



INTERACTIVE ENTERTAINMENT CHINA CULTURAL  
TECHNOLOGY INVESTMENTS LIMITED  
互娛中國文化科技投資有限公司

(formerly known as China Mobile Games and Cultural Investment Limited)  
(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)  
(Stock Code: 8081)

# 2016 中期報告

INTERIM REPORT

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

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

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board 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” and each a “Director”) of Interactive Entertainment China Cultural Technology Investments Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

*This report will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for a minimum period of seven days from the date of its publication and on the Company’s website at <http://www.iechina.com.hk>.*

## 香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）之特色

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

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

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

本報告之資料乃遵照聯交所《創業板證券上市規則》（「創業板上規規則」）而刊載，旨在提供有關互娛中國文化科技投資有限公司（「本公司」）之資料；本公司之董事（「董事」）願就本報告之資料共同及個別承擔全部責任。各董事在作出一切合理查詢後確認，就彼等所深知及確信，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，且並無遺漏其他事項，足以令致本報告或其所載任何陳述產生誤導。

本報告將自其刊發日期起計最少七天載於創業板網站<http://www.hkgem.com>「最新公司公告」一頁及本公司網站<http://www.iechina.com.hk>。

## INTERIM RESULTS

The board of Directors (the “Board”) of the Company announces the unaudited condensed consolidated interim results (the “Interim Results”) of the Company and its subsidiaries (together the “Group”) for the six months and three months ended 30 June 2016, together with the unaudited comparative figures for the corresponding period of 2015 as follows:

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

For the six months and three months ended 30 June 2016

## 中期業績

本公司董事會（「董事會」）謹此公佈本公司及其附屬公司（統稱「本集團」）截至二零一六年六月三十日止六個月及三個月之未經審核簡明綜合中期業績（「中期業績」），連同二零一五年同期之未經審核比較數字如下：

### 未經審核簡明綜合損益及其他全面收益表

截至二零一六年六月三十日止六個月及三個月

		Notes 附註	For the six months ended 30 June 截至六月三十日 止六個月		For the three months ended 30 June 截至六月三十日 止三個月	
			2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Continuing operations</b>	<b>持續經營業務</b>					
Revenue	收入	3	217,531	96,455	118,887	50,525
Cost of inventories sold/services	已售存貨／服務之成本		(90,033)	(14,365)	(48,998)	(7,498)
Other gains and losses	其他收益及虧損	4	(88,073)	11,920	22,199	6,080
Other revenue and income	其他收入及收益		1,222	539	514	411
Employee benefits expenses	僱員福利開支		(76,940)	(53,185)	(38,237)	(27,084)
Depreciation	折舊		(11,077)	(9,477)	(5,603)	(4,994)
Other operating expenses	其他經營開支		(50,643)	(27,745)	(27,762)	(15,765)
Share of results of associates	分佔聯營公司業績		1,137	5,828	(3,145)	3,086
Finance costs	融資成本		(15,744)	(2,151)	(6,326)	(1,969)
(Loss) profit before income tax	所得稅前（虧損）溢利	5	(112,620)	7,819	11,529	2,792
Income tax expense	所得稅開支	6	(1,232)	(503)	(777)	(352)
			(113,852)	7,316	10,752	2,440
<b>Discontinued operation</b>	<b>已終止經營業務</b>					
Profit for the period from a discontinued operation	期內來自一項已終止經營業務之溢利	7	32,526	12,911	16,909	6,814
(Loss) profit for the period	期內（虧損）溢利		(81,326)	20,227	27,661	9,254
<b>Other comprehensive (loss) income</b>	<b>其他全面（虧損）收益</b>					
<i>Items that may be classified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益的項目：</i>					
Exchange differences arising on translation of:	換算產生之匯兌差額：					
– Financial statements of overseas subsidiaries	– 海外附屬公司之財務報表		(4,280)	150	(8,381)	125
– Financial statements of overseas associates	– 海外聯營公司之財務報表		(1,080)	171	(2,194)	41
Fair value (loss) gain on available-for-sale investments	可供出售投資之公平值（虧損）收益		(12,800)	(2,592)	(7,716)	8,713
Impairment loss on available-for-sale investments	可供出售投資減值虧損		5,270	–	–	–
Reclassification on disposal of available-for-sale investments	出售可供出售投資時重新分類		10,971	–	1,972	–
Other comprehensive (loss) income for the period	期內其他全面（虧損）收益		(1,919)	(2,271)	(16,319)	8,879
Total comprehensive (loss) income for the period	期內全面（虧損）收益總額		(83,245)	17,956	11,342	18,133

For the six months  
ended 30 June  
截至六月三十日  
止六個月

For the three months  
ended 30 June  
截至六月三十日  
止三個月

		Note 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>(Loss) profit for the period attributable to:</b>	下列人士應佔期內(虧損)溢利:					
Shareholders of the Company	本公司股東		<b>(98,791)</b>	11,071	<b>16,950</b>	4,293
Non-controlling interests	非控股權益		<b>17,465</b>	9,156	<b>10,711</b>	4,961
			<b>(81,326)</b>	20,227	<b>27,661</b>	9,254
<b>Total comprehensive (loss) income for the period attributable to:</b>	下列人士應佔期內全面(虧損)收益總額:					
Shareholders of the Company	本公司股東		<b>(99,971)</b>	8,731	<b>1,590</b>	13,112
Non-controlling interests	非控股權益		<b>16,726</b>	9,225	<b>9,752</b>	5,021
			<b>(83,245)</b>	17,956	<b>11,342</b>	18,133
<b>(Loss) earnings per share</b>	每股(虧損)盈利	9				
From continuing and discontinued operations	來自持續經營業務及已終止經營業務					
– Basic (HK cents)	– 基本(港仙)		<b>(2.75)</b>	3.00	<b>0.34</b>	1.11
– Diluted (HK cents)	– 攤薄(港仙)		<b>(2.75)</b>	2.98	<b>0.34</b>	1.09
From continuing operations	來自持續經營業務					
– Basic (HK cents)	– 基本(港仙)		<b>(3.21)</b>	1.22	<b>0.17</b>	0.17
– Diluted (HK cents)	– 攤薄(港仙)		<b>(3.21)</b>	1.21	<b>0.17</b>	0.17

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

# 簡明綜合財務狀況表

At 30 June 2016

於二零一六年六月三十日

		Notes 附註	At 30 June 2016 於二零一六年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2015 於二零一五年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	10	223,880	104,597
Investment properties	投資物業	10	90,159	-
Goodwill	商譽		35,869	29,167
Intangible assets	無形資產		2,625	-
Investments in associates	於聯營公司之投資		297,794	301,192
Available-for-sale investments	可供出售投資	11	111,114	102,858
Deposits paid for acquisition of investment properties	收購投資物業所支付之按金		-	23,455
Deferred tax assets	遞延稅項資產	10	3,249	3,042
			<b>764,690</b>	<b>564,311</b>
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨		20,337	4,432
Amounts due from contract customers	應收合約客戶款項		26,228	13,855
Debtors, deposits and prepayments	應收賬款、按金及預付款項	12	166,778	198,756
Financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產	11	530,373	327,503
Income tax recoverable	可收回所得稅		903	121
Pledged time deposit	已抵押定期存款		-	13,000
Cash and bank balances	現金及銀行結餘		49,558	78,587
			<b>794,177</b>	<b>636,254</b>
Assets of a disposal group classified as held for sale	分類為持作出售之出售集團之資產	7	191,472	91,729
			<b>985,649</b>	<b>727,983</b>
<b>DEDUCT:</b>	<b>扣除：</b>			
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Creditors, accruals and other payables	應付賬款、應計費用及其他應付款項	13	83,738	72,340
Amounts due to non-controlling shareholders of subsidiaries	應付附屬公司非控股股東之款項	14	14,617	17,617
Short-term borrowings	短期借貸	15	150,629	153,998
Note payable	應付票據	15	-	149,396
Income tax payable	應付所得稅		2,715	1,377
			<b>251,699</b>	<b>394,728</b>
Liabilities of a disposal group classified as held for sale	分類為持作出售之出售集團之負債	7	108,298	39,345
			<b>359,997</b>	<b>434,073</b>
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>625,652</b>	<b>293,910</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>		<b>1,390,342</b>	<b>858,221</b>

		Notes 附註	At 30 June 2016 於二零一六年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2015 於二零一五年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Long-term borrowings	長期借貸	15	92,798	—
Deferred tax liabilities	遞延稅項負債		3,944	4,217
			<b>96,742</b>	<b>4,217</b>
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>1,293,600</b>	<b>854,004</b>
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>			
Share capital	股本	16	49,258	6,841
Share premium and reserves	股份溢價及儲備		1,192,415	812,849
Equity attributable to shareholders of the Company	本公司股東應佔權益		<b>1,241,673</b>	819,690
Non-controlling interests	非控股權益		51,927	34,314
<b>TOTAL EQUITY</b>	<b>權益總值</b>		<b>1,293,600</b>	<b>854,004</b>

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2016

# 未經審核簡明綜合權益變動表

截至二零一六年六月三十日止六個月

Attributable to shareholders of the Company  
本公司股東應佔

		Share capital	Share premium	Contributed surplus	Capital reduction reserve	Share options reserve	Translation reserve	Other reserve	Investment revaluation reserve	Retained earnings/ accumulated losses	Total	Non-controlling interests	Total equity
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	實繳盈餘 HK\$'000 千港元	股本削減儲備 HK\$'000 千港元	購股權儲備 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	其他儲備 HK\$'000 千港元	投資重估儲備 HK\$'000 千港元	保留盈利/ 累計虧損 HK\$'000 千港元	總計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	權益總值 HK\$'000 千港元
At 1 January 2015 (audited)	於二零一五年一月一日 (經審核)	24,961	226,016	-	81,470	4,844	(156)	(63)	-	(11,060)	326,012	5,669	331,681
Profit for the period	期內溢利	-	-	-	-	-	-	-	-	11,071	(11,071)	9,156	20,227
Other comprehensive loss for the period	期內其他全面虧損	-	-	-	-	-	252	-	(2,592)	-	(2,340)	69	(2,271)
Total comprehensive income for the period	期內全面收入總額	-	-	-	-	-	252	-	(2,592)	11,071	8,731	9,225	17,956
Shares issued	已發行股份	7,050	112,744	-	-	-	-	-	-	-	119,794	-	119,794
Share issuing expenses	股份發行開支	-	(4,583)	-	-	-	-	-	-	-	(4,583)	-	(4,583)
Share-based payments	以股份為基礎之付款	-	-	-	-	4,567	-	-	-	-	4,567	-	4,567
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	-	-	-	-	-	-	(685)	(685)
Change in ownership in a subsidiary that does not result in a loss of control	於一間附屬公司之擁有權權益變動 (不會導致失去控制權)	-	-	-	-	-	-	(1,110)	-	-	(1,110)	12,841	11,731
Dividends to non-controlling interests	派付予非控股權益之股息	-	-	-	-	-	-	-	-	-	-	(120)	(120)
At 30 June 2015 (unaudited)	於二零一五年六月三十日 (未經審核)	32,011	334,177	-	81,470	9,411	96	(1,173)	(2,592)	11	453,411	26,930	480,341
At 1 January 2016 (audited)	於二零一六年一月一日 (經審核)	6,841	-	701,518	-	17,400	(3,182)	(1,173)	16,182	82,104	819,690	34,314	854,004
Loss for the period	期內虧損	-	-	-	-	-	-	-	-	(98,791)	(98,791)	17,465	(81,326)
Other comprehensive loss for the period	期內其他全面虧損	-	-	-	-	-	(4,621)	-	3,441	-	(1,180)	(739)	(1,919)
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	-	-	(4,621)	-	3,441	(98,791)	(99,971)	16,726	(83,245)
Right issue of shares	股份供股	34,207	-	495,997	-	-	-	-	-	-	530,204	-	530,204
Bonus issue of shares	紅股發行	8,210	-	(8,210)	-	-	-	-	-	-	-	-	-
Share issuing expenses	股份發行開支	-	-	(15,365)	-	-	-	-	-	-	(15,365)	-	(15,365)
Share-based payments	以股份為基礎之付款	-	-	-	-	8,062	-	-	-	-	8,062	-	8,062
Acquisition of additional interest in a subsidiary	增購附屬公司權益	-	-	-	-	-	-	(947)	-	-	(947)	947	-
Dividends to non-controlling interests	派付予非控股權益之股息	-	-	-	-	-	-	-	-	-	-	(60)	(60)
At 30 June 2016 (unaudited)	於二零一六年六月三十日 (未經審核)	49,258	-	1,173,940	-	25,462	(7,803)	(2,120)	19,623	(16,687)	1,241,673	51,927	1,293,600

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2016

# 未經審核簡明綜合現金流量表

截至二零一六年六月三十日止六個月

		For the six months ended 30 June	
		截至六月三十日止六個月	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	經營活動所耗現金淨額	<b>(216,332)</b>	(40,468)
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	投資活動所耗現金淨額	<b>(262,096)</b>	(58,196)
<b>NET CASH FROM FINANCING ACTIVITIES</b>	融資活動所得現金淨額	<b>435,109</b>	204,309
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	現金及等同現金項目(減少)增加淨額	<b>(43,319)</b>	105,645
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	於期初之現金及等同現金項目	<b>106,699</b>	53,527
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>	匯率變動之影響	<b>87</b>	150
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	於期末之現金及等同現金項目	<b>63,467</b>	159,322
<b>Represented by:</b>	指:		
<b>Cash and bank balances as stated on the condensed consolidated statement of financial position</b>	簡明綜合財狀況表呈列之現金及銀行結餘	<b>49,558</b>	159,322
<b>Cash and bank balances included in assets of a disposal group classified as held for sale</b>	計入分類為持作出售之出售集團資產之現金及銀行結餘	<b>13,909</b>	—
		<b>63,467</b>	159,322



## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED STATEMENTS:

### 1. BASIS OF PREPARATION

The Interim Results have been prepared in accordance with Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKFRSs”) and the disclosure requirements of the GEM Listing Rules.

