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Sino Vision Worldwide Holdings Limited 新維國際控股有限公司

(前稱「DX.com控股有限公司」)
(於開曼群島註冊成立及於百慕達存續之有限公司)
(股份代號：8086)

二零一七年至二零一八年中中期業績公告

新維國際控股有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然公佈本集團截至二零一七年十二月三十一日止六個月之未經審核業績。本公告載有本公司二零一七年至二零一八年中中期業績報告全文，乃符合香港聯合交易所有限公司創業板(「創業板」)證券上市規則(「創業板上市規則」)中有關中期業績初步公告附載資料之相關要求。本公司二零一七年至二零一八年中中期報告的印刷版本將會寄發予本公司股東，並可於二零一八年二月十五日在聯交所網站www.hkexnews.com及本公司網站www.sinovisionworldwide.com閱覽。

代表董事會
新維國際控股有限公司
主席
潘文森

香港，二零一八年二月九日

於本公告日期，本公司執行董事為潘文森先生及艾奎宇先生；本公司非執行董事為張世澤先生；及本公司獨立非執行董事為方福偉先生、陳毅奮先生及黃智穎先生。

本公告之資料乃遵照聯交所創業板(「創業板」)上市規則而刊載，旨在提供有關本公司之資料；董事願就本公告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，本公告所載資料在各重要方面均屬準確及完備，沒有誤導或欺詐成份，且並無遺漏任何事項，足以令致本公告或其所載任何陳述產生誤導。

本公告將由刊發日期起計最少一連七天載於創業板網站<http://www.hkgem.com>之「最新公司公告」網頁內及本公司之網站<http://www.sinovisionworldwide.com>內。

Sino Vision Worldwide Holdings Limited

新維國際控股有限公司

(Formerly known as “DX.com Holdings Limited”)

(前稱「DX.com 控股有限公司」)

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

(於開曼群島註冊成立及於百慕達存續之有限公司)

(Stock Code: 8086)

(股份代號：8086)

2017/2018 INTERIM REPORT 二零一七至二零一八年中報告

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

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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.

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This report, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

創業板的定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險之公司提供一個上市之市場。有意投資者應了解投資該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板的較高風險及其他特點表示創業板較適合專業及其他老練投資者。

由於創業板上市公司之性質所然，在創業板買賣之證券可能會較於主板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

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

本報告的資料乃遵照創業板上市規則之規定而刊載，旨在提供有關本公司的資料；本公司的董事願就本報告的資料共同及個別地承擔全部責任。本公司各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成份，且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。

UNAUDITED RESULTS

The board (the "Board") of directors (the "Directors") of Sino Vision Worldwide Holdings Limited (formerly known as DX.com Holdings Limited) (the "Company") announced the unaudited condensed consolidated interim results of the Company and its subsidiaries (the "Group") for the three months and six months ended 31 December 2017 together with the unaudited comparative figures for the corresponding periods in 2016 as follows:

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

		Notes 附註	For the three months ended 31 December 截至十二月三十一日止三個月		For the six months ended 31 December 截至十二月三十一日止六個月	
			2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
REVENUE	收入	3	79,513	89,489	157,053	177,859
Cost of sales and services	銷售成本和服務成本	6	(55,792)	(55,258)	(106,782)	(112,773)
Gross profit	毛利		23,721	34,231	50,271	65,086
Other income and gains	其他收入及收益		394	439	838	872
Selling and distribution costs	銷售及分銷成本		(15,244)	(22,663)	(30,877)	(46,952)
Administrative and other expenses	行政及其他費用		(51,230)	(16,301)	(53,420)	(40,548)
Finance costs	融資成本	5	(2,569)	(188)	(3,639)	(254)
LOSS BEFORE TAX	除稅前虧損	6	(44,928)	(4,482)	(36,827)	(21,796)
Income tax expense	所得稅費用	7	(150)	(99)	(839)	(99)
LOSS FOR THE PERIOD	本期間虧損		(45,078)	(4,581)	(37,666)	(21,895)
Loss attributable to:	應佔虧損：					
Owners of the Company	本公司擁有人		(40,788)	(4,613)	(30,391)	(21,866)
Non-controlling interests	非控股權益		(4,290)	32	(7,275)	(29)
			(45,078)	(4,581)	(37,666)	(21,895)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通股權益持有人應佔之 每股虧損	9				
Basic – Loss for the period	基本 – 本期間虧損		(1.47)港仙cents	(0.24)港仙cents	(1.09)港仙cents	(1.22)港仙cents
Diluted – Loss for the period	攤薄 – 本期間虧損		(1.47)港仙cents	(0.24)港仙cents	(1.09)港仙cents	(1.22)港仙cents

未經審核業績

新維國際控股有限公司(前稱為DX.com控股有限公司)(「本公司」)董事(「董事」)會(「董事會」)宣佈，本公司及其附屬公司(「本集團」)截至二零一七年十二月三十一日止三個月及六個月之未經審核簡明綜合中期業績，連同截至二零一六年同期未經審核之比較數字如下：

簡明綜合損益及其他全面收益表

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

		For the three months ended 31 December 截至十二月三十一日止三個月		For the six months ended 31 December 截至十二月三十一日止六個月	
		2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Loss for the period	本期間虧損	(45,078)	(4,581)	(37,666)	(21,895)
Other comprehensive income to be reclassified to profit or loss in subsequent period:	其他綜合收益在以後會計期間重新分類為損益：				
– Exchange difference arising on translation of foreign operations	– 轉換境外業務時產生之匯兌差額	34	(131)	77	(284)
– (Decrease)/increase in fair value of available-for-sales investments	– 可供出售投資公平值之(減少)/增加	–	(636)	(5,700)	5,701
– Release of reserve upon disposal of available-for-sales investments	– 於出售可供出售投資的儲備解除	6,095	–	6,095	725
– Reclassification adjustment to profit or loss on impairment loss on available-for-sales investments	– 可供出售投資之減值虧損於損益重新分類調整	–	–	–	88
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	本期間全面收益總額	<u>(38,949)</u>	<u>(5,348)</u>	<u>(37,194)</u>	<u>(15,665)</u>
Total comprehensive income attributable to:	應佔全面收益總額：				
Owners of the Company	本公司擁有人	(34,647)	(5,380)	(29,896)	(15,636)
Non-controlling interests	非控股權益	(4,302)	32	(7,298)	(29)
		<u>(38,949)</u>	<u>(5,348)</u>	<u>(37,194)</u>	<u>(15,665)</u>

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

			31 December 2017 於二零一七年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
	Notes 附註			
NON-CURRENT ASSETS		非流動資產		
Property, plant and equipment		物業、廠房及設備	5,452	983
Goodwill	19	商譽	90,868	17,409
Other intangible assets		其他無形資產	4,878	3,900
Interests in an associate	23	聯營公司權益	15,000	-
Loan and interest receivables	10	應收貸款及利息賬款	20,000	20,000
Available-for-sales investments	11	可供出售投資	-	29,700
Total non-current assets		非流動資產總額	<u>136,198</u>	<u>71,992</u>
CURRENT ASSETS		流動資產		
Inventories		存貨	3,150	2,807
Trade receivables	12	應收貿易賬款	7,243	4,197
Loan and interest receivables	10	應收貸款及利息賬款	68,323	74,161
Prepayments, deposits and other receivables		預付款項、按金及其他應收款項	87,932	78,100
Equity investments at fair value through profit or loss		按公平值計入損益之股票投資	24,054	219
Pledged deposits	13	已抵押存款	310	310
Cash and cash equivalents	13	現金及現金等值項目	160,831	94,458
Total current assets		流動資產總額	<u>351,843</u>	<u>254,252</u>
CURRENT LIABILITIES		流動負債		
Trade payables	14	應付貿易賬款	12,725	19,658
Other payables and accruals		其他應付款項及應計負債	77,663	63,231
Deposits received in advance		預收按金	1,894	1,487
Tax payables		應付稅項	707	761
Total current liabilities		流動負債總額	<u>92,989</u>	<u>85,137</u>
NET CURRENT ASSETS		流動資產淨值	<u>258,854</u>	<u>169,115</u>
NON-CURRENT LIABILITIES		非流動負債		
Convertible bonds	15	可換股債券	125,685	-
Net assets		資產淨值	<u>269,367</u>	<u>241,107</u>
EQUITY		權益		
Equity attributable to owners of the Company		本公司擁有人應佔權益		
Share capital	16	股本	27,762	27,762
Reserves		儲備	220,579	213,365
Non-controlling interests		非控股權益	248,341	241,127
			<u>21,026</u>	<u>(20)</u>
Total equity		權益總額	<u>269,367</u>	<u>241,107</u>

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量報表

		For the six months ended 31 December	
		截至十二月三十一日止六個月	
		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
NET CASH FLOW USED IN OPERATING ACTIVITIES	經營業務之現金支出淨額	(31,500)	(3,194)
NET CASH FLOW USED IN INVESTING ACTIVITIES	投資活動之現金支出淨額	(19,617)	(65,625)
NET CASH FLOW FROM FINANCING ACTIVITIES	融資活動之現金所得淨額	117,500	98,851
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值項目增加淨額	66,383	30,032
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	期初之現金及現金等值項目	94,458	30,017
EFFECT OF FOREIGN EXCHANGE RATE CHANGES, NET	外匯變動之調整	(10)	(338)
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	期末之現金及現金等值項目	160,831	59,711
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值項目結餘之分析		
Cash and bank balances	現金及銀行結餘	160,831	59,711

Condensed Consolidated Statement of Changes In Equity

簡明綜合權益變動表

		Attributable to owners of the Company 本公司擁有人應佔												
		Issued capital	Share premium	Convertible bonds equity reserve	Contributed surplus	Treasury share reserve	Share option reserve	Available-for-sales investment revaluation reserve	Exchange fluctuation reserve	Other reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		已發行股本	股份溢價	可換取債券儲備	實繳盈餘	庫存股本儲備	購股權儲備	可供出售投資估值儲備	外匯浮動儲備	其他儲備	累計虧損	合計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 July 2016 (Audited)	於二零一六年七月一日 (經審核)	13,986	106,915	-	77,068	3,526	3,763	6,191	(132)	-	(79,376)	131,941	78	132,019
Loss for the period	本期間虧損	-	-	-	-	-	-	-	-	-	(21,866)	(21,866)	(29)	(21,895)
Exchange differences arising on translation of foreign operations	轉按境外業務時產生之匯兌差額	-	-	-	-	-	-	-	(284)	-	-	(284)	-	(284)
Net increase in fair value of available-for-sales investments	可供出售投資公平值之淨增加	-	-	-	-	-	-	5,701	-	-	-	5,701	-	5,701
Releases of reserve upon disposal of available-for-sales investments	出售可供出售投資的儲備回撥	-	-	-	-	-	-	725	-	-	-	725	-	725
Reclassification adjustment to profit or loss on impairment loss on available-for-sales investments	可供出售投資之減值虧損於損益重新分類調整	-	-	-	-	-	-	88	-	-	-	88	-	88
Total comprehensive income for the period	本期間全面收益總額	-	-	-	-	-	-	6,514	(284)	-	(21,866)	(15,636)	(29)	(15,665)
Issue of share net of share issue expenses (note 16(a)(i)&(ii))	發行股份已扣除股份發行開支 (附註16(a)(i)及(ii))	7,646	81,024	-	-	-	-	-	-	-	-	88,670	-	88,670
Equity-settled share option arrangements (note 17)	以股本結算購股權安排 (附註17)	-	-	-	-	-	710	-	-	-	-	710	-	710
Exercise of share options (note 16 and 17)	行使購股權 (附註16及17)	806	13,392	-	-	-	(3,763)	-	-	-	-	10,435	-	10,435
At 31 December 2016 (Unaudited)	於二零一六年十二月三十一日 (未經審核)	22,438	201,331	-	77,068	3,526	710	12,705	(416)	-	(101,242)	216,120	49	216,169
At 1 July 2017 (Audited)	於二零一七年七月一日 (經審核)	27,762	263,871	-	77,068	3,526	-	(395)	(437)	-	(130,268)	241,127	(20)	241,107
Loss for the period	本期間虧損	-	-	-	-	-	-	-	-	-	(30,391)	(30,391)	(7,275)	(37,666)
Exchange differences arising on translation of foreign operations	轉按境外業務時產生之匯兌差額	-	-	-	-	-	-	-	100	-	-	100	(23)	77
Decrease in fair value of available-for-sales investments	可供出售投資公平值之減少	-	-	-	-	-	-	(5,700)	-	-	-	(5,700)	-	(5,700)
Release of reserve upon disposal of available-for-sales investments	出售可供出售投資的儲備回撥	-	-	-	-	-	-	6,095	-	-	-	6,095	-	6,095
Total comprehensive income for the period	本期間全面收益總額	-	-	-	-	-	-	395	100	-	-	(29,896)	(7,298)	(37,194)
Deemed partial disposal of interest in subsidiaries (note 18)	視作出售附屬公司部分權益 (附註18)	-	-	-	-	-	-	-	-	(8,344)	-	(8,344)	28,344	20,000
Issue of convertible bonds (note 15)	發行可換取債券 (附註15)	-	-	45,454	-	-	-	-	-	-	-	45,454	-	45,454
At 31 December 2017 (Unaudited)	於二零一七年十二月三十一日 (未經審核)	27,762	263,871	45,454	77,068	3,526	-	-	(337)	(8,344)	(160,659)	248,341	21,026	269,367

Notes to the Condensed Consolidated Financial Statements

1. CORPORATE AND GROUP INFORMATION

The Company was a limited liability company incorporated in the Cayman Islands on 15 March 2000 under the Companies Law of the Cayman Islands. The shares of the Company were listed on the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 2 August 2000.

On 21 August 2015, the Company de-registered from the Cayman Islands and registered in Bermuda as an exempted company under the law of Bermuda.

