



# AURUM PACIFIC (CHINA) GROUP LIMITED

## 奧栢中國集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock code: 8148)

(股份代號: 8148)

### ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2016

截至二零一六年十二月三十一日止年度之  
全年業績公佈

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

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

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

#### 香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)的特色

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

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

香港交易及結算所有限公司及香港聯合交易所有限公司對本公告之內容概不負責，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公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。

本公告乃遵照聯交所創業板證券上市規則(「創業板上市規則」)而刊載，旨在提供有關奧栢中國集團有限公司(「本公司」)的資料；本公司的董事(「董事」)願就本公告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信：(1)本公告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分；(2)且並無遺漏任何事項，足以令致本公告或其所載任何陳述產生誤導；及(3)本公告所表達之一切意見乃經審慎周詳考慮後達致，並建基於公平合理之基準及假設為依據。

## GROUP FINANCIAL HIGHLIGHTS

For the year ended 31 December 2016:

- The revenue from continuing operations was approximately HK\$33,938,000 (2015: HK\$18,596,000);
- The loss attributable to owners of the Company was approximately HK\$37,986,000 (2015: HK\$20,131,000);
- Basic loss per share for loss attributable to owners of the Company were HK 5.22 cents (2015: basic loss per share of HK 4.84 cents); and
- The board of Directors do not recommend the payment of any final dividend.

## 集團財務摘要

截至二零一六年十二月三十一日止年度：

- 來自持續經營業務收益約為33,938,000港元(二零一五年：18,596,000港元)；
- 本公司擁有人應佔虧損約為37,986,000港元(二零一五年：20,131,000港元)；
- 本公司擁有人應佔虧損之每股基本虧損為5.22港仙(二零一五年：每股基本虧損為4.84港仙)；及
- 董事會不建議派發任何末期股息。

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 31 December 2016  
(Expressed in Hong Kong dollars)

# 綜合損益表

截至二零一六年十二月三十一日止年度  
(以港元列示)

		Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元 (Re-presented) (重新呈列)
<b>Continuing operations</b>	<b>持續經營業務</b>			
Revenue	收益	5	<b>33,938</b>	18,596
Cost of sales	銷售成本		<b>(7,179)</b>	(6,627)
Gross profit	毛利		<b>26,759</b>	11,969
Other revenue	其他收益	7	<b>613</b>	175
Changes in fair value of:	公平值變動：			
– prepayment option embedded in promissory note issued	– 已發行附帶提前還款權之承兌票據		<b>(107)</b>	–
– consideration payable for business combination	– 業務合併應付代價		<b>(2,632)</b>	(1,345)
– contingent consideration assets for business combination	– 業務合併或然代價資產		<b>(1,393)</b>	–
Administrative expenses	行政開支		<b>(43,556)</b>	(31,309)
Research and development expenses	研發開支		<b>(8,460)</b>	(4,824)
Selling and distribution expenses	銷售及分銷開支		<b>(3,305)</b>	(2,966)
Loss from operations	經營虧損		<b>(32,081)</b>	(28,300)
Finance costs	融資成本	8(a)	<b>(405)</b>	(49)
Loss before taxation	除稅前虧損	8	<b>(32,486)</b>	(28,349)
Income tax credit/(expense)	所得稅抵免/(開支)	9	<b>428</b>	(1,064)
Loss for the year from continuing operations	持續經營業務年度虧損		<b>(32,058)</b>	(29,413)
<b>Discontinued operation</b>	<b>已終止經營業務</b>			
(Loss)/profit for the year from discontinued operation	已終止經營業務之年度(虧損)/溢利	10	<b>(8,237)</b>	3,448
<b>Loss for the year</b>	<b>年度虧損</b>		<b>(40,295)</b>	(25,965)
<b>Attributable to:</b>	<b>以下人士應佔：</b>			
– owners of the Company	– 本公司擁有人		<b>(37,986)</b>	(20,131)
– non-controlling interests	– 非控股權益		<b>(2,309)</b>	(5,834)
			<b>(40,295)</b>	(25,965)
			<b>HK cents</b>	<b>HK cents</b>
			<b>港仙</b>	<b>港仙</b>
				<b>(Restated)</b>
				<b>(經重列)</b>
<b>(Loss)/earnings per share</b>	<b>每股(虧損)/盈利</b>			
From continuing and discontinued operations	持續及已終止經營業務			
– Basic and diluted	– 基本及攤薄	12	<b>(5.22)</b>	(4.84)
From continuing operations	持續經營業務			
– Basic and diluted	– 基本及攤薄	12	<b>(4.29)</b>	(7.07)
From discontinued operation	已終止經營業務			
– Basic and diluted	– 基本及攤薄	12	<b>(0.93)</b>	2.23

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2016  
(Expressed in Hong Kong dollars)

# 綜合損益及其他全面收益表

截至二零一六年十二月三十一日止年度  
(以港元列示)

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
	Notes 附註		
<b>Loss for the year</b>	年度虧損	<b>(40,295)</b>	(25,965)
<b>Other comprehensive (expense)/ income for the year, net of nil tax</b>	其他年度全面(開支)/收入， 經扣除零稅項		
Items that may be classified subsequently to profit or loss:	其後可能分類至損益之項目：		
Exchange differences:	兌換差額：		
– on translation of financial statements of foreign operations	– 換算外國業務財務報表之 兌換差額	<b>(1,089)</b>	(6,951)
– released upon disposal of discontinued operation	– 因出售已終止經營業務之 兌換差額轉撥	<b>7,410</b>	–
– released upon deregistration of a subsidiary	– 因撤銷註冊一家附屬公司之 兌換差額轉撥	<b>(46)</b>	–
	7	<b>(46)</b>	–
<b>Total comprehensive expense for the year</b>	年度全面開支總額	<b>(34,020)</b>	(32,916)
<b>Attributable to:</b>	以下人士應佔：		
– owners of the Company	– 本公司擁有人	<b>(31,679)</b>	(26,478)
– non-controlling interests	– 非控股權益	<b>(2,341)</b>	(6,438)
		<b>(34,020)</b>	(32,916)
<b>Total comprehensive (expense)/income attributable to owners of the Company arises from:</b>	本公司擁有人應佔全面 (開支)/收入總額來自：		
Continuing operations	持續經營業務	<b>(31,273)</b>	(29,427)
Discontinued operation	已終止經營業務	<b>(406)</b>	2,949
		<b>(31,679)</b>	(26,478)

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2016  
(Expressed in Hong Kong dollars)

# 綜合財務狀況報表

於二零一六年十二月三十一日  
(以港元列示)

			2016	2015
		Notes	二零一六年	二零一五年
		附註	HK\$'000	HK\$'000
			千港元	千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備		51,141	6,316
Properties under development	發展中物業		–	2,804
Intangible assets	無形資產	13	67,370	13,065
Goodwill	商譽	14	109,669	90,510
Contingent consideration assets for business combination	業務合併的應付或然代價資產			
		20	17,971	–
Deposits paid for purchase of property, plant and equipment	購置物業、廠房及設備應付按金		3,000	–
Loans receivable	應收貸款	16	5,000	–
Deferred tax assets	遞延稅項資產		4,793	–
			<b>258,944</b>	112,695
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		44	37
Trade and other receivables	應收賬款及其他應收款	15	11,231	9,101
Loans receivable	應收貸款	16	165,320	111,800
Interest receivables	應收利息	17	3,995	1,382
Prepayment option embedded in promissory note issued	已發行承兌票據所附帶的提前還款權	20	837	–
Current tax recoverable	可收回即期稅項		–	79
Cash and cash equivalents	現金及現金等值物		11,500	38,725
			<b>192,927</b>	161,124
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	應付賬款及其他應付款	18	3,269	2,481
Financial assistance from government	政府財政援助		114	325
Deferred income	遞延收入		4,201	3,272
Consideration payable for business combination	業務合併應付代價			
		20	–	9,879
Current tax payable	應付即期稅項		89	1,174
			<b>7,673</b>	17,131
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>185,254</b>	143,993
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>444,198</b>	256,688

			2016	2015
		Notes	二零一六年	二零一五年
		附註	HK\$'000	HK\$'000
			千港元	千港元
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Financial assistance from government	政府財政援助		–	46
Interest-bearing borrowings	付息借款	19	<b>28,000</b>	–
Deferred tax liabilities	遞延稅項負債		<b>11,131</b>	2,707
Consideration payable for business combination	業務合併應付代價	20	<b>106,623</b>	18,368
			<b>145,754</b>	21,121
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>298,444</b>	235,567
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本		<b>36,288</b>	20,160
Reserves	撥備		<b>239,971</b>	210,789
<b>Total equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益總額</b>		<b>276,259</b>	230,949
Non-controlling interests	非控股權益		<b>22,185</b>	4,618
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>298,444</b>	235,567

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2016  
(Expressed in Hong Kong dollars)

# 綜合股東權益變動表

截至二零一六年十二月三十一日止年度  
(以港元列示)

		Attributable to owners of the Company 本公司擁有人應佔						Non-controlling interests	Total	
		Share capital	Share premium	Capital reserve	Capital surplus	Exchange reserve	Accumulated losses	Total	Non-controlling interests	Total
		股本	股份溢價	資本儲備	資本盈餘	兌換撥備	累計虧損	總計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>At 1 January 2015</b>	於二零一五年一月一日	12,000	142,285	2,427	16,699	(103)	(56,396)	116,912	11,056	127,968
Loss for the year	年度虧損	-	-	-	-	-	(20,131)	(20,131)	(5,834)	(25,965)
Exchange differences on translation of financial statements of foreign operations	換算外國業務財務報表之兌換差額	-	-	-	-	(6,347)	-	(6,347)	(604)	(6,951)
Total comprehensive expense for the year, net of nil tax	年度全面開支總額，經扣除零稅項	-	-	-	-	(6,347)	(20,131)	(26,478)	(6,438)	(32,916)
Issue of shares	股份發行	8,160	132,355	-	-	-	-	140,515	-	140,515
		8,160	132,355	-	-	(6,347)	(20,131)	114,037	(6,438)	107,599
<b>At 31 December 2015</b>	於二零一五年十二月三十一日	20,160	274,640	2,427	16,699	(6,450)	(76,527)	230,949	4,618	235,567
<b>At 1 January 2016</b>	於二零一六年一月一日	20,160	274,640	2,427	16,699	(6,450)	(76,527)	230,949	4,618	235,567
Loss for the year	年度虧損	-	-	-	-	-	(37,986)	(37,986)	(2,309)	(40,295)
Exchange differences:	兌換差額：									
- on translation of financial statements of foreign operations	- 換算外國業務財務報表	-	-	-	-	(1,057)	-	(1,057)	(32)	(1,089)
- released upon disposal of discontinued operation	- 因出售已終止經營業務之兌換差額轉撥	-	-	-	-	7,410	-	7,410	-	7,410
- released upon deregistration of a subsidiary	- 因撤銷註冊一家附屬公司之兌換差額轉撥	-	-	-	-	(46)	-	(46)	-	(46)
Total comprehensive (expense)/ income for the year, net of nil tax	其他年度全面(開支)/收入，經扣除零稅項	-	-	-	-	6,307	(37,986)	(31,679)	(2,341)	(34,020)
Issue of shares	股份發行	16,128	60,861	-	-	-	-	76,989	-	76,989
Derecognition of non-controlling interest upon disposal of discontinued operation	於出售已終止經營業務後終止確認非控股股權	-	-	-	-	-	-	-	(3,108)	(3,108)
Non-controlling interest arising on business combination	來自業務合併的非控股權益	-	-	-	-	-	-	-	23,016	23,016
		16,128	60,861	-	-	6,307	(37,986)	45,310	17,567	62,877
<b>At 31 December 2016</b>	於二零一六年十二月三十一日	36,288	335,501	2,427	16,699	(143)	(114,513)	276,259	22,185	298,444

## 1 COMPANY INFORMATION

Aurum Pacific (China) Group Limited (the “Company”) is an exempted company with limited liability incorporated in the Cayman Islands. Its shares are listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Company has its registered office at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, the Cayman Islands. On 5 January 2017, the principal place of business of the Company was changed from 22nd Floor, Hua Fu Commercial Building, 111 Queen’s Road West, Hong Kong to 21st Floor, Henan Building, 90 Jaffe Road, Wanchai, Hong Kong.

The Company acts as an investment holding company.

The consolidated financial statements for the year ended 31 December 2016 comprise the Company and its subsidiaries (together the “Group”).

The consolidated financial statements are presented in thousands of units of Hong Kong dollars (“HK\$’000”) unless otherwise stated. Hong Kong dollars (“HK\$”) is the Company’s functional currency and the Group’s presentation currency.

## 2 SIGNIFICANT ACCOUNTING POLICIES

### (a) Statement of compliance

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “GEM Listing Rules”).

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

A summary of the significant accounting policies adopted by the Group is set out below.

## 1 公司資料

奧栢中國集團有限公司(「本公司」)為於開曼群島註冊成立之獲豁免有限公司，其股份在香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市。本公司之註冊辦事處之地址是Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, the Cayman Islands。於二零一七年一月五日，本公司之主要營業地點從香港皇后大道西111號華富商業大廈22樓改為香港灣仔謝斐道90號豫港大廈21樓。

本公司為投資控股公司。

截至二零一六年十二月三十一日止年度綜合財務報表涵蓋本公司及其附屬公司(統稱為「本集團」)。

除另有註明外，綜合財務報表以千港元(「千港元」)呈報。港元(「港元」)為本公司之功能貨幣及本集團之呈報貨幣。

## 2 主要會計政策

### (a) 遵例聲明

此等綜合財務報表已根據由香港會計師公會(「香港會計師公會」)頒佈的所有適用香港財務報告準則(「香港財務報告準則」)(包括所有適用香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋之統稱)、香港普遍採納的會計原則及香港公司條例之披露規定而編製。該等綜合財務報表亦遵守聯交所創業板證券上市規則(「創業板上市規則」)規定之適用披露條文。

香港會計師公會已頒佈若干首次生效或本集團可於本會計期間提前採用的新訂及經修訂香港財務報告準則。附註3提供有關上述發展的首次應用，與本集團反映於該等綜合財務報表的本會計期間及上一個會計期間有關而導致任何會計政策變動的資料。

本集團的主要會計政策概述如下。



## (b) Basis of preparation of the consolidated financial statements

The measurement basis used in the preparation of the consolidated financial statements is the historical cost basis except that the following assets and liabilities are stated at fair values as explained in the accounting policies set out below:

- Contingent consideration assets or liabilities arising from a business combination; and
- Derivative financial instruments.

