

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佈之內容概不負責，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佈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。



Interactive Entertainment China Cultural Technology Investments Limited

互娛中國文化科技投資有限公司

(於開曼群島註冊成立並於百慕達存續之有限公司)

(股份代號：8081)

## 二零一七年第一季度業績公佈

互娛中國文化科技投資有限公司(「本公司」，連同其附屬公司稱為「本集團」)董事(「董事」)會(「董事會」)欣然公佈本集團截至二零一七年三月三十一日止三個月之未經審核業績。本公佈載有本公司二零一七年第一季度報告全文，乃符合香港聯合交易所有限公司創業板(「創業板」)證券上市規則(「創業板上市規則」)中有關第一季度業績初步公佈附載資料之相關要求。

承董事會命

互娛中國文化科技投資有限公司

主席

張雄峰

香港，二零一七年五月十二日

於本公佈日期，董事會成員包括(i)四名執行董事，即張雄峰先生、張培驚先生、洪君毅先生及胡美珠女士；及(ii)三名獨立非執行董事，即黃兆強先生、梁廷育先生及王志維先生。

本公佈之資料乃遵照創業板上市規則而刊載，旨在提供有關本公司之資料。董事願就本公佈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，就彼等所深知及確信，本公佈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，亦無遺漏任何事項，致使本公佈或其所載任何陳述產生誤導。

本公佈將於其刊發日期起計最少七天載於創業板網站<http://www.hkgem.com>「最新公司公告」網頁及本公司網站<http://www.iechina.com.hk>。



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

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)  
(於開曼群島註冊成立並於百慕達存續之有限公司)  
(Stock Code 股份代號: 8081)



2017 第一季度業績報告  
First Quarterly Report

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

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

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

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.*

*This report, for which the directors (the “**Directors**”, and each a “**Director**”) of Interactive Entertainment China Cultural Technology Investments Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on 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 the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

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

## 香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

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

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

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

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

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

## RESULTS

The board (the “**Board**”) of Directors of the Company announces the unaudited condensed consolidated results of the Company and its subsidiaries (together the “**Group**”) for the three months ended 31 March 2017 (the “**Results**”), 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

## 業績

本公司董事會(「**董事會**」)謹此公佈本公司及其附屬公司(統稱「**本集團**」)截至二零一七年三月三十一日止三個月之未經審核簡明綜合業績(「**本業績**」)，連同二零一六年同期之未經審核比較數字如下：

### 未經審核簡明綜合損益及其他全面收益表

截至二零一七年三月三十一日止三個月

		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	2016 二零一六年 HK\$'000 千港元	
		Notes 附註		
<b>Continuing operations</b>	<b>持續經營業務</b>			
Revenue	收入	2	148,812	98,644
Cost of inventories sold/services	已售存貨／服務之成本		(65,369)	(41,035)
Other gains and losses	其他收益及虧損	3	(33,344)	(110,272)
Other revenue and income	其他收入及收益		1,363	708
Employee benefits expenses	僱員福利開支		(43,239)	(38,703)
Depreciation	折舊		(6,479)	(5,474)
Other operating expenses	其他經營開支		(23,456)	(22,881)
Share of results of associates	分佔聯營公司業績		516	4,282
Finance costs	融資成本		(4,579)	(9,418)
Loss before income tax	所得稅前虧損		(25,775)	(124,149)
Income tax expense	所得稅開支	4	(1,477)	(455)
			(27,252)	(124,604)
<b>Discontinued operation</b>	<b>已終止經營業務</b>			
Profit for the period from a discontinued operation	期內來自一項已終止經營業務之溢利		-	15,617
Loss for the period	期內虧損		(27,252)	(108,987)