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

Pursuant to a special resolution passed at the special general meeting of the Company on 28 December 2017, the English name of the Company has been changed from “DX.com Holdings Limited” to “Sino Vision Worldwide Holdings Limited” and the Chinese name “新維國際控股有限公司” has been adopted as the secondary name to replace the existing Chinese name of the Company “DX.com控股有限公司”.

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

The principal place of business of the Company was located at office J, 21/F, Kings Wing Plaza 1, No. 3 On Kwan Street, Sha Tin, New Territories, Hong Kong. With effect from 1 December 2017, the principal place of business was relocated to Unit 2, 28/F, Vertical Square, No. 28 Heung Yip Road, Wong Chuk Hang, Hong Kong.

The Group is principally engaged in (i) e-commerce and provision of online sales platform; (ii) money lending business; and (iii) provision of property management and property agency services in Hong Kong. During the six months ended 31 December 2017 (the “Period”), the Group commenced its agency business for licensed intellectual property (“IP”) rights, international IP development and media business.

2. BASIS OF PRESENTATION

The unaudited condensed consolidated interim financial statements have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), the applicable disclosure required by the Rules Governing the Listing of Securities on GEM (the “GEM Listing Rules”) and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for equity investments at fair value through profit or loss and available-for-sale investments, which have been measured at fair value.

The accounting policies adopted in the preparation of the unaudited condensed consolidated financial statements for the Period are consistent with those adopted by the Group in its annual financial statements for the year ended 30 June 2017.

Accounting Policies

In the Period, the Group has applied, for the first time, certain revised Hong Kong Financial Reporting Standards (“HKFRSs”) and Hong Kong Accounting Standards (“HKAS”) issued by the HKICPA, which are effective for the financial year beginning on 1 January 2017. The application of these revised HKFRSs and HKAS in the Period had no material impact on the Group.

簡明綜合財務報表附註

1. 公司及集團資料

本公司於二零零零年三月十五日根據開曼群島公司法在開曼群島註冊成立為有限責任公司。本公司股份於二零零零年八月二日在香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市。

於二零一五年八月二十一日，本公司撤銷於開曼群島之註冊，並於百慕達根據百慕達法例註冊成為獲豁免公司。

遷冊對本公司之持續性及上市地位並無構成任何影響。

據於本公司在二零一七年十二月二十八日所舉行股東特別大會上通過的特別決議案，本公司英文名稱已由「DX.com Holdings Limited」更改為「Sino Vision Worldwide Holdings Limited」，並採納中文名稱「新維國際控股有限公司」作為第二名稱以取代本公司舊有中文名稱「DX.com控股有限公司」。

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

本公司原有主要營業地點在香港新界沙田安群街3號京瑞廣場1期21樓J室。自二零一七年十二月一日起，主要營業地點已搬遷至香港黃竹坑香葉道28號嘉尚匯28樓2室。

本集團主要從事(i)電子商務及提供網上銷售平台；(ii)借貸業務；及(iii)於香港提供物業管理及物業代理服務。截至二零一七年十二月三十一日止六個月(「本期間」)，本集團已開始從事授權知識產權代理業務、國際知識產權開發及媒體業務。

2. 編製基準

本未經審核簡明綜合中期財務報表乃遵照香港會計師公會(「香港會計師公會」)頒佈之香港會計準則(「香港會計準則」)第34號「中期財務報告」、創業板證券上市規則(「創業板上市規則」)的適用披露規定及香港公司條例的披露規定而編製。財務報表乃按歷史成本法編製，惟按公平值計入損益的股票投資及可供出售投資乃按公平值計量。

編製本期間之未經審核簡明綜合財務報表時所採用之會計政策，與本集團編製其截至二零一七年六月三十日止年度之年度財務報表時所採用者貫徹一致。

會計政策

本期間，本集團已首次採用若干由香港會計師公會所頒佈，並於本集團二零一七年一月一日開始之財政年度生效之經修訂之香港財務報告準則(「香港財務報告準則」)及香港會計準則(「香港會計準則」)。本期間採用該等經修訂香港財務報告準則及香港會計準則並沒有對本集團造成重大影響。

3. REVENUE

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

Revenue:	收入：
E-commerce and provision of online sales platform	電子商務及提供網上銷售平台
Interest income arising from the money lending business	借貸業務之利息收入
Provision of property management and property agency services	物業管理及物業代理服務
IP rights licensing fee and sponsorship income	授權知識產權費及贊助收入

3. 收入

本集團之收入分析如下：

For the three months ended 31 December 截至十二月三十一日止三個月 2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)		For the six months ended 31 December 截至十二月三十一日止六個月 2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	
	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)		2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
72,627	87,765	139,735	176,135
2,302	647	4,669	647
389	1,077	5,516	1,077
4,195	-	7,133	-
79,513	89,489	157,053	177,859

4. OPERATING SEGMENT INFORMATION

The Group was principally engaged in (i) e-commerce and provision of online sales platform, (ii) money lending business; and (iii) provision of property management and property agency services in Hong Kong. During the Period, the Group made access to licensed IP rights, international IP development and media business since August 2017, details please refer to note 19.

For management purposes, the Group is organised into business units based on their nature. There are four reportable operating segments as follows:

- E-commerce and provision of online sales platform;
- Money lending business;
- Provision of property management and property agency services; and
- Licensed IP rights, international IP development and media business.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment (loss)/profit, which is a measure of adjusted loss before tax. The adjusted loss before tax is measured consistently with the Group's loss before tax except that interest income, finance costs, gain/(loss) from equity investments at fair value through profit or loss and available-for-sales investments, as well as head office and corporate expenses are excluded from such measurement.

Segment assets exclude available-for-sales investments, equity investments at fair value through profit or loss and unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

4. 經營分部資料

本集團的主營業務是(i)電子商務的業務及網上銷售平台，(ii)借貸業務；及(iii)於香港提供物業管理及物業代理服務。於本期間，本集團自二零一七年八月起擴展至授權知識產權、國際知識產權開發及媒體業務，詳情請參閱附註19。

為方便管理，本集團按其性質組織業務單位，現有如下四個可呈報業務分部：

- 電子商務及提供網上銷售平台；
- 借貸業務；
- 提供物業管理及物業代理服務；及
- 授權知識產權、國際知識產權開發及媒體業務。

管理層獨立監控其集團的經營分部業績，以便就資源配置及績效評估制定決策。評估分部表現時，乃按可呈報分部(虧損)/盈利得出，即計量由除稅前經調整虧損。計量由除稅前經調整虧損時，與本集團之除稅前虧損一致，惟利息收入、財務成本、按公平值計入損益之股票投資及可供出售投資之收益/(虧損)、連同總部及企業開支則不計算在內。

分類資產並無包括可供出售投資、按公平值計入損益之股票投資和未分配總部及企業資產，原因為該等資產乃按集團層面管理。

分部負債並無包括未分配總部及企業負債，原因為該等負債乃按集團層面管理。

		E-commerce and provision of online sales platform segment 電子商務及 提供網上 銷售平台分部 HK\$'000 千港元 (Unaudited) (未經審核)	Money lending business segment 借貸業務分部 HK\$'000 千港元 (Unaudited) (未經審核)	Provision of property management and property agency services segment 提供物業 管理及物業代理 服務分部 HK\$'000 千港元 (Unaudited) (未經審核)	Licensed IP rights, international IP development and media business segment 授權知識產權、 國際知識產權 開發及媒體業務 HK\$'000 千港元 (Unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (Unaudited) (未經審核)
Segment revenue	分部收入	139,735	4,669	5,516	7,133	157,053
Segment other income	分部其他收入	824	-	-	2	826
Segment results	分部業績	(17,521)	4,611	1,441	3,023	(8,446)
Unallocated other income and gains	未分配其他收入及收益					12
Unallocated expenses	未分配之費用					(24,754)
Loss from operations	營運虧損					(33,188)
Finance costs	融資成本					(3,639)
Loss before tax	除稅前虧損					(36,827)
Income tax expenses	所得稅費用					(839)
Loss for the Period	本期間虧損					(37,666)
Segment assets	分部資產	123,768	89,930	6,026	13,661	233,385
Unallocated assets	未分配之資產					254,656
Total assets	總資產					488,041
Segment liabilities	分部負債	76,137	-	226	4,343	80,706
Unallocated liabilities	未分配之負債					137,968
Total liabilities	總負債					218,674
Capital expenditure	資本開支	392	-	181	2,699	3,272
Unallocated capital expenditure	未分配之資本開支					3,977
						7,249
Depreciation and amortisation	折舊及攤銷	279	-	70	332	681
Unallocated depreciation and amortisation	未分配之折舊及攤銷					508
						1,189

		E-commerce and provision of online sales platform segment 電子商務及 提供網上 銷售平台分部 HK\$'000 千港元 (Unaudited) (未經審核)	Money lending business segment 借貸業務分部 HK\$'000 千港元 (Unaudited) (未經審核)	Provision of property management and property agency services segment 提供物業 管理及物業代理 服務分部 HK\$'000 千港元 (Unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (Unaudited) (未經審核)
Segment revenue	分部收入	<u>176,135</u>	<u>647</u>	<u>1,077</u>	<u>177,859</u>
Segment results	分部業績	<u>(9,476)</u>	<u>559</u>	<u>541</u>	<u>(8,376)</u>
Unallocated other income and gains	未分配其他收入及 收益				14
Unallocated expenses	未分配之費用				<u>(13,180)</u>
Loss from operations	營運虧損				(21,542)
Finance costs	融資成本				<u>(254)</u>
Loss before tax	除稅前虧損				(21,796)
Income tax expenses	所得稅費用				<u>(99)</u>
Loss for the period	本期間虧損				<u>(21,895)</u>
Segment assets	分部資產	173,973	57,102	5,198	236,273
Unallocated assets	未分配之資產				<u>96,843</u>
Total assets	總資產				<u>333,116</u>
Segment liabilities	分部負債	112,587	28	256	112,871
Unallocated liabilities	未分配之負債				<u>4,076</u>
Total liabilities	總負債				<u>116,947</u>
Capital expenditure	資本開支	112	–	–	112
Unallocated capital expenditure	未分配之資本開支				<u>1,217</u>
					<u>1,329</u>
Depreciation and amortisation	折舊及攤銷	607	–	9	616
Unallocated depreciation and amortisation	未分配之折舊及攤銷				<u>134</u>
					<u>750</u>

Geographical information

(a) Revenue from external customers

The revenue information is based on the location of the customers:

Period ended 31 December 2017 (Unaudited)

	North America 北美洲 HK\$'000 千港元	South America 南美洲 HK\$'000 千港元	Africa 非洲 HK\$'000 千港元	Europe 歐洲 HK\$'000 千港元	Asia 亞洲 HK\$'000 千港元	Oceania 大洋洲 HK\$'000 千港元	Consolidated 合併 HK\$'000 千港元
Segment revenue:							
E-commerce and provision of online sales platform	12,509	19,995	1,675	75,994	26,073	3,489	139,735
Money lending business	-	-	-	-	4,669	-	4,669
Provision of property management and property agency services	-	-	-	-	5,516	-	5,516
Licensed IP rights, international IP development and media business	-	-	-	-	7,133	-	7,133
	12,509	19,995	1,675	75,994	43,391	3,489	157,053

Period ended 31 December 2016 (Unaudited)

	North America 北美洲 HK\$'000 千港元	South America 南美洲 HK\$'000 千港元	Africa 非洲 HK\$'000 千港元	Europe 歐洲 HK\$'000 千港元	Asia 亞洲 HK\$'000 千港元	Oceania 大洋洲 HK\$'000 千港元	Consolidated 合併 HK\$'000 千港元
Segment revenue:							
E-commerce and provision of online sales platform	17,895	32,678	1,281	101,219	17,527	5,535	176,135
Money lending business	-	-	-	-	647	-	647
Provision of property management and property agency services	-	-	-	-	1,077	-	1,077
	17,895	32,678	1,281	101,219	19,251	5,535	177,859

5. FINANCE COSTS

5. 融資成本

	For the three months ended 31 December 截至十二月三十一日止三個月 2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)		For the six months ended 31 December 截至十二月三十一日止六個月 2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	
Interest expenses on bank and other loans	-	188	-	254
Imputed interest expenses on convertible bonds (note 15)	2,569	-	3,639	-
	2,569	188	3,639	254

6. LOSS BEFORE TAX

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

6. 除稅前虧損

除稅前虧損乃扣除／(計入)及下列各項後計算：

		For the three months ended 31 December		For the six months ended 31 December	
		2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Cost of sales and services	銷售及服務成本				
Cost of sales	銷售成本	54,587	55,258	103,483	112,773
Cost of services	服務成本	1,205	—	3,299	—
		55,792	55,258	106,782	112,773
Technical expenses included in "Cost of sales" in the consolidated statement of profit or loss	計入綜合損益表「銷售成本」中的技術開支	1,700	1,878	3,491	4,353
Depreciation of property, plant and equipment	物業、廠房及設備折舊	626	420	1,078	750
Amortisation of other intangible assets	其他無形資產攤銷	70	—	111	—
Minimum lease payments under operating leases in respect of land and building	土地及樓宇經營租賃項下之最低租賃付款	1,325	650	2,689	1,669
Write-off of property, plant and equipment	撇銷物業、廠房及設備	256	—	256	—
Fair value (gain)/loss on equity investments at fair value through profit or loss, net	按公平值計入損益之股票投資之公平值(收益)／虧損，淨值	7,097	(1,318)	(8,063)	568
Loss on disposal of equity investments at fair value through profit or loss	出售按公平值計入損益之股票投資之虧損	2,201	—	2,201	—
Loss on disposal of available-for-sales investment	出售可供出售投資之虧損	20,199	—	20,199	5,162
Auditors' remuneration	核數師薪酬	340	210	705	390
Impairment loss of an available-for-sales investment	可供出售投資之減值虧損	—	—	—	88
Staff costs	員工成本				
Wages and salaries	工資及薪金	8,414	5,638	14,073	9,599
Housing allowances	住房津貼	94	—	130	—
Equity-settled share option expenses	股本結算購股權開支	—	710	—	710
Net pension scheme contributions	退休金供款淨額	588	654	1,019	1,316
		9,096	7,002	15,222	11,625
Foreign exchange loss, net	外匯虧損淨額	608	389	1,724	608
Bank interest income	銀行利息收入	(3)	(18)	(6)	(19)
Dividend income received from equity investment at fair value through profit or loss	按公平值計入損益之股票投資所得股息收入	(3)	(3)	(12)	(12)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	—	(73)	—	(83)
Government grants received	已收取政府補助	(50)	(89)	(87)	(238)
Ancillary service income	輔助服務收入	(318)	(254)	(713)	(465)
Rental income	租金收入	—	(31)	—	(45)

7. INCOME TAX EXPENSE

Income tax (credit)/expense for the current period:	本期間所得稅(抵免)/費用:
Profits tax – Hong Kong	利得稅 – 香港
Profits tax – Elsewhere	利得稅 – 其他地區
Deferred tax	遞延稅項
Total tax charged	稅項支出總額

Hong Kong Profits tax has been provided at the rate of 16.5% on the estimated assessable profits for the Period (six months ended 31 December 2016: 16.5%).

