

# FINSOFT FINANCIAL INVESTMENT HOLDINGS LIMITED

匯財金融投資控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 8018



中期報告  
INTERIM REPORT

2017



## CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (“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 (the “Directors”, each a “Director”) of Finsoft Financial Investment Holdings 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 (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

## 香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)的特色

創業板的定位乃為相比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，並應經過審慎周詳考慮後方作出投資決定。創業板的較高風險及其他特色表明創業板較適合專業及其他經驗豐富的投資者。

由於創業板上市公司的新興性質使然，在創業板買賣的證券可能會較於聯交所主板買賣的證券承受較大的市場波動風險，同時亦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聯交所對本報告的內容概不負責，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的任何損失承擔任何責任。*

*本報告之資料乃遵照《創業板證券上市規則》(「創業板上市規則」)而刊載，旨在提供有關匯財金融投資控股有限公司(「本公司」)之資料。本公司之董事(「董事」，各自為一名「董事」)願就本報告之資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確及完備，並無誤導或欺詐成分，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。*

## INTERIM RESULTS

The board of Directors (the “Board”) announces the unaudited condensed consolidated results of Finsoft Financial Investment Holdings Limited (the “Company”, together with its subsidiaries, referred to as the “Group”) for the three months and six months ended 30 June 2017, together with the unaudited comparative figures for the corresponding periods in 2016, as follows:

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

For the three months and six months ended 30 June 2017

## 中期業績

董事會(「董事會」)公佈，匯財金融投資控股有限公司(「本公司」，連同其附屬公司統稱「本集團」)截至二零一七年六月三十日止三個月及六個月之未經審核簡明綜合業績，連同二零一六年同期之未經審核比較數字載列如下：

### 未經審核簡明綜合損益及其他全面收入表

截至二零一七年六月三十日止三個月及六個月

|   |                     | Notes<br>附註 | Three months ended<br>30 June<br>截至六月三十日止三個月              |   | Six months ended<br>30 June<br>截至六月三十日止六個月                |   |
|---|---------------------|-------------|---|---|---|---|
|   |                     |             | 2017<br>二零一七年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2016<br>二零一六年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2017<br>二零一七年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2016<br>二零一六年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| <b>CONTINUING OPERATIONS</b>                            | <b>持續經營業務</b>       |             |   |   |   |   |
| Revenue   | 收益                  | 4           | <b>14,976</b>   | 14,831  | <b>28,729</b>   | 28,135  |
| Cost of sales   | 銷售成本                |             | <b>(3,665)</b>  | (3,702)   | <b>(7,674)</b>  | (7,696)   |
| Gross profit  | 毛利                  |             | <b>11,311</b>   | 11,129  | <b>21,055</b>   | 20,439  |
| Other income  | 其他收入                | 6           | <b>1</b>  | 4   | <b>89</b>   | 4   |
| Other gains and losses                                  | 其他收益及虧損             | 6           | <b>7,030</b>  | (471)   | <b>6,517</b>  | 1,394   |
| Administrative expenses                                 | 行政開支                |             | <b>(7,399)</b>  | (8,976)   | <b>(23,166)</b>   | (18,155)  |
| Finance costs   | 財務成本                | 7           | <b>(424)</b>  | (2,535)   | <b>(975)</b>  | (6,064)   |
| Share of profits of associates                          | 應佔聯營公司溢利            |             | <b>899</b>  | 169   | <b>1,809</b>  | 1,474   |
| Share of loss of a joint venture                        | 應佔一間合營公司虧損          |             | <b>(548)</b>  | (837)   | <b>(1,075)</b>  | (1,408)   |
| Profit/(loss) before tax from continuing operations     | 來自持續經營業務的除稅前溢利/(虧損) | 8           | <b>10,870</b>   | (1,517)   | <b>4,254</b>  | (2,316)   |
| Income tax expense                                      | 所得稅開支               | 9           | <b>(1,243)</b>  | (1,022)   | <b>(2,079)</b>  | (1,730)   |
| Profit/(loss) for the period from continuing operations | 來自持續經營業務的期內溢利/(虧損)  |             | <b>9,627</b>  | (2,539)   | <b>2,175</b>  | (4,046)   |
| <b>DISCONTINUED OPERATIONS</b>                          | <b>已終止經營業務</b>      |             |   |   |   |   |
| Profit for the period from discontinued operations      | 來自已終止經營業務的期內溢利      | 10          | <b>368</b>  | 1,318   | <b>138</b>  | 4,711   |
| <b>Profit/(loss) for the period</b>                     | <b>期內溢利/(虧損)</b>    |             | <b>9,995</b>  | (1,221)   | <b>2,313</b>  | 665   |

|  |                         | Three months ended<br>30 June<br>截至六月三十日止三個月              |   | Six months ended<br>30 June<br>截至六月三十日止六個月                |   |
|--|-------------------------|---|---|---|---|
|  |                         | 2017<br>二零一七年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2016<br>二零一六年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2017<br>二零一七年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2016<br>二零一六年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
|  | Notes<br>附註             |   |   |   |   |
| <b>Other comprehensive loss</b>  | <b>其他全面虧損</b>           |   |   |   |   |
| Item that may be reclassified subsequently to profit or loss:            | 其後可能重新分類至損益的項目：         |   |   |   |   |
| Fair value loss on available-for-sale investments                        | 可供出售投資的公平價值虧損           | (7,938)   | -   | (8,765)   | -   |
| <b>Other comprehensive loss for the period</b>                           | <b>期內其他全面虧損</b>         | <b>(7,938)</b>  | <b>-</b>  | <b>(8,765)</b>  | <b>-</b>  |
| <b>Total comprehensive income/(loss) for the period</b>                  | <b>期內全面收入/(虧損)總額</b>    | <b>2,057</b>  | <b>(1,221)</b>  | <b>(6,452)</b>  | <b>665</b>  |
| <b>Profit/(loss) for the period attributable to:</b>                     | <b>應佔期內溢利/(虧損)：</b>     |   |   |   |   |
| Owners of the Company  | 本公司擁有人                  | 9,720   | (1,879)   | 1,960   | (82)  |
| Non-controlling interests  | 非控股權益                   | 275   | 658   | 353   | 747   |
|  |                         | <b>9,995</b>  | <b>(1,221)</b>  | <b>2,313</b>  | <b>665</b>  |
| <b>Total comprehensive income/(loss) for the period attributable to:</b> | <b>應佔期內全面收入/(虧損)總額：</b> |   |   |   |   |
| Owners of the Company  | 本公司擁有人                  | 1,782   | (1,879)   | (6,805)   | (82)  |
| Non-controlling interests  | 非控股權益                   | 275   | 658   | 353   | 747   |
|  |                         | <b>2,057</b>  | <b>(1,221)</b>  | <b>(6,452)</b>  | <b>665</b>  |
| <b>Earnings/(loss) per share</b>   | <b>每股盈利/(虧損)</b>        |   |   |   |   |
| Basic (HK cents per share)   | 基本(每股港仙)                |   |   |   |   |
| - For profit/(loss) for the period                                       | 一期內溢利/(虧損)              | 0.771   | (0.324)   | 0.163   | (0.016)   |
| - For profit/(loss) from continuing operations                           | 一來自持續經營業務溢利/(虧損)        | 0.767   | (0.438)   | 0.179   | (0.797)   |
| Diluted (HK cents per share)   | 攤薄(每股港仙)                |   |   |   |   |
| - For profit/(loss) for the period                                       | 一期內溢利/(虧損)              | 0.763   | (0.324)   | 0.162   | (0.016)   |
| - For profit/(loss) from continuing operations                           | 一來自持續經營業務溢利/(虧損)        | 0.759   | (0.438)   | 0.177   | (0.797)   |

12

**CONDENSED CONSOLIDATED STATEMENT  
OF FINANCIAL POSITION**

As at 30 June 2017

**簡明綜合財務狀況表**

於二零一七年六月三十日

|  |                   |    | <b>30 June<br/>2017</b><br>於二零一七年<br>六月三十日<br><b>HK\$'000</b><br>千港元<br><b>(Unaudited)</b><br>(未經審核) | 31 December<br>2016<br>於二零一六年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|--|-------------------|----|--|---|
| <b>NON-CURRENT ASSETS</b>                                    | <b>非流動資產</b>      |    |  |   |
| Property, plant and equipment                                | 物業、廠房及設備          | 13 | <b>2,786</b>   | 1,302   |
| Investment properties  | 投資物業              |    | <b>18,160</b>  | 18,160  |
| Goodwill   | 商譽                |    | -  | -   |
| Intangible assets  | 無形資產              |    | <b>2,467</b>   | 3,552   |
| Investments in associates                                    | 於聯營公司之投資          |    | <b>19,345</b>  | 70,558  |
| Investment in a joint venture                                | 於一間合營公司之投資        |    | <b>35,032</b>  | 36,107  |
| Available-for-sale investments                               | 可供出售投資            | 14 | <b>37,249</b>  | 70,531  |
| Deposits paid for purchases of property, plant and equipment | 就購買物業、廠房及設備支付的按金  |    | <b>3,208</b>   | 4,285   |
| <b>TOTAL NON-CURRENT ASSETS</b>                              | <b>非流動資產總額</b>    |    | <b>118,247</b>   | 204,495   |
| <b>CURRENT ASSETS</b>  | <b>流動資產</b>       |    |  |   |
| Trade and other receivables, deposits and prepayments        | 貿易及其他應收款項、按金及預付款項 | 15 | <b>8,325</b>   | 11,980  |
| Loans receivable   | 應收貸款              | 16 | <b>44,217</b>  | 36,420  |
| Financial assets at fair value through profit or loss        | 按公平價值計入損益的金融資產    | 17 | <b>6,163</b>   | 18,752  |
| Cash and cash equivalents                                    | 現金及現金等價物          |    | <b>58,032</b>  | 16,459  |
|  |                   |    | <b>116,737</b>   | 83,611  |
| Assets classified as held for sale                           | 分類為持作出售的資產        | 18 | <b>52,796</b>  | 7,787   |
| <b>TOTAL CURRENT ASSETS</b>                                  | <b>流動資產總額</b>     |    | <b>169,533</b>   | 91,398  |

|   |                    |             | <b>30 June<br/>2017</b><br>於二零一七年<br>六月三十日<br><b>HK\$'000</b><br>千港元<br><b>(Unaudited)</b><br>(未經審核) | 31 December<br>2016<br>於二零一六年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|---|--------------------|-------------|--|---|
|   |                    | Notes<br>附註 |  |   |
| <b>CURRENT LIABILITIES</b>  | <b>流動負債</b>        |             |  |   |
| Other payables and accruals   | 其他應付款項及應計款項        | 19          | <b>29,936</b>  | 33,050  |
| Current tax liabilities   | 即期稅項負債             |             | <b>3,491</b>   | 2,066   |
| Interest-bearing borrowings   | 計息借貸               | 20          | -  | 31,700  |
|   |                    |             | <b>33,427</b>  | 66,816  |
| Liabilities directly associated with assets classified as held for sale | 與分類為持作出售的資產直接有關的負債 | 18          | <b>4</b>   | 2,082   |
| <b>TOTAL CURRENT LIABILITIES</b>  | <b>流動負債總額</b>      |             | <b>33,431</b>  | 68,898  |
| <b>NET CURRENT ASSETS</b>   | <b>流動資產淨額</b>      |             | <b>136,102</b>   | 22,500  |
| <b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>                            | <b>資產總額減流動負債</b>   |             | <b>254,349</b>   | 226,995   |
| <b>NON-CURRENT LIABILITIES</b>  | <b>非流動負債</b>       |             |  |   |
| Deferred tax liabilities  | 遞延稅項負債             |             | <b>427</b>   | 606   |
| <b>NET ASSETS</b>   | <b>資產淨額</b>        |             | <b>253,922</b>   | 226,389   |
| <b>CAPITAL AND RESERVES</b>   | <b>股本及儲備</b>       |             |  |   |
| Share capital   | 股本                 | 21          | <b>6,303</b>   | 5,252   |
| Reserves  | 儲備                 |             | <b>247,619</b>   | 217,574   |
| Equity attributable to owners of the Company                            | 本公司擁有人應佔權益         |             | <b>253,922</b>   | 222,826   |
| Non-controlling interests   | 非控股權益              |             | -  | 3,563   |
| <b>TOTAL EQUITY</b>   | <b>權益總額</b>        |             | <b>253,922</b>   | 226,389   |

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

For the six months ended 30 June 2017

**未經審核簡明綜合權益變動表**

截至二零一七年六月三十日止六個月

|   |                       | Attributable to owners of the Company<br>本公司擁有人應佔 |                       |                                |                        |                         |  |                          | Non-controlling interests<br>非控股權益應佔 | Total equity<br>權益總額 |         |
|---|-----------------------|---|-----------------------|--------------------------------|------------------------|-------------------------|--|--------------------------|--------------------------------------|----------------------|---------|
|   |                       | Share capital<br>股本                               | Share premium<br>股份溢價 | Share options reserve<br>購股權儲備 | Merger reserve<br>合併儲備 | Capital reserve<br>資本儲備 | Investment revaluation reserve<br>投資重估儲備 | Retained profits<br>保留溢利 | Subtotal<br>小計                       | Total equity<br>權益總額 |         |
|   |                       | HK\$'000<br>千港元                                   | HK\$'000<br>千港元       | HK\$'000<br>千港元                | HK\$'000<br>千港元        | HK\$'000<br>千港元         | HK\$'000<br>千港元                          | HK\$'000<br>千港元          | HK\$'000<br>千港元                      | HK\$'000<br>千港元      |         |
| At 1 January 2016 (Audited)   | 於二零一六年一月一日<br>(經審核)   | 2,000   | 34,610                | -                              | 78                     | -                       | -  | 7,872                    | 44,560                               | 1,214                | 45,774  |
| Profit/(loss) and total comprehensive income/(loss) for the period      | 期內溢利/(虧損)及全面收入/(虧損)總額 | -   | -                     | -                              | -                      | -                       | -  | (82)                     | (82)                                 | 747                  | 665     |
| Shares issued   | 已發行股份                 | 1,600   | 116,160               | -                              | -                      | -                       | -  | -                        | 117,760                              | -                    | 117,760 |
| Share issuing expenses  | 股份發行開支                | -   | (5,384)               | -                              | -                      | -                       | -  | -                        | (5,384)                              | -                    | (5,384) |
| Disposal of a subsidiary  | 出售一間附屬公司              | -   | -                     | -                              | -                      | -                       | -  | -                        | -                                    | 103                  | 103     |
| Capital contribution from non-controlling interests                     | 非控股權益注資               | -   | -                     | -                              | -                      | -                       | -  | -                        | -                                    | 222                  | 222     |
| Change in ownership interests in subsidiaries without change of control | 於附屬公司的擁有權變動而未改變控制權    | -   | -                     | -                              | -                      | 67                      | -  | -                        | 67                                   | 3,433                | 3,500   |
| At 30 June 2016 (Unaudited)   | 於二零一六年六月三十日(未經審核)     | 3,600   | 145,386               | -                              | 78                     | 67                      | -  | 7,790                    | 156,921                              | 5,719                | 162,640 |
| At 1 January 2017 (Audited)   | 於二零一七年一月一日<br>(經審核)   | 5,252   | 200,642               | 2,111                          | 78                     | 67                      | 4,796                                    | 9,880                    | 222,826                              | 3,563                | 226,389 |
| Profit for the period   | 期內溢利                  | -   | -                     | -                              | -                      | -                       | -  | 1,960                    | 1,960                                | 353                  | 2,313   |
| Other comprehensive loss for the period:                                | 期內其他全面虧損：             |   |                       |                                |                        |                         |  |                          |                                      |                      |         |
| Fair value loss on available-for-sale investments                       | 可供出售投資的公平價值虧損         | -   | -                     | -                              | -                      | -                       | (8,765)                                  | -                        | (8,765)                              | -                    | (8,765) |
| Total comprehensive income/(loss) for the period                        | 期內全面收入/(虧損)總額         | -   | -                     | -                              | -                      | -                       | (8,765)                                  | 1,960                    | (6,805)                              | 353                  | (6,452) |
| Shares issued (note 21)   | 已發行股份(附註21)           | 1,051   | 29,623                | -                              | -                      | -                       | -  | -                        | 30,674                               | -                    | 30,674  |
| Share issuing expenses  | 股份發行開支                | -   | (984)                 | -                              | -                      | -                       | -  | -                        | (984)                                | -                    | (984)   |
| Share-based payments  | 股份支付款項                | -   | -                     | 8,278                          | -                      | -                       | -  | -                        | 8,278                                | -                    | 8,278   |
| Acquisition of non-controlling interests                                | 收購非控股權益               | -   | -                     | -                              | -                      | -                       | -  | -                        | -                                    | (1,727)              | (1,727) |
| Disposal of subsidiaries (note 23)                                      | 出售附屬公司(附註23)          | -   | -                     | -                              | -                      | (67)                    | -  | -                        | (67)                                 | (2,189)              | (2,256) |
| At 30 June 2017 (Unaudited)   | 於二零一七年六月三十日<br>(未經審核) | 6,303   | 229,281               | 10,389                         | 78                     | -                       | (3,969)                                  | 11,840                   | 253,922                              | -                    | 253,922 |

**UNAUDITED CONDENSED CONSOLIDATED  
STATEMENT OF CASH FLOWS**

For the six months ended 30 June 2017

**未經審核簡明綜合現金流量表**

截至二零一七年六月三十日止六個月

|   |                      | <b>Six months ended 30 June</b><br>截至六月三十日止六個月                                 |   |
|---|----------------------|--|---|
|   |                      | <b>2017</b><br>二零一七年<br><b>HK\$'000</b><br>千港元<br><b>(Unaudited)</b><br>(未經審核) | 2016<br>二零一六年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| Net cash flows from operating activities                              | 經營活動產生的現金流量淨額        | <b>11,783</b>  | 26,551  |
| Net cash flows from/(used in) investing activities                    | 投資活動產生/(所用)的現金流量淨額   | <b>27,338</b>  | (61,319)  |
| Net cash flows from/(used in) financing activities                    | 融資活動產生/(所用)的現金流量淨額   | <b>(2,986)</b>   | 29,305  |
| <b>Net increase/(decrease) in cash and cash equivalents</b>           | 現金及現金等價物增加/(減少)淨額    | <b>36,135</b>  | (5,463)   |
| <b>Cash and cash equivalents at 1 January</b>                         | 於一月一日之現金及現金等價物       | <b>23,059</b>  | 78,111  |
| <b>Cash and cash equivalents at 30 June</b>                           | 於六月三十日之現金及現金等價物      | <b>59,194</b>  | 72,648  |
| <b>Analysis of balances of cash and cash equivalents</b>              | 現金及現金等價物結餘分析         |  |   |
| Cash and bank balances  | 現金及銀行結餘              | <b>58,032</b>  | 72,648  |
| Cash and bank balances included in assets classified as held for sale | 計入分類為持作出售的資產之現金及銀行結餘 | <b>1,162</b>   | -   |
|   |                      | <b>59,194</b>  | 72,648  |



## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 18 December 2012 as an exempted company with limited liability under the Companies Law of the Cayman Islands and its shares have been listed on the GEM since 26 September 2013. The address of the Company's registered office is Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of the Company's head office and principal place of business in Hong Kong has been changed to Office P, 21/F., Kings Wing Plaza 1, No. 3 On Kwan Street, Shatin, New Territories, Hong Kong with effect from 19 June 2017.

The Company, an investment holding company, and its subsidiaries are principally engaged in the provision of financial trading software solutions, provision of other internet financial platforms, provision of referral services, money lending business and assets investments. The Group's provision of corporate finance advisory services, provision of property management and property agency services and provision of design and fitting-out services were regarded as discontinued operations in the preparation of the Group's unaudited condensed consolidated financial statements for the six months ended 30 June 2017.

This unaudited condensed consolidated interim financial information of the Group is presented in Hong Kong dollars ("HK\$"), which is the same as the functional currency of the Company, and all values are rounded to the nearest thousand except when otherwise indicated.

## 未經審核簡明綜合財務報表附註

### 1. 一般資料

本公司於二零一二年十二月十八日根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司，其股份已於二零一三年九月二十六日起於創業板上市。本公司之註冊辦事處地址為Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands。本公司之香港總辦事處及主要營業地點已變更至香港新界沙田安群街3號京瑞廣場1期21樓P室，自二零一七年六月十九日起生效。

本公司(為一間投資控股公司)及其附屬公司主要從事提供金融交易軟件解決方案、提供其他互聯網金融平台、提供轉介服務、借貸業務及資產投資。於編製本集團截至二零一七年六月三十日止六個月的未經審核簡明綜合財務報表時，本集團提供企業財務諮詢服務、提供物業管理及物業代理服務及提供設計及裝修服務被視作已終止經營業務。

本集團之未經審核簡明綜合中期財務資料以港元(「港元」)呈列，港元同樣為本公司之功能貨幣，而除另有註明外，所有數值均調整至最接近千位。

## 2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements of the Company for the six months ended 30 June 2017 (the “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 accounting principles generally accepted in Hong Kong, the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622 of the Laws of Hong Kong) and the applicable disclosure provisions of the GEM Listing Rules. The Financial Statements should be read in conjunction with the Company’s annual consolidated financial statements for the year ended 31 December 2016.

The Financial Statements have been prepared on the historical cost basis, except for certain financial instruments and investment properties that are measured at fair values at the end of each reporting period.

The accounting policies adopted in preparing the Financial Statements are consistent with those applied in the annual consolidated financial statements of the Company for the year ended 31 December 2016, with addition for the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”, which include all Hong Kong Financial Reporting Standards, HKASs and Interpretations) issued by the HKICPA, that have become effective for the Group’s financial year beginning on 1 January 2017. The adoption of these new and revised HKFRSs has no material effect on the Financial Statements. The Group has not early applied the new and revised HKFRSs that have been issued but are not yet effective. The Group is in the process of making an assessment of the impact of the new and revised HKFRSs upon initial application but is not yet in a position to state whether these new and revised HKFRSs would have a significant impact on the Group’s results of operations and financial position.

It should be noted that accounting estimates and assumptions are used in the preparation of the Financial Statements. Although these estimates are based on the management’s best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates.