## Three months ended 31 March

截至三月三十一日止三個月

	Note 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>Other comprehensive (loss) income</b>	其他全面(虧損)收益		
<b>Items that may be reclassified subsequently to profit or loss:</b>	其後可能重新分類至損益的項目：		
Exchange differences arising from the translation of:	換算產生之匯兌差額：		
– Financial statements of overseas subsidiaries	– 海外附屬公司之財務報表	8,653	4,101
– Financial statements of overseas associates	– 海外聯營公司之財務報表	187	1,114
Fair value loss on available-for-sale investments	可供出售投資之公平值虧損	(14,187)	(5,084)
Impairment loss on available-for-sale investments	可供出售投資減值虧損	–	14,269
Other comprehensive (loss) income for the period	期內其他全面(虧損)收益	(5,347)	14,400
<b>Total comprehensive loss for the period</b>	期內全面虧損總額	(32,599)	(94,587)
<b>Loss for the period attributable to:</b>	下列人士應佔期內虧損：		
Shareholders of the Company	本公司股東	(31,129)	(115,741)
Non-controlling interests	非控股權益	3,877	6,754
		(27,252)	(108,987)
<b>Total comprehensive loss for the period attributable to:</b>	下列人士應佔期內全面虧損總額：		
Shareholders of the Company	本公司股東	(36,486)	(101,561)
Non-controlling interests	非控股權益	3,887	6,974
		(32,599)	(94,587)
<b>Loss per share</b>	每股虧損		
For continuing and discontinued operations	來自持續經營業務及已終止經營業務		
– Basic (HK cents)	– 基本(港仙)	(0.58)	(12.01)
– Diluted (HK cents)	– 攤薄(港仙)	(0.58)	(12.01)
For continuing operations	來自持續經營業務		
– Basic (HK cents)	– 基本(港仙)	(0.58)	(12.84)
– Diluted (HK cents)	– 攤薄(港仙)	(0.58)	(12.84)

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS:

### 1. BASIS OF PREPARATION

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

The Results have been prepared under the historical cost basis, except for certain financial instruments which are measured at fair values. The principal accounting policies used in the preparation of these Results are consistent with those applied in the preparation of audited annual financial statements 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 these Results.

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

### 2. REVENUE

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

## 未經審核簡明綜合財務報表附註：

### 1. 編製基準

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

本業績乃按歷史成本法編製，惟若干按公平值計量之金融工具除外。編製該等業績時所採用之主要會計政策與編製截至二零一六年十二月三十一日止年度之經審核全年財務報表所應用者一致，並已加入於二零一七年一月一日開始之本集團財政年度起生效之新訂及經修訂香港財務報告準則。採納該等新訂及經修訂香港財務報告準則對該等業績並無重大影響。

本集團並無提早採納已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

### 2. 收入

收入指已收及應收第三方款項淨額之總額。本集團的收入分析如下：

		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	2016 二零一六年 HK\$'000 千港元
<b>Continuing operations</b>	<b>持續經營業務</b>		
Income from mobile internet cultural business and provision of IT services	移動互聯網文化業務及提供資訊科技服務收入	62,325	40,717
Income from provision of hospitality and related services in Australia	於澳洲提供酒店及相關服務收入	27,873	10,125
Income from provision of medical diagnostic and health check services	提供醫學診斷及體檢服務收入	57,945	46,976
Loans interest income and related income	貸款利息收入及相關收入	–	826
Rental income	租金收入	669	–
		<b>148,812</b>	<b>98,644</b>

### 3. OTHER GAINS AND LOSSES

### 3. 其他收益及虧損

		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	2016 二零一六年 HK\$'000 千港元
<b>Continuing operations</b>	<b>持續經營業務</b>		
Unrealised loss on financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產之未變現虧損	(33,274)	(95,966)
Loss on written-off of property, plant and equipment	撤銷物業、廠房及設備之虧損	(70)	(37)
Impairment loss on available-for-sale investments	可供出售投資減值虧損	-	(14,269)
		<b>(33,344)</b>	<b>(110,272)</b>

### 4. INCOME TAX EXPENSE

### 4. 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	2016 二零一六年 HK\$'000 千港元
<b>Continuing operations</b>	<b>持續經營業務</b>		
Current tax:	即期稅項：		
- Hong Kong Profits Tax	- 香港利得稅	356	183
- People's Republic of China Enterprise Income Tax	- 中華人民共和國企業所得稅	332	-
- Australia Company Income Tax	- 澳洲企業所得稅	771	-
		<b>1,459</b>	<b>183</b>
Deferred tax:	遞延稅項：		
- Current period	- 即期	18	272
		<b>1,477</b>	<b>455</b>

The provision for Hong Kong Profits Tax is calculated at 16.5% of the net estimated assessable profits for both periods. The Group's subsidiaries operating in the People's Republic of China and Australia are subject to the tax rates at 25% and 30% respectively.

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

### 5. INTERIM DIVIDEND

### 5. 中期股息

The Board does not recommend the payment of an interim dividend in respect of the three months ended 31 March 2017 (2016: Nil).

