



GET HOLDINGS LIMITED

智易控股有限公司*

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

(Stock Code: 8100)

THIRD QUARTERLY RESULTS ANNOUNCEMENT FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2015

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

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

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

* For identification purposes only

FINANCIAL HIGHLIGHTS
(unaudited)

- The turnover of the Group (as defined below) was approximately HK\$245,928,000 for the nine months ended 30 September 2015 (“Period”) representing an increase of approximately 92.5% as compared to the turnover for the corresponding period in 2014 of approximately HK\$127,765,000.
- The Group recorded a net profit of approximately HK\$51,495,000 for the Period (2014: HK\$89,114,000).
- The Group recorded a profit attributable to owners of the Company of approximately HK\$23,844,000 for the Period compared to the profit attributable to owners of the Company of approximately HK\$64,443,000 for the same period in last year. The profit for the Period was mainly attributable to (i) net profit contributed by Apperience Corporation (“Apperience”) (a non-wholly owned subsidiary of the Company) and its subsidiaries of approximately HK\$58,110,000, (ii) the net profit of approximately HK\$8,074,000 contributed by the Corporate Management Solutions and I.T. Contract Services Business (as defined below) and (iii) the net profit of approximately HK\$2,033,000 contributed by the Securities Investment Business (as defined below), which comprised the fair value gain on financial assets at fair value through profit or loss of approximately HK\$58,893,000 during the Period and the aggregate net loss on disposals of available-for-sale financial assets and financial assets at fair value through profit or loss of approximately HK\$49,377,000 incurred by the Group for the Period.
- Earnings per share for profit attributable to owners of the Company for the Period were HK4.15 cents.
- The Board (as defined below) does not recommend the payment of any dividend for the Period.

RESULTS

The board of Directors (“Board”) of GET Holdings Limited (“Company”) is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months and nine months ended 30 September 2015, together with the comparative unaudited figures for the corresponding period in 2014, as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS — UNAUDITED

*For the three months and nine months ended 30 September 2015
(Expressed in Hong Kong dollars)*

	Note	Three months ended 30 September		Nine months ended 30 September	
		2015 HK\$'000	2014 HK\$'000	2015 HK\$'000	2014 HK\$'000
Turnover	4	64,158	47,398	245,928	127,765
Cost of sales and services rendered		(32,149)	(17,793)	(123,594)	(35,107)
Gross profit		32,009	29,605	122,334	92,658
Other revenue and other gains and losses	5	(9,747)	5,433	13,859	45,274
Selling and administrative expenses		(23,872)	(15,206)	(67,478)	(38,013)
(Loss)/profit from operations		(1,610)	19,832	68,715	99,919
Finance costs	6(a)	(364)	(472)	(677)	(1,073)
Share of profit of an associate		80	–	462	–
(Loss)/profit before taxation	6	(1,894)	19,360	68,500	98,846
Income tax	8	(4,917)	(2,509)	(17,005)	(9,732)
(Loss)/profit for the period		<u>(6,811)</u>	<u>16,851</u>	<u>51,495</u>	<u>89,114</u>
(Loss)/profit attributable to:					
Owners of the Company		(13,781)	9,343	23,844	64,443
Non-controlling interests		6,970	7,508	27,651	24,671
		<u>(6,811)</u>	<u>16,851</u>	<u>51,495</u>	<u>89,114</u>
			(Restated)		(Restated)
(Loss)/earnings per share	9				
Basic		HK(1.65) cents	HK3.70 cents	HK4.15 cents	HK29.03 cents
Diluted		HK(1.65) cents	HK3.64 cents	HK4.04 cents	HK25.92 cents

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

For the three months and nine months ended 30 September 2015

(Expressed in Hong Kong dollars)

	Three months ended		Nine months ended	
	30 September		30 September	
	2015	2014	2015	2014
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
(Loss)/profit for the period	(6,811)	16,851	51,495	89,114
Other comprehensive income for the period:				
<i>Items that may be reclassified to profit or loss:</i>				
Exchange differences on translation of financial statements of overseas subsidiaries	–	154	30	60
Fair value (loss)/gain on available-for-sale financial assets	(20,036)	5,591	21,459	(6,654)
Other comprehensive income for the period, net of tax	(20,036)	5,745	21,489	(6,594)
Total comprehensive income for the period	(26,847)	22,596	72,984	82,520
Attributable to:				
Owners of the Company	(33,817)	15,005	45,341	57,813
Non-controlling interests	6,970	7,591	27,643	24,707
	(26,847)	22,596	72,984	82,520

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY — UNAUDITED

For the nine months ended 30 September 2015 and 30 September 2014

(Expressed in Hong Kong dollars)

	Attributable to owners of the Company										
	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Contributed surplus <i>HK\$'000</i>	Share option reserve <i>HK\$'000</i>	Convertible note equity reserve <i>HK\$'000</i>	Exchange reserve <i>HK\$'000</i>	Investment revaluation reserve <i>HK\$'000</i>	Accumulated losses <i>HK\$'000</i>	Total <i>HK\$'000</i>	Non- controlling interests <i>HK\$'000</i>	Total equity <i>HK\$'000</i>
At 1 January 2014	492,562	46,682	414,679	310	13,809	(60)	–	(414,226)	553,756	35,498	589,254
Profit for the period	–	–	–	–	–	–	–	64,443	64,443	24,671	89,114
Other comprehensive income for the period	–	–	–	–	–	24	(6,654)	–	(6,630)	36	(6,594)
Total comprehensive income for the period	–	–	–	–	–	24	(6,654)	64,443	57,813	24,707	82,520
Arising from acquisition of a subsidiary	–	–	–	–	–	–	–	–	–	1,729	1,729
Performance shares issued on 6 June 2014	71,552	(38,638)	–	–	–	–	–	–	32,914	–	32,914
Share option lapsed	–	–	–	(310)	–	–	–	310	–	–	–
Dividends declared to non-controlling interests	–	–	–	–	–	–	–	–	–	(20,350)	(20,350)
Share consolidation and capital reduction on 18 July 2014	(550,011)	–	550,011	–	–	–	–	–	–	–	–
Share issued for acquisition of subsidiaries on 31 July 2014	1,860	27,535	–	–	–	–	–	–	29,395	–	29,395
Deemed disposal of partial interest in a subsidiary	–	–	–	–	–	–	–	1,026	1,026	976	2,002
Changes in equity for the period	(476,599)	(11,103)	550,011	(310)	–	–	–	1,336	63,335	(17,645)	45,690
At 30 September 2014	<u>15,963</u>	<u>35,579</u>	<u>964,690</u>	<u>–</u>	<u>13,809</u>	<u>(36)</u>	<u>(6,654)</u>	<u>(348,447)</u>	<u>674,904</u>	<u>42,560</u>	<u>717,464</u>
At 1 January 2015	<u>19,541</u>	<u>96,846</u>	<u>964,690</u>	<u>–</u>	<u>–</u>	<u>(83)</u>	<u>5,511</u>	<u>(360,153)</u>	<u>726,352</u>	<u>41,524</u>	<u>767,876</u>
Profit for the Period	–	–	–	–	–	–	–	23,844	23,844	27,651	51,495
Other comprehensive income for the Period	–	–	–	–	–	38	21,459	–	21,497	(8)	21,489
Total comprehensive income for the Period	–	–	–	–	–	38	21,459	23,844	45,341	27,643	72,984
Arising from acquisition of a subsidiary	–	–	–	–	–	–	–	–	–	279	279
Share consolidation and capital reduction on 24 March 2015 <i>(note 14(a))</i>	(17,587)	–	17,587	–	–	–	–	–	–	–	–
Performance shares issued on 5 June 2015 <i>(note 14(b))</i>	165	13,000	–	–	–	–	–	–	13,165	–	13,165
Rights issue shares on 16 June 2015 <i>(note 14(c))</i>	5,862	190,685	–	–	–	–	–	–	196,547	–	196,547
Dividends paid to non-controlling interests	–	–	–	–	–	–	–	–	–	(13,828)	(13,828)
Share-based payments	–	–	–	2,839	–	–	–	–	2,839	–	2,839
Placing of shares <i>(note 14(d))</i>	391	17,608	–	–	–	–	–	–	17,999	–	17,999
Changes in equity for the Period	(11,169)	221,293	17,587	2,839	–	–	–	–	230,550	(13,549)	217,001
At 30 September 2015	<u>8,372</u>	<u>318,139</u>	<u>982,277</u>	<u>2,839</u>	<u>–</u>	<u>(45)</u>	<u>26,970</u>	<u>(336,309)</u>	<u>1,002,243</u>	<u>55,618</u>	<u>1,057,861</u>

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 30 September 2015

(Expressed in Hong Kong dollars)

1. CORPORATE INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 30 July 2001 and continued in Bermuda on 9 January 2014 (Bermuda time). The address of its registered office of the Company is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The principal place of business in Hong Kong is located at Room 1703, 17/F, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong.

The Company is listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (“Stock Exchange”). The principal activity of the Company is investment holding. The Group is principally engaged in (i) research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisements, (ii) the provision of website development, e-learning products and services, (iii) securities investment, (iv) money lending, (v) provision of insurance and mandatory provident fund (“MPF”) schemes brokerage services and (vi) provision of corporate management solutions and Information Technology (“I.T.”) contract services during the Period.

This unaudited condensed consolidated third quarterly financial information is presented in thousands of units of Hong Kong Dollars (“\$’000”), unless otherwise stated. Hong Kong dollars (“HK\$”) is the Company’s functional and the Group’s presentation currency.

2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

The unaudited condensed consolidated financial statements of the Company have been prepared in accordance with the Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong, the disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (“GEM Listing Rules”).

The Group’s 2015 third quarterly unaudited financial statements have been prepared under the historical cost convention, except for certain financial assets and liabilities which have been measured at fair values. The principal accounting policies used in the preparation of these unaudited condensed consolidated financial statements are consistent with those used in the annual consolidated financial statements for the year ended 31 December 2014 except for the new and revised standards, amendments and interpretations (“new and revised HKFRSs”) issued by the HKICPA that are adopted for the first time for the current period’s financial statements.

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

During the Period, the Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting period beginning on 1 January 2015. HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards; and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s financial statements and amounts reported for the current and prior accounting periods.

