

香港交易及結算所有限公司及香港聯合交易所有限公司對本公告之內容概不負責，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公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。



**AURUM PACIFIC (CHINA) GROUP LIMITED**

**奧栢中國集團有限公司**

(於開曼群島註冊成立之有限公司)

(股份代號：8148)

## 二零一七年第一季度業績公告

奧栢中國集團有限公司(「本公司」)董事會(「董事會」)欣然宣佈本公司及其附屬公司截至二零一七年三月三十一日止三個月之未經審核業績。本公告列載本公司二零一七年第一季度報告全文，並符合香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)證券上市規則(「創業板上市規則」)中有關季度業績初步公告附載資料之要求。本公司之二零一七年第一季度報告將於二零一七年五月十五日在聯交所網站[www.hkexnews.hk](http://www.hkexnews.hk)及本公司網站[www.aurumpacific.com.hk](http://www.aurumpacific.com.hk)可供閱覽，而本公司之二零一七年第一季度報告之印刷版本將於二零一七年五月十五日寄發予本公司股東。

承董事會命  
奧栢中國集團有限公司  
執行董事  
陳偉傑

香港，二零一七年五月十日

於本公告日期，董事會成員包括三名執行董事陳偉傑先生、黃志恩女士及陳冠忠先生；及三名獨立非執行董事梁文俊先生、霍健烽先生及李念緯醫生。

本公告之資料乃遵照創業板上市規則而刊載，旨在提供有關本公司之資料。董事願就本公告共同及個別承擔全部責任，並在作出一切合理查詢後確認，就彼等所深知及確信，本公告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何其他事項，致使本公告所載任何聲明或本公告有所誤導。

本公告將由刊登日期起最少一連七天於創業板網站「最新公司公告」一頁及本公司網站[www.aurumpacific.com.hk](http://www.aurumpacific.com.hk)內刊登。

## CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this report, makes 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 (the “Directors”) of Aurum Pacific (China) Group Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; (2) there are no other matters the omission of which would make any statement herein or this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are found on bases and assumptions that are fair and reasonable.*

### 香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)的特色

創業板的定位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色，表示創業板較適合專業及其他老練投資者。

由於創業板上市公司新興的性質所然，在創業板買賣的證券可能會較於聯交所主板買賣之證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

香港交易及結算所有限公司及香港聯合交易所有限公司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。

本報告乃遵照聯交所創業板證券上市規則(「創業板上市規則」)而刊載，旨在提供有關奧栢中國集團有限公司(「本公司」)的資料；本公司的董事(「董事」)願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信：(1)本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分；(2)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；及(3)本報告所表達之一切意見乃經審慎周詳考慮後達致，並建基於公平合理之基準及假設為依據。

# UNAUDITED FIRST QUARTERLY RESULTS

## 第一季度未經審核業績

The board of directors of the Company (the "Board") hereby presents the unaudited consolidated results of the Company and its subsidiaries (collectively, the "Group") for the three months ended 31 March 2017, together with the comparative figures for the corresponding period in 2016 as follows:

本公司董事會(「董事會」)謹此提呈本公司及其附屬公司(統稱「本集團」)截至二零一七年三月三十一日止三個月之未經審核綜合業績，連同二零一六年同期之比較數字如下：

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

### 簡明綜合損益表

For the three months ended 31 March 2017 截至二零一七年三月三十一日止三個月  
(Expressed in Hong Kong dollars)(以港元列示)

		Three months ended 31 March 截至三月三十一日止三個月	
		2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註	
<b>Continuing operations</b>	<b>持續經營業務</b>		
Revenue	收益	2	8,247
Cost of sales	銷售成本		(1,777)
<b>Gross profit</b>	<b>毛利</b>		<b>6,470</b>
Changes in fair value of:	公平值變動：		
– prepayment option embedded in promissory note issued	– 已發行承兌票據附帶之提前還款權		–
– consideration payable for business combination	– 業務合併應付代價		(347)
– contingent consideration assets for business combination	– 業務合併或然代價資產		–
Administrative expenses	行政開支		(6,624)
Research and development expenses	研發開支		(1,631)
Selling and distribution expenses	銷售及分銷開支		(773)
Loss from operations	經營業務虧損		(2,905)
Finance costs	融資成本	3	–
Loss before taxation	除稅前虧損	4	(2,905)
Income tax credit/(expenses)	所得稅抵免/(開支)	5	(42)
Loss for the period from continuing operations	持續經營業務期內虧損		(2,947)

# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 簡明綜合損益表

For the three months ended 31 March 2017 截至二零一七年三月三十一日止三個月  
(Expressed in Hong Kong dollars) (以港元列示)

		Three months ended 31 March 截至三月三十一日止三個月	
		2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註	
<b>Discontinued operation</b>	<b>已終止經營業務</b>		
Loss for the period from discontinued operation	已終止經營業務期內虧損	7	(2,770)
<b>Loss for the period</b>	<b>期內虧損</b>		<b>(14,235)</b>
<b>Attributable to:</b>	<b>以下人士應佔：</b>		
– owners of the Company	– 本公司擁有人		(4,870)
– non-controlling interests	– 非控股權益		(847)
			<b>(14,235)</b>
<b>Loss per share</b>	<b>每股虧損</b>		
			<b>HK cents 港仙 (Unaudited) (未經審核)</b>
From continuing and discontinued operations	持續及已終止經營業務		
– Basic and diluted	– 基本及攤薄	8	(1.10)
From continuing operations	持續經營業務		
– Basic and diluted	– 基本及攤薄	8	(1.10)
From discontinued operation	已終止經營業務		
– Basic and diluted	– 基本及攤薄	8	(0.38)

# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 簡明綜合損益及其他全面收益表

For the three months ended 31 March 2017 截至二零一七年三月三十一日止三個月  
(Expressed in Hong Kong dollars) (以港元列示)

		Three months ended 31 March 截至三月三十一日止三個月	
		2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Loss for the period</b>	期內虧損	<b>(14,235)</b>	(5,717)
<b>Other comprehensive (expense)/income for the period</b>	期內其他全面(開支)/收入		
Items that may be classified subsequently to profit or loss:	其後可能分類至損益之項目：		
– Exchange differences on translation of financial statements of foreign operations, net of nil tax	– 換算外國業務財務報表之匯兌差額，經扣除零稅項	(2)	1,716
<b>Total comprehensive expense for the period</b>	期內全面開支總額	<b>(14,237)</b>	(4,001)
<b>Attributable to:</b>	以下人士應佔：		
– owners of the Company	– 本公司擁有人	<b>(11,789)</b>	(3,245)
– non-controlling interests	– 非控股權益	<b>(2,448)</b>	(756)
		<b>(14,237)</b>	(4,001)



# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

For the three months ended 31 March 2017 截至二零一七年三月三十一日止三個月  
(Expressed in Hong Kong dollars) (以港元列示)