## 3 CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued a number of amendments to HKFRSs that are first effective for the current accounting period of the Group. None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

## 4 EXTRACT OF INDEPENDENT AUDITORS' REPORT

### "Opinion

We have audited the consolidated financial statements of Aurum Pacific (China) Group Limited (the "Company") and its subsidiaries (together the "Group") which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2016 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and have been properly prepared in compliance with the disclosure requirements of Hong Kong Companies Ordinance."

## (b) 編製綜合財務報表基準

編製綜合財務報表之計量基準為歷史成本基準，惟以下資產及負債按下列會計政策提述之公平值呈列：

- 業務合併或然代價資產或負債；及
- 衍生金融工具。

## 3 更改會計政策

香港會計師公會已頒布若干香港財務報告準則之修訂，其於本集團之目前會計期間首次生效。概無修訂對本集團之目前或過去期間業績及財務狀況編製及呈列手法有重大影響。

本集團並無採用於當前會計期間尚未生效的新訂準則或詮釋。

## 4 獨立核數師報告書摘要

### 「意見

本核數師已審計奧栢中國集團有限公司（以下簡稱「貴公司」）及其附屬公司（以下統稱「貴集團」）的綜合財務報表，此綜合財務報表包括於二零一六年十二月三十一日的綜合財務狀況報表、截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合股東權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，綜合財務報表已根據香港會計師公會所頒佈的《香港財務報告準則》真實公平地反映貴集團於二零一六年十二月三十一日之財務狀況以及貴集團於截至該日止年度之綜合財務表現及其綜合現金流量，並已根據香港《公司條例》之披露規定妥為編製。」

## 5 REVENUE

Revenue represents the sales value of goods and services supplied to customers from the provision of software platform, interest income earned from the money lending business and income generated from mobile games development, as follows:

		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>		
Provision of software platform	提供軟件平台	19,689	17,214
Interest income from money lending	放債業務所得利息收入	14,138	1,382
Mobile gaming income	手機遊戲收入	111	–
		<b>33,938</b>	<b>18,596</b>

## 6 SEGMENT REPORTING

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker, which are used to make strategic decisions.

The Group has three (2015: two) reportable segments. The segments are managed separately as each business offers different products and services and requires different business strategies. No operating segments identified by the chief operating decision-maker have been aggregated in arriving at the reportable segments of the Group. The following summary describes the operations in each of the Group's reportable segments:

### Continuing operations

- Software platform – developing and marketing of patented server based technology and the provision of communications software platform and software related services.
- Money lending – provision of money lending business through a wholly-owned subsidiary of the Company which is a money lender licensed in Hong Kong under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong).
- Mobile gaming – game publishing, development of mobile game, application, related intellectual property and platform, and provision of related solutions.

### Discontinued operation

- Software platform – the custom-made software development services including urban grid management system, internet marketing of online peer-to-peer (“P2P”) lending system and other projects.

## 5 收益

收益指透過提供軟件平台供應予客戶的貨品及服務的銷售價值、放債業務所得利息收入及來自開發手機遊戲收入如下：

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>持續經營業務</b>		
提供軟件平台	19,689	17,214
放債業務所得利息收入	14,138	1,382
手機遊戲收入	111	–
	<b>33,938</b>	<b>18,596</b>

## 6 分部報告

本集團根據主要營運決策人用作制定決策之審閱報告釐定其營運分部。

本集團有三個(二零一五年：兩個)可報告分部。由於各業務提供不同產品及服務，所需業務策略有所差別，故分部乃個別管理。在設定本集團的可報告分部時，主要營運決策者並無將所識別的營運分部彙合。本集團各可報告分部之業務概述如下：

### 持續經營業務

- 軟件平台 – 開發及營銷專利伺服器為基礎之技術及提供通訊軟件平台及軟件相關服務。
- 放債 – 透過本公司為放債人條例(香港法例第163章)項下之香港持牌放債人的全資附屬公司提供放債服務。
- 手機遊戲 – 遊戲發行、開發手機遊戲、應用程式、相關知識產權及平台並提供相關方案。

### 已終止經營業務

- 軟件平台 – 訂製軟件開發服務，包括城市網絡化管理系統、點對點(「點對點」)借貸系統互聯網營銷及其他項目。

**(a) Business segment****(a) 業務分部**

		2016 二零一六年				
		Continuing operations			Discontinued operation	
		持續經營業務			已終止 經營業務	
		Software platform	Money lending	Mobile gaming	Software platform	Total
		軟件平台	放債	手機遊戲	軟件平台	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue from external customers	來自外界客戶之收益	19,689	14,138	111	521	34,459
Reportable segment (loss)/profit	可報告分部(虧損)/溢利	(4,782)	617	(1,944)	(8,237)	(14,346)
Amortisation of intangible assets	無形資產攤薄	2,006	-	-	585	2,591
Depreciation of property, plant and equipment	物業、廠房及設備折舊	326	42	21	29	418
Write-off of intangible assets	撇銷無形資產	1,097	-	-	-	1,097
Income tax (credit)/expense	所得稅(抵免)/開支	(150)	59	(337)	372	(56)
Reportable segment assets	可報告分部資產	7,527	183,068	72,766	-	263,361
Additions to non-current assets	非流動資產增加	169	1,306	34	11	1,520
Reportable segment liabilities	可報告分部負債	(4,483)	(475)	(12,877)	-	(17,835)

2015  
二零一五年

		Continuing operations			Discontinued operation	Total
		持續經營業務			已終止經營業務	總計
		Software platform	Money lending	Mobile gaming	Software platform	
		軟件平台	放債	手機遊戲	軟件平台	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue from external customers	來自外界客戶之收益	17,214	1,382	-	22,672	41,268
Reportable segment (loss)/profit	可報告分部(虧損)/溢利	(9,775)	151	-	3,448	(6,176)
Amortisation of intangible assets	無形資產攤薄	2,996	-	-	4,721	7,717
Depreciation of property, plant and equipment	物業、廠房及設備折舊	368	-	-	60	428
Impairment of intangible assets	無形資產減值	1,299	-	-	8,000	9,299
Write-off of intangible assets	撇銷無形資產	3,786	-	-	-	3,786
Income tax expense/(credit)	所得稅開支/(抵免)	1,034	30	-	(1,827)	(763)
Reportable segment assets	可報告分部資產	12,070	113,382	-	30,399	155,851
Additions to non-current assets	非流動資產增加	1,956	-	-	2,818	4,774
Reportable segment liabilities	可報告分部負債	(4,425)	(110)	-	(4,291)	(8,826)

**(b) Reconciliation of reportable segment revenue, profit or loss, assets and liabilities****(b) 可報告分部收益、損益、資產及負債之對賬**

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
<b>Revenue from continuing operations</b>	<b>持續經營業務之收益</b>		
Reportable segment revenue	可報告分部收益	<b>34,459</b>	41,268
Segment revenue from discontinued operation	已終止經營業務分部收益	<b>(521)</b>	(22,672)
		<b>33,938</b>	18,596
<b>Loss for the year</b>	<b>年度虧損</b>		
Reportable segment loss from continuing operations	可報告分部內持續經營業務虧損	<b>(6,109)</b>	(9,624)
Segment (loss)/profit from discontinued operation	已終止經營業務之分部(虧損)/溢利	<b>(8,237)</b>	3,448
Unallocated corporate income and expenses	未分配企業收入及開支	<b>(25,949)</b>	(19,789)
		<b>(40,295)</b>	(25,965)
<b>Total assets</b>	<b>資產總值</b>		
Reportable segment assets from continuing operations	可報告分部內持續經營業務之資產	<b>263,361</b>	125,452
Segment assets from discontinued operation	來自已終止經營業務之分部資產	-	30,399
Unallocated corporate assets	未分配企業資產	<b>188,510</b>	117,968
		<b>451,871</b>	273,819
<b>Total liabilities</b>	<b>負債總額</b>		
Reportable segment liabilities from continuing operations	可報告分部內持續經營業務之負債	<b>17,835</b>	4,535
Segment liabilities from discontinued operation	來自已終止經營業務之分部負債	-	4,291
Unallocated corporate liabilities	未分配企業負債	<b>135,592</b>	29,426
		<b>153,427</b>	38,252

The unallocated corporate income and expenses mainly include changes in fair value of consideration payable and contingent consideration assets for business combination, staff costs and legal and professional fees of head office. The unallocated corporate assets and liabilities mainly include goodwill, property, plant and equipment, deposits and prepayments, deposits paid for purchase of property, plant and equipment, contingent consideration assets for business combination, consideration payable for business combination and interest-bearing borrowings. This is the measure reported to the chief operating decision-maker for the purposes of performance assessment and resource allocation.

未分配企業收入及開支主要包括業務合併應付代價公平值變動及或然代價資產、總辦事處員工成本及總辦事處之法律及專業費用。未分配企業資產及負債則主要包括商譽、物業、廠房及設備、按金及預付款項、購置物業、廠房及設備業務已付按金、業務合併或然代價資產、業務合併應付代價及付息借款。此乃就表現評估及資源分配向主要營運決策者之匯報方式。

### (c) Geographical information and major customers

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment, properties under development, intangible assets and goodwill ("specified non-current assets"). The geographical location of the specified non-current assets is based on the physical location of the assets, in case of property, plant and equipment and properties under development, and the location of the operation to which they are allocated, in case of intangible assets and goodwill.

### (c) 地區資料及主要客戶

下表載列有關(i)本集團來自外界客戶之收益及(ii)本集團之物業、廠房及設備、發展中物業、無形資產及商譽(「指定非流動資產」)所在地區之資料。指定非流動資產所在地區按資產實際所在地點(以物業、廠房及設備及發展中物業而言)，以及營運所在地點(以無形資產及商譽而言)劃分。

		Revenue from external customers 來自外界客戶之收益		Specified non-current assets 指定非流動資產	
		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
Hong Kong	香港	33,929	18,428	223,320	31,640
Mainland China	中國內地	530	22,840	8	81,055
		<b>34,459</b>	41,268	<b>223,328</b>	112,695

Revenue from major customers, each of whom accounted for 10% or more of the total revenue, is set out below:

來自主要客戶的收益(各自均佔總收益10%或以上)載列如下:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Customer A	客戶A	N/A 不適用#	7,500
Customer B	客戶B	N/A 不適用#	6,180
Customer C	客戶C	<b>3,511</b>	N/A 不適用#

# The corresponding revenue did not contribute 10% or more of the total revenue.

# 相關收益均不佔總收益10%或以上。

## 7 OTHER REVENUE

		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>		
Bank interest income	銀行利息收入	-	1
Gain on disposal of a subsidiary	出售附屬公司收益	545	-
Other loan interest income	其他貸款利息收入	-	160
Cumulative exchange gain reclassified from equity to profit or loss upon deregistration of a subsidiary	撤銷註冊一家附屬公司後從權益重新分類至損益之累計匯兌收益	46	-
Sundry income	雜項收入	22	14
		<b>613</b>	<b>175</b>

## 8 LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging:

### (a) Finance costs:

		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>		
Interest expense on financial liabilities not at fair value through profit or loss	並非按公平值計量並計入損益之金融負債之利息開支		
- Interest on loans from a third party	- 由第三方貸款之利息	-	49
- Interest on borrowings	- 借款利息	405	-
		<b>405</b>	<b>49</b>

### (b) Staff costs (including directors' remuneration):

		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>		
Salaries, wages and other benefits	薪金、工資及其他福利	24,054	18,571
Contributions to defined contribution retirement plan	固定供款退休計劃供款	1,211	851
		<b>25,265</b>	<b>19,422</b>

## 7 其他收益

		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>		
Bank interest income	銀行利息收入	-	1
Gain on disposal of a subsidiary	出售附屬公司收益	545	-
Other loan interest income	其他貸款利息收入	-	160
Cumulative exchange gain reclassified from equity to profit or loss upon deregistration of a subsidiary	撤銷註冊一家附屬公司後從權益重新分類至損益之累計匯兌收益	46	-
Sundry income	雜項收入	22	14
		<b>613</b>	<b>175</b>

## 8 除稅前虧損

除稅前虧損已扣除下列各項：

### (a) 融資成本：

		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>		
Interest expense on financial liabilities not at fair value through profit or loss	並非按公平值計量並計入損益之金融負債之利息開支		
- Interest on loans from a third party	- 由第三方貸款之利息	-	49
- Interest on borrowings	- 借款利息	405	-
		<b>405</b>	<b>49</b>

### (b) 員工成本(包括董事酬金)：

		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>		
Salaries, wages and other benefits	薪金、工資及其他福利	24,054	18,571
Contributions to defined contribution retirement plan	固定供款退休計劃供款	1,211	851
		<b>25,265</b>	<b>19,422</b>

**(c) Other items:****(c) 其他項目：**

		<b>2016</b>	2015
		二零一六年	二零一五年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
<b>Continuing operations</b>	<b>持續經營業務</b>		
Auditor's remuneration	核數師酬金	<b>690</b>	562
Amortisation of intangible assets	無形資產攤銷	<b>2,006</b>	2,996
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>3,283</b>	696
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	<b>2,225</b>	258
Impairment losses on	減值虧損		
– goodwill	– 商譽	<b>1,430</b>	–
– intangible assets	– 無形資產	–	1,299
– property, plant and equipment	– 物業、廠房及設備	–	214
Operating lease charges:	經營租約安排：		
– minimum lease payments	– 最低租約款項		
– property rentals	– 物業租金	<b>4,865</b>	1,690
Write-off of intangible assets	撇銷無形資產	<b>1,097</b>	3,786

**9 INCOME TAX RELATING TO CONTINUING OPERATIONS****9 持續經營業務相關所得稅**

**Taxation in the consolidated statement of profit or loss represents:**

綜合損益表之稅項指：

		<b>2016</b>	2015
		二零一六年	二零一五年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
<b>Current tax – Hong Kong</b>	<b>即期稅項 – 香港</b>		
Provision for the year	本年度撥備	<b>59</b>	201
Over-provision in respect of prior years	以往年度過度撥備	<b>(26)</b>	–
		<b>33</b>	201
<b>Deferred tax (credit)/expense</b>	<b>遞延稅項(抵免)/開支</b>		
Origination and reversal of temporary differences	產生及撥回暫時性差額	<b>(461)</b>	(57)
Write-down of deferred tax assets arising from tax losses	撇銷稅務虧損產生之遞延稅務資產	–	920
		<b>(461)</b>	863
Actual tax (credit)/expense	實際稅項(抵免)/開支	<b>(428)</b>	1,064



The provision for Hong Kong Profits Tax for 2016 is calculated at 16.5% (2015: 16.5%) of the estimated assessable profits for the year.

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (the "BVI"), the Group is not subject to any income tax in the respective tax jurisdictions.

No provision for Enterprise Income Tax ("EIT") of the People's Republic of China (the "PRC") has been made for 2016 as the subsidiaries incorporated in the PRC have estimated tax losses for the year (2015: HK\$Nil).

