax - Hong Kong
本期間開支	Charge for the period
即期稅務－其他地區	Current tax - Elsewhere
本期間開支	Charge for the period
遞延稅項撥回	Deferred tax credit
稅項支出／（撥回）	Total tax charge/(credit)
所得稅費用／（撥回）：	Income tax expense/(credit):
持續經營業務	Continuing operations
終止經營業務	Discontinued operation

香港利得稅按本期間內之估計應課稅盈利以稅率16.5%計提撥備（截至二零一五年十二月三十一日止六個月：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。

7. 股息

董事會並不建議派發本期間的中期股息（截至二零一五年十二月三十一日止六個月：無）。

6. INCOME TAX EXPENSE

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	
二零一六年 2016 (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	二零一六年 2016 (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
91	—	91	113
8	369	8	369
—	—	—	(1,765)
99	369	99	(1,283)
99	369	99	369
—	—	—	(1,652)
99	369	99	(1,283)

Hong Kong Profits tax has been provided at the rate of 16.5% on the estimated assessable profits for the Period (six months ended 31 December 2015: 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.

7. DIVIDENDS

The Board does not recommend the payment of interim dividend for the Period (six months ended 31 December 2015: Nil).

8. 終止經營業務

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(現稱互娛中國文化科技投資有限公司(「互娛中國」))。於當日，洪君毅先生同時為互娛中國的執行董事及本公司的獨立非執行董事，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)之100%股本權益，最後總代價為60,264,000港元，該出售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之業績載列如下：

8. DISCONTINUED OPERATION

On 21 April 2015, the Company entered into a sale and purchase agreement (the "Agreement") with China Mobile Games And Cultural Investment Limited (currently known as Interactive Entertainment China Cultural Technology Investments Limited ("IE China")). Mr. Hung Kenneth was an executive director of IE China and an independent non-executive director of the Company as at that date. Pursuant to the Agreement, the Company disposed of its 100% equity interest in EPRO (BVI) Limited and its subsidiaries (except for EPRO Systems Limited) at a final consideration of HK\$60,264,000 and the disposal had completed on 31 August 2015.

The results of the discontinued operation included in the loss for the period are set out below:

		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	
		二零一六年 2016 (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	二零一六年 2016 (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
收入	Revenue	-	-	-	26,513
貨品銷售成本	Cost of sales	-	-	-	(21,432)
毛利	Gross profit	-	-	-	5,081
其他收入及收益	Other income and gains	-	-	-	1,391
銷售及分銷成本	Selling and distribution costs	-	-	-	(70)
行政費用	Administrative expenses	-	-	-	(5,902)
融資成本	Finance costs	-	-	-	(146)
除稅前盈利	Profit before tax	-	-	-	354
所得稅撥回	Income tax credit	-	-	-	1,652
本期間來自終止經營業務之盈利	Profit for the period from discontinued operation	-	-	-	2,006
以下項目應佔盈利：	Profit attributable to:				
本公司擁有人	Owners of the Company	-	-	-	2,089
非控股權益	Non-controlling interests	-	-	-	(83)
		-	-	-	2,006
					(經重列) (Re-stated)
每股盈利：	Profit per share:				
基本(來自終止經營業務)	Basic, from the discontinued operation	-	-	-	0.37港仙cents
攤薄(來自終止經營業務)	Diluted, from the discontinued operation	-	-	-	0.37港仙cents

9. 本公司普通股權益持有人應佔之每股虧損

每股基本及攤薄虧損按以下基準計算：

本公司普通股權益持有人應佔虧損

以下應佔：
持續經營業務
終止經營業務

Loss attributable to ordinary equity holders of the Company

Attributable to:
Continuing operations
Discontinued operation

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

The calculations of basic and diluted 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	
二零一六年 2016 (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	二零一六年 2016 (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
(4,613)	(30,427)	(21,866)	(64,600)
(4,613)	(30,427)	(21,866)	(66,689)
-	-	-	2,089
(4,613)	(30,427)	(21,866)	(64,600)

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

股份數目 Numbers of shares		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	
二零一六年 2016 (未經審核) (Unaudited)	二零一五年 2015 (未經審核) (Unaudited) (經重列) (Re-stated)	二零一六年 2016 (未經審核) (Unaudited)	二零一五年 2015 (未經審核) (Unaudited) (經重列) (Re-stated)
1,897,308,032	562,577,245	1,794,657,380	562,577,245

截至二零一五年十二月三十一日止三個月及六個月的普通股加權平均數已經按二零一六年五月十七日完成的供股作追溯調整，有關詳情載於簡明綜合財務報表附註16(c)內。

列報之截至二零一六年十二月三十一日止三個月及六個月的每股基本虧損金額，並無就攤薄被作出調整，原因為尚未行使之購股權對列報的每股基本虧損金額產生了反攤薄效應(截至二零一五年十二月三十一日止三個月及六個月：本集團並無具潛在攤薄影響之已發行普通股)。

The weighted average number of ordinary shares for the three months and six months ended 31 December 2015 has been retrospectively adjusted for the rights issue which was completed on 17 May 2016, details of which are stated in note 16(c) to the condensed consolidated financial statements.

No adjustment has been made to the basic loss per share amounts presented for the three months and six months ended 31 December 2016 in respect of a dilution as the impact of the share options outstanding had an anti-dilutive effect on the basic loss per share amounts presented (three months and six months ended 31 December 2015: the Group had no potentially dilutive ordinary shares in issue).

10. 應收貸款及利息賬款

10. LOAN AND INTEREST RECEIVABLES

		於二零一六年 十二月三十一日 31 December 2016 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一六年 六月三十日 30 June 2016 (經審核) (Audited) 千港元 HK\$'000
應收貸款賬款	Loan receivables	30,800	—
應收利息賬款	Interest receivables	759	—
減值	Impairment	—	—
賬面淨值	Net carrying amounts	31,559	—
減：於一年內到期而計入流動資產之結餘	Less: Balances due within one year included in current assets	(25,559)	—
非流動部分	Non-current portion	6,000	—

應收貸款及利息賬款指由本集團借貸業務所產生之尚未收回本金及利息。所有該等應收貸款賬款所訂合約到期日介乎於6個月至24個月內。本集團力求維持嚴格控制其應收貸款及利息賬款，透過審查借款人之財務狀況，以降低信貸風險。

應收貸款賬款按訂約方之間相互協定之利率介乎每年8%至12%計息。於二零一六年十二月三十一日，應收貸款賬款為無抵押。

於報告期末，根據合同到期日餘下期間計算之應收貸款及利息賬款之分析如下：

Loan and interest receivables represent outstanding principals and interest arising from the money-lending business of the Group. All of the loan receivables are entered with contractual maturity within 6 months to 24 months. The Group seeks to maintain strict control over its loan and interest receivables in order to minimise credit risk by reviewing the borrowers' financial positions.

The loan receivables are interest-bearing at rates mutually agreed between the contracting parties, ranging from 8% to 12% per annum. As at 31 December 2016, loan receivables were unsecured.

The loan and interest receivables at the end of the reporting period are analysed by the remaining period to contractual maturity date as follows:

		於二零一六年 十二月三十一日 31 December 2016 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一六年 六月三十日 30 June 2016 (經審核) (Audited) 千港元 HK\$'000
應收款：	Receivable:		
三個月內	Within 3 months	11,846	—
三個月至一年	3 months to 1 year	13,713	—
超過一年	Over 1 year	6,000	—
減：於一年內到期而計入流動資產之結餘	Less: Balances due within one year included in current assets	31,559	—
		(25,559)	—
非流動部分	Non-current portion	6,000	—

於報告期末，應收貸款及利息賬款概無逾期或減值。

Loan and interest receivables were neither past due nor impaired at the end of the reporting period.

11. 可供出售投資

11. AVAILABLE-FOR-SALES INVESTMENTS

		於二零一六年 十二月三十一日 31 December 2016 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一六年 六月三十日 30 June 2016 (經審核) (Audited) 千港元 HK\$'000
於報告期初	At the beginning of the reporting period	56,151	38,698
添置	Additions	—	46,318
出售	Disposal	(5,249)	(7,486)
於報告期內之公平值變動	Fair value change during the reporting period	5,701	(21,379)
於報告期末	At the end of the reporting period	56,603	56,151

以上可供出售投資乃按聯交所於報告期末所報之市場買入價為公平值列賬。

The above available-for-sales investments were stated at their fair value with reference to the quoted market price in the Stock Exchange at the end of the reporting period.