董事會不建議派發截至二零一七年三月三十一日止三個月之中期股息(二零一六年：無)。

## 6. (LOSS) EARNINGS PER SHARE

### From continuing and discontinued operations

The calculation of basic and diluted loss per share attributable to shareholders of the Company for the period is based on the following data:

		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	2016 二零一六年 HK\$'000 千港元
<b>Loss:</b>	<b>虧損：</b>		
Loss for the period attributable to shareholders of the Company	本公司股東應佔期內虧損	(31,129)	(115,741)

		Three months ended 31 March 截至三月三十一日止三個月	
		2017 二零一七年	2016 二零一六年
<b>Number of shares:</b>	<b>股份數目：</b>		
Weighted average number of ordinary shares in issue for the purpose of calculation of basic loss per share	就計算每股基本虧損而言之已發行普通股之加權平均數	5,336,235,108	963,808,040
Effect of diluted potential ordinary shares as a result of the share options granted	因授出購股權之攤薄潛在普通股影響	-	-
Weighted average number of ordinary shares in issue for the purpose of calculation of diluted loss per share	就計算每股攤薄虧損而言之已發行普通股之加權平均數	5,336,235,108	963,808,040

The computation of diluted loss per share for the three months ended 31 March 2017 and 31 March 2016 does not assume the conversion of the Company's outstanding share options because the adjusted exercise prices of those share options are higher than the average market prices of the shares.

## 6. 每股(虧損)盈利

### 來自持續經營業務及已終止經營業務

期內，本公司股東應佔每股基本及攤薄虧損之計算乃根據下列數據作出：

計算截至二零一七年三月三十一日及二零一六年三月三十一日止三個月的每股攤薄虧損並無假設本公司之未行使購股權獲轉換，因為該等購股權之經調整行使價高於股份之平均市價。



## From continuing operations

The calculation of the basic and diluted loss per share from continuing operations attributable to shareholders of the Company is based on the following data:

## 來自持續經營業務

計算本公司股東應佔持續經營業務的每股基本及攤薄虧損時，乃根據以下數據：

		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	2016 二零一六年 HK\$'000 千港元
<b>Loss:</b>	<b>虧損：</b>		
Loss for the period attributable to shareholders of the Company	本公司股東應佔期內虧損	(31,129)	(115,741)
Less: Profit for the period from a discontinued operation attributable to shareholders of the Company	減：本公司股東應佔來自一項已終止經營業務之期內溢利	-	(7,993)
Loss for the period from continuing operations for the purpose of calculation of basic and diluted loss per share	就計算每股基本及攤薄虧損而言之來自持續經營業務之期內虧損	(31,129)	(123,734)

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

所用分母與上文所詳述就計算每股基本及攤薄虧損所用者相同。

## From a discontinued operation

The calculation of the basic and diluted earnings per share from a discontinued operation attributable to shareholders of the Company is based on the following data:

## 來自一項已終止經營業務

計算本公司股東應佔已終止經營業務的每股基本及攤薄盈利時，乃根據以下數據：

		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	2016 二零一六年 HK\$'000 千港元
<b>Earnings:</b>	<b>盈利：</b>		
Profit for the period from a discontinued operation attributable to shareholders of the Company	本公司股東應佔來自一項已終止經營業務之期內溢利	-	7,993

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

所用分母與上文所詳述就計算每股基本及攤薄盈利所用者相同。

		Three months ended 31 March 截至三月三十一日止三個月	
		2017 二零一七年	2016 二零一六年
<b>Earnings per share:</b>	<b>每股盈利：</b>		
- Basic (HK cents)	- 基本(港仙)	-	0.83
- Diluted (HK cents)	- 攤薄(港仙)	-	0.83