The Group has not early applied new and revised HKFRSs that have been issued but are not yet effective for the financial period beginning 1 January 2015. The Directors anticipate that the new and revised HKFRSs will be adopted in the Group’s condensed consolidated financial statements when they become effective. The Group is in the process of assessing, where applicable, the potential effect of all new and revised HKFRSs that will be effective in future periods but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

4. TURNOVER

Turnover represents the sales value of goods and services supplied to customers. An analysis of the Group's turnover for the periods is as follows:

	Three months ended		Nine months ended	
	30 September		30 September	
	2015	2014	2015	2014
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Sales of computer and mobile phone software and toolbar advertisement	29,761	30,275	101,480	107,559
Loan interest income	1,593	153	3,113	555
Provision of insurance and mandatory provident fund schemes brokerage services	7,764	14,150	55,584	14,664
Provision of website development for e-commerce business	–	–	–	500
Revenue and commission income from online shopping business	535	801	2,496	2,468
Provision of corporate management solutions and I.T. contract services	24,505	2,019	83,255	2,019
	64,158	47,398	245,928	127,765

5. OTHER REVENUE AND OTHER GAINS AND LOSSES

	Note	Three months ended 30 September		Nine months ended 30 September	
		2015	2014	2015	2014
		HK\$'000 (Unaudited)	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)
Other revenue					
Bank interest income		8	2	15	4
Fair value gain on financial assets at fair value through profit or loss	12	8,941	–	58,893	9
Other investment interest income		1	–	2	–
Rental income		–	225	–	675
I.T. maintenance service income		–	–	2,328	–
Dividend income		347	–	358	–
Others		46	15	452	42
		<u>9,343</u>	<u>242</u>	<u>62,048</u>	<u>730</u>
Other gains and losses, net					
Loss on disposals of available-for- sale financial assets, net		(9,394)	–	(23,744)	–
Loss on disposals of subsidiaries		–	(326)	–	(326)
Loss on disposals of financial assets at fair value through profit or loss		(9,751)	–	(25,633)	–
Written off of property, plant and equipment		–	–	(53)	–
Fair value gain on investment property		–	1,300	–	1,300
Fair value gain on performance shares	13	–	4,236	1,166	48,629
Foreign exchange losses, net		(9)	(19)	(79)	(3)
Impairment loss on property, plant and equipment		–	–	–	(169)
Impairment loss on intangible assets		–	–	–	(4,887)
Net sundry income		64	–	154	–
		<u>(19,090)</u>	<u>5,191</u>	<u>(48,189)</u>	<u>44,544</u>
Other revenue and other gains and losses		<u>(9,747)</u>	<u>5,433</u>	<u>13,859</u>	<u>45,274</u>

6. (LOSS)/PROFIT BEFORE TAXATION

(Loss)/profit before taxation has been arrived at after (crediting)/charging:

	Three months ended 30 September		Nine months ended 30 September	
	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)
(a) Finance costs:				
Interest on other borrowings and notes payable — wholly repayable within 5 years	332	194	382	264
Effective interest on convertible notes	–	278	–	809
Loan interest paid	32	–	295	–
	<u>364</u>	<u>472</u>	<u>677</u>	<u>1,073</u>
(b) Staff costs (including directors' remuneration):				
Salaries, wages and other benefits	7,220	2,999	20,735	6,496
Retirement scheme contributions	315	102	897	201
	<u>7,535</u>	<u>3,101</u>	<u>21,632</u>	<u>6,697</u>
(c) Other items:				
Amortisation of intangible assets	4,358	4,407	12,211	12,271
Auditor's remuneration	184	143	600	474
Depreciation	343	225	980	386
Reversal of commission clawback provision	(92)	–	(942)	–
Operating lease charges:				
minimum lease payments				
— hire of office premises	1,211	514	3,605	716
Loss on disposals of available-for-sale financial assets, net	9,394	–	23,744	–
Loss on disposals of financial assets at fair value through profit or loss	9,751	–	25,633	–
Impairment loss on property, plant and equipment	–	–	–	169
Impairment loss on intangible assets	–	–	–	4,887
Legal and professional fees	1,432	1,706	5,346	4,703
	<u>1,432</u>	<u>1,706</u>	<u>5,346</u>	<u>4,703</u>

7. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the Period's presentation. Segment revenue and segment results disclosed in the segment reporting have been reclassified which are disclosed in note 10 to the condensed consolidated financial statements. The Directors considered that the reclassification would result in more appropriate manner to reflect the core business of the Group. These reclassification have no impact on the Group's total equity as at 30 September 2015 and 2014 or the Group's profit or loss for the periods ended 30 September 2015 and 2014.

8. INCOME TAX

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

	Three months ended		Nine months ended	
	30 September		30 September	
	2015	2014	2015	2014
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Current tax				
— Hong Kong Profits Tax				
Provision for the period (<i>Note 1</i>)	5,150	2,864	17,706	10,601
Overprovision in respect of prior year	—	(63)	—	(63)
— Withholding tax for the period (<i>Note 2</i>)	27	25	81	89
Deferred tax (<i>Note 3</i>)	(260)	(317)	(782)	(895)
	<u>4,917</u>	<u>2,509</u>	<u>17,005</u>	<u>9,732</u>

Note 1: Provision for the Hong Kong Profits Tax is calculated at 16.5% (2014: 16.5%) of the estimated assessable profits for the Period.

Note 2: Withholding tax in Japan, regarding the external sales for which customers are located in Japan, is charged at the appropriate current rates of taxation ruling in Japan.

Note 3: Deferred tax is arising from the tax effect on the temporary difference on intangible assets of the Group for the Period.

The Group's share of an associate's profit for the Period includes share of the associate's taxation of approximately HK\$21,000 (2014: HK\$Nil).

9. (LOSS)/EARNINGS PER SHARE

(a) Basic (loss)/earnings per share

The calculation of basic (loss)/earnings per share is based on the (loss)/profit attributable to owners of the Company and the weighted average number of ordinary shares in issue during the periods.

	Three months ended		Nine months ended	
	30 September		30 September	
	2015	2014	2015	2014
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
(Loss)/earnings				
(Loss)/profit attributable to owners of the Company and (loss)/profit for the purpose of calculating basic (loss)/earnings per share	<u>(13,781)</u>	<u>9,343</u>	<u>23,844</u>	<u>64,443</u>
	'000	'000	'000	'000
		(Restated)		(Restated)
Number of shares				
Weighted average number of ordinary shares for the purpose of calculating basic (loss)/earnings per share	<u>834,212</u>	<u>252,474</u>	<u>574,904</u>	<u>222,002</u>
Basic (loss)/earnings per share (HK cents)	<u>(1.65)</u>	<u>3.70</u>	<u>4.15</u>	<u>29.03</u>

Note: The weighted number of ordinary shares in 2014 has been retrospectively adjusted for the share consolidations completed on 24 March 2015 and the rights issue was completed on 16 June 2015.

(b) Diluted (loss)/earnings per share

No adjustment has been made to the basic loss per share presented for the three months ended 30 September 2015 in respect of a dilution as the impact of share options outstanding as at 30 September 2015 had no dilutive effect.

The calculation of diluted (loss)/earnings per share is based on the (loss)/profit attributable to owners of the Company and the weighted average number of ordinary shares in issue during the periods.

	Three months ended 30 September		Nine months ended 30 September	
	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)
(Loss)/earnings				
(Loss)/profit attributable to owners of the Company and (loss)/profit for the purpose of calculating basic (loss)/earnings per share	(13,781)	9,343	23,844	64,443
Finance costs saving on conversion of convertible loans outstanding	—	278	—	809
(Loss)/profit attributable to owners of the Company and (loss)/profit for the purpose of calculating diluted (loss)/earnings per share	(13,781)	9,621	23,844	65,252
	'000	'000 (Restated)	'000	'000 (Restated)
Number of shares				
Weighted average number of ordinary shares for the purpose of calculating basic (loss)/earnings per share	834,212	252,474	574,904	222,002
Effect of dilutive potential ordinary shares				
Convertible notes	—	6,335	—	6,335
Performance shares	—	5,201	15,361	23,406
Weighted average number of ordinary shares for the purpose of calculating diluted (loss)/earnings per share	834,212	264,010	590,265	251,743
Diluted (loss)/earnings per share (HK cents)	(1.65)	3.64	4.04	25.92

Note: The weighted average number of ordinary shares in 2014 has been retrospectively adjusted for the share consolidations completed on 24 March 2015 and the rights issue was completed on 16 June 2015.

10. SEGMENT REPORTING

The Group manages its businesses by divisions, which are organised by a mixture of both business lines and geographical locations. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resources allocation and performance assessment, the Group had five (2014: five) reportable segments during the periods:

- Research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisements (“Software Business”)
- Securities investment (“Securities Investment Business”)
- Money lending (“Money Lending Business”)
- Provision of insurance and MPF schemes brokerage services (“Insurance and MPF Schemes Brokerage Business”)
- Provision of corporate management solutions and I.T. contract services (“Corporate Management Solutions and I.T. Contract Services Business”)

The Group's other operating segments include (i) website development, e-learning products and services (“E-learning Business”); and (ii) provision of online shopping business (“Online Shopping Business”), which do not meet any of the quantitative thresholds for determining as reportable segments. The information of these other operating segments is included in the “Others” column.

During the Period, the Directors reviewed the business segments of the Group and considered the revenue, results, assets and liabilities in relation to the E-learning Business were less than 10% of the Group's total revenue, total results, total assets and liabilities for the nine months ended 30 September 2014 and 30 September 2015. The Directors considered that re-classifying E-learning Business to other segment would result in a more appropriate manner to reflect the core business of the Group. As a result, E-learning Business previously was designated as a single reporting segment in prior period and now has been combined into the “Others” segment. Revenue and results presented in the segment reporting for the period ended 30 September 2014 have been reclassified to conform with the Period's new presentation.

(a) Segment results

For the purposes of monitoring segment performances and allocating resources among segments:

- Segment profit/(loss) represents profit earned by/(loss from) each segment without allocation of central administration costs, finance costs and income tax expense.
- Segment revenue reported below represents revenue generated from external customers. Inter-segment revenue is priced with reference to prices charged to external customers for similar orders.

Information regarding the Group's reportable segments for the period ended 30 September 2015 is set out below.

	Nine months ended 30 September 2015						Consolidated HK\$'000 (Unaudited)
	Software Business HK\$'000 (Unaudited)	Securities Investment Business HK\$'000 (Unaudited)	Money Lending Business HK\$'000 (Unaudited)	Insurance and MPF Schemes Brokerage Business HK\$'000 (Unaudited)	Corporate Management Solutions and I.T. Contract Service Business HK\$'000 (Unaudited)	Others HK\$'000 (Unaudited)	
Turnover							
Revenue from external customers	101,480	-	3,113	55,584	83,255	2,496	245,928
Inter-segment revenue	-	-	-	-	1,012	-	1,012
Reportable segment revenue	101,480	-	3,113	55,584	84,267	2,496	246,940
Reconciliation:							
Elimination of intersegment revenue							(1,012)
Revenue							245,928
Results							
Segment results	64,421	9,422	2,411	3,280	7,208	(4,274)	82,468
Reconciliation:							
Interest income							15
Unallocated income							
— Fair value gain on performance shares							1,166
— Other income							1
Unallocated expenses							
— Corporate expenses							(14,935)
Profit from operations							68,715
Finance costs							(677)
Share of profit of an associate							462
Profit before taxation							68,500
Income tax							(17,005)
Profit for the Period							51,495
Other segment information:							
Amortisation of intangible assets	(11,028)	-	-	-	(1,183)	-	(12,211)
Depreciation	-	(45)	(8)	(245)	(372)	(310)	(980)
Loss on disposals of available-for-sale financial assets, net	-	(23,744)	-	-	-	-	(23,744)
Loss on disposals of financial assets at fair value through profit or loss	-	(25,633)	-	-	-	-	(25,633)
Written off of property, plant and equipment	-	-	-	-	-	(53)	(53)
Legal and professional fees	(1,268)	-	(18)	(18)	(37)	(4,005)	(5,346)

Information regarding the Group's reportable segments for the period ended 30 September 2014 is set out below.