二零一六年的香港利得稅撥備以年內估計應課稅溢利按16.5%計算(二零一五年: 16.5%)。

根據開曼群島及英屬處女群島(「英屬處女群島」)的規則及規例, 本集團毋須繳納任何相關司法權區的所得稅。

由於在中華人民共和國(「中國」)註冊成立的附屬公司於本年度估計將錄得稅項虧損, 因此並無於二零一六年就中國企業所得稅(「企業所得稅」)作出撥備(二零一五年: 零港元)。

## 10 (LOSS)/PROFIT FOR THE YEAR FROM DISCONTINUED OPERATION

On 9 March 2016, the Company entered into a conditional sale and purchase agreement to dispose of the entire interest in Native Hope Limited and its subsidiaries (together, "NH Group"), which is principally engaged in the provision of software platform including urban grid management system, internet marketing and other projects. The disposal was completed on 30 June 2016, on which date control of the operations passed to the acquirer.

The results and cash flows from the discontinued operation included in the (loss)/profit for the period/year are set out below:

## 10 已終止經營業務之年度(虧損)/溢利

二零一六年三月九日, 本公司訂立有關出售然望有限公司及其附屬公司(統稱為「然望集團」)所有權益之有條件買賣協議。然望集團主要從事提供軟件平台, 包括城市網絡化管理、互聯網營銷及其他項目。該項出售已於二零一六年六月三十日完成。同日, 經營控制亦已轉移至收購方。

已終止經營業務業績及現金流量(計入期間/年度(虧損)/溢利)載列如下:

		<b>1.1.2016 to 30.6.2016</b>	1.1.2015 to 31.12.2015
		二零一六年 一月一日至 二零一六年 六月三十日	二零一五年 一月一日至 二零一五年 十二月三十一日
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
<b>(Loss)/profit for the period/year from discontinued operation</b>	<b>期間/年度已終止經營業務(虧損)/溢利</b>		
Revenue	收益	<b>521</b>	22,672
Other revenue	其他收益	<b>8</b>	83
Expenses	開支	<b>(4,527)</b>	(21,134)
(Loss)/profit before taxation	除稅前(虧損)/溢利	<b>(3,998)</b>	1,621
Income tax (expense)/credit	所得稅(開支)/抵免	<b>(372)</b>	1,827
(Loss)/profit from operating activities, net of tax	經營活動(虧損)/溢利, 經扣除稅項	<b>(4,370)</b>	3,448
Loss on disposal of discontinued operation, net of nil tax	出售已終止經營業務虧損, 經扣除零稅項	<b>(3,867)</b>	-
(Loss)/profit for the period/year from discontinued operation	期間/年度已終止經營業務(虧損)/溢利	<b>(8,237)</b>	3,448

		<b>1.1.2016 to 30.6.2016</b>	1.1.2015 to 31.12.2015
		二零一六年 一月一日至 二零一六年 六月三十日	二零一五年 一月一日至 二零一五年 十二月三十一日
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
<b>Attributable to:</b>	<b>以下人士應佔：</b>		
– owners of the Company	– 本公司擁有人	<b>(6,759)</b>	9,282
– non-controlling interests	– 非控股權益	<b>(1,478)</b>	(5,834)
		<b>(8,237)</b>	3,448
<b>Cash flows from discontinued operation</b>	<b>已終止經營業務現金流量</b>		
Operating activities	經營活動	<b>(8,701)</b>	15,728
Investing activities	投資活動	<b>(10)</b>	(1,522)
Financing activities	融資活動	-	-
Effect of foreign exchange rate changes on cash and cash equivalents	匯率變動對現金及現金等值物之影響	<b>(44)</b>	(266)
Net cash (outflow)/inflow for the period/year	期間／年度現金(流出)／流入淨額	<b>(8,755)</b>	13,940

## 11 DIVIDENDS

The directors do not recommend the payment of any dividend for the year ended 31 December 2016 (2015: HK\$Nil).

## 11 股息

董事不建議就截至二零一六年十二月三十一日止年度派付任何股息(二零一五年：零港元)。

## 12 (LOSS)/EARNINGS PER SHARE

### (a) Basic (loss)/earnings per share

#### (i) From continuing and discontinued operations

The calculation is based on the loss for the year attributable to owners of the Company of HK\$37,986,000 (2015: HK\$20,131,000) and the weighted average number of ordinary shares of 728,200,607 (2015(restated): 415,733,469) in issue during the year.

#### (ii) From continuing operations

The calculation is based on loss for the year from continuing operations attributable to owners of the Company of HK\$31,227,000 (2015: HK\$29,413,000) and the weighted average number of ordinary shares of 728,200,607 (2015(restated): 415,733,469) in issue during the year.

#### (iii) From discontinued operation

The calculation is based on loss for the year from the discontinued operation attributable to owners of the Company of HK\$6,759,000 (2015: profit of HK\$9,282,000) and the weighted average number of ordinary shares of 728,200,607 (2015(restated): 415,733,469) in issue during the year.

The weighted average number of ordinary shares for 2015 above has been adjusted retrospectively for the share consolidation and open offer which were completed on 22 February 2016 and 17 May 2016 respectively.

### (b) Diluted (loss)/earnings per share

The diluted (loss)/earnings per share for the years ended 31 December 2016 and 2015 is the same as the basic (loss)/earnings per share as there were no potential dilutive ordinary shares in issue.

## 12 每股(虧損)/盈利

### (a) 每股基本(虧損)/盈利

#### (i) 來自持續及已終止經營業務

每股基本虧損乃按本公司擁有人應佔年度虧損37,986,000港元(二零一五年: 20,131,000港元)及年內已發行普通股之加權平均數728,200,607股(二零一五年(重列): 415,733,469股)計算。

#### (ii) 來自持續經營業務

每股基本虧損乃按本公司擁有人應佔持續經營業務之年度虧損31,227,000港元(二零一五年: 29,413,000港元)及年內已發行普通股之加權平均數728,200,607股(二零一五年(重列): 415,733,469股)計算。

#### (iii) 來自已終止經營業務

每股基本虧損乃按本公司擁有人應佔已終止經營業務之年度虧損6,759,000港元(二零一五年: 9,282,000港元)及年內已發行普通股之加權平均數728,200,607股(二零一五年(重列): 415,733,469股)計算。

上述二零一五年的普通股股份之加權平均數已就於二零一六年二月二十二日及二零一六年五月十七日完成的股份合併及公開發售作追溯調整。

### (b) 每股攤薄(虧損)/盈利

由於概無任何潛在攤薄已發行普通股，截至二零一六年及二零一五年十二月三十一日止年度的每股攤薄(虧損)/盈利與每股基本(虧損)/盈利相同。

## 13 INTANGIBLE ASSETS

On 30 September 2016, the management realised that certain electronic software previously developed does not fit to the requirements of the customers and does not generate as much revenue as previously expected. As a result, the carrying amount of the electronic software of HK\$1,097,000 was fully written off in "Administrative expenses".

On 1 October 2015, the management abandoned certain electronic software development projects due to the fact that experienced staffs were occupied by these development projects which ultimately and adversely affected the deployments of other projects and deteriorate the profits generated from the ongoing business. As a result, the carrying amount of the development costs of HK\$3,786,000 was fully written off in "Administrative expenses".

As at 31 December 2015, the management realised that certain electronic software previously developed does not fit to the requirements of the customers and does not generate as much revenue as previously expected. The Group assessed the recoverable amount of those electronic software and as a result the carrying amount was written down to their recoverable amount of HK\$1,261,000. An impairment loss of HK\$1,299,000 was recognised in "Administrative expenses". The estimates of recoverable amount were based on the electronic software's value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management. The cash flows are discounted using a pre-tax discount rate of 5%.

As at 31 December 2015, the management noticed that penetration of the provision of the development services of the urban grid management system into the governmental market is not satisfied. The provision of internet marketing of the P2P lending system has also been adversely affected by the enhancing standards of the PRC regulatory requirements over such kind of online financial services, the operating costs and profitability of the business generated by the P2P lending system has been adversely affected. The Group assessed the recoverable amounts of these software systems and as a result the carrying amount was written down to the recoverable amount of HK\$8,896,000 and HK\$464,000 respectively. An impairment loss of HK\$4,298,000 and HK\$3,702,000 respectively was recognised in "Administrative expenses". The estimates of recoverable amount were based on the software systems' value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by the management. The cash flows are discounted using a pre-tax rate of 37.8% and 44.2% respectively.

## 13 無形資產

於二零一六年九月三十日，管理層認為過往開發的若干電子軟件並不符合客戶要求及未能賺取如之前所預期的收益。因此，電子軟件之賬面值1,097,000港元於「行政開支」全數撇銷。

於二零一五年十月一日，由於具經驗員工專注於電子軟件開發項目，以致最終嚴重影響部署其他項目及減少正在進行的業務所產生的溢利，管理層放棄若干該等項目。因此，發展成本之賬面值3,786,000港元於「行政開支」全數撇銷。

於二零一五年十二月三十一日，管理層認為過往開發的若干電子軟件並不符合客戶要求及未能賺取如之前所預期的收益。本集團評估該等電子軟件之可收回金額，因此將其賬面值減至可收回金額1,261,000港元。該1,299,000港元的減值虧損於「行政開支」確認。可收回金額乃基於電子軟件的使用價值計算估計。該等計算乃根據管理層批准之財務預算而作出之現金流量預測所進行。現金流量按稅前貼現率5%貼現。

於二零一五年十二月三十一日，管理層認為城市網絡化管理系統開發服務未能滲透於政府市場。互聯網營銷之點對點借貸系統亦受中國對該等線上金融服務日益提高的監管要求嚴重影響，而點對點借貸系統所產生的經營成本及業務溢利能力亦受到負面影響。本集團評估該等軟件系統之可收回金額，因此將賬面值分別撇減至可收回金額8,896,000港元及464,000港元。該4,298,000港元及3,702,000港元的減值虧損於「行政開支」確認。可收回金額乃基於軟件系統的使用價值計算估計。該等計算乃根據管理層批准之財務預算而作出之現金流量預測所進行。現金流量按稅前貼現率37.8%及44.2%貼現。

## 14 GOODWILL

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At 1 January	於一月一日	90,510	95,783
Arising on acquisition of subsidiaries	收購附屬公司所產生	89,433	–
Impairment loss	減值虧損	(1,430)	–
Disposal of subsidiaries	出售附屬公司	(67,972)	–
Exchange adjustments	外匯調整	(872)	(5,273)
At 31 December	於十二月三十一日	109,669	90,510

## 15 TRADE AND OTHER RECEIVABLES

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Trade receivables	應收賬款	4,814	6,344
Deposits and prepayments	按金及預付款	6,367	2,240
Other receivables	其他應收款	50	517
		11,231	9,101

All of the Group's trade and other receivables, apart from certain deposits of HK\$878,000 (2015: HK\$309,000), are expected to be recovered or recognised as expenses within one year.

### Ageing analysis

As of the end of the reporting period, the ageing analysis of trade receivables, based on the invoice date and net of allowance for doubtful debts, is as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Within 1 month	少於一個月	2,217	2,949
More than 1 but less than 3 months	逾期超過一個月但少於三個月	1,364	1,642
More than 3 but less than 6 months	逾期超過三個月但少於六個月	522	1,108
More than 6 but less than 12 months	逾期超過六個月但少於十二個月	541	532
Over 12 months	十二個月以上	170	113
		4,814	6,344

Trade receivables are normally due on presentation of billing or within 30 days from the date of billing.

## 14 商譽

## 15 應收賬款及其他應收款

除金額為878,000港元(二零一五年: 309,000港元)之若干按金外,本集團所有應收賬款及其他應收款,預期可於一年內收回或確認為支出。

### 賬齡分析

於報告期間結束時,應收賬款根據發票日期及扣除呆壞賬撥備之賬齡分析如下:

應收賬款一般於該賬單或由開單日期起計30日內到期。

## 16 LOANS RECEIVABLE

The Group's loans receivable arise from the money lending business of providing loans in Hong Kong by a wholly-owned subsidiary of the Company. The Group seeks to maintain strict control over its outstanding loans receivable to minimise credit risk. Overdue balances are reviewed regularly by management.

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Secured loans by personal guarantees	個人擔保之抵押貸款	66,000	35,000
Unsecured loans	無抵押貸款	104,320	76,800
		<b>170,320</b>	111,800
Current portion included under current assets	流動資產項下包括的流動部分	<b>(165,320)</b>	(111,800)
Amounts due after 1 year included under non-current assets	非流動資產項下包括的一年後到期的款項	5,000	-

Loans receivable are interest-bearing at rates ranging from 10% to 36% (2015: 10%) per annum and repayable on maturity date under the terms in contractual agreements or on demand in writing by the Group.

### Ageing analysis

Ageing analysis is prepared based on contractual due date:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Neither past due nor impaired	無逾期或減值	152,220	111,800
Less than 1 month past due	逾期少於一個月	6,625	-
1 to 3 months past due	逾期一至三個月	11,475	-
		<b>18,100</b>	-
		<b>170,320</b>	111,800

## 16 應收貸款

本集團的應收貸款由本公司全資附屬公司於香港提供貸款的放債業務所產生。本集團力求對其未償還應收貸款維持嚴格控制，以盡量減少信貸風險。逾期餘額由管理層定期審查。

應收貸款按年利率為介乎10%至36% (2015年：10%)計息，並由本集團於到期日根據合同協議條款或以書面要求償還。

### 賬齡分析

賬齡分析根據合同到期日編製：

## 17 INTEREST RECEIVABLES

The Group's interest receivables arise from the money lending business of providing loans in Hong Kong by a wholly-owned subsidiary of the Company.

Interest receivables, apart from the interest receivables derived from loan balances of HK\$66,000,000 (2015: HK\$35,000,000) which are secured by personal guarantees from the borrowers' guarantors, are unsecured. All of the interest receivables are repayable on maturity date under the terms in contractual agreements or on demand in writing by the Group.

As at 31 December 2016, all of the interest receivables are neither past due nor impaired, and are wholly repayable within one year.

## 18 TRADE AND OTHER PAYABLES

All trade and other payables are expected to be settled or recognised as income within one year or repayable on demand.

## 19 INTEREST-BEARING BORROWINGS

As at 31 December 2016, the interest-bearing borrowings represent a loan of HK\$28,000,000 granted by a finance company to a subsidiary. The loan was secured by the Group's land and buildings with a carrying amount of HK\$47,079,000 and corporate guarantee from the Company. The loan carries an interest rate of the Best Lending Rate from Hongkong and Shanghai Banking Corporation Limited plus 3% per annum and is wholly repayable on or before 28 November 2018. The relevant loan agreement does not contain any repayment on demand clauses.