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

## 7. 未經審核簡明綜合權益變動表

		Attributable to shareholders of the Company 本公司股東應佔										
		Share Capital	Share premium	Contributed surplus	Share options reserve	Translation reserve	Other reserve	Investment revaluation reserve	Retained earnings/ (accumulated losses)	Total	Non-controlling interests	Total
		股本	股份溢價	實繳盈餘	購股權儲備	匯兌儲備	其他儲備	投資重估儲備	保留盈利/ (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	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1.1.2016 (audited)	於二零一六年一月一日(經審核)	6,841	-	701,518	17,400	(3,182)	(1,173)	16,182	82,104	819,690	34,314	854,004
Loss for the period	期內虧損	-	-	-	-	-	-	-	(115,741)	(115,741)	6,754	(108,987)
Other comprehensive income for the period	期內其他全面收益	-	-	-	-	4,995	-	9,185	-	14,180	220	14,400
<b>Total comprehensive loss for the period</b>	<b>期內全面虧損總額</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4,995</b>	<b>-</b>	<b>9,185</b>	<b>(115,741)</b>	<b>(101,561)</b>	<b>6,974</b>	<b>(94,587)</b>
Acquisition of additional interest in a subsidiary	增購附屬公司權益	-	-	-	-	-	(947)	-	-	(947)	947	-
Share-based payments	以股份為基礎之付款	-	-	-	3,988	-	-	-	-	3,988	-	3,988
At 31.3.2016 (unaudited)	於二零一六年三月三十一日(未經審核)	6,841	-	701,518	21,388	1,813	(2,120)	25,367	(33,637)	721,170	42,235	763,405
At 1.1.2017 (audited)	於二零一七年一月一日(經審核)	53,362	510,233	693,308	25,462	(14,806)	(4,403)	(7,302)	(262,513)	993,341	59,977	1,053,318
Loss for the period	期內虧損	-	-	-	-	-	-	-	(31,129)	(31,129)	3,877	(27,252)
Other comprehensive loss for the period	期內其他全面虧損	-	-	-	-	8,830	-	(14,187)	-	(5,357)	10	(5,347)
<b>Total comprehensive loss for the period</b>	<b>期內全面虧損總額</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>8,830</b>	<b>-</b>	<b>(14,187)</b>	<b>(31,129)</b>	<b>(36,486)</b>	<b>3,887</b>	<b>(32,599)</b>
Dividend paid to non-controlling shareholders	已向非控股股東支付的股息	-	-	-	-	-	-	-	-	-	(11,400)	(11,400)
At 31.3.2017 (unaudited)	於二零一七年三月三十一日(未經審核)	53,362	510,233	693,308	25,462	(5,976)	(4,403)	(21,489)	(293,642)	956,855	52,464	1,009,319

## 8. EVENTS AFTER REPORTING PERIOD

On 4 May 2017, Luck Key Investment Limited (“**Luck Key**”), a non-wholly-owned subsidiary of the Company, Isthmus Management Limited (“**Isthmus**”) and Mr. Ng Yau Sing entered into a sale and purchase agreement, pursuant to which Luck Key agreed to acquire and Isthmus agreed to sell 30% equity interest of Ever Full Harvest Limited (“**Ever Full**”), a non-wholly-owned subsidiary of Luck Key, and a shareholder’s loan owed by Ever Full to Isthmus at an aggregate consideration of approximately HK\$4,410,000, which will be satisfied by the allotment and issue of consideration shares by Luck Key. Upon completion, the Company’s equity interest in Luck Key will be reduced to approximately 48.33%. The Company is deemed to have disposed of approximately 2.17% equity interest in Luck Key under the GEM Listing Rules and Luck Key will cease to be a subsidiary of the Company. The transaction is subject to approval by the shareholders of the Company at a special general meeting of the Company to be convened and held. Details of this transaction are set out in the Company’s announcement dated 4 May 2017.

## 8. 報告期後事項

於二零一七年五月四日，本公司的非全資附屬公司Luck Key Investment Limited(「**Luck Key**」)、Isthmus Management Limited(「**Isthmus**」)及吳有昇先生訂立買賣協議，據此，Luck Key同意收購而Isthmus同意出售Ever Full Harvest Limited(「**Ever Full**」)(Luck Key的非全資附屬公司)的30%股權及Ever Full結欠Isthmus之股東貸款，總代價約為4,410,000港元。總代價將由Luck Key配發及發行代價股份方式支付。於完成後，本公司於Luck Key的股權將減少至約48.33%，根據創業板上市規則本公司視作已出售Luck Key的約2.17%股權且Luck Key將不再為本公司的附屬公司。交易須待本公司股東於本公司將予召開及舉行的股東特別大會上批准後方可作實。本交易詳情載於本公司日期為二零一七年五月四日的公佈。

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business and Financial Review

During the three months ended 31 March 2017, the principal activities of the Group were (i) mobile internet cultural business and provision of IT services; (ii) provision of hospitality and related services in Australia; (iii) provision of medical diagnostic and health check services; (iv) money lending business; and (v) assets investments business.

During the period under review, the Group recorded revenue of approximately HK\$148,812,000 (2016: HK\$98,644,000), representing an increase of approximately 51% as compared with the corresponding period in 2016. The Group recorded a net loss attributable to the shareholders of the Company (the "Shareholders") of approximately HK\$31,129,000 (2016: HK\$115,741,000) during the period under review, and such decrease in loss was mainly attributable to the decrease in unrealised losses arising from the change in fair value of the Group's financial assets at fair value through profit for loss from approximately HK\$95,966,000 for the three months ended 31 March 2016 to approximately HK\$33,274,000 for the three months ended 31 March 2017, and the Group not recording any impairment loss on available-for-sale investments for the three months ended 31 March 2017 (2016: HK\$14,269,000), which were both non-cash in nature and would not have any immediate impact on the cash flow and business operations of the Group.

