

# FINSOFT FINANCIAL INVESTMENT HOLDINGS LIMITED

## 匯財金融投資控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號：8018



# 2017

First Quarterly Report  
第一季度報告

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

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

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

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*This report, for which the directors (the “Directors”, each a “Director”) of Finsoft Financial Investment Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

## 香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)的特色

創業板的定位乃為相比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，並應經過審慎周詳考慮後方作出投資決定。創業板的較高風險及其他特色表明創業板較適合專業及其他經驗豐富的投資者。

由於創業板上市公司的新興性質使然，在創業板買賣的證券可能會較於聯交所主板買賣的證券承受較大的市場波動風險，同時亦無法保證在創業板買賣的證券會有高流通量的市場。

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*本報告之資料乃遵照《創業板證券上市規則》(「創業板上市規則」)而刊載，旨在提供有關匯財金融投資控股有限公司(「本公司」)之資料。本公司之董事(「董事」，各自為一名「董事」)願就本報告之資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確及完備，並無誤導或欺詐成分，且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。*

## FIRST QUARTERLY RESULTS

The board of Directors (the “Board”) announces the unaudited condensed consolidated results of Finsoft Financial Investment Holdings Limited (the “Company”, together with its subsidiaries, referred to as the “Group”) for the three months ended 31 March 2017 (the “Period”), together with the unaudited comparative figures for the corresponding period in 2016, as follows:

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

For the three months ended 31 March 2017

## 第一季度業績

董事會(「董事會」)公佈，匯財金融投資控股有限公司(「本公司」，連同其附屬公司統稱「本集團」)截至二零一七年三月三十一日止三個月(「期內」)之未經審核簡明綜合業績，連同二零一六年同期之未經審核比較數字載列如下：

## 未經審核簡明綜合損益及其他全面收支表

截至二零一七年三月三十一日止三個月

		<b>Three months ended 31 March</b>	
		截至三月三十一日止三個月	
		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
		<b>(Unaudited)</b>	<b>(Unaudited)</b>
		(未經審核)	(未經審核)
		Notes	
		附註	
<b>CONTINUING OPERATIONS</b>	<b>持續經營業務</b>		
Revenue	收益	3	13,753
Cost of sales	銷售成本		(4,009)
			13,304
			(3,994)
Gross profit	毛利		9,744
Other income	其他收入	4	88
Other gains and losses	其他收益及虧損	4	(513)
Administrative expenses	行政開支		(15,767)
Finance costs	財務成本	5	(551)
Share of profits of associates	應佔聯營公司溢利		910
Share of loss of a joint venture	應佔一間合營公司虧損		(527)
			1,305
			(571)
Loss before tax from continuing operations	來自持續經營業務的除稅前虧損	6	(6,616)
Income tax expense	所得稅開支	7	(836)
			(799)
			(708)
Loss for the period from continuing operations	來自持續經營業務的期內虧損		(7,452)
			(1,507)

		<b>Three months ended 31 March</b> 截至三月三十一日止三個月	
		2017 二零一七年 HK\$'000 千港元 <b>(Unaudited)</b> (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註	
<b>DISCONTINUED OPERATIONS</b>	已終止經營業務		
Profit/(loss) for the period from discontinued operations	來自已終止經營業務的期內溢利/(虧損)	8	(230) / 3,393
<b>Profit/(loss) for the period</b>	期內溢利/(虧損)		<b>(7,682)</b> / 1,886
<b>Other comprehensive loss</b>	其他全面虧損		
Item that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益的項目：		
Fair value loss on available-for-sale investments	可供出售投資的公平價值虧損		(827) / -
<b>Other comprehensive loss for the period</b>	期內其他全面虧損		<b>(827)</b> / -
<b>Total comprehensive income/(loss) for the period</b>	期內全面收入/(虧損)總額		<b>(8,509)</b> / 1,886
<b>Profit/(loss) for the period attributable to:</b>	下列各方應佔期內溢利/(虧損)：		
Owners of the Company	本公司擁有人		(7,760) / 1,797
Non-controlling interests	非控股權益		78 / 89
			<b>(7,682)</b> / 1,886
<b>Total comprehensive income/(loss) for the period attributable to:</b>	下列各方應佔期內全面收入/(虧損)：		
Owners of the Company	本公司擁有人		(8,587) / 1,797
Non-controlling interests	非控股權益		78 / 89
			<b>(8,509)</b> / 1,886

Three months ended 31 March  
截至三月三十一日止三個月

		Notes 附註	2017 二零一七年 <b>(Unaudited)</b> (未經審核)	2016 二零一六年 (Unaudited) (未經審核) (Restated) (經重列)
<b>Earnings/(loss) per share</b>	<b>每股盈利／(虧損)</b>	10		
Basic (HK cents per share)	基本(每股港仙)			
– For profit/(loss) for the period	– 期內溢利／(虧損)		<b>(0.678)</b>	0.393
– For loss from continuing operations	– 來自持續經營業務虧損		<b>(0.657)</b>	(0.349)
Diluted (HK cents per share)	攤薄(每股港仙)			
– For profit/(loss) for the period	– 期內溢利／(虧損)		<b>(0.678)</b>	0.393
– For loss from continuing operations	– 來自持續經營業務虧損		<b>(0.656)</b>	(0.349)

**NOTES:****1. GENERAL INFORMATION**

The Company was incorporated in the Cayman Islands on 18 December 2012 as an exempted company with limited liability under the Companies Law of the Cayman Islands and its shares have been listed on the GEM of the Stock Exchange since 26 September 2013. The address of the Company's registered office is Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of the Company's head office and principal place of business in Hong Kong is Unit No. 2616, 26/F, The Metropolis Tower, No. 10 Metropolis Drive, Hungghom, Kowloon, Hong Kong.

The Company, an investment holding company, and its subsidiaries are principally engaged in the provision of financial trading software solutions, provision of other internet financial platforms, provision of referral services, money lending business and assets investments. The Group's provision of corporate finance advisory services, provision of property management and property agency services and provision of design and fitting-out services were regarded as discontinued operations in the preparation of the consolidated financial results.

The unaudited condensed consolidated results of the Group are presented in Hong Kong dollars ("HK\$"), which is the same as the functional currency of the Company, and all values are rounded to the nearest thousand except when otherwise indicated.

**2. BASIS OF PREPARATION**

The unaudited condensed consolidated results of the Group for the Period (the "Results") has been prepared in accordance with Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (hereinafter collectively referred to as "Hong Kong Financial Reporting Standards" ("HKFRSs")), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance (Cap.622 of the Laws of Hong Kong). The Results also comply with the applicable disclosure provisions of the GEM Listing Rules.

**附註：****1. 一般資料**

本公司在二零一二年十二月十八日根據開曼群島公司法於開曼群島註冊成立為獲豁免有限公司及其股份已於二零一三年九月二十六日起於聯交所創業板上市。本公司之註冊辦事處地址為Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands。本公司的總辦事處及香港主要營業地點位於香港九龍紅磡都會道10號國際都會大廈26樓2616室。

本公司(為一間投資控股公司)及其附屬公司主要從事提供金融交易軟件解決方案、提供其他互聯網金融平台、提供轉介服務、借貸業務及資產投資。本集團之提供企業財務諮詢服務以及提供物業管理及物業代理服務以及提供設計及裝修服務已於編製綜合財務業績時被視為已終止經營業務。

本集團之未經審核簡明綜合業績以港元(「港元」)呈列，港元同樣為本公司之功能貨幣，而除另有註明外，所有數值均調整至最接近之千位。

**2. 編製基準**

本集團於期內之未經審核簡明綜合業績(「本業績」)乃根據由香港會計師公會頒佈之香港財務報告準則、香港會計準則及詮釋(下文統稱為「香港財務報告準則」、香港公認會計原則及香港法例第622章香港公司條例之披露規定而編製。本業績亦符合創業板上市規則之適用披露條文。

The Results have been prepared on the historical cost basis, except for certain financial instruments and investment properties that are measured at fair values at the end of each reporting period.

The accounting policies adopted in preparing the Results are consistent with those applied in the annual financial statements of the Group for the year ended 31 December 2016, with addition for the new and revised HKFRSs which are effective for the Group's financial year beginning on 1 January 2017. The adoption of these new and revised HKFRSs has no material effect on the Results. The Group has not early applied the new and revised HKFRSs that have been issued but are not yet effective. The Group is in the process of making an assessment of the impact of the new and revised HKFRSs upon initial application but is not yet in a position to state whether these new and revised HKFRSs would have a significant impact on the Group's results of operations and financial position.

It should be noted that accounting estimates and assumptions are used in the preparation of the Results. Although these estimates are based on the management's best knowledge and judgement to current events and actions, actual results may ultimately differ from those estimates.