## 17 應收利息

本集團的應收利息由本公司全資附屬公司於香港提供貸款的放債業務所產生。

除由借款人之擔保人為結餘66,000,000港元(二零一五年：35,000,000港元)作個人擔保之貸款的應收利息外，應收利息為無抵押。所有應收利息於合同協議條款項下規定之到期日或本集團提出書面要求後即時償還。

於二零一六年十二月三十一日，所有應收利息並無逾期或減值，並須於一年內全數償還。

## 18 應付賬款及其他應付款

所有應付賬款其他應付款預期將於一年內清償或確認為收入或按要求償還。

## 19 附息借款

於二零一六年十二月三十一日，附息借款指一間財務公司向一家附屬公司授出之貸款，合共28,000,000港元。該貸款由本集團之土地及樓宇(賬面值為47,079,000港元)及本公司之公司擔保抵押。該貸款按香港上海滙豐銀行有限公司最優惠貸款利率加年利率3%計息，並須於二零一八年十一月二十八日或之前全數償還。相關貸款協議並無載有任何按需求償還款項的條款。

## 20 BUSINESS COMBINATIONS

On 25 October 2016, the Group, through Hyper Venture Limited, a wholly-owned subsidiary (the “FS Purchaser”), acquired 60% equity interest in FS Group from independent third parties (the “FS Vendors”) at a nominal consideration of HK\$150,000,000 (the “FS Consideration”).

Pursuant to the agreement for sale and purchase dated 8 August 2016 entered into between the FS Purchaser, the FS Vendors and the Company (as the “FS Guarantor”) in relation to the FS Acquisition (the “FS Acquisition Agreement”), the FS Consideration shall be paid by the FS Purchaser to the FS Vendors (or its nominee(s)) as to: (i) HK\$40,000,000 in cash as refundable deposit to be paid within one-month after the date of the FS Acquisition Agreement; (ii) HK\$110,000,000 by the issuance of a promissory note at 5% per annum (the “Promissory Note”). The principal and accrued interest thereon are wholly repayable on the date immediate following 2 years after the date of issue of the Promissory Note to the FS Vendors (or their nominees) upon the completion of the FS Acquisition (i.e. 25 October 2016) (the “Completion”). Pursuant to the FS Acquisition Agreement, the principal may be prepaid in full or in part by the FS Purchaser at any time together with interest accrued thereon without penalty by giving no less than 7 business days prior notice in writing to the holders of the Promissory Note (the “Prepayment Option”).

Pursuant to the FS Acquisition Agreement, the FS Vendors guarantee to the FS Purchaser that the audited consolidated net profit after taxation of FS Group for the twelve full months immediately following the Completion (“2017 FS Profit”) shall not be less than HK\$14,200,000 (the “FS Profit Guarantee”). The FS Purchaser shall have the rights to sell the 60% equity interest in First Surplus (the “Sale Shares”) to the FS Vendors at the price equivalent to the FS Consideration, whereupon the FS Vendors shall have the obligation to purchase the Sale Shares at such price in the event that FS Group fails to meet the FS Profit Guarantee (the “Put Option”) within a period of 6 months after the date of approval of the audited consolidated financial statements of FS Group (the “Exercisable Period”).

## 20 業務合併

於二零一六年十月二十五日，本集團透過全資附屬公司Hyper Venture Limited(「FS買方」)，以名義代價150,000,000港元(「FS代價」)從獨立第三方(「FS賣方」)收購FS集團之60%股權。

根據FS買方、FS賣方及本公司(作為「FS擔保人」)就有關FS收購事項訂立日期為二零一六年八月八日之買賣協議(「FS收購協議」)，FS買方將向FS賣方(或其代名人)支付FS代價，包括：(i) 可退回訂金現金40,000,000港元，將於FS收購協議日期起一個月內所支付；(ii) 以110,000,000港元發行年利率5%之承兌票據(「承兌票據」)支付。本金及應計利息將於FS收購事項完成(即二零一六年十月二十五日)(「完成」)後，緊隨向FS賣方(或其代名人)發行承兌票據日期起兩年當日全數償還。根據FS收購協議，FS買方可隨時在不少於七個營業日前，向承兌票據持有人發出書面通知，提早支付全部或部分本金及其應計利息而無須罰款(「提前還款權」)。

根據FS收購協議，FS賣方向FS買方保證FS集團於緊隨完成後十二個完整月之經審核稅後綜合溢利淨額(「二零一七年FS溢利」)將不少於14,200,000港元(「FS溢利保證」)。如FS集團未能於FS集團經審核綜合財務報表獲批准日期起六個月期間(「可行使期間」)達成FS溢利保證，FS買方將有權向FS賣方以相等於FS代價價格出售First Surplus之60%股權(「銷售股份」)，而FS賣方將有責任以該等價格購買其銷售股份(「沽售權」)。



The FS Consideration comprises: (a) cash; (b) the Promissory Note with an embedded Prepayment Option; and (c) the Put Option. The fair value of the FS Consideration at the Completion is as follows:

FS代價包括：(a)現金；(b)已發行附帶提前還款權之承兌票據；及(c)沽售權。FS代價於完成時之公平值載列如下：

		<b>Contractual amount</b>	<b>Fair value</b>
		合約金額	公平值
		HK\$'000	HK\$'000
		千港元	千港元
Consideration settled by cash on 7 September 2016	於二零一六年九月七日以現金支付之代價	40,000	40,000
Consideration payable by Promissory Note issued on 25 October 2016 (note (i))	於二零一六年十月二十五日發行承兌票據之應付代價(附註(i))	110,000	105,744
Prepayment Option embedded in the Promissory Note issued (note (i))	已發行附帶提前還款權之承兌票據(附註(ii))	-	(944)
Contingent consideration assets – Put Option (note (ii))	或然代價資產 – 沽售權(附註(ii))	-	(19,364)
		150,000	125,436

Note:

- (i) The fair value of the consideration payable by Promissory Note is measured as the fair value of the Promissory Note as if the Promissory Note was issued without the Prepayment Option.

The fair value of the Promissory Note as if the Promissory Note was issued without the Prepayment Option is measured by discounting the total contractual undiscounted cash outflows of HK\$121,000,000, being the aggregate of the principal of HK\$110,000,000 and the accrued interest thereon of HK\$11,000,000, at the discount rate of 6.97% as determined by the directors of the Company with reference to valuation carried out by an independent valuer (the "Valuer"), as if it is to be paid on 25 October 2018, being 2 years after the date of issue of the Promissory Note. The discount rate of 6.97% comprises the risk-free rate of 0.46%, a credit spread of 4.56% and a liquidity spread of 1.95%.

The fair value of the Prepayment Option as at 25 October 2016 is determined by the directors of the Company with reference to valuation carried out by the Valuer and is measured based on Binomial Lattice model. The Prepayment Option embedded in the Promissory Note issued and the consideration payable by Promissory Note form part of the Consideration, and are required to be measured at fair value in accordance with HKFRS 3.

- (ii) The fair value of the Put Option is determined by the directors of the Company with reference to valuation carried out by the Valuer, and is calculated by multiplying the value of the Put Option of approximately HK\$48,410,000 and the probability of the Put Option being exercised of 40%.

附註：

- (i) 以承兌票據支付之代價公平值乃根據承兌票據公平值釐定，假設承兌票據並無連同提前還款權發行。

承兌票據公平值(假設承兌票據並無連同提前還款權發行)乃透過以本公司董事參考獨立估值師(「估值師」)所進行之估值而釐定之貼現率6.97%貼現透過合約未貼現現金流出總額121,000,000港元(即本金110,000,000港元及應計利息11,000,000港元總額)計算，並假設該等承兌票據已於二零一八年十月二十五日(即承兌票據發行日期後兩年)獲償還。貼現率6.97%包括無風險利率0.46%、信貸息差4.56%及流動性價差1.95%。

提前還款權於二零一六年十月二十五日之公平值乃本公司董事參考估值師進行估值，並根據二項式點陣法模式釐定。已發行附帶提前還款權之承兌票據及以承兌票據支付的代價構成部分代價，均需根據香港財務報告準則第3號按公平值計算。

- (ii) 沽售權公平值乃本公司董事參考估值師進行估值後釐定，並以沽售權價值約48,410,000港元乘沽售權獲行使機會率40%而計算。

### Value of the Put Option

The value of the Put Option as at 25 October 2016 of HK\$48,410,000 is measured based on Binomial Lattice model, with the principal assumptions as follows:

Market price	HK\$144,800,000 (note (i))
Exercise price	HK\$150,000,000 (note (ii))
Expected volatility	67% (note (iii))
Option life	23 months from 25 October 2016 to 25 September 2018
Vesting period	6 months from 25 March 2018 to 25 September 2018 (note (iv))
Expected dividend	Nil
Risk-free interest rate	0.46% (note (v))

Note:

- (i) The market price represents 60% of the estimated fair value of FS Group as at 25 October 2016, being HK\$241,333,000.
- (ii) The exercise price represents the price that the FS Purchaser could sell the 60% equity interest in First Surplus to the FS Vendors in the event that FS Group fails to meet the FS Profit Guarantee.
- (iii) The expected volatility of the market price of FS Group is determined by reference to the average volatility in stock prices, as obtained from Bloomberg, of several comparable companies.
- (iv) The audited consolidated financial statements of FS Group are assumed to be available in 5 months after the end of the period of the FS Profit Guarantee (i.e. 24 October 2017). As such, the Exercisable Period will be from 25 March 2018 to 25 September 2018.
- (v) The risk-free rate is calculated by averaging of the 1-year and 2-years Hong Kong Sovereign Bond yield as at 25 October 2016, as obtained from Bloomberg.

### Probability of the Put Option being exercised

The forecasted net profit after taxation of FS Group in the cash flow forecast prepared by the directors of the Company is assumed to be the 2017 FS Profit, which exceeds the FS Profit Guarantee. The directors of the Company determine that the probability that FS Group would fail to meet the FS Profit Guarantee is 40%. Should FS Group fail to meet the FS Profit Guarantee, it is further assumed that the Purchaser must exercise the Put Option during the Exercisable Period of the Put Option. The Put Option is an asset resulting from a contingent consideration arrangement. Such contingent consideration asset forms part of the Consideration, and are required to be measured at fair value in accordance with HKFRS 3.

### 沽售權價值

於二零一六年十月二十五日，根據二項式點陣法模式計算之沽售權價值為48,410,000港元，主要假設載列如下：

市場價	144,800,000港元(附註(i))
行使價	150,000,000港元(附註(ii))
預期波幅	67%(附註(iii))
沽售權年期	二零一六年十月二十五日至二零一八年九月二十五日起二十三個月
歸屬期	二零一八年三月二十五日至二零一八年九月二十五日起六個月(附註(iv))
預期股息	零
無風險利率	0.46%(附註(v))

附註：

- (i) 市場價為FS集團於二零一六年十月二十五日之估算公平值60%，即241,333,000港元。
- (ii) 行使價為FS買方在FS集團未能達成FS溢利保證的情況下，可以向FS賣方出售其First Surplus之60%股權的價格。
- (iii) FS集團市場價預期波幅乃從彭博社所得若干可比較公司之平均股價波幅而釐定。
- (iv) FS集團經審核綜合財務報表假設可於FS溢利保證期末後五個月(即二零一七年十月二十四日)提供。因此，可行使期將為二零一八年三月二十五日至二零一八年九月二十五日。
- (v) 無風險利率根據於二零一六年十月二十五日從彭博社所得香港政府一年期及兩年期債券平均孳息計算。

### 行使沽售權機會率

由本公司董事編製之現金流量預測內的FS集團預測稅後溢利淨額，被假設為二零一七年FS溢利，並超出FS溢利保證。本公司董事認為FS集團未能達成FS溢利保證的機會率為40%。如FS集團未能達成FS溢利保證，則進一步假設買方必定於沽售權可行使期間行使沽售權。該等沽售權為或然代價安排下所衍生之資產。該等或然代價資產構成部分代價，並需根據香港財務報告準則第3號按公平值計算。

The fair value of the identifiable assets and liabilities acquired and goodwill arose as at the date of the acquisition are as follows:

於收購日期已收購之已識別資產及負債公平值以及所產生的商譽如下：

		HK\$'000 千港元
Deferred tax assets	遞延稅項資產	4,454
Property, plant and equipment	物業、廠房及設備	147
Intangible assets	無形資產	66,768
Trade and other receivables	應收賬款及其他應收款	724
Cash and cash equivalents	現金及現金等值物	764
Deferred income	遞延收入	(265)
Deferred tax liabilities	遞延稅項負債	(11,030)
Other payables and accruals	其他應付款及應計款	(2,543)
Net identifiable assets acquired	已收購應佔可識別的淨資產	59,019
Non-controlling interests <sup>#</sup>	非控股權益 <sup>#</sup>	(23,016)
Net identifiable assets attributable to owners of the Company	本公司擁有人應佔可識別淨資產	36,003
Goodwill arising on business combination	業務合併產生之商譽	89,433
Total consideration	總代價	125,436
Net cash outflow arising on acquisition:	收購產生之現金流出淨額：	
Consideration paid in cash	已付現金代價	40,000
Cash and cash equivalents acquired	已收購的現金及現金等值物	(764)
		39,236

<sup>#</sup> The non-controlling interests are measured at the non-controlling interests' proportionate share of fair value of the identifiable net assets of the acquired subsidiaries.

<sup>#</sup> 非控股權益乃按非控股權益分佔已收購附屬公司可識別淨資產公平值的比例計算。

The goodwill is attributable to the synergies of the acquired businesses expected to arise after the Group's acquisitions. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

None of the goodwill arising on this acquisition is expected to be deductible for tax purposes.

Acquisition-related costs of HK\$2,307,000 have been excluded from the consideration transferred and have been recognised as "Administrative expenses" in the consolidated statement of profit or loss.

Included in the revenue for the year ended 31 December 2016 are approximately HK\$111,000, attributable to the additional business generated by FS Group. Loss for the year ended 31 December 2016 includes loss of HK\$1,944,000 contributed by FS Group.

Had these business combinations been taken place on 1 January 2016, the directors of the Company estimate that the consolidated revenue and the consolidated loss from continuing operation for the year ended 31 December 2016 would have been HK\$34,909,000 and HK\$44,664,000 respectively. This pro-forma information is for illustrative purposes only and is not necessarily an indication of revenue and result of operations of the Group that actually would have been achieved had the acquisitions been completed on 1 January 2016.