		Attributable to owners of the Company 本公司擁有人應佔						Non-controlling interests		Total
		Share capital	Share premium	Capital reserve	Capital surplus	Exchange reserve	Accumulated losses	Total	Non-controlling interests	Total
		股本	股份溢價	資本儲備	資本盈餘	匯兌儲備	累計虧損	總計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2016 (Audited)	於二零一六年一月一日 (經審核)	20,160	274,640	2,427	16,699	(6,450)	(76,527)	230,949	4,618	235,567
Loss for the period	期內虧損	-	-	-	-	-	(4,870)	(4,870)	(847)	(5,717)
Exchange differences on translation of financial statements of foreign operations, net of nil tax	換算外國業務財務報表之匯兌差額，經扣除零稅項	-	-	-	-	1,625	-	1,625	91	1,716
Total comprehensive income/ (expense) for the period	期內全面收入/ (開支)總額	-	-	-	-	1,625	(4,870)	(3,245)	(756)	(4,001)
At 31 March 2016 (Unaudited)	於二零一六年三月三十一日 (未經審核)	20,160	274,640	2,427	16,699	(4,825)	(81,397)	227,704	3,862	231,566
At 1 January 2017 (Audited)	於二零一七年一月一日 (經審核)	36,288	335,501	2,427	16,699	(143)	(114,513)	276,259	22,185	298,444
Loss for the period	期內虧損	-	-	-	-	-	(11,787)	(11,787)	(2,448)	(14,235)
Exchange differences on translation of financial statements of foreign operations, net of nil tax	換算外國業務財務報表之匯兌差額，經扣除零稅項	-	-	-	-	(2)	-	(2)	-	(2)
Total comprehensive expense for the period	期內全面開支總額	-	-	-	-	(2)	(11,787)	(11,789)	(2,448)	(14,237)
Issue of shares (note 9 (iv))	股份發行(附註9(iv))	7,258	21,042	-	-	-	-	28,300	-	28,300
		7,258	21,042	-	-	(2)	(11,787)	16,511	(2,448)	14,063
At 31 March 2017 (Unaudited)	於二零一七年三月三十一日 (未經審核)	43,546	356,543	2,427	16,699	(145)	(126,300)	292,770	19,737	312,507

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

(Expressed in Hong Kong dollars)

(以港元列示)

### 1. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The Group's unaudited first quarterly condensed consolidated financial information have been prepared in accordance with the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules and Hong Kong Accounting Standard 34 (HKAS 34) Interim Financial Reporting.

The unaudited condensed consolidated financial statements have been prepared under the historical cost basis except that contingent consideration assets or liabilities arising from a business combination and derivative financial instruments is stated at its fair value. The principal accounting policies used in the preparation of these unaudited condensed consolidated financial statements are consistent with those used in the annual consolidated financial statements for the year ended 31 December 2016 except in relation to the new and revised standards, amendments and interpretations ("new and revised HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") that are adopted for the first time for the current period's financial statements. The adoption of these new and revised HKFRSs has had no material impact on the unaudited condensed consolidated financial statements.

The Group has not early adopted any new HKFRSs that have been issued but are not yet effective.

### 2. REVENUE

Revenue represents the sales value of goods and services supplied to customers from the provision of software platform, interest income earned from the money lending business and income generated from mobile games development as follows:

Continuing operations	持續經營業務
Provision of software platform	提供軟件平台
Interest income from money lending	放債業務利息收入
Mobile gaming income	手機遊戲收入

### 1. 編製基準及主要會計政策

本集團未經審核第一季度簡明綜合財務資料乃根據創業板上市規則第18章之適用披露規定及香港會計準則第34號中期財務報告編製。

除業務合併所產生之資產或負債或然代價及衍生金融工具以公平值列賬，未經審核簡明綜合財務報表乃根據歷史成本法編製。除於本期間之財務報表首次採納香港會計師公會（「香港會計師公會」）頒佈之新訂及經修訂準則、修訂及詮釋（「新訂及經修訂香港財務報告準則」）外，編製此等未經審核簡明綜合財務報表時採用之主要會計政策與編製截至二零一六年十二月三十一日止年度全年綜合財務報表所採用者一致。採納該等新訂及經修訂香港財務報告準則對未經審核簡明綜合財務報表並無構成重大影響。

本集團並無提前採納任何已頒佈但尚未生效之新訂香港財務報告準則。

### 2. 收益

收益指透過提供軟件平台向客戶供應之商品及服務之銷售價值、放債業務所賺取之利息收入，以及開發手機遊戲所產生之收入如下：

Three months ended 31 March 截至三月三十一日止三個月	
2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
5,854	5,467
4,318	2,780
494	—
<b>10,666</b>	<b>8,247</b>

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

(Expressed in Hong Kong dollars)

(以港元列示)

### 3. FINANCE COSTS

#### Continuing operations

Interest expense on financial liabilities not at fair value through profit or loss  
– Interest on borrowings

#### 持續經營業務

並非透過損益按公平值列賬之金融負債之利息開支  
– 借款利息

### 3. 融資成本

Three months ended  
31 March  
截至三月三十一日止三個月

2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
576	–

### 4. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging:

#### Continuing operations

Staff costs (including directors' remuneration)  
– Salaries, wages and other benefits  
– Contributions to defined contribution retirement plan

#### 持續經營業務

員工成本(包括董事酬金)  
– 薪金、工資及其他福利  
– 固定供款退休計劃供款

Auditor's remuneration  
Amortisation of intangible assets  
Depreciation of property, plant and equipment

核數師酬金  
無形資產攤銷  
物業、廠房及設備折舊

### 4. 除稅前虧損

除稅前虧損已扣除下列各項：

Three months ended  
31 March  
截至三月三十一日止三個月

2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
7,632	5,593
242	231
7,874	5,824
–	163
5,499	539
1,668	368



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

(Expressed in Hong Kong dollars)

(以港元列示)

### 5. INCOME TAX RELATING TO CONTINUING OPERATIONS

Income tax in the condensed consolidated statement of profit or loss represents:

Current tax	即期稅項
– Hong Kong Profits Tax Provision for the period	– 香港利得稅 期內撥備
Deferred tax credit	遞延稅項抵免
Total income tax (credit)/expenses	所得稅(抵免)/開支總額

No provision for Hong Kong Profits Tax has been made for the three months ended 31 March 2017 as the group companies comprising continuing operations have either tax losses brought forward in excess of the assessable profits for the period or do not have any estimated assessable profits subject to Hong Kong Profits Tax during the period. The provision for Hong Kong Profits Tax for the three months ended 31 March 2016 is calculated at 16.5% of the estimated assessable profits for the period.

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in the respective jurisdictions.

No provision for enterprise income tax of the PRC has been made as the subsidiaries incorporated in the PRC have estimated tax losses for the periods ended 31 March 2017 and 2016.