## 2. 編製基準

本公司截至二零一七年六月三十日止六個月之未經審核簡明綜合財務報表（「財務報表」），乃根據由香港會計師公會（「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、香港公認之會計原則、香港法例第622章香港公司條例之披露規定及創業板上市規則之適用披露規定編製。該財務報表應與本公司截至二零一六年十二月三十一日止年度之年度綜合財務報表一併閱讀。

財務報表已根據歷史成本基準編製，惟於各報告期末按公平價值計量的若干金融工具及投資物業除外。

編製財務報表時採納之會計政策，與於截至二零一六年十二月三十一日止年度之本公司年度綜合財務報表所採納的會計政策一致，並已加入香港會計師公會頒佈並於二零一七年一月一日開始之本集團財政年度生效之新訂及經修訂香港財務報告準則（「香港財務報告準則」，包括全部香港財務報告準則、香港會計準則及詮釋）。採納該等新訂及經修訂香港財務報告準則對財務報表並無重大影響。本集團並無提早應用已頒佈惟尚未生效之新訂及經修訂香港財務報告準則。本集團現正評估首次採用該等新訂及經修訂香港財務報告準則之影響，惟尚未能評定該等新訂及經修訂香港財務報告準則會否對本集團之營運業績及財務狀況構成重大影響。

謹請注意編製財務報表時使用之會計估算及假設。雖然此等估算乃基於管理層對目前事件及行動之全悉及判斷，惟實際結果最終或會與該等估算有差別。

### 3. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

The following tables present the Group's financial assets and financial liabilities that are measured at fair value as at 30 June 2017 and 31 December 2016:

### 3. 金融工具公平價值計量

下表載列本集團於二零一七年六月三十日及二零一六年十二月三十一日按公平價值計量的金融資產及金融負債：

|   |                     | Level 1<br>第一級<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | Level 2<br>第二級<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | Level 3<br>第三級<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | Total<br>總計<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
|---|---------------------|--|--|--|---|
| <b>As at 30 June 2017:</b>  | <b>於二零一七年六月三十日：</b> |  |  |  |   |
| <b>Financial assets</b>   | <b>金融資產</b>         |  |  |  |   |
| Available-for-sale investments                                      | 可供出售投資              |  |  |  |   |
| – listed equity security  | –上市股本證券             | 32,745   | –  | –  | 32,745  |
| Financial assets held for trading                                   | 持作買賣金融資產            |  |  |  |   |
| – listed equity securities  | –上市股本證券             | 3,086  | –  | –  | 3,086   |
| Financial assets designated as at fair value through profit or loss | 指定為按公平價值計入損益的金融資產   |  |  |  |   |
| – convertible bond  | –可換股債券              | –  | –  | 3,077  | 3,077   |
|   |                     | <b>35,831</b>  | <b>–</b>   | <b>3,077</b>   | <b>38,908</b>   |

|   |                       | Level 1<br>第一級<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) | Level 2<br>第二級<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) | Level 3<br>第三級<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) | Total<br>總計<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|---|-----------------------|---|---|---|--|
| <b>As at 31 December 2016:</b>                                      | <b>於二零一六年十二月三十一日：</b> |   |   |   |  |
| <b>Financial assets</b>   | <b>金融資產</b>           |   |   |   |  |
| Available-for-sale investments                                      | 可供出售投資                |   |   |   |  |
| – listed equity security  | –上市股本證券               | 41,510  | –   | –   | 41,510   |
| Financial assets held for trading                                   | 持作買賣金融資產              |   |   |   |  |
| – listed equity securities  | –上市股本證券               | 15,675  | –   | –   | 15,675   |
| Financial assets designated as at fair value through profit or loss | 指定為按公平價值計入損益的金融資產     |   |   |   |  |
| – convertible bond  | –可換股債券                | –   | –   | 3,077   | 3,077  |
|   |                       | <b>57,185</b>   | <b>–</b>  | <b>3,077</b>  | <b>60,262</b>  |

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the quoted market bid price. These instruments are included in Level 1.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

As at 30 June 2017 and 31 December 2016, there were no investments classified under Level 2 and there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 during the six months ended 30 June 2017 and the year ended 31 December 2016.

The convertible bond has been calculated based on discounted cash flows analysis and Binomial Model on the debt component and conversion option component respectively, with the most significant unobservable inputs being (i) discount rate of 11.87% (year ended 31 December 2016: 12.29%) and (ii) expected volatilities of 68.04% (year ended 31 December 2016: 68.04%). A significant increase/(decrease) in discount rate would result in a significant (decrease)/increase in the fair value of the convertible bond and a significant increase/(decrease) in expected volatilities would result in a significant increase/(decrease) in the fair value of the convertible bond.

於活躍市場買賣之金融工具之公平價值根據報告期末之市場報價計算。當報價可即時和定期從證券交易所、交易商、經紀、行業集團、定價服務者或監管機構獲得且該等報價代表按公平交易基準進行的實際和常規市場交易時，該市場被視為活躍。本集團持有的金融資產的市場報價為當時市場買盤價。此等工具列入第一級。

並無在活躍市場買賣的金融工具(例如場外衍生工具)的公平價值利用估值技術釐定。該等估值技術盡量利用可觀察市場數據(如可得到)，盡量少依賴實體的特定估計。倘計算一工具的公平價值所需的所有重大輸入數據均為可觀察數據，則該工具列入第二級。

倘一項或多項重大輸入數據並非根據可觀察市場數據得出，則該工具列入第三級。

截至二零一七年六月三十日及二零一六年十二月三十一日，概無投資被分類為第二級，而截至二零一七年六月三十日止六個月及截至二零一六年十二月三十一日止年度，公平價值計量在第一級和第二級之間並無發生轉移，亦無轉入或轉出第三級。

可換股債券乃根據貼現現金流量分析及包括債務部分及轉換權部分之二項式模型計算，最重大不可觀察輸入數據即(i)貼現率11.87%(截至二零一六年十二月三十一日止年度：12.29%)及(ii)預期波幅68.04%(截至二零一六年十二月三十一日止年度：68.04%)。貼現率的大幅上升/(下降)將導致可換股債券的公平價值出現大幅(減少)/增加，而預期波幅的大幅上升/(下降)將導致可換股債券的公平價值出現大幅增加/(減少)。

#### 4. REVENUE

An analysis of the Group's revenue from its major products and services from continuing operations is as follows:

#### 4. 收益

本集團來自其持續經營業務之主要產品及服務的收益分析如下：

|  |               | Three months ended<br>30 June<br>截至六月三十日止三個月              |   | Six months ended<br>30 June<br>截至六月三十日止六個月                |   |
|--|---------------|---|---|---|---|
|  |               | 2017<br>二零一七年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2016<br>二零一六年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2017<br>二零一七年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2016<br>二零一六年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| Sales of hardware                                  | 銷售硬件          | 49  | 47  | 574   | 571   |
| Sales of technology software systems               | 銷售技術軟件系統      | 1,566   | 2,762   | 2,566   | 3,106   |
| System customisation and network support           | 系統訂製及網絡支援     | 2,043   | 1,444   | 3,378   | 3,262   |
| Software maintenance services                      | 軟件保養服務        | 2,425   | 2,404   | 4,825   | 4,692   |
| Software licensing fee                             | 軟件特許費         | 6,560   | 5,730   | 12,973  | 11,115  |
| Hosting and related services fee                   | 伺服器寄存及相關服務費   | 940   | 958   | 1,782   | 1,818   |
| Other internet financial platforms services income | 其他互聯網金融平台服務收入 | -   | 339   | -   | 1,306   |
| Interest income on loan financing                  | 貸款融資之利息收入     | 1,235   | 163   | 2,314   | 567   |
| Referral services fee                              | 轉介服務費         | -   | 625   | -   | 1,250   |
| Dividend income from listed equity securities      | 上市股本證券之股息收入   | -   | 90  | -   | 90  |
| Rental income                                      | 租金收入          | 158   | 269   | 317   | 358   |
|  |               | <b>14,976</b>   | <b>14,831</b>   | <b>28,729</b>   | <b>28,135</b>   |

#### 5. SEGMENT INFORMATION

Information is reported to the Directors, being the Group's chief operating decision maker (the "CODM"), for the purposes of resource allocation and assessment of segment performance focusing on the types of goods or services delivered or provided. The Group has presented the following reportable segments:

#### 5. 分部資料

主要有關所交付或提供貨品或服務種類的資料呈交予董事即本集團的主要營運決策人(「主要營運決策人」)，以作資源分配及分部表現評估。本集團已呈列以下可報告分部：

- (a) Financial trading software solutions – development, sale and provision of financial trading software solutions with the principal products being trading and settlement systems of financial products for financial institutions;
- (b) Other internet financial platforms – provision of e-commerce platforms, other online consultancy services and provision of other financial information;
- (c) Money lending – provision of loan financing;
- (d) Assets investments – trading of listed securities and investing in properties for rental income; and
- (e) Referral – provision of referral services to source, identify and refer prospective deal opportunities to interested parties.

The Group's provision of corporate finance advisory services, provision of property management and property agency services and provision of design and fitting-out services were regarded as discontinued operations which details are set out in note 10.

Segment profit/(loss) represents the profit earned/loss incurred by each segment without allocation of interest income on bank deposits, sundry income, gain on disposal of subsidiaries, gain on bargain purchase, gain on disposal of available-for-sale investments, impairment loss on available-for-sale investments, share of profits of associates, share of loss of a joint venture, central administration costs and finance costs. This is the measure reported to the CODM for the purposes of resource allocation and assessment of segment performance.

Segment assets exclude investments in associates, investment in a joint venture, available-for-sale investments, cash and cash equivalents, financial asset designated as at fair value through profit or loss and other corporate and unallocated assets as these assets are managed on a group basis.

- (a) 金融交易軟件解決方案－開發、銷售及提供金融交易軟件解決方案，主要產品為供金融機構專用的金融產品交易及結算系統；
- (b) 其他互聯網金融平台－提供電子商務平台、其他在線諮詢服務及提供其他財務資料；
- (c) 借貸－提供貸款融資；
- (d) 資產投資－買賣上市證券及投資物業收取租金收入；及
- (e) 轉介－提供獲取、辨識及轉介潛在交易機會予有意方的轉介服務。

本集團提供企業財務諮詢服務、提供物業管理及物業代理服務以及提供設計及裝修服務被視作已終止經營業務，有關詳情請參閱附註10。

分部溢利／(虧損)指各分部賺取之盈利／產生之虧損，當中並無分配銀行存款之利息收入、雜項收入、出售附屬公司之收益、議價性收購之收益、出售可供出售投資之收益、可供出售投資之減值虧損、應佔聯營公司溢利、應佔一間合營公司虧損、中央行政成本及財務成本。此乃向主要營運決策人匯報之計量，以供分配資源及評估分部表現之用。

由於於聯營公司之投資、於一間合營公司之投資、可供出售投資、現金及現金等價物、指定為按公平價值計入損益的金融資產以及其他公司及未分配資產乃按集團形式進行管理，故分部資產不包括該等資產。

Segment liabilities exclude current and deferred tax liabilities, interest-bearing borrowings and other corporate and unallocated liabilities as these liabilities are managed on a group basis.

由於即期及遞延稅項負債、計息借款以及其他公司及未分配負債乃按集團形式進行管理，故分部負債不包括該等負債。

### Segment revenue and results from continuing operations

來自持續經營業務之分部收益及業績

The following is an analysis of the Group's revenue and results by reportable segments:

下文載列按可呈報分部劃分之本集團收益及業績分析：

|                                  |                  | Financial trading software solutions | Other internet financial platforms | Money lending | Assets investments | Referral    | Elimination | Total for continuing operations |
|----------------------------------|------------------|--------------------------------------|------------------------------------|---------------|--------------------|-------------|-------------|---------------------------------|
|                                  |                  | 金融交易<br>軟件解決方案                       | 其他互聯網<br>金融平台                      | 借貸            | 資產投資               | 轉介          | 抵銷          | 持續經營<br>業務總計                    |
|                                  |                  | 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                             |
|                                  |                  | (Unaudited)                          | (Unaudited)                        | (Unaudited)   | (Unaudited)        | (Unaudited) | (Unaudited) | (Unaudited)                     |
|                                  |                  | (未經審核)                               | (未經審核)                             | (未經審核)        | (未經審核)             | (未經審核)      | (未經審核)      | (未經審核)                          |
| <b>For the six months ended</b>  | <b>截至二零一七年</b>   |                                      |                                    |               |                    |             |             |                                 |
| <b>30 June 2017</b>              | <b>六月三十日止六個月</b> |                                      |                                    |               |                    |             |             |                                 |
| <b>Segment revenue</b>           | <b>分部收益</b>      |                                      |                                    |               |                    |             |             |                                 |
| Revenue from external customers  | 源於外部客戶之收益        | 26,098                               | -                                  | 2,314         | 317                | -           | -           | 28,729                          |
| Inter-segment sales*             | 分部間銷售*           | -                                    | -                                  | -             | -                  | -           | -           | -                               |
|                                  |                  | <u>26,098</u>                        | <u>-</u>                           | <u>2,314</u>  | <u>317</u>         | <u>-</u>    | <u>-</u>    | <u>28,729</u>                   |
| <b>Segment profit/(loss)</b>     | <b>分部溢利/(虧損)</b> | 12,172                               | (1,969)                            | 785           | (2,635)            | (1,935)     | -           | 6,418                           |
| Interest income                  | 利息收入             |                                      |                                    |               |                    |             |             | 1                               |
| Unallocated gains and losses     | 未分配收益或虧損         |                                      |                                    |               |                    |             |             | 8,659                           |
| Share of profits of associates   | 應佔聯營公司溢利益        |                                      |                                    |               |                    |             |             | 1,809                           |
| Share of loss of a joint venture | 應佔一間合營公司虧損       |                                      |                                    |               |                    |             |             | (1,075)                         |
| Central administration costs     | 中央行政成本           |                                      |                                    |               |                    |             |             | (10,583)                        |
| Finance costs                    | 財務成本             |                                      |                                    |               |                    |             |             | (975)                           |
| Profit before tax                | 除稅前溢利            |                                      |                                    |               |                    |             |             | <u>4,254</u>                    |

|  | Financial trading software solutions<br>金融交易軟件解決方案 | Other internet financial platforms<br>其他互聯網金融平台 | Money lending<br>借貸   | Assets investments<br>資產投資 | Referral<br>轉介        | Elimination<br>抵銷     | Total for continuing operations<br>持續經營業務總計 |
|--|--|---|-----------------------|----------------------------|-----------------------|-----------------------|---|
|  | HK\$'000<br>千港元                                    | HK\$'000<br>千港元                                 | HK\$'000<br>千港元       | HK\$'000<br>千港元            | HK\$'000<br>千港元       | HK\$'000<br>千港元       | HK\$'000<br>千港元                             |
|  | (Unaudited)<br>(未經審核)                              | (Unaudited)<br>(未經審核)                           | (Unaudited)<br>(未經審核) | (Unaudited)<br>(未經審核)      | (Unaudited)<br>(未經審核) | (Unaudited)<br>(未經審核) | (Unaudited)<br>(未經審核)                       |

| <b>For the six months ended</b>  | <b>截至二零一六年</b>   |               |              |            |            |              |              |                |
|----------------------------------|------------------|---------------|--------------|------------|------------|--------------|--------------|----------------|
| <b>30 June 2016</b>              | <b>六月三十日止六個月</b> |               |              |            |            |              |              |                |
| <b>Segment revenue</b>           | <b>分部收益</b>      |               |              |            |            |              |              |                |
| Revenue from external customers  | 源於外部客戶收益         | 24,564        | 1,306        | 567        | 448        | 1,250        | -            | 28,135         |
| Inter-segment sales*             | 分部間銷售*           | -             | 360          | -          | -          | -            | (360)        | -              |
|                                  |                  | <u>24,564</u> | <u>1,666</u> | <u>567</u> | <u>448</u> | <u>1,250</u> | <u>(360)</u> | <u>28,135</u>  |
| <b>Segment profit/(loss)</b>     | <b>分部溢利/(虧損)</b> | 10,594        | (2,691)      | 419        | (96)       | (2,626)      | -            | 5,600          |
| Interest income                  | 利息收入             |               |              |            |            |              |              | 4              |
| Unallocated gains and losses     | 未分配收益或虧損         |               |              |            |            |              |              | 1,453          |
| Share of profit of an associate  | 應佔一間聯營公司溢利       |               |              |            |            |              |              | 1,474          |
| Share of loss of a joint venture | 應佔一間合營公司虧損       |               |              |            |            |              |              | (1,408)        |
| Central administration costs     | 中央行政成本           |               |              |            |            |              |              | (3,375)        |
| Finance costs                    | 財務成本             |               |              |            |            |              |              | <u>(6,064)</u> |
| Loss before tax                  | 除稅前虧損            |               |              |            |            |              |              | <u>(2,316)</u> |

\* Inter-segment sales are conducted with reference to the prices charged to third parties.

\* 分部間銷售乃參考向第三方所收取之價格進行。



## Segment assets and liabilities

## 分部資產及負債

|                                       |             | Financial trading software solutions<br>金融交易軟件解決方案<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | Other internet financial platforms<br>其他互聯網金融平台<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | Money lending<br>借貸<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | Assets investments<br>資產投資<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | Referral<br>轉介<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | Discontinued operations<br>已終止經營業務<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | Total<br>總計<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
|---------------------------------------|-------------|--|---|---|--|--|--|---|
| <b>As at 30 June 2017</b>             | 於二零一七年六月三十日 |  |   |   |  |  |  |   |
| <b>Segment assets</b>                 | 分部資產        | 11,128   | 3,450   | 45,522  | 21,247   | 290  | 216  | 81,853  |
| Corporate and unallocated assets      | 公司及未分配資產    |  |   |   |  |  |  | 205,927   |
| Consolidated assets                   | 綜合資產        |  |   |   |  |  |  | 287,780   |
| <b>Segment liabilities</b>            | 分部負債        | 28,475   | 532   | 326   | 247  | 20   | 4  | 29,604  |
| Corporate and unallocated liabilities | 公司及未分配負債    |  |   |   |  |  |  | 4,254   |
| Consolidated liabilities              | 綜合負債        |  |   |   |  |  |  | 33,858  |

|                                       |               | Financial trading software solutions<br>金融交易軟件解決方案<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) | Other internet financial platforms<br>其他互聯網金融平台<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) | Money lending<br>借貸<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) | Assets investments<br>資產投資<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) | Referral<br>轉介<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) | Discontinued operations<br>已終止經營業務<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) | Total<br>總計<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|---------------------------------------|---------------|---|--|--|---|---|---|--|
| <b>As at 31 December 2016</b>         | 於二零一六年十二月三十一日 |   |  |  |   |   |   |  |
| <b>Segment assets</b>                 | 分部資產          | 16,011  | 3,484  | 37,074   | 33,835  | 646   | 1,187   | 92,237   |
| Corporate and unallocated assets      | 公司及未分配資產      |   |  |  |   |   |   | 203,656  |
| Consolidated assets                   | 綜合資產          |   |  |  |   |   |   | 295,893  |
| <b>Segment liabilities</b>            | 分部負債          | 29,593  | 591  | 75   | 210   | 169   | 2,040   | 32,678   |
| Corporate and unallocated liabilities | 公司及未分配負債      |   |  |  |   |   |   | 36,826   |
| Consolidated liabilities              | 綜合負債          |   |  |  |   |   |   | 69,504   |

## 6. OTHER INCOME, AND OTHER GAINS AND LOSSES

An analysis of other income, and other gains and losses from continuing operations is as follows:

## 6. 其他收入，及其他收益及虧損

來自持續經營業務的其他收入，及其他收益及虧損之分析如下：

|  |                         | Three months ended<br>30 June<br>截至六月三十日止三個月              |   | Six months ended<br>30 June<br>截至六月三十日止六個月                |   |
|--|-------------------------|---|---|---|---|
|  |                         | 2017<br>二零一七年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2016<br>二零一六年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2017<br>二零一七年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2016<br>二零一六年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| <b>Other income:</b>   | <b>其他收入：</b>            |   |   |   |   |
| Interest income on bank deposits   | 銀行存款之利息收入               | 1   | 4   | 1   | 4   |
| Sundry income  | 雜項收入                    | -   | -   | 88  | -   |
|  |                         | <u>1</u>  | <u>4</u>  | <u>89</u>   | <u>4</u>  |
| <b>Other gains and losses:</b>   | <b>其他收益及虧損：</b>         |   |   |   |   |
| Gain on disposal of available-for-sale investments                           | 出售可供出售投資之收益             | -   | 2,599   | 1,229   | 2,599   |
| Impairment loss on available-for-sale investments                            | 可供出售投資之減值虧損             | (246)   | -   | (246)   | (3,335)   |
| Reversal of impairment loss on trade receivables and bad debts               | 貿易應收款項及呆賬的減值虧損撥回        | 143   | 191   | 362   | 247   |
| Loss on disposal of property, plant and equipment                            | 出售物業、廠房及設備之虧損           | (137)   | -   | (139)   | -   |
| Net fair value loss on financial assets at fair value through profit or loss | 按公平價值計入損益的金融資產之公平價值虧損淨額 | (318)   | (4,232)   | (2,277)   | (306)   |
| Gain on disposal of subsidiaries   | 出售附屬公司之收益               | 7,588   | 971   | 7,588   | 2,180   |
| Gain on bargain purchase   | 議價購買收益                  | -   | -   | -   | 9   |
|  |                         | <u>7,030</u>  | <u>(471)</u>  | <u>6,517</u>  | <u>1,394</u>  |

## 7. FINANCE COSTS

An analysis of finance costs from continuing operations is as follows:

## 7. 財務成本

來自持續經營業務的財務成本之分析如下：

|                                      |          | Three months ended<br>30 June<br>截至六月三十日止三個月              |   | Six months ended<br>30 June<br>截至六月三十日止六個月                |   |
|--------------------------------------|----------|---|---|---|---|
|                                      |          | 2017<br>二零一七年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2016<br>二零一六年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2017<br>二零一七年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2016<br>二零一六年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| Interest expense on loan notes       | 貸款票據利息開支 | -   | 2,534   | -   | 6,061   |
| Interest expense on other borrowings | 其他借款利息開支 | 266   | -   | 816   | -   |
| Other interest expense               | 其他利息開支   | 158   | 1   | 159   | 3   |
|                                      |          | <b>424</b>  | <b>2,535</b>  | <b>975</b>  | <b>6,064</b>  |

## 8. PROFIT/(LOSS) BEFORE TAX

Profit/(loss) before tax from continuing operations has been arrived at after charging:

## 8. 除稅前溢利／(虧損)

來自持續經營業務之除稅前溢利／(虧損)於扣除下列各項後得出：

|   |                     | Three months ended<br>30 June<br>截至六月三十日止三個月              |   | Six months ended<br>30 June<br>截至六月三十日止六個月                |   |
|---|---------------------|---|---|---|---|
|   |                     | 2017<br>二零一七年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2016<br>二零一六年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2017<br>二零一七年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2016<br>二零一六年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| Amortisation of intangible assets<br>(note a)                       | 無形資產攤銷(附註a)         | 542   | 542   | 1,085   | 1,085   |
| Depreciation of property,<br>plant and equipment (note b)           | 物業、廠房及設備折舊<br>(附註b) | 409   | 364   | 835   | 734   |
| Operating lease payments in<br>respect of rented premises           | 租用物業的經營租賃款項         | 592   | 864   | 1,327   | 1,869   |
| Employee benefits expense<br>(note c):                              | 僱員福利開支(附註c):        |   |   |   |   |
| Salaries and other benefits   | 薪金及其他福利             | 5,596   | 6,310   | 11,048  | 12,524  |
| Contributions to retirement<br>benefits scheme                      | 退休福利計劃供款            | 180   | 210   | 354   | 420   |
| Share-based payments  | 股份支付款項              | -   | -   | 8,278   | -   |
| Total employee benefits expense,<br>including directors' emoluments | 僱員福利開支總額，<br>包括董事酬金 | 5,776   | 6,520   | 19,680  | 12,944  |

### Notes:

- (a) During the six months ended 30 June 2017, amortisation of intangible assets amounting to HK\$1,085,000 (six months ended 30 June 2016: HK\$1,085,000) was included in cost of sales.
- (b) During the six months ended 30 June 2017, depreciation of property, plant and equipment amounting to HK\$94,000 (six months ended 30 June 2016: HK\$70,000) was included in cost of sales and amounting to HK\$741,000 (six months ended 30 June 2016: HK\$664,000) was included in administrative expenses.
- (c) During the six months ended 30 June 2017, employee benefits expense amounting to HK\$4,098,000 (six months ended 30 June 2016: HK\$4,206,000) was included in cost of sales and amounting to HK\$15,582,000 (six months ended 30 June 2016: HK\$8,738,000) was included in administrative expenses.