商譽乃預期本集團於收購後，從收購業務的協同效益產生。該等利益並未與商譽分開確認，原因為其並不符合可識別無形資產的確認標準。

預計該收購產生之商譽概不會視為減稅項目。

收購相關成本2,307,000港元不包括在轉讓代價，並已在綜合損益表確認為「行政開支」。

截至二零一六年十二月三十一日止年度的收益為約111,000港元，其源於FS集團產生之額外業務。截至二零一六年十二月三十一日止的年度虧損包括FS集團產生的虧損1,944,000港元。

倘此業務合併於二零一六年一月一日已進行，本公司董事估計截至二零一六年十二月三十一日止年度自持續經營業務的綜合收益及綜合虧損分別為34,909,000港元及44,664,000港元。該等備考資料僅供參考，並不表示倘收購於二零一六年一月一日完成，本集團將會實際錄得有關收益及經營業績。

## 21 ACQUISITION OF ASSETS THROUGH ACQUISITION OF A SUBSIDIARY

On 27 May 2016, the Group acquired the entire equity interest in Viva Star International Limited (“Viva Star”). The acquisition was completed on 27 May 2016.

Viva Star is principally engaged in property investment and its major asset is an office property in Hong Kong classified as an investment property at entity level which was leased out to another subsidiary of the Group.

In the opinion of the director, the acquisition is in substance an acquisition of the leasehold property, instead of an acquisition of business and therefore is excluded from the scope of HKFRS 3 “Business Combinations”. Therefore, the acquisition was not disclosed as a business combination in accordance with the requirements of HKFRS 3.

The assets acquired and liabilities assumed through this transaction are as follows:

		HK\$'000 千港元
Leasehold property	投資物業	49,484
Interest-bearing borrowings	付息借款	(22,000)
Amount due to a shareholder	應收股東款項	(22,152)
Other payables	其他應付款	(812)
		4,520
Assignment of amount due to a shareholder	應付股東款項	22,152
		26,672
Total consideration satisfied by cash	現金支付的總代價	26,672
Net cash outflow arising from acquisition:	收購產生之現金流出淨額：	
Cash consideration paid	已付現金代價	26,672

## 22 DISPOSAL OF SUBSIDIARIES

### (a) Disposal of Sky Castle Investment Holdings Limited and its subsidiary

On 1 February 2016, the Group disposed of the entire equity interest in Sky Castle Investment Holdings Limited and its subsidiary, Sky Castle Holdings (HK) Limited (together, “SC Group”) for a cash consideration of HK\$310,000.

## 21 通過收購一間附屬公司收購資產

於二零一六年五月二十七日，本集團收購Viva Star International Limited (「Viva Star」)全部股權。收購事項於二零一六年五月二十七日完成。

Viva Star主要從事物業投資，並且其主要資產為在香港的辦公室物業，被歸類為實體層面的投資物業，並出租予本集團的另一間附屬公司。

董事認為，收購實質乃收購租賃物業，而非收購業務，因此並不在香港財務報告準則第3號「業務合併」範圍內。因此，該收購並無根據香港財務報告準則第3號的要求予以披露為業務合併。

本次交易中取得的資產及所承擔之負債如下：

## 22 出售附屬公司

### (a) 出售 Sky Castle Investment Holdings Limited及其附屬公司

於二零一六年二月一日，本集團出售Sky Castle Investment Holdings Limited及其附屬公司Sky Castle Holdings (HK) Limited(統稱「SC集團」)之全部股權，現金代價為310,000港元。

**(b) Disposal of NH Group**

On 30 June 2016, the Company disposed of the entire equity interest in NH Group to the NH Vendor for a nominal consideration of HK\$90,000,000. NH Group is principally engaged in the custom-made software development services including urban grid management system, internet marketing of online P2P lending system and other projects and its business is classified as “software platform” segment.

**(c) Disposal of KanHan Educational Services Limited**

On 19 December 2016, the Group disposed of the entire equity interest in KanHan Educational Services Limited (“KHE”) to a company which is wholly-owned by Mo Wai Ming, Lawrence, a former director of the Company, for a cash consideration of HK\$5,000,000. KHE is principally engaged in the provision of website development, education and communications software platform which focuses on the development of syllabus and contents for Chinese Language and learning in primary and secondary schools and enterprises. Its business is classified as “software platform” segment.

**(d)** The assets and liabilities disposed at completion date comprise:

**(b) 出售然望集團**

於二零一六年六月三十日，本公司以名義代價90,000,000港元向然望賣方出售然望集團的全部股權。然望集團主要從事提供定制軟件開發平台，包括城市網格化管理系統及點對點借貸系統互聯網營銷及其他項目。該業務獲分歸為「軟件平台」分部。

**(c) 出售看漢教育服務有限公司**

於二零一六年十二月十九日，本集團以現金代價5,000,000港元向一間由本公司前董事巫偉明先生全資擁有的公司出售看漢教育服務有限公司（「看漢教育」）之全部股權。看漢教育主要從事提供網站開發、教育及通訊軟件平台，並集中於開發中國語文教學課程及教材，供中小學及企業採用，其業務獲分歸為「軟件平台」分部。

**(d)** 於完成日期出售的資產及負債包括：

		SC Group SC集團 HK\$'000 千港元	NH Group 然望集團 HK\$'000 千港元	KHE 看漢教育 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	310	26	85	421
Properties under development	發展中物業	-	2,652	-	2,652
Intangible assets	無形資產	-	8,698	-	8,698
Goodwill	商譽	-	67,972	-	67,972
Trade and other receivables	應收賬款及其他應收款	-	3,727	4,256	7,983
Cash and cash equivalents	現金及現金等值物	-	9,574	1,010	10,584
Current tax recoverable	即期可收回稅項	-	-	106	106
Other payables	其他應付款	-	(778)	(25)	(803)
Deferred income	遞延稅項收入	-	-	(832)	(832)
Current tax payable	即期應付稅項	-	(1,143)	-	(1,143)
Deferred tax liabilities	遞延稅項負債	-	(2,169)	(145)	(2,314)
<b>Net assets</b>	<b>資產淨值</b>	<b>310</b>	<b>88,559</b>	<b>4,455</b>	<b>93,324</b>
Non-controlling interests	非控股權益	-	(3,108)	-	(3,108)
<b>Net assets disposed of</b>	<b>出售的資產淨額</b>	<b>310</b>	<b>85,451</b>	<b>4,455</b>	<b>90,216</b>

**(e) (Loss)/gain on disposal of subsidiaries****(e) 出售附屬公司收益／(虧損)**

		SC Group SC集團 HK\$'000 千港元	NH Group 然望集團 HK\$'000 千港元	KHE 看漢教育集團 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Consideration	已收代價				
- Consideration settled in cash and cash equivalents	- 以現金及現金等值物繳付之代價	310	58,745	5,000	64,055
- Assignment of amount from the Group to NH Group	- 由本集團向然望集團轉讓之金額	-	1,255	-	1,255
- Set-off of remaining consideration payable under the NH Acquisition	- 清還然望收購事項餘下應付代價	-	30,000	-	30,000
- Disposal-related costs	- 出售相關成本	-	(1,006)	-	(1,006)
		310	88,994	5,000	94,304
Net assets disposed of	出售資產淨額	(310)	(85,451)	(4,455)	(90,216)
Cumulative exchange loss reclassified from equity to profit or loss upon disposal of subsidiaries	出售附屬公司後從權益重新分類至損益之累計外匯虧損	-	(7,410)	-	(7,410)
(Loss)/gain on disposal	出售收益／(虧損)	-	(3,867)	545	(3,322)

The loss on disposal from NH Group is included in the (loss)/profit for the year from discontinued operation (see note 10).

出售然望集團虧損已於已終止經營業務年度(虧損)／溢利呈列(見附註10)

**(f) Net cash flow on disposal of subsidiaries****(f) 出售附屬公司現金流量淨額**

		SC Group SC集團 HK\$'000 千港元	NH Group 然望集團 HK\$'000 千港元	KHE 看漢教育集團 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Consideration settled in cash and cash equivalents	以現金及現金等值物繳付之代價	310	58,745	5,000	64,055
Disposal-related costs	出售相關成本	-	(1,006)	-	(1,006)
Cash and cash equivalents disposed of	出售的現金及現金等值物	-	(9,574)	(1,010)	(10,584)
Net cash inflow	現金流入淨額	310	48,165	3,990	52,465

## 23 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

Save as disclosed below, the Group does not have other significant events after the reporting period.

On 10 January 2017, the Company issued 181,440,000 ordinary shares of HK\$0.04 each pursuant to a placing under general mandate at a price of HK\$0.16 per ordinary share, resulting in estimated net proceeds of HK\$28,270,000

## 24 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2016

Up to the date of issue of this announcement, the HKICPA has issued a number of amendments and new standards which are not yet effective for the year ended 31 December 2016 and which have not been adopted in these consolidated financial statements. These include the following which may be relevant to the Group:

Amendments to HKAS 7	Statement of cash flows: Disclosure initiative <sup>1</sup>
Amendments to HKAS 12	Income taxes: Recognition of deferred tax assets for unrealised losses <sup>1</sup>
HKFRS 9	Financial instruments <sup>2</sup>
HKFRS 15	Revenue from contracts with customers <sup>2</sup>
Amendments to HKFRS 2	Share-based payment: Classification and measurement of share-based payment transactions <sup>2</sup>
HKFRS 16	Leases <sup>3</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2017.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2018.

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2019.

## 23 報告期後非調整事項

除於下文之披露者外，本集團並無於報告期後發生其他重大事項。

於二零一七年一月十日，本公司根據一般授權項下每股普通股0.16港元之價格的配售發行每股面值為0.04港元之181,440,000股普通股，預計所得款項為28,270,000港元。

## 24 截至二零一六年十二月三十一日止年度已頒佈但尚未生效之修訂、新準則及詮釋之潛在影響

直至本公告日期，香港會計師公會已頒佈多項修訂及新準則，但於截至二零一六年十二月三十一日止年度尚未生效，及並無於該等綜合財務報表內採納。以下為可能與本集團有關的該等準則：

香港會計準則第7號(經修訂)	現金流量表：披露主動性 <sup>1</sup>
香港會計準則第12號(經修訂)	所得稅：確認未變現損失產生的遞延稅項資產 <sup>1</sup>
香港財務報告準則第9號	金融工具 <sup>2</sup>
香港財務報告準則第15號	與客戶訂立合約之收入 <sup>2</sup>
香港財務報告準則第2號(經修訂)	股份基礎給付：股份基礎給付交易之分類與衡量 <sup>2</sup>
香港財務報告準則第16號	租賃 <sup>3</sup>

<sup>1</sup> 自二零一七年一月一日或之後開始的年度期間生效。

<sup>2</sup> 自二零一八年一月一日或之後開始的年度期間生效。

<sup>3</sup> 自二零一九年一月一日或之後開始的年度期間生效。



The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far the Group has identified some aspects of the new standards which may have a significant impact on the consolidated financial statements. As the Group has not completed its assessment, further impacts may be identified in due course and will be taken into consideration when determining whether to adopt any of these new requirements before their effective date and which transitional approach to take, where there are alternative approaches allowed under the new standards.

## 25 COMPARATIVE FIGURES

As a result of the share consolidation and open offer which were completed on 22 February 2016 and 17 May 2016 respectively, the loss per share for the year ended 31 December 2015 has been restated.

Certain comparative figures, including figures in the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income have been re-presented as a result of the operations discontinued during the year.

本集團正在評估該等新準則及準則修訂於初次應用期間預期產生的影響。到目前為止，本集團已確定新標準在若干方面可能對綜合財務報表產生重大影響。由於本集團尚未完成評估，更多影響可能在適當時候發現並將 在決定是否在生效日期之前採納任何該等新規定以及採取何種過渡方式(倘若新準則允許替代方式)之時加以考慮。

## 25 比較數字

由於股份合併及公開發售已分別於二零一六年二月二十二日及二零一六年五月十七日完成，截至二零一五年十二月三十一日止年度之每股虧損經已重列。

若干比較數字，包括綜合損益表中以及綜合損益及其他全面收益表的數字已由於年內已終止經營業務而重新呈列。

## MANAGEMENT DISCUSSION AND ANALYSIS

### RESULTS

During the year under review, the Group recorded a total revenue from continuing operations of approximately HK\$33,938,000 as compared to that of approximately HK\$18,596,000 for the same financial year in 2015. The increase in turnover was mainly due to revenue from the money lending business. The money lending business commenced on 22 October 2015 and had grown from approximately HK\$1,382,000 in 2015 to approximately HK\$14,138,000 in 2016.

Loss attributable to owners of the Company amounted to approximately HK\$37,986,000 as compared with that of approximately HK\$20,131,000 in 2015. The increase in loss was mainly attributable to (i) the reclassification of the cumulative exchange reserve of approximately HK\$7,410,000 from equity to profit or loss in respect of disposal of entire equity interest of Native Hope Limited and its subsidiaries (the "NH Group"); (ii) the disposal of NH Group recorded a loss from discontinued operation of approximately HK\$4,370,000 for the year ended 31 December 2016 as compared with a profit from discontinued operation of approximately HK\$3,448,000 for the same period last year; and (iii) the increase in administrative expenses of approximately HK\$12,247,000, including staff costs, property rentals and depreciation of property, plant and equipment for the year ended 31 December 2016.

### DIVIDEND

The Directors do not recommend the payment of any final dividend for the year ended 31 December 2016 (2015: HK\$Nil).

### BUSINESS REVIEW AND PROSPECT

For the year ended 31 December 2016, the Group engaged in (i) developing and marketing of the patented server based technology and the provision of communications software platform, and software related services with primary focus in the government industry sector, (the "Software Platform"); (ii) money lending business (the "Money Lending Business") and (iii) the mobile data solutions and mobile game related services (the "Mobile Game Business").

#### Software Platform

The segment revenue from continuing operations for the year ended 31 December 2016 amounted approximately HK\$19,689,000 (2015: the segment revenue from continuing operations of approximately HK\$17,214,000).

## 管理層論述及分析

### 業績

本回顧年內，本集團自持續經營業務錄得總收益約33,938,000港元，二零一五年同一財政年度總收益則約18,596,000港元。營業額上升主要由於放債業務收益。放債業務始於二零一五年十月二十二日，而其收益從二零一五年約1,382,000港元上升至二零一六年約14,138,000港元。

本公司擁有人應佔虧損為約37,986,000港元，二零一五年則約20,131,000港元。虧損上升主要由於(i)出售然望有限公司及其附屬公司(「然望集團」)全部股權累計匯兌儲備約7,410,000港元從權益重新分類至損益；(ii)出售然望集團於截至二零一六年十二月三十一日止年度自己終止經營業務錄得虧損約4,370,000港元，去年同期則自己終止經營業務錄得溢利約3,448,000港元；及(iii)截至二零一六年十二月三十一日止年度行政開支增加約12,247,000港元，包括員工成本、物業租金及物業、廠房及設備折舊。

### 股息

董事不建議就截至二零一六年十二月三十一日止年度派付任何末期股息(二零一五年：零港元)。

### 業務回顧及展望

截至二零一六年十二月三十一日止年度，本集團從事(i)開發及營銷專利伺服器為基礎之技術及提供通訊軟件平台及軟件相關服務，專注服務政府行業(「軟件平台」)；(ii)放債業務(「放債業務」)及(iii)手機數據方案及手機遊戲相關服務(「手機遊戲業務」)。

#### 軟件平台

截至二零一六年十二月三十一日止年度持續經營業務之分部收益合共約19,689,000港元(二零一五年：持續經營業務之分部收益約17,214,000港元)。

The custom-made software development services including urban grid management system, internet marketing and other projects were classified as discontinued operation since the Group disposed of entire equity interest in NH Group which was principally engaged in the custom-made software development. The related financial information of the discontinued operation is disclosed in note 10 to the consolidated financial statements. Details of the disposal of NH Group are set out in announcements of the Company dated 9 March 2016, 16 June 2016 and 30 June 2016, the circular of the Company dated 31 May 2016.