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

8. DIVIDENDS

The Board does not recommend the payment of interim dividend for the Period (six months ended 31 December 2016: Nil).

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

The calculations of basic and diluted loss per share are based on:

Loss attributable to ordinary equity holders of the Company	本公司普通股權益持有人應佔虧損
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Number of shares:
Weighted average number of ordinary shares in issue during the period used in the basic loss per share calculation

股份數目:
用以計算每股基本虧損之期內已發行普通股加權平均數

7. 所得稅費用

For the three months ended 31 December		For the six months ended 31 December	
截至十二月三十一日止三個月	2017	2016	截至十二月三十一日止六個月
二零一七年	二零一六年	二零一七年	二零一六年
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元
(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
(未經審核)	(未經審核)	(未經審核)	(未經審核)
(251)	91	229	91
401	8	610	8
-	-	-	-
150	99	839	99

香港利得稅按本期間內之估計應課稅盈利以稅率16.5%計提撥備(截至二零一六年十二月三十一日止六個月: 16.5%)。

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

8. 股息

董事會並不建議派發本期間的中期股息(截至二零一六年十二月三十一日止六個月: 無)。

9. 本公司普通股權益持有人應佔之每股虧損

每股基本及攤薄虧損按以下基準計算:

For the three months ended 31 December		For the six months ended 31 December	
截至十二月三十一日止三個月	2017	2016	截至十二月三十一日止六個月
二零一七年	二零一六年	二零一七年	二零一六年
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元
(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
(未經審核)	(未經審核)	(未經審核)	(未經審核)
(40,788)	(4,613)	(30,391)	(21,866)

Numbers of shares 股份數目

For the three months ended 31 December		For the six months ended 31 December	
截至十二月三十一日止三個月	2017	2016	截至十二月三十一日止六個月
二零一七年	二零一六年	二零一七年	二零一六年
(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
(未經審核)	(未經審核)	(未經審核)	(未經審核)
2,776,215,424	1,897,308,032	2,776,215,424	1,794,657,380

No adjustment has been made to the basic loss per share amounts presented for the three months and six months ended 31 December 2017 in respect of the potential dilution of the issued convertible bonds (as refer to note 15) which had an anti-dilutive effect on the basic loss per share amounts presented (three months and six months ended 31 December 2016: the Group had potentially anti-dilutive outstanding share options in issue).

10. LOAN AND INTEREST RECEIVABLES

Loan receivables	應收貸款賬款		
Interest receivables	應收利息賬款		
Impairment	減值		
Net carrying amounts	賬面淨值		
Less: Balances due within one year included in current assets	減：於一年內到期而計入流動資產之結餘		
Non-current portion	非流動部分		

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

The loan receivables are interest-bearing at rates mutually agreed between the contracting parties, ranging from 8% to 12% per annum. As at 31 December 2017, loan receivables were unsecured.

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

Receivable:	應收款：		
Within 3 months	三個月內		
3 months to 1 year	三個月至一年		
Over 1 year	超過一年		
Less: Balances due within one year included in current assets	減：於一年內到期而計入流動資產之結餘		
Non-current portion	非流動部分		

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

列報之截至二零一七年十二月三十一日止三個月及六個月的每股基本虧損金額，並無就已發行可換股債券（參閱附註15）的潛在攤薄被作出調整，對列報的每股基本虧損金額產生了反攤薄效應（截至二零一六年十二月三十一日止三個月及六個月：本集團擁有具潛在反攤薄影響之尚未行使之已發行購股權）。

10. 應收貸款及利息賬款

	31 December 2017 於二零一七年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
	86,422	93,050
	1,901	1,111
	-	-
	88,323	94,161
	(68,323)	(74,161)
	20,000	20,000

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

應收貸款賬款按訂約方之間相互協定之利率介乎每年8%至12%計息。於二零一七年十二月三十一日，應收貸款賬款為無抵押。

於報告期末，根據合同到期日餘下期間計算之應收貸款及利息賬款之分析如下：

	31 December 2017 於二零一七年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
	18,535	2,330
	49,788	71,831
	20,000	20,000
	88,323	94,161
	(68,323)	(74,161)
	20,000	20,000

於報告期末，應收貸款及利息賬款概無逾期或減值。

11. AVAILABLE-FOR-SALES INVESTMENTS

Listed investment at fair value
Equity securities listed in Hong Kong

按公平值計量的上市投資
於香港上市的股本證券

31 December 2017 於二零一七年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
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-	29,700
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The fair value of the available-for-sales investment was determined based on the quoted market price. During the Period, the Group disposed of all available-for-sales investment through the Stock Exchange.

可供出售投資之公平值乃按市場報價釐定。於本期期間內，本集團已透過聯交所出售所有可供出售投資。

12. TRADE RECEIVABLES

Trade receivables
Impairment

應收貿易賬款
減值

31 December 2017 於二零一七年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
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7,243	4,197
-	-
7,243	4,197

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

於報告期末，根據發票日期計算之應收貿易賬款之賬齡分析如下：

Current	即期	3,891	2,150
31-60 days	31-60天	3,128	2,047
61-90 days	61-90天	124	-
91-180 days	91-180天	75	-
Over 180 days	超過180天	25	-

31 December 2017 於二零一七年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
3,891	2,150
3,128	2,047
124	-
75	-
25	-
7,243	4,197

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

高級管理層定期檢討逾期結餘。鑑於上述各項及本集團之應收賬款乃與分散客戶有關，故並無重大信貸風險集中之情況。應收賬款為不計息。

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

本集團之除銷期限一般由7天至30天不等。

13. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

Cash and bank balances
Time deposits

現金及銀行結餘
定期存款

Less: Pledged time deposits for securing banking and
other facilities

減：為獲取就銀行及其他融資而抵押
之定期存款

31 December 2017	30 June 2017
於二零一七年 十二月三十一日	於二零一七年 六月三十日
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Audited)
(未經審核)	(經審核)
160,831	94,458
310	310
161,141	94,768
(310)	(310)
160,831	94,458

14. TRADE PAYABLES

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

Current
31-60 days
61-90 days
91-180 days
Over 180 days

即期
31-60天
61-90天
91-180天
超過180天

13. 現金及現金等值項目及已抵押存款

14. 應付貿易賬款

於報告期末，根據付款到期日計算之應付貿易賬款之賬
齡分析如下：

31 December 2017	30 June 2017
於二零一七年 十二月三十一日	於二零一七年 六月三十日
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Audited)
(未經審核)	(經審核)
1,124	8,043
958	-
17	-
83	589
10,543	11,026
12,725	19,658

15. CONVERTIBLE BONDS

August 2017 Convertible Bonds (“August 2017 CB”)

On 7 August 2017, the Company issued zero coupon redeemable unsecured convertible bonds with an aggregate principal amount of HK\$70,000,000 due in August 2020, comprising of HK\$40,000,000 (“1st Tranche Lockup CB”) and HK\$30,000,000 (“2nd Tranche Lockup CB”) as part of the consideration for the Sense Acquisition (Note 19). The 1st Tranche Lockup CB and 2nd Tranche Lockup CB are conditionally convertible into ordinary shares of the Company at an initial conversion price of HK\$0.138 per conversion share (subject to adjustments in accordance with the terms of the convertible bonds).

The restrictions imposed on the 1st Tranche Lockup CB shall only be released at the later of (i) the issue of the audited consolidated financial statements of the Sense Media Group for the First Year Actual Profit if the First Year Target Profit for the First Guarantee Period is achieved; or (ii) full payment of the cash compensation to the Company if the First Year Target Profit is not achieved.

The restrictions imposed on the 2nd Tranche Lockup CB shall only be released at the later of (i) the issue of the audited consolidated financial statements of the Sense Media Group for the Second Year Actual Profit if the Second Year Target Profit for the Second Guarantee Period is achieved; or (ii) full payment of the cash compensation to the Company if the Second Year Target Profit is not achieved.

Based on the conversion price of HK\$0.138 per conversion share (subject to adjustments), a maximum of 507,246,376 conversion shares will be allotted and issued, representing approximately 18.27% of the existing issued share capital of the Company and approximately 15.45% of the issued share capital of the Company as enlarged by the allotment and issue of the conversion shares. Such conversion will not result in the Company breaching the minimum public float requirement under the GEM Listing Rules or trigger a mandatory general offer under the Takeovers Code.

The fair value of the liability component was calculated using a market interest rate for an equivalent non-convertible bond. The liability component is subsequently states at amortised cost until extinguished on conversion or maturity of the bonds. The residual amount represented the conversion option and included in shareholders' equity.

Imputed interest expense on the convertible bonds is calculated using the effective interest method by applying the effective interest rate of 15.71% per annum.

15. 可換股債券

二零一七年八月可換股債券(「二零一七年八月可換股債券」)

於二零一七年八月七日，本公司發行本金總額為70,000,000港元、於二零二零年八月到期的零息票可贖回無抵押可換股債券，當中包括40,000,000港元(「第一批禁售可換股債券」)及30,000,000港元(「第二批禁售可換股債券」)之可換股債券，作為三思收購事項(附註19)的部分代價。該等第一批禁售可換股債券及第二批禁售可換股債券可有條件按初步換股價每股0.138港元(可根據可換股債券條款予以調整)兌換為本公司普通股。

對第一批禁售可換股債券施加的限制僅會在以下時間(以較後發生為準)解除：(i)就第一年實際溢利出具三思傳媒集團經審核綜合財務報表(倘於首個擔保期間達成第一年目標溢利)；或(ii)向本公司全數支付現金補償(倘第一年目標溢利未達成)。

對第二批禁售可換股債券施加的限制僅會在以下時間(以較後發生為準)解除：(i)就第二年實際溢利出具三思傳媒集團經審核綜合財務報表(倘於第二個擔保期間達成第二年目標溢利)；或(ii)向本公司全數支付現金補償(倘第二年目標溢利未達成)。

根據每股換股股份0.138港元的換股價(可予調整)，最多507,246,376股換股股份將予配發及發行，相當於本公司現時已發行股本約18.27%及本公司經配發及發行換股股份擴大後已發行股本約15.45%。該轉換將不會導致本公司違反創業板上市規則的最低公眾持股量或觸發收購守則項下的強制全面收購建議。

負債部份公平值乃使用等同不可換股債券之市場利率計算。負債部份其後按攤銷成本列賬直至於債券獲轉換或到期時消失為止。剩餘金額反映轉換權，乃列入股東權益。

可換股債券之推算利息開支乃採用實際利率法，按實際年利率15.71%計算。

December 2017 Convertible Bonds (“December 2017 CB”)

On 1 December 2017, the Company issued convertible bonds with principal amount of HK\$100,000,000 carrying a coupon rate of 2.5% due in November 2020. The interest period shall be six months and payable in arrears except for the first and the last interest period, which shall be accrued and paid on 30 June 2018 and 30 November 2020, respectively. The bonds are conditionally convertible into ordinary shares of the Company at an initial conversion price of HK\$0.181 per conversion share (subject to adjustments in accordance with the terms of the convertible bonds).

Based on the conversion price of HK\$0.181 per conversion share (subject to adjustment), a maximum number of 552,486,187 conversion shares will be allotted and issued, representing approximately 19.90% of the existing issued share capital of the Company and approximately 16.60% of the issued share capital of the Company as enlarged by the allotment and issue of the conversion shares.

The fair value of the liability component was calculated using a market interest rate for an equivalent non-convertible bond. The liability component is subsequently states at amortised cost until extinguished on conversion or maturity of the bonds. The residual amount represented the conversion option and included in shareholders' equity.

Imputed interest expense on the convertible bonds is calculated using the effective interest method by applying the effective interest rate of 12.25% per annum.