### 5. 持續經營業務相關所得稅

簡明綜合損益表之所得稅指：

Three months ended 31 March 截至三月三十一日止三個月	
2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
–	79
(1,378)	(37)
(1,378)	42

由於集團旗下從事持續經營業務之公司於截至二零一七年三月三十一日止三個月期間並無超出本期間應課稅溢利之結轉稅項虧損，或於本期間無任何須繳納香港利得稅之估計應課稅溢利，故並無撥備香港利得稅。截至二零一六年三月三十一日止三個月，香港利得稅撥備為本期間估計應課稅溢利16.5%。

根據開曼群島及英屬處女群島的規則及規例，本集團毋須繳納任何相關司法權區的所得稅。

由於中國註冊成立之附屬公司於截至二零一七年及二零一六年三月三十一日止期間有估計稅項虧損，故並無計提中國企業所得稅撥備。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

(Expressed in Hong Kong dollars)

(以港元列示)

### 6. DIVIDENDS

The Board does not recommend the payment of any interim dividend for the three months ended 31 March 2017 (2016: HK\$Nil).

### 7. LOSS FOR THE PERIOD FROM DISCONTINUED OPERATION

On 9 March 2016, the Company entered into a sale and purchase agreement in relation to a disposal of entire equity interest of Native Hope Limited and its subsidiaries (together, "NH Group"), which is principally engaged in the provision of software platform including urban grid management system, internet marketing and other projects. The disposal was completed on 30 June 2016, on which date control of the operations passed to the acquirer.

### 6. 股息

董事會不建議就截至二零一七年三月三十一日止三個月派付任何中期股息(二零一六年：零港元)。

### 7. 已終止經營業務期內虧損

二零一六年三月九日，本公司訂立有關出售然望有限公司及其附屬公司(統稱「然望集團」)全部股本權益之買賣協議。然望集團主要從事提供軟件平台，包括城市網絡化管理系統、互聯網營銷及其他項目。出售於二零一六年六月三十日完成。同日，經營控制亦轉移至收購方。

		Three months ended 31 March 截至三月三十一日止三個月	
		2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益	-	103
Cost of sales	銷售成本	-	(695)
Other revenue	其他收益	-	4
Administrative expenses	行政開支	-	(1,620)
Selling and distribution expenses	銷售及分銷開支	-	(190)
Loss before taxation	除稅前虧損	-	(2,398)
Income tax expenses	所得稅開支	-	(372)
Loss for the period from discontinued operation	已終止經營業務期內虧損	-	(2,770)

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

(Expressed in Hong Kong dollars)

(以港元列示)

### 7. LOSS FOR THE PERIOD FROM DISCONTINUED OPERATION (CONTINUED)

Loss for the period from the discontinued operation include the following:

Staff costs (including directors' remuneration)	員工成本(包括董事酬金)
– Salaries, wages and other benefits	– 薪金、工資及其他福利
– Contributions to defined contribution retirement plan	– 固定供款退休計劃供款
Auditor's remuneration	核數師酬金
Amortisation of intangible assets	無形資產攤銷
Depreciation of property, plant and equipment	物業、廠房及設備折舊

### 7. 已終止經營業務期內虧損(續)

期內已終止經營業務之虧損包括以下各項：

#### Three months ended 31 March 截至三月三十一日止三個月

2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
–	1,292
–	47
–	1,339
–	–
–	585
–	15

### 8. LOSS PER SHARE

#### (a) Basic loss per share

##### (i) From continuing and discontinued operations

The calculation is based on the loss for the period attributable to owners of the Company of HK\$11,787,000 (2016: HK\$4,870,000) and the weighted average number of ordinary shares of 1,070,496,000 (2016: 504,000,000) in issue during the period.

### 8. 每股虧損

#### (a) 每股基本虧損

##### (i) 持續及已終止經營業務

每股基本虧損乃按本公司擁有人應佔期內虧損11,787,000港元(二零一六年：4,870,000港元)及期內已發行普通股之加權平均數1,070,496,000股(二零一六年：504,000,000股)計算。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

(Expressed in Hong Kong dollars)

(以港元列示)

### 8. LOSS PER SHARE (CONTINUED)

#### (a) Basic loss per share (Continued)

##### (ii) From continuing operations

The calculation is based on loss for the period from continuing operations attributable to owners of the Company of HK\$11,787,000 (2016: HK\$2,947,000) and the weighted average number of ordinary shares of 1,070,496,000 (2016: 504,000,000) in issue during the period.

##### (iii) From discontinued operation

The calculation is based on loss for the period from the discontinued operation attributable to owners of the Company of HK\$nil (2016: HK\$1,923,000) and the weighted average number of ordinary shares of 1,070,496,000 (2016: 504,000,000) in issue during the period.

The weighted average number of ordinary shares for the period ended 31 March 2016 above has been adjusted retrospectively for the share consolidation which were completed on 22 February 2016 (see note 9(ii)).

#### (b) Diluted loss per share

The diluted loss per share for the periods ended 31 March 2017 and 2016 is the same as the basic loss per share as there were no potentially dilutive ordinary shares in issue.

### 8. 每股虧損(續)

#### (a) 每股基本虧損(續)

##### (ii) 持續經營業務

每股基本虧損乃按本公司擁有人應佔持續經營業務之期內虧損11,787,000港元(二零一六年：2,947,000港元)及期內已發行普通股之加權平均數1,070,496,000股(二零一六年：504,000,000股)計算。

##### (iii) 已終止經營業務

每股基本虧損乃按本公司擁有人應佔已終止經營業務之期內虧損零港元(二零一六年：1,923,000港元)及期內已發行普通股之加權平均數1,070,496,000股(二零一六年：504,000,000股)計算。

上述截至二零一六年三月三十一日止期間之普通股加權平均數已就於二零一六年二月二十二日完成之股份合併(見附註9(ii))追溯調整。

#### (b) 每股攤薄虧損

由於概無任何潛在攤薄已發行普通股，截至二零一七年及二零一六年三月三十一日止期間之每股攤薄虧損與每股基本虧損相同。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

(Expressed in Hong Kong dollars)

(以港元列示)

### 9. SHARE CAPITAL

#### (i) Authorised and issued share capital

<b>Authorised:</b>	
Ordinary shares	法定：
At 1 January 2016 of HK\$0.004 each	普通股
	於二零一六年一月一日
	每股面值0.004港元
Share consolidation (note (ii))	股份合併(附註(ii))
Increase in authorised capital (note (iii))	增加法定股本(附註(iii))
At 31 March 2016 and 31 March 2017 of HK\$0.04 each	於二零一六年三月三十一日及 二零一七年三月三十一日
	每股面值0.04港元
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>
Ordinary shares	普通股
At 1 January 2016 of HK\$0.004 each	於二零一六年一月一日
	每股面值0.004港元
Share consolidation (note(ii))	股份合併(附註(ii))
At 31 March 2016 of HK\$0.04 each	於二零一六年三月三十一日
	每股面值0.04港元
At 1 January 2017 of HK\$0.04 each	於二零一七年一月一日
	每股面值0.04港元
Issue of shares (note(iv))	發行股份(附註(iv))
At 31 March 2017 of HK\$0.04 each	於二零一七年三月三十一日
	每股面值0.04港元

### 9. 股本

#### (i) 法定及已發行股本

	Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
	10,000,000	40,000
	(9,000,000)	-
	2,000,000	80,000
	3,000,000	120,000
	5,040,000	20,160
	(4,536,000)	-
	504,000	20,160
	907,200	36,288
	181,440	7,258
	1,088,640	43,546



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

(Expressed in Hong Kong dollars)

(以港元列示)

### 9. SHARE CAPITAL (CONTINUED)

#### (ii) Share consolidation

By an ordinary resolution passed at the extraordinary general meeting on 19 February 2016, every 10 issued and unissued ordinary shares of HK\$0.004 each were consolidated into 1 new ordinary share (the "Consolidated Share") of HK\$0.04 each (the "Share Consolidation"). Following the Share Consolidation which has become effective on 22 February 2016, the authorised share capital of the Company are HK\$40,000,000 divided into 1,000,000,000 Consolidated Shares of HK\$0.04 each, of which 504,000,000 Consolidated Shares are in issue and fully paid. Details of the Share Consolidation are set out in the Company's announcements dated 8 January 2016 and 19 February 2016 and the Company's circular dated 29 January 2016.