The Interim Results have been prepared under the historical cost basis, except for certain financial instruments which are measured at fair values. The principal accounting policies used in the preparation of the Interim Results are consistent with those applied in the preparation of audited annual financial statements for the year ended 31 December 2015 with addition for the new and revised HKFRSs which are effective for the Group’s financial year beginning on 1 January 2016. The adoption of these new and revised HKFRSs has no material effect on the Interim Results.

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

### 2. SEGMENT INFORMATION

The Group determines its operating segments based on the internal reports that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segments and to assess their performance, as follows:

- (i) Mobile internet cultural business and provision of IT services;
- (ii) Provision of hospitality and related services in Australia;
- (iii) Provision of medical diagnostic and health check services;
- (iv) Money lending business; and
- (v) Assets investments business.

The Group’s provision of integral marketing services was regarded as a discontinued operation (Note 7).

## 未經審核簡明綜合報表附註：

### 1. 編製基準

中期業績乃根據香港會計師公會頒佈之香港財務報告準則、香港會計準則及詮釋（「香港財務報告準則」）以及遵照創業板上市規則之披露規定而編製。

中期業績乃按歷史成本法編製，惟若干按公平價值計量之金融工具除外。編製中期業績時所採用主要會計政策與編製截至二零一五年十二月三十一日止年度之全年經審核財務報表所應用者一致，並加入自二零一六年一月一日開始之本集團財政年度起生效之新訂及經修訂香港財務報告準則。採納該等新訂及經修訂香港財務報告準則對中期業績並無重大影響。

本集團並無提早採納已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

### 2. 分部資料

本集團根據主要營運決策人定期審閱以向各分部分配資源及評估其表現之內部報告釐定其經營分部，詳情如下：

- (i) 移動互聯網文化業務及提供資訊科技服務；
- (ii) 於澳洲提供酒店及相關服務；
- (iii) 提供醫學診斷及體檢服務；
- (iv) 借貸業務；及
- (v) 資產投資業務。

本集團提供整合營銷服務被視為一項已終止經營業務（附註7）。

Segment revenue and results for the six months ended 30 June 2016 and 2015 are reported below:

**For the six months ended 30 June 2016 (unaudited)**

**Continuing operations**

		Mobile internet cultural business and provision of IT services 移動互聯網文化業務及提供資訊科技服務 HK\$'000 千港元	Provision of hospitality and related services in Australia 於澳洲提供酒店及相關服務 HK\$'000 千港元	Provision of medical diagnostic and health check services 提供醫學診斷及體檢服務 HK\$'000 千港元	Money lending business 借貸業務 HK\$'000 千港元	Assets investments business 資產投資業務 HK\$'000 千港元	Total for continuing operations 持續經營業務總計 HK\$'000 千港元
<b>REVENUE</b>	收入						
External customers	外間客戶	84,977	24,944	106,179	1,283	148	217,531
<b>RESULTS</b>	業績						
Segments profit (loss)	分部溢利(虧損)	5,057	3,232	6,545	615	(94,117)	(78,668)
Unallocated head office and corporate income and expenses	未分配總辦事處及公司收入及開支						(18,305)
Interest income	利息收入						97
Finance costs	融資成本						(15,744)
Loss before income tax	所得稅前虧損						(112,620)

Amounts included in the measure of segment results:

計入分部業績計量之款項:

		Mobile internet cultural business and provision of IT services 移動互聯網文化業務及提供資訊科技服務 HK\$'000 千港元	Provision of hospitality and related services in Australia 於澳洲提供酒店及相關服務 HK\$'000 千港元	Provision of medical diagnostic and health check services 提供醫學診斷及體檢服務 HK\$'000 千港元	Money lending business 借貸業務 HK\$'000 千港元	Assets investments business 資產投資業務 HK\$'000 千港元	Unallocated	Total for continuing operations 持續經營業務總計 HK\$'000 千港元
Depreciation	折舊	(491)	(1,415)	(9,007)	(45)	(30)	(89)	(11,077)
Share of results of associates	分佔聯營公司業績	2,459	-	-	-	(1,322)	-	1,137
Fair value loss on financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產之公平值虧損	-	-	-	-	(71,283)	-	(71,283)
Impairment loss on available-for-sale investments	可供出售投資減值虧損	-	-	-	-	(5,270)	-	(5,270)
Loss on disposal of available-for-sale investments	出售可供出售投資之虧損	-	-	-	-	(10,971)	-	(10,971)

For the six months ended 30 June 2015 (unaudited)

截至二零一五年六月三十日止六個月（未經審核）

Continuing operations

持續經營業務

		Mobile internet cultural business and provision of IT services 移動互聯網文化業務及提供資訊科技服務 HK\$'000 千港元	Provision of hospitality and related services in Australia 於澳洲提供酒店及相關服務 HK\$'000 千港元	Provision of medical diagnostic and health check services 提供醫學診斷及體檢服務 HK\$'000 千港元	Money lending business 借貸業務 HK\$'000 千港元	Assets investments business 資產投資業務 HK\$'000 千港元	Total for continuing operations 持續經營業務總計 HK\$'000 千港元
<b>REVENUE</b>	<b>收入</b>						
External customers	外間客戶	-	-	96,455	-	-	96,455
<b>RESULTS</b>	<b>業績</b>						
Segment profit (loss)	分部溢利(虧損)	2,123	-	6,108	(282)	7,783	15,732
Unallocated head office and corporate income and expenses	未分配總辦事處及公司收入及開支						(5,762)
Finance costs	融資成本						(2,151)
Profit before income tax	所得稅前溢利						7,819

Amounts included in the measure of segment results:

計入分部業績計量之款項：

		Mobile internet cultural business and provision of IT services 移動互聯網文化業務及提供資訊科技服務 HK\$'000 千港元	Provision of hospitality and related services in Australia 於澳洲提供酒店及相關服務 HK\$'000 千港元	Provision of medical diagnostic and health check services 提供醫學診斷及體檢服務 HK\$'000 千港元	Money lending business 借貸業務 HK\$'000 千港元	Assets investments business 資產投資業務 HK\$'000 千港元	Unallocated	Total for continuing operations 持續經營業務總計 HK\$'000 千港元
Depreciation	折舊	(21)	-	(9,400)	(7)	-	(49)	(9,477)
Share of results of associates	分估聯營公司業績	4,436	-	-	-	1,392	-	5,828
Fair value gain on financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產之公平值收益	-	-	-	-	11,920	-	11,920

### 3. REVENUE

Revenue represents the aggregate of the net amounts received and receivable from third parties. An analysis of the Group's revenue is as follows:

		For the six months ended 30 June 截至六月三十日止 六個月		For the three months ended 30 June 截至六月三十日止 三個月	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Continuing operations</b>	<b>持續經營業務</b>				
Income from mobile internet cultural business and provision of IT services	移動互聯網文化業務及提供資訊科技服務收入	84,977	-	44,260	-
Income from provision of hospitality and related services in Australia	於澳洲提供酒店及相關服務收入	24,944	-	14,819	-
Income from provision of medical diagnostic and health check services	提供醫療診斷及體檢服務之收入	106,179	96,455	59,203	50,525
Loan interests and related income	貸款利息及相關收入	1,283	-	457	-
Rental income	租金收入	148	-	148	-
		<b>217,531</b>	96,455	<b>118,887</b>	50,525

### 3. 收入

收入乃指已收及應收第三方之全部款項淨額。本集團之收入分析如下：

### 4. OTHER GAINS AND LOSSES

		For the six months ended 30 June 截至六月三十日止 六個月		For the three months ended 30 June 截至六月三十日止 三個月	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Continuing operations</b>	<b>持續經營業務</b>				
Fair value (loss) gain on financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產之公平值(虧損)收益	(71,283)	11,920	24,683	6,080
Loss on disposal of/written-off of property, plant and equipment	出售/撇銷物業、廠房及設備之虧損	(549)	-	(512)	-
Impairment loss on available-for-sale investments	可供出售投資之減值虧損	(5,270)	-	-	-
Loss on disposal of available-for-sale investments	出售可供出售投資之虧損	(10,971)	-	(1,972)	-
		<b>(88,073)</b>	11,920	<b>22,199</b>	6,080

### 4. 其它收益及虧損

## 5. (LOSS) PROFIT BEFORE INCOME TAX

(Loss) profit before income tax has been arrived at after charging:

## 5. 所得稅前(虧損)溢利

所得稅前(虧損)溢利於扣除下列各項後得出：

		For the six months ended 30 June		For the three months ended 30 June	
		截至六月三十日止 六個月	二零一五年 二零一六年	截至六月三十日止 三個月	二零一五年 二零一六年
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Continuing operations</b>	<b>持續經營業務</b>				
Cost of inventories expensed	已列作開支之存貨成本	<b>24,292</b>	14,365	<b>14,868</b>	7,498
Staff cost (including directors' emoluments)	員工成本(包括董事薪酬)				
- salaries and benefits*	- 薪金及福利*	<b>113,927</b>	47,459	<b>56,532</b>	24,203
- retirement scheme contribution*	- 退休計劃供款*	<b>6,858</b>	1,159	<b>3,501</b>	549
- share-based payments	- 以股份為基礎之付款	<b>8,062</b>	4,567	<b>4,074</b>	2,332
		<b>128,847</b>	53,185	<b>64,107</b>	27,084
Finance costs:	融資成本:				
- Interest on borrowings wholly repayable within five years	- 須於五年內悉數償付之借貸利息	<b>7,265</b>	2,151	<b>2,335</b>	1,969
- Effective interest expense on note payable	- 應付票據之實際利息開支	<b>8,479</b>	-	<b>3,991</b>	-
		<b>15,744</b>	2,151	<b>6,326</b>	1,969
Minimum lease payments paid under operating leases	根據經營租賃已付之最低租賃款額	<b>13,158</b>	7,321	<b>6,694</b>	3,939

\* During the six months ended 30 June 2016, technical staff salaries and benefits of approximately HK\$46,776,000 (2015: Nil) and corresponding retirement scheme contributions of approximately HK\$5,131,000 (2015: Nil) were included in cost of services.

\* 於截至二零一六年六月三十日止六個月，技術員工薪金及福利約46,776,000港元(二零一五年：無)及相關退休計劃供款約5,131,000港元(二零一五年：無)計入服務成本。

## 6. INCOME TAX EXPENSE

## 6. 所得稅開支

		For the six months ended 30 June 截至六月三十日止 六個月		For the three months ended 30 June 截至六月三十日止 三個月	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Continuing operations</b>					
Current tax:					
	– Hong Kong Profits Tax	502	503	319	352
	– People's Republic of China Enterprises Income Tax	810	–	810	–
	– Other jurisdiction	193	–	193	–
		1,505	503	1,322	352
Deferred tax:					
	– Current period	(273)	–	(545)	–
		1,232	503	777	352

The provision for Hong Kong Profits Tax was calculated at 16.5% of the net estimated assessable profits for both periods. The Group's subsidiaries operating in the People's Republic of China and Australia were subject to the tax rates at 15% or 25% (as the case may be) and 30% respectively.

香港利得稅撥備按兩個期間估計應課稅溢利淨額之16.5%計算。本集團於中華人民共和國及澳洲經營之附屬公司分別須按15%或25%（視情況而定）及30%的稅率繳稅。

## 7. DISCONTINUED OPERATION

On 7 December 2015, the Group and LEO Group Co., Ltd. (“LEO”) entered into a sale and purchase agreement (the “SP Agreement”), pursuant to which LEO agreed to acquire, and the Group agreed to sell, the Group’s 51.46% equity interest of 上海智趣廣告有限公司 (in English, for identification purpose only, Shanghai Zhiqu Advertisement Co., Ltd) (“Zhiqu”) at a total consideration of RMB237,010,000 (the “Zhiqu Disposal”). Completion of transfer of entire equity interest in Zhiqu took place in July 2016 and the consideration will be settled upon completion of fund raising of LEO in accordance with the terms and conditions contained in the SP Agreement. Zhiqu ceased to be a subsidiary of the Company and the Group no longer carried on the business of provision of integral marketing services. Details of the Zhiqu Disposal are set out in the Company’s announcements dated 8 December 2015 and 5 July 2016 and the Company’s circular dated 11 February 2016.