	Nine months ended 30 September 2014						Consolidated HK\$'000 (Unaudited)
	Software Business HK\$'000 (Unaudited)	Securities Investment Business HK\$'000 (Unaudited)	Money Lending Business HK\$'000 (Unaudited)	Insurance and MPF Schemes Brokerage Business HK\$'000 (Unaudited)	Corporate Management Solutions and I.T. Contract Service Business HK\$'000 (Unaudited)	Others HK\$'000 (Unaudited)	
Turnover							
Revenue from external customers	107,559	–	555	14,664	2,019	2,968	127,765
Inter-segment revenue	–	–	–	–	60	–	60
Reportable segment revenue	<u>107,559</u>	<u>–</u>	<u>555</u>	<u>14,664</u>	<u>2,079</u>	<u>2,968</u>	<u>127,825</u>
Reconciliation:							
Elimination of intersegment revenue							<u>(60)</u>
Revenue							<u><u>127,765</u></u>
Results							
Segment results	<u>56,674</u>	<u>(249)</u>	<u>504</u>	<u>3,328</u>	<u>(580)</u>	<u>(1,455)</u>	<u>58,222</u>
Reconciliation:							
Interest income							4
Unallocated income							
— Fair value gain on performance shares							48,629
— Fair value gain on investment property							1,300
— Rental income							675
— Other income							20
Unallocated expenses							
— Corporate expenses							(8,605)
— Loss on disposal of subsidiaries							<u>(326)</u>
Profit from operations							99,919
Finance costs							<u>(1,073)</u>
Profit before taxation							98,846
Income tax							<u>(9,732)</u>
Profit for the period							<u><u>89,114</u></u>
Other segment information:							
Amortisation of intangible assets	(11,989)	–	–	–	(282)	–	(12,271)
Depreciation	–	(45)	–	(70)	(56)	(215)	(386)
Fair value gain on financial assets at fair value through profit or loss	–	9	–	–	–	–	9
Impairment loss on intangible assets	(4,887)	–	–	–	–	–	(4,887)
Legal and professional fees	<u>(1,975)</u>	<u>(50)</u>	<u>–</u>	<u>(6)</u>	<u>–</u>	<u>(2,672)</u>	<u>(4,703)</u>

(b) Geographical information

The following tables set out information about the geographical location of the Group's revenue from external customers. The geographical location of customers is based on the location at which the services were provided or the goods delivered.

	Three months ended		Nine months ended	
	30 September		30 September	
	2015	2014	2015	2014
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Revenue from external customers				
United States of America	13,031	14,919	45,334	55,175
Germany	1,558	1,097	5,256	3,930
United Kingdom	2,506	2,036	8,509	7,108
Hong Kong	34,777	17,680	121,671	20,903
Australia	1,333	1,285	4,344	4,278
Canada	1,119	1,042	3,897	3,890
Russia	864	1,333	26,357	4,262
Japan	1,214	910	3,724	3,571
Others (including Mainland China)	7,756	7,096	26,836	24,648
	64,158	47,398	245,928	127,765

11. DIVIDENDS

The Board does not recommend the payment of any dividend in respect of the Period (2014: Nil).

12. FAIR VALUE GAIN ON FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	Nine months ended	
	30 September	
	2015	2014
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Financial assets at fair value through profit or loss		
Purchase of listed securities	94,134	44
Fair value gain on financial assets at fair value through profit or loss	58,893	9
Disposal during the periods	(139,818)	(53)
Balance at 30 September	13,209	–

The fair values of listed securities for the Period are based on their closing prices as at 30 September 2015 on the Stock Exchange.

13. FAIR VALUE GAIN ON PERFORMANCE SHARES

	Nine months ended 30 September	
	2015 HK\$'000 (Unaudited)	2014 HK\$'000 (Unaudited)
Performance shares		
Balance at 1 January	14,331	104,568
Issue of shares during the period	(13,165)	(32,914)
Fair value gain on performance shares	(1,166)	(48,629)
	<u> </u>	<u> </u>
Balance at 30 September	<u> </u> –	<u> </u> 23,025

14. SHARE CAPITAL

	Note	Nominal value per share HK\$	Number of share '000	Amount HK\$'000
Authorised:				
At 1 January 2015		0.01	80,000,000	800,000
Share consolidation	(a)(i)	0.10	(72,000,000)	–
Capital reduction and share subdivision	(a)(ii)	0.01	72,000,000	–
			<u> </u>	<u> </u>
At 30 September 2015 (Unaudited)		0.01	<u>80,000,000</u>	<u>800,000</u>
Issued and fully paid:				
At 1 January 2015		0.01	1,954,125	19,541
Share consolidation	(a)(i)	0.10	(1,758,713)	–
Capital reduction and share subdivision	(a)(ii)	0.01	–	(17,587)
Performance shares issued	(b)	0.01	16,456	165
Rights issue of shares	(c)	0.01	586,238	5,862
Placing of shares	(d)	0.01	39,080	391
			<u> </u>	<u> </u>
At 30 September 2015 (Unaudited)		0.01	<u>837,186</u>	<u>8,372</u>

(a) 2015 Capital Reorganisation

Reference is made to the circular of the Company dated 26 February 2015 in respect of the capital reorganisation (“2015 Capital Reorganisation”). Unless otherwise specified herein, capitalised terms used in this note shall have the same meanings as those defined in such circular.

The 2015 Capital Reorganisation was approved by the shareholders of the Company (“Shareholders”) at the special general meeting of the Company held on 23 March 2015 and became effective on 24 March 2015. The 2015 Capital Reorganisation involved the following:

(i) *Share consolidation*

Pursuant to the share consolidation (“2015 Share Consolidation”), every ten issued and unissued shares of the Company of HK\$0.01 each were consolidated into one consolidated share of HK\$0.10 each (each, a “2015 Consolidated Share”) and the total number of the 2015 Consolidated Shares in the issued share capital of the Company immediately following the 2015 Share Consolidation was rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the 2015 Share Consolidation.

(ii) *Capital reduction and share subdivision*

- the issued share capital of the Company has been reduced through a cancellation of the paid-up capital of the Company to the extent of HK\$0.09 on each of the issued 2015 Consolidated Shares such that the nominal value of each issued 2015 Consolidated Share has been reduced from HK\$0.10 to HK\$0.01 (“2015 Capital Reduction”);
- immediately following the 2015 Capital Reduction, each of the authorised but unissued 2015 Consolidated Shares of HK\$0.10 each was sub-divided into 10 new shares of HK\$0.01 each of the Company; and
- the credits arising in the books of the Company from (i) the cancellation of any fraction in the issued share capital of the Company arising from the 2015 Share Consolidation; and (ii) the 2015 Capital Reduction of approximately HK\$17,587,000 have been credited to the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda.

Immediately after the 2015 Capital Reorganisation becoming effective on 24 March 2015, the authorised share capital of the Company was HK\$800,000,000 divided into 80,000,000,000 shares of HK\$0.01 each, of which 195,412,487 shares were in issue and the aggregate nominal value of the issued share capital was HK\$1,954,124.87.

(b) Issuance of performance shares

Reference is made to the Company’s circular dated 23 February 2013 and the Company’s announcement dated 28 May 2015 in relation to the very substantial acquisition of 50.5% of the issued share capital of Apperience. Capitalised terms used in this paragraph shall have the same meanings as defined in such circular. In accordance with the Acquisition Agreement, subject to the Target Profit II being equal to or more than US\$10 million, the Company shall allot and issue, credited as fully paid, an aggregate of 18,154,282 Tranche II Performance Shares (after being adjusted by the 2015 Capital Reorganisation) to the Vendors. Where the Target Profit II is less than US\$10 million but is a positive figure, the number of the Tranche II Performance Shares to be allotted and issued by the Company to the Vendors shall be 18,154,282 shares of the Company multiplied by the audited consolidated net profits of Apperience after taxation adjusted by the Adjusted Items and divided by US\$10 million, being the target consolidated net profits of Apperience after taxation adjusted by the Adjusted Items for the Target Profit Period II.

On 5 June 2015, the Company allotted and issued 16,455,916 Tranche II Performance Shares, credited as fully paid, to the Vendors to settle part of the consideration for the acquisition of Apperience. Details of the issue of Tranche II Performance Shares are set out in the Company’s announcement dated 28 May 2015.

(c) Rights issue of shares

On 24 February 2015, the Board proposed a rights issue on the basis of three rights shares for every one share (“Rights Issue”) held on 21 May 2015 (“Record Date”) at the subscription price of HK\$0.35 per rights share. The Rights Issue was approved by the Shareholders as an ordinary resolution at the special general meeting of the Company held on 11 May 2015. Completion of the Rights Issue took place on 16 June 2015.

Upon the completion of the Rights Issue, 586,237,461 ordinary shares of the Company were issued at the price of HK\$0.35 each. The net proceeds arising from the Rights Issue amounted to approximately HK\$196.5 million. Details of the Rights Issue are set out in the Company’s announcements dated 24 February 2015, 20 March 2015, 10 April 2015, 11 May 2015, 12 May 2015 and 15 June 2015, the Company’s circular dated 22 April 2015 and the Company’s prospectus dated 22 May 2015.

(d) Placing of shares

On 22 June 2015, the Company entered into a placing agreement with a placing agent in relation to the placing of up to 39,080,000 ordinary shares of the Company under general mandate at a price of HK\$0.49 per placing share (“Placing”). Completion of the Placing took place on 8 July 2015. The net proceeds from the Placing (after deduction of commission and other expenses of the Placing) were approximately HK\$18,350,000, which were expected to be used as investment in securities (listed or non-listed securities). Details of the Placing are set out in the Company’s announcements dated 22 June 2015 and 8 July 2015.

15. RESERVES

The amounts of the Group’s reserves and the movements therein for the Period and the same period of previous year are presented in the unaudited condensed consolidated statement of changes in equity.

16. COMMITMENTS

Capital commitments at the end of the reporting periods are as follows:

	30 September 2015 HK\$’000 (Unaudited)	30 September 2014 HK\$’000 (Unaudited)
Contracted but not provided for:		
— acquisition of subsidiaries (<i>note a</i>)	42,000	—
— acquisition of subsidiaries (<i>note b</i>)	180,416	—
— acquisition of available-for-sale financial assets (<i>note c</i>)	60,000	—
— development costs for intangible assets	4,484	4,653
	<u>286,900</u>	<u>4,653</u>

Note a: On 2 February 2015, a subsidiary of the Company and a vendor entered into a memorandum of understanding (“MOU”) in relation to a proposed acquisition by the Group of 100% of the issued share capital of Trendmode Holdings Limited (“Trendmode”) (“Trendmode Acquisition”). Trendmode has the following two wholly-owned subsidiaries which were incorporated in Hong Kong.

1. GET Wealth Management Limited is a member of The Hong Kong Confederation of Insurance Brokers and is permitted to carry on businesses in general insurance and long term (including linked long term) insurance. It is also registered as a MPF Corporate Intermediary with the Mandatory Provident Fund Schemes Authority; and
2. GET Consulting Company Limited is principally engaged in the provision of consulting services (including business referral services) in Hong Kong.

The Group paid HK\$10 million as refundable deposit to the vendor immediately after the signing of the MOU.