The convertible bonds issued during the Period have been split into the liability and equity components as follows:

		August 2017 CB 二零一七年 八月 可換股債券 HK\$'000 千港元 (Unaudited) (未經審核)	December 2017 CB 二零一七年 十二月 可換股債券 HK\$'000 千港元 (Unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (Unaudited) (未經審核)
Nominal value of convertible bonds issued during the Period	本期間發行的可換股債券面值	70,000	100,000	170,000
Equity component, net transaction cost	權益部分，淨交易成本	(24,819)	(20,635)	(45,454)
Direct transaction cost attributable to the equity component	權益部分應佔直接交易成本	-	(529)	(529)
Direct transaction costs attributable to the liability component	負債部分應佔直接交易成本	-	(1,971)	(1,971)
Liability component at the issuance date	於發行日期的負債部分	45,181	76,865	122,046
Imputed Interest expense (note 5)	推算利息開支(附註5)	2,859	780	3,639
Interest paid	已付利息	-	-	-
Conversion into ordinary shares	轉換為普通股	-	-	-
Liability component at 31 December 2017	於二零一七年十二月三十一日的負債部分	48,040	77,645	125,685

二零一七年十二月可換股債券(「二零一七年十二月可換股債券」)

於二零一七年十二月一日，本公司發行本金額為100,000,000港元的可換股債券，票面息率為2.5%，於二零二零年十一月到期。計息期為六個月，須於期末付款，惟首個及最後一個計息期須分別於二零一八年六月三十日及二零二零年十一月三十日累算及付款。該等債券可按初步轉換價每股換股股份0.181港元(可按可換股債券的條款予以調整)有條件轉換為本公司普通股。

按轉換價每股換股股份0.181港元計算(可予調整)，最多552,486,187股換股股份將予以配發及發行，相當於本公司現有已發行股本的約19.90%及經配發及發行換股股份擴大之本公司已發行股本的約16.60%。

負債部份公平值乃使用等同不可換股債券之市場利率計算。負債部份其後按攤銷成本列賬直至於債券獲轉換或到期時消失為止。剩餘金額反映轉換權，乃列入股東權益。

可換股債券之推算利息開支乃採用實際利率法，按實際年利率12.25%計算。

於本期間發行的可換股債券已分為負債及權益部分如下：

Notes:

- (a) (i) On 7 July 2016, the Company entered into a placing agreement under general mandate with a placing agent (the "July 2016 GM Placing"), pursuant to which, the Company placed a total of 295,832,000 new shares of HK\$0.01 each of the Company to not less than six placees who and whose ultimate beneficial owner are independent third parties at the placing price of HK\$0.11 per share. The July 2016 GM Placing was completed on 26 July 2016 with net proceeds of approximately HK\$31,215,000 for general working capital, business development and investment opportunities of the Group.
- (ii) On 17 October 2016, the Company entered into a placing agreement under specific mandate with a placing agent (the "October 2016 SM Placing"), pursuant to which, the Company placed a total of 468,750,000 new shares of HK\$0.01 each of the Company to not less than six placees who and whose ultimate beneficial owner are independent third parties at the placing price of HK\$0.128 per share. The October 2016 SM Placing was completed on 8 December 2016 with net proceeds of approximately HK\$57,455,000 for development of the money lending business, general working capital of the Group and funding the payment of the remaining consideration of the acquisition of money lending business.
- (iii) On 6 April 2017, the Company entered into a placing agreement under general mandate with a placing agent (the "April 2017 GM Placing"), pursuant to which, the Company placed a total of 355,000,000 new shares of HK\$0.01 each of the Company to not less than six placees who and whose ultimate beneficial owner are independent third parties at the placing price of HK\$0.122 per share. The April 2017 GM Placing was completed on 27 April 2017 with net proceeds of approximately HK\$41,426,000 for general working capital, business development and investment opportunities of the Group.
- (b) During the year ended 30 June 2017, all share option holders exercised their option rights under the new share option scheme and the old share option scheme to subscribe for an aggregate of 177,440,000 and 80,640,000 ordinary shares, respectively, of the Company of HK\$0.01 each at an exercise price of HK\$0.145 and HK\$0.1294 per share respectively. The total proceeds from exercise of share options under the new share option scheme and the old share option scheme were approximately HK\$25,729,000 and HK\$10,434,000 respectively.

17. SHARE OPTION SCHEME

(a) New Share Option Scheme

The Company, pursuant to a resolution passed on 1 November 2016, adopted a new share option scheme (the "New Share Option Scheme") for the substitution of the Old Share Option Scheme to issue up to 10% of the shares in issue on the grant of options under the New Share Option Scheme. The New Share Option Scheme should, unless otherwise terminated or amended, remain in force for ten years from 1 November 2016.

附註：

- (a) (i) 於二零一六年七月七日，本公司按一般授權與配售代理訂立配售協議，據此，本公司已配售合共295,832,000股本公司每股面值0.01港元之配售股份予不少於六名承配人(彼等及彼等之最終實益擁有人各自均為獨立第三方)，每股配售股份作價0.11港元(「二零一六年七月一般配售事項」)。二零一六年七月一般配售事項於二零一六年七月二十六日完成，所得淨額約為31,215,000港元將用於本集團之一般營運資金、業務發展及把握投資商機之用途。
- (ii) 於二零一六年十月十七日，本公司與配售代理按特定授權訂立配售協議，據此，本公司已配售合共468,750,000股本公司每股面值0.01港元之新股份予不少於六名承配人(彼等及彼等之最終實益擁有人各自均為獨立第三方)，每股配售股份作價0.128港元(「二零一六年十月特定授權配售事項」)。二零一六年十月特別配售事項於二零一六年十二月八日完成，所得款項淨額約為57,455,000港元將用於發展借貸業務、本集團一般營運資金及以支付收購借貸業務之代價的餘額之用途。
- (iii) 於二零一七年四月六日，本公司與配售代理根據一般授權訂立配售協議，據此，本公司已以每股0.122港元之配售價配售合共355,000,000股本公司每股面值0.01港元之新股份予不少於六名承配人(彼等及彼等之最終實益擁有人均為獨立第三方)(「二零一七年四月一般授權配售事項」)。二零一七年四月一般授權配售事項已於二零一七年四月二十七日完成，所得款項淨額約41,426,000港元將用作本集團一般營運資金、業務發展及投資商機。
- (b) 於截至二零一七年六月三十日止年度，所有購股權持有人已根據新購股權計劃及舊購股權計劃行使其購股權利，以每股0.145港元及0.1294港元之行使價認購合共177,440,000股及80,640,000股每股面值0.01港元之本公司普通股股份。根據新購股權計劃及舊購股權計劃行使購股權利的所得款合共分別約為25,729,000港元及10,434,000港元。

17. 購股權計劃

(a) 新購股權計劃

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

During the six months ended 31 December 2016, 177,440,000 share options have been granted under the New Share Option Scheme. Apart from above, no options were exercised/lapsed/cancelled under the New Share Option Scheme. The movement of number of the share options under the New Share Option Scheme is as follows:

於截至二零一六年十二月三十一日止六個月期間，177,440,000股購股權已按新購股權計劃被授出。除此之外，概無行使／失效／取消任何購股權。以下為根據新購股權計劃之購股權數目之變動：

Name or category of participant 參與者名稱及所屬類別	Number of share options 購股權數目		Date of grant of share options 授出 購股權日期	Exercisable period of share options 購股權之 行使期	Exercise price of share options* 購股權之 行使價* HK\$ per share 每股港元
	Granted during the period 本期間授出	Outstanding as at 31 December 2016 於二零一六年 十二月三十一日 尚未行使數目			
Directors 董事					
Mr. TAI Man Hin Tony 戴文軒先生 (Appointed as an executive director of the Company with effect from 13 September 2016 and resigned on 1 June 2017) (自二零一六年九月十三日起 獲委任為本公司之執行董事職務並於二零一七年六月一日辭任)	17,744,000	17,744,000	23 December 2016 二零一六年 十二月二十三日	23 December 2016 to 22 December 2018 二零一六年 十二月二十三日至 二零一八年 十二月二十二日	0.145
Employees and other participants 員工及其他參與者	159,696,000	159,696,000	23 December 2016 二零一六年 十二月二十三日	23 December 2016 to 22 December 2018 二零一六年 十二月二十三日至 二零一八年 十二月二十二日	0.145
	<u>177,440,000</u>	<u>177,440,000</u>			

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

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

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

本公司股份於緊接授出該等購股權日期前之收市價為每股0.132港元。

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

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

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

The fair value of the 177,440,000 share options granted on 23 December 2016 under the New Share Option Scheme was estimated at HK\$0.004 per share using the Binomial Model. The expected volatility used the historical volatility of the stock price of the Company. Risk-free rate represents the yields to maturity of respective Hong Kong Exchange Fund Note as at the valuation date.

The Group recognised the total expense of approximately HK\$710,000 during the six months ended 31 December 2016 in relation to share options granted by the Company.

All 177,440,000 share options granted under the New Share Option Scheme had been exercised by the grantees during the year ended 30 June 2017 and resulted in the issue of 177,440,000 additional new ordinary shares of HK\$0.01 each, with aggregate proceeds before related issue expenses of approximately HK\$25,729,000.

In order to give the Company the flexibility to grant share options to eligible participants under the New Share Option Scheme as incentives and/or rewards for their contribution to the Group, the Company refresh the scheme mandate limit (the "Refreshed Mandate") pursuant to a resolution passed on 1 November 2017 which allowed the Company to grant up to 277,621,542 share options pursuant to the New Share Option Scheme, representing 10% of the issued shares as at 1 November 2017. As at 31 December 2017, no share options were grant under the Refreshed Mandate and no share option was outstanding under New Share Option Scheme.

(b) Old Share Option Scheme

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

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

於截至二零一六年十二月三十一日止六個月期間，本集團就本公司授出之購股權確認總開支約710,000港元。

按新購股權計劃授出的全部177,440,000份購股權已由承授人於截至二零一七年六月三十日止年度予以行使，導致發行177,440,000股每股面值0.01港元之額外新普通股，所得款項總額(扣除相關發行開支前)為約25,729,000港元。

為給本公司提供靈活性以根據新購股權計劃向合資格參與者授出購股權作為彼等為本集團作出貢獻之獎勵及/或獎賞，本公司根據二零一七年十一月一日通過的一項決議案更新現有計劃授權限額(「更新授權」)，該決議案讓本公司根據新購股權計劃授出最多277,621,542份購股權，相當於二零一七年十一月一日已發行股份的10%。於二零一七年十二月三十一日，概無根據更新授權授出購股權，亦無根據新購股權計劃尚未行使的購股權。

(b) 舊購股權計劃

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

During the six months ended 31 December 2016, 80,640,000 share options have been exercised and resulted in the issue of 80,640,000 additional new ordinary shares of HK\$0.01 each, with aggregate proceeds before related issue expenses of approximately HK\$10,435,000. No options were granted/lapsed/cancelled under the Old Share Option Scheme during the six months ended 31 December 2016. The movement of number of share options under the Old Share Option Scheme is as follows:

於截至二零一六年十二月三十一日止六個月期間，80,640,000份購股權已被行使並導致發行80,640,000股每股面值0.01港元之額外新普通股股份，所得款項總額(扣除相關發行開支前)為約10,435,000港元。於截至二零一六年十二月三十一日止六個月期間，舊購股權計劃概無授出/失效/取消任何購股權。以下為根據舊購股權計劃之購股權數目之變動：

Name or category of participant 參與者名稱及所屬類別	Number of share options 購股權數目			Date of grant of share options 授出 購股權日期	Exercisable period of share options 購股權之 行使期	Exercise price of share options 購股權之 行使價 HK\$ per share 每股港元
	Outstanding as at 1 July 2016 於二零一六年 七月一日 尚未行使數目	Exercised during the period 本期間行使	Outstanding as at 31 December 2016 於二零一六年 十二月三十一日 尚未行使數目			
Directors 董事						
Mr. CHOW Siu Kwong 周兆光先生 (Resigned as an executive director of the Company with effect from 23 September 2016) (自二零一六年九月二十三日起辭任本公司 之執行董事職務)	13,440,000	(13,440,000)	-	27 May 2016 二零一六年 五月二十七日	27 May 2016 to 26 May 2017 二零一六年 五月二十七日至 二零一七年 五月二十六日	0.1294
Mr. HUNG Kenneth 洪君毅先生 (Resigned as an executive director of the Company with effect from 1 November 2017) (自二零一七年十一月一日起辭任本公司之 執行董事職務)	13,440,000	(13,440,000)	-	27 May 2016 二零一六年 五月二十七日	27 May 2016 to 26 May 2017 二零一六年 五月二十七日至 二零一七年 五月二十六日	0.1294
Employees and other participants 員工及其他參與者	53,760,000	(53,760,000)	-	27 May 2016 二零一六年 五月二十七日	27 May 2016 to 26 May 2017 二零一六年 五月二十七日至 二零一七年 五月二十六日	0.1294
	<u>80,640,000</u>	<u>(80,640,000)</u>	<u>-</u>			

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

本公司股份於緊接行使該等購股權日期前之加權平均收市價為每股0.132港元。

As at 31 December 2017 and 2016, there are no outstanding share options under the Old Share Option Scheme.

於二零一七年及二零一六年十二月三十一日，概無根據舊購股權計劃尚未行使的購股權。

18. DEEMED PARTIAL DISPOSAL OF INTEREST IN SUBSIDIARIES

On 1 August 2017, the Group allotted and issued 245 new shares of EPRO E-commerce Group Limited (“EPRO E-Commerce”), a wholly-owned subsidiary of the Company, to Mr. Che Xiaofei at a cash consideration of HK\$20,000,000.

Immediately after completion, the Group’s equity interest in EPRO E-Commerce was diluted from 100% to 51% and thus it is considered as a deemed partial disposal of interest in EPRO E-Commerce by the Group.

Since the deemed partial disposal of interest in EPRO E-Commerce did not result in any loss of control, such transaction was accounted for as an equity transaction and the difference between (i) the proceeds from the Subscription and (ii) the 49% carrying value of EPRO E-Commerce and its subsidiaries (collectively the “EPRO Group”) of approximately HK\$8,344,000 is recognised in the other reserve of the Group.