#### (iii) Increase in authorised share capital

Upon the Share Consolidation becoming effective, the authorised share capital of the Company was increased from HK\$40,000,000 divided into 1,000,000,000 shares to HK\$120,000,000 divided into 3,000,000,000 shares by the creation of an additional 2,000,000,000 shares of the Company and such shares shall rank pari passu with all existing shares of the Company was approved by the shareholders of the Company in an extraordinary general meeting on 19 February 2016.

#### (iv) Issue of shares

Pursuant to the placing completed on 10 January 2017, the Company issued 181,440,000 ordinary shares of HK\$0.04 each at a placing price of HK\$0.16 per placing share, resulting in net proceeds of approximately HK\$28,270,000. Details of the placing are set out in the Company's announcements dated 16 December 2016 and 10 January 2017.

### 9. 股本(續)

#### (ii) 股份合併

根據於二零一六年二月十九日舉行之股東特別大會上通過之普通決議案，每十股面值0.004港元之已發行及未發行普通股已合併(「股份合併」)為一股每股面值0.04港元之新普通股(「合併股份」)。股份合併於二零一六年二月二十二日生效後，本公司之法定股本為40,000,000港元，分為1,000,000,000股每股面值0.04港元之合併股份，其中504,000,000股合併股份為已發行及繳足。有關股份合併之詳情分別載於本公司日期為二零一六年一月八日及二零一六年二月十九日之公告及日期為二零一六年一月二十九日之通函。

#### (iii) 增加法定股本

自股份合併生效後，本公司股東於二零一六年二月十九日股東特別大會批准藉增設額外2,000,000,000股本公司股份，將本公司法定股本由40,000,000港元分為1,000,000,000股股份增加至120,000,000港元分為3,000,000,000股股份，且相關股份將與本公司所有現有股份享有同等地位。

#### (iv) 發行股份

根據於二零一七年一月十日完成之配售，本公司以配售價每股配售股份0.16港元發行181,440,000股每股面值0.04港元之普通股，所得款項淨額約28,270,000港元。配售詳情載於本公司日期為二零一六年十二月十六日及二零一七年一月十日之公告。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

(Expressed in Hong Kong dollars)

(以港元列示)

### 10. EVENTS AFTER THE REPORTING PERIOD

#### (a) Completion of acquisition of Stars Ventures Limited

On 30 March 2017, the Group entered into an agreement with the vendor pursuant to which a subsidiary of the Company as a purchaser has conditionally agreed to acquire from the vendor the entire issued share capital of Stars Ventures Limited (“Stars Ventures”) at the consideration of HK\$32,400,000. The principal activities of Stars Ventures and its subsidiaries are investment holding while its associates are principally engaged in construction and management of fibre optic internet networks in the Netherlands. The acquisition was completed on 13 April 2017. Details of the completion of acquisition are set out in the announcements of the Company dated 30 March 2017 and 13 April 2017.

#### (b) Subscription of Profit Seeker Limited

On 20 April 2017, the Group entered into a shareholders’ agreement in relation to the subscription of 182,000 new ordinary shares (“Subscription”) at HK\$1 each per share (“Subscription Shares”) and the shareholders’ loan. The Subscription Shares represent 61% of the enlarged issued share capital of Profit Seeker Limited (“Profit Seeker”). The consideration of the Subscription and the shareholders’ loan is amounted to HK\$4,000,000 in total. Profit Seeker is principally engaged in catering business. Upon the completion of the Subscription on 20 April 2017, Profit Seeker has become a 61% owned subsidiary of the Company.

#### (c) Acquisition of Metro Rainbow Limited

On 25 April 2017, the Company entered into an agreement in relation to the acquisition of 5% of the issued share capital of Metro Rainbow Limited (“Metro”) at HK\$500,000. The principal activity of Metro and its subsidiaries is digital media & e-commerce platform. The acquisition of Metro was completed on 25 April 2017.

### 10. 報告期後事項

#### (a) 完成收購

##### Stars Ventures Limited

二零一七年三月三十日，本集團與賣方訂立協議，據此，本公司附屬公司為買方，有條件同意從賣方收購Stars Ventures Limited(「Stars Ventures」)全部已發行股本，代價為32,400,000港元。Stars Ventures及其附屬公司之主要活動為投資控股，而其聯營公司主要於荷蘭從事建設及管理光纖網絡。收購於二零一七年四月十三日完成。完成收購詳情載於本公司日期為二零一七年三月三十日及二零一七年四月十三日之公告。

#### (b) 認購盛亨有限公司

二零一七年四月二十日，本集團訂立股東協議，內容有關以每股面值1港元認購182,000股新普通股(「認購」)(「認購股份」)及股東貸款。認購股份佔盛亨有限公司(「盛亨」)經擴大已發行股本61%。認購代價及股東貸款合共4,000,000港元。盛亨主要從事餐飲業務。認購於二零一七年四月二十日完成後，盛亨成為本公司擁有61%股權之附屬公司。

#### (c) 收購Metro Rainbow Limited

二零一七年四月二十五日，本公司訂立協議，內容有關以500,000港元收購Metro Rainbow Limited(「Metro」)已發行股本5%。Metro及其附屬公司主要活動為經營數碼媒體及電子商務平台。二零一七年四月二十五日，本公司完成收購Metro。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層論述及分析

### RESULTS

For the three months ended 31 March 2017, the Group recorded a total revenue from continuing operations of approximately HK\$10,666,000 as compared with approximately HK\$8,247,000 for the same period in 2016. The increase in revenue from continuing operations was mainly due to interest income from the money lending business. Such income generated from money lending business had grown rapidly from approximately HK\$2,780,000 for the three months ended 31 March 2016 to approximately HK\$4,318,000 in the same period in 2017.

Loss attributable to owners of the Company for the three months ended 31 March 2017 amounted to approximately HK\$11,787,000 as compared with that of approximately HK\$4,870,000 for the same period in 2016. The increase in loss was mainly attributable to (i) the recognition of estimated changes in fair value of consideration payable for business combination of approximately HK\$2,549,000 relating to the acquisition of 60% equity interest of First Surplus Investments Ltd. and its subsidiaries (the "acquisition of FS Group") completed on 25 October 2016; (ii) the recognition of estimated changes in fair value of contingent consideration assets for business combination of approximately HK\$1,495,000 relating to the acquisition of FS Group completed on 25 October 2016; (iii) an increase of research and development expenses of approximately HK\$1,700,000 due to expansion into the mobile game business by the acquisition of FS Group completed on 25 October 2016; and (iv) an increase in administrative expenses, comprising mainly amortisation of the intangible assets of approximately HK\$5,000,000 and depreciation of property, plant and equipment of approximately HK\$1,300,000.