The results from a discontinued operation for the period are as follows:

## 7. 已終止經營業務

於二零一五年十二月七日，本集團與利歐集團股份有限公司（「利歐」）訂立一份買賣協議（「買賣協議」），據此，利歐同意收購及本集團同意出售本集團於上海智趣廣告有限公司（「智趣」）51.46% 股權，總代價為人民幣237,010,000元（「智趣出售事項」）。轉讓智趣的全部股權已於二零一六年七月完成，根據買賣協議所載之條款及條件，代價將於利歐完成集資後結付。智趣不再為本公司之附屬公司而本集團不再進行提供整合營銷服務業務。有關智趣出售事項之詳情載於本公司日期為二零一五年十二月八日及二零一六年七月五日之公佈及本公司日期為二零一六年二月十一日之通函內。

來自一項已終止經營業務之期內業績如下：

		For the six months ended 30 June 截至六月三十日止 六個月		For the three months ended 30 June 截至六月三十日止 三個月	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Revenue	收入	327,808	148,562	179,257	89,032
Cost of services	服務成本	(282,059)	(126,628)	(153,962)	(76,605)
Other revenue and income	其他收入及收益	1,774	369	-	325
Employee benefits expenses	僱員福利開支	(2,790)	(2,914)	(1,586)	(2,167)
Depreciation	折舊	(22)	(115)	(12)	(112)
Other operating expenses	其他經營開支	(1,796)	(1,295)	(870)	(1,131)
Share of results of an associate	分佔一間聯營公司之業績	-	(384)	-	-
Finance costs	融資成本	(29)	(102)	(29)	(102)
Profit before income tax	所得稅前溢利	42,886	17,493	22,798	9,240
Income tax expense	所得稅開支	(10,360)	(4,582)	(5,889)	(2,426)
Profit for the period from a discontinued operation	來自一項已終止經營業務之期內溢利	32,526	12,911	16,909	6,814
Profit for the period from a discontinued operation attributable to:	以下人士應佔來自一項已終止經營業務之期內溢利：				
Shareholders of the Company	本公司股東	16,589	6,558	8,596	3,636
Non-controlling interests	非控股權益	15,937	6,353	8,313	3,178
		32,526	12,911	16,909	6,814

The assets and liabilities of a discontinued operation classified as held for sale as at 30 June 2016 and 31 December 2015 are as follows:

於二零一六年六月三十日及二零一五年十二月三十一日分類為持作出售之一項已終止經營業務之資產及負債如下：

		At 30 June 2016	At 31 December 2015
		於二零一六年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	於二零一五年 十二月 三十一日 HK\$'000 千港元 (Audited) (經審核)
Property, plant and equipment	物業、廠房及設備	123	91
Deferred tax assets	遞延稅項資產	67	-
Debtors and deposits	應收賬款及按金	177,373	76,526
Cash and bank balances	現金及銀行結餘	13,909	15,112
<b>Assets of a disposal group classified as held for sale</b>	<b>分類為持作出售之出售集團資產</b>	<b>191,472</b>	<b>91,729</b>
Creditors, accruals and other payables	應付賬款、應計費用及其他應付款項	102,495	36,709
Income tax payable	應付所得稅	5,803	2,636
<b>Liabilities of a disposal group classified as held for sale</b>	<b>分類為持作出售之出售集團之負債</b>	<b>108,298</b>	<b>39,345</b>

#### 8. INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2016 (2015: Nil).

During the six months ended 30 June 2016, a dividend in the form of new shares of the Company of HK\$0.01 per share amounting to an aggregate of approximately HK\$8,210,000 (2015: Nil) was paid to the shareholders of the Company (the "Shareholders") as the final dividend for the year ended 31 December 2015 on the basis of two bonus shares (the "Bonus Shares") for every ten shares of the Company held.

#### 9. (LOSS) EARNINGS PER SHARE

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

#### 8. 中期股息

董事會不建議就截至二零一六年六月三十日止六個月派發中期股息(二零一五年:無)。

於截至二零一六年六月三十日止六個月,以每股面值0.01港元之本公司新股份形式之總額約8,210,000港元(二零一五年:無)股息已按每持有本公司十股股份獲發兩股紅股(「紅股」)之基準,向本公司股東(「股東」)派付,作為截至二零一五年十二月三十一止年度的末期股息。

#### 9. 每股(虧損)盈利

期內每股基本及攤薄(虧損)盈利之計算乃根據下列數據作出:

		For the six months ended 30 June 截至六月三十日止 六個月		For the three months ended 30 June 截至六月三十日止 三個月	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>From continuing and discontinued operations</b>	來自持續經營業務及已終止經營業務				
<b>(Loss) earnings:</b>	<b>(虧損) 盈利:</b>				
(Loss) profit for the period attributable to shareholders of the Company	本公司股東應佔期內(虧損)溢利	(98,791)	11,071	16,950	4,293



		For the six months ended 30 June		For the three months ended 30 June	
		截至六月三十日止六個月		截至六月三十日止三個月	
		2016 二零一六年	2015 二零一五年 (Restated) (重列)	2016 二零一六年	2015 二零一五年 (Restated) (重列)
<b>Number of shares:</b>	<b>股份數目:</b>				
Weighted average number of ordinary shares in issue for the purpose of calculation of basic (loss) earnings per share	就計算每股基本(虧損)盈利而言之已發行普通股之加權平均數	3,597,856,421	369,124,265	4,925,765,108	386,402,817
Effect of diluted potential ordinary shares as a result of the share options granted	因授出購股權之攤薄潛在普通股影響	-	2,780,485	-	5,710,866
Weighted average number of ordinary shares in issue for the purpose of calculation of diluted (loss) earnings per share	就計算每股攤薄(虧損)盈利而言之已發行普通股之加權平均數	3,597,856,421	371,904,750	4,925,765,108	392,113,683

The computation of diluted loss per share for the six months and three months ended 30 June 2016 does not assume the conversion of the Company's outstanding share options because the adjusted exercise price of those share options is higher than the average market price of the shares.

The weighted average number of ordinary shares in issue for the six months and three months ended 30 June 2015 for the purpose of calculation of basic and diluted earnings per share has been adjusted and restated for share consolidation which became effective on 22 December 2015, the rights issue of the Company which was completed on 11 April 2016 and the bonus issue of the Company which was completed on 30 May 2016.

計算截至二零一六年六月三十日止六個月及三個月之每股攤薄虧損時，並無假設本公司之未行使購股權獲轉換，因為該等購股權之經調整行使價高於股份之平均市價。

就計算每股基本及攤薄盈利而言之截至二零一五年六月三十日止六個月及三個月的已發行普通股之加權平均數已就於二零一五年十二月二十二日生效的股份合併、於二零一六年四月十一日完成的本公司供股以及於二零一六年五月三十日完成的本公司紅股發行作出調整及重列。

		For the six months ended 30 June		For the three months ended 30 June	
		截至六月三十日止六個月		截至六月三十日止三個月	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>From continuing operations</b>	<b>來自持續經營業務</b>				
<b>(Loss) earnings:</b>	<b>(虧損) 盈利:</b>				
(Loss) profit for the period attributable to shareholders of the Company	本公司股東應佔期內(虧損)溢利	(98,791)	11,071	16,950	4,293
Less: Profit for the period from a discontinued operation attributable to shareholders of the Company	減: 本公司股東應佔來自一項已終止經營業務之期內溢利	(16,589)	(6,558)	(8,596)	(3,636)
(Loss) profit for the period from continuing operations for the purpose of calculation of basic and diluted (loss) earnings per share	就計算每股基本及攤薄(虧損)盈利而言之來自持續經營業務之期內(虧損)溢利	(115,380)	4,513	8,354	657

The denominators used are the same as those detailed above for both basic and diluted (loss) earnings per share.

所用分母與上文所詳述就計算每股基本及攤薄(虧損)盈利所用者相同。

		For the six months ended 30 June 截至六月三十日止 六個月		For the three months ended 30 June 截至六月三十日止 三個月	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>From a discontinued operation Earnings:</b>	來自一項已終止經營業務盈利：				
Profit for the period from a discontinued operation attributable to shareholders of the Company	本公司股東應佔來自一項已終止經營業務之期內溢利	16,589	6,558	8,596	3,636

The denominators used are the same as those detailed above for both basic and diluted earnings per share.

所用分母與上文所詳述就計算每股基本及攤薄盈利所用者相同。

		For the six months ended 30 June 截至六月三十日止 六個月		For the three months ended 30 June 截至六月三十日止 三個月	
		2016 二零一六年	2015 二零一五年	2016 二零一六年	2015 二零一五年
<b>From a discontinued operation Earnings per share:</b>	來自一項已終止經營業務每股盈利：				
- Basic (HK cents)	- 基本 (港仙)	0.46	1.78	0.17	0.94
- Diluted (HK cents)	- 攤薄 (港仙)	0.46	1.76	0.17	0.93

#### 10. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT, INVESTMENT PROPERTIES AND DEPOSITS PAID FOR ACQUISITION OF INVESTMENT PROPERTIES

During the six months ended 30 June 2016, additions to property, plant and equipment amounted to approximately HK\$8,416,000 (six months ended 30 June 2015: HK\$4,741,000).

In addition, during the six months ended 30 June 2016, the Group acquired investment properties of approximately HK\$90,159,000 (six months ended 30 June 2015: Nil). Deposits paid for acquisition of investment properties of approximately HK\$23,455,000 (six months ended 30 June 2015: Nil) has been transferred to investment properties.

#### 10. 物業、廠房及設備、投資物業及收購投資物業所支付之按金之變動

截至二零一六年六月三十日止六個月，添置物業、廠房及設備所涉及金額為約8,416,000港元（截至二零一五年六月三十日止六個月：4,741,000港元）。

此外，於截至二零一六年六月三十日止六個月，本集團收購投資物業約90,159,000港元（截至二零一五年六月三十日止六個月：無）。收購投資物業所支付之按金約23,455,000港元（截至二零一五年六月三十日止六個月：無）已轉移至投資物業。

## 11. OTHER INVESTMENTS IN EQUITY SECURITIES

## 11. 其他股本證券投資

			At 30 June 2016	At 31 December 2015
			於二零一六年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	於二零一五年 十二月 三十一日 HK\$'000 千港元 (Audited) (經審核)
	Notes 附註			
Available-for-sale investments		可供出售投資		
Listed shares in Hong Kong, at fair value	(i)	於香港上市之股份 (按公平值計量)	93,614	85,358
Unlisted equity investments, at fair value		非上市股本投資 (按公平值計量)	17,500	17,500
			111,114	102,858
Financial assets at fair value through profit or loss Listed shares in Hong Kong, at fair value	(ii)	按公平值計入損益之金融資產 於香港上市之股份 (按公平值計量)	530,373	327,503

## Notes:

- (i) During the six months ended 30 June 2016, the gross loss in respect of the Group's available-for-sale investments recognised in other comprehensive income amounted to approximately HK\$12,800,000 (six months ended 30 June 2015: HK\$2,592,000).

In April 2016, the Group disposed of certain shares in Universe International Financial Holdings Limited ("Universe International"), the shares of which are listed on the Stock Exchange (Stock Code: 1046) and gross loss of approximately HK\$10,971,000 (six months ended 30 June 2015: Nil) accumulated in the investment revaluation reserve was reclassified to profit or loss upon such share disposal.

The gross loss of the remaining shares in Universe International of approximately HK\$5,270,000 (six months ended 30 June 2015: Nil) was determined to be impaired and was reclassified from investment revaluation reserve to profit or loss.

- (ii) At 30 June 2016 and 31 December 2015, the carrying amount of the Group's investment in the following company exceeded 10% of the total assets of the Group:

Name 名稱	Place of incorporation 註冊成立地點	Principal activity 主要業務	Particulars of issued shares held 所持已發行股份詳情	Interest held 所持權益
Convoy Financial Holdings Limited 康宏金融控股有限公司	Cayman Islands 開曼群島	Investment holding 投資控股	Ordinary shares listed on the Main Board of the Stock Exchange (Stock Code: 1019) 於聯交所主板上市之普通股 (股份代號: 1019)	9.49% (31 December 2015 二零一五年十二月 三十一日: 5.02%)

## 附註:

- (i) 於截至二零一六年六月三十日止六個月，本集團於其他全面收益中確認的可供出售投資虧損總額約為12,800,000港元(截至二零一五年六月三十日止六個月: 2,592,000港元)。

於二零一六年四月，本集團出售於寰宇國際金融控股有限公司(「寰宇國際」，其股份於聯交所上市，股份代號: 1046)若干股份及投資重估儲備中累計的虧損總額約10,971,000港元(截至二零一五年六月三十日止六個月: 無)於有關股份出售後重新分類至損益。

寰宇國際剩餘股份的虧損總額約5,270,000港元(截至二零一五年六月三十日止六個月: 無)被釐定為減值並從投資重估儲備重新分類至損益。

- (ii) 於二零一六年六月三十日及二零一五年十二月三十一日，本集團於以下公司之投資之賬面值超過本集團總資產之10%:

## 12. DEBTORS, DEPOSITS AND PREPAYMENTS

## 12. 應收賬款、按金及預付款項

		At 30 June 2016	At 31 December 2015
		於二零一六年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	於二零一五年 十二月 三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade debtors	應收貿易賬款	117,817	126,498
Loans and loans interest receivables	應收貸款及貸款利息	10,219	41,124
Other debtors, deposits and prepayments	其他應收賬款、按金及預付款項	38,742	31,134
		166,778	198,756

The credit terms given to the customers vary and are generally based on the financial strengths of individual customers. In order to effectively manage the credit risks associated with trade debtors, credit evaluations of customers are performed periodically. The credit period given to trade debtors ranged from 30 days to 180 days. The aging analysis of trade debtors as at the end of the reporting periods, based on the invoice date and net of provisions, is as follows:

授予顧客之信貸期各有不同，一般以個別顧客之財政實力為基準。為有效管理應收貿易賬款之相關信貸風險，本公司定期評估顧客信貸狀況。應收貿易賬款之信貸期介乎30日至180日。於報告期末，根據發票日期之應收貿易賬款賬齡分析（扣除撥備）如下：

		At 30 June 2016 於二零一六年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2015 於二零一五年 十二月 三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 1 month	1個月之內	102,646	111,179
1 to 2 months	1至2個月	8,094	8,470
2 to 3 months	2至3個月	4,020	3,723
Over 3 months	3個月以上	3,057	3,126
		<b>117,817</b>	126,498

### 13. CREDITORS, ACCRUALS AND OTHER PAYABLES

### 13. 應付賬款、應計費用及其他應付款項

		At 30 June 2016 於二零一六年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2015 於二零一五年 十二月 三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade creditors	應付貿易賬款	8,507	4,391
Accruals and other payables	應計費用及其他應付款項	65,699	63,525
Deposits received	已收按金	9,352	4,021
Deferred income	遞延收入	180	403
		<b>83,738</b>	72,340

The following is an aging analysis of trade creditors based on the invoice date as at the end of the reporting periods:

以下為報告期末根據發票日期之應付貿易賬款之賬齡分析：

		At 30 June 2016 於二零一六年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2015 於二零一五年 十二月 三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 3 months	3個月之內	8,025	4,050
Over 3 months	3個月以上	482	341
		<b>8,507</b>	4,391

#### 14. AMOUNTS DUE TO NON-CONTROLLING SHAREHOLDERS OF SUBSIDIARIES

The amounts are unsecured, interest-free and repayable on demand.