19. ACQUISITION OF SUBSIDIARIES

(a) Licensed IP rights, IP development and media business

On 2 June 2017, the Company entered into a sale and purchase agreement with Sense Media Group Holdings Limited (the “Vendor”), an independent third party, pursuant to which, the Company acquired (the “Sense Acquisition”) (i) 100% equity interest in the Sense Media Group Limited and its subsidiaries (collectively the “Sense Media Group”); (ii) the outstanding loan (the “Sale Loan”) owing by the Sense Media Group to the Vendor at an aggregate consideration of HK\$80,000,000 in which (i) HK\$10,000,000 was satisfied by payment in cash by the Company and (ii) HK\$70,000,000 by the issued of zero coupon redeemable unsecured convertible bonds by the Company to the Vendor.

The Sense Media Group is principally engaged in the agency business for IP rights, international IP development and media business. The Vendor had signed a profit guarantee, pursuant of which, the consolidated net profit after tax of the Sense Media Group are not less than HK\$8,000,000 (the “First Year Target Profit”) for the financial year ending on 30 June 2018 (the “First Guarantee Period”) and HK\$10,000,000 (the “Second Year Target Profit”) for the financial year ending on 30 June 2019 (the “Second Guarantee Period”) respectively.

The Vendor shall compensate the Company falls short of the First Year Target Profit and Second Year Target Profit respectively by way of cash compensation to be determined in accordance with specific formula.

The Sense Acquisition was completed on 7 August 2017.

18. 視作出售附屬公司部分權益

於二零一七年八月一日，本集團配發及發行245股EPRO E-commerce Group Limited (「EPRO E-commerce」，為本公司之全資附屬公司)新股份予車曉非先生，現金代價為20,000,000港元。

緊隨完成後，本公司持有之EPRO E-commerce股權由100%攤薄至51%，故被視為本集團出售EPRO E-commerce的部分權益。

由於視作出售EPRO E-commerce的部分權益並不會導致本集團失去控制權，是項交易列作權益交易處理，而(i)認購事項所得款項與(ii)EPRO E-commerce及其附屬公司(統稱為「EPRO集團」)的49%權益的賬面值之間的差額約8,344,000港元已確認為本集團之其他儲備。

19. 收購附屬公司

(a) 授權知識產權、國際知識產權開發及媒體業務

於二零一七年六月二日，本公司與Sense Media Group Holdings Limited(「賣方」)，為獨立第三方訂立買賣協議，據此本公司收購(「三思收購事項」)(i)三思傳媒有限公司及其附屬公司(統稱為「三思傳媒集團」)的100%股權；及(ii)三思傳媒集團結欠賣方之未償還貸款(「銷售貸款」)，總代價為80,000,000港元，其中(i)10,000,000港元由本公司以現金支付；及(ii)70,000,000港元由本公司透過向賣方發行零息票可贖回可換股債券支付。

三思傳媒集團主要從事授權知識產權代理業務、國際知識產權開發及媒體業務。賣方已簽署溢利擔保，據此，三思傳媒集團的綜合除稅後純利於截至二零一八年六月三十日止財政年度(「首個擔保期間」)將不少於8,000,000港元(「第一年目標溢利」)及於截至二零一九年六月三十日止財政年度(「第二個擔保期間」)將不少於10,000,000港元(「第二年目標溢利」)。

賣方須分別以根據特定公式釐定的現金補償向本公司補償第一年目標溢利及第二年目標溢利之不足金額。

三思收購事項已於二零一七年八月七日完成。

The fair values of the identifiable assets and liabilities of the Sense Media Group as at 7 August 2017, being the completion date of the Sense Acquisition, were as follows:

三思傳媒集團於二零一七年八月七日(三思收購事項完成日期)之可識別資產及負債之公平值如下：

		Fair value recognised on the Sense Acquisition 就三思收購事項 確認之公平值 HK\$'000 千港元 (Unaudited) (未經審核)
Property, plant and equipment	物業、廠房及設備	1,366
Other intangible assets	其他無形資產	1,056
Trade receivables	應收貿易賬款	865
Prepayment and other receivables	預付款項及其他應收款項	3,697
Cash and bank balances	現金及銀行結餘	7,825
Trade payables	應付貿易賬款	(708)
Accruals and other payable	應計費用及其他應付款項	(3,774)
Due to a related party (note (i))	應付一名關連方款項(附註(i))	(3,786)
The Sale Loan	銷售貸款	(8,511)
Total identifiable net liabilities at fair value		(1,970)
Assignment of the Sale Loan	轉讓銷售貸款應佔部份	8,511
Total identifiable net assets at fair value (excluding the Sale Loan)		6,541
Goodwill	商譽	73,459
Total consideration		80,000
Consideration satisfied by:		
– Cash	代價以以下方式支付： – 現金	10,000
– Convertible bonds (note 15)	– 可換股債券(附註15)	70,000
		80,000

Note:

- (i) The amount is payable to Mr. Wang He, a director of Sense Media Group Limited and certain of its subsidiaries, is unsecured, non-interest bearing, non-trade in nature and repayable on demand.

附註：

- (i) 該等金額為應付王赫先生(三思傳媒有限公司及其若干附屬公司之董事)之款項，為無抵押、免息、非貿易性質且須按要求償還。

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

三思收購事項所產生之商譽乃歸屬於預期從業務併購所產生之未來增長及盈利能力。

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

與三思收購事項有關之現金流量分析如下：

		HK\$'000 千港元 (Unaudited) (未經審核)
Cash consideration	現金代價	10,000
Cash and bank balances acquired	所收購之現金及銀行結餘	(7,825)
Net outflow of cash and cash equivalents included in cash flows from investing activities		2,175

Following the completion of the Sense Acquisition, the Sense Media Group contributed HK\$7,133,000 of consolidated revenue and HK\$3,023,000 of consolidated profit to the Group during the Period.

Had the acquisition of the Sense Media Group been taken place at the beginning of the six months ended 31 December 2017, the consolidated revenue and the consolidated loss of the Group for the Period would be increased by approximately HK\$711,000 and HK\$156,000, respectively.

(b) Money lending business

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

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

		Fair value recognised on the Success Beauty Acquisition 就Success Beauty收購 已確認之公平值 HK\$'000 千港元 (Audited) (經審核)
Loan and interest receivables	應收貸款及利息賬款	48,468
Cash and bank balances	現金及銀行結餘	10,047
		<hr/>
Total identifiable net assets at fair value	按公平值列賬之可識別資產淨值總額	58,515
Goodwill	商譽	1,000
		<hr/>
Cash consideration	以現金支付之代價	59,515
		<hr/> <hr/>

The goodwill arising from the Success Beauty Acquisition is attributable to the future growth and profitability expected from business combination.

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

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

於三思收購事項完成後，三思傳媒集團為本集團於截至本期間貢獻7,133,000港元之綜合收入及3,023,000港元之綜合溢利。

倘收購三思傳媒集團於截至二零一七年十二月三十一日止六個月之初發生，本集團於本期間之綜合收入及綜合虧損將分別上升約711,000港元及上升156,000港元。

(b) 借貸業務

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

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

		Fair value recognised on the Success Beauty Acquisition 就Success Beauty收購 已確認之公平值 HK\$'000 千港元 (Audited) (經審核)
應收貸款及利息賬款		48,468
現金及銀行結餘		10,047
		<hr/>
按公平值列賬之可識別資產淨值總額		58,515
商譽		1,000
		<hr/>
以現金支付之代價		59,515
		<hr/> <hr/>

源於Success Beauty收購所產生之商譽乃歸因於業務合併的預期未來增長及盈利能力。

(c) 物業管理及物業代理業務

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

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

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

		Fair value recognised on the Central Pearl Acquisition 就卓名收購 已確認之公平值 HK\$'000 千港元 (Audited) (經審核)
Property, plant and equipment	物業、廠房及設備	190
Trade receivables	應收賬款	565
Prepayments and other receivables	預付款項及其他應收賬款	208
Cash and bank balances	現金及銀行結餘	3,453
Accruals	應計費用	(15)
Tax payables	稅務撥備	(810)
		<hr/>
Total identifiable net assets at fair value	按公平值列賬之可識別資產淨值總額	3,591
Goodwill	商譽	16,409
		<hr/>
Cash consideration	以現金支付之代價	20,000

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

源於卓名收購所產生之商譽乃歸屬從業務併購所產生之未來增長及溢利。

20. FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value hierarchy

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

Assets measured at fair value

	Fair value measurement using 公平值計量使用							
	Quoted prices in active markets (level 1) 於活躍市場報價(第一級)		Significant observable inputs (level 2) 重大可觀察輸入數據(第二級)		Significant unobservable inputs (level 3) 重大不可觀察輸入數據(第三級)		Total 總計	
	31 December 2017 於二零一七年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元 (Audited) (經審核)	31 December 2017 於二零一七年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元 (Audited) (經審核)	31 December 2017 於二零一七年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元 (Audited) (經審核)	31 December 2017 於二零一七年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Available-for-sales investments	-	29,700	-	-	-	-	-	29,700
Equity investments at fair value through profit or loss	24,054	219	-	-	-	-	-	24,054

20. 財務工具公平值

公平值層級

下表列示本集團財務工具的公平值計量層級:

按公平價值計量的資產

21. OPERATING LEASE ARRANGEMENTS

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

At 31 December 2017, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

Within one year	一年內
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)

21. 經營租約安排

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

於二零一七年十二月三十一日，根據不可撤銷經營租約，本集團須按以下年期支付未來最低應付租金總額如下：

As at 31 December	
十二月三十一日	
2017	2016
於二零一七年	於二零一六年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
4,175	2,120
5,008	664
9,183	2,784

22. COMPARATIVE FIGURES

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

22. 比較數字

若干比較數字已重列以符合本期間之呈列方式。

23. EVENTS AFTER THE END OF THE REPORTING PERIOD

Subsequent to the end of the reporting period, the Group has the following events:

23. 報告期末後重大事項

於報告期末後，本集團有以下事項：

(a) Termination of shares subscription in Great Window

The Company entered into a share subscription agreement with an independent third-party, Great Window Limited ("Great Window") for 20% of its enlarged issued share capital in September 2017 at a consideration of HK\$10,000,000.

Pursuant to a deed of termination entered into between the Company and Great Window on 11 January 2018, the share subscription agreement is terminated. Please refer to the Company's announcement dated 11 January 2018 for details.

(a) 終止Great Window股份認購

本公司與獨立第三方Great Window Limited(「Great Window」)於二零一七年九月訂立一份股份認購協議，內容有關認購其經擴大已發行股本的20%，代價為10,000,000港元。

根據本公司與Great Window於二零一八年一月十一日訂立的終止契據，該份股份認購協議已經終止。詳情請參閱本公司日期為二零一八年一月十一日之公告。

(b) Acquisition of Strong Network

In October 2017, the Company entered into a share subscription agreement with an independent third-party, Strong Network International Limited ("Strong Network"), pursuant to which, the Company conditionally agreed to subscribe 25% of enlarged issued share capital of Strong Network for a total consideration of HK\$15,000,000. The completion took place in December 2017, after which Strong Network was owned as to 25% by the Company. Upon appointment of director to the board of directors of Strong Network on 29 December 2017, Strong Network is accounted for as an investment in an associate of the Company, no significant financial impacts was recognised for the investment during the Period. In January 2018, the Company further acquired the remaining 75% equity interest in Strong Network at a total consideration of HK\$60,000,000. As a result, Strong Network and its subsidiaries ("Strong Network Group") became wholly owned subsidiaries of the Company (the "Strong Network Acquisition").

(b) 收購Strong Network

於二零一七年十月，本公司與獨立第三方Strong Network International Limited(「Strong Network」)訂立一份股份認購協議，據此，本公司有條件同意認購Strong Network經擴大已發行股本的25%，總代價為15,000,000港元。認購事項已於二零一七年十二月完成，其後Strong Network由本公司擁有25%。於二零一七年十二月二十九日委任董事加入Strong Network董事會後，Strong Network分類為聯營公司投資，本期間內並無就有關投資確認重大財務影響。於二零一八年一月，本公司進一步收購Strong Network的其餘75%股權，總代價為60,000,000港元。因此Strong Network及其附屬公司(「Strong Network集團」)已成為本公司的全資附屬公司(「Strong Network收購事項」)。

As at the date of approval for issuance of the interim report, the initial accounting for the Strong Network Acquisition is incomplete as the fair value assessment of goodwill of Strong Network Acquisition has not been finalised and therefore, the relevant information of the Strong Network Group as at the completion date could not be disclosed.

於中期報告獲批准刊發日期，Strong Network收購事項的初步會計處理尚未完成，原因是Strong Network收購事項的商譽公平值評估仍未確定，並無Strong Network集團於完成日期的相關資料可予以披露。

Details of the acquisition was set out in the Company's announcements dated 20 October 2017 and 22 January 2018.

收購詳情載於本公司日期為二零一七年十月二十日及二零一八年一月二十二日的公告。

FINANCIAL REVIEW

Revenue

During the Period, the Group recorded an unaudited consolidated revenue of approximately HK\$157,053,000 (six months ended 31 December 2016: approximately HK\$177,859,000), representing a decrease of approximately 12%.

The consolidated revenue for the Period was mainly contributed by the revenue of (i) the e-commerce business of approximately HK\$139,735,000; (ii) the money lending business of approximately HK\$4,669,000; (iii) the provision of property management and property agency services of approximately HK\$5,516,000; and, starting from August 2017, (iv) the agency business for licensed intellectual property (“IP”) rights, international IP development and media business of approximately HK\$7,133,000.

The intense industrial competition in the e-commerce sector leading a decline of revenue of the Group, which outweighed the income growth and contribution from new businesses of the Group.

Gross Profit and Gross Profit Margin

The gross profit dropped from approximately HK\$65,086,000 during the corresponding period in last year to approximately HK\$50,271,000 during the Period, representing a drop of approximately 23%, while the gross profit margin decreased from approximately 37% to 32%, representing a decrease of approximately 5%. The drop in the gross profit was mainly attributed by the keen competition in the e-commerce industry.