The provision of website development and electronic learning products was not well performed due to the weak demand and tough competition in the market. Subject to the severe challenges, the Group disposed of the entire equity interest in KanHan Educational Services Limited (“KHE”) which was principally engaged in the provision of website development and electronic learning products. Details of the disposal of KHE are set out in the announcement of the Company dated 25 November 2016.

Apart from the above disposals, we continue to develop patented server based technology, the provision of communication software platform and software related services.

### **Money Lending Business**

On 22 October 2015, the Group commenced its money lending business (the “Money Lending Business”) through Aurum Pacific Finance Limited, an indirect wholly-owned subsidiary of the Company, which was granted a money lenders license by the licensing court in Hong Kong pursuant to the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong).

The Group adopted the money lending policy and procedure manual which provide guidelines on the handling and/or monitoring of money lending procedures according to the Money Lenders Ordinance (Chapter 163 of the Laws of the Hong Kong). The Money Lending Business made positive progress in its development and became one of the sources for the Group’s profit for the year ended 31 December 2016. The interest income for the year ended 31 December 2016 amounted to approximately HK\$14,138,000 (2015: the interest income of approximately HK\$1,382,000).

自本集團出售然望集團(主要從事定制軟件開發)全部股權後，定制軟件開發服務(包括城市網絡化管理、互聯網營銷及其他項目)被分類至已終止經營業務。有關已終止經營業務之財務資料已披露於綜合財務報表附註10。有關出售然望集團詳情載於本公司日期為二零一六年三月九日、二零一六年六月十六日及二零一六年六月三十日之公告、本公司日期為二零一六年五月三十一日之通函。

因疲弱需求及激烈市場競爭，提供網站開發及電子學習產品業務表現未如理想。本集團面對嚴峻挑戰，決定出售看漢教育服務有限公司(「看漢教育」)全部股權(主要從事提供網站開發及電子學習產品)。出售看漢教育詳情載於本公司日期為二零一六年十一月二十五日之公告。

除上述出售外，我們持續發展專利伺服器為基礎之技術、提供通訊軟件平台及軟件相關服務。

### **放債業務**

於二零一五年十月二十二日，本集團透過本公司之間接全資附屬公司奧栢財務有限公司(其根據香港法例第163章放債人條例獲香港牌照法庭授予放債人牌照)開展其放債業務(「放債業務」)。

本集團採納借貸政策及程序手冊，其訂明符合香港法例第163章放債人條例有關處理及／或監管放債程序的指引。放債業務的發展進度良好，並已成為本集團截至二零一六年十二月三十一日止年度的溢利來源之一。截至二零一六年十二月三十一日止年度利息收入約14,138,000港元(二零一五年：利息收入約1,382,000港元)。

## Mobile Game Business

The Group has been actively seeking new business opportunities from time to time in order to diversify its business, broaden its income source and enhance the long-term growth potential of the Company and the Shareholders' value. On 25 October 2016, the Group completed the acquisition of 60% equity interest in First Surplus Investments Ltd. ("Acquisition of First Surplus") and its subsidiaries (together, "First Surplus Group"), which principally engages in the game publishing, development of mobile game, application, related intellectual property and platform and provision of related solutions. Details of the acquisition are set out in the announcements of the Company dated 11 March 2016, 8 August 2016 and 25 October 2016, the circular of the Company dated 24 September 2016. The segment revenue for the year ended 31 December 2016 amounted to approximately HK\$111,000.

By the Acquisition of First Surplus, the Group could tap into the mobile online game industry and capture the opportunities in the mobile online game and related solution industry. In addition, by utilising the Group's information technology related experiences, the synergy effect could be achieved with existing principal businesses of the Group through the Acquisition of First Surplus.

## OUTLOOK

We intend to continue taking efforts in developing and upgrading our products and services with a generic growth of the business in order to broaden our income sources. The Group will continue to deploy appropriate operation strategies to meet the challenges posted by the competitive market to improve the performance and maximize the returns of Shareholders as a whole.

## Financial Resource and Liquidity

The Group's business operations and investments are in Hong Kong and the People's Republic of China (the "PRC"). At 31 December 2016, the Group had cash and bank balances of approximately HK\$11,500,000 (31 December 2015: HK\$38,725,000). Most of the cash and bank balances are denominated in Hong Kong dollars. The Group will closely monitor exchange rate movement and will take appropriate activities to reduce the exchange risk.

## Gearing Ratio

At 31 December 2016, total assets of the Group were approximately HK\$451,871,000 (31 December 2015: HK\$273,819,000) whereas total liabilities were approximately HK\$153,427,000 (31 December 2015: HK\$38,252,000). The gearing ratio of the Group, calculated as total liabilities over total assets, was 34.0% (31 December 2015: 14.0%) and the current ratio, calculated as current assets over current liabilities, was 25.1 (31 December 2015: 9.4). The Directors will continue to take measures to further improve the liquidity and gearing position of the Group.

## Capital Structure

As at 31 December 2016, the authorised share capital of the Company was HK\$120,000,000 divided into 3,000,000,000 shares of HK\$0.04 each, of which 907,200,000 ordinary shares were in issue and fully paid.

## 手機遊戲業務

本集團已不時著力物色新業務提升機遇以令業務多元化、擴充收入來源並提升本公司長期發展潛力及股東價值。本集團於二零一六年十月二十五日完成收購First Surplus Investments Ltd. 及其附屬公司(統稱「First Surplus集團」)(主要從事遊戲發行、手機遊戲、應用程式、相關知識產權及平台開發以及提供相關解決方案)60%股權(「收購First Surplus」)。收購詳情載於本公司日期為二零一六年三月十一日、二零一六年八月八日及二零一六年十月二十五日之公告、本公司日期為二零一六年九月二十四日之通函。截至二零一六年十二月三十一日止年度分部收益約為111,000港元。

本集團透過收購First Surplus，開拓手機網絡遊戲行業並把握手機網絡遊戲及相關方案行業機遇。此外，憑藉應用本集團資訊科技相關經驗，本集團可透過收購First Surplus實現現有主要業務的協同效應。

## 展望

我們擬繼續努力發展及提升我們的產品及服務，以帶動業務整體增長，擴大收入來源。本集團將繼續採取適當營運策略應付市場競爭帶來的挑戰，以改善整體業績表現，為股東帶來最大回報。

## 財務資源及流動資金

本集團之業務經營及投資均於香港及中華人民共和國(「中國」)進行。於二零一六年十二月三十一日，本集團之現金及銀行結餘約為11,500,000港元(二零一五年十二月三十一日：38,725,000港元)。大部份現金及銀行結餘均以港元計值。本集團將密切監察匯率變動及採取適當措施降低外匯風險。

## 負債比率

於二零一六年十二月三十一日，本集團總資產約為451,871,000港元(二零一五年十二月三十一日：273,819,000港元)，而總負債則約為153,427,000港元(二零一五年十二月三十一日：38,252,000港元)。本集團之負債比率(按總負債除以總資產計算)為34.0%(二零一五年十二月三十一日：14.0%)，流動比率(按流動資產除以流動負債計算)為25.1(二零一五年十二月三十一日：9.4)。董事將繼續採取多項措施以進一步改善本集團之流動資金及負債狀況。

## 資本架構

於二零一六年十二月三十一日，本公司法定股本為120,000,000港元，分為3,000,000,000股每股面值0.04港元之股份，其中907,200,000股普通股為已發行及繳足。

### Share Consolidation

By an ordinary resolution passed at the extraordinary general meeting on 19 February 2016, pursuant to the share consolidation (the "Share Consolidation"), every 10 issued and unissued shares of HK\$0.004 each were consolidated into 1 consolidated share (the "Consolidated Share") of HK\$0.04 each. Following the Share Consolidation which has become effective on 22 February 2016, the authorised share capital of the Company are HK\$40,000,000 divided into 1,000,000,000 Consolidated Shares of HK\$0.04 each, of which 504,000,000 Consolidated Shares are in issue and fully paid. Details of the Share Consolidation are set out in the Company's announcements dated 8 January 2016 and 19 February 2016 and the Company's circular dated 29 January 2016.

### Increase in Authorised Share Capital

Upon the Share Consolidation becoming effective, the authorised share capital of the Company was increased from HK\$40,000,000 divided into 1,000,000,000 ordinary shares of HK\$0.04 each to HK\$120,000,000 divided into 3,000,000,000 ordinary shares of HK\$0.04 each by the creation of an additional 2,000,000,000 ordinary shares of the Company and such shares shall rank pari passu with all existing shares of the Company was approved by the shareholders of the Company in an extraordinary general meeting on 19 February 2016.

### Open Offer

On 29 March 2016, the Company and Gransing Securities Co., Limited entered into an underwriting agreement in relation to the issue of shares by way of open offer to the qualifying shareholders on the basis of one offer share for every two existing shares held on the record date (i.e. 21 April 2016) at the subscription price of HK\$0.24 per offer share (the "Open Offer"). The Open Offer raised approximately HK\$60,480,000 before deduction of expenses by issuing 252,000,000 ordinary shares of HK\$0.04 each. The Open Offer was completed on 17 May 2016. The Group intended to apply the net proceeds from the Open Offer as to (i) approximately HK\$40,000,000, to be utilised for the development of the Money Lending Business and (ii) the remaining, to be utilised for general working capital. Details of the Open Offer are set out in the Company's announcements dated 29 March 2016, 14 April 2016 and 16 May 2016 and the Company's prospectus dated 22 April 2016.

The actual use of the net proceeds from the Open Offer up to 31 December 2016 in the following manner:

- (i) Approximately HK\$16,670,000 was used for the Property Acquisition (defined as below);
- (ii) Approximately HK\$22,440,000 was used to settle the mortgage loan and interest expenses; and
- (iii) The remaining proceeds was used for the Money Lending Business.

### 股份合併

於二零一六年二月十九日於股東特別大會上通過普通決議案，根據股份合併（「股份合併」），每十股面值0.004港元之已發行及未發行股份已合併為一股每股面值0.04港元之合併股份（「合併股份」）。緊隨於二零一六年二月二十二日生效之股份合併，本公司之法定股本為40,000,000港元，分為1,000,000,000股每股面值0.04港元之合併股份，其中504,000,000股合併股份為已發行及繳足。有關股份合併之詳情分別載於本公司日期為二零一六年一月八日及二零一六年二月十九日之公告及日期為二零一六年一月二十九日之通函。

### 增加法定股本

自股份合併生效後，本公司股東於二零一六年二月十九日舉行之股東特別大會上批准藉增設額外2,000,000,000股之本公司普通股股份，將本公司法定股本由40,000,000港元（分為1,000,000,000股每股面值0.04港元之普通股股份）增加至120,000,000港元（分為3,000,000,000股每股面值0.04港元之普通股股份），且相關股份將與本公司所有現有股份享有同等地位。

### 公開發售

於二零一六年三月二十九日，本公司與鼎成證券有限公司訂立包銷協議，內容有關以公開發售形式按每股發售股份0.24港元之認購價向合資格股東發行發售股份，基準為於記錄日期（即二零一六年四月二十一日）每持有兩股現有股份獲發一股發售股份（「公開發售」）。於扣除開支前透過發行252,000,000股每股面值0.04港元之普通股，公開發售籌集約60,480,000港元。公開發售於二零一六年五月十七日完成。本集團擬動用公開發售所得款項淨額中(i)約40,000,000港元用作發展放債業務及(ii)餘下款項用作日常營運資金。有關公開發售的詳情載於本公司日期為二零一六年三月二十九日、二零一六年四月十四日及二零一六年五月十六日之公告及本公司日期為二零一六年四月二十二日之章程。

截至二零一六年十二月三十一日，公開發售所得款項淨額實際用途如下：

- (i) 約16,670,000港元用於物業收購（詳見下文）；
- (ii) 約22,440,000港元用於償付按揭貸款及利息開支；及
- (iii) 餘下所得款項用於放債業務。

### *Placing of new shares under general mandate*

On 8 July 2016, the Company entered into a placing agreement with China Times Securities Limited as placing agent (the “Placing Agent”), pursuant to which the Placing Agent would place, on a best effort basis, to independent placees up to 151,200,000 ordinary shares of HK\$0.04 each of the Company (the “Placing Shares”) at a price of HK\$0.129 per Placing Share (the “Placing”).

The completion of the Placing took place on 3 August 2016. An aggregate of 151,200,000 Placing Shares were allotted and issued pursuant to the general mandate granted to the Directors at the annual general meeting held on 30 May 2016. The aggregate nominal value of the Placing Shares was HK\$6,048,000. The net proceeds from the Placing were approximately HK\$19,309,000 and the net issue price was approximately HK\$0.1277 per Placing Share. The proceeds were used for the deposit of the Acquisition of First Surplus. Details of the Placing are set out in the Company’s announcements dated 8 July 2016 and 3 August 2016.

### *Placing of new shares under refreshed general mandate*

On 16 December 2016, the Company entered into a placing agreement with KGI Asia Limited as placing agent (“KGI”), pursuant to which KGI would place, on a best effort basis, to independent placees up to 181,440,000 ordinary shares of HK\$0.04 each of the Company (the “Second Placing Shares”) at a price of HK\$0.16 per Second Placing Share (the “Second Placing”).

The completion of the Second Placing took place on 10 January 2017. An aggregate of 181,440,000 Second Placing Shares were allotted and issued pursuant to the general mandate granted to the Directors at the extraordinary general meeting held on 12 October 2016. The aggregate nominal value of the Second Placing Shares was HK\$7,257,600. The net proceeds from the Second Placing were approximately HK\$28,270,000 and the net issue price was approximately HK\$0.1558 per Second Placing Share. The net proceeds of approximately HK\$11,500,000 were used for Money Lending Business and the remaining proceeds were used for general working capital. Details of the Second Placing are set out in the Company’s announcements dated 16 December 2016 and 10 January 2017.

### **Foreign Exchange Exposure**

The Directors consider that the Group had no material foreign exchange exposure.