#### 15. BORROWINGS AND NOTE PAYABLE

During the six months ended 30 June 2016, the Group obtained net new borrowings from banks and independent third parties amounting to approximately HK\$88,499,000 (six months ended 30 June 2015: HK\$84,151,000). The borrowings as at 30 June 2016 carry effective interest rates ranging from 4.37% to 8.5% per annum (31 December 2015: ranging from 8.25% to 9% per annum) and are repayable within one to three years (31 December 2015: one year).

In addition, the Group also early redeemed a loan note in an aggregate principal amount of HK\$150,000,000 during the six months ended 30 June 2016 (six months ended 30 June 2015: Nil).

#### 16. SHARE CAPITAL

Authorised:  
Ordinary shares of HK\$0.01 each at 31 December 2015, 1 January 2016 and 30 June 2016

法定：  
於二零一五年十二月三十一日、二零一六年一月一日及二零一六年六月三十日每股面值0.01港元之普通股

Issued and fully paid:  
Ordinary shares of HK\$0.01 each:  
At 31 December 2015 and 1 January 2016  
Rights issue of shares  
Bonus issue of shares

已發行及繳足股款：  
每股面值0.01港元之普通股：  
於二零一五年十二月三十一日及二零一六年一月一日  
股份供股  
紅股發行

At 30 June 2016

於二零一六年六月三十日

Notes 附註	Number of Shares 股份數目	HK\$'000 千港元
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	20,000,000,000	200,000
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	684,134,043	6,841
(i)	3,420,670,215	34,207
(ii)	820,960,850	8,210

	4,925,765,108	49,258
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Notes:

- (i) On 11 April 2016, a total of 3,420,670,215 new shares were allotted and issued on the basis of five rights shares for every one ordinary share of the Company at a subscription price of HK\$0.155 per rights share.
- (ii) On 30 May 2016, a total of 820,960,850 new shares were allotted and issued on the basis of two bonus shares for every ten ordinary shares of the Company (the "Bonus Issue") as final dividend for the year ended 31 December 2015. The Bonus Shares were credited as fully paid by way of capitalisation of an amount standing to the credit of the contributed surplus account of the Company.

The new shares allotted and issued rank pari passu in all respects with other shares of the Company then in issue.

附註：

- (i) 於二零一六年四月十一日，本公司按每持有一股本公司普通股獲發五股供股股份之基準以認購價每股供股股份0.155港元配發及發行合共3,420,670,215股新股份。
- (ii) 於二零一六年五月三十日，本公司按每持有十股本公司普通股獲發兩股紅股之基準配發及發行合共820,960,850股新股份（「紅股發行」），作為截至二零一五年十二月三十一日止年度之末期股息。紅股乃透過將本公司之實繳盈餘賬之進賬額資本化之方式入賬列作繳足。

已配發及發行之新股份於所有方面與本公司其他當時已發行股份享有同等地位。

## 17. CAPITAL COMMITMENTS

## 17. 資本承擔

		At 30 June 2016 於二零一六年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2015 於二零一五年 十二月 三十一日 HK\$'000 千港元 (Audited) (經審核)
Capital expenditure contracted for but not provided in the condensed consolidated financial statements in respect of:	簡明綜合財務報表內就以下各項已訂約但未撥備之資本開支：		
– acquisition of property, plant and equipment	– 收購物業、廠房及設備	2,246	112
– acquisition of investment properties	– 收購投資物業	–	66,660
		2,246	66,772

## 18. ACQUISITION OF SUBSIDIARIES

**For the six months ended 30 June 2016***Acquisition of hospitality businesses in Australia*

During the six months ended 30 June 2016, the Group acquired certain land and buildings and the hospitality businesses conducted on the land and buildings, together with the related assets, for operation in Yarra Glen, Victoria, Australia (the “**Balgownie Group**”) at an aggregate consideration of AUD24,600,000 (equivalent to approximately HK\$146,091,000).

The fair values of the identifiable assets and liabilities of the Balgownie Group at its date of acquisition are as follows:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	121,340
Intangible assets	無形資產	2,625
Deferred tax assets	遞延稅項資產	204
Inventories	存貨	18,250
Debtors, deposits and prepayments	應收賬款、按金及預付款項	484
Cash and bank balances	現金及銀行結餘	16
Creditors, accruals and other payables	應付賬款、應計費用及其他應付款項	(3,530)
		139,389

		HK\$'000 千港元
<b>Goodwill arising on acquisition</b>	<b>收購所產生之商譽</b>	
Consideration transferred	已轉移代價	146,091
Less: Fair value of identifiable net assets acquired	減：所獲可識別淨資產之公平值	(139,389)
		6,702

		HK\$'000 千港元
<b>Net cash outflow arising on acquisition</b>	<b>收購所產生之現金流出淨額</b>	
Cash consideration paid	已付現金代價	146,091
Less: Cash and cash equivalents acquired	減：所獲現金及等同現金項目	(16)
		146,075

## 18. 收購附屬公司

**截至二零一六年六月三十日止六個月***收購於澳大利亞之酒店業務*

於截至二零一六年六月三十日止六個月，本集團以總代價為24,600,000澳元（相當於約146,091,000港元）收購若干土地及建築及在有關土地及建築上進行之酒店業務連同相關資產（「**Balgownie 集團**」），以於澳洲維多利亞州雅拉格蘭（Yarra Glen）營運。

於收購日期，Balgownie 集團之可識別資產及負債之公平值如下：

Acquisition-related costs amounting to approximately HK\$3,442,000 have been excluded from the consideration transferred and have been recognised as an expense in the current period, within the “other operating expenses” line item in the unaudited condensed consolidated statement of profit or loss and other comprehensive income.

As a result of the acquisition of the Balgownie Group, the Group expected to expand its business in the provision of hospitality and related services in Australia. Goodwill of approximately HK\$6,702,000 was recognised in view of the benefit of expected revenue growth and future market development.

#### 19. SHARE-BASED PAYMENTS

The Company’s share option scheme (the “**Share Option Scheme**”) was adopted on 10 November 2010. The purpose of the Share Option Scheme is to provide incentives and help the Group in retaining its existing employees and recruiting additional employees and to provide them with a direct interest in attaining the long term business objectives of the Group.

The movements of the share options granted under the Share Option Scheme during the six months ended 30 June 2016 are as follows:

		Number of share options 購股權數目
Outstanding at 1 January 2016	於二零一六年一月一日尚未行使	45,730,608
Cancelled during the period	於期內註銷	(34,869,540)
Granted during the period	於期內授出	57,011,304
Adjustments due to rights issue and bonus issue	因供股及紅股發行而作出之調整	29,775,833
Lapsed during the period	於期內失效	(13,703,597)
Outstanding at 30 June 2016	於二零一六年六月三十日尚未行使	83,944,608

Particular of the share options granted during the six months ended 30 June 2016 are set out below:

Date of grant	19 January 2016
Adjusted exercise price per share after rights issue and bonus issue	HK\$0.161
Vesting date	31 May 2016
Validity period	1 June 2016 to 11 November 2020

The exercise price determined on the date of grant is HK\$0.2326 per share, being the highest of (i) the closing price of HK\$0.184 of the shares on the date of grant; (ii) the average closing price of HK\$0.2326 of the shares for the five trading days immediately preceding the date of grant; and (iii) the nominal value of HK\$0.01 of the shares.

收購相關成本約3,442,000港元已於轉移代價剔除，並於本期間於未經審核簡明綜合損益及其他全面收益表內「其他經營開支」項目內確認為開支。

因收購Balgownie集團，本集團預期將拓展其業務至於澳洲提供酒店及相關服務。經計及預期收益增長及未來市場發展之裨益，已確認商譽約6,702,000港元。

#### 19. 以股份為基礎之付款

本公司於二零一零年十一月十日採納購股權計劃（「**購股權計劃**」）。購股權計劃旨在提供獎勵及幫助本集團留聘其現有僱員及聘請其他僱員，並為彼等提供達成本集團長期業務目標之直接利益。

根據購股權計劃授出之購股權於截至二零一六年六月三十日止六個月之變動如下：

於截至二零一六年六月三十日止六個月授出之購股權之詳情載列如下：

授出日期	二零一六年一月十九日
供股及紅股發行後之經調整每股行使價	0.161港元
歸屬日期	二零一六年五月三十一日
有效期	二零一六年六月一日至二零二零年十一月十一日

於授出日期釐定之行使價為每股0.2326港元，為以下之最高者：(i) 於授出日期股份之收市價0.184港元；(ii) 緊接授出日期前五個交易日股份之平均收市價0.2326港元；及(iii) 股份之面值0.01港元。

The estimate of the fair value of the share options granted is measured based on the Binomial Model. Expectations of early exercise are incorporated into the Binomial Model. The following assumptions were used to calculate the fair value:

**Fair value of share options and assumptions**  
購股權之公平值及假設

Measurement date	計量日期
Fair value at measurement date	於計量日期之公平值
Expected volatility	預期波幅
Expected average share option life	預期平均購股權年期
Expected annual dividend yield	預期每年股息率
Risk-free interest rate per annum	每年無風險利率

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

During the six months ended 30 June 2016, the Group recognised an expense of approximately HK\$8,062,000 (six months ended 30 June 2015: HK\$4,567,000) in relation to share options granted by the Company under the Share Option Scheme.

已授出購股權之公平值之估計乃根據二項式模型計量。提早行使之預期已計入二項式模型。計算公平值所採用之假設如下：

**Share Options granted on 19 January 2016**  
於二零一六年一月十九日授出之購股權

19 January 2016 二零一六年一月十九日	9 May 2016 二零一六年五月九日
HK\$0.069港元	HK\$0.057港元
98.21%	98.65%
4.81 years 年	4.51 years 年
Nil 無	Nil 無
1.066%	0.951%

預期波幅乃基於過往波幅。預期股息率乃基於過往股息。主觀輸入數據假設變動可能對公平值估計造成重大影響。

於截至二零一六年六月三十日止六個月，本集團確認本公司根據購股權計劃授出之購股權涉及之開支約8,062,000港元（截至二零一五年六月三十日止六個月：4,567,000港元）。

20. RELATED PARTY TRANSACTIONS

(a) Related party transactions and balances

**Counterparty**  
關連方

**Nature of transactions**  
交易性質

Companies wholly-owned by Mr. Zhang Xiongfeng, an executive Director and a substantial shareholder of the Company  
本公司執行董事及主要股東張雄峰先生全資擁有的公司

Consideration paid for the acquisition of Cannes Film Cultural Investment Limited  
就收購康城影業文化投資有限公司已付之代價

An associate of the Group  
本集團之一間聯營公司

Income received from provision of integral marketing services  
提供整合營銷服務所獲得之收入

Certain group companies of substantial shareholder of a subsidiary  
一間附屬公司之主要股東之若干集團公司

Rental expenses paid  
已付租金開支  
Licence fee paid  
已付特許費  
Medical consultancy fee paid  
已付醫療諮詢費

Substantial shareholders of a subsidiary  
一間附屬公司之主要股東

Consideration paid for the acquisition of Charm Team Group Limited (Note)  
就收購昌添集團有限公司已付之代價（附註）

**For the six months ended 30 June**  
截至六月三十日止六個月

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
	-	300
	-	719
	711	474
	2,011	1,319
	986	717
	-	-



Details of balances with related parties as at the end of the reporting period are set out in the condensed consolidated statement of financial position and in Note 14.

Note: On 14 January 2016, Timely Investments Limited (a wholly-owned subsidiary of the Company) as the purchaser, Dynamic Creative Limited and Joyful Dream Limited as the vendors and Mr. Xu Xiaofeng and Mr. Xu Jiliang as the warrantors entered into a sale and purchase agreement in relation to the Group's acquisition of 49% of the issued share capital of Charm Team Group Limited, which was owned as to 51% by the Company immediately before completion, at the consideration of HK\$2.

**(b) Key management personnel remuneration**

The remuneration of the directors of the Company, who are also identified as members of key management of the Group, are as follows.

有關報告期末關連方結餘之詳情載於簡明綜合財務狀況表內及附註14。

附註：於二零一六年一月十四日，本公司全資附屬公司Timely Investments Limited（作為買方）、動創有限公司及夢樂有限公司（作為賣方）與徐曉峰先生及徐佳亮先生（作為擔保人）訂立一份買賣協議，內容有關本集團收購昌添集團有限公司（緊接完成前由本公司擁有51%權益）已發行股本之49%，代價為2港元。

**(b) 主要管理人員薪酬**

本公司董事（亦被視為本集團主要管理層成員）之薪酬如下。

		<b>For the six months ended 30 June</b>	
		截至六月三十日止六個月	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Salaries and other short-term benefits	薪金及其他短期福利	1,843	2,679
Share-based payments	以股份為基礎之付款	7,310	2,327
Retirement scheme contribution	退休計劃供款	15	10
		<b>9,168</b>	<b>5,016</b>

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business and Financial Review

During the six months ended 30 June 2016, the Group was principally engaged in (i) mobile internet cultural business and provision of IT services; (ii) provision of hospitality and related services in Australia; (iii) provision of medical diagnostic and health check services; (iv) provision of integral marketing services; (v) money lending business; and (vi) assets investments business.

During the period under review, the Group recorded revenue from continuing operations of approximately HK\$217,531,000 (2015: HK\$96,455,000), representing an increase of approximately 126% as compared to the corresponding period in 2015. The increase was mainly attributable to the revenue generated from (i) provision of professional IT contract and maintenance services by EPRO (BVI) Limited, which was acquired in August 2015; and (ii) provision of hospitality and related services by two granges in Australia which were acquired in November 2015.

The Group recorded an increase in unaudited consolidated profit attributable to the Shareholders for the three months ended 30 June 2016 of approximately HK\$16,950,000 as compared with unaudited consolidated profit attributable to the Shareholders of approximately HK\$4,293,000 for the corresponding period in 2015, mainly attributable to the increase in the fair value gain on financial assets at fair value through profit or loss from approximately HK\$6,080,000 for the three months ended 30 June 2015 to approximately HK\$24,683,000 for the three months ended 30 June 2016.