### 附註：

- (a) 截至二零一七年六月三十日止六個月，計入銷售成本之無形資產攤銷為1,085,000港元(截至二零一六年六月三十日止六個月：1,085,000港元)。
- (b) 截至二零一七年六月三十日止六個月，計入銷售成本之物業、廠房及設備折舊為94,000港元(截至二零一六年六月三十日止六個月：70,000港元)，而有741,000港元(截至二零一六年六月三十日止六個月：664,000港元)計入行政開支。
- (c) 截至二零一七年六月三十日止六個月，計入銷售成本之僱員福利開支為4,098,000港元(截至二零一六年六月三十日止六個月：4,206,000港元)，而有15,582,000港元(截至二零一六年六月三十日止六個月：8,738,000港元)計入行政開支。

## 9. INCOME TAX EXPENSE

## 9. 所得稅開支

|                                 |                | Three months ended<br>30 June<br>截至六月三十日止三個月              |   | Six months ended<br>30 June<br>截至六月三十日止六個月                |   |
|---------------------------------|----------------|---|---|---|---|
|                                 |                | 2017<br>二零一七年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2016<br>二零一六年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2017<br>二零一七年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2016<br>二零一六年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| <b>Continuing operations</b>    | <b>持續經營業務</b>  |   |   |   |   |
| Current – Hong Kong             | 即期 – 香港        |   |   |   |   |
| – Charge for the period         | – 期內計提         | 1,352   | 1,111   | 2,278   | 1,909   |
| – Overprovision in prior period | – 過往期間超額撥備     | (20)  | –   | (20)  | –   |
| Deferred                        | 遞延             | (89)  | (89)  | (179)   | (179)   |
|                                 |                | <b>1,243</b>  | <b>1,022</b>  | <b>2,079</b>  | <b>1,730</b>  |
| <b>Discontinued operations</b>  | <b>已終止經營業務</b> |   |   |   |   |
| Current – Hong Kong             | 即期 – 香港        |   |   |   |   |
| – Charge for the period         | – 期內計提         | 125   | 329   | 131   | 1,480   |
| Deferred                        | 遞延             | –   | (484)   | –   | (484)   |
|                                 |                | <b>125</b>  | <b>(155)</b>  | <b>131</b>  | <b>996</b>  |
| Income tax expense              | 所得稅開支          | <b>1,368</b>  | <b>867</b>  | <b>2,210</b>  | <b>2,726</b>  |

Hong Kong Profits Tax has been provided at the rate of 16.5% on the estimated assessable profit arising in or derived from Hong Kong for both periods.

香港利得稅均按各期內在香港產生或賺取的估計應課稅溢利以16.5%稅率計提撥備。

During the six months ended 30 June 2017, the share of tax attributable to associates amounting to HK\$98,000 (six months ended 30 June 2016: HK\$806,000) was included in “Share of profits of associates”.

截至二零一七年六月三十日止六個月期間計入「應佔聯營公司溢利」的歸屬於聯營公司的稅項為98,000港元(截至二零一六年六月三十日止六個月: 806,000港元)。

## 10. DISCONTINUED OPERATIONS

- (a) On 1 December 2016, the Group and DX.com Holdings Limited (“DX.com”) entered into a sale and purchase agreement, pursuant to which DX.com purchased and the Group sold all issued shares of Central Pearl Investments Limited (“Central Pearl”, which directly owned 100% of Full Profit Property Services Company Limited (“Full Profit”)) at a consideration of HK\$20,000,000 (“Central Pearl Group Disposal”). Upon completion of the Central Pearl Group Disposal on 1 December 2016, Central Pearl and Full Profit ceased to be 51% indirectly owned subsidiaries of the Group.

On 23 February 2017, the Group and Billion Centrium Group Holdings Limited (“Billion”) entered into a sale and purchase agreement, pursuant to which Billion has conditionally agreed to acquire and the Group has conditionally agreed to sell the Group’s entire 51% interest in Wise Link International Limited (“Wise Link”) at a consideration of HK\$9,800,000 (“Wise Link Group Disposal”). Upon completion of the Wise Link Group Disposal on 28 April 2017, Wise Link, Profit Sun International Investments Limited and Billion C & C Limited (collectively, the “Wise Link Group”) ceased to be 51% indirectly owned subsidiaries of the Group.

As a result of the Central Pearl Group Disposal and the Wise Link Group Disposal, the provision of property management and property agency services and the provision of design and fitting-out services were regarded as discontinued operations.

- (b) The Group has decided to cease its corporate finance advisory services and on 13 October 2016, the Group and an independent third party purchaser entered into a sale and purchase agreement pursuant to which the Group conditionally agreed to dispose of its entire equity interest being the entire issued share capital of Nine Rivers Corporate Finance Limited (formerly known as “Finsoft Corporate Finance Limited”) at a consideration of HK\$2,300,000, subject to adjustment according to the sale and purchase agreement (“Corporate Finance Disposal”). Subject to the completion of the Corporate Finance Disposal, the Group will no longer carry on corporate finance advisory services business.

## 10. 已終止經營業務

- (a) 於二零一六年十二月一日，本集團與DX.com控股有限公司(「DX.com」)訂立買賣協議，據此，DX.com收購及本集團出售卓名投資有限公司(「卓名」，直接擁有富盈物業服務有限公司(「富盈」)100%股權)的所有已發行股份，代價為20,000,000港元(「卓名集團出售事項」)。於卓名集團出售事項於二零一六年十二月一日完成後，卓名及富盈已不再為本集團間接持有51%股權之附屬公司。

於二零一七年二月二十三日，本集團與億中集團控股有限公司(「億中」)訂立買賣協議，據此，億中已有條件同意收購及本集團已有條件同意出售其於智領國際有限公司(「智領」)的全部51%權益，代價為9,800,000港元(「智領集團出售事項」)。於智領集團出售事項於二零一七年四月二十八日完成後，智領、富陽國際投資有限公司及億中設計工程有限公司(統稱「智領集團」)不再為本集團間接持有51%股權之附屬公司。

由於卓名集團出售事項及智領集團出售事項，提供物業管理及物業代理服務以及提供設計及裝修服務已被視為已終止經營業務。

- (b) 本集團決定終止提供企業財務諮詢服務，且於二零一六年十月十三日，本集團與一名獨立第三方買方訂立買賣協議，據此，本集團已有條件同意出售其全部股權(即方立企業財資有限公司(前稱「匯財企業財務顧問有限公司」)的全部已發行股本)，代價為2,300,000港元，並可根據買賣協議予以調整(「企業財務出售事項」)。於企業財務出售事項完成後，本集團將不再進行企業財務諮詢服務業務。

The results from discontinued operations are as follows:

來自已終止經營業務的業績如下：

|  |  | Three months ended<br>30 June<br>截至六月三十日止三個月              |   | Six months ended<br>30 June<br>截至六月三十日止六個月                |   |
|--|--|---|---|---|---|
|  |  | 2017<br>二零一七年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2016<br>二零一六年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2017<br>二零一七年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2016<br>二零一六年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| Revenue  | 收益   | 1,638   | 3,147   | 4,160   | 11,504  |
| Cost of sales  | 銷售成本                                       | (783)   | (17)  | (2,891)   | (92)  |
| Gross profit   | 毛利   | 855   | 3,130   | 1,269   | 11,412  |
| Other income/(loss)  | 其他收入/(虧損)                                  | (3)   | -   | (3)   | 38  |
| Administrative expenses  | 行政開支                                       | (359)   | (1,967)   | (997)   | (5,743)   |
| Profit before tax from discontinued operations   | 來自已終止經營業務的<br>除稅前溢利                        | 493   | 1,163   | 269   | 5,707   |
| Income tax expense/(credit)  | 所得稅開支/(抵免)                                 | (125)   | 155   | (131)   | (996)   |
| Profit and total comprehensive income for the period from discontinued operations                                | 期內來自已終止經營業務的<br>溢利及全面收入總額                  | 368   | 1,318   | 138   | 4,711   |
| Profit/(loss) and total comprehensive income/(loss) for the period from discontinued operations attributable to: | 應佔期內來自已終止經營業務<br>的溢利/(虧損)及全面<br>收入/(虧損)總額： |   |   |   |   |
| Owners of the Company  | 本公司擁有人                                     | 57  | 664   | (187)   | 4,057   |
| Non-controlling interests  | 非控股權益                                      | 311   | 654   | 325   | 654   |
|  |  | 368   | 1,318   | 138   | 4,711   |

|   |                        | Three months ended<br>30 June<br>截至六月三十日止三個月 |   | Six months ended<br>30 June<br>截至六月三十日止六個月 |   |
|---|------------------------|--|---|--|---|
|   |                        | 2017<br>二零一七年<br>(Unaudited)<br>(未經審核)       | 2016<br>二零一六年<br>(Unaudited)<br>(Restated)<br>(經重列) | 2017<br>二零一七年<br>(Unaudited)<br>(未經審核)     | 2016<br>二零一六年<br>(Unaudited)<br>(Restated)<br>(經重列) |
| <b>Earnings/(loss) per share</b>                              | <b>每股盈利/(虧損)</b>       |  |   |  |   |
| Basic (HK cents per share),<br>from discontinued operations   | 基本(每股港仙),<br>來自已終止經營業務 | 0.005  | 0.114   | (0.016)                                    | 0.782   |
| Diluted (HK cents per share),<br>from discontinued operations | 攤薄(每股港仙),<br>來自已終止經營業務 | 0.004  | 0.114   | (0.015)                                    | 0.782   |

## 11. DIVIDEND

The Board does not recommend the payment of any interim dividend in respect of the six months ended 30 June 2017 (six months ended 30 June 2016: Nil).

## 11. 股息

董事會並不建議就截至二零一七年六月三十日止六個月派付任何中期股息(截至二零一六年六月三十日止六個月：無)。

## 12. EARNINGS/(LOSS) PER SHARE

The calculation of the basic and diluted earnings/(loss) per share is based on the following data:

## 12. 每股盈利/(虧損)

每股基本及攤薄盈利/(虧損)乃按以下數據計算：

|   |                               | Three months ended<br>30 June<br>截至六月三十日止三個月              |   | Six months ended<br>30 June<br>截至六月三十日止六個月                |   |
|---|-------------------------------|---|---|---|---|
|   |                               | 2017<br>二零一七年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2016<br>二零一六年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2017<br>二零一七年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2016<br>二零一六年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| <b>Profit/(loss) for the period<br/>attributable to owners of<br/>the Company</b> | <b>本公司擁有人應佔期內<br/>溢利/(虧損)</b> |   |   |   |   |
| From continuing operations  | 來自持續經營業務                      | 9,663   | (2,543)   | 2,147   | (4,139)   |
| From discontinued operations  | 來自已終止經營業務                     | 57  | 664   | (187)   | 4,057   |
| Profit/(loss) for the period<br>attributable to owners of<br>the Company          | 本公司擁有人應佔期內<br>溢利/(虧損)         | 9,720   | (1,879)   | 1,960   | (82)  |



|   |                              | Three months ended<br>30 June<br>截至六月三十日止三個月 |  | Six months ended<br>30 June<br>截至六月三十日止六個月 |  |
|---|------------------------------|--|--|--|--|
|   |                              | 2017<br>二零一七年<br>(Unaudited)<br>(未經審核)       | 2016<br>二零一六年<br>(Unaudited)<br>(未經審核) | 2017<br>二零一七年<br>(Unaudited)<br>(未經審核)     | 2016<br>二零一六年<br>(Unaudited)<br>(未經審核) |
| <b>Number of shares</b>   | <b>股份數目</b>                  |  |  |  |  |
| Weighted average number of ordinary shares in issue for the purpose of calculation of basic earnings/(loss) per share   | 就計算每股基本盈利/(虧損)而言，已發行普通股加權平均數 | 1,260,582,340                                | 580,506,803                            | 1,202,546,428                              | 519,059,503                            |
| Effect of diluted potential ordinary shares as a result of the share options granted                                    | 因授出購股權的潛在普通股攤薄影響             | 12,931,558                                   | —                                      | 7,822,829                                  | —                                      |
| Weighted average number of ordinary shares in issue for the purpose of calculation of diluted earnings/(loss) per share | 就計算每股攤薄盈利/(虧損)而言，已發行普通股加權平均數 | 1,273,513,898                                | 580,506,803                            | 1,210,369,257                              | 519,059,503                            |

During the three months and six months ended 30 June 2016, the diluted earnings/(loss) per share was equal to the basic earnings/(loss) per share as there were no dilutive potential ordinary shares in issue.

於截至二零一六年六月三十日止三個月及六個月，由於並無已發行攤薄潛在普通股，故每股攤薄盈利/(虧損)與每股基本盈利/(虧損)相同。

### 13. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2017, additions to property, plant and equipment of the Group amounted to HK\$2,665,000 (six months ended 30 June 2016: HK\$418,000).

### 13. 物業、廠房及設備

截至二零一七年六月三十日止六個月，本集團物業、廠房及設備之添置達2,665,000港元(截至二零一六年六月三十日止六個月：418,000港元)。

## 14. AVAILABLE-FOR-SALE INVESTMENTS

|   |                          | <b>30 June<br/>2017</b><br>於二零一七年<br>六月三十日<br><b>HK\$'000</b><br>千港元<br><b>(Unaudited)</b><br>(未經審核) | 31 December<br>2016<br>於二零一六年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|---|--------------------------|--|---|
| Listed shares in Hong Kong, at fair value<br>(note (a)) | 香港之上市股份，按公平<br>價值(附註(a)) | <b>32,745</b>  | 41,510  |
| Unlisted fund investment, at cost                       | 非上市基金投資，按成本              | <b>3,254</b>   | 3,500   |
| Unlisted equity investments, at cost<br>(note (b))      | 非上市股本投資，按成本<br>(附註(b))   | <b>1,250</b>   | 25,521  |
|   |                          | <b>37,249</b>  | 70,531  |

The fair values of listed securities are based on their current closing prices in the Stock Exchange.

The unlisted fund and equity investments are measured at cost less impairment at the end of each of the reporting periods because the range of reasonable fair value estimate is so significant that the Directors are of the opinion that fair values cannot be measured reliably.

## Notes:

- (a) During the six months ended 30 June 2017, the fair value loss in respect of the Group's available-for-sale investments recognised in the statement of other comprehensive income amounted to HK\$8,765,000 (six months ended 30 June 2016: Nil).
- (b) During the six months ended 30 June 2017, an unlisted equity investment with carrying amount of HK\$24,271,000 was disposed of and a gain on disposal of available-for-sale investments of HK\$1,229,000 was recognised in the statement of profit or loss.

## 14. 可供出售投資

|   | <b>30 June<br/>2017</b><br>於二零一七年<br>六月三十日<br><b>HK\$'000</b><br>千港元<br><b>(Unaudited)</b><br>(未經審核) | 31 December<br>2016<br>於二零一六年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|---|--|---|
| Listed shares in Hong Kong, at fair value<br>(note (a)) | <b>32,745</b>  | 41,510  |
| Unlisted fund investment, at cost                       | <b>3,254</b>   | 3,500   |
| Unlisted equity investments, at cost<br>(note (b))      | <b>1,250</b>   | 25,521  |
|   | <b>37,249</b>  | 70,531  |

上市證券之公平價值乃按聯交所當前收市價為基準。

於各報告期末，因合理公平價值估計之範圍龐大，董事認為該等公平價值並不能可靠地計量，故非上市基金及股本投資按成本減減值計量。

## 附註：

- (a) 於截至二零一七年六月三十日止六個月，有關本集團可供出售投資之公平價值虧損8,765,000港元(截至二零一六年六月三十日止六個月：無)於其他全面收入表確認。
- (b) 於截至二零一七年六月三十日止六個月，已出售賬面值為24,271,000港元之非上市股本投資且1,229,000港元之出售可供出售投資之收益已於損益表確認。

**15. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS**
**15. 貿易及其他應收款項、按金及預付款項**

|  |           | <b>30 June<br/>2017</b><br>於二零一七年<br>六月三十日<br><b>HK\$'000</b><br>千港元<br><b>(Unaudited)</b><br>(未經審核) | 31 December<br>2016<br>於二零一六年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|--|-----------|--|---|
| Trade receivables                                | 貿易應收款項    | 4,625  | 8,590   |
| Interest receivables from money lending business | 借貸業務之應收利息 | 367  | 357   |
|  |           | <b>4,992</b>   | 8,947   |
| Allowance for doubtful debts                     | 呆賬撥備      | -  | (202)   |
|  |           | <b>4,992</b>   | 8,745   |
| Other receivables                                | 其他應收款項    | 44   | 43  |
| Deposits and prepayments                         | 按金及預付款項   | 3,289  | 3,192   |
|  |           | <b>8,325</b>   | 11,980  |

The following is an analysis of trade receivables by age, presented based on the invoice date and net of allowance for doubtful debts, at the end of the reporting period:

下列為按發票日期及扣除呆賬撥備後呈列的貿易應收款項於報告期末的賬齡分析：

|               |         | <b>30 June<br/>2017</b><br>於二零一七年<br>六月三十日<br><b>HK\$'000</b><br>千港元<br><b>(Unaudited)</b><br>(未經審核) | 31 December<br>2016<br>於二零一六年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|---------------|---------|--|---|
| 0-30 days     | 0至30日   | 2,898  | 7,557   |
| 31-60 days    | 31至60日  | 319  | 645   |
| 61-90 days    | 61至90日  | 1,066  | 149   |
| 91-120 days   | 91至120日 | 200  | 5   |
| Over 120 days | 超過120日  | 142  | 32  |
|               |         | <b>4,625</b>   | 8,388   |
| Total         | 總計      | <b>4,625</b>   | 8,388   |

The Group generally allows an average credit period of 7 days or not more than 30 days to its trade receivables customers and based on the negotiations between the Group and individual customers. No interest is charged on trade receivables.

Trade receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

Trade receivables disclosed above include amounts which are past due at the end of the reporting period for which the Group has not recognised an allowance for doubtful debts because there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral over these balances.

## 16. LOANS RECEIVABLE

Loans receivable from money lending business 借貸業務之應收貸款

The Group seeks to maintain strict control over its outstanding loans receivable so as to minimise credit risk. The granting of loans is subject to approval by the management, whilst overdue balances are reviewed regularly for recoverability.

As at 30 June 2017, the loans receivable are unsecured, charging interest rates ranging from 8.5% to 13% per annum (31 December 2016: 8% to 13% per annum) and are repayable with fixed terms agreed with the contracting parties.

本集團一般就貿易應收款項給予客戶平均7日或不超過30日的信貸期，由本集團與個別客戶磋商釐定。貿易應收款項並不計息。

未逾期且未減值之貿易應收款項涉及眾多不同的客戶，彼等均無近期欠款記錄。

本集團尚未就上文披露之於報告期末已逾期之貿易應收款項確認呆賬撥備，因為該等款項之信貸質素並無重大變動以及該等款項仍被視為可收回。本集團並無就該等結餘持有任何抵押品。

## 16. 應收貸款

|  | <b>30 June</b><br><b>2017</b><br>於二零一七年<br>六月三十日<br><b>HK\$'000</b><br>千港元<br><b>(Unaudited)</b><br>(未經審核) | 31 December<br>2016<br>於二零一六年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|--|--|---|
| Loans receivable from money lending business 借貸業務之應收貸款 | <b>44,217</b>  | 36,420  |

本集團致力對其尚未償還之應收貸款維持嚴格監控，藉以盡量減低信貸風險。授出有關貸款須獲管理層批准，而逾期結餘須定期對可收回性進行檢討。

於二零一七年六月三十日，應收貸款為無抵押，按介乎年利率8.5厘至13厘計息，(二零一六年十二月三十一日：年利率8厘至13厘)並須按訂約方協定的固定期限償還。

17. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

17. 按公平價值計入損益的金融資產

|  |                       | 30 June<br>2017<br>於二零一七年<br>六月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 31 December<br>2016<br>於二零一六年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|--|-----------------------|--|---|
| Financial assets held for trading                                      | 持作買賣金融資產              |  |   |
| – Equity securities listed in Hong Kong<br>(note (a))                  | – 香港上市股本證券<br>(附註(a)) | 3,086  | 15,675  |
| Financial assets designated as at<br>fair value through profit or loss | 指定為按公平價值計入損益<br>的金融資產 |  |   |
| – Convertible bond   | – 可換股債券               | <u>3,077</u>   | <u>3,077</u>  |
|  |                       | <u><b>6,163</b></u>  | <u>18,752</u>   |

Note:

- (a) The fair values of the equity securities held for trading were determined based on the quoted market prices in an active market.