### **Pledge of Assets**

At 31 December 2016, the land and buildings of the Group at carrying amount of approximately HK\$47,079,000 was pledged to secure interest-bearing borrowings of a subsidiary of the Company.

### *根據一般授權配售新股份*

於二零一六年七月八日，本公司與中辰證券有限公司(作為配售代理)(「配售代理」)訂立配售協議，據此，配售代理將盡最大努力向獨立承配人以每股配售股份0.129港元之配售價，配售最多本公司151,200,000股每股面值0.04港元之普通股(「配售股份」)(「配售事項」)。

配售事項已於二零一六年八月三日完成。合共151,200,000股配售股份已根據於二零一六年五月三十日舉行之股東週年大會授予董事之一般授權發配及發行。配售股份之總面值為6,048,000港元。配售事項所得款項淨額約19,309,000港元，而淨發行價約每配售股份約0.1277港元。所得款項用作收購First Surplus之按金。有關配售事項之詳情分別載於本公司日期為二零一六年七月八日及二零一六年八月三日之公告。

### *根據更新一般授權配售新股份*

於二零一六年十二月十六日，本公司與凱基證券亞洲有限公司(作為配售代理)(「凱基」)訂立配售協議，據此，凱基將盡最大努力向獨立承配人配售最多181,440,000股本公司每股面值0.04港元的普通股份(「第二次配售股份」)，價格為每股第二次配售股份0.16港元(「第二次配售」)。

第二次配售於二零一七年一月十日完成。根據於二零一六年十月十二日舉行之股東特別大會上授予董事之一般授權，配發及發行合共181,440,000股第二次配售股份。第二次配售股份的總面值7,257,600港元。第二次配售所得款項淨額約28,270,000港元，而淨發行價約每股第二次配售股份0.1558港元。所得款項淨額約11,500,000港元已用於放債業務，而剩餘款項則用於一般營運資金。有關第二次配售詳情載於本公司日期為二零一六年十二月十六日及二零一七年一月十日的公告內。

### **外匯風險**

董事認為，本集團並無重大外匯風險。

### **資產抵押**

於二零一六年十二月三十一日，本集團土地及樓宇賬面值約47,079,000港元作為本公司附屬公司付息借款之抵押。

## Contingent Liabilities

As at 31 December 2016, the Company has issued a corporate guarantee in respect of a loan made by a finance company to a subsidiary (2015: HK\$Nil). Details of the corporate guarantee are setting out in note 19 to this announcement.

Upon the completion of acquisition of FS Group, the Company has issued a corporate guarantee in respect of the Promissory Note issued by the FS Purchaser, which is a subsidiary of the Company (2015: HK\$Nil). Details of the acquisition are setting out in note 20 to this announcement.

## Material Acquisition, Disposal and Significant Investment

On 20 January 2016, a wholly-owned subsidiary of the Company and a vendor entered into a memorandum of understanding in relation to a proposed acquisition of a target company which is principally engaged in mobile games development, operation and promotion in the PRC. The proposed acquisition was terminated on 19 July 2016. Details of the termination of memorandum of understanding are set out in the announcement of the Company dated 19 July 2016.

On 9 March 2016, the Company and a purchaser who is a connected person at the subsidiary level of the Company under the GEM Listing Rules entered into a sale and purchase agreement in relation to the proposed disposal of entire equity interest of NH Group (the "NH Disposal"). As the NH Disposal is only a connected transaction between the Company and a connected person at the subsidiary level on normal commercial terms, given that (i) the Directors have approved the NH Disposal; and (ii) the independent non-executive Directors have confirmed that the terms of the NH Disposal is fair and reasonable, the NH Disposal is on normal commercial terms and in the interests of the Company and its shareholders as a whole, such connected transaction is exempted from the circular, independent financial advice and shareholders' approval requirements under Rule 20.99 of the GEM Listing Rules. NH Group is mainly involved in the business of the provision of software platform. Details of the NH Disposal are set out in announcements of the Company dated 9 March 2016 and 29 April 2016. The NH Disposal was completed on 30 June 2016. Details of the completion of the NH Disposal are set out in the announcements of the Company dated 16 June 2016 and 30 June 2016, the circular of the Company dated 31 May 2016 and note 22(b) to this announcement.

On 11 March 2016, the Company and vendors entered into a memorandum of understanding in relation to a proposed acquisition of 60% equity interest of First Surplus ("Acquisition of First Surplus") and its subsidiaries are principally engaged in game publishing, development of mobile game, application, related intellectual property and platform, and provision of related solutions. On 8 August 2016, the Company as a guarantor and a subsidiary of the Company as a purchaser entered into a sale and purchase agreement with two vendors in relation to the Acquisition of First Surplus at the total consideration of HK\$150,000,000. The Acquisition of First Surplus was completed on 25 October 2016. Details of the Acquisition of First Surplus and the completion are set out in the announcements of the Company dated 11 March 2016, 8 August 2016 and 25 October 2016, the circular of the Company dated 24 September 2016.

## 或然負債

於二零一六年十二月三十一日，本公司就財務公司向附屬公司提供之貸款發行公司擔保(二零一五年：零港元)。公司擔保詳情載於本公告附註19。

於完成收購FS集團後，本公司就本公司附屬公司FS買方發行之承兌票據發行公司擔保(二零一五年：零港元)。收購詳情載於本公告附註20。

## 重大收購、出售及重大投資

於二零一六年一月二十日，本公司之全資附屬公司與賣方訂立有關建議收購主要於中國從事手機遊戲的開發、營運及發佈的目標公司之諒解備忘錄。建議收購已於二零一六年七月十九日終止。終止諒解備忘錄之詳情載於本公司日期為二零一六年七月十九日之公告。

於二零一六年三月九日，本公司與買方(根據創業板上市規則為本公司附屬公司層面的關連人士)訂立有關建議出售然望集團所有股本權益(「出售然望事項」)之買賣協議。由於出售然望事項僅為本公司與附屬公司層面之關連人士按一般商業條款訂立的關連交易，鑑於(i)董事已批准出售然望事項；及(ii)獨立非執行董事已確認出售然望事項之條款屬公平合理，且出售然望事項乃按一般商業條款訂立並符合本公司及其整體股東之利益，有關關連交易獲豁免遵守創業板上市規則第20.99條有關通函、獨立財務意見及股東批准規定。然望集團主要從事提供軟件平台業務。出售然望事項之詳情載於本公司日期為二零一六年三月九日及二零一六年四月二十九日之公告。出售事項已於二零一六年六月三十日完成。完成出售然望事項之詳情載於本公司日期為二零一六年六月十六日及二零一六年六月三十日之公告，本公司日期為二零一六年五月三十一日之通函及本公告附註22(b)內。

於二零一六年三月十一日，本公司與賣方訂立諒解備忘錄，內容關於建議收購First Surplus 60%股權(「收購First Surplus」)。First Surplus及其附屬公司主要從事遊戲發行、手機遊戲、應用程式、相關知識產權及平台開發以及提供相關解決方案。於二零一六年八月八日，本公司(作為擔保人)及本公司一間附屬公司(作為買方)與兩位賣方訂立買賣協議，內容關於以總代價150,000,000港元收購First Surplus。收購First Surplus已於二零一六年十月二十五日完成。有關收購First Surplus及其完成的詳情載於本公司日期為二零一六年三月十一日、二零一六年八月八日及二零一六年十月二十五日的公告以及本公司日期為二零一六年九月二十四日的通函內。

On 31 March 2016, the Company and a vendor entered into a memorandum of understanding in relation to an acquisition of 100% of the issued share capital of Viva Star International Limited (“Property Acquisition”) which is principally engaged in property investment and its principal asset is a commercial property located in Hong Kong. On 11 May 2016, a subsidiary of the Company and the vendor entered into a sale and purchase agreement in relation to the Property Acquisition. On 27 May 2016, the property acquisition was completed at the consideration of approximately HK\$26,670,000. Details of the Property Acquisition are set out in the announcements of the Company dated 31 March 2016, 11 May 2016 and 27 May 2016.

On 21 June 2016, the Company entered into the memorandum of understanding with a vendor in relation to the proposed acquisition of the entire issued share capital of the target. The target and its associates are principally engaged in constructing and managing fiberglass internet networks in the Netherlands. On 20 December 2016, the Company entered into a supplemental memorandum of understanding (“Supplemental MOU”) with the vendor pursuant to which the parties have agreed to extend the exclusive period under the memorandum of understanding to 12 months from the date of the memorandum of understanding. Save as amended by the Supplemental MOU, the memorandum of understanding shall remain in full force and effect. Details of the memorandum of understanding are set out in the announcements of the Company dated 21 June 2016 and 20 December 2016. The proposed acquisition has not yet been completed as at the date of this announcement.

On 25 November 2016, the Group and a purchaser who is a connected person at the subsidiary level of the Company under the GEM Listing Rules entered into the agreement pursuant to which the vendor has agreed to sell to the purchaser the entire issued share capital of KHE at the consideration of HK\$5,000,000 in cash (the “Disposal of KHE”). The Disposal of KHE constituted a connected transaction of the Company. As the relevant percentage ratios under the GEM Listing Rules did not exceed 25% and the total consideration was less than HK\$10,000,000, the Disposal of KHE is exempt from the circular and Shareholders’ approval requirements under Chapter 20 of the GEM Listing Rules. The Disposal of KHE was completed on 19 December 2016. Details of the Disposal of KHE are set out in the announcement of the Company dated 25 November 2016 and note 22 to this announcement.

Apart from those disclosed in the sections headed “Material Acquisition, Disposal and Significant Investment” in this announcement and the section headed “Non-adjusting events after the reporting period” in note 23 to this announcement, the Group did not have any other material acquisition, disposal and significant investment during the year ended 31 December 2016.

於二零一六年三月三十一日，本公司與賣方訂立諒解備忘錄，內容關於收購 Viva Star International Limited 100% 之已發行股本（「物業收購」），該公司主要從事物業投資，而其主要資產為位於香港的商用物業。於二零一六年五月十一日，本公司一間附屬公司與賣方訂立買賣協議，內容關於物業收購。於二零一六年五月二十七日，物業收購以代價約 26,670,000 港元完成。有關物業收購詳情載於本公司日期為二零一六年三月三十一日、二零一六年五月十一日及二零一六年五月二十七日的公告內。

於二零一六年六月二十一日，本公司與賣方訂立諒解備忘錄，內容關於建議收購目標的全部已發行股本。目標及其聯營公司主要於荷蘭從事建設及管理光纖互聯網網絡。於二零一六年十二月二十日，本公司與賣方訂立補充諒解備忘錄（「補充諒解備忘錄」），據此，訂約各方同意延長諒解備忘錄項下之獨家經營期至自諒解備忘錄日期起 12 個月。除補充諒解備忘錄之修訂外，諒解備忘錄將仍具有完全效力及有效。有關諒解備忘錄詳情載於本公司日期為二零一六年六月二十一日及二零一六年十二月二十日的公告內。截至本公告日期，建議收購尚未完成。

於二零一六年十一月二十五日，本集團與買方（為創業板上市規則定義下於本公司附屬層級之關連人士）訂立協議，據此，賣方同意向買方出售看漢教育的全部已發行股本，代價為現金 5,000,000 港元（「出售看漢教育」）。出售看漢教育構成本公司之關連交易。在創業板上市規則下，其相關百分比比例不可超過 25% 及總代價少於 10,000,000 港元，出售看漢教育可獲豁免遵守創業板上市規則第 20 章項下通函及股東批准之規定。出售看漢教育於二零一六年十二月十九日完成。出售看漢教育詳情載列於本公司日期為二零一六年十一月二十五日之公告及本公告附註 22。

除本公告「重大收購、出售及重大投資」一節及本公告附註 23「報告期後非調整事項」一節所披露者外，本集團截至二零一六年十二月三十一日止年度並無任何其他重大收購、出售及重大投資。



## Employees and Remuneration Policies

As at 31 December 2016, after the completion of the disposal, the Group had approximately 108 employees (as at 31 December 2015: 103 employees) in Hong Kong and the PRC. The staff costs (including directors' remuneration) were approximately HK\$28,034,000 (2015: approximately HK\$24,219,000) for the year ended 31 December 2016. The Group's remuneration policy is revised periodically and determined by reference to market terms, company performance, individual qualifications and performance, and in accordance with the statutory requirements of the respective jurisdiction where the employees are employed.

On 8 May 2013, the Company passed an ordinary resolution at the annual general meeting to adopt a new share option scheme (the "Share Option Scheme") whereby the Board may grant share options to employees, directors, suppliers, consultants, agents and advisers or any person, at its discretion, for the primary purpose to recognize and motivate their contributions to the Group. The Share Option Scheme is valid for a period of 10 years commencing from 8 May 2013. Details of the Share Option Scheme were set out in the circular of the Company dated 27 March 2013.

On 29 April 2016, the Company passed an ordinary resolution at the extraordinary general meeting to amend the definition of "Eligible Participant" of the Share Option Scheme and the definition of "Invested Entity" be added to the Share Option Scheme ("Amendments to the Share Option Scheme"). Details of the Amendments to the Share Option Scheme are set out in the Company's announcement dated 29 April 2016 and the Company's circular dated 13 April 2016.

At as 31 December 2016 and up to date of this announcement, the Company had not granted any options and no outstanding options under the Share Option Scheme. Details please refer to the section headed "Share Option Scheme" in this announcement.

## Events after the Reporting Period

Details of events after the reporting period are set out in the note 23 to this announcement.

## 僱員及薪酬制度

於二零一六年十二月三十一日，本集團於出售事項完成後，在香港及中國僱用約108名員工（二零一五年十二月三十一日：103名）。截至二零一六年十二月三十一日止年度之員工成本（包括董事酬金）約28,034,000港元（二零一五年：約24,219,000港元）。本集團之薪酬制度定期修訂及參考市場情況、公司表現及個人資歷及表現釐定，並符合僱員受僱地之各自司法管轄區之法定要求。

於二零一三年五月八日，本公司於股東週年大會通過有關採納新購股權計劃（「購股權計劃」）之普通決議案，據此，董事會可酌情向僱員、董事、供應商、諮詢顧問、代理及顧問或任何人士授出購股權，旨在肯定及鼓勵彼等對本集團作出貢獻。該購股權計劃自二零一三年五月八日起計十年內有效。與購股權計劃相關的詳情載列於本公司日期為二零一三年三月二十七日的通函。

於二零一六年四月二十九日，本公司於股東特別大會上通過普通決議案，對購股權計劃下「合資格參與者」及「投資實體」的定義進行修訂並加入購股權計劃（「購股權計劃修訂」）。購股權計劃修訂詳情載列於本公司日期為二零一六年四月二十九日之公告及日期為二零一六年四月十三日之通函。

於二零一六年十二月三十一日至本公告日期止，本公司概無授出購股權及持有購股權計劃項下之未行使購股權。詳情請參考本公告「購股權計劃」一節。

## 報告期後事項

報告期後事項之詳情載於本公告附註23。

## CORPORATE GOVERNANCE CODE

The Company has complied with the code provisions set out in the Corporate Governance Code (the “CG Code”) as contained in Appendix 15 of the Rules (the “GEM Listing Rules”) Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) throughout the year ended 31 December 2016 except the CG Code provision A2.1 and A6.7.