Notwithstanding the increase in unaudited consolidated profit attributable to the Shareholders for the three months ended 30 June 2016 being recorded as mentioned above, the Group recorded a substantial net loss attributable to the Shareholders for the six months ended 30 June 2016 of approximately HK\$98,791,000, as compared to the unaudited consolidated profit attributable to the Shareholders of approximately HK\$11,071,000, for the corresponding period in 2015, mainly attributable to (i) fair value losses on financial assets at fair value through profit or loss of approximately HK\$71,283,000 for the six months ended 30 June 2016, as compared with fair value gain on financial assets at fair value through profit or loss of approximately HK\$11,920,000 for the six months ended 30 June 2015; (ii) increase in finance costs attributable to increase of the borrowings of the Group during the six months ended 30 June 2016; and (iii) loss on disposal of available-for-sale investments and impairment loss on available-for-sale investments of approximately HK\$10,971,000 and HK\$5,270,000 respectively for the six months ended 30 June 2016.

## 管理層討論及分析

### 業務及財務回顧

截至二零一六年六月三十日止六個月，本集團之主要業務為：(i) 移動互聯網文化業務及提供資訊科技服務；(ii) 於澳洲提供酒店及相關服務；(iii) 提供醫學診斷及體檢服務；(iv) 提供整合營銷服務；(v) 借貸業務；及(vi) 資產投資業務。

於回顧期間，本集團錄得來自持續經營業務收入約217,531,000港元（二零一五年：96,455,000港元），較二零一五年同期增長約126%。該增加乃主要由於來自以下各項的收入：(i) 由EPRO (BVI) Limited（於二零一五年八月收購）提供專業資訊科技合約及維修保養服務；及(ii) 由兩座澳洲農莊（於二零一五年十一月收購）提供酒店及相關服務。

本集團截至二零一六年六月三十日止三個月未經審核之股東應佔綜合溢利約16,950,000港元，相比二零一五年同期未經審核之股東應佔綜合溢利約4,293,000港元錄得增加，此乃主要由於按公平值計入損益之金融資產之公平值收益由截至二零一五年六月三十日止三個月的約6,080,000港元增加至截至二零一六年六月三十日止三個月的約24,683,000港元。

儘管如上文所述截至二零一六年六月三十日止三個月未經審核之股東應佔綜合溢利錄得增加，本集團截至二零一六年六月三十日止六個月錄得大幅股東應佔虧損淨額約98,791,000港元，而二零一五年同期未經審核之股東應佔綜合溢利約為11,071,000港元，此乃主要由於(i) 截至二零一六年六月三十日止六個月，按公平值計入損益之金融資產之公平值虧損約71,283,000港元，而截至二零一五年六月三十日止六個月，按公平值計入損益之金融資產之公平值收益約11,920,000港元；(ii) 於截至二零一六年六月三十日止六個月，本集團借貸增加導致財務費用增加；及(iii) 截至二零一六年六月三十日止六個月，出售可供出售投資之虧損及可供出售投資之減值虧損分別約10,971,000港元及5,270,000港元。

## Mobile Internet Cultural Business and Provision of IT Services

The Group's mobile internet cultural business began from its investment in the mobile-online game business in 2014. Currently, the Group held 28.8% issued share capital of Something Big Technology Holdings Limited ("**Something Big**", together with its subsidiaries and controlled companies "**Something Big Group**"), being the holding company of Mighty Eight Investments Limited after reorganisation. Something Big Group is the pioneer in the design, development, marketing and distribution and operation of mobile-online games. During the period under review, the Group's share of the profits from Something Big Group amounted to approximately HK\$2,547,000 (2015: HK\$4,644,000). In the second quarter of 2016, revenue generated from Something Big Group has slowed down primarily due to the decrease in revenue derived from the development and operation of mobile games. The Group will continue to closely monitor the performance of Something Big Group to maintain its profitability.

The Group acquired EPRO BVI Limited and its subsidiaries ("**EPRO BVI Group**") in August 2015. EPRO BVI Group is principally engaged in provision of professional information technology contract and maintenance services in China and Hong Kong and is a CMMi5 assessed information technology and software outsourcing provider that provides tailor-made professional IT solutions to sizable corporate clients and government departments. During the period under review, EPRO BVI Group recorded a revenue of approximately HK\$84,117,000 (2015: Nil) and profit before taxation of approximately HK\$3,420,000 (2015: Nil).

In addition, the Group is undergoing the development of online children education platforms for the Chinese youth, to incorporate the "mobile internet+" concept to children education.

## Hospitality and Related Services in Australia

In November 2015, the Group acquired two granges in Australia which offer accommodation and conference centres services, including certain associated land, surrounding or adjacent farmland, and the related businesses (i.e. the accommodation facility business and all assets used in connection with that business and the assignment of operating licence). One of the granges, Lancefield property, includes a piece of freehold land of approximately 403,100 square metres in Lancefield, Victoria, Australia and the building on the land is an established hotel, restaurant, vineyard and conference facility which basically includes fifty-two accommodation rooms, five conference rooms, four guest lounges and 'various breakout rooms'. The other grange is the Hepburn Springs property, which includes a piece of freehold land of approximately 9,713 square metres located at Hepburn Springs, Victoria, Australia and the building erected on such land is an established hotel, restaurant and conference facility split over three levels which basically includes forty-three accommodation rooms plus four conference rooms.

## 移動互聯網文化業務及提供資訊科技服務

本集團之移動互聯網文化業務已於二零一四年其投資移動網絡遊戲業務時開始。目前，本集團持有大事科技控股有限公司（「**大事科技**」，連同其附屬公司及受控制公司統稱為「**大事集團**」）28.8%的已發行股本，該公司於重組後為盛八投資有限公司的控股公司。大事集團為設計、開發、營銷及分銷以及運營移動網絡遊戲的行業領先公司。於回顧期間，本集團分佔大事集團溢利約2,547,000港元（二零一五年：4,644,000港元）。於二零一六年第二季度，大事集團產生之收入已放緩，此乃主要由於移動遊戲發展及營運所得收入減少。本集團將繼續密切監察大事集團之表現以維持其盈利能力。

本集團於二零一五年八月收購 EPRO BVI Limited 及其附屬公司（「**EPRO BVI 集團**」）。EPRO BVI 集團主要於中國及香港從事提供專業資訊科技合約及維修保養服務，是一家通過 CMMi5 的資訊科技和軟件外包供應商，為龐大企業客戶和政府部門提供量身訂做的專業資訊科技解決方案。於回顧期間，EPRO BVI 集團錄得收入約84,117,000港元（二零一五年：無）及除稅前溢利約3,420,000港元（二零一五年：無）。

此外，本集團現正開展中國青少年在線兒童教育平台的開發，以將「移動互聯網+」理念與兒童教育相結合。

## 澳洲酒店及相關服務

於二零一五年十一月，本集團收購兩座澳洲農莊（包括若干相關土地、周圍環境或毗鄰農田），該等農莊提供住宿及會議中心服務及相關業務（即房務服務業務及就該業務所使用的所有資產及轉讓營運許可證）。其中一座農莊 Lancefield 物業包括一幅位於澳洲維多利亞州 Lancefield 面積約403,100平方米之永久業權土地，建於該地塊上的建築為一間成熟完善的酒店、餐廳、酒莊及會議設施，其基本設施包括52間客房、5間會議室、4間賓客休息室及各種休息室。另一座農莊為 Hepburn Springs 物業，包括一幅位於澳洲維多利亞州 Hepburn Springs 面積約9,713平方米之永久業權土地，建於該地塊上的建築為一間成熟完善的酒店、餐廳及會議設施，其分為三層，基本設施包括43間客房及4間會議室。

To further develop the Group's business in Australia, the Group acquired "The Balgownie Estates Resort" and its resort business, together with the related assets at an aggregate consideration of AUD 24,600,000 during the period under review. The Balgownie Estates Resort is located at Yarra Valley, Victoria, Australia which includes a piece of freehold land of approximately 29 hectares, and the building erected on such land which is a resort equipped with seventy accommodation rooms, a restaurant, conference and meeting facilities and recreation facilities.

During the period under review, the Group recorded segment revenue of approximately HK\$24,944,000 (2015: Nil) and segment profit of approximately HK\$3,232,000 (2015: Nil). The Directors believe the new hospitality business in Australia will further diversify the Group's investments and generate more stable revenue and income streams.

### Medical Diagnostic and Health Check Services

The Group has offered a wide spectrum of quality healthcare services to the general public in Hong Kong through its nine health check centres, two testing laboratories and a laboratory for manufacturing of PET Radiopharmaceuticals operated by Luck Key Investment Limited and its subsidiaries. During the period under review, revenue from the health check business amounted to approximately HK\$106,179,000 (2015: HK\$96,455,000), representing approximately 10% growth, and a segment profit of approximately HK\$6,545,000 (2015: HK\$6,108,000) was recorded. The Directors will strive to improve the operational efficiency of the Group's health check business so as to enhance its competitiveness in the market and its profitability.

### Provision of Integrated Marketing & Advertising Services – Discontinued operation

During the period under review, the Group's provision of integral marketing services recorded revenue of approximately HK\$327,808,000 (2015: HK\$148,562,000) and profit before taxation of approximately HK\$42,886,000 (2015: HK\$17,493,000). The substantial increase was attributable to the provision of integrated digital marketing services by Zhiqu. Zhiqu achieved a continuous growth in revenue by the expansion of its business scale through establishing a stable relationship with its customers.

In December 2015, the Group entered into a sale and purchase agreement and agreed to dispose of its 51.46% interest in Zhiqu at a consideration of approximately RMB237 million. The disposal of Zhiqu represents a lucrative opportunity to the Group to realise its investment in the integral marketing services business so as to enable the Group to re-allocate more financial resources to its mobile internet cultural business and development in the hospitality business in Australia.

為進一步發展本集團於澳洲之業務，本集團於回顧期間以總代價24,600,000澳元收購「Balgownie Estates度假村」及其度假村業務連同相關資產。Balgownie Estates度假村位於澳洲維多利亞州Yarra Valley，包括一幅面積約為29公頃的永久業權土地及建於該土地上的建築（為一個度假村，設施包括七十間客房、餐廳、會議設施及娛樂設施）。

於回顧期間，本集團錄得分部收入約24,944,000港元（二零一五年：無）及分部溢利約3,232,000港元（二零一五年：無）。董事認為，澳洲新酒店業務將進一步多元化本集團之投資，並帶來更多穩定的收益及收入來源。

### 醫學診斷及體檢服務

本集團透過由Luck Key Investment Limited及其附屬公司經營的九間體檢中心、兩間測試化驗室及一間製造PET放射性藥物的實驗室於香港為廣大市民提供廣泛的優質醫療服務。於回顧期間，來自體檢業務的收入約為106,179,000港元（二零一五年：96,455,000港元），增長約10%，及錄得分部溢利約6,545,000港元（二零一五年：6,108,000港元）。董事將致力於提高本集團體檢業務營運效益以提升其於市場之競爭力及其盈利能力。

### 提供整合營銷及廣告服務 – 已終止經營業務

於回顧期間，本集團提供整合營銷服務錄得收入約為327,808,000港元（二零一五年：148,562,000港元）及除稅前溢利約42,886,000港元（二零一五年：17,493,000港元）。大幅增加來自智趣提供的整合數字營銷服務。智趣通過與其客戶建立穩定的關係擴大其業務規模，實現收入持續增長。

於二零一五年十二月，本集團訂立買賣協議，協定出售其於智趣51.46%的權益，代價為約人民幣237,000,000元。出售智趣乃本集團變現其於整合營銷服務業務之投資的良機，以便本集團重新投放更多財務資源於其移動互聯網文化業務以及發展於澳洲的酒店業務。

Completion of transfer of entire equity interest in Zhiqiu took place in July 2016 and the consideration will be settled upon completion of fund raising of LEO in accordance with the terms and conditions contained in the SP Agreement. Zhiqiu ceased to be a subsidiary of the Company and the Group no longer carried on the business of provision of integral marketing services.

### Money Lending Business

During the period under review, the Group's loan portfolios comprised of unsecured loans granted to individual customers and the Group recorded interest income of approximately HK\$1,283,000 (2015: Nil). The average interest rate charged by the Group on loans during the period under review was 11% per annum. The Group has been paying close attention to the market conditions for capturing business opportunities in the money lending segment should they arise.

### Assets Investments Business

The Group's assets investments business mainly consist of investments in securities and properties. The securities investments portfolio mainly comprises securities issued by listed companies. During the period under review, the Group recorded a segment loss of approximately HK\$94,117,000 (2015: profit of approximately HK\$7,783,000) which was primarily attributable to the fair value losses on financial assets at fair value through profit or loss of approximately HK\$71,283,000 (2015: fair value gain of approximately HK\$11,920,000). The fair value losses were mainly attributable to the investment in Convoy Financial Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1019), of approximately HK\$56,372,000 (2015: Nil).

In addition to financial assets at fair value through profit or loss, the Group recorded fair value losses on available-for-sale investments of approximately HK\$12,800,000 (2015: HK\$2,592,000) during the period under review as other comprehensive loss.

In April 2016, the Group disposed of certain shares in Universe International to realise its investments. As a result, the Group reclassified fair value losses of approximately HK\$10,971,000 (2015: Nil) accumulated in investment revaluation reserve to the statement of profit or loss upon such disposal and recognised an impairment loss on available-for-sale investments of approximately HK\$5,270,000 (2015: Nil) in respect of the remaining shares in Universe International held.