### DIVIDEND

The Directors do not recommend the payment of any interim dividend for the three months ended 31 March 2017 (2016: HK\$Nil).

### 業績

截至二零一七年三月三十一日止三個月，本集團錄得持續經營業務總收益約10,666,000港元，而二零一六年同期則約8,247,000港元。持續經營業務收益增加主要源自放債業務利息收入。放債業務所產生的收入由截至二零一六年三月三十一日止三個月約2,780,000港元迅速增至二零一七年同期約4,318,000港元。

截至二零一七年三月三十一日止三個月，本公司擁有人應佔虧損約11,787,000港元，而二零一六年同期則約4,870,000港元。虧損增加主要由於(i)就二零一六年十月二十五日完成收購First Surplus Investments Ltd.及其附屬公司60%股本權益(「收購FS集團」)確認有關業務合併應付代價之估計公平值變動約2,549,000港元；(ii)就二零一六年十月二十五日完成收購FS集團確認業務合併或然代價資產之估計公平值變動約1,495,000港元；(iii)隨著二零一六年十月二十五日完成收購FS集團而拓展手機遊戲業務，研發開支增加約1,700,000港元；及(iv)行政開支增加，主要源於無形資產攤銷約5,000,000港元及物業、廠房及設備折舊約1,300,000港元。

### 股息

董事不建議就截至二零一七年三月三十一日止三個月派付任何中期股息(二零一六年：零港元)。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層論述及分析

### BUSINESS REVIEW AND PROSPECT

For the three months ended 31 March 2017, the Group engaged in (i) developing and marketing of the patented server based technology and the provision of communications software platform, software related services and the custom-made software development services (“Software Platform”); (ii) money lending business (“Money Lending Business”) and (iii) the mobile data solutions and mobile game related services (“Mobile Game Business”).

#### Software Platform

The segment revenue from continuing operations for the period ended 31 March 2017 amounted approximately HK\$5,854,000 (2016: the segment revenue from continuing operations of approximately HK\$5,467,000). Keep up with the ever-changing IT environment, the Group closely monitors the industry trend and continuously upgrades its products.

#### Money Lending Business

On 22 October 2015, the Group commenced its Money Lending Business through Aurum Pacific Finance Limited, an indirect wholly-owned subsidiary of the Company, which was granted a money lenders license by the licensing court in Hong Kong pursuant to the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong).

The Group adopted the money lending policy and procedure manual which provide guidelines on the handling and/or monitoring of money lending procedures according to the Money Lenders Ordinance (Chapter 163 of the Laws of the Hong Kong). The Money Lending Business made positive progress in its development and became one of the sources for the Group’s profit for the period ended 31 March 2017. The interest income for the period ended 31 March 2017 amounted to approximately HK\$4,318,000 (2016: the interest income of approximately HK\$2,780,000).

### 業務回顧及前景

截至二零一七年三月三十一日止三個月，本集團從事(i)開發及營銷以伺服器為基礎之專利技術及提供通訊軟件平台、軟件相關服務及定制軟件開發服務(「軟件平台」)；(ii)放債業務(「放債業務」)及(iii)手機數據方案及手機遊戲相關服務(「手機遊戲業務」)。

#### 軟件平台

截至二零一七年三月三十一日止期間，持續經營業務分部收益約5,854,000港元(二零一六年：持續經營業務分部收益約5,467,000港元)。為緊貼瞬息萬變之資訊科技環境，本集團密切監察業內趨勢並持續改良產品。

#### 放債業務

二零一五年十月二十二日，本集團透過本公司間接全資附屬公司奧栢財務有限公司(根據香港法例第163章放債人條例獲香港牌照法庭授予放債人牌照)開展其放債業務。

本集團採納借貸政策及程序手冊，其訂明符合香港法例第163章放債人條例有關處理及／或監管放債程序之指引。放債業務發展進度良好，並已成為本集團截至二零一七年三月三十一日止期間其中一項溢利來源。截至二零一七年三月三十一日止期間，利息收入約4,318,000港元(二零一六年：利息收入約2,780,000港元)。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層論述及分析

### Mobile Game Business

Benefiting from the acquisition of FS Group in late 2016, the Group could tap into the mobile online game industry and capture the opportunities in the mobile online game and related solution industry.

As a mobile game developer with strong self-developed capabilities in games, the FS Group is engaged in the development of mobile games to players around the world. The FS Group has also licensed our games or related intellectual properties to various well-established game operators as our licensed operations with the exclusive and/or non-exclusive right to operate, publish and distribute specific games within an agreed period and designated territories. To further enhance the competitiveness, apart from mobile games, the FS Group has also provided the innovative solution services to the customers. During the period, the segment recorded the revenue of approximately HK\$494,000.

### OUTLOOK

We intend to continue taking efforts in developing and upgrading our products and services with a generic growth of the business in order to broaden our income sources. The Group will continue to deploy appropriate operation strategies to meet the challenges posted by the competitive market to improve the performance and maximize the returns of shareholders as a whole.

### Financial Resource and Liquidity

The Group's business operations and investments are in Hong Kong and the People's Republic of China (the "PRC"). At 31 March 2017, the Group had cash and bank balances of approximately HK\$21,300,000 (31 December 2016: HK\$11,500,000). Most of the cash and bank balances are denominated in Hong Kong dollars. The Group will closely monitor exchange rate movement and will take appropriate activities to reduce the exchange risk.

### 手機遊戲業務

受惠於二零一六年底收購FS集團，本集團得以打入手機遊戲業，並從手機遊戲及相關解決方案行業獲得商機。

FS集團為擁有強大自主研發遊戲能力之手機遊戲研發商，從事開發針對全球玩家之手機遊戲。FS集團亦向不同信譽卓著之遊戲營運商授出我們之遊戲或相關知識產權，以作我們之持牌營運，並向彼等授出獨家及／或非獨家權利，於指定期間及指定地區營運，發佈及分銷指定遊戲。除手機遊戲外，FS集團亦向客戶提供創新解決方案服務，進一步提高競爭力。期內，此分部錄得收益約494,000港元。

### 展望

我們擬繼續努力發展及提升我們的產品及服務，帶動業務整體增長，擴大收入來源。本集團將繼續採取適當營運策略應付市場競爭帶來的挑戰，以改善整體業績表現，為股東帶來最大回報。

### 財務資源及流動資金

本集團之業務經營及投資均於香港及中華人民共和國（「中國」）進行。於二零一七年三月三十一日，本集團之現金及銀行結餘約為21,300,000港元（於二零一六年十二月三十一日：11,500,000港元）。大部份現金及銀行結餘均以港元計值。本集團將密切監察匯率變動及採取適當措施降低外匯風險。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層論述及分析

### Gearing Ratio

At 31 March 2017, total assets of the Group were approximately HK\$453,323,000 (31 December 2016: HK\$451,871,000) whereas total liabilities were approximately HK\$140,816,000 (31 December 2016: HK\$153,427,000). The gearing ratio of the Group, calculated as total liabilities over total assets, was 31.1% (31 December 2016: 34.0%) and the current ratio, calculated as current assets over current liabilities, was 12.77 (31 December 2016: 25.1). The Directors will continue to take measures to further improve the liquidity and gearing position of the Group.