Selling and Distribution Costs

The expenses mainly attributable to e-commerce business. The drop in the expenses was resulted from (i) the decrease in revenue of e-commerce business; (ii) decrease of transportation cost of approximately HK\$11,460,000 due to change in sales mix; and (iii) adoption of fiscal austerity policies during the Period.

Administrative and other Expenses

- The increase in the expenses was mainly caused by the loss on disposal of the available-for-sales investments of approximately HK\$20,199,000 (six months ended December 2016: HK\$5,162,000), offset by the fair value gain on equity investments at fair value through profit or loss amounted to approximately HK\$8,063,000 (2016: loss of HK\$568,000); and
- lesser general administrative expenses were incurred by adoption of fiscal austerity policies.

Finance Costs

The finance costs during the Period amounted to approximately HK\$3,639,000 (six months ended 31 December 2016: HK\$254,000). The increase in the finance costs was attributable to the imputed interest expense of the convertible bonds issued during the Period.

Loss for the Period

The Group recorded a loss of approximately HK\$37,666,000 during the Period and representing an increase of approximately 72% as compared with that of the corresponding period in last year of approximately HK\$21,895,000.

財務回顧

收入

於本期間，本集團未經審核綜合收入為約157,053,000港元（截至二零一六年十二月三十一日止六個月：約177,859,000港元），減少約12%。

本期間的綜合收益主要來自(i)電子商務業務的收益約139,735,000港元；(ii)借貸業務的收益約4,669,000港元；(iii)提供物業管理及物業代理服務的收益約5,516,000港元；及(自二零一七年八月起計)(iv)授權知識產權（「知識產權」）代理業務、國際知識產權開發及媒體業務的收益約7,133,000港元。

電子商務分部的行業競爭激烈，導致本集團收益進一步下跌，而其影響大於本集團新業務的收入增長及貢獻。

毛利及毛利率

毛利由去年同期約為65,086,000港元下降至本期間約為50,271,000港元，減少約23%。而毛利率由約37%下降至32%，較去年減少約5%。毛利之下降主要歸因於電子商務行業的激烈競爭。

銷售及分銷成本

費用主要產生自電子商務業務，費用下降乃由於本期間內(i)電子商務業務的收益減少；(ii)銷售組合變更導致運輸成本減少約11,460,000港元；(iii)採取財政緊縮政策。

行政及其他費用

- 費用增加主要由於出售可供出售投資的虧損約20,199,000港元（截至二零一六年十二月止六個月：5,162,000港元）所致，被按公平值計入損益的股本投資的公平值收益約8,063,000港元（二零一六年：虧損568,000港元）所抵銷；及
- 採納財政緊縮政策引致一般行政費用減少。

融資成本

本期間的融資成本約為3,639,000港元（截至二零一六年十二月三十一日止六個月：254,000港元）。財務費用增加因本期間內發行可換股債券之推算利息開支。

本期間虧損

本集團於本期間錄得虧損約為37,666,000港元，與去年同期約為21,895,000港元相比增加約72%。

Even though there is profits from the new business segments of the Group, the profits was fully outweighed by:

- the loss on disposal of the available-for-sales investments;
- the continuing loss from e-commerce business; and
- increase in finance costs.

BUSINESS REVIEW

E-commerce

Given the intensifying competition in the e-commerce industry and difficult business environment, the Group recorded a continuous decrease in revenue from the e-commerce business, from approximately HK\$176,135,000 for the last corresponding period to approximately HK\$139,735,000 for the current period. The Group took a series of measures including fiscal austerity, expansion of scope of trade of products and enhancement of operating efficiency.

In August 2017, the Group introduced the former senior management of EPRO E-Commerce Group Limited (“EPRO”) as a new investor of EPRO. The Board believes that the valuable experience of the new investor in e-commerce business management could contribute to the business development and expected to reduce its funding commitment to the EPRO group in the future.

Money lending

During the Period, the revenue of money lending business amounted to approximately HK\$4,669,000 and the Group offered loans to clients at an interest rate ranging from 8% to 12%. The Group will continue to maintain a balance and review its loan portfolio so as to control the risks of debt default.

Property management and property agency services

During the Period, the revenue of property management and property agency services was approximately HK\$5,516,000. The business was benefited from the prosperous development of property market in Hong Kong and leverage on the experienced team. The Group will closely monitor its business development and overall costs to continue seeking for profit opportunities.

Licensed IP rights, international IP development and media business

During the Period, the Group made access to the licensed IP rights, international IP development and media business upon the completion of acquisition of Sense Media Group. Sense Media Group positions itself as a comprehensive operation platform for IP rights. It capitalizes on the abundant resources in Greater China and strong operational liquidity of the Company and conduct product design and commercial operation in respect of the licensed IP rights. Sense Media Group is also a pioneer of the “Intellectual Property + Augmented Reality + Food & Beverage” business concept in China. It owns the licensed IP rights “Le Petit Chef”, “Little Ice Cream Parlor” and “Dinner Time Story”: Marco Polo”, which has generated new business opportunities and revenue to the Group. The business contributed a revenue of approximately HK\$7,133,000 to the Group since the acquisition of Sense Media Group.

儘管本集團新業務分部產生溢利，但溢利被以下各項完全蓋過：

- 出售可供出售投資的虧損；
- 電子商務業務的持續虧損；及
- 財務費用增加。

業務回顧

電子商務業務

由於電子商務行業競爭仍然非常激烈，經營環境困難，本集團於本期間的電子商務業務收入持續下跌，由去年同期約176,135,000港元，下跌至約139,735,000港元。本集團已採取一連串措施以減輕於本期間內面對的不利影響，包括實施緊縮財政政策，擴大產品貿易範圍，並致力提升營運效率等。

於二零一七年八月，本集團引入EPRO E-Commerce Group Limited(「EPRO」)的前高級管理人員為EPRO新投資者，董事會相信新投資者於管理電子商務業務方面之寶貴經驗，將有助本集團電子商務業務的發展，同時減少本集團日後對EPRO集團之資金承擔。

借貸業務

於本期間內，借貸業務錄得約4,669,000港元收入，向客戶收取之利率介乎每年8%至12%。本集團將繼續平衡及審視借貸組合以控制債務違約風險。

物業管理及物業代理服務業務

於本期間內，物業管理及物業代理服務業務錄得約5,516,000港元收入。業務受惠於香港蓬勃發展的物業市場及憑藉經驗豐富的團隊。本集團將密切觀察業務的發展及總體成本，繼續尋找盈利。

授權知識產權代理、國際知識產權開發及媒體業務

本期間內，本集團於完成收購三思傳媒集團後進軍授權知識產權、國際知識產權開發及媒體業務。三思傳媒集團定位知識產權綜合運營平台，利用大中華地區的資源優勢及本公司的強勁經營變現能力，對獲得的知識產權授權進行產品設計以及商業運作。三思傳媒集團亦是中國「知識產權+增強現實技術+餐飲」經營理念的先驅，所擁有之授權知識產權「Le Petit Chef」、「Little Ice Cream Parlor」及「『晚餐故事』：Marco Polo」，已為本集團帶來新商機及收益。自收購三思傳媒集團後，有關業務已為本集團貢獻約7,133,000港元收入。

PROSPECT

The Group has progressively explored different business opportunities outside the field of e-commerce to diversify its sources of income.

In December 2017, the Group completed the share subscription of 25% equity interest in Strong Network International Limited (“Strong Network”). The Group further acquired the remaining 75% equity interest in January 2018. Strong Network holds 100% of the entire issued share capital of Y&P Culture Media Company Limited (“Y&P”), which is a service provider for distribution agency and sales marketing channel of licensed IP products, and currently involves in innovative technologies, artistic, sports and other projects. It generates income through introducing popular IP rights by professional teams, expanding the agency channels with its nationwide resources and providing customised licensed IP contents, sub-licensing to business partners and supplying supporting facilities and services.

The Board is of the view that with the established channels and network of Y&P in the PRC, it could enhance the distribution and coverage of the Group’s existing business, accelerate the commercialisation and distribution of the Group’s IP rights, as well as enrich the Group’s licensed IP portfolio.

Furthermore, in December 2017, the Company entered into a share subscription agreement pursuant to which the Company conditionally agreed to subscribe 20% equity interest in a group principally engages in the businesses of animation, visual effects production and the development of international IP.

Completion of the share subscription is subject to the fulfilment and/or waiver of certain conditions under the share subscription agreement. The share subscription is not yet completed as at the date of this report.

Looking ahead, in respect of the e-commerce business, the Group will strive to control its costs and expand its clientele, in an attempt to maintain its competitiveness.

The Board believes that outlook of licensed IP rights is promising with huge potential for development, in particular, by leveraging on the development of internet technology and the favourable environment created by wide acceptance of direct sales models of e-commerce among consumers and upgrade of domestic consumer industries, as well as the solid cooperation between the Group and various well-known brands, the Group’s revenue is expected to be further diversified along with the comprehensive advancement of product mix.

Being a pioneer in the IP commercialisation industry will benefit the financial performance of the Group, and expects that the share subscriptions and acquisitions will create strong synergy for the Group.

The Board is of the view that the series of new measures and acquisitions have laid a foundation for the diversified development and will provide new impetus to its growth and benefit the long-term development of the Group. The Group will continue to proactively widen its business scope to generate fruitful returns for the shareholders.

前景

本集團一直在電子商務領域以外逐步開拓不同商機。

於二零一七年十二月，本集團完成認購Strong Network International Limited(「Strong Network」)之25%股權。本集團於二零一八年一月進一步收購其餘75%股權。Strong Network持有上海源品文化傳媒有限公司(「上海源品」)的100%股權，該集團為授權知識產權產品的代理分銷及營銷渠道的服務供應商，現時參與創新科技、藝術及體育等項目，透過專業團隊引進熱門知識產權，利用全國資源拓展代理渠道，並提供定制授權知識產權內容、向合作夥伴許可授權及供應輔助設施及服務產生收入。

董事會認為，憑藉現有渠道及上海源品於中國的網絡，本集團現有業務的分銷及覆蓋範圍將得以增大，本集團知識產權的商業化及分銷將會加快，亦令本集團的授權知識產權組合更加豐富。

此外，於二零一七年十二月，本公司訂立股份認購協議，據此，本公司有條件同意認購一個集團之20%股權，該集團主要從事動畫、視覺效果製作及國際知識產權發展業務。

股份認購取決於能否達成及／或豁免有關股份認購協議項下若干條件。股份認購於本報告日期尚未完成。

展望未來，就電子商務業務而言，本集團會致力控制成本，開拓新客戶群，以維持此業務之競爭力。

董事會相信授權知識產權的前景樂觀，具有龐大發展潛力，透過利用互聯網科技之發展，電子商務直銷模式被消費者普遍接受，國內消費產業升級的有利環境，以及本集團與越來越多知名品牌建立穩健合作關係，本集團收入有望進一步多元化，並全面提升產品組合。

成為知識產權行業商業化的先驅者將有利於本集團的財務表現，並預計股份認購及收購事項將為本集團產生有力協同效應。

董事會認為，一系列的業務新舉措及收購事項為多元化發展的基礎提供新的發展動力，有利本集團長遠發展。本集團將繼續積極開拓業務版圖，致力為股東締造理想回報。

LIQUIDITY AND FINANCIAL RESOURCES

During the Period, the Group financed its operations by internally generated cash flow and proceeds from issuance of convertible bonds.

As at 31 December 2017, the consolidated shareholders' equity, current assets and net current assets of the Group were approximately HK\$248,341,000 (as at 30 June 2017: HK\$241,127,000), HK\$351,843,000 (as at 30 June 2017: HK\$254,252,000) and HK\$258,854,000 (as at 30 June 2017: HK\$169,115,000) respectively.

In respect of the Group's total current assets of approximately HK\$351,843,000 as at 31 December 2017 (as at 30 June 2017: HK\$254,252,000), trade receivables and loan and interest receivables (net of provision for doubtful debts) accounted for approximately 21% (as at 30 June 2017: 31%) whilst pledged deposits, cash and cash equivalents accounted for approximately 46% (as at 30 June 2017: 37%). As at 31 December 2017, the Group's pledged deposits amounted to approximately HK\$310,000 (as at 30 June 2017: HK\$310,000) and cash and cash equivalents amounted to HK\$160,831,000 (as at 30 June 2017: HK\$94,458,000).

The Group's cash and cash equivalents were denominated in Hong Kong dollars, pound Sterling, Euro, Renminbi, Canadian dollars, Swiss Franc, Australian dollars, Japanese Yen, Mexican Peso and United States dollars.

In August 2017, the Group issued HK\$70,000,000 zero coupon redeemable unsecured convertible bonds as part of the consideration for the Sense Acquisition.

In December 2017, the Group issued HK\$100,000,000 convertible bonds to enhance the liquidity of the company (see note 15).

As at 31 December 2017, there was no bank or other borrowings (as at 30 June 2017: Nil), and there was no revolving loan facility from other financial institution (as at 30 June 2017: HK\$30,000,000).

MATERIAL ACQUISITIONS, DISPOSALS AND SIGNIFICANT INVESTMENTS

(i) Save as disclosed in note 18, note 19 and note 23 of the condensed consolidated financial statement and business review, the Group did not make any material acquisition or disposal of subsidiaries during the six months ended 31 December 2017.