本業績已根據歷史成本基準編製，惟於各報告期末按公平價值計量的若干金融工具及投資物業除外。

編製本業績時採納之會計政策，與本集團截至二零一六年十二月三十一日止年度之年度財務報表所採用的會計政策一致，並已加入於二零一七年一月一日開始之本集團財政年度生效之新訂及經修訂香港財務報告準則。採納該等新訂及經修訂香港財務報告準則對本業績並無重大影響。本集團並無提早應用已頒佈惟尚未生效之新訂及經修訂香港財務報告準則。本集團現正評估首次採用該等新訂及經修訂香港財務報告準則之影響，惟尚未能評定該等新訂及經修訂香港財務報告準則會否對本集團之營運業績及財務狀況構成重大影響。

謹請注意編製本業績時使用之會計估算及假設。雖然此等估算乃基於管理層對目前事件及行動之全悉及判斷，惟實際結果最終或會與該等估算有差別。

### 3. REVENUE

An analysis of the Group's revenue from its major products and services from continuing operations for the Period is as follows:

### 3. 收益

期內本集團來自其持續經營業務之主要產品及服務的收益分析如下：

		<b>Three months ended 31 March</b> 截至三月三十一日止三個月	
		<b>2017</b> 二零一七年 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Sales of hardware	銷售硬件	<b>525</b>	524
Sales of technology software systems	銷售軟件系統	<b>1,000</b>	344
System customisation and network support	系統訂製及網絡支援	<b>1,335</b>	1,818
Software maintenance services	軟件保養服務	<b>2,400</b>	2,288
Software licensing fee	軟件特許費	<b>6,413</b>	5,384
Hosting and related services fee	伺服器寄存及相關服務費	<b>842</b>	860
Other internet financial platforms services income	其他互聯網金融平台服務收入	-	967
Interest income on loan financing	貸款融資之利息收入	<b>1,079</b>	404
Referral services fee	轉介服務費	-	625
Rental income	租金收入	<b>159</b>	90
		<b>13,753</b>	13,304



#### 4. OTHER INCOME, AND OTHER GAINS AND LOSSES

An analysis of other income, and other gains and losses from continuing operations for the Period is as follows:

#### 4. 其他收入，及其他收益及虧損

以下為期內來自持續經營業務的其他收入，及其他收益及虧損的分析：

		<b>Three months ended 31 March</b> 截至三月三十一日止三個月	
		<b>2017</b> 二零一七年 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Other income:</b>	<b>其他收入：</b>		
Sundry income	雜項收入	<b>88</b>	–
		<b>88</b>	–
<b>Other gains and losses:</b>	<b>其他收益及虧損：</b>		
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	<b>1,229</b>	–
Impairment losses on available-for-sale investments	可供出售投資之減值虧損	–	(3,335)
Reversal of impairment loss on trade receivables	貿易應收款項的減值虧損撥回	<b>219</b>	56
Loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損	<b>(2)</b>	–
Net fair value gain/(loss) on financial assets at fair values through profit or loss	按公平價值計入損益的金融資產之公平價值收益/(虧損)淨額	<b>(1,959)</b>	3,926
Gain on disposal of a subsidiary	出售一間附屬公司之收益	–	1,209
Gain on bargain purchase	議價購買收益	–	9
		<b>(513)</b>	1,865

## 5. FINANCE COSTS

An analysis of finance costs from continuing operations for the Period is as follows:

## 5. 財務成本

以下為期內來自持續經營業務的財務成本的分析：

		<b>Three months ended 31 March</b> 截至三月三十一日止三個月	
		<b>2017</b> 二零一七年 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Interest expense on loan notes	貸款票據利息開支	-	3,526
Interest expense on other borrowings	其他借款的利息開支	<b>550</b>	-
Other interest expense	其他利息開支	<b>1</b>	2
		<b>551</b>	<b>3,528</b>

## 6. LOSS BEFORE TAX

Loss before tax from continuing operations for the Period has been arrived at after charging:

		2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Amortisation of intangible assets (note a)	無形資產攤銷(附註a)	543	543
Depreciation of property, plant and equipment (note b)	物業、廠房及設備折舊 (附註b)	426	370
Operating lease payments in respect of rented premises	租用物業的經營租賃款項	735	1,005
Employee benefits expense (note c):	僱員福利開支(附註c):		
Salaries and other benefits	薪金及其他福利	5,452	6,214
Contributions to retirement benefits scheme	退休福利計劃供款	174	210
Share-based payments	股份支付款項	8,278	-
Total employee benefits expense, including directors' emoluments	僱員福利開支總額，包括董事 酬金	13,904	6,424

Notes:

- (a) During the Period, amortisation of intangible assets amounting to HK\$543,000 (three months ended 31 March 2016: HK\$543,000) was included in cost of sales.
- (b) During the Period, depreciation of property, plant and equipment amounting to HK\$53,000 (three months ended 31 March 2016: Nil) was included in cost of sales and amounting to HK\$373,000 (three months ended 31 March 2016: HK\$370,000) was included in administrative expenses.
- (c) During the Period, employee benefits expense amounting to HK\$2,061,000 (three months ended 31 March 2016: HK\$2,134,000) was included in cost of sales and amounting to HK\$11,843,000 (three months ended 31 March 2016: HK\$4,290,000) was included in administrative expenses.

## 6. 除稅前虧損

期內來自持續經營業務的除稅前虧損於扣除下列各項後得出：

### Three months ended 31 March 截至三月三十一日止三個月

	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Amortisation of intangible assets (note a)	543	543
Depreciation of property, plant and equipment (note b)	426	370
Operating lease payments in respect of rented premises	735	1,005
Employee benefits expense (note c):		
Salaries and other benefits	5,452	6,214
Contributions to retirement benefits scheme	174	210
Share-based payments	8,278	-
Total employee benefits expense, including directors' emoluments	13,904	6,424

附註：

- (a) 期內，計入銷售成本之無形資產攤銷為543,000港元(截至二零一六年三月三十一日止三個月：543,000港元)。
- (b) 期內，計入銷售成本之物業、廠房及設備折舊為53,000港元(截至二零一六年三月三十一日止三個月：無)，而有373,000港元(截至二零一六年三月三十一日止三個月：370,000港元)計入行政開支。
- (c) 期內，計入銷售成本之僱員福利開支為2,061,000港元(截至二零一六年三月三十一日止三個月：2,134,000港元)，而有11,843,000港元(截至二零一六年三月三十一日止三個月：4,290,000港元)計入行政開支。

## 7. INCOME TAX EXPENSE

## 7. 所得稅開支

		Three months ended 31 March 截至三月三十一日止三個月	
		2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Continuing operations</b>	<b>持續經營業務</b>		
Current – Hong Kong	即期－香港		
– Charge for the period	－期內計提	926	798
Deferred	遞延	(90)	(90)
		<b>836</b>	<b>708</b>
<b>Discontinued operations</b>	<b>已終止經營業務</b>		
Current – Hong Kong	即期－香港		
– Charge for the period	－期內計提	6	1,151
		<b>6</b>	<b>1,151</b>
Income tax expense	所得稅開支	<b>842</b>	<b>1,859</b>

Hong Kong Profits Tax has been provided at the rate of 16.5% on the estimated assessable profit arising in or derived from Hong Kong for both periods.

During the Period, the share of tax attributable to associates amounting to HK\$71,000 (three months ended 31 March 2016: HK\$882,000) was included in “Share of profits of associates”.

香港利得稅均按各期內在香港產生或賺取的估計應課稅溢利以16.5%稅率計提撥備。

期內計入「應佔聯營公司溢利」的歸屬於聯營公司的稅項為71,000港元(截至二零一六年三月三十一日止三個月:882,000港元)。

## 8. DISCONTINUED OPERATIONS

- (a) On 1 December 2016, the Group and DX.com Holdings Limited (“DX.com”) entered into a sale and purchase agreement, pursuant to which DX.com purchased and the Group sold all issued shares of Central Pearl Investments Limited (“Central Pearl”, which directly owned 100% of Full Profit Property Services Company Limited (“Full Profit”)) at a consideration of HK\$20,000,000 (“Central Pearl Group Disposal”). Upon completion of the Central Pearl Group Disposal on 1 December 2016, Central Pearl and Full Profit ceased to be 51% indirectly owned subsidiaries of the Group.

On 23 February 2017, the Group and Billion Centrium Group Holdings Limited (“Billion”) entered into a sale and purchase agreement, pursuant to which Billion has conditionally agreed to acquire and the Group conditionally agreed to sell the Group’s entire 51% interest in Wise Link International Limited (“Wise Link”) at a consideration of HK\$9,800,000 (“Wise Link Group Disposal”). Upon completion of the Wise Link Group Disposal on 28 April 2017, Wise Link, Profit Sun International Investments Limited and Billion C & C Limited have ceased to be 51% indirectly owned subsidiaries of the Group.

As a result of the Central Pearl Group Disposal and Wise Link Group Disposal, the provision of property management and property agency service and the provision of design and fitting-out services are regarded as discontinued operations.

## 8. 已終止經營業務

- (a) 於二零一六年十二月一日，本集團與DX.com控股有限公司(「DX.com」)訂立買賣協議，據此，DX.com收購及本集團出售卓名投資有限公司(「卓名」，直接擁有富盈物業服務有限公司(「富盈」)100%股權)的所有已發行股份，代價為20,000,000港元(「卓名集團出售事項」)。於二零一六年十二月一日卓名集團出售事項完成後，卓名及富盈已不再為本集團間接持有51%股權之附屬公司。

於二零一七年二月二十三日，本集團與億中集團控股有限公司(「億中」)訂立買賣協議，據此，億中已有條件同意收購及本集團已有條件同意出售其於智領國際有限公司(「智領」)的全部51%權益，代價為9,800,000港元(「智領集團出售事項」)。於智領集團出售事項於二零一七年四月二十八日完成後，智領、富陽國際投資有限公司及億中設計工程有限公司不再為本集團間接持有51%股權之附屬公司。

由於卓名集團出售事項及智領集團出售事項，提供物業管理及物業代理服務以及提供設計及裝修服務被視為已終止經營業務。

(b) The Group has decided to cease its corporate finance advisory services and on 13 October 2016, the Group and an independent third party purchaser entered into a sale and purchase agreement pursuant to which the Group conditionally agreed to dispose of its entire equity interest being the entire issued share capital of Nine Rivers Corporate Finance Limited (formerly known as “Finsoft Corporate Finance Limited”) at a consideration of HK\$2,300,000, subject to adjustment according to the sale and purchase agreement (“Corporate Finance Disposal”). Subject to the completion of Corporate Finance Disposal, the Group will no longer carry on corporate finance advisory services business.