On 1 April 2015, the Group entered into a sale and purchase agreement in relation to the Trendmode Acquisition at the maximum consideration of HK\$52 million (subject to adjustments).

The Trendmode Acquisition was approved by the Shareholders at the special general meeting of the Company held on 13 July 2015 and its completion is still subject to other conditions precedent. As at the date of this announcement, completion of the Trendmode Acquisition has not yet taken place. Details of the Trendmode Acquisition are set out in the Company’s announcements dated 2 February 2015, 1 April 2015, 8 May 2015, 22 May 2015, 8 June 2015, 19 June 2015, 13 July 2015 and 30 September 2015 and the Company’s circular dated 22 June 2015.

Note b: On 13 August 2015 and 16 September 2015, the Company entered into a conditional sale and purchase agreement and a supplemental agreement respectively for the acquisition of an aggregate of 14.677% of the equity interest in Boom Max International Limited (“Boom Max”) at the consideration of HK\$180,416,400, which will be satisfied partly in cash, partly by the creation and issue of the convertible notes and partly by the allotment and issue of the shares by the Company. The acquisition is subject to a number of conditions precedent. As at the date of this announcement, completion of such acquisition has not yet taken place. Details of such acquisition are set out in the Company’s announcements dated 13 August 2015, 16 September 2015, 16 October 2015 and 6 November 2015.

Note c: Reference is made to the Company’s announcement dated 31 July 2015 in relation to the acquisition of listed shares and issue of new shares under specific mandate. Unless otherwise specified, the capitalised terms used in this note shall have the same meaning as defined in such announcement.

On 31 July 2015, the Company and China New Economy Fund Limited (“China New”) (stock code: 80) entered into the SP Agreement pursuant to which the Company has conditionally agreed to purchase and China New has conditionally agreed to sell the Sale Shares (being 27,298,000 ordinary shares of the Target, namely China Parenting Network Holdings Limited 中國育兒網絡控股有限公司, the issued shares of which are listed on GEM (stock code: 8361)) at the Consideration of HK\$60,000,000, which would be satisfied by the Company by the allotment and issue of 146,699,266 Consideration Shares at the Issue Price of HK\$0.409 per Consideration Share, credited as fully paid, to China New at the Completion. The Target Group is an online platform focusing on the CBM (children, babies, and maternity) market in the PRC and is mainly engaged in (i) provision of marketing and promotional service; (ii) e-commerce business; and (iii) licensing of smart-hardware devices through its large and engaged user base of CBM consumers.

The completion of such acquisition took place on 7 October 2015. Details of such acquisition are set out in the Company’s announcements dated 31 July 2015, 27 August 2015, 25 September 2015 and 7 October 2015 and the Company’s circular dated 7 September 2015.

17. EVENTS AFTER THE REPORTING PERIOD

(a) Major transaction: Trendmode Acquisition

On 1 April 2015, the Group entered into a sale and purchase agreement in relation to the Trendmode Acquisition at a maximum consideration of HK\$52,000,000 (subject to adjustments).

The Trendmode Acquisition was approved by the Shareholders at the special general meeting of the Company held on 13 July 2015 and its completion is subject to a number of conditions precedent. As at the date of this announcement, completion of the Trendmode Acquisition has not yet taken place. Details of the Trendmode Acquisition are set out in the Company's announcements dated 2 February 2015, 1 April 2015, 8 May 2015, 22 May 2015, 8 June 2015, 19 June 2015, 13 July 2015 and 30 September 2015 and the Company's circular dated 22 June 2015. Please refer to note 16(a) to the condensed consolidated financial statements for further details.

(b) Acquisition of listed shares and issue of new shares under specific mandate

On 31 July 2015, the Group entered into a sale and purchase agreement to acquire 27,298,000 issued ordinary shares of China Parenting Network Holdings Limited (listed on the Stock Exchange, stock code: 8361) at the consideration of HK\$60,000,000 which will be satisfied by the Company by the allotment and issue of 146,699,266 new shares at the issue price of HK\$0.409 per new share. The completion of such acquisition took place on 7 October 2015. Please refer to note 16(c) to the condensed consolidated financial statements for further details.

(c) Acquisition of 14.677% of the equity interest in a non-wholly owned subsidiary

On 13 August 2015, the Company entered into a conditional sale and purchase agreement for the purchase of an aggregate of 14.677% of the issued share capital of Boom Max. Boom Max is a wholly-owned subsidiary of Apperience, which is in turn indirectly owned as to 50.5% by the Company. The completion of the acquisition is conditional upon, among other conditions, the restructuring exercise ("Restructuring") to the effect that Boom Max will cease to be held by Apperience and will be held by the existing shareholders of Apperience. On 16 September 2015, the Company entered into a supplemental agreement in relation thereto. The total consideration of HK\$180,416,400 will be satisfied partly in cash, partly by the creation and issue of the convertible notes and partly by the allotment and issue of the shares by the Company. The acquisition is subject to a number of conditions precedent. As at the date of this announcement, completion of such acquisition has not yet taken place. Details of such acquisition are set out in the Company's announcements dated 13 August 2015, 16 September 2015, 16 October 2015 and 6 November 2015.

(d) Issue of the 9% per annum notes ("Aug 2015 Notes")

On 20 August 2015, the Company as issuer and Jun Yang Securities Company Limited as placing agent ("Aug 2015 Placing Agent") entered into a placing agreement ("Aug 2015 Placing Agreement"), pursuant to which the Aug 2015 Placing Agent agreed, on a best endeavour basis, to procure placee(s) who (and its/his/her/their respective ultimate beneficial owner(s), if applicable) shall be third parties independent of, and not connected with the Company, its connected persons (within the meaning of the GEM Listing Rules) and their respective associates, to subscribe for the Aug 2015 Notes to be issued by the Company in an aggregate principal amount of up to HK\$300,000,000 maturing on the second anniversary after the issue date of the Aug 2015 Notes at the placing price equal to 100% of the principal amount of the Aug 2015 Notes ("Aug 2015 Placing").

The placing period for the Aug 2015 Placing commenced on the day immediately following the date of the Aug Placing Agreement and up to (and including) the date falling on the 15th day of the sixth month after the date of the Aug 2015 Placing Agreement. Issue of the Aug 2015 Notes may take multiple tranches. The Company may, at any time after the first anniversary of the issue date of the Aug 2015 Notes, redeem the Aug 2015 Notes or any part thereof outstanding by giving not less than one month's prior written notice to the holders of the Aug 2015 Notes.

At the date of this announcement, the Aug 2015 Notes in an aggregate principal amount of HK\$183,000,000 were issued to certain subscribers who subscribed for the Aug 2015 Notes during the period up to 15 October 2015. Details of the issue of the Aug 2015 Notes are set out in the Company's announcements dated 20 August 2015, 30 September 2015 and 2 November 2015.

(e) Disposal of a property

On 6 October 2015, the Company and the purchaser entered into a sale and purchase agreement pursuant to which the Company has conditionally agreed to sell, and the purchaser has conditionally agreed to purchase the sale shares, representing 100% of the issued share capital of Bonus First Group Limited ("Bonus First") whose principal asset is a commercial unit located in Central, Hong Kong, at the consideration of HK\$62,000,000 ("Disposal of Bonus First"). As at the date of this announcement, completion of the Disposal of Bonus First has not yet taken place. Details of the Disposal of Bonus First are set out in the Company's announcement dated 6 October 2015.

(f) Acquisition of listed shares

On 16 October 2015, the Group entered into a placing agreement to subscribe for 650,000,000 issued ordinary shares of Convoy Financial Holdings Limited (listed on the Stock Exchange, stock code: 1019) at a cash consideration of approximately HK\$227,500,000. The completion of the placing took place on 29 October 2015.

(g) Issue of new shares of Lujolujo Asia Limited

On 31 October 2015, the Group issued shares representing 83.33% of the enlarged share capital of Lujolujo Asia Limited (a non-wholly owned subsidiary of the Company immediately before the completion of the subscription and its principal activities are provision of online shopping business under the name of "Funshare.com") to an independent third party at an aggregate consideration of HK\$8,500,000.

MANAGEMENT DISCUSSIONS AND ANALYSIS

BUSINESS REVIEW

Software Business

The Group expanded its business in software market via holding 50.5% of the issued share capital of Apperience, which is principally engaged in various aspects of the I.T. industry including research and development, and progression to the final distribution of software for personal computer performances, anti-virus software, mobile applications and toolbar advertisements.

Despite being benefited from the stunning performance of Apperience and its subsidiaries (“Apperience Group”), the Software Business recorded a turnover of approximately HK\$101,480,000 for the Period, representing a decrease of approximately 5.7% over the same period last year, and the segment profit for the Software Business amounted to approximately HK\$64,421,000 for the Period, representing an increase of approximately 13.7% over the same period last year.

In the face of ever-evolving security threats and counteract new virus, malware and spyware, the Apperience Group continues to closely monitor the trend of I.T., and focus on development and upgrade of its products, including but not limited to Advanced SystemCare, Driver Booster, Smart Defrag, Game Booster, MacBooster and Random Password Generator. The version 9.0 of its flagship anti-virus product, Advanced SystemCare, which is a system utility software helping users to protect their personal computers from spyware and virus and detect and solve issues regarding computer security and performance, is planned to be launched at the end of 2015.

On 13 August 2015 and 16 September 2015, the Company entered into a conditional sale and purchase agreement and a supplemental agreement respectively for the acquisition of an aggregate of 14.677% of the equity interest in Boom Max, a wholly-owned subsidiary of Apperience, at completion conditional upon, among other conditions, the Restructuring. Boom Max holds a number of subsidiaries (“Boom Max Group”) which are principally engaged in the Software Business. Taking into account the stable financial performance of the Boom Max Group in the past, the Directors believe that the acquisition will increase the Group’s shares in the financial results of the Boom Max Group and strengthen the financial performance of the Group. The acquisition is subject to a number of conditions precedent. As at the date of this announcement, completion of such acquisition has not yet taken place. Details of such acquisition are set out in the Company’s announcements dated 13 August 2015, 16 September 2015, 16 October 2015 and 6 November 2015.

Money Lending Business

Citi Profit Finance Limited (an indirect wholly-owned subsidiary of the Company) and GEO Finance Limited (an indirect non-wholly-owned subsidiary of the Company) are holders of money lenders licences under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). The Group has adopted money lending policy and procedure manual which provide guidelines on the handling and/or monitoring of money lending procedures according to the Money Lenders Ordinance.

The Group's Money Lending Business has kept growing steadily during the Period after its acquisition of 51% of the issued share capital of GEO Finance Limited on 12 March 2015.

The Group recorded a substantial growth in turnover and segment profit under this business segment, which amounted to approximately HK\$3,113,000 and HK\$2,411,000 respectively during the Period. The outstanding principal amount of loan receivables as at 30 September 2015 was approximately HK\$50,935,000. During the Period, the Group did not record any doubtful or bad debt in its money lending activities.

Insurance and MPF Schemes Brokerage Business

During the Period, the Group actively diversified its products and services to include investment-linked insurance and developed our own new sales teams for the promotion of its services and products. For the Period, the unaudited turnover and segment profit of this business were approximately HK\$55,584,000 and HK\$3,280,000 respectively.