### Mobile internet cultural business and provision of IT services

The Group's mobile internet cultural business began with the Group's investment in the mobile-online game business in 2014. As at the date of this report, the Group held 28.8% issued share capital of Something Big Technology Holdings Limited ("Something Big", together with its subsidiaries and controlled companies, "Something Big Group"), which is principally engaged in the design, development, marketing, distribution and operation of mobile-online games. Something Big commenced their business in the People's Republic of China (the "PRC") in developing and operating mobile games, and gradually established their international presence through cooperation with diversified publishing and distribution platforms and payment vendors in the PRC as well as overseas locations, including Hong Kong, Taiwan, Malaysia, Singapore, Japan and the Republic of Korea, and then commenced the publishing and distribution of mobile games. During the period under review, the Group's share of the loss from Something Big Group amounted to approximately HK\$545,000 (2016: share of profit of approximately HK\$4,911,000). Revenue generated from Something Big Group has been narrowed down primarily due to the decrease in revenue derived from the development and operation of mobile games. The Group is in discussion with the management of Something Big on its future business development, including but not limited to the launch of new self-developed mobile-online games, such as SanGuo-Mobile 2\* (手機三國2), the publication and distribution of licensed mobile-online games, such as NBA Heroes 2\* (NBA英雄2) and Battle Vixens\* (一騎當千), and further development of provision of advertising, marketing and promotion services to diversify its income sources. SanGuo-Mobile 2\* (手機三國2) is the second generation of the mobile-online game, SanGuo-Mobile\* (手機三國), which was the first and most successful game of Something Big since its establishment, and was popular in China, Hong Kong, Taiwan and South-East Asia. The Group will continue to closely monitor the operations of Something Big Group to improve its performance and competitiveness.

\* English translated name is for identification only

## 管理層討論及分析

### 業務及財務回顧

截至二零一七年三月三十一日止三個月，本集團之主要業務為：(i) 移動互聯網文化業務及提供資訊科技服務；(ii) 於澳洲提供酒店及相關服務；(iii) 提供醫學診斷及體檢服務；(iv) 借貸業務；及(v) 資產投資業務。

於回顧期間，本集團錄得收入約148,812,000港元(二零一六年：98,644,000港元)，較二零一六年同期增長約51%。於回顧期間，本集團錄得本公司股東(「股東」)應佔虧損淨額約31,129,000港元(二零一六年：115,741,000港元)。虧損減少主要乃因本集團按公平值透過損益列賬之金融資產之公平值變動產生未變現虧損由截至二零一六年三月三十一日止三個月約95,966,000港元減少至截至二零一七年三月三十一日止三個月約33,274,000港元，且本集團於截至二零一七年三月三十一日止三個月並無錄得可供出售投資減值虧損(二零一六年：14,269,000港元)所致。此兩項均屬非現金性質，將不會對本集團的現金流量及業務營運造成任何直接影響。

### 移動互聯網文化業務及提供資訊科技服務

本集團之移動互聯網文化業務已於二零一四年其投資移動網絡遊戲業務時開始。截至本報告日期，本集團持有大事科技控股有限公司(「大事科技」，連同其附屬公司及受控制公司，「大事科技集團」)28.8%的已發行股本，而大事科技主要從事設計、開發、營銷、分銷及運營移動網絡遊戲以及廣告業務。大事科技於中華人民共和國(「中國」)從開發及經營移動遊戲業務起，通過與中國以及海外(包括香港、台灣、馬來西亞、新加坡、日本及南韓)的各類發行及分銷平台及支付供應商的合作逐步打開國際市場，其後開始發行及分銷移動遊戲。於回顧期間，本集團分佔大事科技集團虧損約545,000港元(二零一六年：分佔溢利約4,911,000港元)。大事科技集團產生之收入已收窄，此乃主要由於移動遊戲發展及營運所得收入減少。本集團正與大事科技的管理層磋商其未來業務發展，包括但不限於近期自行開發的移動遊戲的上市發行(如手機三國2)、授權移動網絡遊戲(NBA英雄2)及一騎當千的發行及分銷，以及進一步發展提供廣告、市場營銷及推廣服務，以豐富收入來源。手機三國2是移動網絡遊戲手機三國的第二代，且後者乃大事科技自其成立以來推出的首款最成功遊戲，受中國、香港、台灣及東南亞國家玩家的青睞。本集團將繼續密切監察大事科技集團之運營以提高其表現及競爭力。