流動資金及財務資源

於本期間，本集團以內部產生之現金流量及發行可換股債券之所得款項，為其營運提供資金。

於二零一七年十二月三十一日，本集團之綜合股東權益、流動資產及流動資產淨值，分別約為248,341,000港元（於二零一七年六月三十日：241,127,000港元）、351,843,000港元（於二零一七年六月三十日：254,252,000港元）及258,854,000港元（於二零一七年六月三十日：169,115,000港元）。

就本集團之流動資產總額而言，於二零一七年十二月三十一日約為351,843,000港元（於二零一七年六月三十日：254,252,000港元），應收貿易賬款及應收貸款及利息賬款（扣除呆賬撥備）約佔21%（於二零一七年六月三十日：31%），而已抵押存款、現金及現金等值項目則約佔46%（於二零一七年六月三十日：37%）。於二零一七年十二月三十一日，本集團之已抵押存款約為310,000港元（於二零一七年六月三十日：310,000港元）以及現金及現金等值項目為160,831,000港元（於二零一七年六月三十日：94,458,000港元）。

本集團現金及現金等值項目乃以港元、英鎊、歐元、人民幣、加拿大元、瑞士法郎、澳元、日元、墨西哥披索及美元結算。

於二零一七年八月，本集團發行70,000,000港元的零息可贖回無抵押可換股債券，作為三思收購事項的部分代價。

於二零一七年十二月，本集團發行100,000,000港元之可換股債券以改善本集團的流動資金狀況（見附註15）。

於二零一七年十二月三十一日，概無銀行及其他借款（於二零一七年六月三十日：無），亦無自其他金融機構取得循環貸款（於二零一七年六月三十日：30,000,000港元）。

重大收購、出售事項及重大投資

(i) 除簡明綜合財務報表附註18、附註19及附註23及業務回顧所披露，本集團於截至二零一七年十二月三十一日止六個月並無任何重大收購或出售附屬公司之事項。

(ii) Significant Investment

The Directors consider that investment with a market value that account for more than 5% of the Group's total assets as at the end of the reporting period as significant investment. There is no significant investment as at 31 December 2017. The details of the listed equity shares investment, which accounted for more than 5% of the Group's total assets as at 30 June 2017 is set out below:

Description of investment 投資概述	Number of shares held as at 31 December 2017	Percentage of total issued share capital of the investee company as at 31 December 2017	Market value as at 31 December 2017	Percentage to the Group's unaudited total assets as at 31 December 2017	Number of shares held as at 30 June 2017	Percentage of total issued share capital of the investee company as at 30 June 2017	Market value as at 30 June 2017	Percentage to the Group's audited total assets as at 30 June 2017
	於二零一七年 十二月三十一日 所持股份數目	佔被投資公司 於二零一七年 十二月三十一日 已發行股本 總額之百分比	於二零一七年 十二月三十一日 之市值 HK\$'000 千港元	佔本集團 於二零一七年 十二月三十一日 之未經審核 總資產之 百分比	於二零一七年 六月三十日 所持股份數目	佔被投資公司 於二零一七年 六月三十日 已發行股本 總額之百分比	於二零一七年 六月三十日 之市值 HK\$'000 千港元	佔本集團 於二零一七年 六月三十日 之經審核 總資產之 百分比
China Parenting Network Holdings Limited ("CPN") 中國育兒網絡控股有限公司(「中國育兒網絡」)	-	-	-	-	15,000,000	1.46%	29,700	9.10%

Performance of the Group's significant investments for the period and its future prospects
CPN

In October 2015, the Company acquired 15,000,000 shares of CPN at investment cost of approximately HK\$30,095,000.

CPN (the shares of which are listed on GEM Board of the Stock Exchange (stock code: 8361)) was principally engaged in (i) the provision of marketing and promotional services through its platform, including CI Web, mobile CI Web, Mobile Application Software ("APPs") and IPTV APPs; (ii) e-commerce business in the People's Republic of China (the "PRC"); and (iii) licensing of smart-hardware devices through its large and engaged user base of CBM customers.

As disclosed in the third quarterly report of CPN for the nine months ended 30 September 2017, CPN recorded a net profit of approximately RMB29,529,000 for the nine months ended 30 September 2017 as compared with that of approximately RMB30,091,000 for the corresponding period in 2016 with an decrease of approximately 1.87% and it will continue to provide users with diversified services and be committed to upgrade in the mother-child industry based on smart family lifestyle.

During the Period, the Group disposed all CPN shares on the Stock Exchange, with loss on disposal of approximately HK\$20,199,000.

Save for the above, the Company had no other significant investment.

(ii) 重大投資

董事認為，市值佔本集團於報告期末之總資產超過5%之投資屬於重要投資。於二零一七年十二月三十一日，概無重大投資。二零一七年六月三十日佔超過本集團總資產之5%的上市權益股份之詳情載列如下：

Description of investment 投資概述	Number of shares held as at 31 December 2017	Percentage of total issued share capital of the investee company as at 31 December 2017	Market value as at 31 December 2017	Percentage to the Group's unaudited total assets as at 31 December 2017	Number of shares held as at 30 June 2017	Percentage of total issued share capital of the investee company as at 30 June 2017	Market value as at 30 June 2017	Percentage to the Group's audited total assets as at 30 June 2017
	於二零一七年 十二月三十一日 所持股份數目	佔被投資公司 於二零一七年 十二月三十一日 已發行股本 總額之百分比	於二零一七年 十二月三十一日 之市值 HK\$'000 千港元	佔本集團 於二零一七年 十二月三十一日 之未經審核 總資產之 百分比	於二零一七年 六月三十日 所持股份數目	佔被投資公司 於二零一七年 六月三十日 已發行股本 總額之百分比	於二零一七年 六月三十日 之市值 HK\$'000 千港元	佔本集團 於二零一七年 六月三十日 之經審核 總資產之 百分比
China Parenting Network Holdings Limited ("CPN") 中國育兒網絡控股有限公司(「中國育兒網絡」)	-	-	-	-	15,000,000	1.46%	29,700	9.10%

於本期間之主要投資之表現及未來前景

中國育兒網絡

於二零一五年十月，本公司已收購15,000,000股中國育兒網絡股份，投資成本約為30,095,000港元。

中國育兒網絡(其股份於聯交所創業板上市(股份代號：8361))從事(i)透過中國育兒集團的平台(包括育兒網、移動育兒網、手機應用程式軟件(「APPs」)及IPTV APPs)提供營銷及推廣服務；(ii)於中華人民共和國(「中國」)的電子商務業務；及(iii)(透過其龐大的孕嬰童客戶用戶基礎)許可智能硬件產品。

誠如中國育兒截至二零一七年九月三十日止九個月之第三季度報告所披露，中國育兒網絡於截至二零一七年九月三十日止九個月錄得純利約人民幣29,529,000元，較二零一六年同期約人民幣30,091,000元，減少約1.87%。該集團將會繼續向用戶提供多元服務，並會因應智能家庭生活模式，致力提昇母嬰行業。

於本期間，本集團已於聯交所出售所有中國育兒集團股份，出售虧損約為20,199,000港元。

除上述外，本公司並無作出任何其他重大投資。

GEARING RATIO

As at 31 December 2017, the gearing ratio of the Group as a ratio of net debt divided by the total capital plus net debt was approximately 18% (as at 30 June 2017: nil). Net debt includes trade payables, other payables and accruals, deposits received in advance, convertible bonds and tax payables less pledged deposits and cash and cash equivalents.

CAPITAL STRUCTURE

The Group mainly finances its operation with internally resources and proceeds from various fund raising. The Group continued to exert stringent control over treasury policies.

Save as disclosed on section head "Fund raising activities", the capital structure of the Group had no material change.

FUND RAISING ACTIVITIES

(1) Issuance of convertible bonds under specific mandate

On 7 August 2017, the Company issued zero coupon redeemable unsecured convertible bonds with face value of HK\$40,000,000 ("1st Tranche Lockup CB") and HK\$30,000,000 ("2nd Tranche Lockup CB") ("August 2017 CB") as part of the consideration for the Sense Acquisition. The bonds are conditionally convertible into a maximum of 507,246,376 ordinary shares of the Company at an initial conversion price of HK\$0.138 per conversion share (subject to adjustments).

As at the date of this report, the convertible bondholder has not exercised its rights to convert the convertible bonds into shares of the Company. For details of the August 2017 CB, please refer to Note 15 of the condensed consolidated financial statement and the Company's circular dated 18 July 2017 and the Company's announcements dated 6 June 2017, 2 August 2017 and 7 August 2017, respectively.

(2) Issuance of convertible bonds under general mandate

On 23 November 2017, the Company entered into a subscription agreement with a subscriber, pursuant to which the Company conditionally agreed to issue and the subscriber conditionally agreed to subscribe for, the bonds in the principal amount of HK\$100,000,000, on the terms and subject to the conditions set out therein ("December 2017 CB"). The bonds are convertible into a maximum of 552,486,187 ordinary shares of the Company at the initial conversion price of HK\$0.181 per conversion share (subject to adjustments).

The issuance of convertible bond under general mandate was completed on 1 December 2017. The net proceeds of approximately HK\$97,500,000 would be used for (i) enhancing of the Group's e-commerce and O2O sales and consumer services business; (ii) future development and investment opportunities; and (iii) general working capital purpose. As at the date of this report, the convertible bondholder has not exercised its rights to convert the convertible bonds into shares of the Company. For details of the December 2017 CB, please refer to Note 15 of the condensed consolidated financial statement and the announcements of the Company dated 23 November 2017 and 1 December 2017, respectively.

資產負債比率

於二零一七年十二月三十一日，本集團之資產負債比率（按債務淨值除以總資本加上債務淨值）約18%（於二零一七年六月三十日：零）。債務淨值包括應付貿易賬款、其他應付款項及應計負債、預收按金、可換股債券及稅務撥備減已抵押存款及現金及現金等值項目。

資本架構

本集團主要以內部資源及不同的集資活動之所得款項為其業務撥資。本集團繼續對庫務政策實施嚴格控制。

除「集資活動」一節所披露者外，本集團之資本架構並無任何重大變動。

集資活動

(1) 根據特別授權發行可換股債券

於二零一七年八月七日，本公司發行面值40,000,000港元（「第一批禁售可換股債券」）及30,000,000港元（「第二批禁售可換股債券」）的零息票可贖回無抵押可換股債券（「二零一七年八月可換股債券」），作為三思收購事項的部分代價。該等債券可按每股換股股份0.138港元的初步換股價（可予調整）有條件轉換為本公司普通股，最多將配發507,246,376股。

於本報告日期，可換股債券持有人並無行使轉換可換股債券為本公司股份的權利。有關二零一七年八月可換股債券的詳情，請參閱簡明綜合財務報表附註15及本公司日期為二零一七年七月十八日的通函以及本公司日期分別為二零一七年六月六日、二零一七年八月二日及二零一七年八月七日的公告。

(2) 根據一般授權發行可換股債券

於二零一七年十一月二十三日，本公司與一名認購人訂立一份認購協議，據此本公司有條件同意發行及認購人有條件同意按認購協議所載之條款及受限於其條件認購本金額為100,000,000港元的債券（「二零一七年十二月可換股債券」）。該等債券可按初步轉換價每股換股股份0.181港元（可予調整）轉換為最多552,486,187股本公司普通股。

根據一般授權發行可換股債券於二零一七年十二月一日完成。配售之所得淨額約為97,500,000港元將用於(i)鞏固本集團的電子商務及O2O銷售及消費者服務業務；(ii)未來發展及投資機會；及(iii)一般營運資金用途。於本報告日期，可換股債券持有人並無行使轉換可換股債券為本公司股份的權利。有關二零一七年十二月可換股債券的詳情，請參閱簡明綜合財務報表附註15及本公司日期為二零一七年十一月二十三日及二零一七年十二月一日的公告披露。

CHARGES ON ASSETS

Included in the prepayments, deposits and other receivables were the balances of US\$5,020,000 (equivalents to approximately HK\$39,156,000) (the "Frozen Accounts") (as at 30 June 2017: US\$5,020,000 equivalent to approximately HK\$39,156,000), which were frozen by Silicon Valley Bank and the PayPal. The Frozen Accounts were temporarily restrained the use up as the Group was involved in a litigation, detail of which are stated in section headed "Litigation".

CONTINGENT LIABILITIES

Except for those detailed in section headed "Litigation", the Group did not have any significant contingent liabilities at the end of the reporting period (as at 30 June 2017: Nil).

FOREIGN CURRENCY RISK

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

In accordance with the Group's conservative treasury policy, the Group had not entered any forward contract for hedging during the Period. The Group will keep on monitoring the foreign currency risk and consider any tool for hedging if necessary.

As at 31 December 2017, the Group has no outstanding forward exchange contracts (as at 30 June 2017: Nil).

DEPLOYMENT OF HUMAN RESOURCES

As at 31 December 2017, the number of staff of the Group was 157 (as at 30 June 2017: 138). Staff remuneration is reviewed once a year or as the management deems appropriate. Changes in remuneration are based on a range of factors including the Group's performance, the competitiveness of remuneration with the external market, and individual employee's performance during the Period. Employees were paid at fixed remuneration with discretionary bonus and benefits of medical insurance, mandatory provident fund, share options and necessary training.

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

A. Directors and Chief Executives

As at 31 December 2017, none of the Directors nor the chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rule 5.46 of the GEM Listing Rules.