Under the CG Code provision A2.1, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Company does not have any officer with the title of Chief Executive Officer (“CEO”) since the resignation of the former CEO, Mr. Mo Wai Ming, Lawrence of the Company on 8 October 2015. Mr. Chan Wai Kit, the deputy chairman of the Company, also assumes the duties of the CEO during the year under review. The Board believes that vesting the roles of chairman and chief executive officer in the same individual provided the Group with strong and consistent leadership in the development and execution of long-term business strategies.

Under the CG Code provision A6.7, independent directors should attend general meetings and develop a balanced understanding of the views of shareholders. Dr. Lee Nim Wai did not attend the general meetings of the Company due to other work commitments. The Company will strengthen its general meeting planning process, by giving all directors sufficient time to arrange their work in advance and providing any necessary support for their presence and participation in the meeting, so as to facilitate all directors attending the Company’s future general meetings.

## DIRECTORS’ AND CHIEF EXECUTIVE’S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2016, none of the Directors and the chief executives of the Company, had, was deemed to have any interests and short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”), (Chapter 571 under the laws of Hong Kong)) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.67 of the GEM Listing Rules.

## 企業管治守則

本公司於截至二零一六年十二月三十一日止年度一直遵守香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)證券上市規則(「創業板上市規則」)附錄十五所載企業管治守則(「企業管治守則」)之企業管治守則條文，惟企業管治守則條文A2.1及A6.7除外。

根據企業管治守則條文A2.1，主席與行政總裁之角色應有區別，並不應由一人同時兼任。自二零一五年十月八日本公司前行政總裁(「行政總裁」)巫偉明先生辭任後，本公司並無人員擔任行政總裁之職位。本公司副主席陳偉傑先生於回顧年度亦擔任行政總裁之職務。董事會相信同一人兼任主席及行政總裁之角色，有助本集團在長遠業務策略的發展及執行上，為本集團提供強大而貫徹之領導。

根據企業管治守則條文A6.7，獨立董事必須出席股東大會，並對股東的意見有公正的了解。李念緯醫生由於履行其他職務，並無出席本公司股東大會。本公司將透過給予所有董事充裕的時間提早安排工作，並為彼等出席及參與大會提供任何必要的支持，以便所有董事出席本公司日後的股東大會，從而加強股東大會的決策過程。

## 董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於二零一六年十二月三十一日，概無董事及本公司主要行政人員於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)(香港法例第571章)第XV部)之股份、相關股份或債券中，擁有或被視為任何須(i)根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所之權益及淡倉(包括根據證券及期貨條例該等條文被當作或視為擁有之權益或淡倉)；或(ii)記錄於根據證券及期貨條例第352條存置的登記冊內之權益及淡倉；或(iii)根據創業板上市規則第5.46至5.67條知會本公司及聯交所之權益及淡倉。

## SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS WHO ARE REQUIRED TO DISCLOSE THEIR INTERESTS IN SECURITIES OF THE COMPANY

### Substantial Shareholders

To the best knowledge of Directors, as at 31 December 2016, the following persons, other than the Directors or chief executive of the Company, had, or was deemed or taken to have, an interest or short position in the shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were expected to be directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

Name of substantial shareholders 主要股東姓名／名稱	Capacity 身份	Number of shares 股份數目 (Note 1) (附註1)	Approximate percentage of shareholding 概約股權百分比
Mr. Chiu Ngai Hung 趙毅雄先生	Beneficial owner 實益擁有人	120,892,000 (L)	13.33%
Mr. Wong Tai Kuen 王大權先生	Beneficial owner 實益擁有人	85,620,000 (L)	7.86%
Mr. Lau Yu 柳宇先生	Beneficial owner (Note 2) 實益擁有人(附註2)	75,380,000 (L)	6.92%
Noble Ace Investments Limited Noble Ace Investments Limited	Interest of controlled corporations (Note 2) 受控制法團權益(附註2)	63,700,000 (L)	5.85%
Boyraci Osman Boyraci Osman	Beneficial owner 實益擁有人	46,550,175 (L)	5.13%

Notes:

- The letter "L" denotes a long position in the shares of the Company.
- Noble Ace Investments Limited ("Noble Ace") was interested in 63,700,000 shares of the Company in the capacity of beneficial owner and Noble Ace is wholly and beneficially owned by Mr. Lau Yu. As such, Mr. Lau Yu was deemed to be interested in all the shares of the Company held or interested by Noble Ace pursuant to Part XV of the SFO.

Save as disclosed above, the Company has not been notified of other interests or short positions of any other person (other than the Directors and chief executives and the substantial shareholders of the Company) in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO as at 31 December 2016.

## 主要股東及其他之人士須披露其於本公司證券之權益

### 主要股東

據董事所深知，於二零一六年十二月三十一日，下列人士(董事或本公司主要行政人員除外)於股份或相關股份中擁有，被視為或被當作擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司及聯交所披露之權益或淡倉；或預期將直接或間接擁有附帶權利可於任何情況下在本集團任何成員公司之股東大會上投票之任何類別股本面值5%或以上之權益：

Name of substantial shareholders 主要股東姓名／名稱	Capacity 身份	Number of shares 股份數目 (Note 1) (附註1)	Approximate percentage of shareholding 概約股權百分比
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Mr. Chiu Ngai Hung 趙毅雄先生	Beneficial owner 實益擁有人	120,892,000 (L)	13.33%
Mr. Wong Tai Kuen 王大權先生	Beneficial owner 實益擁有人	85,620,000 (L)	7.86%
Mr. Lau Yu 柳宇先生	Beneficial owner (Note 2) 實益擁有人(附註2)	75,380,000 (L)	6.92%
Noble Ace Investments Limited Noble Ace Investments Limited	Interest of controlled corporations (Note 2) 受控制法團權益(附註2)	63,700,000 (L)	5.85%
Boyraci Osman Boyraci Osman	Beneficial owner 實益擁有人	46,550,175 (L)	5.13%

附註：

- [L]指該於本公司股份的好倉。
- Noble Ace Investments Limited ("Noble Ace")以實益擁有人身份於本公司的63,700,000股股份中擁有權益，而Noble Ace由柳宇先生實益及全資擁有。因此，根據證券及期貨條例第XV部，柳宇先生被視為於由Noble Ace持有或擁有權益的所有本公司股份中擁有權益。

除上文所披露者外，於二零一六年十二月三十一日，本公司並不知悉有任何其他人士(董事及本公司主要行政人員及主要股東除外)於本公司股份或相關股份中擁有記錄於本公司須根據證券及期貨條例第336條存置之登記冊之其他權益或淡倉。

## SHARE OPTION SCHEME

On 8 May 2013, the Company passed an ordinary resolution at the annual general meeting to adopt a new share option scheme (the “Share Option Scheme”) whereby the Board may grant share options to employees, directors, suppliers, consultants, agents and advisers or any person, at its discretion, for the primary purpose to recognize and motivate their contributions to the Group. The Share Option Scheme is valid for a period of 10 years commencing from 8 May 2013. Details of the Share Option Scheme were set out in the circular of the Company dated 27 March 2013.

On 29 April 2016, the Company passed an ordinary resolution at the extraordinary general meeting to amend the definition of “Eligible Participant” of the Share Option Scheme and the definition of “Invested Entity” be added to the Share Option Scheme (“Amendments to the Share Option Scheme”). Details of the Amendments to the Share Option Scheme are set out in the Company’s announcement dated 29 April 2016 and the Company’s circular dated 13 April 2016.

The total number of share option that could be granted was 75,600,000 shares at par value of HK\$0.04 each, representing approximately 10% of the total issued shares of the Company on the date of passing the resolution to refresh the Share Option Scheme limit at the annual general meeting on 30 May 2016.

For the year ended 31 December 2016 and up to date of this announcement, the Company had not granted any options and no outstanding options under the Share Option Scheme.

## DIRECTORS’ INTERESTS IN CONTRACTS

Save as disclosed in this announcement, no contract of significance to which the Company, any of its subsidiaries or fellow subsidiaries was a party, in which the Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year under review.

## PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under Articles, or law of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

## INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the INEDs a written confirmation of his independence pursuant to rule 5.09 of the GEM Listing Rules. Based on such confirmation, the Board considers all of the INEDs are independent.

## 購股權計劃

於二零一三年五月八日，本公司於股東週年大會通過採納新購股權計劃（「購股權計劃」）之普通決議案，據此，董事會可酌情向僱員、董事、供應商、諮詢人、代理及顧問或任何人士授出購股權，其主要目的為認同及鼓勵彼等對本集團的貢獻。購股權計劃之有效期由二零一三年五月八日起計為期十年。購股權計劃之詳情載於本公司日期為二零一三年三月二十七日之通函。

於二零一六年四月二十九日，本公司於股東特別大會通過普通決議案，修改購股權計劃中「合資格參與者」的定義並將「投資實體」之定義加入至購股權計劃（「購股權計劃修訂」）。購股權計劃修訂詳情載於本公司日期為二零一六年四月二十九日之公告及本公司日期為二零一六年四月十三日之通函。

可授出之購股權總數為75,600,000股每股面值0.04港元之股份，佔於二零一六年五月三十日股東週年大會通過更新購股權計劃限額之決議案當日本公司之已發行股份總額約10%。

截至二零一六年十二月三十一日止年度及截至本公告日期，本公司概無授出任何購股權及持有購股權計劃下之未行使購股權。

## 董事於合約之權益

除於本公告披露者外，董事概無於本公司、其任何附屬公司或同系附屬公司所訂立且於年終或回顧年度內任何時間仍然生效之重大合約中，直接或間接擁有任何重大權益。

## 優先購買權

細則或開曼群島法例並無有關優先購買權之條文規定本公司須按比例向現有股東提呈發售新股份。

## 獨立非執行董事之獨立性

本公司已獲各獨立非執行董事根據創業板上市規則第5.09條發出有關其獨立性之確認書。根據有關確認書，董事會認為全體獨立非執行董事均為獨立人士。

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

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2016.

## **SUFFICIENCY OF PUBLIC FLOAT**

As at the date of this announcement, the Company has complied with the public float requirement under rule 11.23 of the GEM Listing Rules.

## **AUDIT COMMITTEE**

The Company has established audit committee with written terms of reference which was amended on 7 January 2016. The primary duties of the audit committee are to review, in draft form, the Company's annual report and accounts, half-year report, quarterly reports and to provide advice and comments thereon to the Board. The audit committee is also responsible for reviewing and supervising the financial reporting process, risk management and internal control of the Group. As at the date of this announcement, the audit committee comprises three INEDs, namely Mr. Leung Man Chun, Dr. Lee Nim Wai and Mr. Fok Kin Fung, Eric. Mr. Leung Man Chun is the chairman of the audit committee.

The audit committee has reviewed the accounting principles and practices adopted by the Company and discussed with the Board the internal controls and financial reporting matters, including a review of the financial statements for the year ended 31 December 2016.

## **REVIEW OF PRELIMINARY RESULTS ANNOUNCEMENT**

The figures in respect of the preliminary announcement of the Group's results for the year ended 31 December 2016 have been agreed by the Group's auditor, Baker Tilly Hong Kong Limited, to the amounts set out in the Group's audited consolidated financial statements for the year. The work performed by Baker Tilly Hong Kong Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by Baker Tilly Hong Kong Limited on the preliminary announcement.

## **購買、出售或贖回本公司上市證券**

截至二零一六年十二月三十一日止年度，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

## **充足公眾持股量**

於本公告日期，本公司已遵守創業板上市規則第11.23條項下之公眾持股量規定。

## **審核委員會**

本公司已成立審核委員會，並書面訂明其職權範圍（於二零一六年一月七日修訂）。審核委員會之主要職責為審閱本公司之年報與賬目、半年報告及季度報告之初稿，並就此向董事會提供建議及意見。審核委員會亦負責審閱及監督本集團之財務申報程序、風險管理及內部監控。於本公告日期，審核委員會由三名獨立非執行董事梁文俊先生、李念緯醫生及霍健烽先生組成，梁文俊先生為審核委員會主席。

審核委員會已檢討本公司所採納之會計原則及常規，並與董事會討論內部監控及財務申報事宜，包括審閱截至二零一六年十二月三十一日止年度之財務報表。

## **審閱初步業績公佈**

截至二零一六年十二月三十一日止年度本集團初步業績公告中之數字已經本集團核數師天職香港會計師事務所有限公司與本集團本年度經審核綜合財務報表所載數額進行核對。天職香港會計師事務所有限公司就此進行之工作，並不構成香港會計師公會頒佈之香港核數準則、香港審閱委聘準則或香港審驗委聘準則項下之審驗委聘，因此，天職香港會計師事務所有限公司概不對初步公告作出任何保證。

## APPRECIATION

Finally, on behalf of the Board, I would like to take this opportunity to give my sincere gratitude to my fellow Directors and all the staff who have contributed their time, efforts and supports to the Group.

By Order of the Board of  
**Aurum Pacific (China) Group Limited**  
**Chan Wai Kit**  
*Executive Director*

Hong Kong, 14 March 2017

*As at the date of this announcement, the Board comprises four executive Directors Mr. Chan Wai Kit, Ms. Wong Chi Yan, Mr. Mui Yuk Wah and Mr. Hung Tat Chi Alan and three independent non-executive Directors, Mr. Leung Man Chun, Mr. Fok Kin Fung Eric and Dr. Lee Nim Wai.*

*This announcement will remain on the page of "Latest Company Announcements" on the GEM website for at least 7 days from the date of its posting and the website of the Company at [www.aurumpacific.com.hk](http://www.aurumpacific.com.hk).*

## 致謝

最後，本人謹代表董事會借此機會衷心感謝董事同寅及全體員工，投入時間及努力，支持本集團。

承董事會命  
**奧栢中國集團有限公司**  
執行董事  
**陳偉傑**

香港，二零一七年三月十四日

於本公告日期，董事會成員包括四名執行董事陳偉傑先生、黃志恩女士、梅育華先生及洪達智先生；及三名獨立非執行董事梁文俊先生、霍健烽先生及李念緯醫生。

本公告將由刊登日期起最少一連七天於創業板網站「最新公司公告」一頁及本公司網站 [www.aurumpacific.com.hk](http://www.aurumpacific.com.hk) 內刊登。