12. 應收貿易賬款

12. TRADE RECEIVABLES

		於二零一六年 十二月三十一日 31 December 2016 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一六年 六月三十日 30 June 2016 (經審核) (Audited) 千港元 HK\$'000
應收貿易賬款	Trade receivables	3,854	653
減值	Impairment	—	—
		3,854	653

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

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。

本集團與其客戶之貿易條款主要為記賬形式。高級管理層定期檢討逾期結餘。鑑於上述各項及本集團之應收賬款乃與分散客戶有關，故並無重大信貸風險集中之情況。應收賬款為不計息。

本集團之除銷期限一般由7天至30天不等。

13. 現金及現金等值項目及已抵押存款

現金及銀行結餘	Cash and bank balances
定期存款	Time deposits

減：為獲取就銀行及其他融資而抵押之定期存款	Less: Pledged time deposits for securing banking and other facilities
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An aged analysis of trade receivables as at the end of the reporting period, based on invoice date, is as follows:

於二零一六年 十二月三十一日 31 December 2016 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一六年 六月三十日 30 June 2016 (經審核) (Audited) 千港元 HK\$'000
2,648	652
1,200	1
6	—
3,854	653

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

The Group's trading terms with its customers are mainly on credit. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest bearing.

The Group's credit terms primarily range from 7 to 30 days.

13. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

於二零一六年 十二月三十一日 31 December 2016 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一六年 六月三十日 30 June 2016 (經審核) (Audited) 千港元 HK\$'000
59,711	30,017
19,425	20,218
79,136	50,235
(19,425)	(20,218)
59,711	30,017

14. 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

14. 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:

於二零一六年 十二月三十一日 31 December 2016 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一六年 六月三十日 30 June 2016 (經審核) (Audited) 千港元 HK\$'000
5,277	8,067
3,827	2,293
8,310	1,684
22,337	22,252
39,751	34,296

15. 計息銀行借款

有效利率(%) Effective interest rate	到期日 Maturity
約2.66% approximately 2.66%	二零一七年一月 January 2017
銀行借款-有抵押 Bank loans – secured	

15. INTEREST-BEARING BANK BORROWING

於二零一六年 十二月三十一日 31 December 2016 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一六年 六月三十日 30 June 2016 (經審核) (Audited) 千港元 HK\$'000
10,000	10,000
10,000	10,000

分為： 須於一年內償還	Analysed into: Repayable within one year
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附註：

本集團之銀行借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) 本集團於二零一六年十二月三十一日的若干定期存款約15,050,000港元(於二零一六年六月三十日：約15,050,000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 time deposits of the Group amounting to approximately HK\$15,050,000 as at 31 December 2016 (as at 30 June 2016: approximately HK\$15,050,000).

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：		
於二零一五年七月一日，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	100,000
股份合併	Share consolidation	(a)(i) (9,000,000,000)	—
股份拆細	Share sub-division	(a)(iii) 9,000,000,000	—
於二零一六年六月三十日，每 股面值0.01港元之普通股	Ordinary shares of HK\$0.01 each as at 30 June 2016	10,000,000,000	100,000
已發行及繳足：	Issued and fully paid:		
於二零一五年七月一日，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	(a)(i) (5,043,570,415)	—
股本削減	Capital reduction	(a)(ii)&(iv) —	(50,436)
配售股份	Share placing	(b) 112,000,000	1,120
供股股份	Rights issue of shares	(c) 672,396,712	6,724
行使購股權	Exercise of share option	(d) 53,760,000	538
於二零一六年六月三十日，每 股面值0.01港元之普通股	Ordinary shares of HK\$0.01 each as at 30 June 2016	1,398,553,424	13,986

		(未經審核) (Unaudited)	
		股份數目 Number of shares	面值 Nominal value 千港元 HK\$'000
附註 Notes			
法定：	Authorised:		
於二零一六年七月一日及二零 一六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 1 July 2016 and 31 December 2016	10,000,000,000	100,000
已發行及繳足：	Issued and fully paid:		
於二零一六年七月一日之每股 面值0.01港元之普通股	Ordinary shares of HK\$0.01 each as at 1 July 2016	1,398,553,424	13,986
行使購股權	Exercise of share options	(e) 80,640,000	806
配售股份	Share placing	(f)&(g) 764,582,000	7,646
於二零一六年十二月三十一日 之每股面值0.01港元之普通股	Ordinary shares of HK\$0.01 each as at 31 December 2016	2,243,775,424	22,438

附註：

- (a) 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；

Notes:

- (a) 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) 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。
- (b) 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，本公司將新發行股份總數112,000,000股每股面值0.01港元，按配售價每股0.222港元配售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）。這配售事項於二零一六年一月二十一日完成。配售之所得淨額約為23,850,000港元用於加強本集團的營運資金。
- (c) 於二零一六年五月十八日，本公司完成透過供股之方式按合資格股東於記錄日期每持有一股已發行股份獲發一股供股股份之基準，按每股供股股份之認購價0.128港元發行672,396,712股供股股份，已於二零一六年四月十二日舉行之股東特別大會上獲得獨立股東批准。供股之所得款項淨額約為82,232,000港元並不會增加額外財務成本下加強本集團資金基礎。
- (d) 於二零一六年六月三十日止年度，部份購股權持有人行使其購股權，以每股0.1294港元行使價認購合共53,760,000股每股面值0.01港元之本公司普通股股份。所得款合共約為6,957,000港元。
- (e) 於本期間，部份購股權持有人行使其購股權，以每股0.1294港元行使價認購合共80,640,000股每股面值0.01港元之本公司普通股股份。所得款合共約為10,435,000港元。
- (f) 於二零一六年七月七日，本公司與配售代理訂立配售協議。據此，本公司將新發行股份總數295,832,000股每股面值0.01港元，按配售價每股0.11港元配售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）。這配售事項於二零一六年七月二十六日完成。配售之所得淨額約為31,215,000港元用作本集團之一般營運資金、業務發展及把握投資商機的用途。
- (g) 於二零一六年十月十七日，本公司與配售代理訂立配售協議。據此，本公司將新發行股份總數468,750,000股每股面值0.01港元，按配售價每股0.128港元配售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）。這配售事項於二零一六年十二月八日完成。配售之所得淨額約為57,455,000港元用作支付進行收購借貸業務之代價的餘額、發展借貸業務及／或本集團之一般營運資金。
- (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.
- (b) On 6 January 2016, the Company entered into a placing agreement with a placing agent. Pursuant to the placing agreement, the Company placed a total of 112,000,000 new shares of HK\$0.01 each of the Company to not less than six placees who and whose respective ultimate beneficial owners are independent third parties at a placing price of HK\$0.222 per share. This placing was completed on 21 January 2016 with net proceeds of approximately HK\$23,850,000 for strengthen the working capital of the Group.
- (c) On 18 May 2016, the Company completed a rights issue by issuing 672,396,712 rights shares on the basis of one rights share for every one share held by the qualifying shareholders on the record date at the subscription price of HK\$0.128 per rights share, which was approved by independent shareholders at the special general meeting held on 12 April 2016. The net proceeds of approximately HK\$82,232,000 was for strengthen the Group's capital base without increasing finance cost.
- (d) During the year ended 30 June 2016, certain share option holders exercised their option rights to subscribe for an aggregate of 53,760,000 ordinary shares of the Company of HK\$0.01 each at an exercise price of HK\$0.1294 per share. The total proceeds was approximately HK\$6,957,000.
- (e) During the Period, certain share option holders exercised their option rights to subscribe for an aggregate of 80,640,000 ordinary shares of the Company of HK\$0.01 each at an exercise price of HK\$0.1294 per share. The total proceeds was approximately HK\$10,435,000.
- (f) On 7 July 2016, the Company entered into a placing agreement with a placing agent. Pursuant to the placing agreement, the Company placed a total of 295,832,000 new shares of HK\$0.01 each of the Company to not less than six placees who and whose respective ultimate beneficial owners are independent third parties at a placing price of HK\$0.11 per share. This placing was completed on 26 July 2016 with net proceeds of approximately HK\$31,215,000 for general working capital, business development and investment opportunities of the Group.
- (g) On 17 October 2016, the Company entered into a placing agreement with a placing agent. Pursuant to the placing agreement, the Company placed a total of 468,750,000 new shares of HK\$0.01 each of the Company to not less than six placees who and whose respective ultimate beneficial owners are independent third parties at a placing price of HK\$0.128 per share. This placing was completed on 8 December 2016 with net proceeds of approximately HK\$57,455,000 for funding the payment of the remaining consideration of the acquisition of money-lending business, developing the money-lending business and/or general working capital of the Group.

