



GET HOLDINGS LIMITED 智易控股有限公司*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(於開曼群島註冊成立及於百慕達存續之有限公司)

Stock code 股份代號: 8100

First Quarterly Report **2015** 第一季度業績報告

*For identification purposes only 僅供識別

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

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

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

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)的特色

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

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

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本報告的資料乃遵照香港聯合交易所有限公司創業板證券上市規則(「創業板上市規則」)而刊載，旨在提供有關智易控股有限公司(「本公司」)的資料；本公司各董事(「董事」)願就本報告共同及個別地承擔全部責任。各董事在作出一切合理查詢後確認，就彼等所深知及確信：(1)本報告所載資料在各重要方面均屬準確完備，並無誤導或欺詐成分；(2)並無遺漏其他事項，足以令致本報告所載任何陳述產生誤導；及(3)本報告所表達一切意見均經過審慎周詳考慮後方始作出，並以公平合理的基準及假設為依據。

FINANCIAL HIGHLIGHTS (UNAUDITED)

財務摘要(未經審核)

- The turnover of the Group was approximately HK\$98,938,000 for the three months ended 31 March 2015 ("Period") representing an increase of approximately 126% as compared to the turnover for the corresponding period in 2014 of approximately HK\$43,811,000.
- The Group recorded a net profit of approximately HK\$36,430,000 for the Period. (2014: HK\$16,108,000).
- The Group recorded a profit attributable to owners of the Company of approximately HK\$23,849,000 for the Period compared to the profit attributable to owners of the Company of approximately HK\$4,085,000 for the same period in last year. The profit for the Period was mainly due to (i) profit after tax contributed by Apperience Corporation and its subsidiaries of approximately HK\$26,494,000 and (ii) the fair value gain on financial assets at fair value through profit or loss of approximately HK\$34,018,000, despite that such net profit was partially offset by the loss on disposal of available-for-sale financial assets of approximately HK\$13,018,000 for the Period.
- Earning per share for profit attributable to owners of the Company for the Period was HK12.20 cents.
- The Board does not recommend the payment of any dividend for the Period.
- 本集團截至二零一五年三月三十一日止三個月(「本期間」)的營業額約為98,938,000港元，較二零一四年同期的營業額約43,811,000港元增加約126%。
- 本集團於本期間錄得純利約36,430,000港元(二零一四年：16,108,000港元)。
- 於本期間內，本集團錄得本公司擁有人應佔溢利約23,849,000港元，而去年同期則錄得本公司擁有人應佔溢利約4,085,000港元。於本期間錄得溢利主要由於(i) Apperience Corporation及其附屬公司貢獻除稅後溢利約26,494,000港元；及(ii)透過損益以公平價值列賬的金融資產的公平價值收益約34,018,000港元，然而，該純利部分被本期間內出售可供出售金融資產的虧損約13,018,000港元所抵銷。
- 於本期間內，本公司擁有人應佔溢利的每股盈利為12.20港仙。
- 董事會不建議就本期間派付任何股息。

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS – UNAUDITED

簡明綜合損益表 – 未經審核

The board of Directors (the “Board”) of GET Holdings Limited (the “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 ended 31 March 2015, together with the comparative unaudited figures for the corresponding period in 2014, as follows:

智易控股有限公司(「本公司」)董事會(「董事會」)欣然公佈，本公司及其附屬公司(統稱「本集團」)截至二零一五年三月三十一日止三個月的未經審核簡明綜合業績，連同二零一四年同期的未經審核比較數字如下：

For the three months ended 31 March 2015
(Expressed in Hong Kong dollars)

截至二零一五年三月三十一日止三個月
(以港元列示)

		Three months ended 31 March	
		截至三月三十一日止三個月	
		2015	2014
		二零一五年	二零一四年
		HK\$'000	HK\$'000
		千港元	千港元
	Note		
	附註		
Turnover	4	98,938	43,811
Cost of sales		(48,940)	(8,404)
Gross profit		49,998	35,407
Other revenue and other gains and losses	5	24,528	(5,552)
Selling and administrative expenses		(27,152)	(8,569)
Profit from operations		47,374	21,286
Finance costs	6(a)	(1)	(261)
Share of profits of an associate		30	–
Profit before taxation	6	47,403	21,025
Income tax	8	(10,973)	(4,917)
Profit for the period		36,430	16,108
Profit attributable to:			
Owners of the Company		23,849	4,085
Non-controlling interests		12,581	12,023
		36,430	16,108
Earnings per share			(Restated)
			(經重列)
Basic	9	HK12.20 cents 港仙	HK3.32 cents 港仙
Diluted		HK11.23 cents 港仙	HK2.90 cents 港仙

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

簡明綜合損益及其他全面收益表 – 未經審核

For the three months ended 31 March 2015
(Expressed in Hong Kong dollars)

截至二零一五年三月三十一日止三個月
(以港元列示)

		Three months ended 31 March	
		截至三月三十一日止三個月	
		2015	2014
		二零一五年	二零一四年
		HK\$'000	HK\$'000
		千港元	千港元
Profit for the period	本期間溢利	36,430	16,108
Other comprehensive income for the period:	本期間其他全面收益：		
<i>Items that may be reclassified to profit or loss:</i>	<i>可能重新分類至損益的項目：</i>		
Exchange differences on translation of financial statements of overseas subsidiaries	折算海外附屬公司財務報表產生的匯兌差額	29	(22)
Fair value gain on available-for-sale financial assets	可供出售金融資產的公平價值收益	39,917	747
		39,946	725
Other comprehensive income for the period, net of tax	本期間其他全面收益，扣除稅項	39,946	725
Total comprehensive income for the period	本期間全面收益總額	76,376	16,833
Attributable to:	以下人士應佔：		
Owners of the Company	本公司擁有人	63,803	4,820
Non-controlling interests	非控股權益	12,573	12,013
		76,376	16,833

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY – UNAUDITED

簡明綜合權益變動表 – 未經審核

For the three months ended 31 March 2015
(Expressed in Hong Kong dollars)

截至二零一五年三月三十一日止三個月
(以港元列示)

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Share premium	Contributed surplus	Share option reserve	Convertible note equity reserve	Exchange reserve	Investment revaluation reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價	實繳盈餘	購股權儲備	可換股票據權益儲備	匯兌儲備	投資重估儲備	累計虧損	總計	非控股權益	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2014	於二零一四年一月一日	492,562	46,682	414,679	310	13,809	(60)	-	(414,226)	553,756	35,498	589,254
Profit for the period	本期間溢利	-	-	-	-	-	-	-	4,085	4,085	12,023	16,108
Other comprehensive income for the period	本期間其他全面收益	-	-	-	-	-	(12)	747	-	735	(10)	725
Total comprehensive income for the period	本期間全面收益總額	-	-	-	-	-	(12)	747	4,085	4,820	12,013	16,833
At 31 March 2014	於二零一四年三月三十一日	492,562	46,682	414,679	310	13,809	(72)	747	(410,141)	558,576	47,511	606,087
At 1 January 2015	於二零一五年一月一日	19,541	96,846	964,690	-	-	(83)	5,511	(360,153)	726,352	41,524	767,876
Profit for the Period	本期間溢利	-	-	-	-	-	-	-	23,849	23,849	12,581	36,430
Other comprehensive income for the Period	本期間其他全面收益	-	-	-	-	-	37	39,917	-	39,954	(8)	39,946
Total comprehensive income for the Period	本期間全面收益總額	-	-	-	-	-	37	39,917	23,849	63,803	12,573	76,376
Arising from acquisition of a subsidiary	收購一間附屬公司所產生	-	-	-	-	-	-	-	-	-	279	279
Share consolidation and capital reduction on 24 March 2015 (notes 14(a)&(b))	於二零一五年三月二十四日的股份合併及股本削減(附註14(a)及(b))	(17,587)	-	17,587	-	-	-	-	-	-	-	-
Changes in equity for the Period	本期間權益變動	(17,587)	-	17,587	-	-	-	-	-	-	279	279
At 31 March 2015	於二零一五年三月三十一日	1,954	96,846	982,277	-	-	(46)	45,428	(336,304)	790,155	54,376	844,531

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the three months ended 31 March 2015
(Expressed in Hong Kong dollars)

截至二零一五年三月三十一日止三個月
(以港元列示)

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 head office and 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 (the “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 advertisement (“Software Business”), (ii) the provision of website development, e-learning products and services (“E-learning Business”), (iii) securities investment (“Securities Investment Business”), (iv) money lending (“Money Lending Business”), (v) provision of insurance and mandatory provident fund schemes brokerage services (“Insurance and MPF Schemes Brokerage Business”) and (vi) provision of corporate management solutions and I.T. contract services (“Corporate Management Solutions and I.T. Contract Services Business”) during the Period.

This first quarterly unaudited condensed consolidated 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 (the “GEM Listing Rules”) of the Stock Exchange.

The Group’s 2015 first 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.

1. 公司資料

本公司於二零零一年七月三十日在開曼群島註冊成立為獲豁免有限公司，並於二零一四年一月九日（百慕達時間）在百慕達存續。本公司註冊辦事處地址為 Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。總辦事處及香港主要營業地點為香港灣仔告士打道39號夏愨大廈17樓1703室。

本公司於香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）上市。本公司的主要業務為投資控股。於本期間內，本集團主要從事(i)研發及分銷個人電腦性能軟件、防毒軟件、流動電話應用程式及工具欄廣告（「軟件業務」）；(ii)提供網站開發、電子學習產品及服務（「電子學習業務」）；(iii)證券投資（「證券投資業務」）；(iv)借貸（「借貸業務」）；(v)提供保險及強制性公積金計劃經紀服務（「保險及強積金計劃經紀業務」）；及(vi)提供企業管理解決方案及資訊科技合約服務（「企業管理解決方案及資訊科技合約服務業務」）。

除非另有說明，否則此第一季度未經審核簡明綜合財務資料以千港元（「千港元」）的單位列報。港元（「港元」）為本公司的功能貨幣及本集團的列報貨幣。

2. 財務報表的編製基準

本公司的未經審核簡明綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）、香港公認會計原則，以及香港公司條例及聯交所創業板證券上市規則（「創業板上市規則」）的披露規定編製。

除若干以公平價值計量的金融資產及負債外，本集團二零一五年第一季度未經審核財務報表乃根據歷史成本基準編製。除本期間的財務報表首次採納香港會計師公會頒佈的新訂及經修訂準則、修訂及詮釋（「新訂及經修訂香港財務報告準則」）外，編製此等未經審核簡明綜合財務報表時採用的主要會計政策與編製截至二零一四年十二月三十一日止年度全年綜合財務報表所採用者一致。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the three months ended 31 March 2015
(Expressed in Hong Kong dollars)

截至二零一五年三月三十一日止三個月
(以港元列示)

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

In the current 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 year 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:

3. 採納新訂及經修訂香港財務報告準則

於本期間內，本集團已採納所有由香港會計師公會頒佈的新訂及經修訂香港財務報告準則，該等準則與本集團業務有關，且於二零一五年一月一日開始的本集團會計期間生效。香港財務報告準則包括香港財務報告準則、香港會計準則及詮釋。採納該等新訂及經修訂香港財務報告準則並無導致本集團的會計政策以及本集團於現時及過往會計期間呈列的財務報表及所呈報金額出現重大變動。

本集團並未提早應用已頒佈但於二零一五年一月一日開始的財政年度尚未生效的新訂及經修訂香港財務報告準則。董事預期將於新訂及經修訂香港財務報告準則生效時於本集團的簡明綜合財務報表中採納有關準則。本集團正評估（如適用）將於未來期間生效的所有新訂及經修訂香港財務報告準則的潛在影響，惟未能指出此等新訂及經修訂香港財務報告準則會否對其經營業績及財務狀況構成重大影響。

4. 營業額

營業額指向客戶供應貨品及服務的銷售價值。本集團各期間的營業額分析如下：

		Three months ended 31 March	
		截至三月三十一日止三個月	
		2015	2014
		二零一五年	二零一四年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Sales of computer and mobile phone software and toolbar advertisement	銷售電腦及流動電話軟件以及工具欄廣告	41,723	43,624
Loan interest income	貸款利息收入	414	187
Provision of insurance and mandatory provident fund schemes brokerage services	提供保險及強制性公積金計劃經紀服務	40,421	–
Revenue and commission income from online shopping business	網上購物業務的收入及佣金收入	1,096	–
Provision of corporate management solutions and I.T. contract services	提供企業管理解決方案及資訊科技合約服務	15,284	–
		98,938	43,811

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the three months ended 31 March 2015
(Expressed in Hong Kong dollars)

截至二零一五年三月三十一日止三個月
(以港元列示)

5. OTHER REVENUE AND OTHER GAINS AND LOSSES

5. 其他收入以及其他收益及虧損

		Three months ended 31 March 截至三月三十一日止三個月	
		2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核)	2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核)
	Note 附註		
Other revenue			
Bank interest income		2	–
Fair value gain on financial assets at fair value through profit or loss	12	34,018	9
I.T. maintenance services income		2,328	–
Rental income		–	225
Dividend income		11	–
Others		315	–
		36,674	234
Other gains and losses, net			
Loss on disposal of available-for-sale financial assets		(13,018)	–
Fair value gain/(loss) on performance shares	13	826	(5,809)
Foreign exchange (losses)/gains		(41)	23
Net sundry income		87	–
		(12,146)	(5,786)
Other revenue and other gains and losses		24,528	(5,552)

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6. PROFIT BEFORE TAXATION

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

6. 除稅前溢利

除稅前溢利已(計入)/扣除：

		Three months ended 31 March	
		截至三月三十一日止三個月	
		2015	2014
		二零一五年	二零一四年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
(a) Finance costs:	(a) 融資成本：		
Effective interest on convertible notes	可換股票據的實際利息	-	261
Loan interest paid	已付貸款利息	1	-
		1	261
(b) Staff costs (including directors' remuneration):	(b) 員工成本(包括董事酬金)：		
Salaries, wages and other benefits	薪金、工資及其他福利	7,789	1,122
Retirement scheme contributions	退休計劃供款	302	30
		8,091	1,152
(c) Other items:	(c) 其他項目：		
Amortisation of intangible assets	無形資產攤銷	3,977	3,766
Auditor's remuneration	核數師酬金	188	220
Depreciation	折舊	311	65
Commission clawback provision	佣金回補撥備	2,200	-
Operating lease charges:	經營租賃費用：		
minimum lease payments	最低租賃付款額		
— hire of office premises	— 租賃辦公室物業	1,131	52
Loss on disposal of available-for-sale financial assets	出售可供出售金融資產的虧損	13,018	-
Fair value (gain)/loss on performance shares	表現股份公平價值(收益)/虧損	(826)	5,809
Legal and professional fees	法律及專業費用	2,801	778

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7. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current period's presentation. Segment revenue and segment results disclosed in the Segment Reporting have been restated which are disclosed in note 10 to the condensed consolidated financial statements. The Directors consider 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 31 March 2015 and 2014 or the Group's profit or loss for the period ended 31 March 2015 and 2014.