In addition to the mobile-online game investment, the Group has been providing professional information technology contract and maintenance services in China and Hong Kong since its acquisition of EPRO BVI Limited and its subsidiaries (“**EPRO BVI Group**”) in August 2015. EPRO BVI Group is a CMMi5 assessed information technology and software outsourcing provider that tailor-makes professional IT solutions for sizable corporate clients and government departments. The core businesses of the EPRO BVI Group include enterprise software applications and platform development outsourcing services, mobile internet applications and platform development outsourcing services, mainframe downsizing, application localisation and systems integration. Since the Group’s acquisition of EPRO BVI Group in August 2015, EPRO BVI Group has achieved a stable growth in revenue and operating profits. During the period under review, EPRO BVI Group recorded revenue of approximately HK\$62,325,000 (2016: HK\$40,717,000), representing a growth of approximately 53%, and contributed approximately HK\$2,595,000 (2016: HK\$1,490,000) to the segment profit under the opportunities created by the blooming mobile internet and telecommunication industry. Building on its strong foundation in the provision of the IT solutions services, EPRO BVI Group has been exploring new business opportunities in the development of other applications platforms to increase and diversify its income sources, and has commenced the operations of an e-commerce trading platform during the period under review. By taking advantage of the technology and knowledge in IT solutions possessed by EPRO BVI Group, the Group will be able to enjoy the benefits from the economy of scale and disperse the associated risks when expanding into new related business areas. In the era of the internet and rapid growth in mobile internet connectivity, the Group is optimistic about the new business development of EPRO BVI Group.

### Hospitality and Related Services in Australia

The Group acquired two granges (the “**Grange Group**”) in Australia in November 2015, which offer accommodation and conference centre services, including certain associated land, surrounding or adjacent farmland, and the related businesses (i.e. the accommodation facility business and all assets used in connection with that business and the assignment of an operating licence). One of the granges, Lancefield property, includes a piece of freehold land of approximately 40 hectares in Lancefield, Victoria, Australia, and the building on the land is an established hotel, restaurant, vineyard and conference facility which basically includes 52 accommodation rooms, five conference rooms, four guest lounges and various ‘breakout rooms’. The other grange is the Hepburn Springs property, which includes a piece of freehold land of approximately one hectare located at Hepburn Springs, Victoria, Australia, and the building erected on such land is an established hotel, restaurant and conference facility split over three levels which basically includes 43 accommodation rooms plus four conference rooms.

除移動網絡遊戲投資外，自於二零一五年八月本公司收購EPRO BVI Limited及其附屬公司（「**EPRO BVI集團**」）後，本集團於中國及香港一直從事提供專業資訊科技合約及維修保養服務。EPRO BVI集團是一家通過CMMi5的資訊科技和軟件外包供應商，為龐大企業客戶和政府部門提供量身訂做的專業資訊科技解決方案。EPRO BVI集團的核心業務包括企業級應用軟件及平台的外包開發服務、移動互聯網應用軟件及平台的外包開發服務、大型機小型化、應用本地化及系統集成。自本集團於二零一五年八月收購EPRO BVI集團後，EPRO BVI集團錄得穩定增長的收入及經營溢利。於回顧期間，EPRO BVI集團在移動網絡及電信產業蓬勃發展所形成的商機中，錄得收入約62,325,000港元（二零一六年：40,717,000港元），增長約53%及貢獻分部溢利約2,595,000港元（二零一六年：1,490,000港元）。基於提供資訊科技解決方案服務的強大實力，EPRO BVI集團一直在探索開發其他應用平台的新商機，以期增加及拓闊收入來源並已於回顧期間開始經營電子商務平台。憑藉EPRO BVI集團在資訊科技解決方案的技術及知識優勢，本集團在進軍相關新的業務領域時將享有規模經濟效益，並同時分散相關風險。身處互聯網以及移動互聯網接入飛速增長的時代中，本集團對EPRO BVI集團的新業務發展持樂觀態度。

### 澳洲酒店及相關服務

於二零一五年十一月，本集團收購兩座澳洲農莊（「**農莊集團**」）（包括若干相關土地、周圍環境或毗鄰農田），該等農莊提供住宿及會議中心服務及相關業務（即房務服務業務及就該業務所使用的所有資產及轉讓營運許可證）。其中一座農莊Lancefield物業包括一幅位於澳洲維多利亞州Lancefield面積約40公頃之永久業權土地，建於該地塊上的建築為一間成熟完善的酒店、餐廳、酒莊及會議設施，其基本設施包括52間客房、5間會議室、4間賓客休息室及各種「休息室」。另一座農莊為Hepburn Springs物業，包括一幅位於澳洲維多利亞州Hepburn Springs面積約1公頃之永久業權土地，建於該地塊上的建築為一間完善的酒店、餐廳及會議設施，其分為三層，基本設施包括43間客房及4間會議室。