### Material Acquisition, Disposal and Significant Investment

On 30 March 2017, the Group entered into an agreement with the vendor pursuant to which a subsidiary of the Company as a purchaser has conditionally agreed to acquire from the vendor the entire issued share capital of Stars Ventures Limited (“Stars Ventures”) at the consideration of HK\$32,400,000. The principal activities of Stars Ventures and its subsidiaries are investment holding while its associates are principally engaged in construction and management of fibre optic internet networks in the Netherlands. The acquisition was completed on 13 April 2017. Details of the completion of acquisition are set out in the announcements of the Company dated 30 March 2017 and 13 April 2017.

On 20 April 2017, the Group entered into a shareholders’ agreement in relation to the subscription of 182,000 new ordinary shares (“Subscription”) at HK\$1 each per share (“Subscription Shares”) and the shareholders’ loan. The Subscription Shares represent 61% of the enlarged issued share capital of Profit Seeker Limited (“Profit Seeker”). The consideration of the Subscription and the shareholders’ loan is amounted to HK\$4,000,000 in total. Profit Seeker is principally engaged in catering business. Upon the completion of the Subscription on 20 April 2017, Profit Seeker has become a 61%-owned subsidiary of the Company.

### 負債比率

於二零一七年三月三十一日，本集團總資產約為453,323,000港元(二零一六年十二月三十一日：451,871,000港元)，而總負債則約為140,816,000港元(二零一六年十二月三十一日：153,427,000港元)。本集團之負債比率(按總負債除以總資產計算)為31.1%(二零一六年十二月三十一日：34.0%)，流動比率(按流動資產除以流動負債計算)為12.77(二零一六年十二月三十一日：25.1)。董事將繼續採取多項措施以進一步改善本集團之流動資金及負債狀況。

### 重大收購、出售及重大投資

二零一七年三月三十日，本集團與賣方訂立協議，據此，本公司附屬公司為買方，有條件同意從賣方收購Stars Ventures Limited(「Stars Ventures」)全部已發行股本，代價為32,400,000港元。Stars Ventures及其附屬公司之主要活動為投資控股，而其聯營公司主要於荷蘭從事建設及管理光纖網絡。收購於二零一七年四月十三日完成。完成收購詳情載於本公司日期為二零一七年三月三十日及二零一七年四月十三日之公告。

二零一七年四月二十日，本集團訂立股東協議，內容有關以每股面值1港元認購182,000股新普通股(「認購」)(「認購股份」)及股東貸款。認購股份佔盛亨有限公司(「盛亨」)經擴大已發行股本61%。認購代價及股東貸款合共4,000,000港元。盛亨主要從事餐飲業務。認購於二零一七年四月二十日完成後，盛亨成為本公司擁有61%股權之附屬公司。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層論述及分析

On 25 April 2017, the Company entered into an agreement in relation to the acquisition of 5% of the issued share capital of Metro Rainbow Limited (“Metro”) at HK\$500,000. The principal activity of Metro and its subsidiaries is digital media & e-commerce platform. The acquisition of Metro was completed on 25 April 2017.

Apart from those disclosed in the sections headed “Material Acquisition, Disposal and Significant Investment” in this report and the section headed “Events after the reporting period” in note 10 to this report, the Group did not have any other material acquisition, disposal and significant investment during the period ended 31 March 2017.

### Capital Structure

As at 31 March 2017, the authorised share capital of the Company was HK\$120,000,000 divided into 3,000,000,000 shares of HK\$0.04 each, of which 1,088,640,000 ordinary shares were in issue and fully paid.

### Placing of new shares under refreshed general mandate

On 16 December 2016, the Company entered into a placing agreement with KGI Asia Limited as placing agent (“KGI”), pursuant to which KGI would place, on a best effort basis, to independent places up to 181,440,000 ordinary shares of HK\$0.04 each of the Company (the “Placing Shares”) at a price of HK\$0.16 per Placing Share (the “Placing”).

The completion of the Placing took place on 10 January 2017. An aggregate of 181,440,000 Placing Shares were allotted and issued pursuant to the general mandate granted to the Directors at the extraordinary general meeting held on 12 October 2016. The aggregate nominal value of the Placing Shares was HK\$7,257,600. The net proceeds from the Placing were approximately HK\$28,270,000 and the net issue price was approximately HK\$0.1558 per Placing Share. The net proceeds of approximately HK\$11,500,000 were used for Money Lending Business and the remaining proceeds were used for general working capital. Details of the Placing are set out in the Company’s announcements dated 16 December 2016 and 10 January 2017.

### Foreign Exchange Exposure

The Directors consider that the Group had no material foreign exchange exposure.

### Pledge of Assets

At 31 March 2017, the land and buildings of the Group at carrying amount of approximately HK\$46,048,000 (31 December 2016: HK\$47,079,000) was pledged to secure interest bearing borrowings of a subsidiary of the Company.

二零一七年四月二十五日，本公司訂立協議，內容有關以500,000港元收購Metro Rainbow Limited(「Metro」)已發行股本5%。Metro及其附屬公司主要活動為經營數碼媒體及電子商務平台。二零一七年四月二十五日，本公司完成收購Metro。

除本報告「重大收購、出售及重大投資」一節及本報告附註10「報告期後事項」一節所披露者外，截至二零一七年三月三十一日止年度，本集團並無任何其他重大收購、出售及重大投資。

### 資本架構

於二零一七年三月三十一日，本公司法定股本為120,000,000港元，分為3,000,000,000股每股面值0.04港元之股份，其中1,088,640,000股普通股為已發行及繳足。

### 根據更新一般授權配售新股份

於二零一六年十二月十六日，本公司與凱基證券亞洲有限公司(作為配售代理)(「凱基」)訂立配售協議，據此，凱基將盡最大努力向獨立承配人配售最多181,440,000股本公司每股面值0.04港元之普通股(「配售股份」)，價格為每股配售股份0.16港元(「配售事項」)。

配售事項於二零一七年一月十日完成。根據於二零一六年十月十二日舉行之股東特別大會上授予董事之一般授權，本公司配發及發行合共181,440,000股配售股份。配售股份總面值為7,257,600港元。配售事項所得款項淨額約28,270,000港元，而淨發行價約每股配售股份0.1558港元。所得款項淨額約11,500,000港元已用於放債業務，而剩餘款項則用於一般營運資金。有關配售事項之詳情載於本公司日期為二零一六年十二月十六日及二零一七年一月十日之公告內。

### 外匯風險

董事認為，本集團並無重大外匯風險。

### 資產抵押

於二零一七年三月三十一日，本集團土地及樓宇賬面值約46,048,000港元(二零一六年十二月三十一日：47,079,000港元)作為本公司附屬公司附息借款之抵押。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層論述及分析

### Contingent Liabilities

As at 31 March 2017, the Company has issued a corporate guarantee in respect of a loan made by a finance company to a subsidiary.