(b) 本集團決定終止提供企業財務諮詢服務，且於二零一六年十月十三日，本集團與一名獨立第三方買方訂立買賣協議，據此，本集團已有條件同意出售其全部股權（即方立企業財資有限公司（前稱「匯財企業財務顧問有限公司」）的全部已發行股本），代價為2,300,000港元，並可根據買賣協議予以調整（「企業財務出售事項」）。於企業財務出售事項完成後，本集團將不再進行企業財務諮詢服務業務。

The results from discontinued operations for the Period are as follows:

以下為期內已終止經營業務的業績：

		<b>Three months ended 31 March</b> 截至三月三十一日止三個月	
		<b>2017</b> 二零一七年 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益	<b>2,522</b>	8,357
Cost of sales	銷售成本	<b>(2,108)</b>	(75)
Gross profit	毛利	<b>414</b>	8,282
Other income	其他收入	-	38
Administrative expenses	行政開支	<b>(638)</b>	(3,776)
Profit/(loss) before tax from discontinued operations	來自已終止經營業務的除稅前溢利/(虧損)	<b>(224)</b>	4,544
Income tax expense	所得稅開支	<b>(6)</b>	(1,151)
Profit/(loss) and total comprehensive income/(loss) for the period from discontinued operations	期內來自已終止經營業務的溢利/(虧損)及全面收入/(虧損)總額	<b>(230)</b>	3,393
Profit/(loss) and total comprehensive income/(loss) for the period from discontinued operations attributable to:	應佔期內來自已終止經營業務的溢利/(虧損)及全面收入/(虧損)總額：		
Owners of the Company	本公司擁有人	<b>(244)</b>	3,393
Non-controlling interests	非控股權益	<b>14</b>	-
		<b>(230)</b>	3,393

## Three months ended 31 March

截至三月三十一日止三個月

		2017 二零一七年 (Unaudited) (未經審核)	2016 二零一六年 (Unaudited) (未經審核) (Restated) (經重列)
<b>Earnings/(loss) per share</b>	<b>每股盈利/(虧損)</b>		
Basic (HK cents per share), from discontinued operations	基本(每股港仙), 來自已終止經營業務	<b>(0.021)</b>	0.742
Diluted (HK cents per share), from discontinued operations	攤薄(每股港仙), 來自已終止經營業務	<b>(0.021)</b>	0.742



## 9. DIVIDEND

The Board does not recommend the payment of any dividend in respect of the Period (three months ended 31 March 2016: Nil).

## 10. EARNINGS/(LOSS) PER SHARE

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

## 9. 股息

董事會並不建議就期內派付任何股息(截至二零一六年三月三十一日止三個月：無)。

## 10. 每股盈利／(虧損)

期內每股基本及攤薄盈利／(虧損)乃按以下數據計算：

		<b>Three months ended 31 March</b> 截至三月三十一日止三個月	
		<b>2017</b> 二零一七年 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Profit/(loss) for the period attributable to owners of the Company</b>	本公司擁有人應佔期內溢利／(虧損)		
From continuing operations	來自持續經營業務	<b>(7,516)</b>	(1,596)
From discontinued operations	來自已終止經營業務	<b>(244)</b>	3,393
Profit/(loss) for the period attributable to owners of the Company	本公司擁有人應佔期內溢利／(虧損)	<b>(7,760)</b>	1,797

## Three months ended 31 March

截至三月三十一日止三個月

		2017 二零一七年 (Unaudited) (未經審核)	2016 二零一六年 (Unaudited) (未經審核) (Restated) (經重列) (note (a)) (附註(a))
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares in issue for the purpose of calculation of basic earnings/(loss) per share	就計算每股基本盈利/(虧損)而言，已發行普通股加權平均數	<b>1,143,865,673</b>	457,612,203
Effect of diluted potential ordinary shares as a result of the share options granted (note (b))	因授出購股權的潛在普通股攤薄影響(附註(b))	<b>1,391,748</b>	—
Weighted average number of ordinary shares in issue for the purpose of calculation of diluted earnings/(loss) per share	就計算每股攤薄盈利/(虧損)而言，已發行普通股加權平均數	<b>1,145,257,421</b>	457,612,203

## Notes:

- (a) The weighted average number of ordinary shares in issue for the period ended 31 March 2016 for the purpose of basic and diluted earnings/(loss) per share has been adjusted and restated to reflect the rights issue effective from 24 May 2016 and the effect of consolidation of shares of the Company effective from 19 April 2016.
- (b) The computation of diluted loss per share for the period ended 31 March 2017 does not assume the conversion of the Company's outstanding share options granted on 28 March 2017 because the adjusted exercise price of those share options are higher than the average market price of the shares for the period which is regarded as anti-dilutive.

## 附註：

- (a) 截至二零一六年三月三十一日止期間計算每股基本及攤薄盈利/(虧損)的已發行普通股加權平均數已經調整及重列，以反映自二零一六年五月二十四日起生效之供股以及自二零一六年四月十九日起生效之股份合併之影響。
- (b) 計算截至二零一七年三月三十一日止期間之每股攤薄虧損並無假設於二零一七年三月二十八日授出之本公司之尚未行使購股權獲轉換，因為該等購股權之經調整行使價高於股份於期內平均市價(被視為具反攤薄影響)。

## 11. UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 11. 未經審核簡明綜合權益變動表

		Attributable to owners of the Company 本公司擁有人應佔							Non-controlling interests	Total	
		Share capital	Share premium	Share options reserve	Merger reserve	Capital reserve	Investment revaluation reserve	Retained profits	Subtotal	Non-controlling interests	Total
		股本	股份溢價	購股權儲備	合併儲備	資本儲備	投資重估儲備	保留溢利	小計	非控股權益應佔	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2016 (Audited)	於二零一六年一月一日 (經審核)	2,000	34,610	-	78	-	-	7,872	44,560	1,214	45,774
Profit and total comprehensive income for the period	期內溢利及全面收入總額	-	-	-	-	-	-	1,797	1,797	89	1,886
Placing of new shares	配售新股	400	38,154	-	-	-	-	-	38,554	-	38,554
Disposal of a subsidiary	出售一間附屬公司	-	-	-	-	-	-	-	-	103	103
At 31 March 2016 (Unaudited)	於二零一六年三月三十一日 (未經審核)	2,400	72,764	-	78	-	-	9,669	84,911	1,406	86,317
At 1 January 2017 (Audited)	於二零一七年一月一日 (經審核)	5,252	200,642	2,111	78	67	4,796	9,880	222,826	3,563	226,389
Profit/(loss) for the period	期內溢利/(虧損)	-	-	-	-	-	-	(7,760)	(7,760)	78	(7,682)
Other comprehensive income/(loss) for the period:	期內其他全面收入/(虧損):										
Fair value loss on available-for-sale investments	可供出售投資公平價值虧損	-	-	-	-	-	(827)	-	(827)	-	(827)
Total comprehensive income/(loss) for the period	期內全面收入/(虧損)總額	-	-	-	-	-	(827)	(7,760)	(8,587)	78	(8,509)
Shares issued	已發行股份	1,051	29,623	-	-	-	-	-	30,674	-	30,674
Shares issuing expenses	股份發行開支	-	(984)	-	-	-	-	-	(984)	-	(984)
Share-based payments	以股份支付款項	-	-	8,278	-	-	-	-	8,278	-	8,278
Acquisition of non-controlling interests	收購非控股權益	-	-	-	-	-	-	-	-	(1,763)	(1,763)
At 31 March 2017 (Unaudited)	於二零一七年三月三十一日 (未經審核)	6,303	229,281	10,389	78	67	3,969	2,120	252,207	1,878	254,085

## 12. COMPARATIVE AMOUNTS

The comparative statement of profit or loss and other comprehensive income has been re-presented as if the operations discontinued during the three months ended 31 March 2017 had been discontinued at the beginning of the comparative period (note 8).

## 12. 比較數額

比較性的損益及其他全面收入表已進行重新呈列，猶如截至二零一七年三月三十一日止三個月的已終止經營業務已於比較期間開始時終止(附註8)。

## MANAGEMENT DISCUSSION AND ANALYSIS

During the three months ended 31 March 2017 (the “Period”), the Group was principally engaged in the provision of financial trading software solutions, provision of other internet financial platforms, provision of referral services, money lending business, assets investments, provision of corporate finance advisory services and provision of design and fitting-out services in Hong Kong.

The Group’s provision of corporate finance advisory services, provision of property management and property agency services and provision of design and fitting-out services were regarded as discontinued operations in the preparation of the consolidated financial results of the Group.

### BUSINESS REVIEW

#### PROVISION OF FINANCIAL TRADING SOFTWARE SOLUTIONS

During the Period, the performance of the financial trading software solutions business division, by the Group’s principal operating subsidiary iAsia Online Systems Limited (“iAsia”), remained an upward trend with the growth in segment revenue from external customers amounting to approximately HK\$12,515,000 (three months ended 31 March 2016: approximately HK\$11,218,000), representing an increase of approximately HK\$1,297,000 or 11.6%.

The Group has maintained a close relationship with its existing clients and provided comprehensive solutions as well as quality technical support services. The Group will pay close attention to the market trends and policies of Hong Kong and the People’s Republic of China (“PRC”) so as to develop proper business strategy. In addition, the Group will strive to enhance its R&D capabilities and improve its software system in order to offer satisfactory services to its clients.

## 管理層討論及分析

截至二零一七年三月三十一日止三個月(「期內」)，本集團主要於香港從事提供金融交易軟件解決方案、提供其他互聯網金融平台、提供轉介服務、借貸業務、資產投資、提供企業財務諮詢服務以及提供設計及裝修服務。

於編製本集團綜合財務業績時，本集團提供企業財務諮詢服務、提供物業管理及物業代理服務以及提供設計及裝修服務之業務被視為已終止經營業務。

### 業務回顧

#### 提供金融交易軟件解決方案

期內，本集團主要營運附屬公司亞洲網上系統有限公司(「亞網」)之金融交易軟件解決方案業務分部表現仍呈上升趨勢，來自外部客戶的分部收益增至約12,515,000港元(截至二零一六年三月三十一日止三個月：約11,218,000港元)，相當於增加約1,297,000港元或11.6%。

本集團與現有客戶維持緊密關係，提供全面解決方案及優質技術支援服務。本集團將密切留意香港及中華人民共和國(「中國」)的市場趨勢及政策，以制定適當業務策略。此外，本集團將致力加強其研發能力及改進其軟件系統，為客戶提供滿意的服務。

With the implementation of the Common Reporting Standard (“CRS”) by the Organisation of Economic Cooperation and Development in 2017, financial institutions have begun to collect information from investors and are expected to report to the Hong Kong Inland Revenue Department in 2018. iAsia was given the opportunity to provide system enhancement fields to comply with the CRS requirements, such as adding the fields for jurisdiction of residence and Tax Identification Number. The Group will capitalise on such opportunity and will persist to explore new business partners in this year.