17. 購股權計劃

(a) 舊購股權計劃

本公司根據於二零零七年二月十二日通過之決議案採納購股權計劃（「舊購股權計劃」），旨在鼓勵或獎勵對本集團作出貢獻之合資格參與者及／或協助本集團聘請及挽留能幹僱員及吸納對本集團及本集團持有任何股權之實體（「投資實體」）有重大價值之人力資源。舊購股權計劃之合資格參與者包括本公司、其附屬公司或任何投資實體之董事及僱員、本集團或任何投資實體之供應商或客戶、任何向本集團或任何投資實體提供研究、開發或技術支援之人士或實體、本集團任何成員公司或任何投資實體之業務或業務發展之任何範疇之顧問或諮詢人、與本集團任何成員公司或任何投資實體於業務營運或發展之任何範疇合作之合營夥伴或業務聯盟，以及本集團任何成員公司或任何投資實體之任何股東或由本集團任何成員公司或任何投資實體發行之任何證券之任何持有人。於二零一六年十一月一日採納新購股權計劃後，舊購股權計劃已終止。

於本期間，80,640,000股購股權已被行使並導致發行80,640,000股每股面值0.01港元之額外新普通股股份，所得款項總額（扣除相關發行開支前）為約10,435,000港元。於本期間，舊購股權計劃概無授出／失效／取消任何購股權。以下為本期間根據舊購股權計劃之購股權數目之變動：

參與者名稱及所屬類別 Name or category of participant	購股權數目 Number of share options			授出 購股權日期 Date of grant of share options	購股權之 行使期 Exercisable period of share options	購股權之 行使價 Exercise price of share options 每股港元 HK\$ per share
	於二零一六年 七月一日 尚未行使數目 Outstanding as at 1 July 2016	本期間 行使 Exercised during the Period	於二零一六年 十二月三十一日 尚未行使數目 Outstanding as at 31 December 2016			
董事 Directors						
周兆光先生 Mr. CHOW Siu Kwong (自二零一六年九月二十三日起 辭任本公司之執行董事職務) (Resigned as an executive director of the Company with effect from 23 September 2016)	13,440,000	(13,440,000)	—	二零一六年 五月二十七日 27 May 2016	二零一六年 五月二十七日至 二零一七年 五月二十六日 27 May 2016 to 26 May 2017	0.1294
洪君毅先生 Mr. HUNG Kenneth	13,440,000	(13,440,000)	—	二零一六年 五月二十七日 27 May 2016	二零一六年 五月二十七日至 二零一七年 五月二十六日 27 May 2016 to 26 May 2017	0.1294

17. SHARE OPTION SCHEME

(a) Old Share Option Scheme

The Company, pursuant to a resolution passed on 12 February 2007, adopted a share option scheme (the "Old Share Option Scheme") for the purpose of providing incentives or rewards to eligible participants for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any entity in which the Group holds any equity interest (the "Invested Entity"). Eligible participants of the Old Share Option Scheme include the directors and employees of the Company, its subsidiaries or any Invested Entity, suppliers and customers of the Group or any Invested Entity, any person or entity that provides research, development or technological support to the Group or any Invested Entity, any adviser or consultant to any area of business or business development of any member of the Group or any Invested Entity, any joint venture partner or business alliance that co-operates with any member of the Group or any Invested Entity in any area of business operation or development and any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity. The Old Share Option Scheme terminated on 1 November 2016 after the adoption of a new share option scheme.

During the Period, 80,640,000 share options have been exercised and resulted in the issue of 80,640,000 additional new ordinary shares of HK\$0.01 each, with aggregate proceeds before related issue expenses of approximately HK\$10,435,000. No options were granted/lapsed/cancelled under the Old Share Option Scheme during the Period. The movement of number of share options under the Old Share Option Scheme during the Period is as follows:

參與者名稱及所屬類別 Name or category of participant	購股權數目 Number of share options			授出 購股權日期 Date of grant of share options	購股權之 行使期 Exercisable period of share options	購股權之 行使價 Exercise price of share options 每股港元 HK\$ per share
	於二零一六年 七月一日 尚未行使數目 Outstanding as at 1 July 2016	本期間 行使 Exercised during the Period	於二零一六年 十二月三十一日 尚未行使數目 Outstanding as at 31 December 2016			
員工及其他參與者 Employees and other participants	53,760,000	(53,760,000)	—	二零一六年 五月二十七日 27 May 2016	二零一六年 五月二十七日至 二零一七年 五月二十六日 27 May 2016 to 26 May 2017	0.1294
	<u>80,640,000</u>	<u>(80,640,000)</u>	<u>—</u>			

本公司股份於緊接行使該等購股權日期前之加權平均收市價為每股0.132港元。

The weighted average closing price of the shares of the Company immediately before the date on which these share options were exercised was HK\$0.132 per share.

(b) 新購股權計劃

本公司根據於二零一六年十一月一日通過之決議案採納新購股權計劃（「新購股權計劃」），以取代根據舊購股權計劃下新購股權授出購股權至已發行股份之10%。新購股權計劃之條款與舊購股權計劃之條款並無重大差異。新購股權計劃，除非另予以終止或修訂，將由二零一六年十一月一日起一直生效，為期十年。

於本期間，177,440,000股購股權已按新購股權計劃被授出。除此於本期間，新購股權計劃概無行使／失效／取消任何購股權。以下為本期間根據新購股權計劃之購股權數目之變動：

(b) New Share Option Scheme

The Company, pursuant to a resolution passed on 1 November 2016, adopted a new share option scheme (the “New Share Option Scheme”) for the substitution of the Old Share Option Scheme to issue up to 10% of the shares in issue on the grant of options under the New Share Option Scheme. There is no material difference between the terms of the New Share Option Scheme and the Old Share Option Scheme. The New Share Option Scheme should, unless otherwise terminated or amended, remain in force for ten years from 1 November 2016.

During the Period, 177,440,000 share options have been granted under the New Share Option Scheme. Apart from above, no options were exercised/lapsed/cancelled under the New Share Option Scheme during the Period. The movement of number of the share options under the New Share Option Scheme during the Period is as follows:

購股權數目
Number of share options

參與者名稱及所屬類別 Name or category of participant	本期間 授出 Granted during the Period	於二零一六年 十二月三十一日 尚未行使數目 Outstanding as at 31 December 2016	授出 購股權日期 Date of grant of share options	購股權之 行使期 Exercisable period of share options	購股權之 行使價* Exercise price of share options* 每股港元 HK\$ per share
董事 Director 戴文軒先生 Mr. TAI Man Hin Tony (自二零一六年九月十三日起 獲委任為本公司之執行董事職務) (Appointed as an executive director of the Company with effect from 13 September 2016)	17,744,000	17,744,000	二零一六年 十二月二十三日 23 December 2016	二零一六年 十二月二十三日至 二零一八年 十二月二十二日 23 December 2016 to 22 December 2018	0.145
員工及其他參與者 Employees and other participants	159,696,000	159,696,000	二零一六年 十二月二十三日 23 December 2016	二零一六年 十二月二十三日至 二零一八年 十二月二十二日 23 December 2016 to 22 December 2018	0.145
	177,440,000	177,440,000			

* 購股權之行使價可視乎供股或發行紅股，或本公司股本之其他類似變動而可予調整。

* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

本公司股份於緊接授出該等購股權日期前之收市價為每股0.132港元。

The closing price of the shares of the Company immediately before the date on which these share options were granted was HK\$0.132 per share.

計算按新購股權計劃於二零一六年十二月二十三日授出之購股權之公平值時已使用以下假設：

The following assumptions were used to calculate the fair value of share options granted on 23 December 2016 under the New Share Option Scheme:

		董事 Director	其他 Others
行使價	Exercise price	HK\$0.145港元	HK\$0.145港元
預期波幅	Expected volatility	110.84%	110.84%
預期年期	Expected life	2 years年	2 years年
無風險率	Risk-free rate	1.243%	1.243%
預期回報率	Expected dividend yield	Nil 無	Nil 無

按新購股權計劃於二零一六年十二月二十三日授出之177,440,000股購股權之公平值乃按二項式模式評估為每股0.004港元。預期波幅乃利用本公司股價的歷史波幅。無風險率指於評估日各相關香港交易所基金票據到期之收益。

The fair value of the 177,440,000 share options granted on 23 December 2016 under the New Share Option Scheme was estimated at HK0.004 per share using the Binomial Model. The expected volatility used the historical volatility of the stock price of the Company. Risk-free rate represents the yields to maturity of respective Hong Kong Exchange Fund Note as at the valuation date.

於本期間，本集團就本公司授出之購股權確認總開支約710,000港元(截止二零一五年十二月三十一日六個月：無)。

The Group recognised the total expense of approximately HK\$710,000 during the Period (six months ended 31 December 2015: Nil) in relation to share options granted by the Company.

於二零一六年十二月三十一日，根據本公司現時股本架構，悉數行使尚未行使購股權將導致發行177,440,000股每股面值0.01港元之額外新普通股股份，其所得款項總額(扣除相關發行開支前)約為25,729,000港元。

As at 31 December 2016, the exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 177,440,000 additional new ordinary shares of HK\$0.01 each, with aggregate proceeds before related issue expenses of approximately HK\$25,729,000.