附註：

- (a) 持作買賣股本證券之公平價值乃根據於活躍市場所報之市場價而釐定。

## 18. ASSETS CLASSIFIED AS HELD FOR SALE

The major classes of assets and liabilities which had been presented separately in the condensed consolidated statement of financial position are as follows:

|  |                                  | Notes<br>附註 | 30 June<br>2017<br>於二零一七年<br>六月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 31 December<br>2016<br>於二零一六年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|--|----------------------------------|-------------|--|---|
| Investment in an associate   | 於一間聯營公司之投資                       | (a)         | 51,418   | –   |
| Property, plant and equipment  | 物業、廠房及設備                         |             | 207  | 100   |
| Trade and other receivables,<br>deposits and prepayment                                      | 貿易及其他應收款項、按金<br>及預付款項            |             | 9  | 1,087   |
| Cash and cash equivalents  | 現金及現金等價物                         |             | 1,162  | 6,600   |
| <b>Total assets classified as<br/>held for sale</b>  | <b>分類為持作出售的資產總值</b>              | (b)         | <b>1,378</b>   | <b>7,787</b>  |
|  |                                  |             | <b>52,796</b>  | <b>7,787</b>  |
| Trade and other payables and<br>accruals   | 貿易及其他應付款項以及<br>應計款項              |             | 4  | 2,040   |
| Current tax liabilities  | 即期稅項負債                           |             | –  | 42  |
| <b>Total liabilities directly<br/>associated with assets<br/>classified as held for sale</b> | <b>與分類為持作出售的資產直<br/>接有關的負債總額</b> | (b)         | <b>4</b>   | <b>2,082</b>  |

Notes:

- (a) On 1 June 2017, the Group entered into a memorandum of understanding with an independent third party in relation to the disposal of the Group's 40% interest in Ultimate Elite Investments Limited ("Ultimate Elite Disposal"). Subsequent to the end of the reporting period, a sale and purchase agreement was entered into between the parties in relation to the Ultimate Elite Disposal at the consideration of HK\$59,492,000, subject to adjustment according to the sale and purchase agreement. Up to the date of this report, the transaction has not yet completed. The investment in the associate was classified as held for sale as at 30 June 2017.
- (b) The assets and liabilities attributable to the Group's discontinued operations (as described in note 10) have been classified as held for sale.

## 18. 分類為持作出售之資產

已於簡明綜合財務狀況表分開呈列的資產及負債的主要類別如下：

|  |                                  | Notes<br>附註 | 30 June<br>2017<br>於二零一七年<br>六月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 31 December<br>2016<br>於二零一六年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|--|----------------------------------|-------------|--|---|
| Investment in an associate   | 於一間聯營公司之投資                       | (a)         | 51,418   | –   |
| Property, plant and equipment  | 物業、廠房及設備                         |             | 207  | 100   |
| Trade and other receivables,<br>deposits and prepayment                                      | 貿易及其他應收款項、按金<br>及預付款項            |             | 9  | 1,087   |
| Cash and cash equivalents  | 現金及現金等價物                         |             | 1,162  | 6,600   |
| <b>Total assets classified as<br/>held for sale</b>  | <b>分類為持作出售的資產總值</b>              | (b)         | <b>1,378</b>   | <b>7,787</b>  |
|  |                                  |             | <b>52,796</b>  | <b>7,787</b>  |
| Trade and other payables and<br>accruals   | 貿易及其他應付款項以及<br>應計款項              |             | 4  | 2,040   |
| Current tax liabilities  | 即期稅項負債                           |             | –  | 42  |
| <b>Total liabilities directly<br/>associated with assets<br/>classified as held for sale</b> | <b>與分類為持作出售的資產直<br/>接有關的負債總額</b> | (b)         | <b>4</b>   | <b>2,082</b>  |

附註：

- (a) 於二零一七年六月一日，本集團與獨立第三方就出售本集團於Ultimate Elite Investments Limited之40%權益（「Ultimate Elite出售事項」）訂立諒解備忘錄。於報告期末後，訂約方就Ultimate Elite出售事項訂立買賣協議，代價為59,492,000港元（可根據買賣協議進行調整）。截至本報告日期，交易尚未完成。於二零一七年六月三十日，於聯營公司之投資獲分類為持作出售。
- (b) 歸屬於本集團已終止經營業務（誠如附註10所述）之資產及負債已獲分類為持作出售。

## 19. OTHER PAYABLES AND ACCRUALS

|                             |             | <b>30 June<br/>2017</b><br>於二零一七年<br>六月三十日<br><b>HK\$'000</b><br>千港元<br><b>(Unaudited)</b><br>(未經審核) | 31 December<br>2016<br>於二零一六年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|-----------------------------|-------------|--|---|
| Receipts in advance         | 預收款項        | <b>14,728</b>  | 14,043  |
| Customers deposit           | 客戶按金        | <b>9,949</b>   | 9,021   |
| Other payables and accruals | 其他應付款項及應計款項 | <b>5,259</b>   | 9,986   |
|                             |             | <b>29,936</b>  | 33,050  |

## 20. INTEREST-BEARING BORROWINGS AND BORROWING FACILITY

The balance as at 31 December 2016 included borrowings in the aggregate principal amount of HK\$31,500,000 which were interest-bearing at fixed rate of 8.5% per annum, unsecured and repayable within one year.

As at 30 June 2017, the Group had a short-term borrowing facility to the extent of HK\$50,000,000 (31 December 2016: HK\$50,000,000) which was not utilised by the Group (31 December 2016: HK\$31,500,000).

## 19. 其他應付款項及應計款項

|                             |             | <b>30 June<br/>2017</b><br>於二零一七年<br>六月三十日<br><b>HK\$'000</b><br>千港元<br><b>(Unaudited)</b><br>(未經審核) | 31 December<br>2016<br>於二零一六年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|-----------------------------|-------------|--|---|
| Receipts in advance         | 預收款項        | <b>14,728</b>  | 14,043  |
| Customers deposit           | 客戶按金        | <b>9,949</b>   | 9,021   |
| Other payables and accruals | 其他應付款項及應計款項 | <b>5,259</b>   | 9,986   |
|                             |             | <b>29,936</b>  | 33,050  |

## 20. 計息借貸及借貸融資

於二零一六年十二月三十一日，該結餘包括按固定年利率8.5厘計息之本金總額31,500,000港元的借貸，屬無抵押及須於一年內償還。

於二零一七年六月三十日，本集團有短期借貸融資50,000,000港元(二零一六年十二月三十一日：50,000,000港元)，且本集團尚未動用(二零一六年十二月三十一日：31,500,000港元)。

## 21. SHARE CAPITAL

## 21. 股本

|  |   |                    | Number of<br>Shares<br>股份數目 | Share<br>Capital<br>股本<br>HK\$'000<br>千港元 |
|--|---|--------------------|-----------------------------|---|
|  |   | <i>Notes</i><br>附註 |                             |   |
| <b>Authorised:</b>   | <b>法定：</b>  |                    |                             |   |
| At 1 January 2016, ordinary shares of HK\$0.0005 each                              | 於二零一六年一月一日，每股面值0.0005港元之普通股                       |                    | 20,000,000,000              | 10,000                                    |
| 2016 Share Consolidation   | 二零一六年股份合併   | (b)                | <u>(18,000,000,000)</u>     | <u>—</u>                                  |
| <b>At 31 December 2016 and at 30 June 2017, ordinary shares of HK\$0.0005 each</b> | <b>於二零一六年十二月三十一日及於二零一七年六月三十日，每股面值0.0005港元之普通股</b> |                    | <b><u>2,000,000,000</u></b> | <b><u>10,000</u></b>                      |
| <b>Issued and fully paid:</b>  | <b>已發行及繳足：</b>                                    |                    |                             |   |
| At 1 January 2016, ordinary shares of HK\$0.0005 each                              | 於二零一六年一月一日，每股面值0.0005港元之普通股                       |                    | 4,000,000,000               | 2,000                                     |
| Placing of new shares  | 配售新股  | (a)                | 800,000,000                 | 400                                       |
| 2016 Share Consolidation   | 二零一六年股份合併   | (b)                | (4,320,000,000)             | —   |
| Rights Issue   | 供股  | (c)                | 240,000,000                 | 1,200                                     |
| Placing of new shares  | 配售新股  | (d)                | 144,000,000                 | 720                                       |
| Issue of Consideration Shares  | 發行代價股份  | (e)                | <u>186,492,340</u>          | <u>932</u>                                |
| At 31 December 2016, ordinary shares of HK\$0.0005 each                            | 於二零一六年十二月三十一日，每股面值0.0005港元之普通股                    |                    | 1,050,492,340               | 5,252                                     |
| Placing of new shares  | 配售新股  | (f)                | <u>210,090,000</u>          | <u>1,051</u>                              |
| <b>At 30 June 2017, ordinary shares of HK\$0.0005 each</b>                         | <b>於二零一七年六月三十日，每股面值0.0005港元之普通股</b>               |                    | <b><u>1,260,582,340</u></b> | <b><u>6,303</u></b>                       |



Notes:

- (a) On 27 January 2016, an aggregate of 800,000,000 new shares of HK\$0.0005 each of the Company were issued under a general mandate granted to the Directors at a placing price of HK\$0.05 each.
- (b) Pursuant to the ordinary resolution passed by the shareholders of the Company at the extraordinary general meeting held on 18 April 2016, the share consolidation was approved with effect from 19 April 2016 in which every ten (10) issued and unissued existing shares of HK\$0.0005 each were consolidated into one (1) share of HK\$0.005 each. The authorised share capital of the Company became HK\$10,000,000 divided into 2,000,000,000 consolidated shares, of which 480,000,000 consolidated shares were issued and fully paid (the "2016 Share Consolidation").
- (c) On 24 May 2016, an aggregate of 240,000,000 new shares of HK\$0.005 each were allotted and issued on the basis of one (1) rights share for every two (2) ordinary shares of the Company issued and held on the record date at a subscription price of HK\$0.324 per rights share (the "Rights Issue").
- (d) On 1 September 2016, an aggregate of 144,000,000 new shares of HK\$0.005 each of the Company were issued under a general mandate granted to the Directors at a placing price of HK\$0.15 each.
- (e) On 27 September 2016, the Group entered into a sale and purchase agreement to acquire 16,538,000 issued ordinary shares of China Parenting Network Holdings Limited ("CPN", a company listed on GEM, Stock Code: 8361) from Perfect Growth Limited (as vendor, a wholly-owned subsidiary of GET Holdings Limited, a company listed on GEM, Stock Code: 8100) at the consideration of HK\$35,498,817, which would be satisfied by the allotment and issue of 186,492,340 ordinary shares of HK\$0.005 each of the Company (the "Consideration Shares"). Pursuant to the ordinary resolutions passed by the shareholders of the Company at the extraordinary general meeting of the Company held on 12 December 2016, the transaction including the issue of Consideration Shares was approved. The Consideration Shares were issued on 16 December 2016.
- (f) On 20 February 2017, an aggregate of 210,090,000 new shares of HK\$0.005 each of the Company were issued under a general mandate granted to the Directors at a placing price of HK\$0.146 each.

附註：

- (a) 於二零一六年一月二十七日，本公司已根據授予董事之一般授權按每股0.05港元之配售價發行合共800,000,000股每股面值0.0005港元之新股份。
- (b) 根據本公司股東於二零一六年四月十八日舉行之股東特別大會上通過之普通決議案，股份合併已獲批准並於二零一六年四月十九日起生效，其中每十(10)股每股面值0.0005港元之已發行及未發行現有股份合併為一(1)股每股面值0.005港元之股份。本公司的法定股本變更為10,000,000港元，分為2,000,000,000股合併股份，其中480,000,000股合併股份已發行及繳足（「二零一六年股份合併」）。
- (c) 於二零一六年五月二十四日，合共240,000,000股每股面值0.005港元之新股份已按於記錄日期每持有兩(2)股本公司已發行普通股獲發一(1)股供股股份之基準以每股供股股份0.324港元之認購價獲配發及發行（「供股」）。
- (d) 於二零一六年九月一日，合共144,000,000股每股面值0.005港元之本公司新股份已根據授予董事之一般授權按每股0.15港元之配售價發行。
- (e) 於二零一六年九月二十七日，本集團與智易控股有限公司（一間於創業板上市之公司，股份代號：8100）之全資附屬公司肇堅有限公司（作為賣方）訂立買賣協議，購買中國育兒網絡控股有限公司（「中國育兒網絡」，一間於創業板上市之公司，股份代號：8361）之16,538,000股已發行普通股，代價為35,498,817港元，將由本公司配發及發行186,492,340股每股面值0.005港元之本公司普通股（「代價股份」）償付。根據本公司股東於二零一六年十二月十二日舉行之本公司股東特別大會通過之普通決議案，有關交易（包括發行代價股份）已獲批准。代價股份已於二零一六年十二月十六日發行。
- (f) 於二零一七年二月二十日，合共210,090,000股每股面值0.005港元之本公司新股份已根據授予董事之一般授權按每股0.146港元之配售價發行。

## 22. SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Scheme") on 10 September 2013 so as to attract and retain the best available personnel and to provide additional incentive to the eligible participants under the Scheme. Pursuant to the Scheme, the Board is authorised, at its absolute discretion and subject to the terms of the Scheme, to grant options to subscribe for the shares of the Company (in such form then existing and subject to adjustment) to any employees (full-time or part-time), directors, consultants or advisor of the Group, or any substantial shareholders of the Group, or any distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group. The Scheme shall be valid and effective for a period of ten years commencing on 10 September 2013 and expiring on the business day immediately preceding the 10th anniversary thereof, i.e. 8 September 2023, subject to early termination provisions contained in the Scheme.

The movements of the share options granted under the Scheme during the six months ended 30 June 2017 are as follows:

|                           |             | <b>Weighted<br/>average<br/>exercise price</b><br>加權平均行使價<br><b>HK\$</b><br>港元 | <b>Number of<br/>share options</b><br>購股權數目 |
|---------------------------|-------------|--|---|
| At 1 January 2017         | 於二零一七年一月一日  | 0.2196   | 40,000,000                                  |
| Granted during the period | 期內授出        | 0.3150   | <u>105,010,000</u>                          |
| At 30 June 2017           | 於二零一七年六月三十日 | 0.2887   | <u>145,010,000</u>                          |

No share options have been exercised or cancelled, or have lapsed during the six months ended 30 June 2017 (2016: Nil).

## 22. 購股權計劃

本公司於二零一三年九月十日採納購股權計劃(「該計劃」)，以吸引及挽留最佳員工，並向該計劃下的合資格參與人提供額外獎勵。根據該計劃，董事會獲授權，按酌情基準及根據該計劃的條款，向本集團任何僱員(全職或兼職)、董事、顧問或諮詢人、或本集團任何主要股東、或本集團任何分銷商、承包商、供應商、代理、客戶、業務夥伴或服務供應商授出可認購本公司股份(以當時之形式並可予調整)的購股權。該計劃由二零一三年九月十日起十年內有效及生效並於緊接該計劃第十個週年日的前一個營業日(即二零二三年九月八日)屆滿，惟可根據該計劃所載的提早終止條文提早終止。

於截至二零一七年六月三十日止六個月本公司根據該計劃授出之購股權變動載列如下：

於截至二零一七年六月三十日止六個月，概無購股權已行使或註銷或已失效(二零一六年：無)。

The exercise prices and exercise periods of the share options outstanding as at the end of the period under review are as follows:

於回顧期末尚未行使購股權之行使價及行使期如下：

| Number of share options<br>購股權數目 | Exercise prices of share options<br>(HK\$ per share)<br>購股權行使價(每股港元) | Exercise period<br>行使期  |
|----------------------------------|--|---|
| 40,000,000                       | 0.2196   | 21 November 2016 – 20 November 2017<br>二零一六年十一月二十一日至<br>二零一七年十一月二十日 |
| 105,010,000                      | 0.3150   | 28 March 2017 – 27 March 2018<br>二零一七年三月二十八日至<br>二零一八年三月二十七日        |
| <b>145,010,000</b>               |  |   |

The options outstanding as at 30 June 2017 had a weighted average exercise price of approximately HK\$0.2887 and a weighted average remaining contractual life of 0.64 year.

截至二零一七年六月三十日之尚未行使購股權的加權平均行使價約為0.2887港元及加權平均剩餘合約年期為0.64年。

The fair value of the share options granted during the period under review was approximately HK\$8,278,000, and was recognised as share-based payment during the six months ended 30 June 2017. The fair value of share options granted during the period under review was estimated as at the date of grant, using a Binomial Model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

於回顧期內授出之購股權公平價值約為8,278,000港元，並已於截至二零一七年六月三十日止六個月確認為以股份支付款項。回顧期內授出之購股權公平價值乃經計及購股權授出時之條件及條款於授出日期使用二項式模型估計。下表載列所用模式之輸入數據：

**Share options granted on 28 March 2017:**

於二零一七年三月二十八日授出之購股權：

**Fair value of share options and assumptions**

**購股權公平價值及假設**

|   |                |                       |
|---|----------------|-----------------------|
| Fair value at the date of grant (HK\$)          | 授出日期之公平價值(港元)  | <b>0.0795, 0.0787</b> |
| Closing share price at the date of grant (HK\$) | 授出日期之股份收市價(港元) | <b>0.3150</b>         |
| Exercise price (HK\$)                           | 行使價(港元)        | <b>0.3150</b>         |
| Expected volatility (%)                         | 預期波動(%)        | <b>69.50</b>          |
| Expected life of option (year)                  | 購股權預期年期(年)     | <b>1</b>              |
| Expected dividend yield (%)                     | 預期股息率(%)       | <b>-</b>              |
| Risk-free interest rate (%)                     | 無風險利率(%)       | <b>0.61</b>           |

**0.0795, 0.0787**  
**0.3150**  
**0.3150**  
**69.50**  
**1**  
**-**  
**0.61**

The expected volatility is based on the historical volatility. Expected dividend yield is based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

預期波動乃根據歷史波動釐定。預期股息率乃根據過往股息釐定。主觀輸入假設之變動可能對公平價值估計產生重大影響。

**23. DISPOSAL OF SUBSIDIARIES**

During the six months ended 30 June 2017, the Group disposed of its entire 51% interest in the Wise Link Group at the consideration of HK\$9,800,000.

**23. 出售附屬公司**

於截至二零一七年六月三十日止六個月，本集團出售其於智領集團之全部51%權益，代價為9,800,000港元。

|                                       |                  | HK\$'000<br>千港元 |
|---------------------------------------|------------------|-----------------|
| <b>Net assets disposed of:</b>        | <b>所出售之資產淨額：</b> |                 |
| Property, plant and equipment         | 物業、廠房及設備         | 75              |
| Deposits and prepayments              | 按金及預付款項          | 19              |
| Cash and bank balances                | 現金及銀行結餘          | 6,376           |
| Trade and other payables and accruals | 貿易及其他應付款項以及應計款項  | (1,828)         |
| Current tax liability                 | 即期稅項負債           | (174)           |
|                                       |                  | <b>4,468</b>    |
| Non-controlling interests             | 非控股權益            | (2,189)         |
| Release of capital reserve            | 轉撥資本儲備           | (67)            |
| Gain on disposal of subsidiaries      | 出售附屬公司之收益        | 7,588           |
|                                       |                  | <b>9,800</b>    |
| Satisfied by cash                     | 以現金償付            | <b>9,800</b>    |

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of the Wise Link Group is as follows:

有關出售智領集團之現金及現金等價物流入淨額之分析如下：

|  |                             | HK\$'000<br>千港元 |
|--|-----------------------------|-----------------|
| Cash consideration received  | 已收取之現金代價                    | 9,800           |
| Cash and bank balances disposed of   | 所出售之現金及銀行結餘                 | (6,376)         |
| Net inflow of cash and cash equivalents included in cash flows from investing activities | 已計入投資活動產生的現金流量之現金及現金等價物流入淨額 | <b>3,424</b>    |

## 24. RELATED PARTY TRANSACTIONS

- (a) Save as disclosed elsewhere in the Financial Statements, the Group had the following related party transactions during the period:

|  | Three months ended<br>30 June<br>截至六月三十日止三個月              |   | Six months ended<br>30 June<br>截至六月三十日止六個月                |   |
|--|---|---|---|---|
|  | 2017<br>二零一七年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2016<br>二零一六年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2017<br>二零一七年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2016<br>二零一六年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| Subsidiary of an associate: 一間聯營公司之<br>附屬公司:<br>– Rental expenses (note) 一租金開支(附註) | <b>28</b>   | –   | <b>28</b>   | –   |

Note: The rental expenses were paid based on the underlying lease agreement.

附註：租金開支乃根據相關租賃協議支付。

- (b) Compensation of key management personnel of the Group:

## 24. 關聯方交易

- (a) 除財務報表其他部份所披露者外，於期內，本集團有以下關聯方交易：

- (b) 本集團主要管理人員的薪酬：

|   | Three months ended<br>30 June<br>截至六月三十日止三個月              |   | Six months ended<br>30 June<br>截至六月三十日止六個月                |   |
|---|---|---|---|---|
|   | 2017<br>二零一七年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2016<br>二零一六年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2017<br>二零一七年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2016<br>二零一六年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| Salaries and short-term employee benefits 薪金及短期僱員福利 | <b>283</b>  | 856   | <b>1,591</b>  | 1,665   |
| Post-employment benefits 僱員退休福利                     | –   | 9   | –   | 18  |
|   | <b>283</b>  | 865   | <b>1,591</b>  | 1,683   |

## 25. COMPARATIVE AMOUNTS

The comparative unaudited condensed consolidated statement of profit or loss and other comprehensive income has been re-presented as if the operations discontinued during the current period had been discontinued at the beginning of the comparative period (note 10).