On 1 April 2015, the Group entered into the sale and purchase agreement in relation to the Trendmode Acquisition. It was approved by the Shareholders at the special general meeting of the Company held on 13 July 2015 and is still subject to a number of conditions precedents. As at the date of this announcement, completion of the Trendmode Acquisition has not yet taken place. Details of the Trendmode Acquisition are set out in the Company's announcements dated 2 February 2015, 1 April 2015, 8 May 2015, 22 May 2015, 8 June 2015, 19 June 2015, 13 July 2015 and 30 September 2015 and the Company's circular dated 22 June 2015.

Resignation and appointment of the chief executive of GET Mdream Wealth Management Limited ("GMD")

GMD is principally engaged in the Insurance and MPF Schemes Brokerage Business in Hong Kong and a member of the Professional Insurance Brokers Association ("PIBA"). The former chief executive of GMD resigned as the chief executive of GMD on 31 July 2015 due to personal reason. As required by the PIBA, GMD was not allowed to enter into new business contracts with clients until the appointment of a new chief executive of GMD. On 17 September 2015, with the approval of the PIBA, Mr. Tse Wing Fung was appointed as the chief executive of GMD, following which, GMD is allowed to enter into new business contracts with its clients. Details of the resignation and appointment of the chief executive are set out in the Company's announcements dated 30 July 2015 and 17 September 2015.

Corporate Management Solutions and I.T. Contract Services Business

On 31 July 2014, the Group completed the acquisition of 100% equity interest in e-Perfect IT Limited (“e-Perfect”) at a consideration of HK\$48 million (“e-Perfect Acquisition”). e-Perfect is principally engaged in (i) provision of corporate management solutions; (ii) provision of I.T. contract services; and (iii) re-sale of hardware and software in Hong Kong. Details of the e-Perfect Acquisition are disclosed in the Company’s announcements dated 10 June 2014 and 31 July 2014. The e-Perfect Acquisition offers new business opportunities to the Group and the Group starts to provide corporate management solutions and I.T. contract services to corporate clients in Hong Kong and the People’s Republic of China (“PRC”).

On 31 December 2014, the Group completed the acquisition of 100% of the issued share capital of Wafer Systems (Hong Kong) Limited (“Wafer HK”) by e-Perfect at a consideration of HK\$18,000,000 (“Wafer HK Acquisition”). Wafer HK is principally engaged in network system integration, including provision of network infrastructure solutions and network professional services in Hong Kong and the PRC. Details of the Wafer HK Acquisition are set out in the Company’s announcements dated 31 October 2014, 30 December 2014 and 31 December 2014 and the Company’s circular dated 11 December 2014.

During the Period, the Group emerged as a comprehensive I.T. business platform as it further stepped into the field of I.T. project implementation business. The management believes that e-Perfect and Wafer HK will provide strong support to the Software Business development and play a more prominent role in enhancing the financial performance of the Group.

The turnover derived from this business segment and the segment profit for the Period were approximately HK\$84,267,000 and HK\$7,208,000 respectively.

Securities Investment Business

During the Period, the segment profit amounted to approximately HK\$9,422,000 (2014: segment loss of approximately HK\$249,000) and the comprehensive income of fair value gain on available-for-sale financial assets was approximately HK\$21,459,000 (2014: fair value loss of approximately HK\$6,654,000).

The segment profit of approximately HK\$9,422,000 for the Period comprised the fair value gain on financial assets at fair value through profit or loss of approximately HK\$58,893,000 and the aggregate net loss on disposals of available-for-sale financial assets and financial assets at fair value through profit and loss (“FVTPL financial assets”) of approximately HK\$49,377,000 incurred by the Group for the Period. Such net loss on disposals of financial assets during the Period was mainly attributable to the disposals of shares in Target Insurance (Holdings) Limited (Stock code: 6161) (which were classified as FVTPL financial assets), DX.com Holdings Limited (Stock code: 8086) and Finsoft Corporation Investment Holdings Limited (Stock code: 8018) (both were classified as available-for-sale financial assets). The net loss on such disposals, in aggregate, amounted to approximately HK\$45,100,000. As at 30 September 2015, the total fair value of the investment portfolio held by the Group was approximately HK\$221,840,000 (as at 31 December 2014: HK\$73,150,000) and such investment portfolio comprised 10 investment items including shares listed on the Stock Exchange and non-listed investment funds, approximately HK\$13,209,000 of which were classified as FVTPL financial assets and the remaining of approximately HK\$208,631,000 were classified as available-for-sale financial assets.

To further diversify the securities investment portfolio, on 31 July 2015, the Group entered into a sale and purchase agreement to purchase 27,298,000 ordinary shares of China Parenting Network Holdings Limited (stock code: 8361) at the consideration of HK\$60,000,000, which will be satisfied by the Company by the allotment and issue of 146,699,266 new shares. The completion of the acquisition took place on 7 October 2015. The details of such investment are set out in the Company’s announcements dated 31 July 2015, 27 August 2015, 25 September 2015 and 7 October 2015, the Company’s circular dated 7 September 2015 and note 16(c) to the condensed consolidated financial statements.

On 16 October 2015, the Group entered into a placing agreement to subscribe for 650,000,000 issued ordinary shares of Convoy Financial Holdings Limited (listed on the Stock Exchange, stock code: 1019) at a cash consideration of approximately HK\$227,500,000, including the related charges, fee and commission. The completion of the placing took place on 29 October 2015.

E-learning Business

During the Period, E-learning Business performance tumbled under keen competition within the industry. By keeping the Shareholders’ best interest in mind, the Group will continue to closely monitor this business’s performance. During the Period, this business recorded a minor loss of approximately HK\$33,000.

FINANCIAL REVIEW

Turnover

For the Period under review, the turnover of the Group was approximately HK\$245,928,000 representing an increase of approximately 92.5% compared with the turnover for the nine months period ended 30 September 2014 of approximately HK\$127,765,000. The turnover for the Period was mainly contributed by the turnovers of (i) the Software Business of approximately HK\$101,480,000, (ii) the Insurance and MPF Schemes Brokerage Business of approximately HK\$55,584,000 and (iii) the Corporate Management Solutions and I.T. Contract Services Business of approximately HK\$83,255,000.

Gross profit

The gross profit of the Group for the Period increased by approximately 32.0% to approximately HK\$122,334,000 from approximately HK\$92,658,000 for the corresponding period in 2014.

Profit for the Period

The Group recorded a net profit of approximately HK\$51,495,000 for the Period (2014: HK\$89,114,000). The net profit for the Period was mainly contributed by (i) the net profit of the Apperience Group of approximately HK\$58,110,000, (ii) the net profit of approximately HK\$8,074,000 contributed by the Corporate Management Solutions and I.T. Contract Services Business and (iii) the net profit of approximately HK\$2,033,000 contributed by the Securities Investment Business.

The profit attributable to owners of the Company for the Period was approximately HK\$23,844,000 compared with the profit attributable to owners of the Company of approximately HK\$64,443,000 for the corresponding period in 2014.

The decrease in net profit for the Period as compared with that for the corresponding period in 2014 was mainly attributable to the combined effects of (1) the substantial decrease in fair value gain on performance shares (which amounted to approximately HK\$48,629,000 in the corresponding period in 2014) in the Period (which amounted to approximately HK\$1,166,000 for the Period). Such performance shares were allotted and issued to the vendors of Apperience during the Period to satisfy part of the consideration for the acquisition of 50.5% of the issued share capital of Apperience, which was completed on 31 March 2013; (2) the net profit of approximately HK\$2,033,000 contributed by the Securities Investment Business during the Period as compared with the net loss of approximately HK\$520,000 in the corresponding period in 2014; (3) the net profit of approximately HK\$8,074,000 contributed by the Corporate Management Solutions and I.T. Contract Service Business, which is a new business segment of the Group commencing during the Period; and (4) the net profit of approximately HK\$58,893,000 contributed by the Apperience Group as compared with that of approximately HK\$51,261,000 in the corresponding period in 2014.

Liquidity, financial resources and capital structure

As at 30 September 2015, the Group's cash and cash equivalents and pledged deposit amounted to approximately HK\$305,800,000 (as at 31 December 2014: HK\$151,337,000), which were principally denominated in Renminbi, United States dollar and Hong Kong dollar (2014: Renminbi, United States dollar and Hong Kong dollar).

The Group generally finances its operation by (1) internally generated resources, (2) proceeds raised from the Rights Issue and (3) proceeds raised from issues of notes by the Company during the Period.

Rights Issue

On 24 February 2015, the Board proposed the Rights Issue on the basis of three rights shares ("Rights Shares") for every one share held on the Record Date at the subscription price of HK\$0.35 per Rights Share to raise approximately HK\$205.2 million before deduction of expenses by issuing 586,237,461 Rights Shares to the qualifying Shareholders. The net proceeds of the Rights Issue were approximately HK\$196.5 million.

The Rights Issue was approved by the Shareholders at a special general meeting of the Company held on 11 May 2015. Completion of the Rights Issue took place on 16 June 2015. Details of the Rights Issue are set out in the Company's announcements dated 24 February 2015, 20 March 2015, 10 April 2015, 11 May 2015, 12 May 2015 and 15 June 2015, the Company's circular dated 22 April 2015 and the Company's prospectus dated 22 May 2015.

The actual use of the net proceeds of the Rights Issue as at 30 September 2015 was as follows:

Intended use of the net proceeds	Actual use of the net proceeds as at 30 September 2015
Net proceeds from the Rights Issue of approximately HK\$196.5 million was intended to be used in the following manner:	
(i) Approximately HK\$20 million for funding the incorporation of a company in Hong Kong which is to be wholly owned by the Group to carry on Type 1 regulated activity (dealing in securities) under the SFO (as defined below);	Approximately HK\$18,000 used for the legal and professional fee regarding the incorporation of a company in Hong Kong
(ii) Approximately HK\$50 million for funding the Money Lending Business;	Approximately HK\$36.7 million used for the Money Lending Business which is one of the principal business activities of the Group

Intended use of the net proceeds	Actual use of the net proceeds as at 30 September 2015
(iii) Approximately HK\$42 million for future potential acquisitions or investments which are related to Insurance and MPF Schemes Brokerage Business (<i>note a</i>);	Approximately HK\$1.0 million used for the legal and professional fee regarding the Trendmode Acquisition
(iv) Approximately HK\$17.9 million for settling part of the purchase price of the Property Acquisition (as defined below) (<i>note a</i>);	Approximately HK\$17.9 million used for paying part of the consideration of the Property Acquisition
(v) Approximately HK\$20.1 million for other future investment opportunities of the Group (<i>note a</i>);	Approximately HK\$20.1 million used for paying part of the deposit of the acquisition of 14.677% of the issued share capital of Boom Max
(vi) Approximately HK\$36 million for future potential acquisition of properties; and	Approximately HK\$36 million used for paying part of the consideration of the Property Acquisition
(vii) Approximately HK\$10.5 million for general working capital of the Group	Approximately HK\$10.5 million used for investment in listed securities and unlisted investment funds which is one of the principal business activities of the Group
	The remaining unutilized proceeds will be utilised as intended.