18. 收購子公司

(a) 借貸業務

於二零一六年十月七日，本公司與一名獨立第三方訂立買賣協議，根據買賣協議，本公司收購Success Beauty Limited及其附屬公司恒昌財務有限公司（合稱「Success Beauty集團」）之100%股本權益，最終代價為約59,515,000港元（「Success Beauty收購」）。Success Beauty集團之主要業務為借貸業務。該Success Beauty收購已於二零一六年十月七日完成。

Success Beauty集團於二零一六年十月七日（Success Beauty收購日期）之可識別資產及負債之公平值如下：

應收貸款及利息賬款	Loan and interest receivables
現金及銀行結餘	Cash and bank balances
按公平值列賬之可識別資產淨值總額	Total identifiable net assets at fair value
商譽	Goodwill
以現金支付之代價	Cash consideration

源於Success Beauty收購所產生之商譽乃歸屬從經營香港之借貸業務以使業務多元化之機會。

與Success Beauty收購有關之現金流量分析如下：

現金代價	Cash consideration
所收購之現金及銀行結餘	Cash and bank balances acquired
計入投資活動現金流量之現金及現金等值項目之流出淨額	Net outflow of cash and cash equivalents included in cash flows from investing activities

於Success Beauty收購完成後，Success Beauty集團為本集團於載本期間貢獻647,000港元之綜合收入及559,000港元之來自持續經營業務之綜合溢利。

倘收購Success Beauty集團於截至二零一六年十二月三十一日止六個月之初發生，本集團於本期間之綜合收入及來自持續經營業務之綜合溢利將分別上升2,182,000港元及上升529,000港元。

18. ACQUISITION OF SUBSIDIARIES

(a) Money-lending business

On 7 October 2016, the Company entered into a sale and purchase agreement with an independent third party, pursuant to which, the Company acquired (the "Success Beauty Acquisition") 100% equity interest in Success Beauty Limited and its subsidiary, Ever Great Finance Limited (collectively referred as the "Success Beauty Group") at a final consideration of approximately HK\$59,515,000. The Success Beauty Group is principally engaged in money-lending business. The Success Beauty Acquisition was completed on 7 October 2016.

The fair values of the identifiable assets and liabilities of the Success Beauty Group as at 7 October 2016, being the date of the Success Beauty Acquisition, were as follows:

就Success Beauty收購 已確認之公平值 Fair value recognised on the Success Beauty Acquisition (未經審核) (Unaudited) 千港元 HK\$'000
48,468
10,047
58,515
1,000
59,515

The goodwill arising from the Success Beauty Acquisition is attributable to the chance for business diversification to money-lending business in Hong Kong.

An analysis of the cash flows in respect of the Success Beauty Acquisition is as follows:

(未經審核)
(Unaudited)
千港元
HK\$'000

59,515
(10,047)
49,468

Following the completion of the Success Beauty Acquisition, the Success Beauty Group contributed HK\$647,000 of consolidated revenue and HK\$559,000 of consolidated profit from the continuing operations to the Group during the Period.

Had the acquisition of the Success Beauty Group been taken place at the beginning of the six months ended 31 December 2016, the consolidated revenue and the consolidated profit from the continuing operations of the Group for the Period would be increased by HK\$2,182,000 and HK\$529,000, respectively.

(b) 物業管理及物業代理業務

於二零一六年十二月一日，本公司與一名獨立第三方訂立買賣協議，根據買賣協議，本公司收購卓名投資有限公司及其附屬公司富盈物業服務有限公司（合稱「卓名集團」）之100%股本權益，代價為20,000,000港元（「卓名收購」）。卓名集團之主要業務為於香港提供物業管理及物業代理之服務。該卓名收購已於二零一六年十二月一日完成。

卓名集團於二零一六年十二月一日（卓名收購日期）之可識別資產及負債之公平值如下：

物業、廠房及設備	Property, plant and equipment
應收賬款	Trade receivables
預付款項及其他應收賬款	Prepayments and other receivables
現金及銀行結餘	Cash and bank balances
應計費用	Accruals
稅務撥備	Tax payables
按公平值列賬之可識別資產淨值總額	Total identifiable net assets at fair value
商譽	Goodwill
以現金支付之代價	Cash consideration

源於卓名收購所產生之商譽乃歸屬從業務併購所產生之未來增長及溢利。

與卓名收購有關之現金流量分析如下：

現金代價	Cash consideration
所收購之現金及銀行結餘	Cash and bank balances acquired
計入投資活動現金流量之現金及現金等值項目之流出淨額	Net outflow of cash and cash equivalents included in cash flows from investing activities

於卓名收購完成後，卓名集團為本集團於本期間貢獻1,077,000港元之綜合收入及450,000港元之來自持續經營業務之綜合溢利。

倘收購卓名集團於截至二零一六年十二月三十一日止六個月之初發生，本集團於本期間之綜合收入及來自持續經營業務之綜合溢利將分別上升2,023,000港元及上升65,000港元。

(b) Business of provision of property management and property agency services

On 1 December 2016, the Company entered into a sale and purchase agreement with an independent third party, pursuant to which, the Company acquired (the "Central Pearl Acquisition") 100% equity interest in Central Pearl Investments Limited and its subsidiary, Full Profit Property Services Company Limited (collectively referred as the "Central Pearl Group") at a cash consideration of HK\$20,000,000. The Central Pearl Group is principally engaged in provision of property management and property agency services in Hong Kong. The Central Pearl Acquisition was completed on 1 December 2016.

The fair values of the identifiable assets and liabilities of the Central Pearl Group as at 1 December 2016, being the date of the Central Pearl Acquisition, were as follows:

就卓名收購 已確認之公平值 Fair value recognised on the Central Pearl Acquisition (未經審核) (Unaudited) 千港元 HK\$'000
190
565
208
3,453
(15)
(810)
3,591
16,409
20,000

The goodwill arising from the Central Pearl Acquisition is attributable to the future growth and profitability expected to arise from the business combination.

An analysis of the cash flows in respect of the Central Pearl Acquisition is as follows:

(未經審核) (Unaudited) 千港元 HK\$'000
20,000
(3,453)

16,547

Following the completion of the Central Pearl Acquisition, the Central Pearl Group contributed HK\$1,077,000 of consolidated revenue and HK\$450,000 of consolidated profit from the continuing operations to the Group during the Period.

Had the acquisition of the Central Pearl Group been taken place at the beginning of the six months ended 31 December 2016, the consolidated revenue and the consolidated profit from the continuing operations of the Group for the Period would be increased by HK\$2,023,000 and HK\$65,000, respectively.

19. 財務工具公平價值

公平價值層級

下表列示本集團財務工具的公平價值計量層級：

按公平價值計量的資產

		Fair value measurement using 公平價值計量使用							
		於活躍市場 報價 (第一級) Quoted prices in active markets (level 1)		重大可觀察 輸入數據 (第二級) Significant observable inputs (level 2)		重大不可觀察 輸入數據 (第三級) Significant unobservable inputs (level 3)		總計 Total	
		於二零一六年 十二月三十一日 31 December 2016 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一六年 六月三十日 30 June 2016 (經審核) (Audited) 千港元 HK\$'000	於二零一六年 十二月三十一日 31 December 2016 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一六年 六月三十日 30 June 2016 (經審核) (Audited) 千港元 HK\$'000	於二零一六年 十二月三十一日 31 December 2016 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一六年 六月三十日 30 June 2016 (經審核) (Audited) 千港元 HK\$'000	於二零一六年 十二月三十一日 31 December 2016 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一六年 六月三十日 30 June 2016 (經審核) (Audited) 千港元 HK\$'000
可供出售投資	Available-for-sales investments	56,603	56,151	-	-	-	-	56,603	56,151
按公平價值計入損益 之股票投資	Equity investments at fair value through profit or loss	14,344	5,472	-	-	-	-	14,344	5,472

20. 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。

於二零一六年十二月三十一日，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：

		十二月三十一日 As at 31 December	
		二零一六年 2016 (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
一年內	Within one year	2,120	4,777
第二至第五年(包括首尾兩年)	In the second to fifth years, inclusive	664	4,098
		2,784	8,875

21. 比較數字

若干比較數字已重列以符合本期間之呈列方式。

19. FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value

Fair value measurement using 公平價值計量使用

		重大可觀察 輸入數據 (第二級) Significant observable inputs (level 2)		重大不可觀察 輸入數據 (第三級) Significant unobservable inputs (level 3)		總計 Total	
		於二零一六年 十二月三十一日 31 December 2016 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一六年 六月三十日 30 June 2016 (經審核) (Audited) 千港元 HK\$'000	於二零一六年 十二月三十一日 31 December 2016 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一六年 六月三十日 30 June 2016 (經審核) (Audited) 千港元 HK\$'000	於二零一六年 十二月三十一日 31 December 2016 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一六年 六月三十日 30 June 2016 (經審核) (Audited) 千港元 HK\$'000
可供出售投資	Available-for-sales investments	56,603	56,151	-	-	56,603	56,151
按公平價值計入損益 之股票投資	Equity investments at fair value through profit or loss	14,344	5,472	-	-	14,344	5,472