8. INCOME TAX

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

7. 比較數字

若干比較數字已重新分類，以符合本期間的列報方式。分報報告所披露分部收益及分部業績已重列，有關數字已於簡明綜合財務報表附註10披露。董事認為，重新分類可以更妥善方式反映本集團核心業務。此等重新分類對本集團於二零一五年及二零一四年三月三十一日的權益總額或本集團截至二零一五年及二零一四年三月三十一日止期間的損益並無影響。

8. 所得稅

未經審核簡明綜合損益表的所得稅指：

		Three months ended 31 March 截至三月三十一日止三個月	
		2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核)	2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核)
Current tax	當期稅項		
— Hong Kong Profits Tax	— 香港利得稅		
Provision for the period (Note 1)	本期間撥備(附註1)	5,618	5,159
— Withholding tax in Japan for the period (Note 2)	— 本期間日本預扣稅(附註2)	26	37
Deferred tax (Note 3)	遞延稅項(附註3)	5,329	(279)
		10,973	4,917

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 and fair value adjustment of financial assets at fair value through profit or loss of the Group for the Period (2014: intangible assets).

The Group's share of an associate's profit for the Period includes share of associate's taxation of approximately HK\$6,000 (2014: HK\$Nil).

附註1：香港利得稅撥備乃就本期間的估計應課稅溢利按稅率16.5%（二零一四年：16.5%）計算。

附註2：向位於日本的客戶進行外界銷售所涉及日本預扣稅乃按照日本現行適用的稅率計算。

附註3：遞延稅項源自本期間本集團無形資產的暫時性差額及透過損益按公平價值列賬的金融資產公平價值調整（二零一四年：無形資產）的稅務影響。

本集團於本期間應佔一間聯營公司盈利包括應佔聯營公司稅項約6,000港元（二零一四年：零港元）。

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9. EARNINGS PER SHARE

(a) Basic earnings per share

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

9. 每股盈利

(a) 每股基本盈利

每股基本盈利乃根據本期間本公司擁有人應佔溢利及已發行普通股的加權平均股數計算。

		Three months ended 31 March 截至三月三十一日止三個月	
		2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核)	2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核)
Earnings	盈利		
Profit attributable to owners of the Company and profit for the purpose of calculating basic earnings per share	本公司擁有人應佔溢利及用作計算每股基本盈利的溢利	23,849	4,085
		'000 千股	'000 千股 (Restated) (經重列)
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	用作計算每股基本盈利的普通股加權平均股數	195,412	123,141
Basic earnings per share (HK cents)	每股基本盈利(港仙)	12.20	3.32

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9. EARNINGS PER SHARE (continued)

(b) Diluted earnings per share

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

9. 每股盈利(續)

(b) 每股攤薄盈利

每股攤薄盈利乃根據本期間本公司擁有人應佔溢利及已發行普通股的加權平均股數計算。

		Three months ended 31 March	
		截至三月三十一日止三個月	
		2015	2014
		二零一五年	二零一四年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Earnings	盈利		
Profit attributable to owners of the Company and profit for the purpose of calculating diluted earnings per share	本公司擁有人應佔溢利及用作計算每股攤薄盈利的溢利	23,849	4,085
		'000	'000
		千股	千股
			(Restated)
			(經重列)
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	用作計算每股基本盈利的普通股加權平均股數	195,412	123,141
Effect of dilutive potential ordinary shares Performance shares	潛在攤薄普通股的影響表現股份	16,881	17,888
Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	用作計算每股攤薄盈利的普通股加權平均股數	212,293	141,029
Diluted earnings per share (HK cents)	每股攤薄盈利(港仙)	11.23	2.90

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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 resource allocation and performance assessment, the Group has five (2014: four) reportable segments during the periods:

- Research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisement (“Software Business”)
- Securities investment (“Securities Investment Business”)
- Money lending (“Money Lending Business”)
- Provision of insurance and mandatory provident fund 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 of the Company reviewed the business segments of the Group and considered the revenue, results, assets and liabilities in relation to the E-learning Business are less than 10% of the Group's total revenue, total results, total assets and liabilities for the three months ended 31 March 2014 and 2015. The directors of the Company 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 has been combined into other segment. Revenue and results presented in the segment reporting for the period ended 31 March 2014 have been reclassified to conform with the current period's new presentation.

10. 分部報告

本集團按部門管理其業務，由業務類別及地區混合組織而成。於本期間，本集團呈列以下五個(二零一四年：四個)報告分部，列報方式與為分配資源及評估表現目的而向本集團最高級行政管理人員內部報告資料的方式貫徹一致：

- 研發及分銷個人電腦性能軟件、防毒軟件及流動電話應用程式以及工具欄廣告(「軟件業務」)
- 證券投資(「證券投資業務」)
- 借貸(「借貸業務」)
- 提供保險及強制性公積金計劃經紀服務(「保險及強積金計劃經紀業務」)
- 提供企業管理解決方案及資訊科技合約服務(「企業管理解決方案及資訊科技合約服務業務」)

本集團其他營運分部包括(i)網站開發、電子學習產品及服務(「電子學習業務」)；及(ii)提供網上購物業務(「網上購物業務」)，於釐定報告分部時有關業務並無達到任何量化最低要求。此等其他營運分部的資料計入「其他」一欄。

本期間內，本公司董事已檢討本集團業務分部，認為有關電子學習業務的收入、業績、資產及負債佔本集團截至二零一四年及二零一五年三月三十一日止三個月的總收入、業績總額、資產及負債總額少於10%。本公司董事認為將電子學習業務重新分類至其他分部更適合反映本集團核心業務。因此，於過往期間歸為單一報告分部的電子學習業務已併入其他分部。截至二零一四年三月三十一日止期間於分部報告呈列的收入及業績已重新分類，以便與本期間新列報方式保持一致。

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10. SEGMENT REPORTING (continued)

(a) Segment results

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

- Segment profit/(loss) represented 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. There was no inter-segment revenue in the last period.

Information regarding the Group's reportable segments for the period ended 31 March 2015 is set out below.

10. 分部報告 (續)

(a) 分部業績

為監管分部表現及分配分部之間的資源：

- 分部溢利／(虧損)指每個分部在並無分配中央行政成本、融資成本及所得稅開支下所賺取溢利／(出現虧損)。
- 下文所報告分部收入指來自外界客戶的收入。分部間收入乃參考就類似訂單向外界客戶收取的價格定價。於上一期間並無分部間收入。

本集團截至二零一五年三月三十一日止期間的報告分部資料如下。

		Three months ended 31 March 2015 截至二零一五年三月三十一日止三個月					
	Software Business	Securities Investment Business	Money Lending Business	Insurance and MPF Schemes Brokerage Business	Corporate Management Solutions and I.T. Contract Service Business	Others	Consolidated
	軟件業務	證券投資業務	借貸業務	保險及強積金計劃經紀業務	企業管理解決方案及資訊科技合約服務業務	其他	綜合
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Turnover	營業額						
Revenue from external customers	41,723	-	414	40,421	15,284	1,096	98,938
Inter-segment revenue	-	-	-	-	56	-	56
Reportable segment revenue	41,723	-	414	40,421	15,340	1,096	98,994
Reconciliation:	對賬：						
Elimination of intersegment revenue							(56)
Revenue							98,938
Results	業績						
Segment results	29,982	20,963	403	1,355	622	(1,673)	51,652
Reconciliation:	對賬：						
Interest income							2
Unallocated income							826
— Fair value gain on performance shares							
Unallocated expenses							(5,106)
— Corporate expenses							
Profit from operations							47,374
Finance costs							(1)
Share of profits of an associate							30
Profit before taxation							47,403
Income tax							(10,973)
Profit for the Period							36,430
Other segment information:	其他分部資料：						
Amortisation of intangible assets	(3,583)	-	-	-	(394)	-	(3,977)
Depreciation	-	(15)	(1)	(80)	(123)	(92)	(311)
Loss on disposal of available-for-sale financial assets	-	(13,018)	-	-	-	-	(13,018)
Fair value gain on financial assets at fair value through profit or loss	-	34,018	-	-	-	-	34,018
Legal and professional fees	(133)	-	(4)	(18)	(12)	(2,634)	(2,801)

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10. SEGMENT REPORTING (continued)

(a) Segment results (continued)

Information regarding the Group's reportable segments for the period ended 31 March 2014 is set out below.

10. 分部報告 (續)

(a) 分部業績 (續)

本集團截至二零一四年三月三十一日止期間的報告分部資料如下。

		Three months ended 31 March 2014 截至二零一四年三月三十一日止三個月						
		Software Business	Securities Investment Business	Money Lending Business	Insurance and MPF Schemes Brokerage Business	Corporate Management Solutions and I.T. Contract Service Business	Others	Consolidated
		軟件業務 HK\$'000 千港元 (Unaudited) (未經審核)	證券投資業務 HK\$'000 千港元 (Unaudited) (未經審核)	借貸業務 HK\$'000 千港元 (Unaudited) (未經審核)	保險及強積金 計劃經紀業務 HK\$'000 千港元 (Unaudited) (未經審核)	合約服務業務 HK\$'000 千港元 (Unaudited) (未經審核)	其他 HK\$'000 千港元 (Unaudited) (未經審核)	綜合 HK\$'000 千港元 (Unaudited) (未經審核)
Turnover	營業額							
Revenue from external customers	外界客戶收入	43,624	-	187	-	-	-	43,811
Results	業績							
Segment results	分部業績	29,143	(20)	174	-	-	(74)	29,223
Reconciliation:	對賬:							
Interest income	利息收入							-
Unallocated income	未分配收入							
- Rental income	- 租金收入							225
Unallocated expenses	未分配開支							
- Fair value loss on performance shares	- 表現股份公平價值虧損							(5,809)
- Corporate expenses	- 企業開支							(2,353)
Profit from operations	經營溢利							21,286
Finance costs	融資成本							(261)
Profit before taxation	除稅前溢利							21,025
Income tax	所得稅							(4,917)
Profit for the period	本期間溢利							16,108
Other segment information:	其他分部資料:							
Amortisation of intangible assets	無形資產攤銷	(3,766)	-	-	-	-	-	(3,766)
Depreciation	折舊	-	(15)	-	-	-	(50)	(65)
Development cost capitalised	開發成本資本化	(5,257)	-	-	-	-	-	(5,257)
Legal and professional fees	法律及專業費用	(316)	-	-	-	-	(462)	(778)

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10. SEGMENT REPORTING (continued)

(b) Geographical information

The following table sets 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.

10. 分部報告(續)

(b) 地區資料

下表載列有關本集團來自外界客戶的收入的地區資料。客戶的地理位置是根據提供服務或交付貨品的位置釐定。

		Three months ended 31 March 截至三月三十一日止三個月	
		2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核)	2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue from external customers	外界客戶收入		
United States of America	美國	19,159	23,209
Germany	德國	2,044	1,245
United Kingdom	英國	3,472	2,828
Hong Kong	香港	57,498	270
Australia	澳洲	1,737	1,642
Canada	加拿大	1,637	1,641
Russia	俄羅斯	978	1,661
Japan	日本	1,238	1,487
Others (including Mainland China)	其他(包括中國內地)	11,175	9,828
		98,938	43,811

11. DIVIDENDS

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

11. 股息

董事會不建議就本期間派付任何股息(二零一四年：無)。

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

12. 透過損益以公平價值列賬的金融資產的公平價值收益

		Three months ended 31 March 截至三月三十一日止三個月	
		2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核)	2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核)
Financial assets at fair value through profit or loss	透過損益以公平價值列賬的金融資產		
Acquisition for the periods	期內收購	14,673	44
Fair value gain on financial assets at fair value through profit or loss	透過損益以公平價值列賬的金融資產的公平價值收益	34,018	9
Disposal for the periods	期內出售	-	(53)
Balance at 31 March	於三月三十一日的結餘	48,691	-

13. FAIR VALUE (GAIN)/LOSS ON PERFORMANCE SHARES

13. 表現股份公平價值(收益)/虧損

		Three months ended 31 March 截至三月三十一日止三個月	
		2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核)	2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核)
Performance shares	表現股份		
Balance at 1 January	於一月一日的結餘	14,331	104,568
Fair value (gain)/loss on performance shares	表現股份公平價值(收益)/虧損	(826)	5,809
Balance at 31 March	於三月三十一日的結餘	13,505	110,377

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(以港元列示)

14. SHARE CAPITAL

14. 股本

			Nominal value per share 每股面值	Number of share 股份數目	Amount 金額
	Note 附註	HK\$ 港元	'000 千股	HK\$'000 千港元	
Authorised:					
法定：					
At 1 January 2015 (Audited)		於二零一五年一月一日 (經審核)	0.01	80,000,000	800,000
Share consolidation	(a)	股份合併	0.10	(72,000,000)	-
Capital reduction and share subdivision	(b)	股本削減及股份拆細	0.01	72,000,000	-
At 31 March 2015 (Unaudited)		於二零一五年三月三十一日 (未經審核)	0.01	80,000,000	800,000
Issued and fully paid:					
已發行及繳足：					
At 1 January 2015 (Audited)		於二零一五年一月一日 (經審核)	0.01	1,954,125	19,541
Share consolidation	(a)	股份合併	0.10	(1,758,713)	-
Capital reduction and share subdivision	(b)	股本削減及股份拆細	0.01	-	(17,587)
At 31 March 2015 (Unaudited)		於二零一五年三月三十一日 (未經審核)	0.01	195,412	1,954

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 the circular.