資產抵押

在預付款項、按金及其他應收款項內有5,020,000美元(相等於39,156,000港元)(「凍結款項」)(於二零一七年六月三十日：5,020,000美元(相等於39,156,000港元))被Silicon Valley Bank及PayPal凍結。因本集團牽涉在一項訴訟內，所以該凍結款項暫時禁制動用，有關詳情載於「訴訟」一節。

或然負債

除誠如載於「訴訟」一節之詳情外，本集團於報告期末沒有任何重大之或然負債(二零一七年六月三十日：零)。

外匯風險

本集團之所得收入及所致成本主要以港元、人民幣、歐元及美元結算。

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

於二零一七年十二月三十一日，本集團並無任何未償還之外匯遠期合約(於二零一七年六月三十日：無)。

人力資源安排

於二零一七年十二月三十一日，本集團有157名員工(二零一七年六月三十日：138名)。員工酬金乃於每年或管理層認為合適時作出調整。酬金乃因應一連串因素而變動，包括本集團本期間內之業績表現、酬金於外部市場之競爭力，以及個別僱員之表現。僱員乃獲付固定酬金，以及獲發酌情花紅及各項福利(包括醫療保險、強制性公積金、購股權及所需培訓)。

根據證券及期貨條例(「證券及期貨條例」)第XV部披露權益

A. 董事及主要行政人員

於二零一七年十二月三十一日，本公司董事或主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有須列入本公司根據證券及期貨條例第352條予以存置之登記冊內之權益或淡倉，或根據創業板上市規則第5.46條所載董事進行買賣之規定標準須向本公司及聯交所申報之權益或淡倉。

B. Substantial Shareholders

As at 31 December 2017, the following parties had interests of 5% or more in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

(1) Ordinary shares of the Company

Name of substantial shareholder 主要股東名稱	Capacity 身份	Long position/ Short position 好倉/淡倉	Number of ordinary shares interested 擁有權益之普通股數目	Percentage of issued share capital* 佔已發行股本百分比*
Great Capital (H.K.) Limited	Beneficial owner 實益擁有人	Long 好倉	198,288,000 (Note (i)) (附註(i))	7.14%
Swift Success Enterprises Limited	Interest of controlled corporation 受控制法團權益	Long 好倉	198,288,000 (Note (i)) (附註(i))	7.14%
Mr. XIA Boyu 夏博宇先生	Interest of controlled corporations 受控制法團權益	Long 好倉	198,288,000 (Note (i)) (附註(i))	7.14%
	Beneficial owner 實益擁有人	Long 好倉	69,264,000	2.49%
Mr. LEUNG Kwok Pong 梁國邦先生	Beneficial owner 實益擁有人	Long 好倉	190,456,000	6.86%
Mr. WANG He 王赫先生	Beneficial owner 實益擁有人	Long 好倉	27,816,000	1.00%

Note:

(i) These 198,288,000 shares of the Company were held by Great Capital (H.K.) Limited, a corporation wholly controlled by Swift Success Enterprises Limited which was in turn wholly controlled by Mr. XIA Boyu. Accordingly, Swift Success Enterprises Limited and Mr. Xia were deemed to be interested in 198,288,000 shares of the Company held by Great Capital (H.K.) Limited pursuant to Part XV of the SFO.

* The percentage represents the number of ordinary shares interested divided by the number of issued shares of the Company as at 31 December 2017.

B. 主要股東

於二零一七年十二月三十一日，以下人士根據證券及期貨條例第336條規定本公司存置之登記冊所記錄於本公司股份及相關股份中擁有5%或以上之權益：

(1) 本公司普通股

附註：

(i) 本公司的198,288,000股股份由Great Capital (H.K.) Limited 持有，Great Capital (H.K.) Limited 為 Swift Success Enterprises Limited 全資控制的法團，Swift Success Enterprises Limited 則由夏博宇先生全資控制。因此，根據證券及期貨條例第XV部，Swift Success Enterprises Limited 及夏先生被視為於Great Capital (H.K.) Limited 持有的本公司198,288,000股股份中擁有權益。

* 該百分比指所擁有權益之普通股股份數目除以本公司於二零一七年十二月三十一日之已發行股份數目。

(2) Underlying shares of the Company – unlisted derivatives (convertible bonds)

(2) 本公司相關股份－未上市衍生工具(可換股票據)

Name of substantial shareholder 主要股東名稱	Capacity 身份	Long position/ Short position 好倉／淡倉	Number of underlying shares interested 擁有權益之相關股份數目	Percentage of issued share capital* 佔已發行股本百分比*
Sense Media Group Holdings Limited	Beneficial owner 實益擁有人	Long 好倉	507,246,376 (Note (i)) (附註(i))	18.27%
Mr. WANG He 王赫先生	Interest of controlled corporation 受控制法團權益	Long 好倉	507,246,376 (Note (i)) (附註(i))	18.27%
Excel Action Global Limited	Beneficial owner 實益擁有人	Long 好倉	552,486,187 (Note (ii)) (附註(ii))	19.90%
VSTECS Holdings Limited 偉仕佳杰控股有限公司	Interest of controlled corporations 受控法團權益	Long 好倉	552,486,187 (Note (ii)) (附註(ii))	19.90%
Mr. LI Jialin 李佳林先生	Interest of controlled corporations 受控法團權益	Long 好倉	552,486,187 (Note (ii)) (附註(ii))	19.90%
Ms. LIU Li 劉莉女士	Interest of controlled corporations 受控法團權益	Long 好倉	552,486,187 (Note (ii)) (附註(ii))	19.90%

Notes:

- (i) These 507,246,376 underlying shares of the Company were held by Sense Media Group Holdings Limited. Sense Media Group Holdings Limited was controlled as to 35% by Mr. WANG He. Accordingly, Mr. Wang was deemed to be interested in 507,246,376 underlying shares of the Company held by Sense Media Group Holdings Limited pursuant to Part XV of the SFO.
- (ii) These 552,486,187 underlying shares of the Company were held by Excel Action Global Limited, a corporation wholly controlled by VSTECS Holdings Limited. Accordingly, VSTECS Holdings Limited was deemed to be interested in 552,486,187 underlying shares of the Company held by Excel Action Global Limited pursuant to Part XV of the SFO.
- * The percentage represents the number of underlying shares interested divided by the number of issued shares of the Company as at 31 December 2017.

附註：

- (i) 本公司的507,246,376股相關股份由Sense Media Group Holdings Limited持有。Sense Media Group Holdings Limited由王赫先生擁有35%。因此，根據證券及期貨條例第XV部，王先生被視為於Sense Media Group Holdings Limited持有的本公司507,246,376股相關股份中擁有權益。
- (ii) 本公司的552,486,187股相關股份由Excel Action Global Limited持有，該公司由偉仕佳杰控股有限公司全資控制。因此，根據證券及期貨條例第XV部，偉仕佳杰控股有限公司被視為於Excel Action Global Limited持有的本公司552,486,187股相關股份中擁有權益。
- * 該百分比指所擁有權益之相關股份數目除以本公司於二零一七年十二月三十一日之已發行股份數目。

Save as disclosed above, as at 31 December 2017, so far as is known to any Director or chief executive of the Company, no person had registered an interest or a short position in the shares or underlying shares of the Company that was required to be recorded under Section 336 of the SFO.

除上文所披露者外，於二零一七年十二月三十一日，據本公司董事或主要行政人員所知悉並無任何人士已登記須根據證券及期貨條例第336條予以記錄之本公司股份或相關股份中之權益或淡倉。

SHARE OPTION SCHEME

As at 31 December 2017, there was no option outstanding under the Share Option Scheme of the Company. No options were granted/exercised/lapsed/cancelled under the Share Option Scheme of the Company during the reporting period.

DIRECTORS' RIGHTS TO ACQUIRE SHARES

At no time during the Period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Directors or their respective spouse or children under 18 year of age, or were any rights exercised by them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

SUFFICIENCY OF PUBLIC FLOAT

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

LITIGATION

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

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

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

購股權計劃

於二零一七年十二月三十一日，本公司購股權計劃並無任何尚未行使之購股權。於本報告期內，本公司購股權計劃概無授出／行使／失效／取消任何購股權。

董事收購股份之權利

於本期間任何時間概無授予任何董事或彼等各自之配偶或未年滿十八歲之子女透過收購本公司股份或債券以獲得利益之權利，或有該等權利由彼等行使；而本公司或其任何附屬公司亦概無訂立任何安排，以致董事可從任何其他公司實體獲得該等權利。

足夠公眾持股量

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

訴訟

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

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

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

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

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

Another hearing was held on 10 November 2015 (New York time), on which the District Court decided to continue to temporarily restrain the use of the Restrained Sum. On 30 September 2016 (New York time) the District Court issued an order assessing costs and fees against EPRO EComm in the amount of US\$2,681,406.45 and retaining the Restrained Sum of US\$5,000,000 (the “30 September 2016 Order”). On 26 October 2016 (New York Time), EPRO EComm filed a Notice of Appeal against the 30 September 2016 Order. The parties completed appellate submissions and the United States Court of Appeals for the Second Circuit held oral argument concerning the appeal on 26 October 2017 (New York time).

On 25 January 2018 (New York time), the United States Court of Appeals for the Second Circuit issued an opinion affirming the 30 September 2016 Order. On 8 February 2018 (New York time), EPRO EComm filed a motion for rehearing en banc with the United States Court of Appeals for the Second Circuit to reconsider a decision and order of a panel of the court affirming the 30 September 2016 Order, assessing costs and fees against EPRO EComm in the amount of US\$2,681,406.45 in which the panel’s decision appears to conflict with a prior decision of the court. The Company seeks en banc consideration in light of the panel’s decision creating a split within the Second Circuit or ignoring governing precedent. The Company will provide further announcement as and when appropriate of any new development.

The Directors have exercised their due care in assessing the financial impact in respect of the legal costs and claims, if any, of the Litigation. Taking into account of the amount of the Restrained Sum and the possible legal and professional costs to be incurred, the Company has made a sufficient provision for the Litigation as at 31 December 2017. Since the Litigation is still on-going, the Directors would continue to exercise their due care in monitoring the progress of the Litigation and would assess the adequacy of provision for the Litigation and the financial impact to the Group as and when appropriate.

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

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

另一輪聆訊於二零一五年十一月十日(紐約時間)舉行，區域法院決定繼續暫時限制使用受禁制金額。於二零一六年九月三十日(紐約時間)，區域法院頒佈命令，評定易寶電子商務須支付2,681,406.45美元的成本及費用以及保留受限制金額5,000,000美元(「二零一六年九月三十日命令」)。於二零一六年十月二十六日(紐約時間)，易寶電子商務對二零一六年九月三十日命令提交上訴通知。當事人已完成提交上訴，而美國聯邦上訴法院第二巡迴審判庭已於二零一七年十月二十六日(紐約時間)就該上訴進行口頭辯論。

於二零一八年一月二十五日(紐約時間)，美國聯邦上訴法院第二巡迴審判庭發表意見，確認二零一六年九月三十日命令。於二零一八年二月八日(紐約時間)，易寶電子商務向美國聯邦上訴法院第二巡迴審判庭提出再聆訊呈請，要求重新考慮法院合議庭的判決及命令，認為法院合議庭的其中確認二零一六年九月三十日命令，評定易寶電子商務須支付的2,681,406.45美元成本及費用，判決與法庭先前的判決似乎存在衝突。本公司就合議庭的判決在第二巡迴審判庭產生分裂或忽視先例尋求全庭審議。本公司將於適當時候就任何新的事態發展另作公告。

董事已謹慎地評估該訴訟所產生之有關律師費及索償(如有的話)之財務影響。經考慮受禁制金額之數額及可能將產生之法律及專業費用，截至二零一七年十二月三十一日止，本公司已對該訴訟作出充足撥備。由於該訴訟仍在進行當中，董事將繼續謹慎監察該訴訟之進展，並將於適當時候評估該訴訟之撥備是否足夠及對本集團之財務影響。

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

None of the Directors and controlling shareholders of the Company has an interest in a business which competes or may compete with the business of the Group.

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

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

SECURITIES TRANSACTIONS BY DIRECTORS

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

CORPORATE GOVERNANCE

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

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

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

AUDIT COMMITTEE

The Company set up an Audit Committee (the "Committee") with written terms of reference in compliance with the requirements of the GEM Listing Rules. The primary duties of the Committee are to review and provide supervision over the financial reporting process and risk management and internal control systems of the Group. The Committee comprises three independent non-executive Directors, Mr. FONG Fuk Wai, Mr. CHAN Ngai Fan and Mr. HUANG Zhiying. The information contained in the Group's interim report for the Period has not been audited but has been reviewed by the Committee, who was of opinion that such report compiled with the applicable accounting standards, and the GEM Listing Rules and legal requirements and that adequate disclosures had been made.

DIRECTORS

As at the date of this report, the executive Directors are Mr. POON Man Sum and Mr. AI Kuiyu; the non-executive Director is Mr. CHANG Eric Jackson; and the independent non-executive Directors are Mr. FONG Fuk Wai, Mr. CHAN Ngai Fan and Mr. HUANG Zhiying.

By order of the Board
POON MAN SUM
Chairman

Hong Kong, 9 February 2018

董事於競爭業務之權益

本公司董事或控股股東概無於任何對本集團業務構成競爭或可能構成競爭之業務中擁有權益。

購買、出售或贖回本公司上市證券

於本期間，本公司或其任何附屬公司並無購買、出售或贖回本公司之任何上市證券。

董事進行之證券交易

本集團已遵照創業板上市規則第5.48條至第5.67條之規定採納規管董事進行證券交易之嚴格常規。可能擁有本集團尚未發表之內幕消息資料之相關僱員亦須遵照不遜於該等規則所載者之指引。於本期間並未出現任何未獲遵守之情況。

企業管治

於本期間本公司一直遵守創業板上市規則附錄十五所載之企業管治守則(「企業管治守則」)之守則條文，惟下列偏離事項除外：

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

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

審核委員會

本公司成立審核委員會(「委員會」)，其書面職權範圍乃遵照創業板上市規則釐定。委員會之首要職務為審核及監督本集團之財務呈報過程，風險管理及內部監控系統。委員會由三名獨立非執行董事方福偉先生、陳毅奮先生及黃智穎先生組成。本集團於本期間之中期報告所載之資料並未經審核，但經由委員會審閱，而其認為該報告已遵守適用之會計準則及聯交所規定和法律規定，且已作出足夠披露。

董事

於本報告刊發日期，執行董事為潘文森先生及艾奎宇先生，非執行董事為張世澤先生，而獨立非執行董事為方福偉先生、陳毅奮先生及黃智穎先生。

承董事會命
主席
潘文森

香港，二零一八年二月九日