## 25. 比較數額

比較性的未經審核簡明綜合損益及其他全面收入表已進行重新呈列，猶如本期的已終止業務已於比較期間開始時終止(附註10)。

## MANAGEMENT DISCUSSION AND ANALYSIS

During the six months ended 30 June 2017 (the “Period”), the Group was principally engaged in the provision of financial trading software solutions, provision of other internet financial platforms, provision of referral services, money lending business, assets investments, provision of corporate finance advisory services and provision of design and fitting-out services in Hong Kong. The Group’s provision of corporate finance advisory services, provision of property management and property agency services and provision of design and fitting-out services were regarded as discontinued operations.

### BUSINESS REVIEW

#### Provision of Financial Trading Software Solutions

During the Period, the performance of the financial trading software solutions business division, by the Group’s principal operating subsidiary, iAsia Online Systems Limited (“iAsia”), has maintained an upward trend with a growth in segment revenue from external customers amounting to approximately HK\$26,098,000 (six months ended 30 June 2016: approximately HK\$24,564,000), representing an increase of approximately HK\$1,534,000 or 6.2%.

With the implementation of the Common Reporting Standard (“CRS”) by the Organisation of Economic Cooperation and Development Council in 2017, financial institutions have begun to collect information from investors and are expected to report to the Hong Kong Inland Revenue Department in 2018 to facilitate the commencement of information exchange by the end of the same year. iAsia has taken the chance to enhance its system to comply with the CRS requirements, such as adding the fields for jurisdiction of residence and Tax Identification Number. The Group will grasp the opportunity and continue to look for potential customers.

The transition of user interface from China Connect Open Gateway (“CCOG”) to China Connect Central Gateway (“CCCG”) by the Stock Exchange requires the customers of iAsia to upgrade their system interface by the first quarter of 2018 so as to connect to the testing and production environments of China Connect. iAsia will capture such business opportunity and provide professional and reliable services to our clients during the system upgrade process.

## 管理層討論及分析

截至二零一七年六月三十日止六個月（「期內」），本集團主要於香港從事提供金融交易軟件解決方案、提供其他互聯網金融平台、提供轉介服務、借貸業務、資產投資、提供企業財務諮詢服務以及提供設計及裝修服務。本集團提供企業財務諮詢服務、提供物業管理及物業代理服務以及提供設計及裝修服務之業務被視為已終止經營業務。

### 業務回顧

#### 提供金融交易軟件解決方案

期內，本集團主要營運附屬公司亞洲網上系統有限公司（「亞網」）之金融交易軟件解決方案業務分部表現仍呈上升趨勢，來自外部客戶的分部收益增至約26,098,000港元（截至二零一六年六月三十日止六個月：約24,564,000港元），相當於增加約1,534,000港元或6.2%。

隨著經濟合作與發展組織委員會於二零一七年實施共同匯報標準（「共同匯報標準」），金融機構開始收集投資者資料及預期於二零一八年向香港稅務局呈報，以便於同年年底前進行資料交換。亞網已抓緊機會升級其系統，以遵守共同匯報標準規定，如增加居民司法權區及稅務識別編號。本集團將抓住機遇，繼續尋找潛在客戶。

聯交所將中華通開放式網間連接器（「CCOG」）的用戶接口轉換至中華通中央交易網關（「CCCG」）要求亞網的客戶須於二零一八年第一季度前升級其系統接口，以便接駁至中華通的測試及運作環境。亞網將把握該商機，在系統升級過程中為我們的客戶提供專業可靠服務。

### Provision of Other Internet Financial Platforms

During the Period, no contract was conducted under the other internet financial platforms business division and no revenue was generated as a result (six months ended 30 June 2016: HK\$1,306,000). The Group will seize opportunities to diversify the client base of its other internet financial platforms business in order to strengthen its competitiveness in the industry and enhance its customer base.

### Provision of Referral Services

During the Period, no contract was conducted under the referral services business division and no revenue was generated as a result (six months ended 30 June 2016: HK\$1,250,000). The Group will keep exploring new business opportunities, and identifying quality investments with good potentials for clients to improve the financial results of this business division.

### Money Lending Business

During the Period, revenue derived from the money lending business division amounted to approximately HK\$2,314,000 (six months ended 30 June 2016: approximately HK\$567,000), representing an increase of approximately HK\$1,747,000 or 308.1%. This business segment recorded profit before tax of approximately HK\$785,000 during the Period (six months ended 30 June 2016: approximately HK\$419,000). The interest rate charged to customers during the Period ranged from 8.0% to 13.0% per annum. No default event occurred as of the date of this report and no provision for the impairment of loans receivable was considered necessary during the Period.

The management believes that the money lending business can generate stable revenue and profit to the Group and it is in the interests of the Company and its shareholders to expand the money lending business and devote more financial resources to this business. The Group will continue to maintain a prudent credit control strategy so as to balance the growth and risk management of its money lending business. The management believes that money lending will remain a sustainable business sector of the Group.

### Properties Investment

During the Period, the principal properties investment of the Group were two retail shops located in the residential area of Siu Sai Wan, Hong Kong. During the Period, rental income of approximately HK\$317,000 was generated (six months ended 30 June 2016: HK\$358,000).

In the future, it is expected that the portfolio of the Group's properties investment will generate stable recurring income and cash flow to the Group.

### 提供其他互聯網金融平台

於期內，其他互聯網金融平台業務分部並無合約，因此並無產生收益(截至二零一六年六月三十日止六個月：1,306,000港元)。本集團將把握機會分散其他互聯網金融平台業務的客戶基礎，以提升其行業競爭力及擴大其客戶基礎。

### 提供轉介服務

於期內，轉介服務業務分部並無合約，因此並無產生收益(截至二零一六年六月三十日止六個月：1,250,000港元)。本集團將繼續探索新商機，及為客戶物色富有潛力的優質投資，以提升此業務分部的財務業績。

### 借貸業務

於期內，借貸業務分部產生之收益金額約為2,314,000港元(截至二零一六年六月三十日止六個月：約567,000港元)，相當於增加約1,747,000港元或308.1%。於期內，此業務分部錄得除稅前溢利約785,000港元(截至二零一六年六月三十日止六個月：約419,000港元)。期內向客戶收取之利率介乎每年8.0%至13.0%。由於截至本報告日期概無發生違約事件，故於期內毋須就應收貸款計提減值撥備。

管理層認為，借貸業務可為本集團帶來穩定的收益及溢利，拓展借貸業務及加大此項業務的財務資源投入符合本公司及其股東的利益。本集團將繼續採用審慎的信貸控制策略，以保持其借貸業務增長與風險管理之間的平衡。管理層相信，借貸業務將繼續為本集團的可持續發展業務。

### 物業投資

於期內，本集團的主要物業投資為位於香港小西灣住宅區的兩間零售商舖。於期內產生租金收入約317,000港元(截至二零一六年六月三十日止六個月：358,000港元)。

預期日後本集團的物業投資組合將為本集團帶來穩定的經常性收入及現金流。

## Securities Investment

The Group's securities investment portfolio comprised investments in listed securities. During the Period, no dividend income from invested securities was received (six months ended 30 June 2016: HK\$90,000). A net fair value loss on financial assets at fair value through profit or loss of approximately HK\$2,277,000 (six months ended 30 June 2016: approximately HK\$306,000) was recognised from the securities investment. The volatile market conditions have led to the fair value loss during the Period.

Set out below is the breakdown of the Group's securities investment recorded as financial assets at fair value through profit or loss as at 30 June 2017:

## 證券投資

本集團之證券投資組合包括上市證券投資。於期內，投資證券並無接獲任何股息收入(截至二零一六年六月三十日止六個月：90,000港元)。就證券投資確認按公平價值計入損益的金融資產之公平價值虧損淨額約2,277,000港元(截至二零一六年六月三十日止六個月：約306,000港元)。於期內，市況不穩而導致公平價值虧損。

下文載列本集團於二零一七年六月三十日記錄為按公平價值計入損益的金融資產的證券投資明細：

| Description of investments  | Carrying amount as at 31 December 2016                        | Number of shares held and % of total share capital held by the Group as at 31 December 2016 | Movements during the six months ended 30 June 2017      |  |  | Carrying amount as at 30 June 2017                          | Number of shares held and % of total share capital held by the Group as at 30 June 2017 | Percentage to the Group's unaudited net assets as at 30 June 2017 | Percentage to the Group's unaudited total assets as at 30 June 2017 |
|---|---|---|---|--|--|---|---|---|---|
|   |   |   | Addition/ (disposal)                                    | Unrealised gain/(loss)                                     | Realised gain/(loss)                                       |   |   |   |   |
|   |   |   |   |  |  |   |   |   |   |
| 投資描述  | 於二零一六年十二月三十一日的賬面值<br>HK\$'000<br>千港元<br>(Approximate)<br>(概約) | 於二零一六年十二月三十一日持有的股份數目及佔本集團所持總股本的百分比<br>(Approximate)<br>(概約)                                 | 增加/<br>(出售)<br>HK\$'000<br>千港元<br>(Approximate)<br>(概約) | 未變現<br>收益/(虧損)<br>HK\$'000<br>千港元<br>(Approximate)<br>(概約) | 已變現<br>收益/(虧損)<br>HK\$'000<br>千港元<br>(Approximate)<br>(概約) | 於二零一七年六月三十日的賬面值<br>HK\$'000<br>千港元<br>(Approximate)<br>(概約) | 於二零一七年六月三十日持有的股份數目及佔本集團所持總股本的百分比<br>(Approximate)<br>(概約)                               | (Approximate)<br>(概約)   | (Approximate)<br>(概約)   |
| Xinhua News Media Holdings Limited<br>(Stock Code: 309) ("Xinhua") (note a)<br>新華通訊傳媒控股有限公司(股份代號：309)<br>(「新華」)(附註a)                | 1,978   | 8,600,000<br>shares (0.63%)<br>8,600,000股<br>股份(0.63%)                                      | (1,084)   | 1,622  | 570  | 3,086   | 6,362,000<br>Shares (0.44%)<br>6,362,000股<br>股份(0.44%)                                  | 1.22%   | 1.07%   |
| IR Resources Limited (Stock Code: 8186) ("IR")<br>(note b)<br>同仁資源有限公司(股份代號：8186)<br>(「同仁」)(附註b)                                    | 1,363   | 23,500,000<br>shares (0.68%)<br>23,500,000股<br>股份(0.68%)                                    | 5,339/<br>(2,143)                                       | -  | (4,559)  | -   | -   | -   | -   |
| China e-Wallet Payment Group Limited<br>(Stock Code: 802) ("China e-Wallet")<br>(note c)<br>中國錢包支付集團有限公司(股份代號：802)<br>(「中國錢包」)(附註c) | 9,880   | 15,200,000<br>shares (0.65%)<br>15,200,000股<br>股份(0.65%)                                    | (8,764)   | -  | (1,116)  | -   | -   | -   | -   |
| Tianyun International Holdings Limited<br>(Stock Code: 6836) ("Tianyun") (note d)<br>天韻國際控股有限公司(股份代號：6836)<br>(「天韻」)(附註d)           | 2,000   | 2,500,000<br>shares (0.25%)<br>2,500,000股<br>股份(0.25%)                                      | (1,848)   | -  | (152)  | -   | -   | -   | -   |



| Description of investments   | Carrying amount as at 31 December 2016                        | Number of shares held and % of total share capital held by the Group as at 31 December 2016 | Movements during the six months ended 30 June 2017      |  |  |   | Carrying amount as at 30 June 2017                        | Number of shares held and % of total share capital held by the Group as at 30 June 2017 | Percentage to the Group's unaudited net assets as at 30 June 2017 | Percentage to the Group's unaudited total assets as at 30 June 2017 |
|--|---|---|---|--|--|---|---|---|---|---|
|  |   |   | Addition/ (disposal)                                    | Unrealised gain/(loss)                                     | Realised gain/(loss)                                       | Addition/ (disposal)  |   |   |   |   |
|  |   |   |   |  |  |   |   |   |   |   |
| 投資描述   | 於二零一六年十二月三十一日的賬面值<br>HK\$'000<br>千港元<br>(Approximate)<br>(概約) | 於二零一六年十二月三十一日持有的股份數目及佔本集團所持總股本的百分比<br>(Approximate)<br>(概約)                                 | 增加/<br>(出售)<br>HK\$'000<br>千港元<br>(Approximate)<br>(概約) | 未變現<br>收益/(虧損)<br>HK\$'000<br>千港元<br>(Approximate)<br>(概約) | 已變現<br>收益/(虧損)<br>HK\$'000<br>千港元<br>(Approximate)<br>(概約) | 於二零一七年六月三十日的賬面值<br>HK\$'000<br>千港元<br>(Approximate)<br>(概約) | 於二零一七年六月三十日持有的股份數目及佔本集團所持總股本的百分比<br>(Approximate)<br>(概約) | 佔本集團於二零一七年六月三十日未經審核資產淨值的百分比<br>(Approximate)<br>(概約)                                    | 佔本集團於二零一七年六月三十日未經審核總資產的百分比<br>(Approximate)<br>(概約)               |   |
| DX.com Holdings Limited (Stock Code: 8086)<br>("DX.com") (note e)<br>DX.com控股有限公司(股份代號: 8086)<br>(「DX.com」)(附註e)                         | 454   | 3,440,000<br>shares (0.15%)<br>3,440,000股<br>股份(0.15%)                                      | (478)   | -  | 24   | -   | -   | -   | -   |   |
| Universe International Financial Holdings Limited<br>(Stock Code: 1046) ("Universe") (note f)<br>寰宇國際金融控股有限公司(股份代號: 1046)<br>(「寰宇」)(附註f) | -   | -   | 6,948/<br>(8,927)                                       | -  | 1,979  | -   | -   | -   | -   |   |
| First Credit Finance Group Limited<br>(Stock Code: 8215) ("First Credit") (note g)<br>第一信用金融集團有限公司(股份代號: 8215)<br>(「第一信用」)(附註g)          | -   | -   | 18,590/<br>(19,821)                                     | -  | 1,231  | -   | -   | -   | -   |   |
| China Green (Holdings) Limited<br>(Stock Code: 904) ("China Green") (note h)<br>中國綠色食品(控股)有限公司(股份代號: 904)<br>(「中國綠色食品」)(附註h)             | -   | -   | 1,400/<br>(304)   | -  | (1,096)  | -   | -   | -   | -   |   |
| InvesTech Holdings Limited (Stock Code: 1087)<br>("InvesTech") (note i)<br>威訊控股有限公司(股份代號: 1087)<br>(「威訊」)(附註i)                           | -   | -   | 1,390/<br>(503)   | -  | (887)  | -   | -   | -   | -   |   |
| Tech Pro Technology Development Limited<br>(Stock Code: 3823) ("Tech Pro") (note j)<br>德普科技發展有限公司(股份代號: 3823)<br>(「德普」)(附註j)             | -   | -   | 8,960/<br>(9,062)                                       | -  | 102  | -   | -   | -   | -   |   |
| Hong Kong Exchanges and Clearing Limited<br>(Stock Code: 388) ("HKEX") (note k)<br>香港交易及結算所有限公司(股份代號: 388)<br>(「香港交易所」)(附註k)             | -   | -   | 274/<br>(281)   | -  | 7  | -   | -   | -   | -   |   |
| Bank of China Limited (Stock Code: 3988)<br>("BOC") (note l)<br>中國銀行股份有限公司(股份代號: 3988)<br>(「中國銀行」)(附註l)                                  | -   | -   | 212/<br>(210)   | -  | (2)  | -   | -   | -   | -   |   |
| Total: 總計:   | 15,675  |   | (10,312)  | 1,622  | (3,899)  | 3,086   |   |   |   |   |

## Notes:

- (a) Xinhua and its subsidiaries (collectively referred to as the "Xinhua Group") are principally engaged in the provision of cleaning and related services for office buildings, public areas and residential areas, provision of publicly broadcasting information and advertisements on television screens services, provision of non-incineration medical waste handling services for hospitals and provision of organic waste treatment and sale of the by-products produced. As disclosed in the annual report of Xinhua for the year ended 31 March 2017, the revenue and loss of Xinhua Group for the year ended 31 March 2017 was approximately HK\$336.5 million and approximately HK\$17.2 million respectively. The Xinhua Group will develop and expand the new media business on its existing resources and foundation and continued to strive for long-term cause of propelling the Xinhua Group to strong sustainable growth. The Group disposed of part of its investment in Xinhua during the Period and recorded a realised gain of approximately HK\$570,000.
- (b) IR and its subsidiaries are principally engaged in (i) forestry and agricultural business; and (ii) resources and logistics business. The Group disposed of all its investment in IR during the Period and recorded a realised loss of HK\$4,559,000.
- (c) China e-Wallet and its subsidiaries are principally engaged in the provision of biometric and RFID (a technology for data acquisition by way of radio frequency between transponders and a host system) products and solution services, internet and mobile application and related services. The Group disposed of all its investment in China e-Wallet during the Period and recorded a realised loss of approximately HK\$1,116,000.
- (d) Tianyun and its subsidiaries are principally engaged in the manufacturing and trading of processed fruits products and fresh fruits. The Group disposed of all its investment in Tianyun during the Period and recorded a realised loss of HK\$152,000.
- (e) DX.com and its subsidiaries are 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. The Group disposed of all its investment in DX.com during the Period and recorded a realised gain of approximately HK\$24,000.
- (f) Universe and its subsidiaries are principally engaged in securities brokerage and margin financing, money lending, leasing of investment properties and securities investment, video distribution and exhibition, licensing and sub-licensing of film rights, trading, wholesaling and retailing of optical products, watches and jewellery products. The Group disposed of all its investment in Universe during the Period and recorded a realised gain of approximately HK\$1,979,000.
- (g) First Credit and its subsidiaries are principally engaged in the money lending business solely in Hong Kong through the provision of both secured and unsecured loans to its customers, including individuals, corporations and foreign domestic workers. The Group disposed of all its investment in First Credit during the Period and recorded a realised gain of approximately HK\$1,231,000.
- (h) China Green and its subsidiaries are principally engaged in the growing, processing and sales of agricultural products, and production and sales of consumer food products. The Group disposed of all its investment in China Green during the Period and recorded a realised loss of HK\$1,096,000.

## 附註：

- (a) 新華及其附屬公司(統稱「新華集團」)主要從事為辦公室大廈、公眾地方及住宅地區提供清潔及相關服務，提供於電視屏幕公共播放資訊及廣告之服務，為醫院提供非焚燒醫療廢物處理服務及提供有機廢物處理及銷售所產生的副產品。誠如新華截至二零一七年三月三十一日止年度的年報所披露，新華集團截至二零一七年三月三十一日止年度的收益及虧損分別約為336,500,000港元及約17,200,000港元。新華集團將以其現有資源及基礎發展及拓展新媒體業務並繼續致力於長期推動新華集團之強勁可持續增長。本集團於期內出售部分於新華的投資並錄得已變現收益約570,000港元。
- (b) 同仁及其附屬公司主要從事(i)林業及農業業務；及(ii)資源及物流業務。本集團於期內出售於同仁的所有投資並錄得已變現虧損4,559,000港元。
- (c) 中國錢包及其附屬公司主要從事提供生物識別及射頻識別(RFID)(一項透過轉發器與主系統之間的射頻作接收數據的技術)產品解決方案服務、互聯網及手機應用程式及相關服務。本集團於期內出售於中國錢包的全部投資並錄得已變現虧損約1,116,000港元。
- (d) 天韻及其附屬公司主要從事加工水果產品及新鮮水果的製造及貿易。本集團於期內出售於天韻的全部投資並錄得已變現虧損152,000港元。
- (e) DX.com及其附屬公司主要從事電子商務業務及透過其B2C外貿電子商務網站DX.com提供網上銷售平台。本集團於期內出售於DX.com的全部投資並錄得已變現收益約24,000港元。
- (f) 寰宇及其附屬公司主要從事證券經紀及孖展融資、放貸、投資物業租賃及證券投資、錄像發行及放映、授出及轉授電影版權以及光學產品、鐘錶及珠寶產品貿易、批發及零售。本集團於期內出售於寰宇的全部投資並錄得已變現收益約1,979,000港元。
- (g) 第一信用及其附屬公司主要從事僅於香港的放貸業務，向客戶(包括個人、公司及外籍家庭傭工)提供有抵押及無抵押貸款。本集團於期內出售於第一信用的全部投資並錄得已變現收益約1,231,000港元。
- (h) 中國綠色食品及其附屬公司主要從事種植、加工及銷售農產品以及生產及銷售消費者食品。本集團於期內出售於中國綠色食品的全部投資並錄得已變現虧損1,096,000港元。

- |  |  |
|--|--|
| <p>(i) InvesTech and its subsidiaries are principally engaged in the provision of network system integration including provision of network infrastructure solutions, network professional services and mobile internet software of office automation, and trading of telecommunications equipment. The Group disposed of all its investment in InvesTech during the Period and recorded a realised loss of approximately HK\$887,000.</p> | <p>(i) 威訊及其附屬公司主要從事提供網絡系統整合，包括提供網絡基礎建設解決方案、網絡專業服務及辦公室自動化的移動互聯網軟件以及買賣電信設備。本集團於期內出售於威訊的全部投資並錄得已變現虧損約887,000港元。</p>         |
| <p>(j) Tech Pro and its subsidiaries are principally engaged in the manufacture and sale of LED lighting products and accessories, provision of energy efficiency projects services, provision of property sub-leasing services and operating a professional football club. The Group disposed of all its investment in Tech Pro during the Period and recorded a realised gain of approximately HK\$102,000.</p>                          | <p>(j) 德普及其附屬公司主要從事製造與銷售LED照明產品及配件、提供能源效益項目服務、提供物業分租服務及經營一間職業足球俱樂部。本集團於期內出售於德普的全部投資並錄得已變現收益約102,000港元。</p>               |
| <p>(k) HKEX is a recognised exchange controller under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"). HKEX and its subsidiaries operate the only recognised stock and futures markets in Hong Kong. The Group disposed of all its investment in HKEX during the Period and recorded a realised gain of HK\$7,000.</p>   | <p>(k) 香港交易所乃香港法例第571章證券及期貨條例(「證券及期貨條例」)項下的認可交易所控制人。香港交易所及其附屬公司經營香港唯一獲認可的證券及期貨市場。本集團於期內出售於香港交易所的全部投資並錄得已變現收益7,000港元。</p> |
| <p>(l) BOC and its subsidiaries provide a range of banking and related financial services, including commercial banking, investment banking, insurance, direct investment and investment management, fund management and aircraft leasing business. The Group disposed of all its investment in BOC during the Period and recorded a realised loss of approximately HK\$2,000.</p>   | <p>(l) 中國銀行及其附屬公司提供商業銀行、投資銀行、保險、直接投資及投資管理、基金管理及飛機租賃業務等一系列銀行及相關金融服務。本集團於期內出售於中國銀行的全部投資並錄得已變現虧損約2,000港元。</p>               |

The Directors expect that the stock market in Hong Kong remains to be volatile which may affect the performance of the Group's securities investments. The Board believes that the performance of the securities investments of the Group will be dependent on the financial and operating performance of the investee companies and market sentiment, which are affected by factors such as interest rate movements and performance of the macro economy. The Group will continue to adopt a conservative investment approach in its trading of listed securities in the Hong Kong stock market and closely monitor the performance of its securities investment portfolio.