The 2015 Capital Reorganisation was approved by the shareholders of the Company 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:

二零一五年股本重組

茲提述本公司日期為二零一五年二月二十六日有關二零一五年股本重組(「二零一五年股本重組」)的通函。除文義另有所指外，本附註所用詞彙與該通函所界定者具有相同涵義。

二零一五年股本重組已於本公司在二零一五年三月二十三日舉行的股東特別大會獲本公司股東批准，並於二零一五年三月二十四日生效。二零一五年股本重組涉及以下各項：

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14. SHARE CAPITAL (continued)

(a) Share consolidation

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

(b) 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 has been credited to the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda.

Following the completion of the 2015 Capital Reorganisation and as at 31 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.

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.

14. 股本(續)

(a) 股份合併

根據股份合併(「二零一五年股份合併」)，本公司每股面值0.01港元已發行及未發行當時現有股份每十股合併為一股面值0.10港元合併股份(「二零一五年合併股份」)，而緊隨二零一五年股份合併後本公司已發行股本中的二零一五年合併股份總數將透過註銷因二零一五年股份合併所產生本公司已發行股本中任何零碎股份而湊合為整數。

(b) 股本削減及股份拆細

- 註銷本公司每股已發行二零一五年合併股份的實收資本0.09港元，藉以削減本公司的已發行股本，令每股已發行二零一五年合併股份的面值由0.10港元減至0.01港元(「二零一五年股本削減」)；
- 緊隨二零一五年股本削減後，將面值為0.10港元的法定但未發行二零一五年合併股份每股拆細為10股每股面值0.01港元的本公司新股份；及
- 因(i)註銷本公司已發行股本中因二零一五年股份合併而產生的任何零碎股份；及(ii)二零一五年股本削減在本公司賬目上出現的進賬約17,587,000港元已撥入本公司的實繳盈餘賬(定義見一九八一年百慕達公司法)。

二零一五年股本重組完成後及於二零一五年三月三十一日，本公司法定股本為800,000,000港元，分為80,000,000,000股每股面值0.01港元的股份，其中195,412,487股股份已發行，而已發行股本總面值為1,954,124.87港元。

15. 儲備

本集團於本期間及去年同期的儲備金額及相應變動於未經審核簡明綜合權益變動表列報。

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16. COMMITMENTS

(a) Capital Commitments

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

Contracted but not provided for:

- acquisition of a subsidiary
- development cost for intangible assets

已訂約但未撥備：

- 收購一間附屬公司
- 無形資產的開發成本

	31 March 2015 二零一五年 三月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2014 二零一四年 三月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)
	–	434
	10,864	21,159
	10,864	21,593

(b) Other Commitments

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”) (“Proposed Acquisition”). Trendmode has the following two wholly-owned subsidiaries which were incorporated in Hong Kong.

1. GET Wealth Management Limited, a company incorporated in Hong Kong, which 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 an MPF Corporate Intermediary with the Mandatory Provident Fund Schemes Authority; and
2. GET Consulting Company Limited, a company incorporated in Hong Kong, which is principally engaged in the provision of consulting services (including business referral services) in Hong Kong.

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

16. 承擔

(a) 資本承擔

於報告期末資本承擔如下：

(b) 其他承擔

於二零一五年二月二日，本公司一間附屬公司與賣方訂立諒解備忘錄（「諒解備忘錄」），內容有關本集團建議收購豪創控股有限公司（「豪創」）全部已發行股本（「建議收購事項」）。豪創擁有下列兩間於香港註冊成立的全資附屬公司。

1. 智易財富管理有限公司，於香港註冊成立的公司，為香港保險顧問聯會會員，獲許可從事一般保險及長期保險（包括相連長期保險）業務，並已向強制性公積金計劃管理局註冊為強積金公司中介人；及
2. 智易顧問有限公司，於香港註冊成立的公司，主要於香港從事提供諮詢服務（包括業務轉介服務）。

緊隨諒解備忘錄簽訂後，本集團向賣方支付10,000,000港元作為可退還訂金。

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16. COMMITMENTS (continued)

(b) Other Commitments (continued)

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

The Proposed Acquisition is subject to a number of conditions precedent. As at the date of this report, the Proposed Acquisition has not yet completed. Details of the Proposed Acquisition are set out in the Company's announcements dated 2 February 2015, 1 April 2015 and 8 May 2015.

16. 承擔(續)

(b) 其他承擔(續)

於二零一五年四月一日，本集團訂立買賣協議，內容有關建議收購事項，最高代價為52,000,000港元(可予調整)。

建議收購事項受多項先決條件所規限。截至本報告日期，建議收購事項尚未完成。有關建議收購事項的詳情載於本公司日期為二零一五年二月二日、二零一五年四月一日及二零一五年五月八日的公告。

17. EVENTS AFTER THE REPORTING PERIOD

(a) Issue of 6% per annum notes

On 5 February 2015, the Company as issuer and GEO Securities Limited as placing agent, entered into a placing agreement ("Placing Agreement"), pursuant to which the 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 6% per annum notes ("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 issue date of the Notes at the placing price equal to 100% of the principal amount of the Notes ("Placing").

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

At the date of this report, the Notes in an aggregate principal amount of HK\$4,500,000 have been issued to certain subscribers who subscribed for the Notes during the period from 6 February 2015 to 15 April 2015. Details of the issue of the Notes are set out in the Company's announcements dated 5 February 2015, 1 April 2015 and 1 May 2015.

17. 報告期後事項

(a) 發行6厘年息票據

於二零一五年二月五日，本公司(作為發行人)與智易東方證券有限公司(作為配售代理)訂立配售協議(「配售協議」)，據此，配售代理同意按竭盡所能基準促使承配人認購本公司將發行本金總額高達50,000,000港元並於票據發行日期第二週年當日到期的6厘年息票據(「票據」)，配售價相當於票據本金額的100%(「配售事項」)。承配人及其最終實益擁有人將為獨立於本公司、其關連人士及彼等各自的聯繫人士(定義均見創業板上市規則)且與上述各方概無關連的第三方。

配售事項的配售期自緊隨配售協議日期後一日起直至(及包括)配售協議日期後第六個月的第15日當日止。

於本報告日期，於二零一五年二月六日至二零一五年四月十五日期間，已向若干認購票據的認購人發行本金總額為4,500,000港元的票據。發行票據的詳情載於本公司日期為二零一五年二月五日、二零一五年四月一日及二零一五年五月一日的公告。

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17. EVENTS AFTER THE REPORTING PERIOD (continued)

(b) Rights issue

On 24 February 2015, the Board proposed the implementation of the rights issue on the basis of three rights shares for every one share held on the record date (tentatively scheduled for 21 May 2015) 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 of the Company. The estimated net proceeds of the rights issue will be approximately HK\$196.7 million (assuming there is no change in the issued share capital of the Company up to the record date).

The rights issue of the Company was approved by the independent shareholders of the Company as an ordinary resolution at the special general meeting of the Company held on 11 May 2015. Completion of the rights issue has not yet taken place as at the date of this report. 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 and 12 May 2015 and the Company's circular dated 22 April 2015.

(c) Major transaction: acquisition of Trendmode

On 1 April 2015, the Group entered into a sale and purchase agreement in relation to the Proposed Acquisition at the maximum consideration of HK\$52,000,000 (subject to adjustments). Further details of the Proposed Acquisition are set out in note 16(b) to these condensed consolidated financial statements.

The Proposed Acquisition is subject to a number of conditions precedent. As at the date of this report, the Proposed Acquisition has not yet completed. Details of the Proposed Acquisition were set out in the Company's announcements dated 2 February 2015, 1 April 2015 and 8 May 2015.

17. 報告期後事項(續)

(b) 供股

於二零一五年二月二十四日，董事會建議透過按認購價每股供股股份0.35港元向本公司合資格股東發行586,237,461股供股股份進行供股，基準為於記錄日期(暫定為二零一五年五月二十一日)每持有一股股份獲發三股供股股份，藉以集資約205,200,000港元(扣除開支前)。供股的估計所得款項淨額將為約196,700,000港元(假設截至記錄日期止本公司已發行股本並無變動)。

本公司供股已於二零一五年五月十一日舉行的本公司股東特別大會獲本公司獨立股東批准為普通決議案。截至本報告日期，供股尚未完成。供股詳情載於本公司日期為二零一五年二月二十四日、二零一五年三月二十日、二零一五年四月十日、二零一五年五月十一日及二零一五年五月十二日的公告以及本公司日期為二零一五年四月二十二日的通函。

(c) 主要交易：收購豪創

於二零一五年四月一日，本集團訂立買賣協議，內容有關建議收購事項，最高代價為52,000,000港元(可予調整)。有關建議收購事項的進一步詳情載於此等簡明綜合財務報表附註16(b)。

建議收購事項受多項先決條件所規限。截至本報告日期，建議收購事項尚未完成。有關建議收購事項的詳情載於本公司日期為二零一五年二月二日、二零一五年四月一日及二零一五年五月八日的公告。

BUSINESS REVIEW

Software Business

Having completed the acquisition of 50.5% of the issued share capital of Apperience Corporation (“Apperience”) in March 2013 and with the plan to diversify its business, the Group has established a strong corporate position in the software industry and acquired new professional skills in the Information Technology (“IT”) field. The Group is now engaged in various aspects of the IT industry ranging from research and development, progression to the final distribution of software for personal computer performances, anti-virus software, mobile applications and toolbar advertisements.

To the credit of Apperience and its subsidiaries (“Apperience Group”) coupled with the revenue generated from the Software Business in which the Apperience Group is principally engaged, the Group recorded a turnover of approximately HK\$41,723,000 (2014: HK\$43,624,000) for the Period, representing a decrease of approximately 4% as compared to that of the corresponding period in 2014 and the segment profit for the Software Business was approximately HK\$29,982,000. Apperience Group will continue to focus on the development and upgrade of its flagship anti-virus product of “Advanced SystemCare” so as to respond to new security threats and counteract new virus, malware and spyware. The Apperience Group also plans to launch version 9.0 of Advanced System Care at the end of 2015. To keep up with the ever-changing IT environment, the management of Apperience closely monitors the IT trend and continuously upgrades its products.

Money Lending Business

Citi Profit Finance Limited, an indirect wholly-owned subsidiary of the Company, was granted a money lenders licence by the licensing court in Hong Kong pursuant to the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). The Group adopted the money lending policy and procedure manual which provide guidelines on the handling and/or monitoring of money lending procedures according to the Money Lenders Ordinance (Chapter 163 of the Laws of the Hong Kong).

The Money Lending Business continued to grow steadily in its development and became one of the sources for the Group’s profit for the Period. The segment profit and its loan interest income for the Period amounted to approximately HK\$403,000 and HK\$414,000 respectively. The outstanding principal amount of loan receivables as at 31 March 2015 was approximately HK\$19,587,000. In addition, the Group has not recorded any doubtful or bad debt in all its money lending activities during the Period.

業務回顧

軟件業務

隨著於二零一三年三月收購 Apperience Corporation (「Apperience」) 已發行股本的 50.5% 完成，受惠於多元化發展計劃，本集團於軟件行業站穩陣腳，並獲得資訊科技(「資訊科技」) 範疇的新專業技術。本集團目前從事資訊科技行業多個領域，涵蓋研發、升級以至最終分銷個人電腦性能軟件、防毒軟件、流動電話應用程式及工具欄廣告。

歸功於 Apperience 及其附屬公司(「Apperience 集團」) 加上 Apperience 集團主要從事的軟件業務所產生收益，本集團於本期間錄得營業額約 41,723,000 港元(二零一四年：43,624,000 港元)，較二零一四年同期減少約 4%，軟件業務的分部溢利約為 29,982,000 港元。Apperience 集團將繼續專注於開發及提升其旗艦防毒產品「Advanced SystemCare」，以應對新的安全威脅及對付新病毒、惡意軟件及間諜軟件。Apperience 集團亦計劃於二零一五年底推出 Advanced System Care 的 9.0 版本。為緊貼日新月異的資訊科技，Apperience 管理層密切注視資訊科技趨勢，並不斷為產品升級。

借貸業務

本公司間接全資附屬公司聯信財務有限公司獲香港牌照法庭根據香港法例第 163 章放債人條例授出放債人牌照。本集團已採納借貸政策及程序手冊，提供根據香港法例第 163 章放債人條例處理及／或監察借貸程序的指引。

借貸業務持續穩步增長，且該業務已成為其本期間其中一項收益來源。本期間分部溢利及其貸款利息收入分別約為 403,000 港元及 414,000 港元。截至二零一五年三月三十一日，應收貸款的未償還本金額約為 19,587,000 港元。此外，本集團於本期間全部借貸活動均無錄得任何呆壞賬。

MANAGEMENT DISCUSSIONS AND ANALYSIS

管理層討論及分析

To further expand its Money Lending Business, on 12 March 2015, the Group entered into a sale and purchase agreement in relation to the acquisition of 51% of the issued share capital of GEO Finance Limited at a consideration of HK\$255,000. GEO Finance Limited was granted a money lenders licence by the licensing court in Hong Kong pursuant to the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). Completion of such acquisition took place immediately after the signing of the sale and purchase agreement.