轉讓智趣全部股權已於二零一六年七月完成，根據買賣協議所載之條款及條件，代價將於利歐完成集資後結付。智趣不再為本公司之附屬公司，而本集團不再進行提供整合營銷服務業務。

### 借貸業務

於回顧期間，本集團之貸款組合包括向個別客戶授出無抵押貸款，及本集團錄得利息收入約1,283,000港元（二零一五年：無）。本集團於回顧期間所收取的平均貸款年利率為11厘。本集團一直密切關注市場狀況，以便把握借貸分部的商機。

### 資產投資業務

本集團資產投資業務主要包括證券及物業投資。證券投資組合主要包括上市公司發行的證券。於回顧期間，本集團錄得分部虧損約94,117,000港元（二零一五年：溢利約7,783,000港元），主要由於按公平值透過損益列賬之金融資產之公平值虧損約71,283,000港元（二零一五年：公平值收益約11,920,000港元）所致。公平值虧損主要來自於康宏金融控股有限公司（其股份於聯交所主板上市（股份代號：1019））之投資約56,372,000港元（二零一五年：無）。

除按公平值透過損益列賬之金融資產外，於回顧期間，本集團錄得可供出售投資之公平值虧損約12,800,000港元（二零一五年：2,592,000港元），入賬為其他全面虧損。

本集團於二零一六年四月出售若干於寰宇國際的股份，以變現其投資。因此，本集團於有關出售後將於投資重估儲備累計的公平值虧損約10,971,000港元（二零一五年：無）重新分類至損益表並就所持寰宇國際剩餘股份確認可供出售投資之減值虧損約5,270,000港元（二零一五年：無）。

For property investments, the Group completed the acquisitions of certain commercial buildings in Hong Kong on 31 May 2016. These investment properties have been leased out and it is expected that these new properties will bring a new income stream to the Group and generate steady rental revenue in the second half of the year.

## PROSPECTS

During the period under review, the Group has made its efforts to develop its hospitality business in Australia and acquired the “Balgownie Estates Resort” located in the heart of Yarra Valley in Victoria of Australia, a popular winery and tourism destination. In addition to the Balgownie Estate Resort, the Group currently holds two granges located in Lancefield and Hepburn Springs in Victoria of Australia. The Group is considering to carry out improvements on the hotel and resort facilities of these properties and construct more rooms and new facilities so as to increase the attractiveness and capacity of these properties for bringing in more income to the Group and further expand the Group’s hospitality business in Australia.

Looking ahead, the Group is looking forward to all potential opportunities to expand its current business and diversify its investments. Despite the global uncertainties in the first half of the year, the Group will continue to manage its core businesses with prudence to achieve its business strategy and maximum the returns to the Shareholders.

## FINANCIAL RESOURCES AND LIQUIDITY

The Group has maintained a strong liquidity and financial position. As at 30 June 2016, the total assets of the Group were approximately HK\$1,750,339,000 (31 December 2015: HK\$1,292,294,000) including cash and bank balances of approximately HK\$49,558,000 (31 December 2015: HK\$78,587,000), among which approximately 80% (31 December 2015: 85%) are denominated in Hong Kong dollars. The net current assets of the Group were approximately HK\$625,652,000 (31 December 2015: HK\$293,910,000) and the Group’s current ratio, being current assets over its current liabilities, was approximately 2.74 times (31 December 2015: 1.68 times).

As at 30 June 2016, the Group had total borrowings of approximately HK\$243,427,000 (31 December 2015: HK\$153,998,000) which bore interest at rates ranging from 4.37% to 8.5% per annum (31 December 2015: ranging from 8.25% to 9% per annum), repayable within one year to three years (31 December 2015: one year) and mainly denominated in Hong Kong dollars and Australian dollars (31 December 2015: denominated in Hong Kong dollars). The Group’s gearing was 0.26 times (31 December 2015: 0.34 times), calculated on the basis of total liabilities to total assets.

就物業投資而言，本集團已於二零一六年五月三十一日在香港完成收購若干商業樓宇。該等投資物業已出租且預期該等新物業將為本集團帶來新的收入流並於本年度下半年產生穩定的租金收入。

## 前景

於回顧期間，本集團致力於發展其於澳洲的酒店業務及收購位於廣受歡迎的葡萄酒及旅遊勝地澳洲維多利亞州 Yarra Valley 腹地的「Balgownie Estates 度假村」。除 Balgownie Estates 度假村外，本集團現持有位於澳洲維多利亞州 Lancefield 及 Hepburn Springs 的兩個農場。本集團正考慮對該等物業的酒店及度假村設施進行改善並建造更多的客房及新設施，以增加該等物業的吸引力及容納量，從而為本集團帶來更多的收益及進一步擴張本集團於澳洲的酒店業務。

展望未來，本集團將尋求擴張其現有業務及多元化投資的一切潛在機會。儘管全球經濟於本年度上半年充滿不確定因素，本集團將繼續審慎管理其核心業務，以實現其業務策略及最大化股東之回報。

## 財務資源及流動資金

本集團流動資金及財務狀況維持穩健。於二零一六年六月三十日，本集團之總資產約為1,750,339,000港元（二零一五年十二月三十一日：1,292,294,000港元），包括現金及銀行結餘約49,558,000港元（二零一五年十二月三十一日：78,587,000港元），當中約80%（二零一五年十二月三十一日：85%）以港元計值。本集團之流動資產淨值約為625,652,000港元（二零一五年十二月三十一日：293,910,000港元），而本集團之流動比率（即流動資產相對流動負債之比率）約為2.74倍（二零一五年十二月三十一日：1.68倍）。

於二零一六年六月三十日，本集團擁有借貸總額約243,427,000港元（二零一五年十二月三十一日：153,998,000港元），乃按年利率介乎4.37%至8.5%（二零一五年十二月三十一日：年利率介乎8.25%至9%）計息，並須於一年至三年（二零一五年十二月三十一日：一年）內償還及主要以港元及澳元計值（二零一五年十二月三十一日：以港元計值）。本集團之資產負債比率（按總負債除以總資產計算）為0.26倍（二零一五年十二月三十一日：0.34倍）。

## CAPITAL STRUCTURE

As at 30 June 2016, the Group had shareholders' equity of approximately HK\$1,241,673,000 (31 December 2015: HK\$819,690,000).

### Rights issue

On 14 January 2016, the Company proposed rights issue (the "**Rights Issue**") of 3,420,670,215 rights shares at the subscription price of HK\$0.155 per rights share on the basis of five rights shares for every one share of the Company (the "**Share**") held on the record date (i.e. 10 March 2016). The subscription price represented: (i) a discount of approximately 45.61% to the closing price of HK\$0.285 per Share as quoted on the Stock Exchange on 14 January 2016 (the "**Last Trading Day**"); (ii) a discount of approximately 38.49% to the closing price of approximately HK\$0.252 per Share for the five consecutive trading days preceding the Last Trading Day; (iii) a discount of approximately 44.44% to the average closing price of approximately HK\$0.279 per Share for the ten consecutive trading days preceding the Last Trading Day; (iv) a discount of approximately 12.43% to the theoretical ex-rights price of approximately HK\$0.177 per Share based on the closing price of HK\$0.285 per share as quoted on the Stock Exchange on the Last Trading Day; and (v) a discount of approximately 4.91% to the closing price of HK\$0.163 per Share quoted on the Stock Exchange on 3 February 2016. Completion of the Rights Issue took place on 11 April 2016. Further details of the Rights Issue are set out in the circular of the Company dated 11 February 2016 and the prospectus of the Company dated 11 March 2016.

The entire net proceeds from the Rights Issue were approximately HK\$515 million and had been applied, as to (i) approximately HK\$156,750,000 for funding the repayment of 9% per annum note in the aggregate principal amount of HK\$150,000,000 and the interests accrued thereon on 13 October 2015; (ii) approximately HK\$196,000,000 for funding the repayment of the borrowings of the Group, (iii) approximately HK\$50,000,000 for funding the further development of the Group's business in Australia; (iv) approximately HK\$66,000,000 for funding the proposed acquisition of certain properties in Yuen Long, Hong Kong by the Group; and (v) the remaining balance, as to approximately HK\$10,000,000, for funding the money lending business of the Company, and the rest of such balance for funding the securities investment of the Group.

## 資本架構

於二零一六年六月三十日，本集團擁有股東權益約1,241,673,000港元（二零一五年十二月三十一日：819,690,000港元）。

### 供股

於二零一六年一月十四日，本公司建議按於記錄日期（即二零一六年三月十日）每持有一股本公司股份（「**股份**」）獲發五股供股股份之基準，按每股供股股份0.155港元之認購價進行供股，以發行3,420,670,215股供股股份（「**供股**」）。認購價較：(i) 股份於二零一六年一月十四日（「**最後交易日**」）在聯交所所報之收市價每股股份0.285港元折讓約45.61%；(ii) 股份於最後交易日前五個連續交易日之收市價每股股份約0.252港元折讓約38.49%；(iii) 股份於最後交易日前十個連續交易日之平均收市價每股股份約0.279港元折讓約44.44%；(iv) 按股份於最後交易日在聯交所所報之收市價每股0.285港元計算之理論除權價每股股份約0.177港元折讓約12.43%；及(v) 股份於二零一六年二月三日在聯交所所報之收市價每股股份0.163港元折讓約4.91%。供股完成已於二零一六年四月十一日落實。有關供股之進一步詳情載於本公司日期為二零一六年二月十一日之通函及本公司日期為二零一六年三月十一日之供股章程。

供股所得款項淨額合共約為515,000,000港元，並已用作：(i) 約156,750,000港元撥付償還於二零一五年十月十三日之本金總額為150,000,000港元之每年9%票據及其應計利息；(ii) 約196,000,000港元撥付償還本集團借貸；(iii) 約50,000,000港元撥付本集團於澳洲業務之進一步發展；(iv) 約66,000,000港元撥付本集團建議收購於香港元朗之若干物業；及(v) 結餘約10,000,000港元撥付本集團之放貸業務，及有關結餘剩餘部分撥付本集團之證券投資。

## FOREIGN EXCHANGE

During the six months ended 30 June 2016, the Group mainly generated revenue and incurred costs in Hong Kong dollars, Renminbi and Australian dollars. The Group did not invest in any derivative product for hedging during the period under review. Nevertheless, the Group will keep monitoring the foreign currency risk and when there are uncertainties or material fluctuations in foreign exchange rates, the Group will consider to use appropriate hedging instruments including futures and forward contracts in managing the Group's exposure arising from the fluctuations in foreign exchange rates.

## CHARGE ON THE GROUP'S ASSETS

As at 30 June 2016, certain borrowing facilities of the Group were secured by land and building of approximately HK\$190,539,000, available-for-sale investments of approximately HK\$31,749,000 and financial assets at fair value through profit or loss of approximately HK\$518,269,000 (31 December 2015: secured by time deposit of approximately HK\$13,000,000 and financial assets at fair value through profit or loss of approximately HK\$98,011,000).

## CAPITAL COMMITMENTS

As at 30 June 2016, the Group had capital commitments mainly contracted for acquisition of property, plant and equipment of approximately HK\$2,246,000 (31 December 2015: capital commitments mainly contracted for acquiring property, plant and equipment and investment properties of approximately HK\$66,772,000). The Group had sufficient internal resources to finance its capital expenditures.

## CONTINGENT LIABILITIES

As at 30 June 2016, the Group did not have any material contingent liabilities (31 December 2015: Nil).

## EMPLOYEES REMUNERATION POLICIES

As at 30 June 2016, the Group had approximately 1,730 employees (31 December 2015: 1,530). Staff (including executive Directors) salaries, allowances and bonuses totaled approximately HK\$131,637,000 for the period under review (six months ended 30 June 2015: HK\$56,099,000) of which approximately HK\$61,322,000 (six months ended 30 June 2015: Nil) was attributable to EPRO BVI Group acquired in August 2015. The Group continues to maintain and upgrade the capabilities of its workforce by providing them with adequate and regular training.

## 外匯

截至二零一六年六月三十日止六個月，本集團之收入及成本主要以港元、人民幣及澳元計值。本集團於回顧期間並無投資任何衍生工具產品以作對沖。雖然如此，本集團將繼續監察外幣風險，外匯匯率如存有任何不確定性或出現重大波動，本集團將於管理本集團因外匯匯率波動而產生之風險時考慮使用適當對沖工具（包括期貨及遠期合約）。

## 本集團之資產抵押

於二零一六年六月三十日，本集團若干借貸融資已以土地及樓宇約190,539,000港元、可供出售投資約31,749,000港元及按公平值計入損益之金融資產約518,269,000港元作抵押（二零一五年十二月三十一日：以定期存款約13,000,000港元及按公平值計入損益之金融資產約98,011,000港元作抵押）。

## 資本承擔

於二零一六年六月三十日，本集團的資本承擔約為2,246,000港元，主要涉及訂約收購物業、廠房及設備（二零一五年十二月三十一日：資本承擔約為66,772,000港元，主要涉及訂約收購物業、廠房及設備以及投資物業）。本集團擁有足夠內部資源為其資本開支提供資金。

## 或然負債

於二零一六年六月三十日，本集團並無任何重大或然負債（二零一五年十二月三十一日：無）。

## 僱員薪酬政策

於二零一六年六月三十日，本集團僱用約1,730名（二零一五年十二月三十一日：1,530名）僱員。回顧期內之僱員（包括執行董事）之薪金、津貼及花紅總額約為131,637,000港元（截至二零一五年六月三十日止六個月：56,099,000港元），其中約61,322,000港元（截至二零一五年六月三十日止六個月：無）來自於二零一五年八月收購之EPRO BVI集團。本集團通過向員工提供充足及定期培訓，繼續保持及提升員工能力。



Remuneration of employees is determined by reference to industry practices and performance, qualification and experience of individual employee.

The emolument policy of the Directors are decided by the Board, taking into account recommendation of the remuneration committee of the Board, having regard to merit, qualifications and competence of the Directors.

On top of regular remuneration, discretionary bonus and share options may be granted to employees and Directors by reference to the Group's performance as well as individual performance of such employees and/or Directors. Other benefits include contributions to statutory mandatory provident fund scheme and medical scheme to the Group's employees.