董事預期香港股市將持續波動，這或會影響本集團證券投資的表現。董事會相信，本集團證券投資的表現將取決於被投資公司的財務及營運表現以及市場氣氛，而該等方面受利率變動及宏觀經濟表現等因素影響。本集團將繼續採用謹慎的投資策略買賣香港股市的上市證券，並密切監控其證券投資組合的表現。

**AVAILABLE-FOR-SALE INVESTMENTS (“AFS”)**

Set out below is the breakdown of the Group's AFS as at 30 June 2017:

**可供出售投資(「可供出售投資」)**

下文載列本集團於二零一七年六月三十日的可供出售投資明細：

| Description of investments   | Carrying amount as at 31 December 2016                        | Movements during the six months ended 30 June 2017 |  |  |   | Fair value change transferred to investment revaluation reserve | Carrying amount as at 30 June 2017                   | Percentage to the Group's unaudited net assets as at 30 June 2017 | Percentage to the Group's unaudited total assets as at 30 June 2017 |
|--|---|--|--|--|---|---|--|---|---|
|  |   | Disposal   | Gain on disposal                                 | Impairment loss                                  |   |   |  |   |   |
| 投資描述   | 於二零一六年十二月三十一日的賬面值<br>HK\$'000<br>千港元<br>(Approximate)<br>(概約) | 出售<br>HK\$'000<br>千港元<br>(Approximate)<br>(概約)     | 出售收益<br>HK\$'000<br>千港元<br>(Approximate)<br>(概約) | 減值虧損<br>HK\$'000<br>千港元<br>(Approximate)<br>(概約) | 轉至投資重估儲備的公平價值變動<br>HK\$'000<br>千港元<br>(Approximate)<br>(概約) | 於二零一七年六月三十日的賬面值<br>HK\$'000<br>千港元<br>(Approximate)<br>(概約)     | 佔本集團於二零一七年六月三十日未經審核資產淨值的百分比<br>(Approximate)<br>(概約) | 佔本集團於二零一七年六月三十日未經審核資產總值的百分比<br>(Approximate)<br>(概約)              |   |
| China Parenting Network Holdings Limited (Stock Code: 8361) (“CPN”) (note a)<br>中國育兒網絡控股有限公司(股份代號: 8361)(「中國育兒網絡」)(附註a)  | 41,510  | -  | -  | -  | (8,765)   | 32,745  | 12.90%   | 11.38%  |   |
| C&C International Healthcare Group Limited (“C&C”) (note b)<br>C&C International Healthcare Group Limited(「C&C」)(附註b)  | 24,271  | (25,500)   | 1,229  | -  | -   | -   | -  | -   |   |
| Promising Social Media Private Equity Fund (formerly known as “Convoy Social Media Private Equity Fund”) (“Social Media Fund”) (note c)<br>Promising Social Media Private Equity Fund (前稱為「Convoy Social Media Private Equity Fund」)(「Social Media Fund」)(附註c) | 3,500   | -  | -  | (246)  | -   | 3,254   | 1.28%  | 1.13%   |   |
| Bluestone International Investments Co., Ltd (“Bluestone”) (note d)<br>Bluestone International Investments Co., Ltd(「Bluestone」)(附註d)  | 1,250   | -  | -  | -  | -   | 1,250   | 0.49%  | 0.43%   |   |
| Total: 總計:   | 70,531  | (25,500)   | 1,229  | (246)  | (8,765)   | 37,249  |  |   |   |

Notes:

- (a) This investment represented 16,538,000 shares of CPN ("CPN Shares"), being approximately 1.61% of the total issued shares of CPN as at 30 June 2017. CPN together with its subsidiaries ("CPN Group") operate an online platform focusing on the CBM (children, babies, and maternity) market in the People's Republic of China ("PRC") and is mainly engaged in (i) provision of marketing and promotional service and (ii) e-commerce business. During the Period, the fair value loss of CPN Shares of approximately HK\$8,765,000 was transferred to the investment revaluation reserve of the Group. As disclosed in the first quarterly report of the CPN Group for the period ended 31 March 2017, the CPN Group will continue to provide users with diversified services and be committed to upgrade in the mother-child industry based on smart family lifestyle. The Company also noted that CPN has submitted a formal application to the Stock Exchange on 30 March 2017 for the transfer of listing of its shares from the GEM to the Main Board of the Stock Exchange. The Company expects that the Main Board trading platform will enhance the trading liquidity of the CPN Shares and will ultimately contribute to increasing shareholder value.
- (b) This investment represented 500 shares of C&C, being 5% of the entire issued share capital of C&C, acquired by the Group at a consideration of HK\$24,271,000 in July 2016 pursuant to a sale and purchase agreement dated 18 July 2016. C&C and its group companies ("C&C Group") are principally engaged in the provision of contracted medical schemes ("Schemes") for integrated medical and healthcare check-up services. The customers of the C&C Group are corporate clients, which have engaged the C&C Group to provide the Schemes mainly in Hong Kong so as to allow the employees of such corporate clients to seek medical and healthcare services offered by the network of the C&C Group. C&C is an investment holding company. Premium Healthcare (Asia-Pacific) Limited and its subsidiaries ("Premium Healthcare Group") are the principal operating subsidiaries of C&C. On 16 March 2017, the Group has sold its entire investment in C&C at a cash consideration of HK\$25,500,000. The Directors considered that the disposal represented a good opportunity to realise the Group's return from the investment in the C&C Group.
- (c) This represented the Group's investment in Social Media Fund, which is a private fund with investment focusing in the field of social media. The Group subscribed for approximately 360 participating shares ("Social Media Share(s)") out of a total of 4,990,000 participating shares available for subscription in the Social Media Fund at the offering price of HK\$9,723.399 per Social Media Share. The NAV per Social Media Share at the time of subscription was HK\$9,723.399, whereas its NAV as at 30 June 2017 was HK\$9,040.793, representing a drop of approximately 7%. As a result, an impairment loss on the Group's investment in Social Media Fund of HK\$246,000 was recognised during the Period. Looking forward, the Social Media Fund, run by fund manager, is expected to continue its investment in social media business.
- (d) As at 30 June 2017, the Group held 6,250 shares of Bluestone, being approximately 3% of the entire issued share capital of Bluestone. Bluestone is an unlisted company principally engaged in the provision of integrated financial services. The unaudited consolidated revenue and loss of Bluestone for the year ended 31 December 2016 are approximately HK\$1.5 million and approximately HK\$11.1 million respectively. As at the date of this report, a subsidiary of Bluestone holds a licence to carry out Type 1 (dealing in securities) regulated activities under the SFO and it is expected that Bluestone will continue to strengthen its global securities investment platforms in the future. Looking ahead, the Group anticipates to receive dividend income from this investment or capture capital gain through the disposal of the Group's entire interest in Bluestone.

Except for the investment in CPN which is measured at fair value, the remaining AFS are carried at cost less impairment. No dividend income was received from the AFS during the Period.

附註：

- (a) 該投資指中國育兒網絡的16,538,000股股份(「中國育兒網絡股份」)，即二零一七年六月三十日中國育兒網絡已發行股份總數約1.61%。中國育兒網絡及其附屬公司(「中國育兒網絡集團」)經營一個專注於中華人民共和國(「中國」)孕嬰童市場之網絡平台，主要從事(i)提供營銷及推廣服務及(ii)電子商務業務。期內，中國育兒網絡股份的公平價值虧損約8,765,000港元轉至本集團的投資重估儲備。如中國育兒網絡集團截至二零一七年三月三十一日止期間的第一季度報告所披露，中國育兒網絡集團將繼續為用戶提供多元化服務，並致力於升級以智能家庭生活為基礎的母嬰產業。本公司亦注意到，中國育兒網絡已於二零一七年三月三十日向聯交所提交正式申請，將其股份由聯交所創業板轉向主板上市。本公司預期，主板交易平台將提高中國育兒網絡股份的交易流動性，最終提升股東價值。
- (b) 該投資指C&C的500股股份(佔C&C全部已發行股本的5%)，由本集團根據日期為二零一六年七月十八日的買賣協議於二零一六年七月以代價24,271,000港元收購。C&C及其集團成員公司(「C&C集團」)主要從事就綜合醫療及保健體檢服務提供合約醫療計劃(「計劃」)。C&C集團之客戶為公司客戶，該等公司客戶已委聘C&C集團主要於香港提供計劃以令其僱員尋求C&C集團網絡提供之醫療及保健服務。C&C為一間投資控股公司。泛亞全健有限公司及其附屬公司(「泛亞全健集團」)為C&C的主要運營附屬公司。於二零一七年三月十六日，本集團按現金代價25,500,000港元出售其於C&C之全部投資。董事認為，該項出售是變現本集團於C&C集團的投資回報的良機。
- (c) 指本集團對專注於投資社會媒體領域的私募基金Social Media Fund的投資。本集團於Social Media Fund合計可供認購的4,990,000股參與股份當中認購約360股參與股份(「Social Media股份」)，要約價為每股Social Media股份9,723.399港元。每股Social Media股份於認購時的資產淨值為9,723.399港元，而其於二零一七年六月三十日的資產淨值為9,040.793港元，相當於減少約7%。因此，本集團對Social Media Fund之投資之減值虧損246,000港元已於期內確認。展望未來，由基金經理管理的Social Media Fund預期持續投資社會媒體業務。
- (d) 於二零一七年六月三十日，本集團持有Bluestone的6,250股股份，即Bluestone全部已發行股本約3%。Bluestone為主要從事提供綜合金融服務的非上市公司。Bluestone於截至二零一六年十二月三十一日止年度的未經審核綜合收益及虧損分別約為1,500,000港元及約11,100,000港元。於本報告日期，Bluestone的一間附屬公司持有牌照可從事證券及期貨條例項下第1類(證券交易)受規管活動，且預期Bluestone於未來將持續鞏固其全球證券投資平台。展望未來，本集團預期自該投資取得股息收入或通過出售本集團於Bluestone的全部權益獲取資本收益。

除於中國育兒網絡的投資按公平價值計量外，餘下的可供出售投資按成本減減值列賬。期內並無收到來自可供出售投資的股息收入。

## INVESTMENTS IN ASSOCIATES AND A JOINT VENTURE

### (a) Investments in Associates

#### (i) Four Directions Investment Limited ("FDIL")

As at 30 June 2017, the Group held 100% interests in DSE Cayman Limited ("DSE"), which in turn held approximately 23.29% equity interest in FDIL (together with its subsidiaries, the "FDIL Group"). Through the investment in the FDIL Group which are principally engaged in providing services in relation to information technology, smartphone applications development and digital marketing and the development of information technology applications, the Group has expanded and diversified its investment into the information technology industry in respect of the development of smartphone applications, which the Directors considered to have great market potentials. During the Period, the loss of the associate shared by the Group amounted to approximately HK\$24,000 (six months ended 30 June 2016: share of profit of approximately HK\$1,474,000).

#### (ii) Ultimate Elite Investments Limited ("Ultimate Elite")

As at 30 June 2017, the Group held 40% interest in Ultimate Elite (together with its subsidiary, the "Ultimate Elite Group"). The Ultimate Elite Group is principally engaged in property investment and investment holding. The principal assets of the Ultimate Elite Group are properties located at Offices A-H, J-N & P on 21/F. (whole floor) and Car Parking Space Nos. P47, P48 and P49 on Basement Floor, Kings Wing Plaza 1, No. 3 On Kwan Street, Sha Tin, New Territories, Hong Kong. During the Period, the Ultimate Elite Group started to generate rental income and the profit of the associate shared by the Group amounted to approximately HK\$1,833,000 (six months ended 30 June 2016: Nil).

On 1 June 2017, the Group entered into a memorandum of understanding with an independent third party in relation to the disposal of the Group's 40% interest in Ultimate Elite at a consideration of HK\$59,492,000 ("Ultimate Elite Disposal"). Upon the completion of the Ultimate Elite Disposal, the Company will cease to hold any interest in Ultimate Elite. In view of the capital gain which is expected to derive from the Ultimate Elite Disposal, the Directors considered that it represents a good opportunity to realise the Group's investment in the Ultimate Elite Group. Details of the Ultimate Elite Disposal are set out in the Company's announcements dated 1 June 2017 and 17 July 2017. On 31 July 2017, the sale and purchase agreement was entered into between the parties in relation to the Ultimate Elite Disposal. As at the date of this report, the Ultimate Elite Disposal has not completed.

## 於聯營公司及一間合營公司之投資

### (a) 於聯營公司之投資

#### (i) Four Directions Investment Limited (「FDIL」)

於二零一七年六月三十日，本集團持有DSE Cayman Limited(「DSE」)100%權益，而DSE持有FDIL(連同其附屬公司統稱「FDIL集團」)約23.29%股權。FDIL集團主要從事提供有關資訊科技、智能手機應用程式開發及數碼營銷以及資訊科技應用程式開發的服務。透過於FDIL集團的投資，本集團可擴大及豐富其於資訊科技行業的投資，進軍董事認為具巨大市場潛力的智能手機應用程式開發。期內，本集團應佔聯營公司虧損約為24,000港元(截至二零一六年六月三十日止六個月：應佔溢利約1,474,000港元)。

#### (ii) Ultimate Elite Investments Limited (「Ultimate Elite」)

截至二零一七年六月三十日，本集團擁有Ultimate Elite(連同其附屬公司統稱「Ultimate Elite集團」)40%權益。Ultimate Elite集團主要從事物業投資及投資控股。Ultimate Elite集團的主要資產為位於香港新界沙田安群街3號京瑞廣場1期21樓(全層)A-H、J-N及P號辦公室以及地庫P47、P48及P49號停車位。期內，Ultimate Elite集團開始取得租金收入，而本集團應佔聯營公司溢利達約1,833,000港元(截至二零一六年六月三十日止六個月：無)。

於二零一七年六月一日，本集團與一名獨立第三方訂立諒解備忘錄，內容關於按代價59,492,000港元出售本集團於Ultimate Elite的40%權益(「Ultimate Elite出售事項」)。於Ultimate Elite出售事項完成後，本公司不再持有Ultimate Elite任何權益。鑑於從Ultimate Elite出售事項中獲得預期資本收益，董事認為，此乃變現本集團於Ultimate Elite集團投資的良機。Ultimate Elite出售事項之詳情載於本公司日期為二零一七年六月一日及二零一七年七月十七日的公告。於二零一七年七月三十一日，訂約方就Ultimate Elite出售事項訂立買賣協議。於本報告日期，Ultimate Elite出售事項仍未完成。

**(b) Investment in a Joint Venture – Sky View Investment Limited (“Sky View”)**

As at 30 June 2017, the Group held 49% interest in Sky View, which is the company holding approximately 22% interest in Rolaner International Limited (“Rolaner”). Rolaner, through an operating company in the PRC, is operating a mobile application “Mei Li Shen Qi (美麗神器)”, one of the largest online communities and e-commerce platforms with millions of users for medical beauty industry in the PRC, in which the Directors considered to have great market potentials. During the Period, the loss of the joint venture shared by the Group in relation to Sky View amounted to approximately HK\$1,075,000 (six months ended 30 June 2016: approximately HK\$1,408,000).

**DISCONTINUED OPERATION – PROVISION OF CORPORATE FINANCE ADVISORY SERVICES**

During the Period, no contract was conducted under the corporate finance advisory services business division and no revenue was generated as a result (six months ended 30 June 2016: HK\$330,000). A loss of approximately HK\$524,000 (six months ended 30 June 2016: approximately HK\$637,000) was recorded as a result of the staff costs of operations. In view of the unsatisfactory operating results of the corporate finance advisory services business in the previous years, the Group decided to dispose of this business and on 13 October 2016, the Group and an independent third party purchaser entered into a sale and purchase agreement pursuant to which the Group conditionally agreed to dispose of 5,000,000 ordinary shares of Nine Rivers Corporate Finance Limited (“NRCFL”), representing the entire issued shares of NRCFL at the consideration of HK\$2,300,000, subject to adjustment according to the sale and purchase agreement. NRCFL is principally engaged in the business of providing corporate finance advisory services in Hong Kong and holds the licence to carry on Type 6 (advising on corporate finance) regulated activity under the SFO and completion of the sale and purchase is subject to, among other things, the approval from the Securities and Futures Commission of Hong Kong in relation to the change of substantial shareholder of NRCFL. As at the date of this report, the disposal of NRCFL has not yet completed.

**(b) 於一間合營公司之投資 – 天匯投資有限公司(「天匯」)**

於二零一七年六月三十日，本集團持有天匯49%的權益，而天匯持有Rolaner International Limited(「Rolaner」)約22%權益。Rolaner透過於中國的一間營運公司經營一項手機應用程式「美麗神器」。該應用程式為中國醫療美容行業最大的在線社區及電子商務平台之一，擁有數百萬用戶，而董事認為其具有巨大市場潛力。期內，本集團就天匯應佔合營公司虧損達約1,075,000港元(截至二零一六年六月三十日止六個月：約1,408,000港元)。

**已終止經營業務 – 提供企業財務諮詢服務**

期內，企業財務諮詢服務業務分部並無合約開展，因此並無取得收益(截至二零一六年六月三十日止六個月：330,000港元)。由於營運的員工成本錄得虧損約524,000港元(截至二零一六年六月三十日止六個月：約637,000港元)。鑑於過往數年企業財務諮詢服務業務的經營業績不佳，本集團決定出售該業務。於二零一六年十月十三日，本集團與一名獨立第三方買方訂立買賣協議，據此，本集團已有條件同意出售方立企業財資有限公司(「方立企業財資」)的5,000,000股普通股(即方立企業財資之全部已發行股份)，代價為2,300,000港元，並可根據買賣協議予以調整。方立企業財資主要在香港從事提供企業財務諮詢服務業務，且持有牌照可從事證券及期貨條例項下第6類(就機構融資提供意見)受規管活動，而買賣協議之完成須待(其中包括)香港證券及期貨事務監察委員會批准方立企業財資主要股東之變動後，方可作實。截至本報告日期，方立企業財資的出售尚未完成。

## DISCONTINUED OPERATIONS – PROVISION OF PROPERTY MANAGEMENT AND PROPERTY AGENCY SERVICES AND PROVISION OF DESIGN AND FITTING-OUT SERVICES

The business segment was disposed of by two separate disposal transactions in December 2016 and February 2017 respectively.

On 1 December 2016, Wise Link International Limited (“Wise Link”) and DX.com Holdings Limited (“DX.com”, a company whose shares are listed on the GEM, Stock Code: 8086) entered into a sale and purchase agreement, pursuant to which DX.com purchased and Wise Link sold all the issued shares of Central Pearl Investments Limited (which directly owned 100% of Full Profit Property Services Company Limited) at the consideration of HK\$20,000,000 (“Central Pearl Group Disposal”). The completion of the Central Pearl Group Disposal took place on 1 December 2016. On 23 February 2017, the Group and Billion Centrium Group Holdings Limited (“Billion”) entered into a sale and purchase agreement (“Wise Link SPA”), pursuant to which Billion has conditionally agreed to purchase and the Group has conditionally agreed to sell the Group’s entire 51% interest in Wise Link at the consideration of HK\$9,800,000 (“Wise Link Group Disposal”). Wise Link and its subsidiaries were principally engaged in the provision of design and fitting-out services in Hong Kong. Completion of the Wise Link Group Disposal took place on 28 April 2017. As a result, the Group discontinued its operation in the provision of property management and property agency services and provision of design and fitting-out services.

The Wise Link Group Disposal constituted a connected transaction of the Company. As at the date of the Wise Link SPA, Wise Link was a 51%-owned subsidiary of the Company, while Billion was a substantial shareholder (as defined in the GEM Listing Rules) of Wise Link by holding the remaining 49% of the then issued share capital of Wise Link. Therefore, Billion was a connected person of the Company at the subsidiary level under the GEM Listing Rules and accordingly the Wise Link Group Disposal constituted a connected transaction of the Company. Since the connected transaction between the Group and Billion was on normal commercial terms or better, the Wise Link Group Disposal was exempt from the circular, independent financial advice and shareholders’ approval requirements pursuant to Rule 20.99 of the GEM Listing Rules and was only subject to the reporting and announcement requirements under Chapter 20 of the GEM Listing Rules.

During the Period, this business division contributed revenue of approximately HK\$4,160,000 (six months ended 30 June 2016: approximately HK\$11,174,000) and profit after tax of approximately HK\$662,000 (six months ended 30 June 2016: approximately HK\$5,348,000) to the Group.