### PROVISION OF OTHER INTERNET FINANCIAL PLATFORMS

During the Period, no contract was conducted under the other internet financial platforms business division and no revenue was generated as a result (three months ended 31 March 2016: HK\$967,000).

The Group will seize opportunities to diversify the client base of its other internet financial platforms in order to strengthen its competitiveness in the industry and enhance its customer base.

### PROVISION OF REFERRAL SERVICES

During the Period, no contract was conducted under the referral services business division and no revenue was generated as a result (three months ended 31 March 2016: revenue of HK\$625,000). The Group will keep exploring new business opportunities, and identifying quality investments with good potentials for clients to improve the financial results of this business division.

隨著經濟合作與發展組織於二零一七年實施共同匯報標準(「共同匯報標準」)，金融機構開始收集投資者資料及預期於二零一八年向香港稅務局呈報。亞網獲機會提供系統改進領域，以遵守共同匯報標準規定，如增加居民司法權區及稅務識別編號。本年度，本集團將利用有關機會並不斷發掘新業務合作夥伴。

### 提供其他互聯網金融平台

於期內，其他互聯網金融平台業務分部並無合約，因此並無產生收益(截至二零一六年三月三十一日止三個月：967,000港元)。

本集團將把握機會分散其他互聯網金融平台的客戶基礎，以提升其行業競爭力及擴大其客戶基礎。

### 提供轉介服務

於期內，轉介服務業務分部並無合約，因此並無產生收益(截至二零一六年三月三十一日止三個月：收益625,000港元)。本集團將繼續探索新商機，及為客戶物色富有潛力的優質投資，以提升此業務分部的財務業績。

## MONEY LENDING BUSINESS

During the Period, revenue derived from the money lending business division amounted to approximately HK\$1,079,000 (three months ended 31 March 2016: approximately HK\$404,000), representing an increase of approximately HK\$675,000 or 167.1%. This business segment recorded profit before tax of approximately HK\$685,000 during the Period (three months ended 31 March 2016: approximately HK\$329,000). The interest rate charged to customers during the Period ranged from 8.0% to 13.0% per annum. No default event occurred as of the date of this report and no provision for the impairment of loans receivable was considered necessary during the Period.

The management believes that the money lending business can generate stable revenue and profit to the Group and it is in the interests of the Company and its shareholders to expand the money lending business and devote more financial resources to this business. The Group will continue to maintain a prudent credit control strategy so as to balance its business growth and risk management. The management believes that money lending will remain a sustainable business sector of the Group.

## ASSETS INVESTMENTS

The Group's assets investments business consisted of investments in properties and securities.

### (i) Properties Investment

During the Period, the principal properties investment of the Group were two retail shops located in the residential area of Siu Sai Wan, Hong Kong. During the Period, rental income of HK\$159,000 was generated (three months ended 31 March 2016: approximately HK\$90,000).

In the future, it is expected that the portfolio of the Group's properties investment will generate stable recurring income and cash flow to the Group.

## 借貸業務

於期內，借貸業務分部產生之收益金額約為1,079,000港元(截至二零一六年三月三十一日止三個月：約404,000港元)，相當於增加約675,000港元或167.1%。於期內，此業務分部錄得除稅前溢利約685,000港元(截至二零一六年三月三十一日止三個月：約329,000港元)。期內向客戶收取之利率介乎每年8.0%至13.0%。由於截至本報告日期概無發生違約事件，故於期內毋須就應收貸款計提減值撥備。

管理層認為，借貸業務可為本集團帶來穩定的收益及溢利，拓展借貸業務及加大此項業務的財務資源投入符合本公司及其股東的利益。本集團將繼續採用審慎的信貸控制策略，以保持業務增長與風險管理之間的平衡。管理層相信，借貸業務將繼續為本集團的可持續發展業務。

## 資產投資

本集團資產投資業務包括物業及證券投資。

### (i) 物業投資

於期內，本集團的主要物業投資為位於香港小西灣住宅區的兩間零售商舖。於期內產生租金收入159,000港元(截至二零一六年三月三十一日止三個月：約90,000港元)。

預期日後本集團的物業投資組合將為本集團帶來穩定的經常性收入及現金流。

**(ii) Securities Investment**

The Group's securities investment portfolio comprised investments in listed securities.

During the Period, a net fair value loss on financial assets at fair value through profit or loss of approximately HK\$1,959,000 (three months ended 31 March 2016: a net fair value gain of approximately HK\$3,926,000) was recognised from the securities investment. The volatile market conditions have led to the fair value loss during the Period.

The Group will continue to adopt a conservative investment approach in its trading of listed securities in the Hong Kong stock market and closely monitor the performance of its securities investment portfolio.

**(ii) 證券投資**

本集團之證券投資組合包括上市證券投資。

於期內，就證券投資確認按公平價值計入損益的金融資產之公平價值虧損淨額約1,959,000港元（截至二零一六年三月三十一日止三個月：公平價值收益淨額約3,926,000港元）。於期內，市況不穩而導致公平價值虧損。

本集團在買賣香港股市上市證券時，將繼續秉持保守的投資方針，並會密切監察其證券投資組合的表現。

**DISCONTINUED OPERATION – PROVISION OF CORPORATE FINANCE ADVISORY SERVICES**

During the Period, no contract was conducted under the corporate finance advisory services business division and no revenue was generated as a result (three months ended 31 March 2016: HK\$270,000). A loss of approximately HK\$258,000 (three months ended 31 March 2016: approximately HK\$219,000) was recorded as a result of the labour costs of operations. In view of the unsatisfactory operating results of the corporate finance advisory services business in the previous years, the Group intended to dispose of this business and on 13 October 2016, the Group and an independent third party purchaser entered into a sale and purchase agreement pursuant to which the Group conditionally agreed to dispose of 5,000,000 ordinary shares of Nine Rivers Corporate Finance Limited ("NRCFL"), representing the entire issued shares of NRCFL at the consideration of HK\$2,300,000, subject to adjustment according to the sale and purchase agreement. NRCFL is principally engaged in the business of providing corporate finance advisory services in Hong Kong and holds the licence to carry on Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO") and completion of the sale and purchase is subject to, among other things, the approval from the Securities and Futures Commission of Hong Kong in relation to the change of substantial shareholder of NRCFL. As at the date of this report, the disposal of NRCFL has not yet completed.

**已終止經營業務 – 提供企業財務諮詢服務**

於期內，企業財務諮詢服務業務分部並無合約，因此並無產生收益（截至二零一六年三月三十一日止三個月：270,000港元）。由於營運的勞工成本錄得虧損約258,000港元（截至二零一六年三月三十一日止三個月：約219,000港元）。鑒於企業財務諮詢服務業務於過往年度之經營業績未如理想，本集團擬出售該項業務，於二零一六年十月十三日，本集團與一名獨立第三方買方訂立買賣協議，據此，本集團有條件同意出售方立企業財資有限公司（「方立企業財資」）之5,000,000股普通股（相當於方立企業財資之全部已發行股份），代價為2,300,000港元，惟可根據買賣協議調整。方立企業財資主要於香港從事提供企業財務諮詢服務業務，且持有牌照可從事香港法例第571章證券及期貨條例（「證券及期貨條例」）項下第6類（就機構融資提供意見）受規管活動，而買賣之完成須待（其中包括）香港證券及期貨事務監察委員會批准方立企業財資主要股東之變更後，方能落實。於本報告日期，出售方立企業財資事項尚未完成。

## DISCONTINUED OPERATIONS – PROVISION OF PROPERTY MANAGEMENT AND PROPERTY AGENCY SERVICES AND PROVISION OF DESIGN AND FITTING-OUT SERVICES

The segment business was disposed of by two separate disposal transactions in December 2016 and February 2017 respectively.

On 1 December 2016, Wise Link International Limited (“Wise Link”) and DX.com Holdings Limited (“DX.com”, a company whose shares are listed on the GEM, Stock Code: 8086) entered into a sale and purchase agreement, pursuant to which DX.com purchased and Wise Link sold all the issued shares of Central Pearl Investments Limited (which directly owned 100% of Full Profit Property Services Company Limited) at the consideration of HK\$20,000,000 (“Central Pearl Group Disposal”). The completion of Central Pearl Group Disposal took place on 1 December 2016. On 23 February 2017, the Group and Billion Centrium Group Holdings Limited (“Billion”) entered into a sale and purchase agreement (“Wise Link SPA”), pursuant to which Billion has conditionally agreed to purchase and the Group has conditionally agreed to sell the Group’s entire 51% interest in Wise Link at the consideration of HK\$9,800,000 (“Wise Link Group Disposal”). Wise Link and its subsidiaries were principally engaged in the provision of design and fitting-out services in Hong Kong. Completion of Wise Link Group Disposal took place on 28 April 2017. As a result, the Group discontinued its operation in the provision of property management and property agency services and provision of design and fitting-out services.