The Company adopted the Share Option Scheme on 10 November 2010 and the Board is authorised, at its absolute discretion, to grant options to eligible participants including any employee, contracted celebrity, advisor, consultant, service provider, agent, customer, partner or joint-venture partner of the Group (including any Director, whether executive or non-executive and whether independent or not, of the Group) who is in full-time or part-time employment with the Group at the time when an option is granted to such employee, or any person who, in the sole discretion of the Board, has contributed or may contribute to the Group. Details of share options granted and outstanding during the period under review are set out in the section headed "Share Option Scheme" of this report.

僱員薪酬參照行業慣例以及個別僱員之表現、資歷及經驗而釐定。

董事之薪酬政策由董事會考慮董事會轄下之薪酬委員會的建議釐定，並參照董事之專長、資歷及能力而釐定。

除定期薪酬以外，通過參考本集團及有關僱員及／或董事之個人表現後，本集團亦將支付僱員及董事酌情花紅及授予購股權。其他福利包括為本集團僱員作出法定強制性公積金計劃及醫療計劃供款。

本公司於二零一零年十一月十日採納購股權計劃，董事會獲授權全權酌情向合資格參與人士（包括獲授購股權時為本集團全職或兼職僱員、合約藝人、諮詢人、顧問、服務供應商、代理商、客戶、夥伴或合營夥伴（包括本集團任何董事，不論屬執行或非執行董事及不論其是否獨立董事），或董事會全權酌情認為已對或可能會對本集團作出貢獻之任何人士）授予購股權。於回顧期內已授出及尚未行使購股權之詳情載於本報告「購股權計劃」一節。

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES

As at 30 June 2016, the interests and short positions of the Director and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong) (the "SFO")) as recorded in the register required to be kept under 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of the Company as referred to in Rules 5.48 to 5.67 of the GEM Listing Rules, were as follows:

### (i) Long position in the shares of the Company

Name of Director 董事姓名	Capacity 身份	Number of ordinary shares involved 涉及普通股股份數目	Approximate percentage (Note 1) 概約百分比 (附註1)
Zhang Xiongfeng 張雄峰	Interest through controlled corporation (Note 2) 受控制公司之權益 (附註2)	492,576,510	10.00%

### (ii) Long position in the underlying shares of the Company

Name of Director 董事姓名	Capacity 身份	Number of ordinary shares involved 涉及普通股股份數目	Approximate percentage (Note 1) 概約百分比 (附註1)
Zhang Xiongfeng 張雄峰	Beneficial owner (Note 3) 實益擁有人 (附註3)	68,044,184	1.38%
Zhang Peiao 張培鷺	Beneficial owner (Note 4) 實益擁有人 (附註4)	9,321,042	0.19%

Notes:

- This is based on the total issued Shares as at 30 June 2016, i.e. 4,925,765,108 Shares.
- Being interest in the Shares held by Turbo Pointer Limited, which is beneficially and wholly-owned by Mr. Zhang Xiongfeng. As such, Mr. Zhang Xiongfeng is deemed to be interested in all the 492,576,510 Shares by virtue of the SFO. Mr. Zhang Xiongfeng is also the director of Turbo Pointer Limited.

## 董事及主要行政人員於證券之權益

於二零一六年六月三十日，董事或本公司主要行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中，擁有須根據證券及期貨條例第352條記入該條所述登記冊之任何權益及淡倉；或根據創業板上市規則第5.48至5.67條所指的本公司董事進行交易之規定準則知會本公司及聯交所之權益及淡倉如下：

### (i) 於本公司股份之好倉

Name of Director 董事姓名	Capacity 身份	Number of ordinary shares involved 涉及普通股股份數目	Approximate percentage (Note 1) 概約百分比 (附註1)
Zhang Xiongfeng 張雄峰	Interest through controlled corporation (Note 2) 受控制公司之權益 (附註2)	492,576,510	10.00%

### (ii) 於本公司相關股份之好倉

Name of Director 董事姓名	Capacity 身份	Number of ordinary shares involved 涉及普通股股份數目	Approximate percentage (Note 1) 概約百分比 (附註1)
Zhang Xiongfeng 張雄峰	Beneficial owner (Note 3) 實益擁有人 (附註3)	68,044,184	1.38%
Zhang Peiao 張培鷺	Beneficial owner (Note 4) 實益擁有人 (附註4)	9,321,042	0.19%

附註：

- 此乃根據於二零一六年六月三十日之已發行股份總數（即4,925,765,108股股份）計算。
- 即於陸富有限公司（由張雄峰先生實益全資擁有）持有股份的權益。因此，根據證券及期貨條例，張雄峰先生被視為於全部492,576,510股股份中擁有權益。張雄峰先生亦擔任陸富有限公司之董事。

#### Notes:

- These are 68,044,184 Shares to be issued upon exercise of the unlisted physically settled share options granted to Mr. Zhang Xiongfeng on 19 January 2016 pursuant to the Share Option Scheme with the vesting date of the said options on 31 May 2016 and can be exercised by Mr. Zhang Xiongfeng between 1 June 2016 and 11 November 2020 at the subscription price of HK\$0.161 per Share.
- These are 9,321,042 Shares to be issued upon exercise of the unlisted physically settled share options granted to Mr. Zhang Peiao on 19 January 2016 pursuant to the Share Option Scheme with the vesting date of the said options on 31 May 2016 and can be exercised by Mr. Zhang Peiao between 1 June 2016 and 11 November 2020 at the subscription price of HK\$0.161 per Share.

Save as disclosed above, as at 30 June 2016, none of the Directors or chief executives of the Company had, or was deemed to have, any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of the Company as referred to in Rules 5.48 to 5.67 of the GEM Listing Rules.

## SHARE OPTION SCHEME

Under the terms of the Share Option Scheme, the Board is authorised, at its absolute discretion, to grant options to eligible participants including any employee, contracted celebrity, advisor, consultant, service provider, agent, customer, partner or joint-venture partner of the Group (including any Director, whether executive or non-executive and whether independent or not, of the Group) who is in full-time or part-time employment with the Group at the time when an option is granted to such employee, or any person who, in the sole discretion of the Board, have contributed or may contribute to the Group.

The purpose of the Share Option Scheme is to provide incentives and help the Group in retaining its existing employees and recruiting additional employees and to provide them with a direct interest in attaining the long term business objectives of the Company.

#### 附註：

- 該等68,044,184股股份為根據購股權計劃於二零一六年一月十九日已授予張雄峰先生之購股權（非上市的及以實物方式結算的）獲行使時將予發行之股份，上述購股權之歸屬日期為二零一六年五月三十一日，及可由張雄峰先生於二零一六年六月一日至二零二零年十一月十一日期間按認購價每股股份0.161港元行使。
- 該等9,321,042股股份為根據購股權計劃於二零一六年一月十九日授予張培鵬先生之購股權（非上市的及以實物方式結算的）獲行使時將予發行之股份，上述購股權之歸屬日期為二零一六年五月三十一日，及可由張培鵬先生於二零一六年六月一日至二零二零年十一月十一日期間按認購價每股股份0.161港元行使。

除上文所披露者外，於二零一六年六月三十日，概無董事或本公司主要行政人員於本公司或其任何相聯法團（按證券及期貨條例第XV部之涵義）之股份、相關股份及債券中，擁有或被視為擁有須根據證券及期貨條例第352條記入該條所述登記冊之任何權益或淡倉；或根據創業板上市規則第5.48至5.67條所指的本公司董事進行交易之規定準則知會本公司及聯交所之權益或淡倉。

## 購股權計劃

根據購股權計劃之條款，董事會獲授權全權酌情向合資格參與人士（包括獲授購股權時為本集團全職或兼職僱員、合約藝人、諮詢人、顧問、服務供應商、代理商、客戶、夥伴或合營夥伴（包括本集團任何董事，不論屬執行或非執行董事及不論其是否獨立董事），或董事會全權酌情認為已對或可能會對本集團作出貢獻之任何人士）授出購股權。

購股權計劃之目的旨在提供獎勵及協助本集團留聘其現有僱員以及聘請其他僱員，並為彼等提供直接利益，以達成本公司長遠業務目標。

Details of the share options under the Share Option Scheme during the period under review and outstanding as at 30 June 2016 are as follows:

根據購股權計劃於回顧期內授出及於二零一六年六月三十日尚未行使之購股權詳情載列如下：

Grantees	Date of grant	Vesting date	Adjusted exercise price per Share after completion of the Rights Issue and Bonus Issue (Note 1) 於完成供股及紅股發行後之經調整每股股份行使價(附註1)	Exercisable period	Outstanding as at 1 January 2016 於二零一六年一月一日尚未行使	Cancelled during the period 於期內註銷	Granted during the period (Note 2) 於期內授出(附註2)	Adjustments due to the Rights Issue and Bonus Issue (Note 1) 因供股及紅股發行作出之調整(附註1)	Lapsed during the period 於期內失效	Outstanding as at 30 June 2016 於二零一六年六月三十日尚未行使
承授人	授出日期	歸屬日期	每股份行使價(附註1)	行使期						
Director 董事	19 June 2014 二零一四年六月十九日	31 December 2015 二零一五年十二月三十一日	HK\$0.973港元	1 January 2016 – 30 June 2016 二零一六年一月一日至二零一六年六月三十日	5,716,357	(5,716,357)	-	-	-	-
- Zhang Xiongfeng - 張雄峰	22 June 2015 二零一五年六月二十二日	30 June 2016 二零一六年六月三十日	HK\$1.466港元	1 July 2016 – 31 December 2016 二零一六年七月一日至二零一六年十二月三十一日	22,674,671	(22,674,671)	-	-	-	-
	19 January 2016 二零一六年一月十九日	31 May 2016 二零一六年五月三十一日	HK\$0.161港元	1 June 2016 – 11 November 2020 二零一六年六月一日至二零二零年十一月十一日	-	-	47,293,536 (Note 3) (附註3)	20,750,648	-	68,044,184
Director 董事	19 June 2014 二零一四年六月十九日	31 December 2015 二零一五年十二月三十一日	HK\$0.973港元	1 January 2016 – 30 June 2016 二零一六年一月一日至二零一六年六月三十日	3,810,904	(3,810,904)	-	-	-	-
- Zhang Peiao - 張培鷺	22 June 2015 二零一五年六月二十二日	30 June 2016 二零一六年六月三十日	HK\$1.466港元	1 July 2016 – 31 December 2016 二零一六年七月一日至二零一六年十二月三十一日	2,667,608	(2,667,608)	-	-	-	-
	19 January 2016 二零一六年一月十九日	31 May 2016 二零一六年五月三十一日	HK\$0.161港元	1 June 2016 – 11 November 2020 二零一六年六月一日至二零二零年十一月十一日	-	-	6,478,512 (Note 3) (附註3)	2,842,530	-	9,321,042
Employee 僱員	19 June 2014 二零一四年六月十九日	31 December 2015 二零一五年十二月三十一日	HK\$0.973港元	1 January 2016 – 30 June 2016 二零一六年一月一日至二零一六年六月三十日	1,905,455	-	-	835,270	(2,740,725)	-
	22 June 2015 二零一五年六月二十二日	30 June 2016 二零一六年六月三十日	HK\$1.466港元	1 July 2016 – 31 December 2016 二零一六年七月一日至二零一六年十二月三十一日	1,333,805	-	-	585,055	-	1,918,860
	19 January 2016 二零一六年一月十九日	31 May 2016 二零一六年五月三十一日	HK\$0.161港元	1 June 2016 – 11 November 2020 二零一六年六月一日至二零二零年十一月十一日	-	-	3,239,256	1,421,266	-	4,660,522
Others 其他	19 June 2014 二零一四年六月十九日	31 December 2015 二零一五年十二月三十一日	HK\$0.973港元	1 January 2016 – 30 June 2016 二零一六年一月一日至二零一六年六月三十日	7,621,808	-	-	3,341,064	(10,962,872)	-
					45,730,608	(34,869,540)	57,011,304	29,775,833	(13,703,597)	83,944,608

No share options were exercised during the six months ended 30 June 2016.

Notes:

1. The exercise price of the outstanding share options of the Company (the “**Outstanding Options**”) granted and the total number of the Shares comprised in the Outstanding Options which may be allotted and issued upon exercise of all such Outstanding Options have been adjusted as a result of the Rights Issue and the Bonus Issue, details of which are set out in the Company’s announcements dated 8 April 2016 and 27 May 2016 respectively.
2. The closing price of the Shares immediately before the date on which the share options were granted was HK\$0.184 per Share.
3. On 19 January 2016, share options entitling the holders thereof to subscribe for an aggregate of 47,293,536 Shares (the “**ZX Options**”) and 6,478,512 Shares (the “**ZP Options**”) were conditionally granted to Mr. Zhang Xiongfeng and Mr. Zhang Peiao respectively. As the total number of Shares to be issued upon the exercise of each of (1) the ZX Options; and (2) the ZP Options, aggregated with the share options granted to Mr. Zhang Peiao under the Share Option Scheme on 22 June 2015 to subscribe for 2,667,608 Shares, would exceed the maximum entitlement of each eligible participant under the Share Option Scheme stipulated in the Note to Rule 23.03(4) of the GEM Listing Rules (i.e. the aggregate number of Shares issued and to be issued upon exercise of the share options granted (including exercised and outstanding options) in the 12-month period shall not exceed 1% of the Shares in issue), the grant of each of the ZX Options and the ZP Options have been approved by the Shareholders at the annual general meeting held on 9 May 2016 in accordance with the Note to Rule 23.03(4) of the GEM Listing Rules, at which Mr. Zhang Xiongfeng and Mr. Zhang Peiao and their close associates abstained from voting. Further details of the grant of each of the ZX Options and the ZP Options are set out in the Company’s circular dated 5 April 2016 and the Company’s announcement dated 9 May 2016.