Insurance and MPF Schemes Brokerage Business

During the Period, the Group has been actively diversifying its products and services to include investment-linked insurance and has successfully developed our own new sales teams for the promotion of its services and products. The revenue derived from this business segment and the segment profit for the Period was approximately HK\$40,421,000 and HK\$1,355,000 respectively.

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”) (“Proposed Acquisition”). Trendmode has the following two wholly-owned subsidiaries which were incorporated in Hong Kong:

1. GET Wealth Management Limited, a company incorporated in Hong Kong, which 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 an MPF Corporate Intermediary with the Mandatory Provident Fund Schemes Authority; and
2. GET Consulting Company Limited, a company incorporated in Hong Kong, which is principally engaged in the provision of consulting services (including business referral services) in Hong Kong.

The Group has 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 Proposed Acquisition at the maximum consideration of HK\$52 million (subject to adjustments).

為進一步拓展借貸業務，於二零一五年三月十二日，本集團訂立買賣協議，內容有關以代價255,000港元收購智易東方財務有限公司已發行股本51%。智易東方財務有限公司獲香港牌照法庭根據香港法例第163章放債人條例授出放債人牌照。該收購於簽立買賣協議後隨即完成。

保險及強積金計劃經紀業務

於本期間，本集團一直積極多元化發展其產品及服務至涵蓋投資相關保險，並成功自設新銷售團隊，以推廣旗下服務及產品。此業務分部於本期間產生收入及分部溢利分別約40,421,000港元及1,355,000港元。

於二零一五年二月二日，本公司一間附屬公司與賣方訂立諒解備忘錄（「諒解備忘錄」），內容有關本集團建議收購豪創控股有限公司（「豪創」）全部已發行股本（「建議收購事項」）。豪創擁有下列兩間於香港註冊成立的全資附屬公司：

1. 智易財富管理有限公司，於香港註冊成立的公司，為香港保險顧問聯會會員，獲許可從事一般保險及長期保險（包括相連長期保險）業務，並已向強制性公積金計劃管理局註冊為強積金公司中介人；及
2. 智易顧問有限公司，於香港註冊成立的公司，主要於香港從事提供諮詢服務（包括業務轉介服務）。

緊隨諒解備忘錄簽訂後，本集團向賣方支付10,000,000港元作為可退還訂金。

於二零一五年四月一日，本集團訂立買賣協議，內容有關建議收購事項，代價最高為52,000,000港元（可予調整）。

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As certain of the relevant percentage ratios (as defined under the GEM Listing Rules) in respect of the Proposed Acquisition are more than 25% but less than 100%, the Proposed Acquisition constitutes a major transaction for the Company under the GEM Listing Rules and is subject to the notification, announcement and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

As the vendor is the spouse of a substantial shareholder and a director of a subsidiary of the Company, the vendor is a connected person of the Company at the subsidiary level. As the Proposed Acquisition is on normal commercial terms, the Proposed Acquisition also constitutes a connected transaction for the Company under the GEM Listing Rules and is exempted from the circular, independent financial advice and shareholders' approval requirements.

The Proposed Acquisition is subject to a number of conditions precedent. As at the date of this report, the Proposed Acquisition has not yet completed. Details of the Proposed Acquisition were set out in the Company's announcements dated 2 February 2015, 1 April 2015 and 8 May 2015.

Corporate Management Solutions and I.T. Contract Services Business

On 31 July 2014, the Group has 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 IT contract services; and (iii) re-selling of hardware and software in Hong Kong. Details of the e-Perfect Acquisition were 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 started to provide corporate management solutions and IT 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") 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 were set out in the Company's announcements dated 31 October 2014 and 31 December 2014 and the Company's circular dated 11 December 2014.

The Group aims at becoming a comprehensive IT business platform. Therefore, the e-Perfect Acquisition and the Wafer HK Acquisition are in line with the business development strategy of the Group, by which the Group can expand its business into network construction and management. The Directors believe that the e-Perfect Acquisition and the Wafer HK Acquisition will provide better support to the Group's Software Business development and strengthen the Group's position in the IT industry, which will in turn enhance the financial performance of the Group.

由於建議收購事項若干相關百分比率(定義見創業板上市規則)超過25%但不足100%，建議收購事項構成創業板上市規則項下本公司一項主要交易，須遵守創業板上市規則第19章項下通知、公告及股東批准規定。

由於賣方為本公司附屬公司的主要股東兼董事的配偶，賣方為本公司附屬公司層面的關連人士。由於建議收購事項符合一般商業條款，故根據創業板上市規則，建議收購事項亦構成本公司的關連交易，獲豁免遵守通函、獨立財務意見及股東批准的規定。

建議收購事項受多項先決條件所規限。於本報告日期，建議收購事項尚未完成。建議收購事項的詳情載於本公司日期為二零一五年二月二日、二零一五年四月一日及二零一五年五月八日的公告。

企業管理解決方案及資訊科技合約服務業務

於二零一四年七月三十一日，本集團完成收購普暉科技有限公司(「普暉」)全部股權，代價為48,000,000港元(「普暉收購事項」)。普暉主要於香港從事(i)提供企業管理解決方案；(ii)提供資訊科技合約服務；及(iii)轉售硬件及軟件。有關普暉收購事項的詳情於本公司日期為二零一四年六月十日及二零一四年七月三十一日的公告披露。普暉收購事項為本集團提供新商機，藉此本集團開始向香港及中華人民共和國(「中國」)企業客戶提供企業管理解決方案及資訊科技合約服務。

於二零一四年十二月三十一日，本集團完成收購威發系統(香港)有限公司(「威發香港」)全部已發行股本，代價為18,000,000港元(「威發香港收購事項」)。威發香港主要於香港及中國從事網絡系統整合，包括提供網絡基建解決方案及網絡專業服務。威發香港收購事項的詳情載於本公司日期為二零一四年十月三十一日及二零一四年十二月三十一日的公告以及本公司日期為二零一四年十二月十一日的通函。

本集團銳意成為綜合資訊科技業務平台。因此，普暉收購事項及威發香港收購事項切合本集團業務發展策略，此舉有助本集團拓展業務至網絡建設及管理。董事相信，普暉收購事項及威發香港收購事項將為本集團軟件業務發展帶來更大支持，同時提升本集團於資訊科技行業的地位，進而加強本集團財務表現。

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During the Period, the revenue of this business segment was approximately HK\$15,284,000 and the segment profit was approximately HK\$622,000.

於本期間，此業務分部產生收入約15,284,000港元及分部溢利約622,000港元。

E-learning Business

電子學習業務

During the Period, the operating results of E-learning Business were not satisfactory due to the high competition amongst peers within the industry. In light of the competitive market environment, the management is thinking seriously about the prospect of this business. By keeping the shareholders' best interest in mind, the Group would ensure the profitability is at its utmost achievable. During the Period, this business recorded a minor loss of approximately HK\$33,000.

於本期間，電子學習業務經營業績未如理想，歸因於業內同行競爭激烈。鑑於市場環境競爭激烈，管理層現正認真考慮此業務的前景。本集團將確保實現最大盈利，以股東最佳利益為依歸。於本期間，此業務錄得輕微虧損約33,000港元。

Securities Investment Business

證券投資業務

The total fair value of listed shares issued by Hong Kong listed companies and unlisted investment fund held by the Group as at 31 March 2015 was approximately HK\$165,585,000. During the Period, the segment profit amounted to approximately HK\$20,963,000 (2014: segment loss approximately HK\$20,000) and the comprehensive income of fair value gain on available-for sale financial assets was approximately HK\$39,917,000 (2014: HK\$747,000).

於二零一五年三月三十一日，本集團所持於香港上市公司發行的上市股份及非上市投資基金中的公平價值總值約為165,585,000港元。本期間的分部溢利約為20,963,000港元（二零一四年：分部虧損約20,000港元），而可供出售金融資產公平價值收益的全面收益則約為39,917,000港元（二零一四年：747,000港元）。

FINANCIAL REVIEW

Turnover

財務回顧

For the Period under review, the turnover of the Group was approximately HK\$98,938,000 representing an increase of approximately 126% compared to the turnover for the three months period ended 31 March 2014 of approximately HK\$43,811,000. The turnover for the Period was mainly due to (i) Software Business of approximately HK\$41,723,000 and (ii) Insurance and MPF Schemes Brokerage Business of approximately HK\$40,421,000.

營業額

於回顧期間內，本集團的營業額約為98,938,000港元，較截至二零一四年三月三十一日止三個月期間的營業額約43,811,000港元增加約126%。本期間營業額主要來自(i)軟件業務約41,723,000港元；及(ii)保險及強積金計劃經紀業務約40,421,000港元。

Gross profit

毛利

The gross profit of the Group for the Period increased by 41% to approximately HK\$49,998,000 from approximately HK\$35,407,000 for the corresponding period in 2014.

於本期間內，本集團的毛利由二零一四年同期約35,407,000港元上升41%至約49,998,000港元。

Profit for the Period

本期間溢利

The Group recorded a net profit of approximately HK\$36,430,000 for the Period (2014: HK\$16,108,000). The main reason of the profit for the Period was mainly contributed by the operating profit of Aperience Group of approximately HK\$26,494,000 and the fair value gain on financial assets at fair value through profit or loss of approximately HK\$34,018,000.

本集團於本期間錄得純利約36,430,000港元（二零一四年：16,108,000港元）。本期間溢利主要來自Aperience集團的經營溢利約26,494,000港元及透過損益以公平價值列賬的金融資產的公平價值收益約34,018,000港元。

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The profit attributable to the owners of the Company for the Period was approximately HK\$23,849,000 compared to the profit attributable to owners of the Company of approximately HK\$4,085,000 for the corresponding period.

The increase in profit for the Period as compared to that for the corresponding period in 2014 was mainly attributable to the fair value gain on financial assets at fair value through profit or loss of approximately HK\$34,018,000, despite that such net profit was partially offset by the loss on disposal of available-for-sale financial assets of approximately HK\$13,018,000 for the Period.

Liquidity, financial resources and capital structure

As at 31 March 2015, the Group's cash and cash equivalents and pledged deposit amounted to approximately HK\$116,619,000 (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 using internally generated resources and proceeds raised from issue of the 6% per annum notes issued by the Company during the Period.

Issue of the 6% per annum notes

On 5 February 2015, the Company as issuer and GEO Securities Limited as placing agent, entered into a placing agreement ("Placing Agreement"), pursuant to which the 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 6% per annum notes ("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 issue date of the Notes at the placing price equal to 100% of the principal amount of the Notes ("Placing"). The placing period for the Placing shall last for a period commencing on the day immediately following the date of the Placing Agreement and up to (and including) the date falling on the 15th day of the sixth month after the date of the Placing Agreement.

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

As at the date of this report, the Company has issued Notes in an aggregate principal amount of HK\$4,500,000 to certain subscribers who subscribed for the Notes during the period from 6 February 2015 to 15 April 2015. Details of the issue of Notes are set out in the Company's announcements dated 5 February 2015, 1 April 2015 and 1 May 2015.

於本期間內，本公司擁有人應佔溢利約為23,849,000港元，而同期的本公司擁有人應佔溢利則約為4,085,000港元。

本期間溢利較二零一四年同期增加主要源於透過損益以公平價值列賬的金融資產的公平價值收益約34,018,000港元，然而，該純利部分被本期間內出售可供出售金融資產的虧損約13,018,000港元所抵銷。

流動資金、財務資源及資本架構

於二零一五年三月三十一日，本集團的現金及現金等價物以及已抵押存款約為116,619,000港元（於二零一四年十二月三十一日：151,337,000港元），主要以人民幣、美元及港元（二零一四年：人民幣、美元及港元）列值。

本集團一般採用內部產生資源及本公司於本期間發行6厘年息票據籌得的所得款項為業務營運提供資金。

發行6厘年息票據

於二零一五年二月五日，本公司（作為發行人）與智易東方證券有限公司（作為配售代理）訂立配售協議（「配售協議」），據此，配售代理同意按竭盡所能基準促使承配人認購本公司將發行本金總額高達50,000,000港元並於票據發行日期第二週年當日到期的6厘年息票據（「票據」），配售價相當於票據本金總額的100%（「配售事項」）。承配人及其最終實益擁有人將為獨立於本公司、其關連人士及彼等各自的聯繫人士（定義均見創業板上市規則）且與上述各方概無關連的第三方。配售事項的配售期自緊隨配售協議日期後一日起直至（及包括）配售協議日期後第六個月的第15日當日止。

董事認為，配售事項為取得資金的良機，有關資金擬用於本集團不時可能覓得的任何潛在投資機遇及作為本集團的一般營運資金。

於本報告日期，本公司已於二零一五年二月六日至二零一五年四月十五日日期間向若干認購票據的認購人發行本金總額為4,500,000港元的票據。發行票據的詳情載於本公司日期為二零一五年二月五日、二零一五年四月一日及二零一五年五月一日的公告。

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管理層討論及分析

Capital reorganisation and change in board lot size in March 2015

In March 2015, the Company has completed the capital reorganisation (“2015 Capital Reorganisation”) as described in the circular of the Company dated 26 February 2015. The 2015 Capital Reorganisation involved the following:

- (i) every 10 issued and unissued then existing shares of HK\$0.01 each of the Company have been consolidated (“2015 Share Consolidation”) into one consolidated share of HK\$0.10 each (“2015 Consolidated Shares”) and the total number of the 2015 Consolidated Shares in the issued share capital of the Company immediately following the 2015 Share Consolidation has been rounded down to a whole number by cancelling any fraction in the issued share capital of the Company which arose from the 2015 Share Consolidation;
- (ii) 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”);
- (iii) immediately following the 2015 Capital Reduction, each of the authorised but unissued 2015 Consolidated Shares of HK\$0.10 each has been sub-divided into 10 new shares of HK\$0.01 each of the Company; and
- (iv) the credits arising in the books of the Company from (a) the cancellation of any fraction in the issued share capital of the Company which arose from the 2015 Share Consolidation; and (b) the 2015 Capital Reduction of approximately HK\$17,587,124 has been credited to the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda.