## 已終止經營業務－提供物業管理及物業代理服務以及提供設計及裝修服務

該業務分部已於二零一六年十二月及二零一七年二月分別進行的兩項單獨出售交易中出售。

於二零一六年十二月一日，智領國際有限公司（「智領」）與DX.com控股有限公司（「DX.com」，一間股份於創業板上市之公司，股份代號：8086）訂立買賣協議，據此，DX.com已購買而智領已出售卓名投資有限公司（直接全資擁有富盈物業服務有限公司）的全部已發行股份，代價為20,000,000港元（「卓名集團出售事項」）。卓名集團出售事項已於二零一六年十二月一日完成。於二零一七年二月二十三日，本集團與億中集團控股有限公司（「億中」）訂立買賣協議（「智領買賣協議」），據此，億中已有條件同意收購及本集團已有條件同意出售本集團所持智領的全部51%權益，代價為9,800,000港元（「智領集團出售事項」）。智領及其附屬公司主要在香港從事提供設計及裝修服務。智領集團出售事項已於二零一七年四月二十八日完成。因此，本集團已終止提供物業管理及物業代理服務以及提供設計及裝修服務業務。

智領集團出售事項構成本公司一項關連交易。於智領買賣協議日期，智領為本公司擁有51%權益之附屬公司，而億中為智領之主要股東（定義見創業板上市規則），持有智領當時已發行股本的餘下49%。因此，根據創業板上市規則，億中為本公司在附屬公司層面之關連人士，故智領集團出售事項構成本公司一項關連交易。由於本集團與億中進行之關連交易乃按一般商業條款或更佳條款進行，故智領集團出售事項獲豁免遵守創業板上市規則第20.99條項下之通函、獨立財務意見及股東批准之規定，惟僅須遵守創業板上市規則第20章項下之申報及公告規定。

期內，該業務分部為本集團帶來收益約4,160,000港元（截至二零一六年六月三十日止六個月：約11,174,000港元）及除稅後溢利約662,000港元（截至二零一六年六月三十日止六個月：約5,348,000港元）。



The Directors considered that the Central Pearl Group Disposal and the Wise Link Group Disposal represented an opportunity for the Group to realise its investment in the provision of property management and property agency services, and provision of design and fitting-out services business, so as to enable the Group to improve its cash position as well as to reallocate more financial resources to the Group's other existing business segments.

## FINANCIAL REVIEW CONTINUING OPERATIONS

### Revenue

Revenue of the Group for the Period was approximately HK\$28,729,000 (six months ended 30 June 2016: approximately HK\$28,135,000), representing an increase of approximately HK\$594,000 or 2.1% as compared with that of the corresponding period in 2016. The increase in revenue of the Group during the Period was mainly due to the increase in revenue generated from the financial trading software solutions business and money lending business.

### Gross Profit and Gross Profit Margin

Gross profit of the Group for the Period was approximately HK\$21,055,000 (six months ended 30 June 2016: approximately HK\$20,439,000), representing an increase of approximately HK\$616,000 or 3.0% as compared with that of the corresponding period in 2016, which is in line with the increase in revenue of the Group. Gross profit margin of the Group for the Period was approximately 73.3% (six months ended 30 June 2016: approximately 72.6%).

### Administrative Expenses

The Group's administrative expenses for the Period amounted to approximately HK\$23,166,000 (six months ended 30 June 2016: approximately HK\$18,155,000), representing an increase of approximately HK\$5,011,000 or 27.6% as compared with that of the corresponding period in 2016. The increase was primarily attributable to the equity-settled share-based payments for the share options granted by the Company of approximately HK\$8,278,000 during the Period. Such equity-settled share-based payments are non-cash in nature and will not have any immediate impact on the cash flow and business operation of the Group.

### Profit for the Period from Continuing Operations

The Group recorded a net profit after tax of approximately HK\$2,175,000 for the Period (six months ended 30 June 2016: net loss after tax of approximately HK\$4,046,000). The improvement in financial performance was mainly attributable to (i) the gain on disposal of subsidiaries of approximately HK\$7,588,000 recognised during the Period; and (ii) the drop of finance costs by approximately HK\$5,089,000, partly offset by the share-based payments of approximately HK\$8,278,000 recognised during the Period.

董事認為卓名集團出售事項及智領集團出售事項乃變現本集團於提供物業管理及物業代理服務以及提供設計及裝修服務投資的良機，有助本集團改善現金狀況以及為本集團的其他現有業務分部重新分配更多財務資源。

## 財務回顧 持續經營業務 收益

本集團於期內之收益約為28,729,000港元(截至二零一六年六月三十日止六個月：約28,135,000港元)，較二零一六年同期增加約594,000港元或2.1%。本集團於期內之收益增加主要由於來自金融交易軟件解決方案業務及借貸業務的收益增加所致。

### 毛利及毛利率

本集團於期內之毛利約為21,055,000港元(截至二零一六年六月三十日止六個月：約20,439,000港元)，較二零一六年同期增加約616,000港元或3.0%，與本集團收益增加一致。期內，本集團之毛利率約為73.3%(截至二零一六年六月三十日止六個月：約72.6%)。

### 行政開支

本集團於期內之行政開支約為23,166,000港元(截至二零一六年六月三十日止六個月：約18,155,000港元)，較二零一六年同期增加約5,011,000港元或27.6%。該增加主要由於本公司於期內授出購股權之以股權結算以股份為基準的付款約8,278,000港元所致。該以股權結算以股份為基準的付款為非現金性質，不會對本集團的現金流量及業務經營有任何直接影響。

### 期內來自持續經營業務之溢利

期內本集團錄得除稅後淨溢利約2,175,000港元(截至二零一六年六月三十日止六個月：除稅後虧損淨額約4,046,000港元)。財務表現改善主要由於(i)期內確認出售附屬公司之收益約7,588,000港元；及(ii)財務成本減少約5,089,000港元，部份被期內確認以股份為基礎的付款約8,278,000港元所抵銷。

## DISCONTINUED OPERATIONS

During the Period, revenue generated from the Group's discontinued operations was approximately HK\$4,160,000 (six months ended 30 June 2016: approximately HK\$11,504,000), which was attributable to the provision of design and fitting-out services in Hong Kong.

Profit from discontinued operations amounted to approximately HK\$138,000 (six months ended 30 June 2016: approximately HK\$4,711,000), which was contributed by the corporate finance advisory services business and the provision of design and fitting out services business of the Group. The financial results in the corresponding period in 2016 was relatively outstanding because it had accounted for the net profit after tax of approximately HK\$5,585,000 generated from the provision of property management and property agency services business, which was disposed of by the Group in December 2016.

The loss from discontinued operations attributable to shareholders of the Company for the Period was approximately HK\$187,000 (six months ended 30 June 2016: profit of approximately HK\$4,057,000).

## LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2017, the Group held cash and bank balances of approximately HK\$59,194,000 (31 December 2016: approximately HK\$23,059,000). Net current assets amounted to approximately HK\$136,102,000 (31 December 2016: net current assets amounted to approximately HK\$22,500,000). Current ratio, which was defined as total current assets divided by total current liabilities, was approximately 5.07 times (31 December 2016: approximately 1.33 times). As at 30 June 2017, the Group had no outstanding bank and other borrowings (31 December 2016: total borrowings with accrued interests amounted to approximately HK\$31,700,000). As at 30 June 2017, the gearing ratio of the Group, which was defined as total borrowings divided by total assets, was not applicable due to the absence of any borrowing (31 December 2016: approximately 10.7%).

## FOREIGN EXCHANGE EXPOSURE

During the Period, the business activities of the Group were mainly denominated in Hong Kong dollars. The Directors did not consider that the Group was exposed to any significant foreign currency exchange risks.

## CONTINGENT LIABILITIES

As at 30 June 2017, the Group did not have any contingent liabilities (31 December 2016: Nil).

## CAPITAL COMMITMENT

As at 30 June 2017, the Group did not have any significant capital commitments (31 December 2016: Nil).

## 已終止經營業務

於期內，本集團已終止經營業務產生之收益為約4,160,000港元(截至二零一六年六月三十日止六個月：約11,504,000港元)，乃由於在香港提供設計及裝修服務所致。

已終止經營業務之溢利約為138,000港元(截至二零一六年六月三十日止六個月：約4,711,000港元)，來自於本集團企業財務諮詢服務業務及提供設計及裝修服務業務。於二零一六年同期的財務業績相對不俗乃因提供物業管理及物業代理服務業務(已由本集團於二零一六年十二月出售)產生除稅後淨溢利約5,585,000港元。

期內歸屬於本公司股東之來自已終止經營業務之虧損約為187,000港元(截至二零一六年六月三十日止六個月：溢利約4,057,000港元)。

## 流動資金及財務資料

於二零一七年六月三十日，本集團持有現金及銀行結餘約59,194,000港元(二零一六年十二月三十一日：約23,059,000港元)。流動資產淨額約136,102,000港元(二零一六年十二月三十一日：流動資產淨值約22,500,000港元)。流動比率(界定為按流動資產總額除以流動負債總額計算)約5.07倍(二零一六年十二月三十一日：約1.33倍)。於二零一七年六月三十日，本集團並無任何未償還的銀行借款及其他借款(二零一六年十二月三十一日：借款總額連同應計利息約31,700,000港元)。於二零一七年六月三十日，本集團的資產負債比率(界定為按借款總額除以資產總值計算)並不適用，乃由於並無任何借款餘額(二零一六年十二月三十一日：約10.7%)。

## 外匯風險

期內，本集團之業務活動主要以港元計值。董事認為本集團並無承受任何重大外匯風險。

## 或然負債

於二零一七年六月三十日，本集團並無任何或然負債(二零一六年十二月三十一日：無)。

## 資本承擔

於二零一七年六月三十日，本集團並無任何重大資產承擔(二零一六年十二月三十一日：無)。

## CHARGES ON THE GROUP'S ASSETS

As at 30 June 2017, the Group did not have any material charge on assets (31 December 2016: Nil).

## MATERIAL ACQUISITION AND DISPOSAL

Details of the material acquisitions and disposals of the Group during the Period are set out in the section headed "Business Review" of this report.

As at the date of this report, save as the foregoing major acquisitions and disposals, the Group did not have any other concrete plans for material investments or capital assets in the coming future. Nonetheless, if any acquisition opportunity arises and is identified, the Group will conduct a feasibility study and prepare implementation plans to consider whether it is beneficial to the Company and its shareholders as a whole.

## CAPITAL STRUCTURE

### Placing of New Shares Under General Mandate

On 1 February 2017, the Company and Gransing Securities Co., Limited (as placing agent) entered into a conditional placing agreement ("210M Placing Agreement"), pursuant to which the Company had conditionally agreed to place through the placing agent, on a best effort basis, up to 210,090,000 new ordinary shares of par value of HK\$0.005 each in the share capital of the Company ("February Placing Share(s)", to not less than six placees who and whose ultimate beneficial owners are third parties independent of and not connected with the Company and any of its connected persons or their respective associates, at a price of HK\$0.146 per February Placing Share ("210M Placing"). The February Placing Shares were allotted and issued pursuant to the general mandate granted to the Directors at the extraordinary general meeting of the Company held on 12 January 2017. The nominal value of the February Placing Shares was HK\$1,050,450 and the net issue price was approximately HK\$0.142 per February Placing Share. The closing price of the ordinary shares of the Company on the date of the 210M Placing Agreement was HK\$0.174 per share. On 20 February 2017, completion of the 210M Placing took place in accordance with the terms and conditions of the 210M Placing Agreement. Immediately after completion of the 210M Placing, an aggregate of 210,090,000 February Placing Shares, representing approximately 16.7% of the then issued share capital of the Company (as enlarged by the allotment and issue of the February Placing Shares), have been successfully placed to not less than six placees. The Company received net proceeds of approximately HK\$29.7 million from the 210M Placing. The Directors were of the view that the 210M Placing represented good opportunities to broaden the shareholders' base and raise additional funds at a reasonable cost for itself. Up to the date of this report, net proceeds of (i) approximately HK\$15.2 million had been used for repayment of interest-bearing borrowings of the Group; (ii) approximately HK\$11.0 million had been used for financing the money lending business; and (iii) the remaining had been used for financing the general working capital of the Group as intended.

## 本集團之資產抵押

於二零一七年六月三十日，本集團並無任何重大資產抵押(二零一六年十二月三十一日：無)。

## 重大收購及出售

期內本集團重大收購及出售詳情載於本報告「業務回顧」一節。

於本報告日期，除上述主要收購及出售事項外，本集團並無就將來之重大投資或資本資產制定任何其他具體計劃。儘管如此，倘任何收購機會來臨及得以識別時，本集團將進行可行性研究並編製實施計劃，以考慮有關機會是否符合本公司及其股東的整體利益。

## 資本架構

### 根據一般授權配售新股份

於二零一七年二月一日，本公司與鼎成證券有限公司(作為配售代理)訂立有條件配售協議(「2.1億配售協議」)，據此，本公司已有條件同意透過該配售代理按盡最大努力基準，配售最多210,090,000股本公司股本中每股面值0.005港元之新普通股(「二月配售股份」)予不少於六名承配人(彼等及其最終實益擁有人均為獨立於本公司及其任何關連人士或彼等各自之聯繫人且與彼等概無關連之第三方)，每股二月配售股份作價0.146港元(「2.1億配售事項」)。二月配售股份已根據於二零一七年一月十二日舉行之本公司股東特別大會授予董事之一般授權配發及發行。二月配售股份之面值為1,050,450港元，淨發行價格為每股二月配售股份約0.142港元。本公司之普通股於2.1億配售協議日期之收市價為每股0.174港元。於二零一七年二月二十日，2.1億配售事項根據2.1億配售協議之條款及條件完成。緊隨2.1億配售事項完成後，合共210,090,000股二月配售股份(相當於本公司當時已發行股本(經配發及發行二月配售股份擴大)之約16.7%)已成功配售予不少於六名承配人。本公司自2.1億配售事項獲得所得款項淨額約29,700,000港元。董事認為2.1億配售事項為擴闊股東基礎及按合理成本為自身額外集資的良機。直至本報告日期，所得款項淨額中，(i)約15,200,000港元已用作償還本集團之計息借款；(ii)約11,000,000港元已用作為借貸業務撥資；及(iii)餘額已按擬定用途用作為本集團之一般營運資金撥資。

## SHARE OPTION SCHEME

The Company adopted a share option scheme (the “Scheme”) on 10 September 2013 so as to attract and retain the best available personnel and to provide additional incentive to the eligible participants under the Scheme. Pursuant to the Scheme, the Board is authorised, at its absolute discretion and subject to the terms of the Scheme, to grant options to subscribe for the shares of the Company (in such form then existing and subject to adjustment) to any employees (full-time or part-time), directors, consultants or advisor of the Group, or any substantial shareholders of the Group, or any distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group. The Scheme shall be valid and effective for a period of ten years commencing on 10 September 2013 and expiring on the business day immediately preceding the 10th anniversary thereof, i.e. 8 September 2023, subject to early termination provisions contained in the Scheme.

Details of the movements in the share options of the Company pursuant to the Scheme during the Period are as follows:

## 購股權計劃

本公司於二零一三年九月十日採納購股權計劃（「該計劃」），以吸引及挽留最佳員工，並向該計劃下的合資格參與人提供額外獎勵。根據該計劃，董事會獲授權，按全權酌情基準及根據該計劃的條款，向本集團任何僱員（全職或兼職）、董事、顧問或諮詢人、或本集團任何主要股東、或本集團任何分銷商、承包商、供應商、代理、客戶、業務夥伴或服務供應商授出可認購本公司股份（以當時之形式並可予調整）的購股權。該計劃由二零一三年九月十日起十年內有效及生效並於緊接該計劃第十個週年日的前一個營業日（即二零二三年九月八日）屆滿，惟可根據該計劃所載的提早終止條文提早終止。

於期內本公司根據該計劃之購股權變動詳情載列如下：

|                            | Date of grant of share options | Exercise period of options granted  | Exercise price of share options (HK\$ per share) | Number of share options |                            | Outstanding as at 30 June 2017<br>於二零一七年六月三十日尚未行使 |
|----------------------------|--------------------------------|-------------------------------------|--|-------------------------|----------------------------|---|
|                            |                                |                                     |  | At 1 January 2017       | Granted during the Period  |   |
|                            | 授出購股權日期                        | 授出購股權之行使期                           | 購股權之行使價（每股港元）                                    | 於二零一七年一月一日              | 於期內授出<br>Note (a)<br>附註(a) |   |
| <b>Executive Directors</b> |                                |                                     |  |                         |                            |   |
| <b>執行董事</b>                |                                |                                     |  |                         |                            |   |
| Lam Ching Yee              | 21 November 2016               | 21 November 2016 – 20 November 2017 | 0.2196   | 8,000,000               | –                          | 8,000,000   |
| 林靜儀                        | 二零一六年十一月二十一日                   | 二零一六年十一月二十一日至二零一七年十一月二十日            |  |                         |                            |   |
|                            | 28 March 2017                  | 28 March 2017 – 27 March 2018       | 0.315  | –                       | 4,510,000                  | 4,510,000   |
|                            | 二零一七年三月二十八日                    | 二零一七年三月二十八日至二零一八年三月二十七日             |  |                         |                            |   |
| Lin Ting                   | 21 November 2016               | 21 November 2016 – 20 November 2017 | 0.2196   | 8,000,000               | –                          | 8,000,000   |
| 林霆                         | 二零一六年十一月二十一日                   | 二零一六年十一月二十一日至二零一七年十一月二十日            |  |                         |                            |   |
|                            | 28 March 2017                  | 28 March 2017 – 27 March 2018       | 0.315  | –                       | 4,510,000                  | 4,510,000   |
|                            | 二零一七年三月二十八日                    | 二零一七年三月二十八日至二零一八年三月二十七日             |  |                         |                            |   |

|                                   | Date of grant of share options | Exercise period of options granted     | Exercise price of share options (HK\$ per share) | Number of share options         |   | Outstanding as at 30 June 2017<br>於二零一七年六月三十日尚未行使 |
|-----------------------------------|--------------------------------|--|--|---------------------------------|---|---|
|                                   |                                |  |  | 購股權數目                           | 購股權數目   |   |
|                                   | 授出購股權日期                        | 授出購股權之行使期                              | 購股權之行使價 (每股港元)                                   | At 1 January 2017<br>於二零一七年一月一日 | Granted during the Period<br>於期內授出<br>Note (a)<br>附註(a) |   |
| <b>Non-executive Director</b>     |                                |  |  |                                 |   |   |
| <b>非執行董事</b>                      |                                |  |  |                                 |   |   |
| Ng Wing Cheong,<br>Stephen<br>吳榮祥 | 21 November 2016               | 21 November 2016 –<br>20 November 2017 | 0.2196   | 8,000,000                       | –   | 8,000,000   |
|                                   | 二零一六年十一月二十一日                   | 二零一六年十一月二十一日至<br>二零一七年十一月二十日           |  |                                 |   |   |
|                                   | 28 March 2017                  | 28 March 2017 –<br>27 March 2018       | 0.315  | –                               | 4,510,000   | 4,510,000   |
|                                   | 二零一七年三月二十八日                    | 二零一七年三月二十八日至<br>二零一八年三月二十七日            |  |                                 |   |   |
| <b>Employee</b>                   |                                |  |  |                                 |   |   |
| <b>僱員</b>                         |                                |  |  |                                 |   |   |
|                                   | 21 November 2016               | 21 November 2016 –<br>20 November 2017 | 0.2196   | 8,000,000                       | –   | 8,000,000   |
|                                   | 二零一六年十一月二十一日                   | 二零一六年十一月二十一日至<br>二零一七年十一月二十日           |  |                                 |   |   |
|                                   | 28 March 2017                  | 28 March 2017 –<br>27 March 2018       | 0.315  | –                               | 4,510,000   | 4,510,000   |
|                                   | 二零一七年三月二十八日                    | 二零一七年三月二十八日至<br>二零一八年三月二十七日            |  |                                 |   |   |
| <b>Other participants</b>         |                                |  |  |                                 |   |   |
| <b>其他參與者</b>                      |                                |  |  |                                 |   |   |
|                                   | 21 November 2016               | 21 November 2016 –<br>20 November 2017 | 0.2196   | 8,000,000                       | –   | 8,000,000   |
|                                   | 二零一六年十一月二十一日                   | 二零一六年十一月二十一日至<br>二零一七年十一月二十日           |  |                                 |   |   |
|                                   | 28 March 2017                  | 28 March 2017 –<br>27 March 2018       | 0.315  | –                               | 86,970,000  | 86,970,000  |
|                                   | 二零一七年三月二十八日                    | 二零一七年三月二十八日至<br>二零一八年三月二十七日            |  |                                 |   |   |
|                                   |                                |  |  | 40,000,000                      | 105,010,000   | 145,010,000                                       |

## Notes:

- (a) The closing price of the shares of the Company immediately before the date on which the share options were granted was HK\$0.3 per share.
- (b) Consideration of HK\$1 was paid by each of the grantees on their acceptance of the share options granted.

## 附註:

- (a) 本公司的股份收市價於緊接購股權獲授出日期前為每股0.3港元。
- (b) 各承授人於彼等接納授出之購股權時支付1港元之代價。

During the Period under review, no share options were exercised or cancelled, or had lapsed.

於回顧期內，概無購股權獲行使、註銷或失效。

## DIVIDEND

The Board does not recommend the payment of any interim dividend for the Period (six months ended 30 June 2016: Nil).

## EMPLOYEE AND REMUNERATION POLICY

As at 30 June 2017, the Group had 59 employees (31 December 2016: 61). The Group continues to maintain and upgrade the capabilities of its workforce by providing its employees with adequate and regular training. The Group remunerates its employees mainly based on industry practices and individual performance and experience. On top of regular remuneration, discretionary bonus and share options may be granted to eligible staff by reference to the Group's performance as well as individual performance.

The remuneration of the Directors are determined by the Board, under the recommendation of the remuneration committee of the Company, with reference to the background, qualifications, experience, duties and responsibilities of such Director within the Group and the prevailing market conditions.

The Company adopted a share option scheme pursuant to an ordinary resolution of all the then shareholders passed on 10 September 2013 and the Board is authorised, at its absolute discretion, to grant options to eligible participants including (a) any full-time or part-time employee of any member of the Group; (b) any consultant or adviser of any member of the Group; (c) any director (including executive, non-executive and independent non-executive directors) of any member of the Group; (d) any substantial shareholder of the Group; or (e) any distributor, contractor, supplier, agent, customer, business partner or service provider of any member of the Group. Details of share options granted and outstanding during the Period are set out in note 22.