20. 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 2016, 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	
		二零一六年 2016 (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
一年內	Within one year	2,120	4,777
第二至第五年(包括首尾兩年)	In the second to fifth years, inclusive	664	4,098
		2,784	8,875

21. COMPARATIVE FIGURES

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

財務回顧－持續經營業務

收入

於本期間，本集團未經審核綜合收入為約177,859,000港元（截至二零一五年十二月三十一日止六個月：約228,187,000港元），減少約22.06%。

本集團之收入減少的主要因為電子商務行業的競爭日趨激烈，及環球經濟不穩導致消費意欲降低所致。

毛利及毛利率

毛利由去年同期約為84,638,000港元下降至本期間約為65,086,000港元，減少約23.10%。而毛利率保持穩定為36.59%（截至二零一五年十二月三十一日止六個月：約37.09%）。毛利之下降歸於電子商務行業的激烈競爭。

銷售及分銷成本

本期間的電子商務行業的收入減少引致相關費用相繼下降。

行政費用

費用下降主要是由下列原因引致：

- 證券投資之公平值虧損由去年同期約為26,355,000港元下降至本期間約為656,000港元，減少約97.51%；及
- 採納財政緊縮政策引致一般行政費用減少。

融資成本

本期間的融資成本為254,000港元（截至二零一五年十二月三十一日止六個月：3,801,000港元）。財務費用減少因本期間並無應付票據。

本期間虧損

本集團於本期間錄得持續經營業務之虧損約為21,895,000港元，與去年同期約為66,689,000港元相比減少約67.17%。

儘管本集團的電子商務業務的收入及毛利在本期間繼續下降，但其虧損被下列因素部分抵消：

- 新收購的借貸業務及物業管理及物業代理服務業務帶來利潤；
- 嚴格成本控制，減少行政費用支出；
- 證券投資之公平值虧損減少；及
- 融資成本減少。

終止經營業務－專業資訊科技合約及維修保養服務業務

於二零一五年八月三十一日，本集團完成出售其專業資訊科技合約及維修保養服務業務。

FINANCIAL REVIEW - CONTINUING OPERATIONS

Revenue

During the Period, the Group recorded an unaudited consolidated revenue of approximately HK\$177,859,000 (six months ended 31 December 2015: approximately HK\$228,187,000), representing a decrease of approximately 22.06%.

The decrease in revenue of the Group was mainly due to the keen competition in e-commerce industry and decreased consumer sentiment which caused by global economy instability.

Gross Profit and Gross Profit Margin

The gross profit dropped from approximately HK\$84,638,000 during the corresponding period in last year to approximately HK\$65,086,000 during the Period, representing a drop of approximately 23.10%, while the gross profit margin remained stable at approximately 36.59% (six months ended 31 December 2015: approximately 37.09%). The drop in the gross profit was attributed by the keen competition in the e-commerce industry.

Selling and Distribution Costs

The drop in the revenue of e-commerce business during the Period led the drop in the respective expenses.

Administrative Expenses

The drop in the expenses was mainly caused by the followings:

- the drop in fair value loss in securities investments from approximately HK\$26,355,000 during the corresponding period in last year to approximately HK\$656,000 during the Period, representing a drop of approximately 97.51%; and
- lesser general administrative expenses were incurred by adoption of fiscal austerity policies.

Finance Costs

The finance costs during the Period amounted to HK\$254,000 (six months ended 31 December 2015: HK\$3,801,000). The finance costs decreased because there were no note payables during the Period.

Loss for the Period

The Group recorded a loss from continuing operations of approximately HK\$21,895,000 during the Period and representing a decrease of approximately 67.17% as compared with that of the corresponding period in last year of approximately HK\$66,689,000.

Even though the Group's revenue and gross profit in e-commerce business kept dropping during the Period, its loss was partially offset by:

- the profit attributed by the newly acquired money-lending business, and property management and property agency business;
- decrease in administration expenses caused by tight cost control;
- decrease in fair value loss in securities investments; and
- decrease in the finance costs.

Discontinued Operation – Professional IT Contract and Maintenance Services Business

The Group completed to dispose of its professional IT contract and maintenance services business on 31 August 2015.

業務回顧

於本期間，本集團主要從事電子商務的業務及提供網上銷售平台。本集團的電子商務業務以網站形式（主要以DX.com（「DX」）的名稱經營）以企業對消費者方式經營。

鑑於電子商務市場的競爭劇烈，董事會於回顧期內積極在電子商務領域以外逐步開拓不同的商機。集團於本期間，與一獨立第三方訂立買賣協議以收購Success Beauty Limited及恒昌財務有限公司（「恒昌」）（為其全資附屬公司）之全部權益。恒昌為根據放債人條例（香港法例第163章）持有放債人牌照之人士，並可在香港從事放債業務。集團亦於本期間，與一獨立第三方訂立買賣協議收購卓名投資有限公司及其全資附屬公司一富盈物業服務有限公司（「富盈」）之全部權益。富盈主要經營的業務為在香港提供物業管理及物業代理服務。上述收購事項有助集團多元化發展業務，進軍借貸、物業管理及物業代理服務行業。

前景

董事會認為香港之借貸、物業管理及物業代理行業前景良好，發展空間龐大，回顧期內之收購事項作為集團多元化發展的第一步，將為集團提供新的發展動力。展望未來，集團將深入發展各個業務，同時積極物色新的投資機會。董事會相信，平衡各項業務的投入將有利集團發展。本集團將繼續積極拓展業務版圖，為本公司股東締造理想回報。

流動資金及財務資源

於本期間，本集團以內部產生之現金流量、發行股票之所得款項及銀行及其他金融機構提供之融資，為其營運提供資金。

於二零一六年十二月三十一日，本集團之綜合股東資金、流動資產總額及流動資產淨值，分別為216,169,000港元（於二零一六年六月三十日：132,019,000港元）、245,465,000港元（於二零一六年六月三十日：171,767,000港元）及128,518,000港元（於二零一六年六月三十日：68,969,000港元）。

就本集團之流動資產總額而言，於二零一六年十二月三十一日為245,465,000港元（於二零一六年六月三十日：171,767,000港元），應收貿易賬款及應收貸款及利息賬款（扣除呆賬撥備）佔11.98%（於二零一六年六月三十日：0.38%），而已抵押存款、現金及現金等值項目則約佔32.24%（於二零一六年六月三十日：29.25%）。於二零一六年十二月三十一日，本集團之已抵押存款為19,425,000港元（於二零一六年六月三十日：20,218,000港元）以及現金及現金等值項目為59,711,000港元（於二零一六年六月三十日：30,017,000港元）。

BUSINESS REVIEW

During the Period, 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").

Due to the increasingly intensifying competition in the e-commerce industry, the Board progressively explored different business opportunities outside of the field of e-commerce during the period under review. During the Period, the Group entered into the sale and purchase agreement ("SP Agreement") with an independent third party pursuant to which the Group has agreed to purchase entire issued share capital of Success Beauty Limited and its wholly owned subsidiary, Ever Great Finance Limited ("Ever Great"). Ever Great is the holder of money lenders license under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) to carry out money lending business in Hong Kong. The Group also entered into the SP Agreement with an independent third party, pursuant to which the Company purchased the entire issued share capital of Central Pearl Investments Limited and its wholly-owned subsidiary, Full Profit Property Services Company Limited ("Full Profit"), which is principally engaged in the business of providing property management and property agency services in Hong Kong. The above acquisitions enable the Company to diversify its business by stepping into the businesses of money-lending, property management and property agency services.

OUTLOOK

With the Group's confidence towards the development of money-lending, property management and property agency business in Hong Kong and the huge market potential, the Group takes the acquisitions during the Period as the first step to diversify its business and inject momentum for the Group's development. Looking forward, the Group will further develop its businesses and actively identify potential investments opportunities. The Board is of the view that balancing the business investment will pave the way for the Group's development. The Group will continue to proactively widen its business scope to generate fruitful returns for the shareholders of the Company.

LIQUIDITY AND FINANCIAL RESOURCES

During the Period, the Group financed its operations by internally generated cash flow, proceeds from issue of shares and banking facilities provided by banks and other financial institution.

As at 31 December 2016, the consolidated shareholders' equity, current assets and net current assets of the Group were HK\$216,169,000 (as at 30 June 2016: HK\$132,019,000), HK\$245,465,000 (as at 30 June 2016: HK\$171,767,000) and HK\$128,518,000 (as at 30 June 2016: HK\$68,969,000) respectively.