As at 31 March 2017, the Company has also issued a corporate guarantee in respect of finance lease to two subsidiaries.

Upon the completion of acquisition of FS Group, the Company has issued a corporate guarantee in respect of the promissory note issued by Hyper Venture Limited, which is a wholly-owned subsidiary of the Company.

### Events after the Reporting Period

Details of events after the reporting period are set out in the note 10 to this report.

### Employees and Remuneration Policies

As at 31 March 2017, the Group had approximately 111 employees (as at 31 March 2016: 126 employees) in Hong Kong and the PRC. The staff costs (including directors' remuneration) were approximately HK\$7,874,000 (31 March 2016: approximately HK\$7,163,000) for the period under review.

The Group's remuneration policy is revised periodically and determined by reference to market terms, company performance, individual qualifications and performance, and in accordance with the statutory requirements of the respective jurisdiction where the employees are employed.

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES OF THE COMPANY

As at 31 March 2017, none of the Directors and chief executives of the Company, had, was deemed to have any interests and short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), (Chapter 571 under the laws of Hong Kong) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

### 或然負債

於二零一七年三月三十一日，本公司就財務公司向附屬公司提供之貸款提供公司擔保。

於二零一七年三月三十一日，本公司向兩間附屬公司就融資租賃提供擔保。

於完成收購FS集團後，本公司就Hyper Venture Limited(為本公司全資附屬公司)發行之承兌票據發行公司擔保。

### 報告期後事項

報告期後事項之詳情載於本報告附註10。

### 僱員及薪酬制度

於二零一七年三月三十一日，本集團在香港及中國僱用約111名員工(二零一六年三月三十一日：126名)。於回顧期內，員工成本(包括董事酬金)約7,874,000港元(二零一六年三月三十一日：約7,163,000港元)。

本集團之薪酬制度定期修訂及參考市場情況、公司表現及個人資歷及表現釐定，並符合僱員受僱地之各自司法管轄區之法定要求。

## 董事及主要行政人員於本公司證券之權益

於二零一七年三月三十一日，概無董事及本公司主要行政人員於本公司或其相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有或被視為擁有(i)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之任何權益及淡倉(包括根據證券及期貨條例該等規定，彼等擁有或被視為擁有之權益或淡倉)；或(ii)須記錄於根據證券及期貨條例第352條存置之登記冊內之任何權益或淡倉；或(iii)根據創業板上市規則第5.46條至第5.67條須知會本公司及聯交所之任何權益或淡倉。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層論述及分析

### DIRECTORS' AND CHIEF EXECUTIVES' RIGHTS TO PURCHASE SHARES OR DEBT SECURITIES

At no time during the period ended 31 March 2017 was the Company or any of its subsidiaries a party to any arrangements to enable any of the Directors and chief executive, their respective spouses or children under the age of 18 to acquire benefits by means of acquisition of shares in, or debt securities (including debentures) of the Company or any other body corporate.

### SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS WHO ARE REQUIRED TO DISCLOSE THEIR INTERESTS IN SECURITIES OF THE COMPANY

#### Substantial Shareholders

To the best knowledge of Directors, as at 31 March 2017, the following persons, other than the Directors or chief executive of the Company, had, or was deemed or taken to have, an interest or short position in the shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were expected to be directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

### 董事及主要行政人員購買股份或債務證券之權利

截至二零一七年三月三十一日止期間任何時間，本公司或其任何附屬公司概無訂立任何安排，致使任何董事及主要行政人員、彼等各自之配偶或未滿18歲之子女可藉購入本公司或任何其他法人團體之股份或債務證券(包括債券)而獲益。

### 主要股東及其他人士須披露其於本公司證券之權益

#### 主要股東

據董事所深知，於二零一七年三月三十一日，以下人士(董事或本公司主要行政人員除外)於股份或相關股份中擁有、被視為或被當作擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司及聯交所披露之權益或淡倉；或預期將直接或間接擁有附帶權利可於任何情況下在本集團任何成員公司之股東大會上投票之任何類別股本面值5%或以上之權益：

Name of substantial shareholders	Capacity	Number of shares/ underlying shares (Note 1) 所持股份/ 相關股份數目 (附註1)	Approximate percentage of shareholding 概約股權 百分比
Mr. Chiu Ngai Hung 趙毅雄先生	Beneficial owner 實益擁有人	162,252,000(L)	14.90%
Mr. Lau Yu 柳宇先生	Beneficial owner (Note 2) 實益擁有人(附註2)	75,380,000(L)	6.92%
Noble Ace Investments Limited	Interest of controlled corporations (Note 2)	63,700,000(L)	5.85%
Noble Ace Investments Limited	受控制法團權益(附註2)		
Mr. Boyraci Osman Boyraci Osman先生	Beneficial owner 實益擁有人	83,130,175(L)	7.64%
Mr. Tang Jay 鄧上驥先生	Beneficial owner 實益擁有人	61,820,000(L)	5.68%

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層論述及分析

Notes:

1. The letter “L” denotes a long position in the shares of the Company.
2. Noble Ace Investments Limited (“Noble Ace”) was interested in 63,700,000 shares of the Company in the capacity of beneficial owner and Noble Ace is wholly and beneficially owned by Mr. Lau Yu. As such, Mr. Lau Yu was deemed to be interested in all the shares of the Company held or interested by Noble Ace pursuant to Part XV of the SFO.

Save as disclosed above, the Company has not been notified of other interests or short positions of any other person (other than the Directors, chief executives and the substantial shareholders of the Company) in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO as at 31 March 2017.

### SHARE OPTION SCHEME

On 8 May 2013, the Company passed an ordinary resolution at the annual general meeting to adopt a new share option scheme (the “Share Option Scheme”) whereby the Board may grant share options to employees, directors, suppliers, consultants, agents and advisers or any person, at its discretion, for the primary purpose to recognize and motivate their contributions to the Group. The Share Option Scheme is valid for a period of 10 years commencing from 8 May 2013. Details of the Share Option Scheme were set out in the circular of the Company dated 27 March 2013.

On 29 April 2016, the Company passed an ordinary resolution at the extraordinary general meeting to amend the definition of “Eligible Participant” of the Share Option Scheme and the definition of “Invested Entity” be added to the Share Option Scheme (“Amendments to the Share Option Scheme”). Details of the Amendments to the Share Option Scheme are set out in the Company’s announcement dated 29 April 2016 and the Company’s circular dated 13 April 2016.

The total number of share option that could be granted was 108,864,000 shares at par value of HK\$0.04 each, representing approximately 10% of the total issued shares of the Company on the date of passing the resolution to refresh the Share Option Scheme limit at the annual general meeting on 4 May 2017.