Note a: It was disclosed in the Company's prospectus dated 22 May 2015 that, among others, the Relevant Proceeds (as defined in the Company's announcement dated 10 August 2015) would be used for future potential acquisitions or investments which were related to the Insurance and MPF Schemes Brokerage Business. As at the date of this announcement, the Group did not identify any potential investment opportunity which was related to the Insurance and MPF Schemes Brokerage Business and the Group changed the use of the Relevant Proceeds. Details of change of use of Relevant Proceeds from Right Issues are disclosed in the Company's announcement dated 10 August 2015.

Placing of new shares under general mandate

On 22 June 2015, the Company and Win Fung Securities Limited as placing agent ("Placing Agent") entered into a placing agreement, pursuant to which the Placing Agent will procure not less than six placees who and whose ultimate beneficial owners shall be third parties independent of the Group and not connected nor acting in concert with any of the connected persons of the Group or any of their respective associates, on a best effort basis, to subscribe for up to 39,080,000 ordinary shares of HK\$0.01 each of the Company ("Placing Shares") at a price of HK\$0.49 per Placing Share.

The Directors considered that the Placing could strengthen the financial position of the Group and provide additional funding to the Group's investment in the Securities Investment Business. The Directors also considered that the Placing represented good opportunities to broaden the Shareholders' base and capital base of the Company and raise additional funds at a reasonable cost. Completion of the Placing took place on 8 July 2015. An aggregate of 39,080,000 Placing Shares were allotted and issued pursuant to the general mandate granted to the Directors at the annual general meeting held on 4 June 2015. The aggregate nominal value of the Placing Shares was HK\$390,800. The net proceeds from the Placing were approximately HK\$18,350,000 (after deduction of commission to the Placing Agent and other expenses of the Placing), and the net issue price was approximately HK\$0.47 per Placing Share. The Company intended to apply such net proceeds towards investment in securities (listed or non-listed securities). As at the date of this announcement, the net proceeds of approximately HK\$18,350,000 were used for the investment in listed securities. Details of the Placing are set out in the Company's announcements dated 22 June 2015 and 8 July 2015.

Issue of the 6% per annum notes ("Feb 2015 Notes") in an aggregate principal amount of up to HK\$50,000,000

On 5 February 2015, the Company as issuer and GEO Securities Limited as placing agent ("Feb 2015 Placing Agent"), entered into a placing agreement ("Feb 2015 Placing Agreement") pursuant to which the Feb 2015 Placing Agent agreed to procure the placee(s) who and whose respective ultimate beneficial owner(s) shall be third parties independent of, and not connected with the Company, its connected persons and their respective associates (each within the meaning of the GEM Listing Rules), on a best endeavour basis, to subscribe for the Feb 2015 Notes to be issued by the Company in an aggregate principal amount of up to HK\$50,000,000 maturing on the second anniversary of the respective issue date(s) of the Feb 2015 Notes at the placing price equal to 100% of the principal amount of the Feb 2015 Notes ("Feb 2015 Placing").

The placing period ("Placing Period") for the Feb 2015 Placing commenced on the day immediately following the date of the Feb 2015 Placing Agreement and ended on the date falling on the 15th day of the sixth month after the date of the Feb 2015 Placing Agreement. The Placing Period ended on 15 August 2015. No security or pledge was offered by the Group for issuing the Feb 2015 Notes.

The Directors considered that the Feb 2015 Placing represented an opportunity to obtain funding, which was intended to be used to finance any potential investment opportunities of the Group that might arise from time to time and for the general working capital of the Group.

As disclosed in the announcements of the Company dated 1 April 2015 and 1 May 2015, the Feb 2015 Notes in an aggregate principal amount of HK\$4,500,000 were issued to certain subscribers who subscribed for the Feb 2015 Notes during the period from 6 February 2015 to 15 April 2015. As at the date of this announcement, the net proceeds of approximately HK\$4,171,000 (after deduction of commission to Feb 2015 Placing Agent and other expenses of the Feb 2015 Placing) were used for the investment in listed securities. Details of the issue of the Feb 2015 Notes are set out in the Company's announcements dated 5 February 2015, 1 April 2015, 1 May 2015 and 17 August 2015.

Issue of the 10% per annum notes (“Jun 2015 Notes”) in an aggregate principal amount of up to HK\$30,000,000

On 26 June 2015, the Company as issuer and GEO Securities Limited as placing agent (“Jun 2015 Placing Agent”) entered into a placing agreement (“Jun 2015 Placing Agreement”), pursuant to which the Jun 2015 Placing Agent agreed to procure the placee(s) who and whose respective ultimate beneficial owner(s) shall be third parties independent of, and not connected with the Company, its connected persons and their respective associates (each within the meaning of the GEM Listing Rules), on a best endeavour basis, to subscribe for the Jun 2015 Notes to be issued by the Company in an aggregate principal amount of up to HK\$30,000,000 maturing on the second anniversary of the issue date of the Jun 2015 Notes at the placing price equal to 100% of the principal amount of the Jun 2015 Notes (“Jun 2015 Placing”).

The placing period for the Jun 2015 Placing shall last for a period commencing on the day immediately following the date of the Jun 2015 Placing Agreement and up to (and including) the date falling on the 15th day of the sixth month after the date of the Jun 2015 Placing Agreement.

On 3 August 2015, the Company and the Jun 2015 Placing Agent entered into a supplemental placing agreement (“Supplemental Placing Agreement”), pursuant to which the Company and the Jun 2015 Placing Agent agreed to amend the date of closing(s) for the subscription of the Jun 2015 Notes. Under the Jun 2015 Placing Agreement (as supplemented by the Supplemental Placing Agreement), subject to the fulfilment of the conditions precedent to the subscription and provided that the Jun 2015 Placing Agent has procured the placee(s) for the Jun 2015 Notes, the Jun 2015 Placing Agent is entitled to issue a 7-day prior notice to the Company specifying, among other matters, the proposed date of closing(s) (which shall be the 1st business day or the 15th day (if this is not a business day, the next business day thereafter) of the relevant calendar month).

As at 30 September 2015, the Jun 2015 Notes in an aggregate principal amount of HK\$17,500,000 were issued to certain subscribers who subscribed for the Jun 2015 Notes during the period from 27 June 2015 to 7 September 2015. At the date of this announcement, the net proceeds (after deduction of commission to Jun 2015 Placing Agent and other expenses of the Jun 2015 Placing) of approximately HK\$9,900,000 were used for paying part of the deposit of the acquisition of 14.677% of the issue share capital of Boom Max, and of approximately HK\$6,565,000 were used for the investment in listed securities. Details of the issue of the Jun 2015 Notes are set out in the Company’s announcements dated 26 June 2015, 3 August 2015, 17 August 2015, 1 September 2015 and 15 September 2015.

Issue of the Aug 2015 Notes in an aggregate principal amount of up to HK\$300,000,000

On 20 August 2015, the Company as issuer and Jun Yang Securities Company Limited as Aug 2015 Placing Agent entered into the Aug 2015 Placing Agreement. Please refer to note 17(d) to the condensed consolidated financial statements for further details.

As at 30 September 2015, the Aug 2015 Notes in an aggregate principal amount of HK\$13,500,000 were issued to certain subscribers who subscribed for the Aug 2015 Notes during the period from 10 September 2015 to 22 September 2015. At the date of this announcement, the net proceeds of approximately HK\$12,995,000 (after deduction of commission to Aug 2015 Placing Agent and other expenses of the Aug 2015 Placing) were used for the investment in listed securities. Details of the issue of the Aug 2015 Notes are set out in the Company's announcements dated 20 August 2015 and 30 September 2015.

Capital reorganisation and change in board lot size in March 2015

In March 2015, the Company completed the 2015 Capital Reorganisation as described in the circular of the Company dated 26 February 2015.

The 2015 Capital Reorganisation was approved by the Shareholders by a special resolution by a special general meeting of the Company held on 23 March 2015 and became effective on 24 March 2015.

Upon the 2015 Capital Reorganisation becoming effective, the board lot size for trading of the shares of the Company has been changed from 20,000 to 5,000.

As at the date of this announcement, the issued share capital of the Company was HK\$9,838,851.3 divided into 983,885,130 shares of HK\$0.01 each. Details of the 2015 Capital Reorganisation and change of board lot size are disclosed in the Company's announcements dated 2 February 2015, 17 February 2015 and 23 March 2015, the Company's circular dated 26 February 2015 and note 14(a) to the condensed consolidated financial statements.

Issue of Tranche II Performance Shares in June 2015

For the details of issue of Tranche II Performance Shares, please refer to note 14(b) to the condensed consolidated financial statements.

Gearing ratio

As at 30 September 2015, the total assets of the Group were approximately HK\$1,360,897,000 (as at 31 December 2014: HK\$942,389,000), whereas the total liabilities were approximately HK\$303,036,000 (as at 31 December 2014: HK\$174,513,000). The gearing ratio of the Group, calculated as total liabilities over total assets, was 22.3% (as at 31 December 2014: 18.5%).

Interim dividend

The Board has resolved not to declare any interim dividend for the Period (2014: Nil).

Charges on the Group's Assets

As at 30 September 2015, the Group's pledged bank deposits of approximately US\$80,000, HK\$1,009,000 and HK\$100,000 (in aggregate, approximately HK\$1,731,000 (as at 31 December 2014: HK\$1,626,000)) represented deposits pledged to banks to secure banking facilities to the extent of HK\$1,600,000 (as at 31 December 2014: HK\$1,500,000) granted to the Group. The deposits are in United States dollars, Hong Kong dollars and Hong Kong dollars with terms of 6 months, 1 month and 1 month respectively and at fixed interest rates of 0.05% per annum, 0.5% per annum and 0.01% per annum respectively.

As at 30 September 2015, the Group had pledged bank deposit of approximately HK\$807,000 as guaranteed fund at bank for the Visa/MasterCard merchant account of the Online Shopping Business. The deposit is in Hong Kong dollars at a fixed interest rate of 0.2% per annum.

As at 30 September 2015, the Group had undrawn banking facilities of approximately HK\$1,408,000 (as at 31 December 2014: HK\$855,000).

As at 30 September 2015, listed securities held by the Group with a total carrying amount of approximately HK\$55,913,000 (as at 31 December 2014: HK\$42,929,000) was charged in favour of a brokerage firm as collateral for the Group's liabilities in respect of its margin trading account. As at 30 September 2015, the Group did not use the credit limit.

Foreign exchange exposure

During the Period, the business activities of the Group were mainly denominated in Hong Kong dollars and United States dollars.

Following the completion of the acquisition of Apperience, United States dollars has become the main currency transacted by the Group. Since Hong Kong dollars remain pegged to the United States dollars within a defined range, the Group is not exposed to any significant foreign exchange risk against the United States dollars and has not entered into any foreign exchange contract as hedging measures. The Directors did not consider the Group was significantly exposed to any foreign currency exchange risk. Notwithstanding the above, the Group manages its foreign currency risk against other currencies by closely monitoring the movement of the foreign currency rates and may use hedging derivative, such as foreign currency forward contract, to manage its foreign currency risk as appropriate.

Financial risk

The Group's available-for-sale financial assets and FVTPL financial assets are measured at fair value at the end of each reporting period. Therefore, the Group is exposed to equity security price risk due to the fluctuation of fair value of available-for-sale financial assets and FVTPL financial assets. The Directors regularly review the exposure to the equity security price risk on the available-for-sale financial assets and FVTPL financial assets.