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.

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

As at the date of this Report, the issued share capital of the Company was HK\$1,954,124.87 divided into 195,412,487 shares of HK\$0.01 each of the Company. Details of the 2015 Capital Reorganisation and change of board lot size were 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 to the condensed consolidated financial statements.

於二零一五年三月重組股本及更改每手買賣單位

於二零一五年三月，本公司已完成本公司日期為二零一五年二月二十六日的通函所述股本重組（「二零一五年股本重組」）。二零一五年股本重組涉及以下各項：

- (i) 將每股面值0.01港元的本公司已發行及未發行的當時現有股份每10股合併（「二零一五年股份合併」）為一股每股面值0.10港元的合併股份（「二零一五年合併股份」），而於緊隨二零一五年股份合併後本公司已發行股本中的二零一五年合併股份總數已透過註銷本公司因二零一五年股份合併所產生的任何零碎已發行股本而湊合為整數；
- (ii) 註銷本公司每股已發行二零一五年合併股份的實收資本0.09港元，藉以削減本公司的已發行股本，令每股已發行二零一五年合併股份的面值由0.10港元減至0.01港元（「二零一五年股本削減」）；
- (iii) 緊隨二零一五年股本削減後，將每股面值0.10港元的法定但未發行二零一五年合併股份拆細為10股每股面值0.01港元的本公司新股份；及
- (iv) 因(a)註銷本公司已發行股本中因二零一五年股份合併而產生的任何零碎股份；及(b)二零一五年股本削減而在本公司賬目上出現的進賬約17,587,124港元已撥入本公司的實繳盈餘賬（定義見一九八一年百慕達公司法）。

於二零一五年股本重組生效後，本公司股份的每手買賣單位已由20,000股改為5,000股。

二零一五年股本重組已於二零一五年三月二十三日舉行的本公司股東特別大會獲本公司股東以特別決議案方式批准，並於二零一五年三月二十四日生效。

於本報告日期，本公司已發行股本為1,954,124.87港元，分為195,412,487股每股面值0.01港元的本公司股份。有關二零一五年股本重組及更改每手買賣單位的詳情於本公司日期為二零一五年二月二日、二零一五年二月十七日及二零一五年三月二十三日的公告、本公司日期為二零一五年二月二十六日的通函以及簡明綜合財務報表附註14披露。

MANAGEMENT DISCUSSIONS AND ANALYSIS

管理層討論及分析

Proposed rights issue

On 24 February 2015, the Board proposed the implementation of the rights issue ("Rights Issue") on the basis of three rights shares ("Rights Shares") for every one share held on the record date (tentatively scheduled for 21 May 2015) 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 of the Company. The estimated net proceeds of the Rights Issue will be approximately HK\$196.7 million (assuming there is no change in the issued share capital of the Company up to the record date). On this basis, the net price per Rights Share upon full acceptance of the relevant provisional allotment of Rights Shares (assuming there is no change in the issued share capital of the Company up to the record date) will be approximately HK\$0.336. The Company intends to apply as to (i) approximately HK\$20 million of the net proceeds 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 Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) ("SFO"), details of which are disclosed in the announcement of the Company dated 2 February 2015; (ii) approximately HK\$50 million of the net proceeds for funding the money lending business; (iii) approximately HK\$80 million of the net proceeds for future potential acquisitions or investments which are related to insurance and Mandatory Provident Fund schemes brokerage business; (iv) approximately HK\$36 million of the net proceeds for future potential acquisition of properties; and (v) approximately HK\$10.7 million of the net proceeds for working capital of the Group.

The proposed Rights Issue of the Company was approved by the independent shareholders of the Company at a special general meeting of the Company held on 11 May 2015. Completion of the Rights Issue has not yet taken place as at the date of this report. Details of the proposed Rights Issue are set out in the Company's announcements dated 24 February 2015, 20 March 2015, 10 April 2015, 11 May 2015 and 12 May 2015 and the Company's circular dated 22 April 2015.

建議供股

於二零一五年二月二十四日，董事會建議透過按認購價每股供股股份（「供股股份」）0.35港元向本公司合資格股東發行586,237,461股供股股份進行供股（「供股」），基準為於記錄日期（暫定為二零一五年五月二十一日）每持有一股股份獲發三股供股股份，藉以集資約205,200,000港元（扣除開支前）。供股的估計所得款項淨額將為約196,700,000港元（假設截至記錄日期止本公司已發行股本並無變動）。按此基準，於全面接納供股股份相關暫定配額時（假設截至記錄日期止本公司已發行股本並無變動）每股供股股份的淨價將約為0.336港元。本公司擬將(i)所得款項淨額其中約20,000,000港元撥作於香港註冊成立一家由本集團全資擁有的公司以從事香港法例第571章證券及期貨條例（「證券及期貨條例」）項下第1類（證券交易）受規管活動，詳情於本公司日期為二零一五年二月二日的公告披露；(ii)所得款項淨額其中約50,000,000港元用作為借貸業務提供資金；(iii)所得款項淨額其中約80,000,000港元用作為日後進行與保險及強制性公積金計劃經紀業務有關的潛在收購或投資提供資金；(iv)所得款項淨額其中約36,000,000港元用作為日後潛在收購物業提供資金；及(v)所得款項淨額其中約10,700,000港元撥作本集團營運資金。

本公司建議供股已於二零一五年五月十一日舉行的本公司股東特別大會獲本公司獨立股東批准。截至本報告日期，供股尚未完成。有關建議供股的詳情載於本公司日期為二零一五年二月二十四日、二零一五年三月二十日、二零一五年四月十日、二零一五年五月十一日及二零一五年五月十二日的公告以及本公司日期為二零一五年四月二十二日的通函。

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Tranche II Performance Shares

Reference is made to the Company's circular ("Circular") dated 23 February 2013 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 the 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 adjusted by the 2015 Capital Reorganisation) to the Vendors. Where the Target Profit II is less than US\$10 million and 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 Adjusted Items and divided by US\$10 million, being the target consolidated net profits of Apperience after taxation adjusted by Adjusted Items for the Target Profit Period II. Based on the preliminary review and analysis of the unaudited consolidated management accounts of Apperience for the year ended 31 March 2015, the expected Target Profit II (as adjusted by disregarding the effect of all the Adjusted Items) is approximately US\$9.3 million and the expected number of Tranche II Performance Shares to be allotted and issued to the Vendors should be approximately 16.9 million ordinary shares of the Company. The Company expected that Tranche II Performance Shares shall be allotted and issued by the Company in or around June 2015. As Apperience is still in the process of preparing and finalising the audited consolidated financial statements for the year ended 31 March 2015, the expected number of Tranche II Performance Shares to be allotted and issued (if any) to the Vendors is subject to changes pending the finalisation of the audited consolidated financial statements of Apperience. Further information on the allotment and issue of Performance Shares (if any) will be disclosed in the forthcoming announcement to be issued by the Company in due course.

Gearing ratio

As at 31 March 2015, the total assets of the Group were approximately HK\$1,027,637,000 (as at 31 December 2014: HK\$942,389,000), whereas the total liabilities were approximately HK\$183,106,000 (as at 31 December 2014: HK\$174,513,000). The gearing ratio of the Group, calculated as total liabilities over total assets, was 17.8% (as at 31 December 2014: 18.5%).

Interim dividend

The Board does not recommend to pay any interim dividend for the three months ended 31 March 2015 (2014: Nil).

第二批表現股份

茲提述本公司日期為二零一三年二月二十三日的通函(「該通函」)，內容有關Apperience已發行股本50.5%的非常重大收購。本段所用詞彙與該通函所下定義具有相同涵義。根據收購協議，倘目標溢利II相等於或超過10,000,000美元，本公司須向賣方配發及發行合共18,154,282股入賬列作繳足的第二批表現股份(於二零一五年股本重組後調整)。倘目標溢利II少於10,000,000美元但仍處於正數水平，本公司將向賣方配發及發行的第二批表現股份數目將為18,154,282股本公司股份乘以Apperience的經審核綜合除稅後純利(已就經調整項目作出調整)，再除以10,000,000美元(即Apperience於目標溢利期II的目標綜合除稅後純利，已就經調整項目作出調整)。根據就Apperience截至二零一五年三月三十一日止年度的未經審核綜合管理賬目作出初步審閱及分析後所得，預期目標溢利II(撇除所有經調整項目的影響而作出調整)約為9,300,000美元，而預計向賣方配發及發行的第二批表現股份數目應為約16,900,000股本公司普通股。本公司預期第二批表現股份將於二零一五年六月或前後由本公司配發及發行。由於Apperience仍在編製及落實截至二零一五年三月三十一日止年度的經審核綜合財務報表，向賣方配發及發行第二批表現股份(如有)的預期數目可能須於Apperience的經審核綜合財務報表落實後調整。有關配發及發行表現股份(如有)的進一步資料將在本公司於適當時候刊發的公告披露。

資產負債比率

於二零一五年三月三十一日，本集團的資產總值約為1,027,637,000港元(於二零一四年十二月三十一日：942,389,000港元)，而負債總額則約為183,106,000港元(於二零一四年十二月三十一日：174,513,000港元)。本集團的資產負債比率(即負債總額與資產總值的比例)為17.8%(於二零一四年十二月三十一日：18.5%)。

中期股息

董事會不建議就截至二零一五年三月三十一日止三個月派付任何中期股息(二零一四年：無)。

Charges on the Group's Assets

As at 31 March 2015, the Group's pledged bank deposits of approximately US\$80,000 and HK\$1,007,000 (in aggregate, approximately HK\$1,629,000 (as at 31 December 2014: HK\$1,626,000)) represented deposits pledged to banks to secure banking facilities to the extent of HK\$1,500,000 (as at 31 December 2014: HK\$1,500,000) granted to the Group. The deposits are in United States dollars and Hong Kong dollars with a term of 6 months and 1 year respectively and at fixed interest rate of 0.05% per annum and 0.7% per annum respectively.

As at 31 March 2015, the Group had pledged bank deposit of HK\$806,000 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 31 March 2015, the Group had undrawn banking facilities of approximately HK\$1,282,000 (as at 31 December 2014: HK\$855,000).

As at 31 March 2015, listed securities held by the Group with a total carrying amount of approximately HK\$10,228,480 (as at 31 December 2014: HK\$42,929,000) has been charged in favour of a brokerage firm as collateral for the Group's liabilities in respect of its margin trading account. As at 31 March 2015, the Group has not used 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 Corporation, United States dollars became the main currencies 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.

本集團資產抵押

於二零一五年三月三十一日，本集團的已抵押銀行存款約80,000美元及1,007,000港元(合共約1,629,000港元(於二零一四年十二月三十一日：1,626,000港元))指抵押予銀行作為本集團獲授高達1,500,000港元(於二零一四年十二月三十一日：1,500,000港元)銀行融資擔保的存款。有關存款分別以美元及港元列值，分別為期六個月及一年，並分別按固定年利率0.05厘及0.7厘計息。

於二零一五年三月三十一日，本集團的已抵押銀行存款806,000港元乃作為網上購物業務的Visa/MasterCard商家賬戶的銀行保證金。有關保證金以港元計值，按固定年利率0.2厘計息。

於二零一五年三月三十一日，本集團有未提取銀行融資約1,282,000港元(於二零一四年十二月三十一日：855,000港元)。

於二零一五年三月三十一日，本集團所持賬面總值約為10,228,480港元(於二零一四年十二月三十一日：42,929,000港元)的上市證券已抵押予一間經紀行，作為其保證金貿易賬戶所涉及負債的抵押品。於二零一五年三月三十一日，本集團並無動用信貸限額。

外匯風險

於本期間內，本集團的業務活動主要以港元及美元列值。

於完成收購Apperience Corporation後，美元成為本集團的主要交易貨幣。由於港元仍在既定範圍內與美元掛鈎，故在兌美上本集團並無承受任何重大外匯風險，亦無訂立任何外匯合約作為對沖措施。董事認為，本集團並無承受任何重大外匯風險。儘管存在上述情況，本集團仍透過密切監察外幣匯率走勢管理兌其他貨幣的外幣風險，並可能於適當情況下利用對沖衍生工具(如外幣遠期合約)管理其外幣風險。

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Financial risk

The Group's available-for-sale financial assets, financial assets at fair value through profit or loss and performance shares which may be issued in connection with the acquisition of 50.5% of the issued share capital of Apperience 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 share price of available-for-sale financial assets, financial assets at fair value through profit or loss and the changes in the Company's share prices to the extent that the Company's shares underline the fair value of performance shares. The Directors regularly review the exposure to the equity security price risk on the available-for-sale financial assets and financial assets at fair value through profit or loss.

Significant investment

On 2 February 2015, the Group entered a sales 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 Report for further details.

Material acquisitions and disposals

Apart from those disclosed in the significant investment disclosed above, the Group had no material acquisition or disposal during the Period.

Employees and remuneration policies

As at 31 March 2015, the Group had approximately 116 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.

On 24 December 2007, the share option scheme ("Share Option Scheme") was approved by shareholders of the Company 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. As at 31 March 2015, there were no outstanding share options issued by the Company.