## 股息

董事會並不建議期內派付任何中期股息(截至二零一六年六月三十日止六個月：無)。

## 僱員及薪酬政策

於二零一七年六月三十日，本集團有59名僱員(二零一六年十二月三十一日：61名)本集團繼續透過向僱員提供足夠的定期培訓，以維持及提升僱員的工作能力。本集團向僱員提供之薪酬乃主要基於業內慣例以及個人表現及經驗釐定。除一般薪酬外，本集團亦會參考本集團的表現及僱員的個人表現向合資格僱員授出酌情花紅及購股權。

董事薪酬乃由董事會根據本公司薪酬委員會的推薦建議，參照該等董事的背景、資質、經驗以及於本集團的職責及責任以及現行市況釐定。

本公司根據當時全體股東於二零一三年九月十日通過的普通決議案採納購股權計劃，董事會獲授權全權將購股權授予合資格參與人士，包括(a)本集團任何成員公司之任何全職或兼職僱員；(b)本集團任何成員公司之任何諮詢師或顧問；(c)本集團任何成員公司之任何董事(包括執行董事、非執行董事及獨立非執行董事)；(d)本集團任何主要股東；或(e)本集團任何成員公司之任何分銷商、承包商、供應商、代理、客戶、業務夥伴或服務提供商。期內已授出但未行使之購股權之詳情載於附註22。

## OUTLOOK

Widely recognised for being the pioneer in various global financial indexes, Hong Kong has always been ranked as one of the world's most developed hubs for the fintech (financial technology) industry. The application of information technology to the provision of financial services will continue to prosper as the Hong Kong Government has pledged full support to further develop the fintech industry. Taking into consideration these strong advantages, Hong Kong serves as a perfect destination for fintech start-ups as well as major e-commerce and technology firms to implement their business plans. The Group has noticed the immense benefits of innovative trading solution inventions, and will therefore further strengthen its business in the provision of the financial trading software solutions.

As technology matures, smartphone application development with a huge growth potential for online trading and finances will continue to provide new opportunities to the Group. The Group will strive to reinforce various applications of mobile technology to streamline unnecessary processes and reduce operational costs in the internet finance industry. Quicker and better performing applications can also increase brand awareness and customer interactions. Along with the current Shanghai-Hong Kong and Shenzhen-Hong Kong Stock Connect schemes, increased accessibility from global investors will lead to the rising demand for mobile payment and related mobile application development. This will attract a large number of new customers and lead to new avenues for revenues for the Group in the years to come.

In consideration of the slow economic recovery and volatile global financial market, the Group believes diversification of its business segments will allow it to maintain a healthy financial profile and secure sustainable growth. Looking ahead, the Group will seize opportunities to expand the scale of its business and promote cooperation with more business partners in various fields. The Group will also implement cautious budget control policies to bring sustainable return to the shareholders of the Company.

## 展望

香港作為各種全球金融指數的先驅，得到廣泛認可，一直是世界上最發達的金融科技行業樞紐之一。隨著香港政府承諾全力支持進一步發展金融科技業界，信息技術在供應金融服務方面的應用有望蓬勃發展。經計及該等強大優勢，香港作為金融科技初創企業以及主要電子商貿技術公司實施業務計劃的最佳目的地。本集團注意到創新交易解決方案發明的利益巨大，因此將進一步加強其提供金融交易軟件解決方案業務。

隨著技術日漸成熟，智能手機應用程式的開發在網絡交易及財務方面具有巨大增長潛力，將繼續為本集團帶來新商機。本集團將努力加強各種手機應用的技術，精簡互聯網金融業不必要的流程及降低運營成本。更快更好的應用程式亦可提高品牌知名度及客戶互動。隨著目前滬港通及深港通計劃的開通，全球投資者可通達性的提高將導致手機支付及相關手機應用程式開發需求上升。這將吸引大量新客戶，並在未來幾年為本集團帶來新的收入渠道。

鑒於經濟復甦緩慢及全球金融市場波動，本集團相信，多元化本集團業務分部將令其能維持穩健財務狀況及取得可持續增長。展望未來，本集團將把握機會擴大其業務規模，促進與更多業務合作夥伴在各個領域的合作。本集團亦將實行審慎的預算控制政策，為本公司股東帶來可持續回報。

## OTHER INFORMATION DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2017, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (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, were as follows:

|   | Capacity/Nature<br>身份／性質  | Number of<br>underlying<br>shares held/<br>interested<br>持有／擁有權益<br>的相關股份數目<br>(note 2)<br>(附註2) | Approximate<br>percentage of<br>shareholding as<br>at 30 June 2017<br>於二零一七年<br>六月三十日<br>股權概約百分比 |
|---|---------------------------|--|--|
| Ms. Lin Ting (note 1)<br>林靈女士(附註1)                | Beneficial owner<br>實益擁有人 | 12,510,000 (L)   | 0.99   |
| Ms. Lam Ching Yee (note 1)<br>林靜儀女士(附註1)          | Beneficial owner<br>實益擁有人 | 12,510,000 (L)   | 0.99   |
| Mr. Ng Wing Cheong Stephen (note 1)<br>吳榮祥先生(附註1) | Beneficial owner<br>實益擁有人 | 12,510,000 (L)   | 0.99   |

### Notes:

- Each of Ms. Lin Ting, Ms. Lam Ching Yee (each an executive Director) and Mr. Ng Wing Cheong Stephen (a non-executive Director) was granted options to subscribe for an aggregate of 12,510,000 ordinary shares of the Company under the Scheme. As at 30 June 2017, all such options granted remained outstanding. For details of these options and the grant of these options, please refer to the section headed "SHARE OPTION SCHEME" in this report.
- "L" denotes long position in the underlying shares of the Company.

Save as disclosed above, as at 30 June 2017, none of the Directors or chief executive 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) which would be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or would be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, notified to the Company and the Stock Exchange.

## 其他資料

### 董事及主要行政人員於股份、相關股份及債權證中之權益及淡倉

於二零一七年六月三十日，董事及本公司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)的股份、相關股份或債權證中，擁有(i)須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例有關條文彼等被當作或被視為擁有的權益或淡倉)；或(ii)根據證券及期貨條例第352條須登記於該條所指的登記冊內的權益及淡倉；或(iii)根據創業板上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉如下：

|  | Number of<br>underlying<br>shares held/<br>interested<br>持有／擁有權益<br>的相關股份數目<br>(note 2)<br>(附註2) | Approximate<br>percentage of<br>shareholding as<br>at 30 June 2017<br>於二零一七年<br>六月三十日<br>股權概約百分比 |
|--|--|--|
|--|--|--|

### 附註：

- 林靈女士、林靜儀女士(均為執行董事)及吳榮祥先生(非執行董事)獲授購股權以根據該計劃認購合共12,510,000股本公司普通股。於二零一七年六月三十日，所有有關已授出購股權仍未行使。有關該等購股權及授出該等購股權之詳情，請參閱本報告「購股權計劃」一節。
- 「L」指本公司的相關股份之好倉。

除上文披露者外，於二零一七年六月三十日，董事或本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中，概無擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所；或根據證券及期貨條例第352條須登記於該條所指的登記冊內；或根據與董事進行證券交易有關的創業板上市規則第5.46至5.67條須知會本公司及聯交所的任何權益或淡倉。



### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

So far as is known to the Directors, as at 30 June 2017, the following shareholders and persons (not being a Director or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company 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, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group:

#### (a) Substantial shareholders

### 主要股東及其他人士於股份、相關股份及債權證中之權益及淡倉

據董事所知，於二零一七年六月三十日，下列股東及人士（並非董事或本公司主要行政人員）在本公司股份或相關股份中擁有須根據證券及期貨條例第XV部第2及3分部條文向本公司及聯交所披露的權益或淡倉，或直接或間接擁有附帶權利可在所有情況下於本集團任何其他成員公司的股東大會上投票的任何類別股本面值10%或以上權益：

#### (a) 主要股東

| Name of shareholder   | Nature of interest                             | Number of shares held/ interested | Approximate percentage of shareholding as at 30 June 2017 |
|---|--|-----------------------------------|---|
| 股東名稱  | 權益性質   | 持有／擁有權益的股份數目<br>(note 3)<br>(附註3) | 於二零一七年六月三十日<br>概約股權百分比                                    |
| Ever Robust Holdings Limited (note 1)<br>連捷控股有限公司(附註1)  | Beneficial owner<br>實益擁有人                      | 136,800,000 (L)                   | 10.85   |
| Whole Kind Investments Limited (note 1)<br>豪佳投資有限公司(附註1)  | Interest in a controlled corporation<br>受控法團權益 | 136,800,000 (L)                   | 10.85   |
| Interactive Entertainment China Cultural Technology Investments Limited (note 1)<br>互娛中國文化科技投資有限公司(附註1) | Interest in controlled corporations<br>受控法團權益  | 136,800,000 (L)                   | 10.85   |
| Perfect Growth Limited (note 2)<br>肇堅有限公司(附註2)  | Beneficial owner<br>實益擁有人                      | 186,492,340 (L)                   | 14.79   |
| Lucky Famous Limited (note 2)<br>Lucky Famous Limited(附註2)  | Interest in a controlled corporation<br>受控法團權益 | 186,492,340 (L)                   | 14.79   |
| GET Holdings Limited (note 2)<br>智易控股有限公司(附註2)  | Interest in controlled corporations<br>受控法團權益  | 186,492,340 (L)                   | 14.79   |

## Notes:

- These 136,800,000 ordinary shares of the Company are held by Ever Robust Holdings Limited ("Ever Robust"), which is wholly-owned by Whole Kind Investments Limited ("Whole Kind"), which is in turn wholly-owned by Interactive Entertainment China Cultural Technology Investments Limited ("IE China"). By virtue of the SFO, each of Whole Kind and IE China is deemed, or taken to be, interested in all the ordinary shares of the Company held by Ever Robust.
- These 186,492,340 ordinary shares of the Company are held by Perfect Growth Limited ("Perfect Growth"), which is wholly-owned by Lucky Famous Limited ("Lucky Famous"), which is in turn wholly-owned by GET Holdings Limited ("GET"). By virtue of the SFO, each of Lucky Famous and GET is deemed, or taken to be, interested in all the ordinary shares of the Company held by Perfect Growth.
- "L" denotes long position in the ordinary shares of the Company.

**(b) Other persons**

| Name of shareholder    | Nature of interest        | Number of shares held/interested | Approximate percentage of shareholding as at 30 June 2017 |
|------------------------|---------------------------|----------------------------------|---|
| 股東名稱                   | 權益性質                      | 持有／擁有權益的股份數目<br>(note)<br>(附註)   | 於二零一七年六月三十日<br>概約股權百分比                                    |
| Leung Kwok Pong<br>梁國邦 | Beneficial owner<br>實益擁有人 | 104,990,000 (L)                  | 8.33  |

Note: "L" denotes long position in the ordinary shares of the Company.

Save as disclosed above, as at 30 June 2017, the Directors are not aware of any other persons who have interests or short positions in the shares or underlying shares of the Company 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 will be directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any of its subsidiaries.

## 附註：

- 該等136,800,000股本公司普通股由連捷控股有限公司(「連捷」)持有，連捷由豪佳投資有限公司(「豪佳」)全資擁有，而豪佳則由互娛中國文化科技投資有限公司(「互娛中國」)全資擁有。根據證券及期貨條例，豪佳及互娛中國各自被視為或被當作於連捷持有之本公司的全部普通股中擁有權益。
- 該等186,492,340股本公司普通股由肇堅有限公司(「肇堅」)持有，肇堅由Lucky Famous Limited(「Lucky Famous」)全資擁有，而Lucky Famous則由智易控股有限公司(「智易」)全資擁有。根據證券及期貨條例，Lucky Famous及智易各自被視為或被當作於肇堅持有之本公司的全部普通股中擁有權益。
- 「L」指本公司的普通股之好倉。

**(b) 其他人士**

| Name of shareholder    | Nature of interest        | Number of shares held/interested | Approximate percentage of shareholding as at 30 June 2017 |
|------------------------|---------------------------|----------------------------------|---|
| 股東名稱                   | 權益性質                      | 持有／擁有權益的股份數目<br>(note)<br>(附註)   | 於二零一七年六月三十日<br>概約股權百分比                                    |
| Leung Kwok Pong<br>梁國邦 | Beneficial owner<br>實益擁有人 | 104,990,000 (L)                  | 8.33  |

附註：「L」指本公司普通股之好倉。

除上文披露者外，於二零一七年六月三十日，董事並不知悉任何其他人士在本公司股份或相關股份中擁有須根據證券及期貨條例第XV部第2及3分部條文向本公司及聯交所披露的權益或淡倉，或將直接或間接擁有附帶權利可在所有情況下於本公司或其任何附屬公司的股東大會上投票的任何類別股本面值10%或以上權益。

## CHANGES IN INFORMATION OF DIRECTORS

Pursuant to Rule 17.50A(1) of the GEM Listing Rules, there are changes in the information required to be disclosed pursuant to paragraphs (a) to (e) and (g) of Rule 17.50(2) of the GEM Listing Rules in the course of the term of office of a Director during the period under review. On 1 May 2017, Mr. Lam Kai Yeung ("Mr. Lam"), an independent non-executive Director, resigned as an independent non-executive director of Highlight China IoT International Limited ("Highlight China") (a company listed on the Main Board of the Stock Exchange with stock code: 1682) and was re-designated as the chief financial officer of Highlight China. Mr. Lam was appointed as an executive director of Highlight China on 30 June 2017. On 23 May 2017, Mr. Lam was appointed as an independent non-executive director of Kin Shing Holdings Limited (a company listed on the Main Board of the Stock Exchange with stock code: 1630).

Save as disclosed above, there are no other matters required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules.

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the Period.

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has 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. Having made specific enquiry of all Directors, all Directors have confirmed that they have complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company during the Period.

## CORPORATE GOVERNANCE PRACTICES

During the Period, the Company has complied with all the applicable code provisions contained in the Corporate Governance Code ("CG Code") set out in Appendix 15 to the GEM Listing Rules, except for the deviations mentioned in the following paragraph.

## 董事資料變動

根據創業板上市規則第17.50A(1)條，於回顧期間，董事任職期間出現須根據創業板上市規則第17.50(2)條第(a)至(e)段及第(g)段予以披露的資料變動。於二零一七年五月一日，獨立非執行董事林繼陽先生(「林先生」)辭任高銳中國物聯網國際有限公司(「高銳中國」，一間於聯交所主板上市的公司，股份代號：1682)的獨立非執行董事並調任為高銳中國的首席財務總監。於二零一七年六月三十日，林先生獲委任為高銳中國的執行董事。於二零一七年五月二十三日，林先生獲委任為建成控股有限公司(一間於聯交所主板上市的公司，股份代號：1630)的獨立非執行董事。

除前述披露者外，概無其他事項須根據創業板上市規則第17.50A(1)條予以披露。

## 購買、出售或贖回上市證券

於期內，本公司或其附屬公司概無購買、出售或贖回本公司任何上市證券。

## 董事進行證券交易

本公司已就董事進行證券交易採納行為守則，其條款之嚴格程度不遜於創業板上市規則第5.48至5.67條所載之規定交易準則。經向全體董事作出特定查詢後，全體董事已確認彼等於期內一直遵守規定交易準則及本公司所採納之董事進行證券交易行為守則。

## 企業管治常規

於期內，本公司一直遵守創業板上市規則附錄15所載的企業管治守則(「企業管治守則」)所有適用守則條文，惟下段所述之偏離除外。

According to code provision A.2.1 of the CG Code, the roles of the chairman and the chief executive officer should be separate and should not be performed by the same individual. During the Period, the role of the chairman was performed by Mr. Ng Wing Cheong Stephen (resigned as chairman of the Board on 8 June 2017) followed by Mr. Chan Wai Lung (appointed on 8 June 2017). During the Period, the office of the chief executive officer of the Company remained vacated, since the Company has not been able to identify a suitable candidate for the position.

However, the Board will keep reviewing the current structure of the Board from time to time and should any candidate with suitable knowledge, skill and experience be identified, the Company will make appointment to fill the position as appropriate.

### COMPETING INTERESTS

Mr. Fung Ka Lok Adams, an independent non-executive Director, is also a director and a non-controlling shareholder of Innovest Finance Limited, which is a company principally engaged in the money lending business in Hong Kong.

Save as disclosed above, none of the Directors and their respective close associates as defined in the GEM Listing Rules had any business or interests in a business which competes or is likely to complete, either directly or indirectly, with the business of the Group during the Period. As at 30 June 2017, the Company did not have any controlling shareholder.

### CHANGE OF DIRECTORS AND COMPOSITION OF BOARD COMMITTEES

At the annual general meeting of the Company held on 18 May 2017 (“2017 AGM”), Mr. Yuen Shiu Wai (“Mr. Yuen”) did not offer himself for re-election due to his other commitments which required more of his time and retired as an independent non-executive Director upon conclusion of the 2017 AGM (“Retirement”). Following the Retirement, Mr. Yuen also resigned as (i) the chairman of the remuneration committee (“Remuneration Committee”) of the Board; (ii) a member of the audit committee (“Audit Committee”) of the Board; and (iii) a member of the nomination committee (“Nomination Committee”) of the Board with effect from 18 May 2017.

With effect from 19 May 2017, Mr. Fung Ka Lok Adams was appointed as a non-executive Director.

根據企業管治守則守則條文第A.2.1條，主席及行政總裁之角色應予區分，並不應由同一人兼任。於期內，主席角色由吳榮祥先生(於二零一七年六月八日辭任董事會主席)擔任，之後由陳偉龍先生(於二零一七年六月八日獲委任)擔任。期內，由於本公司尚未能物色到合適人選擔任該職，故本公司行政總裁一職仍然懸空。

然而，董事會將持續不時檢討董事會現有架構，倘物色到擁有適合知識、技能及經驗之人選，本公司將適時委任有關人士擔任行政總裁一職。

### 競爭權益

獨立非執行董事馮嘉諾先生亦為粵創財務有限公司之董事及非控股股東，粵創財務有限公司為一間主要於香港從事借貸業務之公司。

除上文所披露者外，於期內，概無董事及彼等各自之緊密聯繫人(定義見創業板上市規則)擁有與本集團業務直接或間接構成或可能構成競爭的業務或於有關業務中擁有權益。於二零一七年六月三十日，本公司並無任何控股股東。

### 董事及董事委員會組成變動

於二零一七年五月十八日舉行之本公司股東週年大會上(「二零一七年股東週年大會」)，袁紹槐先生(「袁先生」)因須投入更多時間處理其他事務而並無膺選連任，故於二零一七年股東週年大會結束後退任獨立非執行董事(「退任」)。於退任後，袁先生亦辭任(i)董事會薪酬委員會(「薪酬委員會」)主席；(ii)董事會審核委員會(「審核委員會」)成員及(iii)董事會提名委員會(「提名委員會」)成員，自二零一七年五月十八日起生效。

自二零一七年五月十九日起，馮嘉諾先生已獲委任為非執行董事。

With effect from 8 June 2017, Mr. Chan Wai Lung was appointed as an executive Director and the chairman of the Board, Mr. Zhong Shi was appointed as an independent non-executive Director, a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee, Mr. Ng Wing Cheong Stephen resigned as the chairman of the Board and the chairman of the Nomination Committee, Ms. Lam Ching Yee resigned as a member of the Remuneration Committee, and Mr. Lam was appointed as the chairman of each of the Remuneration Committee and the Nomination Committee.

### AUDIT COMMITTEE

The Company established the Audit Committee on 10 September 2013 with written terms of reference posted on the websites of the GEM and of the Company. Such written terms of reference were revised and adopted by the Board on 29 December 2015 in accordance with the revised CG Code taking effect on 1 January 2016. The primary duties of the Audit Committee are, among other matters, to review the Company's financial information and monitoring of the Company's financial reporting system, risk management and internal control systems.

At the date of this report, the Audit Committee comprises three independent non-executive Directors, namely Mr. Lam (chairman), Ms. Lee Kwun Ling, May Jean and Mr. Zhong Shi. Each committee meeting was chaired by an independent non-executive Director.

The unaudited condensed consolidated results of the Group for the Period have been reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosures have been made.

On behalf of the Board  
**Finsoft Financial Investment Holdings Limited**  
**Mr. Chan Wai Lung**  
Chairman

Hong Kong, 9 August 2017

*As at the date of this report, the Board consists of Mr. Chan Wai Lung being an executive Director and the chairman of the Board, Ms. Lam Ching Yee and Ms. Lin Ting being the executive Directors, Mr. Fung Ka Lok Adams and Mr. Ng Wing Cheong Stephen being the non-executive Directors, and Mr. Lam Kai Yeung, Ms. Lee Kwun Ling, May Jean and Mr. Zhong Shi being the independent non-executive Directors.*

自二零一七年六月八日起，陳偉龍先生已獲委任為執行董事兼董事會主席，鍾實先生已獲委任為獨立非執行董事以及各審核委員會、薪酬委員會及提名委員會的成員，吳榮祥先生已辭任董事會主席及提名委員會主席，林靜儀女士已辭任薪酬委員會成員，以及林先生已分別獲委任為薪酬委員會及提名委員會主席。

### 審核委員會

本公司於二零一三年九月十日成立審核委員會，其書面職權範圍刊載於創業板及本公司網站。該等書面職權範圍已由董事會根據自二零一六年一月一日起生效之經修訂企業管治守則於二零一五年十二月二十九日修訂及採納。審核委員會之主要職責為(其中包括)審閱本公司的財務資料及監察本公司的財務報告系統、風險管理及內部監控系統。

於本報告日期，審核委員會由三名獨立非執行董事組成，即林先生(主席)、李筠翎女士及鍾實先生。每次委員會會議均由一名獨立非執行董事擔任主席。

本集團於期內之未經審核簡明綜合業績已經由審核委員會審閱，而審核委員會認為該業績之編製符合適用會計準則及規定，並已作出足夠披露。

代表董事會  
**匯財金融投資控股有限公司**  
主席  
陳偉龍先生

香港，二零一七年八月九日

於本報告日期，董事會成員包括執行董事兼董事會主席陳偉龍先生，執行董事林靜儀女士及林靈女士，非執行董事馮嘉諾先生及吳榮祥先生，以及獨立非執行董事林繼陽先生、李筠翎女士及鍾實先生。



8018

**FINSOFT FINANCIAL INVESTMENT  
HOLDINGS LIMITED**  
匯財金融投資控股有限公司