## 已終止經營業務－提供物業管理及物業代理服務以及提供設計及裝修服務

該分部業務已於二零一六年十二月及二零一七年二月分別進行的兩項單獨出售交易中出售。

於二零一六年十二月一日，智領國際有限公司（「智領」）與DX.com控股有限公司（「DX.com」，一間股份於創業板上市之公司，股份代號：8086）訂立買賣協議，據此，DX.com購買而智領出售卓名投資有限公司（其直接擁有富盈物業服務有限公司全部權益）的全部已發行股份，代價為20,000,000港元（「卓名集團出售事項」）。卓名集團出售事項已於二零一六年十二月一日完成。於二零一七年二月二十三日，本集團與億中集團控股有限公司（「億中」）訂立買賣協議（「智領買賣協議」），據此，億中已有條件同意收購及本集團已有條件同意出售本集團所持有智領的全部51%權益，代價為9,800,000港元（「智領集團出售事項」）。智領及其附屬公司主要在香港從事提供設計及裝修服務。智領集團出售事項已於二零一七年四月二十八日完成。因此，本集團提供物業管理及物業代理服務以及提供設計及裝修服務已成為已終止經營業務。



The Wise Link Group Disposal constituted a connected transaction of the Company. As at the date of the Wise Link SPA, Wise Link was a 51%-owned subsidiary of the Company, while Billion was a substantial shareholder (as defined in the GEM Listing Rules) of Wise Link by holding the remaining 49% of the then issued share capital of Wise Link. Therefore, Billion was a connected person of the Company at the subsidiary level under the GEM Listing Rules and accordingly the Wise Link Group Disposal constituted a connected transaction of the Company. Since the connected transaction between the Group and Billion are on normal commercial terms or better, the connected transaction is exempt from the circular, independent financial advice and shareholders' approval requirements pursuant to Rule 20.99 of the GEM Listing Rules and is only subject to the reporting and announcement requirements under Chapter 20 of the GEM Listing Rules.

During the Period, this business division contributed revenue of approximately HK\$2,522,000 (three months ended 31 March 2016: approximately HK\$8,087,000) and profit after tax of approximately HK\$28,000 (three months ended 31 March 2016: approximately HK\$3,612,000) to the Group.

The Directors consider that the Central Pearl Group Disposal and Wise Link Group Disposal represent an opportunity for the Group to realise its investment in the provision of property management and property agency services, and provision of design and fitting-out services business, so as to enable the Group to improve its cash position as well as to reallocate more financial resources on the Group's other existing business segments.

智領集團出售事項構成本公司一項關連交易。於智領買賣協議日期，智領為本公司擁有51%權益之附屬公司，而億中為智領之主要股東(定義見創業板上市規則)，持有智領當時已發行股本的餘下49%權益。因此，根據創業板上市規則，億中為本公司在附屬公司層面之關連人士，故智領集團出售事項構成本公司一項關連交易。由於本集團與億中進行之關連交易乃按一般商業條款或更佳條款進行，故關連交易獲豁免遵守創業板上市規則第20.99條項下之通函、獨立財務意見及股東批准之規定，惟僅須遵守創業板上市規則第20章項下之申報及公告規定。

於期內，此業務分部向本集團貢獻收益約2,522,000港元(截至二零一六年三月三十一日止三個月：約8,087,000港元)及除稅後溢利約28,000港元(截至二零一六年三月三十一日止三個月：約3,612,000港元)。

董事認為，卓名集團出售事項及智領集團出售事項是本集團變現其於提供物業管理及物業代理服務以及提供設計及裝修服務業務之投資的良機，可使本集團改善其現金狀況並將更多財務資源重新配置至本集團其他現有業務分部。

## OTHER INVESTMENTS

During the Period, the Group had the following investments: (i) available-for-sale investments; (ii) investments in associates; and (iii) investment in a joint venture.

### (i) Available-For-Sale Investments

As at 31 March 2017, the Group held (i) an unlisted fund investment which is a private equity fund which mainly invests in the field of social media and is managed by a fund manager, with carrying value of approximately HK\$3.5 million, (ii) an unlisted equity investment with carrying value of approximately HK\$1.3 million; and (iii) 16,538,000 ordinary shares of China Parenting Network Holdings Limited (“CPN Shares”), the issued shares of which are listed on GEM (Stock Code: 8361), with carrying value of approximately HK\$40.7 million.

During the Period, the investment revaluation reserve of the Group decreased by approximately HK\$827,000 as a result of the decrease in the fair value of the CPN Shares.

### *Disposal of 5% interest in C&C International Healthcare Group Limited (“C&C”)*

On 16 March 2017, the Group and Major Bright Holdings Limited (as purchaser), a wholly-owned subsidiary of New Ray Medicine International Holding Limited (a company listed on the Main Board of the Stock Exchange, Stock Code: 6108) entered into a sale and purchase agreement pursuant to which the Group agreed to sell and the purchaser agreed to acquire the Group’s entire interest of C&C, being 5% of the issued share capital of C&C, at a cash consideration of HK\$25,500,000. The Directors considered that the disposal represents a good opportunity to realise the Group’s return from the investment in the C&C. The disposal transaction was completed on 16 March 2017.

## 其他投資

於期內，本集團有下列投資：(i)可供出售投資；(ii)於聯營公司之投資；及(iii)於一間合營公司之投資。

### (i) 可供出售投資

於二零一七年三月三十一日，本集團持有(i)一項非上市基金投資，該基金為主要投資於社交媒體及由基金經理管理的私募股權基金，賬面值約為3,500,000港元；(ii)一項非上市股權投資，賬面值約為1,300,000港元；及(iii) 16,538,000股中國育兒網絡控股有限公司(其已發行股份於創業板上市，股份代號：8361)普通股(「中國育兒網絡股份」)，賬面值約為40,700,000港元。

於期內，因中國育兒網絡股份公平價值減少，本集團投資重估儲備減少約827,000港元。

### *出售C&C International Healthcare Group Limited(「C&C」)的5%權益*

於二零一七年三月十六日，本集團與新銳醫藥國際控股有限公司(一間於聯交所主板上市之公司，股份代號：6108)之全資附屬公司Major Bright Holdings Limited(作為買方)訂立買賣協議，據此，本集團同意出售而買方同意收購本集團於C&C的全部權益(即C&C已發行股本的5%)，現金代價為25,500,000港元。董事認為，該項出售為變現本集團於C&C之投資回報之良機。該項出售交易已於二零一七年三月十六日完成。

**(ii) Investment in Associates**

*(a) Four Directions Investment Limited (“FDIL”)*

As at 31 March 2017, the Group held 100% interests in DSE Cayman Limited, which in turn held approximately 23.29% equity interest in FDIL (together with its subsidiaries, the “FDIL Group”). Through the investment in the FDIL Group which are principally engaged in providing services in relation to information technology, smartphone applications development and digital marketing and the development of information technology applications, the Group has expanded and diversified its investment into information technology industry in respect of development of smartphone applications, which the Directors consider to have great market potentials. During the Period, the profit of the associate shared by the Group amounted to approximately HK\$888,000 (three months ended 31 March 2016: approximately HK\$1,305,000).

*(b) Ultimate Elite Investments Limited (“Ultimate Elite”)*

As at 31 March 2017, the Group held 40% interest in Ultimate Elite (together with its subsidiary, the “Ultimate Elite Group”). The Ultimate Elite Group are principally engaged in property investment and investment holding. The principal assets of Ultimate Elite Group are properties located at Offices A-H, J-N & P on 21/F (Whole Floor) and Car Parking Space Nos. P47, P48 and P49 on Basement Floor, Kings Wing Plaza 1, No. 3 On Kwan Street, Sha Tin, New Territories, Hong Kong. During the Period, the Ultimate Elite Group started to generate rental income and the profit of the associate shared by the Group amounted to approximately HK\$22,000 (three months ended 31 March 2016: Nil).

**(ii) 於聯營公司之投資**

*(a) Four Directions Investment Limited (「FDIL」)*

於二零一七年三月三十一日，本集團持有DSE Cayman Limited的100%股權，而該公司持有FDIL（連同其附屬公司稱「FDIL集團」）股權之約23.29%。透過投資FDIL集團（主要從事提供有關資訊科技、智能手機應用程式開發及數碼營銷之服務以及開發資訊科技應用程式），本集團已擴大及豐富其於資訊科技行業的投資，進軍董事認為具巨大市場潛力的開發智能手機應用業務。於期內，本集團應佔該聯營公司溢利約為888,000港元（截至二零一六年三月三十一日止三個月：約1,305,000港元）。

*(b) Ultimate Elite Investments Limited (「Ultimate Elite」)*

於二零一七年三月三十一日，本集團持有Ultimate Elite（連同其附屬公司，稱「Ultimate Elite集團」）40%權益。Ultimate Elite集團主要從事物業投資及投資控股。Ultimate Elite集團之主要資產為位於香港新界沙田安群街3號京瑞廣場1期21樓（全層）A-H、J-N及P號辦公室以及地庫P47、P48及P49號停車位之物業。於期內，Ultimate Elite集團開始產生租金收入及本集團應佔該聯營公司溢利約為22,000港元（截至二零一六年三月三十一日止三個月：無）。

**(iii) Investment in Joint Venture – Sky View Investment Limited (“Sky View”)**

As at 31 March 2017, the Group held 49% interest in Sky View, which is the holding company of approximately 22% interest in Rolaner International Limited (“Rolaner”). Rolaner through an operating company in the PRC, is operating a mobile application “Mei Li Shen Qi (美麗神器)”, one of the largest online communities and e-commerce platforms with millions of users for medical beauty industry in the PRC, in which the Directors consider to have great market potentials. During the Period, the loss of the joint venture shared by the Group amounted to approximately HK\$527,000 (three months ended 31 March 2016: approximately HK\$571,000).

As at the date of this report, save as the foregoing major acquisitions and disposals, the Group did not have any other concrete plans for material investments or capital assets in the coming future. Nonetheless, if any acquisition opportunity arises and is identified, the Group will conduct a feasibility study and prepare implementation plans to consider whether it is beneficial to the Company and its shareholders as a whole.