財務風險

本集團的可供出售金融資產、透過損益按公平價值列賬的金融資產及就收購Apperience已發行股本50.5%而可能發行的表現股份按於各報告期末的公平價值計量。因此，本集團承受股本證券價格風險，乃來自可供出售金融資產股價波動、透過損益按公平價值列賬的金融資產及足以影響表現股份公平價值的本公司股份價格變動。董事定期檢討可供出售金融資產及透過損益按公平價值列賬的金融資產的股本證券價格風險。

重大投資

於二零一五年二月二日，本集團訂立買賣協議以收購豪創全部股權。進一步詳情請參閱本報告「業務回顧 – 保險及強積金計劃經紀業務」一節。

重大收購及出售

除上文所披露重大投資外，於本期間內，本集團並無任何重大收購或出售事項。

僱員及薪酬政策

於二零一五年三月三十一日，本集團於香港及中國聘用約116名（於二零一四年十二月三十一日：111名）僱員。本集團根據市場慣例、公司業績、個人資歷及表現以及聘用僱員所在司法權區的法例規定，定期檢討並釐定薪酬政策。

於二零零七年十二月二十四日，本公司股東於股東特別大會批准購股權計劃（「購股權計劃」）。購股權計劃旨在讓本公司向董事或本集團僱員授出購股權，以表揚及鼓勵彼等對本集團作出貢獻，以及促成及協助本集團留聘現有僱員及增聘優秀僱員，讓彼等直接分享本集團達成長遠業務目標帶來的經濟成果。於二零一五年三月三十一日，本公司並無發行尚未行使購股權。

Contingent liabilities

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

Capital commitments

As at 31 March 2015, the capital commitments contributed but not provided for development costs for intangible assets was approximately HK\$10,864,000 (as at 31 December 2014: HK\$21,715,000). Please refer to note 16 to the condensed consolidated financial statements for details.

DEALINGS FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has relied on 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 Company's 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.

OUTLOOK

Subsequent to the completion of the acquisition of 50.5% of the issued share capital of Apperience on 31 March 2013, the Group is able to diversify its business into the IT field of personal computers, anti-virus software and mobile applications, bringing in new momentum for the Group's development. The Group recorded an unaudited consolidated turnover and net profit after taxation derived from the Apperience Group of approximately HK\$41,723,000 and approximately HK\$26,494,000 respectively for the Period. In light of the financial performance of the Apperience Group, the Group is optimistic to its business prospect and expects that revenue from Apperience Group will continually become one of the principle sources of income of the Group in the future.

The Group intends to incorporate a subsidiary ("Subsidiary") to carry out type 1 regulated activity under the SFO. Details of the Subsidiary were disclosed in the Company's announcement dated 2 February 2015.

The Group considers that the setting up of the Subsidiary will broaden the Group's revenue base by diversifying into the securities trading business and will enable the Group to offer more comprehensive financial services to its customers in addition to the provision of insurance and MPF Schemes brokerage services.

或然負債

於二零一五年三月三十一日，本集團並無任何重大或然負債（於二零一四年十二月三十一日：無）。

資本承擔

於二零一五年三月三十一日，就無形資產的開發成本作出已訂約但未撥備的資本承擔約10,864,000港元（於二零一四年十二月三十一日：21,715,000港元）。詳情請參閱簡明綜合財務報表附註16。

董事進行證券交易

本公司以創業板上市規則第5.48至5.67條作為本公司董事買賣任何本公司證券的交易規定標準。經向全體董事作出一般及特定查詢後，彼等均已確認於本期間內一直遵守上述創業板上市規則。

展望

於二零一三年三月三十一日，完成收購Apperience已發行股本50.5%後，本集團可多元化發展其業務至個人電腦、防毒軟件及流動電話應用程式的資訊科技領域，為本集團發展帶來新動力。於本期間，本集團錄得Apperience集團的未經審核綜合營業額及除稅後純利分別約41,723,000港元及約26,494,000港元。基於Apperience集團的財務表現，本集團對其業務前景感樂觀，並預期Apperience集團帶來的收益日後將繼續為本集團其中一項主要收入來源。

本集團擬註冊成立一家附屬公司（「附屬公司」）以從事證券及期貨條例項下第1類受規管活動。附屬公司詳情於本公司日期為二零一五年二月二日的公告披露。

本集團認為，成立附屬公司將有助業務拓展至證券交易，從而擴闊本集團的收益基礎，同時可讓本集團為其客戶提供保險及強積金計劃經紀服務以外更為全面的金融服務。

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As to the insurance and MPF Schemes brokerage business, the Group has been actively diversifying its products and services to include investment-linked insurance and has successfully self-developed new sales teams for the promotion of its services and products.

Subsequent to the completion of the acquisition of GET Mdream Wealth Management Limited (“GMD”) on 2 April 2014, which is principally engaged in insurance and MPF schemes brokerage business in Hong Kong, the Group has successfully expanded its insurance and MPF Schemes brokerage business further. For the three months ended 31 March 2015, the unaudited turnover and net profit after taxation of GMD were approximately HK\$40,421,000 and approximately HK\$1,355,000 respectively.

On 1 April 2015, the Group entered into a sale and purchase agreement in relation to the proposed acquisition of 100% of the issued share capital of Trendmode. It is expected that upon completion of the acquisition of Trendmode, with (i) the uncertainty in the current property market which drives the investors to adopt a more conservative approach to seek products with lower risks as well as stable return, such as traditional whole life insurance products, investment linked products and annuity products as currently distributed and sold by GET Wealth Management Limited; (ii) the increasing demand among the general public of Hong Kong for financial planning and wealth management through insurance and MPF Schemes products; (iii) the increased awareness in retirement planning among the general public in Hong Kong; and (iv) the escalating healthcare expenses in the public healthcare sector and the increasing demand for better medical and assurance insurance products, the Board believes that the Trendmode’s business in the insurance and MPF Schemes brokerage services sector has the potential to grow and will create synergetic effect to the Group’s performance.

As to the money lending business of the Group, on 12 March 2015, the Group entered into a sale and purchase agreement to acquire 51% of the issued share capital of GEO Finance Limited, a company principally engaged in money lending business in Hong Kong and its key product was personal loans with subordinate property mortgage loan, which enables the Group to offer a new type of products to its clients.

The Group intends to provide secured and/or unsecured loans and further develop the market of subordinate property mortgage loan. The Group is now reviewing the appropriateness and efficiency of internal control procedures of GEO Finance Limited and updating its internal control procedures as needed. The Group expects to complete reviewing the procedure by the second quarter of 2015 and intends to develop the subordinate property mortgage loan business afterwards.

至於保險及強積金計劃經紀業務，本集團一直積極多元化發展其產品及服務至涵蓋投資相關保險，並成功自設新銷售團隊，以推廣旗下服務及產品。

於二零一四年四月二日收購聯夢智易財富管理有限公司（「聯夢智易」，主要於香港從事保險及強積金計劃經紀業務）完成後，本集團成功進一步拓展旗下保險及強積金計劃經紀業務。截至二零一五年三月三十一日止三個月，聯夢智易的未經審核營業額及除稅後純利分別約40,421,000港元及約1,355,000港元。

於二零一五年四月一日，本集團訂立買賣協議，內容有關建議收購豪創全部已發行股本。預期收購豪創完成後，鑑於(i)樓市現況不明朗驅使投資者採取較保守方式尋求低風險及回報穩定的產品，例如智易財富管理有限公司現正分銷及銷售的傳統人壽保險產品、投資相連產品及年金產品；(ii)香港普羅大眾對財務策劃及財富管理（通過保險及強積金計劃產品）的需求增加；(iii)香港普羅大眾日益關注退休計劃；及(iv)公共醫療費用不斷上漲，對優質醫療及保險產品的需求升溫，董事會相信，豪創於保險及強積金計劃經紀服務範疇的業務具增長潛力，並將為本集團表現締造協同效應。

至於本集團借貸業務，於二零一五年三月十二日，本集團訂立買賣協議，以收購智易東方財務有限公司已發行股本51%，該公司主要於香港從事借貸業務，其主要產品為與第二物業按揭貸款相關的個人貸款，致使本集團能向其客戶提供新類型產品。

本集團擬提供有抵押及／或無抵押貸款及進一步發展第二物業按揭貸款市場。本集團現正檢討智易東方財務有限公司的內部監控程序是否合適有效，並於有需要時予以更新。本集團預期於二零一五年第二季度完成檢討程序，其後計劃發展第二物業按揭貸款業務。

MANAGEMENT DISCUSSIONS AND ANALYSIS

管理層討論及分析

Looking forward, the Group will continue to enhance its money lending business in providing secured and/or unsecured loans to customers comprising individuals and corporations. The money lending industry remains highly competitive amid a challenging environment in Hong Kong. However, as the Group considers that there is continuing demand for landed property in Hong Kong, which triggers the Group to focus on providing mortgage refinancing services including subordinate property mortgage loan and the Group expects to benefit from such business.

Looking ahead, the Group will continue to seek investments with the view of generating positive impacts and profit to increase its shareholder value.

展望將來，本集團將繼續加強其借貸業務，以向客戶（包括個人及公司）提供有抵押及／或無抵押貸款。在香港充滿挑戰的環境下，借貸業的競爭仍然激烈。然而，由於本集團認為香港於地產方面有持續需求，促使其集中提供按揭二按服務（包括第二物業按揭貸款），本集團預期將自有關業務獲利。

展望將來，本集團將繼續物色投資以產生正面影響及盈利，從而提升其股東價值。

DIRECTORS' INTERESTS IN CONTRACT

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 AOBI Information Technology Co., Ltd. (“PRC Company”), as licensor, and Apperience as of 1 July 2014 pursuant to which the PRC Company granted to 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. Such transaction did not constitute notifiable transaction under Chapter 19 of the GEM Listing Rules and was fully exempt from the requirements under Chapter 20 of the GEM Listing Rules.

Save for the New Copyright Licence Agreement, in which Mr. Xue Qiushi (“Mr. Xue”) (an executive Director) is interested through his shareholding in the PRC Company, 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. No 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 save for the New Copyright Licence Agreement.

董事於合約的權益

於二零一四年七月一日，Apperience的附屬公司善同國際有限公司（「善同」）（作為持牌人）、奧畢信息技術有限公司（「中國公司」）（作為發牌人）與Apperience訂立版權牌照協議（「新版權牌照協議」），據此，中國公司已向善同授出獨家牌照，於中國使用以中國公司名義註冊的「Advanced SystemCare」版權，自新版權牌照協議日期起至(i)於中國完成註冊轉讓予善同的版權；及(ii)於美國完成以善同名義註冊「Advanced SystemCare」版權（以較後者為準），作為本集團內部重組其中一環。有關交易不構成創業板上市規則第19章項下任何須予公佈交易，並獲全面豁免遵守創業板上市規則第20章的規定。

除新版權牌照協議（執行董事薛秋實（「薛先生」）先生透過持有中國公司當中擁有權益）外，概無董事於本期間內或本期間結束時仍然生效且對本集團業務而言屬重大的任何合約或安排中擁有或已擁有重大直接或間接權益。除新版權牌照協議外，概無董事於本集團任何成員公司於本期間結束時或本期間內任何時間所收購、出售或租賃或擬收購、出售或租賃的任何資產中擁有任何直接或間接權益。

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

As at 31 March 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 under 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 ("Share") and underlying Shares of the Company

Name of Director	Capacity	Number of Shares and underlying Shares held	Approximate percentage of the total issued share capital of the Company (Note 1)
董事姓名	身分	所持股份及相關股份數目	佔本公司全部已發行股本概約百分比(附註1)
Xue Qiushi (“Mr. Xue”)	Interest in a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO	25,481,738 (Note 2)	13.03%
薛秋實 (「薛先生」)	受控法團權益及根據證券及期貨條例第317(1)(a)及318條被視為擁有的權益	25,481,738 (附註2)	13.03%

Notes:

- The total number of the 195,412,487 Shares in issue as at 31 March 2015 has been used for the calculation of the approximate percentage.
- Ace Source International Limited (“Ace Source”) (being one of the substantial shareholders of the Company whose interests are set out in the section headed “Interest Discloseable under the SFO and Substantial Shareholders and Other Persons Interest in Securities — Substantial Shareholders” below) is wholly and beneficially owned by Mr. Xue. As such, Mr. Xue is deemed to be interested in all the Shares/underlying Shares held by Ace Source pursuant to Part XV of the SFO. Based on the Director’s/Chief Executive’s Notice — Interests in Shares of Listed Corporation filed by Mr. Xue dated 27 March 2015, among these 25,481,738 Shares/underlying Shares, 18,420,496 of which were underlying Shares with an exercise period ended 31 March 2015.

董事及主要行政人員於本公司或任何相聯法團的股份、相關股份或債券的權益或淡倉

於二零一五年三月三十一日，董事及本公司主要行政人員於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份或債券中根據證券及期貨條例第352條須記錄於所存置登記冊內的權益或淡倉，或根據創業板上市規則第5.46條所述有關董事進行交易的要求標準須知會本公司及聯交所的權益或淡倉如下：

於本公司普通股(「股份」)及相關股份的好倉

Number of Shares and underlying Shares held	Approximate percentage of the total issued share capital of the Company (Note 1)
所持股份及相關股份數目	佔本公司全部已發行股本概約百分比(附註1)
25,481,738 (Note 2)	13.03%
25,481,738 (附註2)	13.03%

附註：

- 概約百分比按於二零一五年三月三十一日的已發行股份總數195,412,487股計算。
- Ace Source International Limited (「Ace Source」，為本公司主要股東之一，其權益載於下文「根據證券及期貨條例須予披露的權益以及主要股東及其他人士於證券的權益 — 主要股東」一節)由薛先生全資實益擁有。因此，根據證券及期貨條例第XV部，薛先生被視為於Ace Source所持全部股份/相關股份中擁有權益。根據薛先生所提呈日期為二零一五年三月二十七日的董事/最高行政人員通知 — 上市法團股份權益，該25,481,738股股份/相關股份其中18,420,496股為相關股份，行使期於二零一五年三月三十一日結束。

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其他資料

Long positions in shares and underlying shares of associated corporation of the Company

於本公司相聯法團股份及相關股份的好倉

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 佔相聯法團已發行股本概約百分比
董事姓名	相聯法團名稱	持有股份的身分	股份數目	股本概約百分比
Mr. Xue	Apperience Corporation	Interest in a controlled corporation (Note)	3,882,391	18.79%
薛先生	Apperience Corporation	受控法團權益(附註)		

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 Corporation (being an associated corporation of the Company) pursuant to Part XV of the SFO.