In the second quarter of 2016, the Group acquired “The Balgownie Estates Resort” (the “Resort”) and its resort business, together with the related assets to further expand the Group’s hospitality business in Australia. The Resort is located at Yarra Valley which is a popular winery and tourism destination in Victoria, Australia, that includes a piece of freehold land of approximately 29 hectares, and the building erected on such land which is a resort equipped with 70 accommodation rooms, a restaurant, conference and meeting facilities and recreation facilities. According to the Star Ratings scheme in Australia, the Resort is ranked 4.5 stars. In addition, the Resort was awarded the “Resort Style Accommodation of the Year” in 2016 and the “Regional Accommodation of the Year” in 2015 by Tourism Accommodation Australia. In terms of conference space and accommodation quality, the Group has limited competitors in the surrounding area in Yarra Valley. The Group intends to expand the Resort by building 50 glamping tents and another 30 rooms on the existing land, subject to approval by the Australian government and council, and to carry out various upgrades in the Resort, including building a new cellar door and event domes to catch up with the growing business demand.

In comparison with the Resort, the Grange Group is more focused on corporate customers requiring facilities for holding conference functions and events. In order to accommodate larger groups of guests in a meeting and attract sizable corporate customers, the Group has carried out improvements on the facilities of the existing hotels on the two granges and may construct new rooms in the hotels on the existing land held by the Group and/or on an adjacent piece of land to be acquired by the Group.

The rate of growth in hotel room supply in Melbourne has slowed down over the past several years. As discussed above, the Group intends to increase the capacities and attractiveness of the Grange Group and the Resort to further expand the Group’s hospitality business in Australia and bring in more income to the Group. During the period under review, the Group recorded revenue of approximately HK\$27,873,000 (2016: HK\$10,125,000) and segment profit of approximately HK\$3,575,000 (2016: HK\$2,134,000) for the segment of hospitality and related services in Australia.

於二零一六年第二季度，本集團收購「Balgownie Estates度假村」[「度假村」]及其度假村業務連同相關資產，以進一步擴展本集團於澳洲的酒店業務。度假村位於澳洲維多利亞州Yarra Valley(該地區為受人青睞的釀酒廠及旅遊勝地)，包括一幅面積約為29公頃的永久業權土地及建於該地塊上的建築(為一個度假村，設施包括70間客房、餐廳、會議設施及娛樂設施)。根據澳洲的星級評選計劃，該度假村獲評4.5星級。另外，度假村於二零一六年及二零一五年分別獲Tourism Accommodation Australia頒授「年度度假村住宿獎」(Resort Style Accommodation of the Year)及「年度地區住宿獎」(Regional Accommodation of the Year)。就會議空間及住宿質量而言，本集團在Yarra Valley周邊地區鮮有競爭對手，因此本集團計劃透過在現有土地上立起50張豪華露營帳篷及再建30間客房擴建度假村，惟須獲澳洲政府及議會批准，同時在度假村進行若干項升級項目(包括建立一處新酒窖門及活動圓頂篷)以滿足日益增長的業務需求。

與度假村相比，農莊集團更加專注為企業客戶提供舉行商業會議及商務活動所需設施。為滿足會議上出現龐大貴賓群體以及吸引大型企業客戶，本集團已對兩處農莊的現有酒店的設施實施升級工程，並在本集團現時土地上及/或本集團擬收購的毗連地塊上的酒店建造新客房。

於過往數年，墨爾本的酒店客房供應增長率放緩。誠如前述討論，本集團擬提升農莊集團及度假村的樓宇容量及外觀，以進一步擴展本集團在澳洲之酒店業務及為本集團帶來更高收入。於回顧期間，本集團錄得澳洲酒店及相關服務分部之收入約27,873,000港元(二零一六年：10,125,000港元)及分部溢利約3,575,000港元(二零一六年：約2,134,000港元)。

## Medical Diagnostic and Health Check Services

The Group has offered a wide spectrum of quality healthcare services to the general public in Hong Kong through its nine health check centres, two testing laboratories and a laboratory for the manufacturing of Positron Emission Tomography (“PET”) Radiopharmaceuticals operated by Luck Key, a non-wholly-owned subsidiary of the Company. During the period under review, revenue from the Group’s medical diagnostic and health check services business amounted to approximately HK\$57,945,000 (2016: HK\$46,976,000), representing a growth of approximately 23%, and a segment profit of approximately HK\$8,018,000 (2016: loss of approximately HK\$1,629,000) was recorded.