In respect of the Group's total current assets of HK\$245,465,000 as at 31 December 2016 (as at 30 June 2016: HK\$171,767,000), trade receivable and loan and interest receivables (net of provision for doubtful debts) accounted for 11.98% (as at 30 June 2016: 0.38%) whilst pledged deposits, cash and cash equivalents accounted for about 32.24% (as at 30 June 2016: 29.25%). As at 31 December 2016, the Group's pledged deposits amounted to HK\$19,425,000 (as at 30 June 2016: HK\$20,218,000) and cash and cash equivalents amounted to HK\$59,711,000 (as at 30 June 2016: HK\$30,017,000).

於二零一六年十二月三十一日，本集團之綜合銀行借款須於一年內償還為10,000,000港元（於二零一六年六月三十日：10,000,000港元）。而本集團並無其他借款須超過一年償還（於二零一六年六月三十日：無）。

本集團已抵押存款、現金及現金等值項目及銀行貸款乃以港元、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。

於二零一六年十二月三十一日，本集團自銀行及其他金融機構取得之綜合銀行及其他融資總額約為45,300,000港元（於二零一六年六月三十日：35,300,000港元），其中已動用13,510,000港元（於二零一六年六月三十日：分別10,000,000港元）於銀行借款為10,000,000港元及由銀行授予一名獨立第三方之保證函為3,510,000港元。

可供出售投資之表現

本集團於本期間錄得可供出售投資之公平值增加淨額約5,701,000港元（截至二零一五年十二月三十一日止六個月：公平值虧損約17,316,000港元）。

董事認為，市值佔本集團之總資產超過5%之投資屬於重要投資。分別於二零一六年六月三十日及十二月三十一日佔超過本集團總資產之5%的可供出售投資之詳情載列如下：

As at 31 December 2016, the Group's consolidated bank borrowings repayable within one year were HK\$10,000,000 (as at 30 June 2016: HK\$10,000,000). There has no other borrowings repayable more than one year (as at 30 June 2016: Nil).

The Group's pledged deposits, cash and cash equivalents, and bank borrowing 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 2016, the Group had an aggregate composite banking and other facilities from bank and other financial institution of approximately HK\$45,300,000 (as at 30 June 2016: HK\$35,300,000), of which HK\$13,510,000 were utilised (as at 30 June 2016: HK\$10,000,000) for bank borrowings amounted to HK\$10,000,000 and the grant of letter of guarantee by a bank to an independent third party amounted to HK\$3,510,000.

PERFORMANCE OF AVAILABLE-FOR-SALES INVESTMENTS

The Group recognised a net amount of the increase in fair value of the available-for-sales investments of approximately HK\$5,701,000 for the Period (six months ended 31 December 2015: fair value loss of approximately HK\$17,316,000).

The Directors consider that investments with a market value that account for more than 5% of the Group's total assets as significant investments. The details of the available-for-sales investments, which respectively more than 5% of the Group's total assets as at 30 June 2016 and 31 December 2016 are set out below:

投資概述	Description of investment	於二零一六年 十二月 三十一日 所持股份數目 Number of shares held as at 31 December 2016	於二零一六年 十二月 三十一日 之市值 Market value as at 31 December 2016 千港元 HK\$'000	佔本集團 於二零一六年 十二月 三十一日 之未經審核 總資產之 百分比 Percentage to the Group's unaudited total assets as at 31 December 2016	於二零一六年 六月三十日 所持股份數目 Number of shares held as at 30 June 2016	於二零一六年 六月三十日 之市值 Market value as at 30 June 2016 千港元 HK\$'000	佔本集團 於二零一六年 六月三十日 之經審核 總資產之 百分比 Percentage to the Group's audited total assets as at 30 June 2016
重要投資	Significant investments						
中國育兒網絡控股有限公司（「中國育兒網絡」）	China Parenting Network Holdings Limited ("CPN")	15,000,000	37,650	11.30%	15,000,000	33,000	14.05%
雋泰控股有限公司（「雋泰控股」）	AMCO United Holding Limited ("AMCO")	22,000,000	12,980	3.90%	22,000,000	12,540	5.34%
其他投資	Other investments						
其他上市股份	Other listed shares		5,973	1.79%		10,611	4.52%
可供出售投資之總計	Grand total for the available-for-sales investments		56,603	16.99%		56,151	23.91%

重要的可供出售投資之表現載列如下：

中國育兒網絡

中國育兒網絡，其股份於聯交所創業板上市（股份代號：8361），其主要業務為(i)於中國孕嬰童市場的網絡平台提供營銷及推廣服務；(ii)電子商務業務；及(iii)許可智能硬件產品。

於截至二零一六年六月三十日止年度，本公司購入15,000,000股中國育兒網絡之股份。有關購入中國育兒網絡之股份的詳情，請參閱本公司日期為二零一五年十月五日及二零一五年十月九日之公告。於本期間本公司並無其他中國育兒網絡之股份之交易。

誠如中國育兒網絡截至二零一六年九月三十日止九個月之第三季度報告所披露，中國育兒網絡於截至二零一六年九月三十日止九個月錄得純利約人民幣30,091,000元，較二零一五年同期約23,955,000港元增長約25.61%。中國育兒網絡及其附屬公司持續開展「智慧母嬰戰略」，致力於對平台、服務及母嬰行業的積極探索拓展。

雋泰控股

雋泰控股，其股份於聯交所主板上市（股份代號：630），其主要業務為(i)製造及銷售醫療設備產品；(ii)製造及銷售塑膠模具產品；(iii)提供公共關係服務；及(iv)提供人力資源管理服務。

於截至二零一六年六月三十日止年度，本公司購入22,000,000股雋泰控股之股份。於本期間本公司並無其他雋泰控股之股份之交易。

誠如雋泰控股截至二零一六年六月三十日止六個月之中期報告所披露，雋泰控股錄得虧損約8,711,000港元，較去年同期約9,007,000港元減少約3.29%，而雋泰控股已決定主動重新分配其資產、勞動力及資金，藉以拓寬其穩定收入來源並提高盈利能力。此外，雋泰控股於二零一六年六月三十日之資產總值及資產淨值分別為342,002,000港元及312,540,000港元（截至二零一五年十二月三十一日止年度：分別為274,566,000港元及243,770,000港元）。

展望將來，預計環球股市將轉趨波動，本集團所持投資之表現可能會受到影響。本集團將持續密切注視股市走勢以減輕相關風險。

The performance of the significant available-for-sales investments are set out below:

CPN

CPN, the shares of which are listed on GEM of the Stock Exchange (Stock Code: 8361), is principally engaged in the business of (i) an online platform focusing on the children, babies and maternity market in China to provide marketing and promotional service; (ii) e-commerce business; and (iii) licensing of smart-hardware devices.

During the year ended 30 June 2016, the Company acquired 15,000,000 shares of CPN. For details of the acquisition of shares of CPN, please refer to the Company's announcements dated 5 October 2015 and 9 October 2015. No further transaction on CPN shares were entered by the Company during the Period.

As disclosed in the third quarterly report of CPN for the nine months ended 30 September 2016, CPN recorded a net profit of approximately RMB30,091,000 for the nine months ended 30 September 2016 as compared with that of approximately HK\$23,955,000 for the corresponding period in 2015 with an increase of approximately 25.61% and CPN and its subsidiaries have been continuing to implement the "Smart Mother-Child Strategy" and committed to exploring and extending platforms, services and the mother-child industry.

AMCO

AMCO, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 630), is principally engaged in the business of (i) manufacture and sale of medical device products; (ii) manufacture and sale of plastic moulding products; (iii) provision of public relations services; and (iv) provision of human resources management services.

During the year ended 30 June 2016, the Company acquired 22,000,000 shares of AMCO. No further transaction on AMCO shares were entered by the Company during the Period.

As disclosed in the interim report of AMCO for the six months ended 30 June 2016, AMCO continued to record a loss of approximately HK\$8,711,000 for the six months ended 30 June 2016 as compared with the loss of approximately HK\$9,007,000 for the corresponding period in last year with a decrease of approximately 3.29% and AMCO has decided to actively reallocate its assets, labour force and funding so as to broaden its stable income stream and enhance profitability. In addition, the total assets value and the net assets value of AMCO as at 30 June 2016 were HK\$342,002,000 and HK\$312,540,000 respectively (as at 31 December 2015: HK\$274,566,000 and HK\$243,770,000 respectively).

Looking ahead, it is expected that the global stock market will turn volatile, the performance of investments held by the Group may be affected. The Group will continuously and closely monitor the stock markets to mitigate the related risks.