Operation risk

GMD is a registered member of the PIBA to carry out long term (including linked long term) Insurance and general insurance lines of business. The insurance and MPF Schemes Brokerage Business may expose the Group to additional risks, for example, penalty and potential liabilities. This business relies on the Group's consultants to carry out the sale function. Although the Group has provided suitable training to the consultants and adopted suitable guideline and policy, the Group cannot rule out the possibility that the consultants, who are registered with PIBA as technical representatives and engaged by the Group, may be involved in improper conduct during the process of negotiating and selling of insurance products and, in some cases, MPF schemes, which may expose the Group to liabilities. The Group may also be exposed to compliance risk as insurance brokerage is a highly regulated industry in Hong Kong. The Group will need to incur additional costs to ensure compliance with the relevant rules and regulations. Non-compliance with such rules and regulations may result in significant penalty or other potential liabilities to the Group.

Trendmode Acquisition

On 1 April 2015, the Group entered into a sale and purchase agreement to acquire 100% equity interest of Trendmode. Please refer to the section headed "Business Review — Insurance and MPF Schemes Brokerage Business" of this announcement and note 16(a) to the condensed consolidated financial statements for further details.

Acquisition of listed shares and issue of new shares under specific mandate

On 31 July 2015, the Group entered into a sale and purchase agreement to acquire 27,298,000 issued ordinary shares of China Parenting Network Holdings Limited (listed on the Stock Exchange, stock code: 8361) at the consideration of HK\$60,000,000 which will be satisfied by the Company by the allotment and issue of 146,699,266 new shares at the issue price of HK\$0.409 per new share. Please refer to notes 16(c) and 17(b) to the condensed consolidated financial statements for further details.

Property Acquisition and Disposal of Bonus First

On 8 August 2015, Bonus First, currently a wholly-owned subsidiary of the Company, entered into a provisional sale and purchase agreement in respect of the purchase of a commercial unit in Central, Hong Kong at a consideration of approximately HK\$54,000,000 ("Property Acquisition"). Completion of the Property Acquisition took place 30 September 2015.

On 6 October 2015, the Company entered into a sale and purchase agreement in respect of the Disposal of Bonus First. The disposal represents an opportunity for the Group to realise its investment in Bonus First, and thereby utilise such financial resources for financing other future potential investment opportunities and/or working capital of the Group. As at the date of this announcement, completion of the Disposal of Bonus First has not yet taken place. Please refer to note 17(e) to the condensed consolidated financial statements for further details.

Material acquisitions and disposals

Apart from those disclosed in the sections headed “Business Review”, “Trendmode Acquisition”, “Acquisition of listed shares and issue of new shares under specific mandate” and “Property Acquisition and Disposal of Bonus First” in this announcement, the Group had no material acquisition or disposal during the Period.

Employees and remuneration policies

As at 30 September 2015, the Group had approximately 119 employees (as at 31 December 2014: 111 employees) in Hong Kong and the PRC. The Group’s remuneration policy is reviewed periodically and determined by reference to market terms, company performance, individual qualifications and performance, and in accordance with the statutory requirements of the respective jurisdiction where the employees are engaged.

Contingent liabilities

As at 30 September 2015, the Group did not have any significant contingent liabilities (as at 31 December 2014: Nil).

Capital commitments

As at 30 September 2015, the capital commitments contributed but not provided for acquisition of subsidiaries, acquisition of available-for-sale financial assets and development costs of intangible assets were approximately HK\$286,900,000 (as at 31 December 2014: for development costs for intangible assets of approximately HK\$21,715,000). Please refer to note 16 to the condensed consolidated financial statements for details.

OUTLOOK

In the last quarter of 2015, the Software Business is expected to continually be one of the pillar businesses of the Group. During the Period, the Group continued to lead the peers in I.T. field of personal computers, anti-virus software and mobile applications leveraging on its strong foundation, including extensive experience in software market, team of talented professionals and broad customer base of the Apperience Group. With the Apperience Group’s strong financial performance during the Period, the Board firmly believes in its business prospect and expects revenue from the Apperience Group will continue to contribute significantly to the Group’s income.

During the Period, the further diversification of products and services portfolio and development of new sales teams for the promotion of its services and products were beginning to yield positive results in the Insurance and MPF Schemes Brokerage Business. The Board is optimistic in the market prospect and the Group’s business development.

As to the Money Lending Business, acquisition of 51% of the issued share capital of GEO Finance Limited has enabled the Group to offer a new type of products to its customers. Apart from secured and/or unsecured loans, the Group intends to further develop the market of subordinate property mortgage loan. During the Period, the Group completed reviewing the appropriateness and efficiency of internal control procedures of GEO Finance Limited and updating its internal control procedures as needed.

In the near future, the Group will continue to strengthen the Money Lending Business by broadening the customer base to both individual and corporate customers. As the Group foresees a strong potential of the mortgage refinancing driven by continuing demand for landed property, the Group will focus on providing services including subordinate property mortgage loan and the Group expects a satisfactory return from such business.

Looking ahead, the Group will spare no effort in seeking investments with the view of generating positive impacts and profit to increase its Shareholders' value.

OTHER INFORMATION

DEALINGS FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted Rules 5.48 to 5.67 of the GEM Listing Rules as the required standard of dealings in respect to any dealings in the Company's securities by the Directors. General and specific enquiries have been made to all Directors and they all confirmed they had complied with the said GEM Listing Rules during the Period.

DIRECTORS' INTERESTS IN CONTRACT OR ARRANGEMENTS

A copyright licence agreement ("New Copyright Licence Agreement") was entered into among Both Talent International Limited ("Both Talent"), a subsidiary of Apperience, as licensee, Chengdu AOB Information Technology Co., Ltd. ("PRC Company"), as licensor, and Apperience on 1 July 2014 pursuant to which the PRC Company granted Both Talent an exclusive licence to use the copyright of "Advanced SystemCare" registered in the name of the PRC Company in the PRC for a period from the date of the New Copyright Licence Agreement to the later of (i) the completion of registration of the assignment of the copyright to Both Talent in China; and (ii) the completion of registration of the copyright of "Advanced SystemCare" in the name of Both Talent in the United States as part of the Group's internal reorganisation. Mr. Xue Qiushi (an executive Director) ("Mr. Xue") is interested through his shareholding in the PRC Company. Such transaction does not constitute notifiable transaction under Chapter 19 of the GEM Listing Rules and is fully exempt from the requirements under Chapter 20 of the GEM Listing Rules.

A conditional sale and purchase agreement dated 13 August 2015 (as varied and supplemented by a supplemental agreement dated 16 September 2015) (“Acquisition Agreement”) was entered into among the Company, the vendors and the warrantors in relation to sale and purchase of an aggregate of 14.677% of the issued share capital of Boom Max, which acquisition would be conditional upon, among other conditions, the Restructuring. Such acquisition constitutes a major transaction for the Company under the GEM Listing Rules and is subject to the notification, announcement and shareholders’ approval requirements of Chapter 19 of the GEM Listing Rules. Mr. Xue, being one of the warrantors, is interested as one of the vendors Ace Source International Limited is wholly and beneficially owned by him. Details of the acquisition are set out in the Company’s announcements dated 13 August 2015, 16 September 2015, 16 October 2015 and 6 November 2015.

Save for the New Copyright Licence Agreement, the Acquisition Agreement and the Restructuring, none of the Directors is or was materially interested, whether directly or indirectly, in any contract of significance or arrangement subsisting during or at the end of the Period which is significant in relation to the business of the Group, nor had any Director had any direct or indirect interests in any assets which have been acquired or disposed of by or leased to, or are proposed to be acquired or disposed of by or leased to, any member of the Group at the end of the Period or at any time during the Period.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS

As at 30 September 2015, the interests or short positions of the Directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”), Chapter 571 of the laws of Hong Kong) as recorded in the register required to be kept under section 352 of the SFO, or 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, were as follows:

Long positions in ordinary shares and underlying shares of the Company

Name of Director	Capacity	Number of shares/ underlying shares of the Company held	Approximate percentage of the total issued share capital of the Company (Note 1)
Xue Qiushi	Interest of a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO	524,677,156 (Note 2)	62.67%
Kuang Hao Kun Giovanni (“Mr. Kuang”)	Beneficial owner	6,155,000 (Note 3)	0.74%

Notes:

1. The total number of the 837,185,864 shares of the Company in issue as at 30 September 2015 has been used for the calculation of the approximate percentage.
2. Such shares were held by Ace Source International Limited (“Ace Source”). Ace Source was interested in 296,710,183 shares/underlying shares in the capacity of the beneficial owner and was deemed to be interested in 227,966,973 shares/ underlying shares in accordance with sections 317(1)(a) and 318 of the SFO. Mr. Xue was deemed to be interested in all the shares of the Company held by Ace Source under Part XV of the SFO given that Mr. Xue is beneficially interested in 100% of the issued share capital of Ace Source. Among these 524,677,156 shares/underlying shares, 250,693,999 of which were underlying shares with an exercise period from 31 December 2015 to 31 December 2017 at an exercise price of HK\$0.3 per share.
3. On 2 July 2015, the Company granted 6,155,000 share options to Mr. Kuang.

Long positions in shares of associated corporation of the Company

Name of Director	Name of the associated corporation	Capacity in which the shares are held	Number of shares	Approximate percentage of the associated corporation's issued share capital
Xue Qiushi	Apperience Corporation	Interest in a controlled corporation (<i>Note</i>)	3,882,391	18.79%

Note: Ace Source is wholly and beneficially owned by Mr. Xue. As such, Mr. Xue is deemed to be interested in all the shares held by Ace Source in Apperience (being an associated corporation of the Company) pursuant to Part XV of the SFO.

Save as disclosed above, as at 30 September 2015, none of the Directors nor chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares and debenture 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 under section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rule 5.46 of the GEM Listing Rules.

DIRECTORS' AND CHIEF EXECUTIVES' RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

Save for the performance shares allotted and issued by the Company in accordance with the terms and conditions of the acquisition agreement in relation to the very substantial acquisition of 50.5% of the issued share capital of Apperience in which Mr. Xue is interested (through his holding of shares in Ace Source, being one of the vendors of Apperience), at no time during the Period was the Company or any of its subsidiaries a party to any arrangements to enable the Directors and chief executives, their respective spouses or children under the age of 18 to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

SHARE OPTION SCHEME

On 24 December 2007, the share option scheme ("Share Option Scheme") was approved by Shareholders in an extraordinary general meeting. The Share Option Scheme is to enable the Company to grant option to either Directors or employees of the Group in order to recognise and motivate their contribution, to provide incentives and to help the Group in retaining its existing employees and recruiting additional quality employees so as to provide them with a direct economic interest in attaining the long term business objectives of the Group.