於截至二零一六年六月三十日止六個月概無購股權獲行使。

附註：

1. 由於供股及發行紅股，已授出的本公司尚未行使購股權（「尚未行使購股權」）的行使價及尚未行使購股權所包含且將於有關尚未行使購股權全部獲行使後可予配發及發行的股份總數已作出調整，有關詳情分別載於本公司日期為二零一六年四月八日及二零一六年五月二十七日之公佈內。
2. 緊接授出購股權日期前之股份收市價為每股股份0.184港元。
3. 於二零一六年一月十九日，賦予其持有人權利認購合共47,293,536股股份的購股權（「ZX購股權」）及賦予其持有人權利認購6,478,512股股份之購股權（「ZP購股權」）已有條件分別授予張雄峰先生及張培鷺先生。由於因(1)ZX購股權；及(2)ZP購股權（與於二零一五年六月二十二日根據購股權計劃授予張培鷺先生以認購2,667,608股股份之購股權合併計算）各自獲行使而將予發行的股份總數將超過創業板上市規則第23.03(4)條之附註所規定根據購股權計劃授予各合資格參與人之最高配額（即於十二個月期間內因授出購股權（包括已行使及未行使購股權）獲行使而發行及將予發行的股份總數不得超過已發行股份1%），ZX購股權及ZP購股權各自之授出已根據創業板上市規則第23.03(4)條之附註獲股東於二零一六年五月九日舉行的股東週年大會上批准，而張雄峰先生及張培鷺先生及其緊密聯繫人已於會上放棄投票表決。有關ZX購股權及ZP購股權各自授出之進一步詳情載於日期為二零一六年四月五日之本公司通函以及日期為二零一六年五月九日之本公司公佈內。

## SUBSTANTIAL SHAREHOLDER'S AND OTHER PERSONS' INTEREST

As at 30 June 2016, the following persons (other than Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

### (i) Substantial shareholders – long position in the shares of the Company

Name of Shareholder 股東名稱	Capacity 身份	Number of ordinary shares 普通股股份數目	Approximate percentage (Note 1) 概約百分比 (附註1)
Turbo Pointer Limited 陞富有限公司	Beneficial owner (Note 2) 實益擁有人 (附註2)	492,576,510	10.00%
Fastek Investments Limited ("Fastek") Fastek Investments Limited ("Fastek")	Beneficial owner (Note 3) 實益擁有人 (附註3)	929,995,680	18.88%
Rosy Lane Investments Limited ("Rosy Lane") 域冠投資有限公司 ("域冠")	Interest of controlled corporation (Note 3) 受控制公司之權益 (附註3)	929,995,680	18.88%
Hong Kong Education (Int'l) Investments Limited ("HK EDU INTL") 香港教育(國際)投資集團有限公司 ("香港教育(國際)")	Interest of controlled corporations (Note 3) 受控制公司之權益 (附註3)	929,995,680	18.88%

### (ii) Other person – long position in the shares of the Company

Name of Shareholder 股東名稱	Capacity 身份	Number of ordinary shares 普通股股份數目	Approximate percentage (Note 1) 概約百分比 (附註1)
China New Economy Fund Limited 中國新經濟投資有限公司	Beneficial owner 實益擁有人	289,800,000	5.88%

## 主要股東及其他人士之權益

於二零一六年六月三十日，下列人士（本公司董事或主要行政人員除外）於本公司股份或相關股份中擁有或被視為擁有記錄於本公司根據證券及期貨條例第336條規定須存置之登記冊之權益或淡倉：

### (i) 主要股東 – 於本公司股份之好倉

### (ii) 其他人士 – 於本公司股份之好倉

#### Notes:

1. This is based on the total issued Shares as at 30 June 2016, i.e. 4,925,765,108 Shares.
2. Being interest in Shares held by Turbo Pointer Limited, which is wholly and beneficially owned by Mr. Zhang Xiongfeng. As such, Mr. Zhang Xiongfeng is deemed to be interested in all the 492,576,510 Shares held by Turbo Pointer Limited by virtue of the SFO. Mr. Zhang Xiongfeng is also the director of Turbo Pointer Limited.
3. Based on the notices of disclosure of interests of Fastek, Rosy Lane and HK EDU INTL filed with the Stock Exchange all dated 30 May 2016, such Shares were held by Fastek, which is wholly-owned by Rosy Lane, which is in turn wholly-owned by HK EDU INTL. As such, each of Rosy Lane and HK EDU INTL is deemed to be interested in the Shares held by Fastek by virtue of the SFO.

Save as disclosed above, as at 30 June 2016, there were no shareholders of the Company or other persons (other than Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company, which would fall to be disclosed to the Company recorded in the register required to be kept under Section 336 of the SFO.

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

There were no purchase, sale or redemption by the Company, or any of its subsidiaries, of the Company's listed securities during the six months ended 30 June 2016.

## COMPETING INTERESTS

None of the Directors nor their respective close associates had an interest in a businesses, apart from the businesses of the Group, which compete or may compete either directly and indirectly, with the businesses of the Group during the period under review.

#### 附註：

1. 此乃根據於二零一六年六月三十日之已發行股份總數（即4,925,765,108股股份）計算得出。
2. 即於陞富有限公司（由張雄峰先生實益全資擁有）持有股份的權益。因此，根據證券及期貨條例，張雄峰先生被視為於陞富有限公司持有的全部492,576,510股股份中擁有權益。張雄峰先生亦擔任陞富有限公司之董事。
3. 根據Fastek、域冠及香港教育（國際）於二零一六年五月三十日向聯交所遞交之權益披露通知，該等股份由Fastek持有，Fastek由域冠全資擁有，而域冠則由香港教育（國際）全資擁有。因此，根據證券及期貨條例，域冠及香港教育（國際）均被視為於Fastek持有之股份中擁有權益。

除上文所披露者外，於二零一六年六月三十日，概無本公司股東或其他人士（本公司董事或主要行政人員除外）於本公司股份或相關股份中擁有按根據證券及期貨條例第336條規定須予存置的登記冊所載須向本公司披露之權益或淡倉。

## 購買、出售或贖回本公司之上市證券

截至二零一六年六月三十日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

## 競爭權益

於回顧期間，概無董事或其各自之緊密聯繫人於本集團業務以外之業務擁有權益，而該業務與本集團之業務構成或可能構成直接或間接競爭。

## CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the six months ended 30 June 2016, the Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiry of all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding Directors' securities transactions during the period under review.

## CODE ON CORPORATE GOVERNANCE PRACTICES

The Company is committed to achieving and upholding good corporate governance practices that promote greater transparency and quality of disclosure as well as more effective internal control.

Pursuant to code provision A.4.2 of the Corporate Governance Code contained in Appendix 15 of the GEM Listing Rules (the "**Code Provisions**"), all Directors appointed to fill a casual vacancy should be subject to election by the Shareholders at the first general meeting after appointment. Ms. Lin Ting, an independent non-executive Director (the "**INED**") appointed on 7 December 2015, did not retire from office and was not subject to re-election by the Shareholders at the first special general meeting of the Company after her appointment held on 29 February 2016, due to inadvertent oversight. Save as disclosed above, the Company has complied with the Code Provisions during the six months ended 30 June 2016.

## NON-COMPLIANCE WITH RULES 5.05(1) AND 5.28 OF THE GEM LISTING RULES

Mr. Wong Ching Yip, who was an INED and a member of each of the audit committee (the "**Audit Committee**"), the remuneration committee (the "**Remuneration Committee**") and the nomination committee (the "**Nomination Committee**") of the Company, passed away on 28 June 2016. As a result, the Company had only two INEDs and two members in the Audit Committee during the period from 28 June 2016 to 31 July 2016, the numbers of which fell below the respective minimum numbers required under Rules 5.05(1) and 5.28 of the GEM Listing Rules. Following the appointment of Mr. Wang Zhiwei as an INED and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee on 1 August 2016, the Company complied with Rules 5.05(1) and 5.28 of the GEM Listing Rules.

## 有關董事進行證券交易的操守守則

於截至二零一六年六月三十日止六個月，本公司已採納有關董事進行證券交易的操守守則，其條款不遜於創業板上市規則第5.48至5.67條所載的買賣標準規定。於回顧期間，本公司亦已向所有董事作出具體查詢，而據本公司所知，就董事進行的證券交易而言，並無任何有關該買賣標準規定及其操守守則的違規事項。

## 企業管治常規守則

本公司致力達致及確保良好的企業管治常規，藉以提升更大透明度及披露質素以及更有效的內部監控。

根據創業板上市規則附錄15所載企業管治守則之守則條文第A.4.2條（「**守則條文**」），所有獲委任以填補臨時空缺的董事，均須於獲委任後首屆股東大會獲股東選舉。由於無意之疏忽，於二零一五年十二月七日獲委任之獨立非執行董事（「**獨立非執行董事**」）林靈女士並無退任，且並無於其獲委任後於二零一六年二月二十九日舉行的本公司首屆股東特別大會上獲股東重選。除上文所披露者外，截至二零一六年六月三十日止六個月，本公司一直遵守守則條文。

## 未遵守創業板上市規則第5.05(1)條及5.28條

本公司獨立非執行董事兼審核委員會（「**審核委員會**」）、薪酬委員會（「**薪酬委員會**」）及提名委員會（「**提名委員會**」）各自之成員王正曄先生於二零一六年六月二十八日離世。因此，於二零一六年六月二十八日至二零一六年七月三十一日止期間，本公司僅有兩名獨立非執行董事且審核委員會僅包括兩名成員，該數目低於創業板上市規則第5.05(1)條及第5.28條各自規定之最低數目。於二零一六年八月一日委任王志維先生為獨立非執行董事及審核委員會、薪酬委員會及提名委員會各自之成員後，本公司一直遵守創業板上市規則第5.05(1)條及5.28條。



## AUDIT COMMITTEE

The Audit Committee was established with written terms of reference in compliance with the Rules 5.28 and 5.29 of the GEM Listing Rules and Code Provision C.3.3. The Audit Committee must consist of a minimum of three members, all of whom must be non-executive Directors, at least one of whom must have appropriate professional qualification or accounting or related financial management expertise. The primary duties of the Audit Committee are mainly to review the Company's financial information, reporting process, internal control procedures, risk management system, audit plan, relationship with external auditors, and to review arrangements to enable employees of the Group to raise concerns in confidence about possible improprieties in financial reporting, internal control or other matters of the Group. During the period from 1 January 2016 to 17 May 2016, there were three members in the Audit Committee comprising three INEDs, namely Mr. Wong Siu Keung, Joe, Ms. Lin Ting and Mr. Wong Ching Yip. During the period from 18 May 2016 to 21 June 2016, there were four members in the Audit Committee comprising four INEDs, namely Mr. Wong Siu Keung, Joe, Ms. Lin Ting, Mr. Leung Ting Yuk and Mr. Wong Ching Yip. During the period from 22 June 2016 to 27 June 2016, there were three members in the Audit Committee comprising three INEDs, namely Mr. Wong Siu Keung, Joe, Mr. Leung Ting Yuk and Mr. Wong Ching Yip. During the period from 28 June 2016 to 31 July 2016, there were two members in the Audit Committee comprising two INEDs, namely Mr. Wong Siu Keung, Joe and Mr. Leung Ting Yuk. From 1 August 2016 to the date of this report, there are three members in the Audit Committee comprising three INEDs, namely Mr. Wong Siu Keung, Joe, Mr. Leung Ting Yuk and Mr. Wang Zhiwei. Mr. Wong Siu Keung, Joe, was the chairman of the Audit Committee during the period under review and as at the date of this report.

The Group's unaudited condensed consolidated results for the six months ended 30 June 2016 and this report have been reviewed by the Audit Committee, which is of the opinion that the preparation of such results and report complied with the applicable accounting standards, the GEM Listing Rules and that adequate disclosure have been made.

On behalf of the Board  
**Interactive Entertainment China Cultural  
Technology Investments Limited**  
**Zhang Xiongfeng**  
*Chairman*

11 August 2016

*As at the date of this report, the Board comprises (i) three executive Directors, namely Mr. Zhang Xiongfeng, Mr. Zhang Peiao and Mr. Hung Kenneth; and (ii) three independent non-executive Directors, namely Mr. Wong Siu Keung, Joe, Mr. Leung Ting Yuk and Mr. Wang Zhiwei.*

## 審核委員會

審核委員會已告成立，其書面職權範圍符合創業板上市規則第5.28及5.29條以及守則條文第C.3.3條，審核委員會必須最少包括三名成員，而全部成員均須為非執行董事，當中最少一名成員須具備合適專業資格或會計或相關財務管理經驗。審核委員會之主要職務主要為審閱本公司財務資料、申報程序、內部監控程序、風險管理制度、審核計劃、與外聘核數師之關係，以及檢討相關安排，以讓本集團僱員可在保密情況下就本集團財務報告、內部監控或其他方面可能發生之不當行為提出關注意見。於二零一六年一月一日起至二零一六年五月十七日止期間，審核委員會三名成員包括三名獨立非執行董事，即黃兆強先生、林靈女士及王正曄先生。於二零一六年五月十八日起至二零一六年六月二十一日止期間，審核委員會四名成員包括四名獨立非執行董事，即黃兆強先生、林靈女士、梁廷育先生及王正曄先生。於二零一六年六月二十二日起至二零一六年六月二十七日止期間，審核委員會三名成員包括三名獨立非執行董事，即黃兆強先生、梁廷育先生及王正曄先生。於二零一六年六月二十八日起至二零一六年七月三十一日止期間，審核委員會兩名成員包括兩名獨立非執行董事，即黃兆強先生及梁廷育先生。於二零一六年八月一日至本報告日期，審核委員會三名成員包括三名獨立非執行董事，即黃兆強先生、梁廷育先生及王志維先生。於回顧期間及於本報告日期，黃兆強先生為審核委員會主席。

審核委員會已審閱本集團截至二零一六年六月三十日止六個月之未經審核簡明綜合業績及本報告，並認為該等業績及報告乃遵照適用會計準則及創業板上市規則編製，且已作出充分披露。

代表董事會  
**互娛中國文化科技投資有限公司**  
主席  
**張雄峰**

二零一六年八月十一日

於本報告日期，董事會成員包括(i)三名執行董事，即張雄峰先生、張培驚先生及洪君毅先生；及(ii)三名獨立非執行董事，即黃兆強先生、梁廷育先生及王志維先生。