資產負債比率

於二零一六年十二月三十一日，本集團之資產負債比率（按債務淨值除以總資本加上債務淨值）約14.89%（於二零一六年六月三十日：28.48%）。債務淨值包括應付貿易賬款、其他應付款項及應計負債、預收按金、附息銀行借款及稅務撥備減已抵押存款及現金及現金等值項目。

資本架構

本集團主要以內部資源、不同的集資活動之所得款項及銀行及其他金融機構所提供之融資為其業務撥資。本集團繼續對庫務政策實施嚴格控制。

於二零一六年十二月三十一日，銀行及其他金融機構所提供之融資年利率分別按香港銀行同業拆息加2%及11%（於二零一六年六月三十日：年利率分別按香港銀行同業拆息加2%及10%）。

於二零一六年十二月三十一日，須於一年內償還之本集團銀行借款約為10,000,000港元（於二零一六年六月三十日：10,000,000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。

GEARING RATIO

As at 31 December 2016, the gearing ratio of the Group as a ratio of net debt divided by the total capital plus net debt was 14.89% (as at 30 June 2016: 28.48%). Net debt includes trade payables, other payables and accruals, deposits received in advance, interest-bearing bank borrowing and tax payables less pledged deposits and cash and cash equivalents.

CAPITAL STRUCTURE

The Group mainly finances its operation with internally resources, proceeds from various fund raising and facilities provided by banks and other financial institutions. The Group continued to exert stringent control over treasury policies.

As at 31 December 2016, the interest rate of facilities provided by banks and other financial institutions were charged at the Hong Kong Interbank Offer Rate (HIBOR) plus 2% per annum and 11% per annum respectively (as at 30 June 2016: HIBOR plus 2% per annum and 10% per annum respectively).

As at 31 December 2016, 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 2016: HK\$10,000,000), and there has no other borrowings of the Group which will be repayable more than one year (as at 30 June 2016: Nil).

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

集資活動

一般授權配售

於二零一六年七月七日，本公司按一般授權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295,832,000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0.11港元（「一般配售事項」）。配售價每股配售股份0.11港元相較：

- (i) 股份於二零一六年七月七日（即配售協議之訂立日期）在香港聯合交易所有限公司（「聯交所」）所報之收市價每股0.13港元折讓約15.38%；及
- (ii) 股份於緊接配售協議之訂立日期前五個連續交易日在聯交所所報之平均收市價每股0.1306港元折讓約15.77%。

配售價乃由本公司與配售代理經參考股份之當時市價後公平磋商而釐定。董事根據現時市況認為配售價屬公平合理，並符合本公司及股東之整體利益。

一般配售事項於二零一六年七月二十六日完成。配售之所得淨額約為31,200,000港元將用於本集團之一般營運資金、業務發展及把握投資商機的用途。一般配售事項詳情分別於本公司日期為二零一六年七月七日及二零一六年七月二十六日的公告披露。

於二零一六年十二月三十一日，該一般配售事項所得款項淨額的實際用途如下：

- (i) 約20,000,000港元已用作提供本集團有關電子商務業務的經營成本；
- (ii) 約700,000港元已用作本公司之經營成本；及
- (iii) 約10,500,000港元已用作支付本集團收購借貸業務所需之部份代價。

特定授權配售

於二零一六年十月十七日，本公司按特定授權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468,750,000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0.128港元（「特定配售事項」）。配售價每股配售股份0.128港元相較：

- (i) 股份於二零一六年十月十七日（即配售協議之訂立日期）在聯交所所報之收市價每股0.136港元折讓約5.88%；及

FUND RAISING ACTIVITIES

Placing under General Mandate

On 7 July 2016, the Company entered into a placing agreement under general mandate 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 295,832,000 new shares at the placing price of HK\$0.11 per share to not less than six placees who and whose respective ultimate beneficial owners are independent third parties (the "GM Placing"). The placing price of HK\$0.11 per placing share represents:

- (i) a discount of approximately 15.38% to the closing price of HK\$0.13 per share as quoted on the Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 7 July 2016, the date of the placing agreement; and
- (ii) a discount of approximately 15.77% to the average closing price of HK\$0.1306 per share as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the date of the placing agreement.

The placing price was determined after arm's length negotiations between the Company and the placing agent with reference to the recent market prices of the shares. The directors consider that the placing price is fair and reasonable based on the market conditions at the moment and in the interests of the Company and the shareholders as a whole.

The GM Placing was completed on 26 July 2016. The net proceeds of about HK\$31.2 million would be used for general working capital, business development and investment opportunities of the Group. Details of the GM Placing were disclosed in the announcements of the Company dated 7 July 2016 and 26 July 2016 respectively.

The actual use of the net proceeds from the GM Placing as at 31 December 2016 was as follows:

- (i) approximately HK\$20 million has been utilised for funding the operating costs in relation to the e-commerce business of the Group;
- (ii) approximately HK\$0.7 million has been utilised for funding the operating costs of the Company; and
- (iii) approximately HK\$10.5 million has been utilised for funding part of the consideration of the acquisition of money-lending business of the Group.

Placing under Specific Mandate

On 17 October 2016, the Company entered into a placing agreement under specific mandate 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 468,750,000 new shares at the placing price of HK\$0.128 per share to not less than six placees who and whose respective ultimate beneficial owners are independent third parties (the "SM Placing"). The placing price of HK\$0.128 per placing share represents:

- (i) a discount of approximately 5.88% to the closing price of HK\$0.136 per share as quoted on the Stock Exchange on 17 October 2016, the date of the placing agreement; and

- (ii) 股份於緊接配售協議之訂立日期前五個連續交易日在聯交所報之平均收市價每股0.1298港元折讓約1.39%。

配售價乃由本公司與配售代理經參考股份之當時市價後公平磋商而釐定。董事根據現時市況認為配售價屬公平合理，並符合本公司及股東之整體利益。

特定配售事項於二零一六年十二月八日完成。配售之所得淨額約為57,500,000港元將用於發展借貸業務及／或一般營運資金及以支付收購借貸業務之代價的餘額之用途。特定配售事項詳情分別於本公司日期為二零一六年十月十七日及二零一六年十二月八日的公告披露。

於二零一六年十二月三十一日，該特定配售事項所得款項淨額的實際用途如下：

- (i) 約30,000,000港元已用作支付收購借貸業務所需之代價的餘額；及
- (ii) 約500,000港元已用作本集團之經營成本。

在餘下的所得款項約27,000,000港元當中，約20,000,000港元已於報告期後用於借貸業務中提供貸款。提供貸款詳情於本公司日期為二零一七年一月五日的公告披露。

重大收購、出售事項及重大投資

重大收購之詳情載於簡明綜合財務報表附註18。

除上述外，於本期間，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。

- (ii) a discount of approximately 1.39% to the average closing price of HK\$0.1298 per share as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the date of the placing agreement.

The placing price was determined after arm's length negotiations between the Company and the placing agent with reference to the recent market prices of the shares. The directors consider that the placing price is fair and reasonable based on the market conditions at the moment and in the interests of the Company and the shareholders as a whole.

The SM Placing was completed on 8 December 2016. The net proceeds of about HK\$57.5 million would be used for developing the money-lending business and/or general working capital and funding the payment of the remaining consideration of the acquisition of money-lending business. Details of the SM Placing were disclosed in the announcements of the Company dated 17 October 2016 and 8 December 2016 respectively.

The actual use of the net proceeds from the SM Placing as at 31 December 2016 was as follows:

- (i) approximately HK\$30 million has been utilised for funding the payment of the remaining consideration of the acquisition of money-lending business; and
- (ii) approximately HK\$0.5 million has been utilised for funding the operating costs of the Group.

Out of the remaining proceeds of approximately HK\$27 million, approximately HK\$20 million has been utilised for granting of loans for money-lending business after the reporting period. Details of the loan granted were disclosed in the announcement of the Company dated 5 January 2017.

MATERIAL ACQUISITIONS, DISPOSALS AND SIGNIFICANT INVESTMENTS

Details of major acquisitions are set out in note 18 to the condensed consolidated financial statements.

Save as the above, the Company had no other significant investments and material acquisitions or disposals during the Period.

資產抵押

於二零一六年十二月三十一日，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19,425,000港元（於二零一六年六月三十日：20,218,000港元）之抵押。

在預付款項、按金及其他應收款項內有5,020,000美元（相等於（39,156,000港元）（「凍結款項」）（於二零一六年六月三十日：5,020,000美元（相等於39,156,000港元））被Silicon Valley Bank及貝寶(PayPal)凍結。因本集團牽涉在一項訴訟內，所以該凍結款項暫時禁制動用，有關詳情載於「訴訟」一節。

或然負債

除誠如載於「訴訟」一節之詳情外，本集團於報告期末沒有任何重大之或然負債。

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。

於二零一六年十二月三十一日，本集團並無任何未償還之外匯遠期合約（於二零一六年六月三十日：無）。

人力資源安排

於二零一六年十二月三十一日，本集團有165名員工（二零一六年六月三十日：205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，包括本集團本期間內之業績表現、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 2016, the banking facilities of the Group are secured by:

- (i) corporate unlimited guarantees executed by the Company; and
- (ii) the pledge of certain time deposits of the Group amounting to approximately HK\$19,425,000 (as at 30 June 2016: HK\$20,218,000).