**(iii) 於合營公司之投資 – 天匯投資有限公司 (「天匯」)**

於二零一七年三月三十一日，本集團持有天匯49%權益，而天匯為Rolaner International Limited(「Rolaner」)約22%權益的控股公司。Rolaner透過一間中國營運公司經營一項手機應用程式「美麗神器」，該應用程式為中國最大的醫療美容行業在線社區之一，並為擁有數百萬用戶的電子商務平台，董事認為該程式擁有龐大市場潛力。於期內，本集團應佔合營公司虧損約527,000港元(截至二零一六年三月三十一日止三個月：約571,000港元)。

於本報告日期，除上述主要收購及出售事項外，本集團並無就將來之重大投資或資本資產制定任何其他具體計劃。儘管如此，倘任何收購機會來臨及得以識別時，本集團將進行可行性研究並編製實施計劃，以考慮有關機會是否符合本公司及其股東的整體利益。

## FINANCIAL REVIEW

### CONTINUING OPERATIONS

#### Revenue

Revenue of the Group for the Period was approximately HK\$13,753,000 (three months ended 31 March 2016: approximately HK\$13,304,000), representing an increase of approximately HK\$449,000 or 3.4% as compared with that of the corresponding period in 2016. The increase in revenue of the Group during the Period was mainly due to the combined effect of (i) the increase in revenue generated from the financial trading software solutions business of approximately HK\$1,297,000, and (ii) the decrease in revenue generated from the provision of other internet financial platforms of approximately HK\$967,000.

#### Gross Profit and Gross Profit Margin

Gross profit of the Group for the Period was approximately HK\$9,744,000 (three months ended 31 March 2016: approximately HK\$9,310,000), representing an increase of approximately HK\$434,000 or 4.7% as compared with that of the corresponding period in 2016 which is in line with the increase in revenue. Gross profit margin of the Group for the Period was approximately 70.8% (three months ended 31 March 2016: approximately 70.0%).

#### Administrative Expenses

The Group's administrative expenses for the Period amounted to approximately HK\$15,767,000 (three months ended 31 March 2016: approximately HK\$9,180,000), representing an increase of approximately HK\$6,587,000 or 71.8% as compared with that of the corresponding period in 2016. The significant increase was primarily attributable to the equity-settled share-based payments for the share options granted by the Company of approximately HK\$8,278,000 during the Period. Such equity-settled share-based payments are non-cash in nature and will not have any immediate impact on the cash flow and business operation of the Group.

## 財務回顧

### 持續經營業務

#### 收益

期內，本集團之收益約為13,753,000港元（截至二零一六年三月三十一日止三個月：約13,304,000港元），較二零一六年同期增加約449,000港元或3.4%。期內本集團收益增加主要是由於(i)金融交易軟件解決方案業務收益增加約1,297,000港元；及(ii)提供其他互聯網金融平台收益減少約967,000港元之綜合影響所致。

#### 毛利及毛利率

期內，本集團之毛利約為9,744,000港元（截至二零一六年三月三十一日止三個月：約9,310,000港元），較二零一六年同期增加約434,000港元或4.7%，與收益增加一致。期內，本集團毛利率約為70.8%（截至二零一六年三月三十一日止三個月：約70.0%）。

#### 行政開支

期內，本集團之行政開支約為15,767,000港元（截至二零一六年三月三十一日止三個月：約9,180,000港元），較二零一六年同期增加約6,587,000港元或71.8%。該大幅增加主要由於期內本公司所授出購股權而作出的以股本結算並以股份支付款項約8,278,000港元所致。有關以股本結算並以股份支付款項屬非現金性質，並將不會對本集團的現金流及業務營運造成任何即時影響。

### Loss for the Period from Continuing Operations

The Group recorded a net loss after tax of approximately HK\$7,452,000 (three months ended 31 March 2016: approximately HK\$1,507,000) for the Period. The increase in loss was mainly due to the increase in administrative expenses during the Period.

### DISCONTINUED OPERATIONS

During the Period, revenue generated from the Group's discontinued operations for the Period was approximately HK\$2,522,000 (three months ended 31 March 2016: approximately HK\$8,357,000), which was attributable to the provision of design and fitting-out services in Hong Kong.

Loss from discontinued operations amounted to approximately HK\$230,000, which were contributed by corporate finance advisory services business and the provision of design and fitting-out services business of the Group. As compared with the net profit of approximately HK\$3,393,000 for the three months ended 31 March 2016, the financial results in prior period was relatively outstanding because it had been accounted for the net profit of approximately HK\$3,612,000 generated from the provision of property management and property agency services business, which was disposed of by the Group in December 2016.

The loss from discontinued operations attributable to shareholders of the Company for the Period were approximately HK\$244,000 (three months ended 31 March 2016: profit of approximately HK\$3,393,000).

### MATERIAL ACQUISITION AND DISPOSAL

Details of material acquisitions and disposals during the Period are set out elsewhere in the section headed "Business Review" of this report.

### 期內來自持續經營業務之虧損

期內本集團錄得除稅後虧損淨額約7,452,000港元(截至二零一六年三月三十一日止三個月:約1,507,000港元)。虧損增加主要由於期內行政開支增加所致。

### 已終止經營業務

於期內,本集團已終止經營業務期內產生之收益為約2,522,000港元(截至二零一六年三月三十一日止三個月:約8,357,000港元),乃由於在香港提供設計及裝修服務所致。

已終止經營業務之虧損約為230,000港元,來自於本集團企業財務諮詢服務業務及提供設計及裝修服務業務。與截至二零一六年三月三十一日止三個月之淨溢利約3,393,000港元相比,上一期間的財務業績相對不俗乃因提供物業管理及物業代理服務業務(已由本集團於二零一六年十二月出售)產生淨溢利約3,612,000港元。

期內歸屬於本公司股東之來自已終止經營業務之虧損約為244,000港元(截至二零一六年三月三十一日止三個月:溢利約3,393,000港元)。

### 重大收購及出售

期內重大收購及出售詳情載於本報告「業務回顧」一節。

## CAPITAL STRUCTURE

### Placing of New Shares Under General Mandate

On 1 February 2017, the Company and Gransing Securities Co., Limited (as placing agent) entered into a conditional placing agreement ("210M Placing Agreement"), pursuant to which the Company had conditionally agreed to place through the placing agent, on a best effort basis, up to 210,090,000 new ordinary shares of par value of HK\$0.005 each in the share capital of the Company ("February Placing Share(s)", to not less than six placees who and whose ultimate beneficial owners are third parties independent of and not connected with the Company and any of its connected persons or their respective associates, at a price of HK\$0.146 per February Placing Share ("210M Placing"). The February Placing Shares were allotted and issued pursuant to the general mandate granted to the Directors at the extraordinary general meeting of the Company held on 12 January 2017. The nominal value of the February Placing Shares was HK\$1,050,450 and the net issue price was approximately HK\$0.142 per February Placing Share. The closing price of the ordinary shares of the Company on the date of the 210M Placing Agreement was HK\$0.174 per share. On 20 February 2017, completion of the 210M Placing took place in accordance with the terms and conditions of the 210M Placing Agreement. Immediately after completion of the 210M Placing, an aggregate of 210,090,000 February Placing Shares, representing approximately 16.7% of the then issued share capital of the Company (as enlarged by the allotment and issue of the February Placing Shares), have been successfully placed to not less than six placees. The Company received net proceeds of approximately HK\$29.7 million from the 210M Placing. The Directors were of the view that the 210M Placing represented good opportunities to broaden the shareholders' base and raise additional funds at a reasonable cost for itself. Up to the date of this report, net proceeds of (i) approximately HK\$15.2 million had been used for repayment of interest-bearing borrowings of the Group; (ii) approximately HK\$11.0 million had been used for financing the money lending business; and (iii) the remaining had been used for financing the general working capital of the Group as intended.

## 資本架構

### 根據一般授權配售新股份

於二零一七年二月一日，本公司與鼎成證券有限公司(作為配售代理)訂立有條件配售協議(「2.1億配售協議」)，據此，本公司已有條件同意透過該配售代理按盡最大努力基準，配售最多210,090,000股本公司股本中每股面值0.005港元之新普通股(「二月配售股份」)予不少於六名承配人(彼等及其最終實益擁有人均為獨立於本公司及其任何關連人士或彼等各自之聯繫人且與彼等概無關連之第三方)，每股二月配售股份作價0.146港元(「2.1億配售事項」)。二月配售股份已根據於二零一七年一月十二日舉行之本公司股東特別大會授予董事之一般授權配發及發行。二月配售股份之面值為1,050,450港元，淨發行價格為每股二月配售股份約0.142港元。本公司之普通股於2.1億配售協議日期之收市價為每股0.174港元。於二零一七年二月二十日，2.1億配售事項根據2.1億配售協議之條款及條件完成。緊隨2.1億配售事項完成後，合共210,090,000股二月配售股份(相當於本公司當時已發行股本(經配發及發行二月配售股份擴大)之約16.7%)已成功配售予不少於六名承配人。本公司自2.1億配售事項獲得所得款項淨額約29,700,000港元。董事認為2.1億配售事項為擴闊股東基礎及按合理成本為自身額外集資的良機。直至本報告日期，所得款項淨額中，(i)約15,200,000港元已用作償還本集團之計息借款；(ii)約11,000,000港元已用作為借貸業務撥資；及(iii)餘額已按擬定用途用作為本集團之一般營運資金撥資。

## SHARE OPTION SCHEME

The Company adopted a share option scheme (the “Scheme”) on 10 September 2013 so as to attract and retain the best available personnel and to provide additional incentive to the eligible participants under the Scheme. Pursuant to the Scheme, the Board is authorised, at its absolute discretion and subject to the terms of the Scheme, to grant options to subscribe for the shares of the Company (in such form then existing and subject to adjustment) to any employees (full-time or part-time), directors, consultants or advisor of the Group, or any substantial shareholders of the Group, or any distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group. The Scheme shall be valid and effective for a period of ten years commencing on 10 September 2013 and expiring on the business day immediately preceding the 10th anniversary thereof i.e. 8 September 2023, subject to early termination provisions contained in the Scheme.