附註：Ace Source由薛先生全資實益擁有。因此，根據證券及期貨條例第XV部，薛先生被視為於Ace Source所持Apperience Corporation(為本公司相聯法團)全部股份中擁有權益。

Save as disclosed above, as at 31 March 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 Directors as referred to in Rule 5.46 of the GEM Listing Rules.

除上述所披露外，於二零一五年三月三十一日，董事或本公司主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中，擁有或被視作擁有任何根據證券及期貨條例第352條須記錄於所存置登記冊內的權益或淡倉，或根據創業板上市規則第5.46條所述有關董事進行交易的要求標準須知會本公司及聯交所的權益或淡倉。

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

Save for the performance shares which may be 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 Qiushi is interested (through his holding of shares in Ace Source, being one of the vendors of Apperience Corporation), 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.

董事及主要行政人員收購股份或債務證券的權利

除薛秋實先生透過持有Apperience Corporation其中一名賣方Ace Source的股份而於本公司根據有關收購Apperience已發行股本50.5%的非常重大收購事項的收購協議項下條款及條件可能配發及發行的表現股份中擁有權益外，於本期間內任何時間，本公司或其任何附屬公司概無訂立任何安排，致使董事及主要行政人員、彼等各自的配偶或18歲以下子女可藉著購入本公司或任何其他法團的股份或債券而獲利。

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

Substantial shareholders

As at 31 March 2015, the following persons (other than Directors or chief executives of the Company) had, or were deemed or taken to have interest or short position 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 were as follows:

Long positions in the Shares and underlying Shares

根據證券及期貨條例須予披露的權益以及主要股東及其他人士於證券的權益

主要股東

於二零一五年三月三十一日，除董事或本公司主要行政人員外，以下人士於本公司股份或相關股份中，擁有或被當作或視作擁有須根據證券及期貨條例第XV部第2及3分部向本公司及聯交所披露或載入本公司根據證券及期貨條例第336條須存置的登記冊的權益或淡倉如下：

於股份及相關股份的好倉

Shareholders	Capacity	Number of Shares and underlying Shares held (Note 18)	Approximate percentage of the total issued share capital of the Company (Note 19)	Notes
股東	身分	所持股份及相關股份數目 (附註18)	佔本公司全部已發行股本概約百分比 (附註19)	附註
DX.com Holdings Limited DX.com 控股有限公司	Beneficial owner 實益擁有人	18,604,650 (L)	9.52%	
Wise Action Limited (“Wise Action”) 智僑有限公司(「智僑」)	Beneficial owner 實益擁有人	10,240,197 (L)	5.24%	(1)
Rosy Lane Investments Limited (“Rosy Lane”)	Interest of a controlled corporation	10,240,197 (L)	5.24%	(1)
Rosy Lane Investments Limited (「Rosy Lane」)	受控法團權益	10,240,197 (L)	5.24%	(1)
Hong Kong Education (Int'l) Investments Limited (“HK EDU INTL”)	Interest of a controlled corporation	10,240,197 (L)	5.24%	(1)
香港教育(國際)投資集團 有限公司(「香港教育國際」)	受控法團權益	10,240,197 (L)	5.24%	(1)
Access Magic Limited (“Access Magic”)	Beneficial owner and interests deemed under section 317(1)(a) and 318 of the SFO	25,481,738 (L)	13.03%	(2)
Access Magic Limited (「Access Magic」)	實益擁有人及根據證券及期貨條例 第317(1)(a)及318條被視為擁有的權益	25,481,738 (L)	13.03%	(2)

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Shareholders	Capacity	Number of Shares and underlying Shares held (Note 18)	Approximate percentage of the total issued share capital of the Company (Note 19)	Notes
股東	身分	所持股份及相關股份數目 (附註 18)	佔本公司全部已發行股本概約百分比 (附註 19)	附註
Dong Yuguo ("Mr. Dong")	Interest of a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO	25,481,738 (L)	13.03%	(2) (3)
董雨果(「董先生」)	受控法團權益及根據證券及期貨條例第317(1)(a)及318條被視為擁有的權益	25,481,738 (L)	13.03%	(2) (3)
Ace Source International Limited ("Ace Source")	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	25,481,738 (L)	13.03%	(4)
Ace Source International Limited (「Ace Source」)	實益擁有人及根據證券及期貨條例第317(1)(a)及318條被視為擁有的權益	25,481,738 (L)	13.03%	(4)
Wealthy Hope Limited ("Wealthy Hope")	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	25,481,738 (L)	13.03%	(5)
Wealthy Hope Limited (「Wealthy Hope」)	實益擁有人及根據證券及期貨條例第317(1)(a)及318條被視為擁有的權益	25,481,738 (L)	13.03%	(5)
Chen Liang ("Mr. Chen")	Interest of a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO	25,481,738 (L)	13.03%	(5) (6)
陳亮(「陳先生」)	受控法團權益及根據證券及期貨條例第317(1)(a)及318條被視為擁有的權益	25,481,738 (L)	13.03%	(5) (6)
Well Peace Global Limited ("Well Peace")	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	25,481,738 (L)	13.03%	(7)
Well Peace Global Limited (「Well Peace」)	實益擁有人及根據證券及期貨條例第317(1)(a)及318條被視為擁有的權益	25,481,738 (L)	13.03%	(7)
Lian Ming ("Mr. Lian")	Interest of a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO	25,481,738 (L)	13.03%	(7) (8)
連銘(「連先生」)	受控法團權益及根據證券及期貨條例第317(1)(a)及318條被視為擁有的權益	25,481,738 (L)	13.03%	(7) (8)

Shareholders	Capacity	Number of Shares and underlying Shares held (Note 18)	Approximate percentage of the total issued share capital of the Company (Note 19)	Notes
股東	身分	所持股份及相關股份數目 (附註 18)	佔本公司全部已發行股本概約百分比 (附註 19)	附註
IDG-Accel China Growth Fund II L.P. ("IDG-Accel")	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	25,481,738 (L)	13.03%	(9)
IDG-Accel China Growth Fund II L.P. (「IDG-Accel」)	實益擁有人及根據證券及期貨條例第317(1)(a)及318條被視為擁有的權益	25,481,738 (L)	13.03%	(9)
IDG-Accel China Investors II L.P. ("IDG-Accel Investors")	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	25,481,738 (L)	13.03%	(10)
IDG-Accel China Investors II L.P. (「IDG-Accel Investors」)	實益擁有人及根據證券及期貨條例第317(1)(a)及318條被視為擁有的權益	25,481,738 (L)	13.03%	(10)
IDG-Accel China Growth Fund II Associates L.P. ("IDG-Accel II Associates")	Interest of a controlled corporation	25,481,738 (L)	13.03%	(9) (10) (11)
IDG-Accel China Growth Fund II Associates L.P. (「IDG-Accel II Associates」)	受控法團權益	25,481,738 (L)	13.03%	(9) (10) (11)
IDG-Accel China Growth Fund GP II Associates Ltd. ("IDG-Accel GP II")	Interest of a controlled corporation	25,481,738 (L)	13.03%	(9) (10) (11)
IDG-Accel China Growth Fund GP II Associates Ltd. (「IDG-Accel GP II」)	受控法團權益	25,481,738 (L)	13.03%	(9) (10) (11)
Zhou Quan ("Mr. Zhou")	Interest of a controlled corporation	25,481,738 (L)	13.03%	(9) (10) (11)
周全(「周先生」)	受控法團權益	25,481,738 (L)	13.03%	(9) (10) (11)

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Shareholders	Capacity	Number of Shares and underlying Shares held <i>(Note 18)</i>	Approximate percentage of the total issued share capital of the Company <i>(Note 19)</i>	Notes
		所持股份及 相關股份數目 <i>(附註 18)</i>	佔本公司全部 已發行股本 概約百分比 <i>(附註 19)</i>	附註
股東	身分			
Ho Chising (“Mr. Ho”)	Interest of a controlled corporation	25,481,738 (L)	13.03%	(9) (10) (11)
Ho Chising (「Ho 先生」)	受控法團權益	25,481,738 (L)	13.03%	(9) (10) (11)
THL A1 Limited (“THL”)	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	*25,253,738 (L)	12.92%	(12)
THL A1 Limited (「THL」)	實益擁有人及根據證券及期貨條例第317(1)(a)及318條被視為擁有的權益	*25,253,738 (L)	12.92%	(12)
Tencent Holdings Limited (“Tencent”) 騰訊控股有限公司(「騰訊」)	Interest of a controlled corporation 受控法團權益	*25,253,738 (L) *25,253,738 (L)	12.92% 12.92%	(12) (12)
MIH TC Holdings Limited (“MIH TC Holdings”)	Interest of a controlled corporation	*25,253,738 (L)	12.92%	(12) (13)
MIH TC Holdings Limited (「MIH TC Holdings」)	受控法團權益	*25,253,738 (L)	12.92%	(12) (13)
MIH (Mauritius) Limited (“MIH Mauritius”)	Interest of a controlled corporation	*25,253,738 (L)	12.92%	(12) (13) (14)
MIH (Mauritius) Limited (「MIH Mauritius」)	受控法團權益	*25,253,738 (L)	12.92%	(12) (13) (14)
MIH Ming He Holdings Limited (“MIH Ming He”)	Interest of a controlled corporation	*25,253,738 (L)	12.92%	(12) (13) (14)
MIH Ming He Holdings Limited (「MIH Ming He」)	受控法團權益	*25,253,738 (L)	12.92%	(12) (13) (14)

OTHER INFORMATION 其他資料

Shareholders	Capacity	Number of Shares and underlying Shares held (Note 18)	Approximate percentage of the total issued share capital of the Company (Note 19)	Notes
股東	身分	所持股份及 相關股份數目 (附註 18)	佔本公司全部 已發行股本 概約百分比 (附註 19)	附註
MIH Holdings Proprietary Limited ("MIH Proprietary")	Interest of a controlled corporation	*25,253,738 (L)	12.92%	(12) (13) (14)
MIH Holdings Proprietary Limited (「MIH Proprietary」)	受控法團權益	*25,253,738 (L)	12.92%	(12) (13) (14)
Naspers Limited ("Naspers")	Interest of a controlled corporation	*25,253,738 (L)	12.92%	(12) (13) (14)
Naspers Limited (「Naspers」)	受控法團權益	*25,253,738 (L)	12.92%	(12) (13) (14)
Astrum Capital Management Limited ("Astrum Capital")	Other	586,237,461 (L) 520,000,000 (S)	75.00% 66.53%	(15) (16)
阿仕特朗資本管理有限公司 (「阿仕特朗資本」)	其他	586,237,461 (L) 520,000,000 (S)	75.00% 66.53%	(15) (16)
Astrum China Direct Investments Limited ("Astrum China")	Interest of a controlled corporation	586,237,461 (L) 520,000,000 (S)	75.00% 66.53%	(15) (16)
Astrum China Direct Investments Limited (「Astrum China」)	受控法團權益	586,237,461 (L) 520,000,000 (S)	75.00% 66.53%	(15) (16)
Liu Ming Lai Lorna ("Ms. Liu")	Interest of spouse	586,237,461 (L) 520,000,000 (S)	75.00% 66.53%	(15) (16)
廖明麗 (「廖女士」)	配偶權益	586,237,461 (L) 520,000,000 (S)	75.00% 66.53%	(15) (16)
Pan Chik ("Mr. Pan")	Interest of a controlled corporation	586,237,461 (L) 520,000,000 (S)	75.00% 66.53%	(15) (16)
潘稷 (「潘先生」)	受控法團權益	586,237,461 (L) 520,000,000 (S)	75.00% 66.53%	(15) (16)
Fordjoy Securities and Futures Limited ("Fordjoy")	Other	220,000,000 (L)	28.14%	(17)
福財證券及期貨有限公司 (「福財」)	其他	220,000,000 (L)	28.14%	(17)

OTHER INFORMATION 其他資料

Shareholders	Capacity	Number of Shares and underlying Shares held (Note 18)	Approximate percentage of the total issued share capital of the Company (Note 19)	Notes
股東	身分	所持股份及相關股份數目 (附註 18)	佔本公司全部已發行股本概約百分比 (附註 19)	附註
Yuen Shu Ming ("Mr. Yuen")	Interest of a controlled corporation	220,000,000 (L)	28.14%	(17)
Yuen Shu Ming (「Yuen 先生」)	受控法團權益	220,000,000 (L)	28.14%	(17)

Notes:

1. Wise Action is 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 all the 10,240,197 Shares held by Wise Action pursuant to Part XV of the SFO.
2. Access Magic was interested in 3,634,916 Shares/underlying Shares in the capacity as the beneficial owner and was deemed to be interested in 21,846,822 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 25,481,738 Shares/ underlying Shares, 18,420,496 of which were underlying Shares.
3. Access Magic is wholly and beneficially owned by Mr. Dong, a director of a subsidiary of the Company. As such, Mr. Dong is deemed to be interested in all the Shares/underlying Shares held by Access Magic pursuant to Part XV of the SFO.
4. Ace Source was interested in 5,149,634 Shares/underlying Shares in the capacity as the beneficial owner and was deemed to be interested in 20,332,104 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 25,481,738 Shares/underlying Shares, 18,420,496 of which were underlying Shares. Ace Source is wholly and beneficially owned by Mr. Xue. As such, Mr. Xue is deemed to be interested in all the Shares/underlying Shares held by Ace Source. Mr. Xue is a director of Ace Source.
5. Wealthy Hope was interested in 908,683 Shares/underlying Shares in the capacity as the beneficial owner and was deemed to be interested in 24,573,055 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 25,481,738 Shares/ underlying Shares, 18,420,496 of which were underlying Shares.
6. Wealthy Hope is wholly and beneficially owned by Mr. Chen. As such, Mr. Chen is deemed to be interested in all the Shares/underlying Shares held by Wealthy Hope pursuant to Part XV of the SFO.