Included in the prepayments, deposits and other receivables were the balances of US\$5,020,000 (equivalents to approximately HK\$39,156,000) (the "Frozen Accounts") (as at 30 June 2016: US\$5,020,000 equivalent to approximately HK\$39,156,000), which were frozen by Silicon Valley Bank and the PayPal. The Frozen Accounts were temporarily restrained the use up as the Group was involved in a litigation, detail of which are stated in section headed "Litigation".

CONTINGENT LIABILITIES

Except for those detailed in section headed "Litigation", the Group did not have any significant contingent liabilities at the end of the reporting period.

FOREIGN CURRENCY RISK

The Group mainly generated revenue and incurred costs in Hong Kong dollars, Renminbi, Euro and United States 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 2016, the Group has no outstanding forward exchange contracts (as at 30 June 2016: Nil).

DEPLOYMENT OF HUMAN RESOURCES

As at 31 December 2016, the number of staff of the Group was 165 (as at 30 June 2016: 205). 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 Period. 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

於二零一六年十二月三十一日，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、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如下：

1. 於本公司股份之權益
董事並無呈報該權益。
2. 本公司於相關股份中之權益(實物交付股本衍生工具)

董事姓名 Name of director	身份 Capacity
戴文軒先生 Tai Man Hin Tony	實益擁有人 Beneficial owner

上述按創業板上市規則規定須披露之購股權詳情載於簡明綜合財務報表附註17。

* 該百分比指擁有權益之相關股份除以本公司於二零一六年十二月三十一日之已發行股份數目。

除上文所披露者外，於二零一六年十二月三十一日，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 2016, the interests and short positions of the directors and the chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the 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**
No such interest was reported by the Directors.
2. **Interests in underlying shares of the Company (physically settled equity derivatives)**

已授出購股權涉及 之相關股份數目	相關股份佔本公司 已發行股本百分比*
Number of underlying shares in respect of the options granted	Percentage of the underlying shares over the Company's issued share capital*
17,744,000	0.79%

Details of the above share options as required to be disclosed by the GEM Listing Rules have been disclosed in note 17 to the condensed consolidated financial statements.

* The percentage represents the number of underlying shares interested divided by the number of issued shares of the Company as at 31 December 2016.

Save as disclosed above, as at 31 December 2016, 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

於二零一六年十二月三十一日，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：

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 Note	佔已發行股本百分比* Percentage of issued share capital*
ChangAn Investment Holdings II Limited (“ChangAn Investment”)	實益擁有人 Beneficial owner	好倉 Long	131,169,494	(1)	5.85%
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	131,169,494	(1)	5.85%
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	131,169,494	(1)	5.85%
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	131,169,494	(1)	5.85%
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	131,169,494	(1)	5.85%
周全先生 Mr. ZHOU Quan	於受控制之法團之權益 Interest of controlled corporations	好倉 Long	131,169,494	(1)	5.85%

附註：

- (1) 該等131,169,494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131,169,494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二零一六年十二月三十一日之已發行股份數目。

除上文所披露者外，於二零一六年十二月三十一日，據本公司董事或主要行政人員所知悉，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。

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。

B. SUBSTANTIAL SHAREHOLDERS

As at 31 December 2016, 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:

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*
好倉 Long	131,169,494	(1)	5.85%
好倉 Long	131,169,494	(1)	5.85%
好倉 Long	131,169,494	(1)	5.85%
好倉 Long	131,169,494	(1)	5.85%
好倉 Long	131,169,494	(1)	5.85%
好倉 Long	131,169,494	(1)	5.85%

Note:

- (1) These 131,169,494 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 131,169,494 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 2016.

Save as disclosed above, as at 31 December 2016, so far as is known to any director or chief executive of the Company, no person 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.

DIRECTORS' RIGHTS TO ACQUIRE SHARES

Apart from those as disclosed in the above paragraph under “Disclosure of Interests 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.

股票掛鈎協議

(a) 配售新股份

配售新股份詳情載於本中期報告「集資活動」及簡明綜合財務報表附註16內。

(b) 購股權

購股權詳情載於簡明綜合財務報表附註17內。

除上述外，本公司在本期間並無訂立其他股票掛鈎協議。

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。

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)。

EQUITY-LINKED AGREEMENTS

(a) Placing of New Shares

Details of the placing of new shares are set out in “Fund Raising Activities” of this interim report and note 16 to the condensed consolidated financial statements.

(b) Share Option Scheme

Details of the share option scheme are set out in note 17 to the condensed consolidated financial statements.

Save as the above, the Company has no other equity-linked agreements entered during the Period.

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.

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).

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。於二零一六年九月三十日（紐約時間），區域法院頒佈命令，評定易寶電子商務須支付2,681,406.45美元的成本及費用以及保留受限制金額5,000,000美元（「二零一六年九月三十日命令」）。於二零一六年十月二十六日（紐約時間），易寶電子商務對二零一六年九月三十日命令提交上訴通知。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，於本期間，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。

購買、出售或贖回本公司上市證券

於本期間，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。於本期間並未出現任何未獲遵守之情況。

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. On 30 September 2016 (New York time) the District Court entered an order assessing costs and fees against EPRO EComm in the amount of US\$2,681,406.45 and retaining the Restrained Sum of US\$5,000,000 ("Order on 30 September 2016"). On 26 October 2016 (New York time) EPRO EComm filed a Notice of Appeal against the Order on 30 September 2016. 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 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 during the Period. 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.

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

During the Period, 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 during the Period.

企業管治

於本期間內，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A.2.1條

企業管治守則之守則條文第A.2.1條規定主席及首席執行官之角色應有區分，不應由一人同時兼任。

為明確區分董事會管理與日常業務管理之間的職責並因此確保達致權力和授權分佈均衡，本公司區分主席與首席執行官之職務。然而，自周兆光先生於二零一六年九月二十三日辭任本公司首席執行官一職後，本集團仍就首席執行官一職物色適當的人選與以填補。

更新董事履歷

根據創業板上市規則第17.50A(1)條，自二零一六年年報日期起有關董事資料變動載列如下：

馮錦文先生已辭任為家夢控股有限公司（股份代號：8101）之獨立非執行董事，自二零一六年九月二十一起生效。馮先生並於二零一六年十月取得諾丁漢大學哲學博士學位。

戴文軒先生已辭任為第一信用金融集團有限公司（股份代號：8215）之獨立非執行董事，自二零一六年十月二十四日起生效。

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風險管理及內部監控系統。委員會由三名獨立非執行董事方福偉先生、馮錦文先生及周晶先生組成。本集團本期間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。

董事

於本報告刊發日期，執行董事為洪君毅先生及戴文軒先生，而獨立非執行董事為方福偉先生、馮錦文先生及周晶先生。

承董事會命
主席
洪君毅

香港，二零一七年二月九日

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 Period, except for the following deviation:

Code Provision A.2.1

Code provision A.2.1 of the CG Code stipulates that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual.

To achieve clear division of responsibilities between the management of Board and the day-to-day management of business and hence to ensure balance of power and authority, there are separation of duties for the Chairman and Chief Executive Officer of the Company. However, after the resignation of Mr. CHOW Siu Kwong as the Chief Executive Officer of the Company on 23 September 2016, the Group has been looking for suitable candidate to fill for the post of Chief Executive Officer.

CHANGES IN DIRECTORS’ BIOGRAPHY

Pursuant to Rule 17.50A(1) of the GEM Listing Rules, the changes in the information of the Directors since the date of the Annual Report 2016 are set out below:

Mr. FUNG Kam Man resigned as an independent non-executive director of Jia Meng Holdings Limited (Stock Code: 8101) with effect from 21 September 2016. Mr. Fung also obtained the Doctor of Philosophy degree from the University of Nottingham in October 2016.

Mr. TAI Man Hin Tony resigned as an independent non-executive director of First Credit Finance Group Limited (Stock Code: 8215) with effect from 24 October 2016.

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 risk management and internal control systems of the Group. The Committee comprises three independent non-executive directors, Mr. FONG Fuk Wai, Mr. FUNG Kam Man and Mr. ZHOU Jing. The information contained in the Group’s interim report for the Period has not been audited but has been reviewed by the Committee, who was of opinion that such report compiled with the applicable accounting standards, and the GEM Listing Rules and legal requirements and that adequate disclosures had been made.

DIRECTORS

As at the date of this report, the executive directors are Mr. HUNG Kenneth and Mr. TAI Man Hin Tony; and the independent non-executive directors are Mr. FONG Fuk Wai, Mr. FUNG Kam Man and Mr. ZHOU Jing.

By order of the Board
HUNG Kenneth
Chairman

Hong Kong, 9 February 2017