## 購股權計劃

本公司於二零一三年九月十日採納購股權計劃（「該計劃」），以吸引及挽留最佳員工，並向該計劃下的合資格參與人提供額外獎勵。根據該計劃，董事會獲授權，按酌情基準及根據該計劃的條款，向本集團任何僱員（全職或兼職）、董事、顧問或諮詢人、或本集團任何主要股東、或本集團任何分銷商、承包商、供應商、代理、客戶、業務夥伴或服務供應商授出可認購本公司股份（以當時之形式並可予調整）的購股權。該計劃由二零一三年九月十日起十年內有效及生效並於緊接該計劃第十個週年日的前一個營業日（即二零二三年九月八日）屆滿，惟可根據該計劃所載的提早終止條文提早終止。



Details of the movements in the share options of the Company pursuant to the Scheme during the Period are as follows:

於期內本公司根據該計劃之購股權變動詳情載列如下：

	Date of grant of share options	Exercise period of options granted	Exercise price of share option (HK\$ per share)	Number of share options		Outstanding as at 31 March 2017
				At 1 January 2017	Granted during the Period	
	授出購股權日期	授出購股權之行使期	購股權之行使價 (每股港元)	於二零一七年一月一日	於期內授出	於二零一七年三月三十一日尚未行使
<b>Executive Directors</b>						
<b>執行董事</b>						
Lam Ching Yee 林靜儀	21 November 2016 二零一六年十一月二十一日	21 November 2016 – 20 November 2017 二零一六年十一月二十一日至二零一七年十一月二十日	0.2196	8,000,000	-	8,000,000
	28 March 2017 二零一七年三月二十八日	28 March 2017 – 27 March 2018 二零一七年三月二十八日至二零一八年三月二十七日	0.315	-	4,510,000	4,510,000
Lin Ting 林霆	21 November 2016 二零一六年十一月二十一日	21 November 2016 – 20 November 2017 二零一六年十一月二十一日至二零一七年十一月二十日	0.2196	8,000,000	-	8,000,000
	28 March 2017 二零一七年三月二十八日	28 March 2017 – 27 March 2018 二零一七年三月二十八日至二零一八年三月二十七日	0.315	-	4,510,000	4,510,000
<b>Non-executive Director</b>						
<b>非執行董事</b>						
Ng Wing Cheong Stephen 吳榮祥	21 November 2016 二零一六年十一月二十一日	21 November 2016 – 20 November 2017 二零一六年十一月二十一日至二零一七年十一月二十日	0.2196	8,000,000	-	8,000,000
	28 March 2017 二零一七年三月二十八日	28 March 2017 – 27 March 2018 二零一七年三月二十八日至二零一八年三月二十七日	0.315	-	4,510,000	4,510,000
<b>Employee</b>						
<b>僱員</b>						
	21 November 2016 二零一六年十一月二十一日	21 November 2016 – 20 November 2017 二零一六年十一月二十一日至二零一七年十一月二十日	0.2196	8,000,000	-	8,000,000
	28 March 2017 二零一七年三月二十八日	28 March 2017 – 27 March 2018 二零一七年三月二十八日至二零一八年三月二十七日	0.315	-	4,510,000	4,510,000
<b>Other participants</b>						
<b>其他參與者</b>						
	21 November 2016 二零一六年十一月二十一日	21 November 2016 – 20 November 2017 二零一六年十一月二十一日至二零一七年十一月二十日	0.2196	8,000,000	-	8,000,000
	28 March 2017 二零一七年三月二十八日	28 March 2017 – 27 March 2018 二零一七年三月二十八日至二零一八年三月二十七日	0.315	-	86,970,000	86,970,000
				40,000,000	105,010,000	145,010,000

Note:

(1) Consideration of HK\$1 was paid by each of the grantees on their acceptance of the share options granted.

附註：

(1) 各承授人於彼等接納授出之購股權時支付1港元之代價。

During the Period under review, no share options were exercised, cancelled or lapsed.

於回顧期內，概無購股權獲行使、註銷或失效。

## OUTLOOK

Widely recognised for being the pioneer in various global financial indexes, Hong Kong has always been ranking one of the world's most developed hubs for fintech (financial technology) industry. Exceptionally, Hong Kong government has pledged full support to the industry which was mentioned in the recent 2017 Policy Address. Talented business professionals found Hong Kong the perfect ground to showcase their innovation and start their business plans. The Group notices the immense interests of innovative trading solution inventions, and will therefore further strengthen its business in financial trading software systems.

As technology matures, smartphone applications development with a huge growth potential for online trading and finances will continue to provide new opportunities to the Group. The Group will strive to reinforce various applications of mobile technology to streamline unnecessary processes and reduce operational costs in the internet finance industry. Quicker and better performing applications can also increase brand awareness and customer interactions. Along with the current Shanghai-Hong Kong and Shenzhen-Hong Kong Stock Connect schemes, increased accessibility from global investors will lead to the rising demand of mobile payment and related mobile application development. This will attract large number of new customers and lead to new avenues for revenues for the Group in the years to come.

In consideration of the sluggish economic environment and a volatile global financial market, the Group believes diversification of its business segments can maintain a healthy financial profile and safeguard a sustainable growth of the Group. Looking ahead, the Group will seize opportunities to expand the scale of business and promote cooperation with more business partners in various fields. The Group will also implement cautious budget control policies to bring sustainable return to our shareholders.

## 展望

香港作為各種全球金融指數的先驅，得到廣泛認可，一直是世界上最發達的金融科技行業樞紐之一。特別是香港政府已承諾全力支持二零一七年施政報告所提及的行業。有才華的商業專業人士認為香港是展示他們創新和開展業務計劃的最佳場所。本集團注意到創新交易解決方案發明的巨大利益，因此，將進一步加強金融交易軟件系統業務。

隨著技術日漸成熟，智能手機應用程式的開發在網絡交易及財務方面具有巨大增長潛力，將繼續為本集團帶來新商機。本集團將努力加強各種手機應用的技術，精簡互聯網金融業不必要的流程及降低運營成本。更快更好的應用程式還可提高品牌知名度和客戶互動。伴隨著目前的滬港通及深港通計劃，全球投資者可通達性的提高將導致手機支付及相關手機應用程式開發需求上升。這將吸引大量新客戶，並在未來幾年為本集團帶來新的收入渠道。

鑒於經濟環境不景氣及全球金融市場波動，本集團相信，多元化本集團業務分部能維持穩健財務狀況及保證其實現穩定發展。展望未來，本集團將把握機會擴大業務規模，促進與更多業務合作夥伴在各個領域的合作。本集團亦將實行審慎的預算控制政策，為股東帶來可持續回報。

## OTHER INFORMATION

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

As at 31 March 2017, the interests and short positions of the Directors and chief executive of the Company 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")) (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, were as follows:

	Capacity/Nature 身份／性質	Number of shares held/ interested 持有／擁有權益 的股份數目 (note 2) (附註2)	Approximate percentage of shareholding as at 31 March 2017 於二零一七年三月三十一日 股權概約百分比
Ms. Lin Ting (note 1) 林靈女士(附註1)	Beneficial owner 實益擁有人	12,510,000(L)	0.99
Ms. Lam Ching Yee (note 1) 林靜儀女士(附註1)	Beneficial owner 實益擁有人	12,510,000(L)	0.99
Mr. Ng Wing Cheong Stephen (note 1) 吳榮祥先生(附註1)	Beneficial owner 實益擁有人	12,510,000(L)	0.99

Notes:

- Each of Ms. Lin Ting, Ms. Lam Ching Yee (each an executive Director) and Mr. Ng Wing Cheong Stephen (a non-executive Director) was granted options to subscribe for an aggregate of 12,510,000 shares under the Scheme. As at 31 March 2017, all such options granted remained outstanding. For details of the grant of options, please refer to the section headed "SHARE OPTION SCHEME" above.
- "L" denotes long position in the shares or underlying shares.

## 其他資料

### 董事及主要行政人員於股份、相關股份及債權證中之權益及淡倉

於二零一七年三月三十一日，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」)第XV部)的股份、相關股份或債權證中，擁有(i)須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例有關條文彼等被當作或被視為擁有的權益或淡倉)；或(ii)根據證券及期貨條例第352條須登記於該條所指的登記冊內的權益及淡倉；或(iii)根據創業板上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉如下：

	Capacity/Nature 身份／性質	Number of shares held/ interested 持有／擁有權益 的股份數目 (note 2) (附註2)	Approximate percentage of shareholding as at 31 March 2017 於二零一七年三月三十一日 股權概約百分比
Ms. Lin Ting (note 1) 林靈女士(附註1)	Beneficial owner 實益擁有人	12,510,000(L)	0.99
Ms. Lam Ching Yee (note 1) 林靜儀女士(附註1)	Beneficial owner 實益擁有人	12,510,000(L)	0.99
Mr. Ng Wing Cheong Stephen (note 1) 吳榮祥先生(附註1)	Beneficial owner 實益擁有人	12,510,000(L)	0.99

附註：

- 林靈女士、林靜儀女士(均為執行董事)及吳榮祥先生(非執行董事)獲授購股權以根據該計劃認購合共12,510,000股股份。於二零一七年三月三十一日，所有有關已授出購股權仍未行使。有關授出購股權之詳情，請參閱上文「購股權計劃」一節。
- 「L」指股份或相關股份之好倉。

Save as disclosed above, as at 31 March 2017, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or would be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors, notified to the Company and the Stock Exchange.