附註：

1. 智僑由 Rosy Lane 全資實益擁有。Rosy Lane 由香港教育國際全資擁有。根據證券及期貨條例第 XV 部，香港教育國際及 Rosy Lane 各自被視為於智僑所持全部 10,240,197 股股份中擁有權益。
2. Access Magic 以實益擁有人身分於 3,634,916 股股份／相關股份中擁有權益，並根據證券及期貨條例第 317(1)(a) 及 318 條被視為擁有 21,846,822 股股份／相關股份權益。於該等 25,481,738 股股份／相關股份中，18,420,496 股為相關股份。
3. Access Magic 由本公司一家附屬公司的董事董先生全資實益擁有。因此，根據證券及期貨條例第 XV 部，董先生被視為於 Access Magic 所持全部股份／相關股份中擁有權益。
4. Ace Source 以實益擁有人身分於 5,149,634 股股份／相關股份中擁有權益，並根據證券及期貨條例第 317(1)(a) 及 318 條被視為擁有 20,332,104 股股份／相關股份權益。於該等 25,481,738 股股份／相關股份中，18,420,496 股為相關股份。Ace Source 由薛先生全資實益擁有。因此，薛先生被視為於 Ace Source 所持全部股份／相關股份中擁有權益。薛先生為 Ace Source 的董事。
5. Wealthy Hope 以實益擁有人身分於 908,683 股股份／相關股份中擁有權益，並根據證券及期貨條例第 317(1)(a) 及 318 條被視為擁有 24,573,055 股股份／相關股份權益。於該等 25,481,738 股股份／相關股份中，18,420,496 股為相關股份。
6. Wealthy Hope 由陳先生全資實益擁有。因此，根據證券及期貨條例第 XV 部，陳先生被視為於 Wealthy Hope 所持全部股份／相關股份中擁有權益。

7. Well Peace was interested in 908,683 Shares/underlying Shares in the capacity as the beneficial owner and was deemed to be interested in 24,573,055 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 25,481,738 Shares/underlying Shares, 18,420,496 of which were underlying Shares.
 8. Well Peace is wholly and beneficially owned by Mr. Lian. As such, Mr. Lian is deemed to be interested in all the Shares/underlying Shares held by Well Peace pursuant to Part XV of the SFO.
 9. IDG-Accel was interested in 12,821,280 Shares/underlying Shares as the beneficial owner and was deemed to be interested in 12,660,458 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 25,481,738 Shares/underlying Shares, 18,420,496 of which were underlying Shares.
 10. IDG-Accel Investors was interested in 1,048,591 Shares/underlying Shares as the beneficial owner and was deemed to be interested in 24,433,147 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 25,481,738 Shares/underlying Shares, 18,420,496 of which were underlying Shares.
 11. IDG-Accel GP II owns the entire equity interest in each of IDG-Accel II Associates and IDG-Accel Investors. IDG-Accel GP II is 50% owned by Mr. Ho and 50% owned by Mr. Zhou. As such, each of Mr. Ho, Mr. Zhou and IDG-Accel GP II was deemed to be interested in all the Shares/underlying Shares held by IDG-Accel II Associates and IDG-Accel Investors. IDG-Accel is wholly-owned by IDG-Accel II Associates. As such, IDG-Accel II Associates was deemed to be interested in all the Shares/underlying Shares held by IDG-Accel pursuant to Part XV of the SFO.
 12. Based on the corporate substantial shareholder notice filed by Tencent on 30 October 2014, THL is wholly owned by Tencent and as such, Tencent is deemed to be interested in all *25,253,738 Shares/underlying Shares held by its controlled corporation THL pursuant to Part XV of the SFO. THL was interested in *781,950 Shares/underlying Shares in the capacity of beneficial owner and *24,471,788 Shares/underlying Shares in other capacities. Among these *25,253,738 Shares/underlying Shares, *18,420,496 of which were underlying Shares.
 13. Based on the corporate substantial shareholder notice filed by MIH TC Holdings on 4 November 2014, THL is wholly owned by Tencent and Tencent is 33.64% owned by MIH TC Holdings. As such, MIH TC Holdings is deemed to be interested in all the *25,253,738 Shares/underlying Shares held by its controlled corporations THL and Tencent pursuant to Part XV of the SFO.
 14. Based on the corporate substantial shareholder notice filed by Naspers on 4 November 2014, THL is wholly owned by Tencent, Tencent is 33.64% owned by MIH TC Holdings, which is in turn 90% owned by MIH Mauritius. MIH Mauritius is wholly owned by MIH Ming He, which is in turn wholly owned by 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 is deemed to be interested in all the *25,253,738 Shares/underlying Shares held by their controlled corporations pursuant to Part XV of the SFO.
7. Well Peace以實益擁有人身分於908,683股股份／相關股份中擁有權益，並根據證券及期貨條例第317(1)(a)及318條被視為擁有24,573,055股股份／相關股份權益。於該等25,481,738股股份／相關股份中，18,420,496股為相關股份。
 8. Well Peace由連先生全資實益擁有。因此，根據證券及期貨條例第XV部，連先生被視為於Well Peace所持全部股份／相關股份中擁有權益。
 9. IDG-Accel以實益擁有人身分於12,821,280股股份／相關股份中擁有權益，並根據證券及期貨條例第317(1)(a)及318條被視為擁有12,660,458股股份／相關股份權益。於該等25,481,738股股份／相關股份中，18,420,496股為相關股份。
 10. IDG-Accel Investors以實益擁有人身分於1,048,591股股份／相關股份中擁有權益，並根據證券及期貨條例第317(1)(a)及318條被視為擁有24,433,147股股份／相關股份權益。於該等25,481,738股股份／相關股份中，18,420,496股為相關股份。
 11. IDG-Accel GP II分別擁有IDG-Accel II Associates及IDG-Accel Investors全部股權。IDG-Accel GP II由Ho先生及周先生分別擁有50%權益。因此，Ho先生、周先生及IDG-Accel GP II各自被視為於IDG-Accel II Associates及IDG-Accel Investors所持全部股份／相關股份中擁有權益。IDG-Accel由IDG-Accel II Associates全資擁有。因此，根據證券及期貨條例第XV部，IDG-Accel II Associates被視為於IDG-Accel所持全部股份／相關股份中擁有權益。
 12. 根據騰訊於二零一四年十月三十日提呈的企業主要股東通知，THL由騰訊全資擁有，因此，根據證券及期貨條例第XV部，騰訊被視作透過其受控法團THL於全部*25,253,738股股份／相關股份中擁有權益。THL以實益擁有人身分於*781,950股股份／相關股份中擁有權益，並以其他身分於*24,471,788股股份／相關股份中擁有權益。於該等*25,253,738股股份／相關股份中，*18,420,496股為相關股份。
 13. 根據MIH TC Holdings於二零一四年十一月四日提呈的企業主要股東通知，THL由騰訊全資擁有，而騰訊由MIH TC Holdings擁有33.64%權益。因此，根據證券及期貨條例第XV部，MIH TC Holdings被視作透過其受控法團THL及騰訊於全部*25,253,738股股份／相關股份中擁有權益。
 14. 根據Naspers於二零一四年十一月四日提呈的企業主要股東通知，THL由騰訊全資擁有，騰訊由MIH TC Holdings擁有33.64%權益，而MIH TC Holdings由MIH Mauritius擁有90%權益。MIH Mauritius由MIH Ming He全資擁有，MIH Ming He由MIH Proprietary全資擁有。MIH Proprietary由Naspers全資擁有。基於上述關係，根據證券及期貨條例第XV部，MIH Mauritius、MIH Ming He、MIH Proprietary及Naspers各自被視作透過其受控法團於全部*25,253,738股股份／相關股份中擁有權益。

OTHER INFORMATION

其他資料

15. The total of 586,237,461 Shares represented the Shares which Astrum Capital has agreed to underwrite pursuant to the terms of the underwriting agreement dated 24 February 2015 (as supplemented by supplemental agreements dated 20 March 2015 and 10 April 2015) entered into between the Company and Astrum Capital in relation to the underwriting arrangement in respect of the Rights Issue. Based on the notices of disclosure of interests of Astrum Capital, Astrum China, Ms. Liu and Mr. Pan filed with the Stock Exchange on 27 March 2015, Astrum Capital is 80% owned by Astrum China, which is in turn wholly-owned by Mr. Pan. Ms. Liu is the spouse of Mr. Pan.
16. As at 31 March 2015, Astrum Capital has sub-underwritten/placed 520,000,000 Shares to various sub-underwriter/subscribers.
17. Fordjoy was a sub-underwriter who has entered into a sub-underwriting letter with Astrum Capital to take up 220,000,000 Shares in respect of the Rights Issue. Based on the notices of disclosure of interests of Fordjoy and Mr. Yuen filed with the Stock Exchange on 27 March 2015, Fordjoy is 76% owned by Mr. Yuen.
18. "L" denotes a long position whilst the letter "S" denotes a short position.
19. The total number of the 195,412,487 Shares in issue as at 31 March 2015 has been used for the calculation of the approximate percentage.
- * The number of Shares stated in the table and notes 12 to 14 above is adjusted by the Company taking into account the effect of the 2015 Capital Reorganisation based on the latest notices of disclosure of interests filed by the Shareholders with the Stock Exchange and the Company prior to the 2015 Capital Reorganisation becoming effective on 24 March 2015.
15. 合共586,237,461股股份指阿仕特朗資本同意根據本公司與阿仕特朗資本就供股相關包銷安排所訂立日期為二零一五年二月二十四日的包銷協議(經日期為二零一五年三月二十日及二零一五年四月十日的補充協議補充)項下條款包銷的股份。根據阿仕特朗資本的權益披露通知, Astrum China、廖女士及潘先生於二零一五年三月二十七日向聯交所備檔, 阿仕特朗資本由Astrum China擁有80%權益, 而Astrum China則由潘先生全資擁有。廖女士為潘先生的配偶。
16. 於二零一五年三月三十一日, 阿仕特朗資本向不同分包銷商/認購人分包銷/配售520,000,000股股份。
17. 福財為分包銷商, 與阿仕特朗資本訂立分包銷函件以就供股承購220,000,000股股份。根據福財與Yuen先生於二零一五年三月二十七日於聯交所存檔的權益披露通知, Yuen先生擁有福財的76%權益。
18. 「L」代表好倉, 而「S」代表淡倉。
19. 概約百分比按於二零一五年三月三十一日已發行股份總數195,412,487股計算。
- * 上表及上文附註12至14所示股份數目由本公司根據股東於二零一五年三月二十四日二零一五年股本重組生效前向聯交所及本公司存檔的權益披露最新通知並計及二零一五年股本重組的影響後調整。

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 31 March 2015, had or was deemed to have interests or short positions in the Shares or underlying Shares, which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

As at the date of this report, save for Mr. Xue who is the director of Ace Source, none of the Directors is a director of a company which has an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO.

除上文披露者外, 於二零一五年三月三十一日, 董事概不知悉任何其他人士(董事或本公司主要行政人員除外)於股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部須向本公司及聯交所披露或載入本公司根據證券及期貨條例第336條所存置登記冊的權益或淡倉。

於本報告日期, 除薛先生擔任Ace Source董事外, 概無董事於在本公司股份或相關股份中擁有權益或淡倉而須根據證券及期貨條例第XV部第2及3分部條文向本公司披露的公司擔任董事職務。

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 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 with effect from 23 April 2015 and his biographical details are set out in the Company's announcement dated 23 April 2015.

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company, nor any of its subsidiaries had 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 complete, either directly or indirectly, with the business of the Group during the Period.

CORPORATE GOVERNANCE

During the Period, the Company has complied with the code provisions set out in Appendix 15 of 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 members as at the date of this report are Mr. Yip Chi Fai Stevens, Prof. Chui Tsan Kit and Ms. Xiao Yiming. They are the Independent Non-executive Directors of the Company. 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.

獨立非執行董事委任及辭任

林傑新先生因須投放更多時間處理其他事務，故自二零一五年四月二十三日起辭任獨立非執行董事、薪酬委員會主席以及審核委員會及提名委員會成員職務。

徐燦傑教授自二零一五年四月二十三日起獲委任為獨立非執行董事、薪酬委員會主席以及審核委員會及提名委員會成員，其履歷詳情載於本公司日期為二零一五年四月二十三日的公告。

購買、出售或贖回股份

於本期間內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

競爭權益

於本期間，董事或彼等各自的緊密聯繫人士（定義見創業板上市規則）概無持有與本集團業務直接或間接存有競爭或極可能直接或間接存有競爭的業務（本集團業務除外）的任何權益。

企業管治

於本期間內，本公司一直遵守創業板上市規則附錄十五所載企業管治守則條文。

審核委員會

根據創業板上市規則第5.28至5.33條的規定，本公司已成立審核委員會，並以書面訂明職權範圍。於本報告日期，審核委員會成員包括葉志輝先生、徐燦傑教授及肖一鳴女士。彼等均為本公司獨立非執行董事。審核委員會的主要工作為檢討與監督本集團的財務申報及內部控制程序。

審核委員會已審閱本集團本期間未經審核綜合業績。

OTHER INFORMATION 其他資料

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company, as at the date of this report the Company has 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 May 2015

As at the date of this report, the Board consists of Mr. Kuang Hao Kun Giovanni, and Mr. Xue Qiushi being the Executive Directors, Prof. Chui Tsan Kit, Mr. Yip Chi Fai Stevens and Ms. Xiao Yiming being the Independent Non-executive Directors.

足夠公眾持股量

根據本公司所取得公開資料及據本公司董事所知，於本報告日期，本公司的公眾持股量維持於創業板上市規則所指定水平。

本人謹藉此機會代表董事會衷心感謝各位股東對本公司的支持。

代表董事會
智易控股有限公司
主席
鄺豪錕

二零一五年五月十二日

於本報告日期，董事會成員包括執行董事鄺豪錕先生及薛秋實先生；及獨立非執行董事徐燦傑教授、葉志輝先生及肖一鳴女士。