For the period ended 31 March 2017 and up to date of this report, the Company had not granted any options and no outstanding options under the Share Option Scheme.

附註：

1. 「L」指於本公司股份之好倉。
2. Noble Ace Investments Limited(「Noble Ace」)以實益擁有人身份於本公司63,700,000股股份中擁有權益，而Noble Ace由柳宇先生全資實益擁有。因此，根據證券及期貨條例第XV部，柳宇先生被視為於由Noble Ace持有或擁有權益之所有本公司股份中擁有權益。

除上文所披露者外，於二零一七年三月三十一日，本公司並不知悉有任何其他人士(董事、本公司主要行政人員及主要股東除外)於本公司股份或相關股份中擁有記錄於本公司須根據證券及期貨條例第336條存置之登記冊之其他權益或淡倉。

### 購股權計劃

於二零一三年五月八日，本公司於股東週年大會通過採納新購股權計劃(「購股權計劃」)之普通決議案，據此，董事會可酌情向僱員、董事、供應商、諮詢人、代理及顧問或任何人士授出購股權，其主要目的為認同及鼓勵彼等對本集團之貢獻。購股權計劃之有效期由二零一三年五月八日起計為期十年。購股權計劃之詳情載於本公司日期為二零一三年三月二十七日之通函。

二零一六年四月二十九日，本公司於股東特別大會通過普通決議案，修改購股權計劃「合資格參與者」之定義，並將「投資實體」之定義加入至購股權計劃(「購股權計劃修訂」)。購股權計劃修訂詳情載於本公司日期為二零一六年四月二十九日之公告及本公司日期為二零一六年四月十三日之通函。

可授出之購股權總數為108,864,000股每股面值0.04港元之股份，佔於二零一七年五月四日股東週年大會通過更新購股權計劃限額之決議案當日本公司之已發行股份總額約10%。

截至二零一七年三月三十一日止期間及截至本報告日期，本公司概無授出購股權及持有購股權計劃下之未行使購股權。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層論述及分析

### COMPETING INTERESTS

None of the Directors, management and shareholders of the Company (within the meaning of the GEM Listing Rules) has an interest in any business which competes or may compete with the business in which the Group is engaged.

### CORPORATE GOVERNANCE CODE

The Company is committed to maintain corporate governance of high standards and quality procedures. The Company has put in place governance practices with emphasis on the integrity to shareholders and quality of disclosure, transparency and accountability to shareholders for the sake of maximising returns to shareholders.

The Company has complied with the code provisions set out in the Corporate Governance Code (the “CG Code”) as contained in Appendix 15 of GEM Listing Rules throughout the period ended 31 March 2017 except the CG Code provision A.2.1.

Under the CG Code provision A.2.1, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Company does not have any officer with the title of Chief Executive Officer (“CEO”) since the resignation of the former CEO, Mr. Mo Wai Ming, Lawrence of the Company on 8 October 2015. Mr. Chan Wai Kit, the deputy chairman of the Company, also assumes the duties of the CEO during the period under review. The Board believes that vesting the roles of chairman and chief executive officer in the same individual provided the Group with strong and consistent leadership in the development and execution of long-term business strategies.

### AUDIT COMMITTEE

The Company has established audit committee with written terms of reference which was amended on 7 January 2016. The primary duties of the audit committee are to review, in draft form, the Company’s annual report and accounts, half-year report, quarterly reports and to provide advice and comments thereon to the Board. The audit committee is also responsible for reviewing and supervising the financial reporting process, risk management and internal control of the Group. As at the date of this report, the audit committee comprises three independent non-executive Directors, namely Mr. Leung Man Chun, Mr. Fok Kin Fung, Eric and Dr. Lee Nim Wai. Mr. Leung Man Chun is the chairman of the audit committee.

### 競爭權益

董事、本公司管理層及股東(定義見創業板上市規則)概無於對本集團所從事業務構成或可能構成競爭之任何業務中擁有權益。

### 企業管治守則

本公司致力維持高水準及具質素程序之企業管治。本公司已推行管治措施，著重對股東之誠信、資料披露之質素、透明度及問責性，藉以盡量提高股東回報。

於截至二零一七年三月三十一日止期間，除企業管治守則條文第A.2.1條外，本公司一直遵守創業板上市規則附錄十五所載企業管治守則(「企業管治守則」)之守則條文。

根據企業管治守則條文A.2.1，主席與行政總裁之角色應有區別，並不應由一人同時兼任。自二零一五年十月八日本公司前行政總裁巫偉明先生辭任後，本公司並無人員擔任行政總裁(「行政總裁」)之職位。本公司副主席陳偉傑先生於回顧期間亦擔任行政總裁之職務。董事會相信同一人兼任主席及行政總裁之角色，有助本集團在長遠業務策略之發展及執行上，為本集團提供強大而貫徹之領導。

### 審核委員會

本公司已成立審核委員會，並書面訂明其職權範圍(於二零一六年一月七日修訂)。審核委員會之主要職責為審閱本公司之年報與賬目、半年報告及季度報告之初稿，並就此向董事會提供建議及意見。審核委員會亦負責審閱及監督本集團之財務申報程序、風險管理及內部監控。於本報告日期，審核委員會由三名獨立非執行董事梁文俊先生、霍健烽先生及李念緯醫生組成，其中梁文俊先生為審核委員會主席。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層論述及分析

The audit committee has reviewed the accounting principles and practices adopted by the Company and discussed with the Board the internal controls and financial reporting matters, including a review of the unaudited first quarterly report for the three months ended 31 March 2017.

### CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the three months ended 31 March 2017, the Company had adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiry of all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by Directors.

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

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the three months ended 31 March 2017.

On behalf of the Board

**Aurum Pacific (China) Group Limited**

**Chan Wai Kit**

*Executive Director*

Hong Kong, 10 May 2017

*As at the date of this report, the Board comprises three executive Directors, Mr. Chan Wai Kit, Mr. Chan Kwun Chung and Ms. Wong Chi Yan and three independent non-executive Directors, Mr. Leung Man Chun, Mr. Fok Kin Fung, Eric and Dr. Lee Nim Wai.*

審核委員會已檢討本公司所採納之會計原則及常規，並與董事會討論內部監控及財務申報事宜，包括審閱截至二零一七年三月三十一日止三個月之未經審核第一季度報告。

### 董事進行證券交易之行為守則

截至二零一七年三月三十一日止三個月，本公司已採納有關董事進行證券交易之行為守則，其條款並不比創業板上市規則第5.48條至第5.67條所載之規定交易準則寬鬆。本公司亦已向全體董事作出具體查詢，而本公司並不知悉有任何違反規定交易準則及有關董事進行證券交易之行為守則之情況。

### 購買、出售或贖回本公司上市證券

截至二零一七年三月三十一日止三個月，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

代表董事會

**奧栢中國集團有限公司**

執行董事

**陳偉傑**

香港，二零一七年五月十日

於本報告日期，董事會成員包括三名執行董事陳偉傑先生、陳冠忠先生及黃志恩女士及三名獨立非執行董事梁文俊先生、霍健烽先生及李念緯醫生。