### **SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES**

So far as is known to the Directors, as at 31 March 2017, the following shareholders and persons (not being a Director or chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group:

除上文披露者外，於二零一七年三月三十一日，董事或本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中，概無擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所；或根據證券及期貨條例第352條須登記於該條所指的登記冊內；或根據創業板上市規則第5.46至5.67條(與董事進行證券交易有關)須知會本公司及聯交所的任何權益或淡倉。

### **主要股東及其他人士於股份、相關股份及債權證中之權益及淡倉**

據董事所知，於二零一七年三月三十一日，下列股東及人士(並非董事或本公司主要行政人員)在本公司股份或相關股份中擁有須根據證券及期貨條例第XV部第2及3分部條文向本公司及聯交所披露的權益或淡倉，或直接或間接擁有附帶權利可在所有情況下於本集團任何其他成員公司的股東大會上投票的任何類別股本面值10%或以上權益：

Name of shareholder	Nature of interest	Number of shares held/ interested	Approximate percentage of shareholding as at 31 March 2017
股東名稱	權益性質	持有／擁有權益的股份數目 (note 4) (附註4)	於二零一七年三月三十一日概約股權百分比
Luster Wealth Limited (note 1) Luster Wealth Limited (附註1)	Beneficial owner 實益擁有人	116,411,250 (L)	9.23
Woodstock Management Limited (note 1)	Interest in controlled corporation	116,411,250 (L)	9.23
Woodstock Management Limited (附註1)	受控法團權益		
Mr. Chan Sek Keung, Ringo (note 1) 陳錫強先生(附註1)	Interest in controlled corporation 受控法團權益	116,411,250 (L)	9.23
Ever Robust Holdings Limited (note 2) 連捷控股有限公司(附註2)	Beneficial owner 實益擁有人	136,800,000 (L)	10.85
Whole Kind Investments Limited (note 2)	Interest in controlled corporation	136,800,000 (L)	10.85
豪佳投資有限公司(附註2)	受控法團權益		
Interactive Entertainment China Cultural Technology Investments Limited (note 2)	Interest in controlled corporation	136,800,000 (L)	10.85
互娛中國文化科技投資有限公司 (附註2)	受控法團權益		

Name of shareholder	Nature of interest	Number of shares held/ interested	Approximate percentage of shareholding as at 31 March 2017
股東名稱	權益性質	持有／擁有權益的股份數目 (note 4) (附註4)	於二零一七年三月三十一日 概約股權百分比
Perfect Growth Limited (note 3) 肇堅有限公司(附註3)	Beneficial owner 實益擁有人	186,492,340 (L)	14.79
Lucky Famous Limited (note 3) Lucky Famous Limited(附註3)	Interest in controlled corporation 受控法團權益	186,492,340 (L)	14.79
GET Holdings Limited (note 3) 智易控股有限公司(附註3)	Interest in controlled corporation 受控法團權益	186,492,340 (L)	14.79

## Notes:

- These 116,411,250 shares are held by Luster Wealth Limited ("Luster Wealth"), which is wholly-owned by Woodstock Management Limited ("Woodstock"), which is in turn wholly-owned by Mr. Chan Sek Keung, Ringo ("Mr. Chan"). By virtue of the SFO, each of Woodstock and Mr. Chan is deemed, or taken to be, interested in all the shares held by Luster Wealth.
- These 136,800,000 shares are held by Ever Robust Holdings Limited ("Ever Robust"), which is wholly-owned by Whole Kind Investments Limited ("Whole Kind"), which is in turn wholly-owned by Interactive Entertainment China Cultural Technology Investments Limited ("IE China"). By virtue of the SFO, each of Whole Kind and IE China is deemed, or taken to be, interested in all the shares held by Ever Robust.
- These 186,492,340 shares are held by Perfect Growth Limited ("Perfect Growth"), which is wholly-owned by Lucky Famous Limited ("Lucky Famous"), which is in turn wholly-owned by GET Holdings Limited ("GET"). By virtue of the SFO, each of Lucky Famous and GET is deemed, or taken to be, interested in all the shares held by Perfect Growth.
- "L" denotes long position in the shares or underlying shares.

## 附註：

- 該等 116,411,250 股股份由 Luster Wealth Limited (「Luster Wealth」) 持有，Luster Wealth 由 Woodstock Management Limited (「Woodstock」) 全資擁有，而 Woodstock 則由陳錫強先生(「陳先生」)全資擁有。根據證券及期貨條例，Woodstock 及陳先生各自被視為或當作於 Luster Wealth 持有之全部股份中擁有權益。
- 該等 136,800,000 股股份由連捷控股有限公司(「連捷」) 持有，連捷由豪佳投資有限公司(「豪佳」)全資擁有，而豪佳則由互娛中國文化科技投資有限公司(「互娛中國」)全資擁有。根據證券及期貨條例，豪佳及互娛中國各自被視為或被當作於連捷持有之全部股份中擁有權益。
- 該等 186,492,340 股股份由肇堅有限公司(「肇堅」) 持有，肇堅由 Lucky Famous Limited(「Lucky Famous」)全資擁有，而 Lucky Famous 則由智易控股有限公司(「智易」)全資擁有。根據證券及期貨條例，Lucky Famous 及智易各自被視為或被當作於肇堅持有之全部股份中擁有權益。
- 「L」指股份或相關股份之好倉。

Save as disclosed above, as at 31 March 2017, the Directors are not aware of any other persons who have interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who will be directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any of its subsidiaries.

## **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES**

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

## **DIRECTORS' SECURITIES TRANSACTIONS**

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all Directors have confirmed that they have complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company during the Period.

## **CORPORATE GOVERNANCE PRACTICES**

During the Period, the Company has complied with all the applicable code provisions as set out in the Corporate Governance Code ("CG Code") set out in Appendix 15 to the GEM Listing Rules, except for the deviations mentioned in the following paragraph.

除上文披露者外，於二零一七年三月三十一日，董事並不知悉任何其他人士在本公司股份或相關股份中擁有須根據證券及期貨條例第XV部第2及3分部條文向本公司及聯交所披露的權益或淡倉，或將直接或間接擁有附帶權利可在所有情況下於本公司或其任何附屬公司的股東大會上投票的任何類別股本面值10%或以上權益。

## **購買、出售或贖回上市證券**

於期內，本公司或其附屬公司概無購買、出售或贖回本公司任何上市證券。

## **董事進行證券交易**

本公司已就董事進行證券交易採納行為守則，其條款之嚴格程度不遜於創業板上市規則第5.48至5.67條所載之規定交易準則。經向全體董事作出特定查詢後，全體董事已確認彼等於期內一直遵守規定交易準則及本公司所採納之董事進行證券交易行為守則。

## **企業管治常規**

於期內，本公司一直遵守創業板上市規則附錄15所載的企業管治守則(「企業管治守則」)所有適用守則條文，惟下段所述之偏離除外。

According to code provision A.2.1 of the CG Code, the roles of the chairman and the chief executive officer should be separate and should not be performed by the same individual. During the Period, the role of the Chairman was performed by Mr. Ng Wing Cheong Stephen. During the Period, the office of the chief executive officer of the Company remained vacated, since the Company has not been able to identify a suitable candidate for the position.

However, the Board will keep reviewing the current structure of the Board from time to time and should any candidate with suitable knowledge, skill and experience be identified, the Company will make appointment to fill the position as appropriate.

## COMPETING INTERESTS

None of the Directors and their respective close associates as defined in the GEM Listing Rules had any business or interests in a business which competes or is likely to complete, either directly or indirectly, with the business of the Group during the Period. As at 31 March 2017, the Company did not have any controlling shareholder.

## AUDIT COMMITTEE

The Company established the audit committee (“Audit Committee”) on 10 September 2013 with written terms of reference posted on the websites of the GEM of the Stock Exchange and of the Company. Such written terms of reference were revised and adopted by the Board on 29 December 2015 in accordance with the revised CG Code taking effect on 1 January 2016. The primary duties of the Audit Committee are, among other matters, to review the Company’s financial information and monitoring of the Company’s financial reporting system, risk management and internal control systems.

At the date of this report, the Audit Committee comprises three independent non-executive Directors, namely Mr. Lam Kai Yeung (chairman), Ms. Lee Kwun Ling, May Jean and Mr. Yuen Shiu Wai. Each committee meeting was chaired by an independent non-executive Director.

根據企業管治守則守則條文第A.2.1條，主席及行政總裁之角色應予區分，並不應由同一人兼任。於期內，主席角色由吳榮祥先生擔任。期內，由於本公司尚未能物色到合適人選擔任該職，故本公司行政總裁一職仍然懸空。

然而，董事會將持續不時檢討董事會現有架構，倘物色到擁有適合知識、技能及經驗之人選，本公司將適時委任有關人士擔任行政總裁一職。

## 競爭權益

於期內，概無董事及彼等各自之緊密聯繫人（定義見創業板上市規則）擁有與本集團業務直接或間接構成或可能構成競爭的業務或於有關業務中擁有權益。於二零一七年三月三十一日，本公司並無任何控股股東。

## 審核委員會

本公司於二零一三年九月十日成立審核委員會（「審核委員會」），其書面職權範圍刊載於聯交所創業板及本公司網站。該等書面職權範圍已由董事會根據自二零一六年一月一日起生效之經修訂企業管治守則於二零一五年十二月二十九日修訂及採納。審核委員會之主要職責為（其中包括）審閱本公司財務資料及監察本公司財務報告系統、風險管理及內部監控系統。

於本報告日期，審核委員會由三名獨立非執行董事組成，即林繼陽先生（主席）、李筠翎女士及袁紹槐先生。每次委員會會議均由一名獨立非執行董事擔任主席。



The unaudited condensed consolidated results of the Group for the Period have been reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosures have been made.

On behalf of the Board  
**Finsoft Financial Investment Holdings Limited**  
**Mr. Ng Wing Cheong Stephen**  
*Chairman*

Hong Kong, 11 May 2017

*As at the date of this report, the Board consists of Ms. Lin Ting and Ms. Lam Ching Yee being the executive Directors, Mr. Ng Wing Cheong Stephen being the non-executive Director and the Chairman and Ms. Lee Kwun Ling, May Jean, Mr. Yuen Shiu Wai and Mr. Lam Kai Yeung being the independent non-executive Directors.*

本集團於期內之未經審核簡明綜合業績，已經由審核委員會審閱，而審核委員會認為該業績乃遵照適用會計準則及規定而編製，並已作出足夠披露。

代表董事會  
**匯財金融投資控股有限公司**  
主席  
吳榮祥先生

香港，二零一七年五月十一日

於本報告日期，董事會成員包括執行董事林霆女士及林靜儀女士，非執行董事兼主席吳榮祥先生，以及獨立非執行董事李筠翎女士、袁紹槐先生及林繼陽先生。



**FINSOFT FINANCIAL INVESTMENT  
HOLDINGS LIMITED**  
匯財金融投資控股有限公司