Upon acceptance of an option to subscribe for shares granted pursuant to the Share Option Scheme, the eligible participant shall pay HK\$1.00 to the Company by way of consideration for the grant. Such option will be offered for acceptance for a period of 7 days from the date on which the offer is made. The total number of shares issued and to be issued upon exercise of the options granted to each participant or grantee (including exercised and outstanding options) in any 12 month period up to the date of grant shall not exceed 1% of the shares in use at the date of grant. The exercise price for shares under the Share Option Scheme may be determined by the Board at its absolute discretion but in any event will not be less than the highest of: (i) the closing price of the shares as stated in the daily quotations sheet of the Stock Exchange on the date of grant, which must be a trading day; (ii) the average closing price of the shares as stated in the daily quotations sheets of the Stock Exchange for the five trading days immediately preceding the date of grant; (iii) the average closing price of the shares as stated in the daily quotation sheets of the Stock Exchange for the ten trading days immediately preceding the date of grant; and (iv) the nominal value of the share on the date of grant.

On 2 July 2015, the Company granted 12,310,000 share options (“Options”). Among the Options granted, (i) Option entitling the holder thereof to subscribe for an aggregate of 6,155,000 shares was granted to Mr. Kuang, the chairman of the Board and an executive Director and (ii) Options entitling the holders thereof to subscribe for an aggregate of 6,155,000 shares were granted to two directors of subsidiaries of the Company (one of whom is also the company secretary and financial controller of the Company).

The grant of the Option to Mr. Kuang has been reviewed and approved by the independent non-executive Directors in accordance with Rule 23.04(1) of the GEM Listing Rules.

The details of the Options granted by the Company have been disclosed in the Company’s announcement dated 2 July 2015.

Details of the movements in the Options granted under the Share Option Scheme during the Period are as follow:

Date of grant	Grantees	Exercise period	Exercise price per Share	Outstanding as at 1 January 2015	Granted during the Period	Cancelled/ exercised during the Period	Lapsed during the Period	Outstanding as at 30 September 2015
2 July 2015	Mr. Kuang	15 July 2015 to 14 July 2018	HK\$0.551	-	6,155,000	-	-	6,155,000
2 July 2015	Two directors of subsidiaries of the Company	15 July 2015 to 14 July 2018	HK\$0.551	-	6,155,000	-	-	6,155,000
Total				<u>-</u>	<u>12,310,000</u>	<u>-</u>	<u>-</u>	<u>12,310,000</u>

As at the date of this announcement, the total number of shares available for issue under the Share Option Scheme under the existing 10% limit is 4,052.

INTERESTS DISCLOSEABLE UNDER THE SFO AND SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS INTEREST IN SECURITIES

Substantial shareholders

As at 30 September 2015, the following persons (other than Directors or chief executives of the Company) had, or were deemed or taken to have interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, which were recorded in the register required to be kept by the Company under Section 336 of SFO:

Long positions in ordinary shares of the Company

Shareholders	Capacity	Number of shares held (Note 1)	Approximate percentage of the total issued share capital of the Company (Note 2)	Note
DX.com Holdings Limited	Beneficial owner	74,418,600(L)	8.89%	
China New Economy Fund Limited	Beneficial owner	146,699,266(L)	17.52%	
Fastek Investments Limited ("Fastek")	Beneficial owner	118,600,000(L)	14.17%	(3)

Shareholders	Capacity	Number of shares held <i>(Note 1)</i>	Approximate percentage of the total issued share capital of the Company <i>(Note 2)</i>	<i>Note</i>
Rosy Lane Investments Limited (“Rosy Lane”)	Interest of a controlled corporation	159,560,788(L)	19.06%	(3)
Hong Kong Education (Int’l) Investments Limited (“HK EDU INTL”)	Interest of a controlled corporation	159,560,788 (L)	19.06%	(3)
Access Magic Limited (“Access Magic”)	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	524,677,156 (L)	62.67%	(4)
Dong Yuguo (“Mr. Dong”)	Interest of a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO	524,677,156 (L)	62.67%	(4), (5)
Ace Source International Limited (“Ace Source”)	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	524,677,156 (L)	62.67%	(6)
Tencent Holdings Limited (“Tencent”)	Interest of a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO	524,677,156 (L)	62.67%	(7)
MIH TC Holdings Limited (“MIH TC Holdings”)	Interest of a controlled corporation	524,677,156 (L)	62.67%	(7), (8)
Naspers Limited (“Naspers”)	Interest of a controlled corporation	524,677,156 (L)	62.67%	(7), (8), (9)

Notes:

1. The letter “L” denotes a long position in the shares of the Company.
2. The total number of the 837,185,864 shares of the Company in issue as at 30 September 2015 has been used for the calculation of the approximate percentage.

3. Wise Action Limited (“Wise Action”) and Fastek are wholly and beneficially owned by Rosy Lane. Rosy Lane is wholly-owned by HK EDU INTL. Each of HK EDU INTL and Rosy Lane was deemed to be interested in the 40,960,788 shares and 118,600,000 shares of the Company held by Wise Action and Fastek respectively pursuant to Part XV of the SFO.
4. Access Magic was interested in 176,099,398 shares/underlying shares in the capacity as the beneficial owner and was deemed to be interested in 348,577,758 shares/underlying shares in accordance with sections 317(1)(a) and 318 of the SFO.
5. Access Magic is wholly and beneficially owned by Mr. Dong, a director of a subsidiary of the Company. As such, Mr. Dong was deemed to be interested in all the shares/underlying shares held by Access Magic pursuant to Part XV of the SFO.
6. Ace Source was interested in 296,710,183 shares/underlying shares in the capacity as the beneficial owner and was deemed to be interested in 227,966,973 shares/underlying shares in accordance with sections 317(1)(a) and 318 of the SFO. Ace Source is wholly and beneficially owned by Mr. Xue. As such, Mr. Xue was deemed to be interested in all the shares/underlying shares held by Ace Source. Mr. Xue is a director of Ace Source.
7. Based on the corporate substantial shareholder notice filed by Tencent on 13 October 2015, THL A1 Limited (“THL”) is wholly owned by Tencent and as such, Tencent was deemed to be interested in all 524,677,156 shares/underlying shares held by its controlled corporation THL pursuant to Part XV of the SFO. THL had a direct interest of 698,553 shares/underlying shares and an indirect interest of 523,978,603 shares/underlying shares.
8. Based on the corporate substantial shareholder notice filed by MIH TC Holdings on 19 October 2015, THL is wholly owned by Tencent and Tencent is 33.52% owned by MIH TC Holdings. As such, MIH TC Holdings was deemed to be interested in all the 524,677,156 shares/underlying shares held by its controlled corporations THL and Tencent pursuant to Part XV of the SFO.
9. Based on the corporate substantial shareholder notice filed by Naspers on 19 October 2015, THL is wholly owned by Tencent, Tencent is 33.52% owned by MIH TC Holdings, which is in turn 90% owned by MIH (Mauritius) Limited (“MIH Mauritius”). MIH Mauritius is wholly owned by MIH Ming He Holdings Limited (“MIH Ming He”), which is in turn wholly owned by MIH Holdings Proprietary Limited (“MIH Proprietary”). MIH Proprietary is wholly owned by Naspers. Based on the above relationship, each of MIH Mauritius, MIH Ming He, MIH Proprietary and Naspers was deemed to be interested in all the 524,677,156 shares/underlying shares held by its controlled corporations pursuant to Part XV of the SFO.
10. Pursuant to the terms and conditions of the sale and purchase agreement entered into between the Company as purchaser, Access Magic (a company wholly owned by Mr. Dong), Ace Source (a company wholly owned by Mr. Xue), Wealthy Hope Limited (a company wholly owned by Mr. Chen Liang) and Well Peace Global Limited (a company wholly owned by Mr. Lian Ming) as vendors, and Mr. Dong, Mr. Xue, Mr. Chen Liang and Mr. Lian Ming as warrantors (as supplemented and varied by a supplemental agreement dated 16 September 2015 made by the same parties) in relation to the proposed acquisition of 14.677% of the issued share capital of Boom Max International Limited (“Boom Max Acquisition Agreement”), a non-wholly-owned subsidiary of the Company, each of Wealthy Hope Limited and Well Peace Global Limited would have a notifiable interest (within the meaning of the SFO) in the Company. Taking into account the shares of the Company which may fall to be allotted and issued to Access Magic and Wealthy Hope Limited pursuant to the Boom Max Acquisition Agreement, each of Wealthy Hope Limited and Well Peace Global Limited should be interested in 524,677,156 shares of the Company (in the capacity of beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO) and such shares represented 62.67% of the issued share capital of the Company as at 30 September 2015. By virtue of the relationship between (i) Wealthy Hope Limited and Mr. Chen Liang; and (ii) Well Peace Global Limited and Mr. Lian Ming as described above, Mr. Chen Liang (in the capacity as interest in a controlled corporation) is deemed to be interested in which Wealthy Hope Limited is interested and Mr. Lian Ming (in the capacity as interest in a controlled corporation) is deemed to be interested in which Well Peace Limited is interested.

Save as disclosed above, the Directors were not aware of any other person (other than Directors or chief executive of the Company) who, as at 30 September 2015, had or was deemed to have interests or short positions in the shares or underlying shares of the Company, which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

APPOINTMENT AND RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Lam Kit Sun resigned as an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company with effect from 23 April 2015 due to his other business commitments which require more of his time. Professor Chui Tsan Kit was appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company with effect from 23 April 2015 and his biographical details are set out in the Company's announcement dated 23 April 2015.

Mr. Yip Chi Fai Stevens resigned as an independent non-executive Director, the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee of the Company with effect from 1 September 2015 due to his other business commitments which require more of his time. Professor Lee T.S., alias, Lee Tien-sheng, was appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company with effect from 1 September 2015 and his biographical details are set out in the Company's announcement dated 1 September 2015. Professor Chui Tsan Kit was re-designated as the chairman of the Audit Committee and a member of the Remuneration Committee with effect from 1 September 2015.

PURCHASE, SALE OR REDEMPTION OF SHARES

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

COMPETING INTEREST

None of the Directors, nor their respective close associates (as defined under the GEM Listing Rules) had any interest in a business, apart from the business of the Group, which competes or is likely to compete, either directly or indirectly, with the business of the Group during the Period.

CORPORATE GOVERNANCE

During the Period, the Company complied with the code provisions set out in Appendix 15 to the GEM Listing Rules.

AUDIT COMMITTEE

The Company established an Audit Committee with written terms of reference in accordance with Rules 5.28 to 5.33 of the GEM Listing Rules. The Audit Committee currently comprises the three independent non-executive Directors, namely, Ms. Xiao Yiming, Professor Lee T.S. and Professor Chui Tsan Kit (the chairman of the Audit Committee). The Audit Committee's principal duties are to review and supervise the financial reporting process and internal control procedures of the Group.

The Group's unaudited consolidated results for the Period have been reviewed by the Audit Committee.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this announcement, the Company maintained the prescribed public float under the GEM Listing Rules.

On behalf of the Board, I would like to take this opportunity to express my sincere gratitude to all shareholders for their support to the Company.

On behalf of the Board
GET Holdings Limited
Kuang Hao Kun Giovanni
Chairman

12 November 2015

As at the date of this announcement, the Board consists of two executive Directors, namely Mr. Kuang Hao Kun Giovanni and Mr. Xue Qiushi; and three independent non-executive Directors, namely Professor Lee T.S., Ms. Xiao Yiming and Professor Chui Tsan Kit.

This announcement will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its publication and on the website of the Company at www.geth.com.hk.