On 4 May 2017, Luck Key, Isthmus and Mr. Ng Yau Sing entered into a sale and purchase agreement, pursuant to which Luck Key agreed to acquire and Isthmus agreed to sell 30% equity interest of Ever Full, a non-wholly-owned subsidiary of Luck Key, and a shareholder’s loan owed by Ever Full to Isthmus at an aggregate consideration of approximately HK\$4,410,000, which will be satisfied by the allotment and issue of consideration shares by Luck Key (the “Acquisition”).

Ever Full owns the entire equity interest in Hong Kong Cyclotron Laboratories Limited (“HK Cyclotron”), a company incorporated under the laws of Hong Kong which is principally engaged in the manufacturing of PET Radiopharmaceuticals for medical use. HK Cyclotron is an existing supplier of Luck Key and its subsidiaries for supplying Fludeoxyglucose 18F (“18F-FDG”). 18F-FDG is a kind of PET Radiopharmaceuticals most commonly used for medical diagnostic purposes in the medical imaging modality called positron emission tomography or PET, which is used in oncology to study glucose metabolism for diagnosis and staging of diseases, such as cancers, and monitor the treatment effects of cancers.

HK Cyclotron operates one of the largest PET radiopharmacy distribution networks in Hong Kong with delivery service of PET drugs provided to hospitals, clinics, and imaging centres. The Group holds positive view of the prospects of HK Cyclotron and considers that the Acquisition would allow the Group to better control the pricing and supply of 18F-FDG, a radio-pharmaceutical with half life cycle of approximately 110 minutes commonly used for PET. The Acquisition is, therefore, expected to enhance the operational flexibility and further development of the Group’s medical diagnostic and health check services business.

Upon completion of the Acquisition, the Company’s equity interest in Luck Key will be reduced to approximately 48.33% and Luck Key will cease to be a subsidiary of the Company. The Group’s retained interest in Luck Key will be accounted for as investments in associates, and the financial results of Luck Key will be equity-accounted for by the Group. The transaction is subject to approval by the Shareholders at a special general meeting of the Company to be convened and held. Details of the transaction are set out in the Company’s announcement dated 4 May 2017.

## 醫學診斷及體檢服務

本集團透過由本公司非全資附屬公司Luck Key經營的9間體檢中心、2間測試化驗室及1間製造正電子發射斷層掃描(「PET」)放射性藥物的實驗室於香港為廣大市民提供廣泛的優質醫療服務。於回顧期間，本集團醫學診斷及體檢服務業務的收入約為57,945,000港元(二零一六年：46,976,000港元)，增長約23%，及錄得分部溢利約8,018,000港元(二零一六年：虧損約1,629,000港元)。

於二零一七年五月四日，Luck Key、Isthmus及吳有昇先生訂立買賣協議，據此，Luck Key同意收購且Isthmus同意出售Ever Full(Luck Key的非全資附屬公司)的30%股權及Ever Full結欠Isthmus之股東貸款，總代價約為4,410,000港元，將由Luck Key配發及發行代價股份方式支付(「收購事項」)。

Ever Full擁有Hong Kong Cyclotron Laboratories Limited(「HK Cyclotron」)之全部股權，該公司根據香港法律註冊成立，並主要從事生產作醫療用途之PET放射性藥物。HK Cyclotron是Luck Key及其附屬公司的現有供應商，負責供應Fludeoxyglucose 18F(「18F-FDG」)。18F-FDG為一種PET放射性藥物，最常用於醫學成像(稱為正電子發射斷層掃描或PET，用於腫瘤學以察看診斷葡萄糖新陳代謝及疾病時期(如癌症)及監察癌症的治療效果)的醫療診斷用途。

HK Cyclotron經營香港最大的PET放射性藥物分銷網絡之一，及對醫院、診所及成像中心進行PET藥物交付服務。本集團對HK Cyclotron的前景持向好觀點，並認為收購事項將讓本集團更好地控制18F-FDG的定價及供應。18F-FDG是一種擁有約110分鐘半衰期的放射性藥物，通常用於PET。因此，收購事項預期會增強營運靈活性及進一步發展本集團醫學診斷及體檢服務業務。

於收購事項完成後，本公司於Luck Key的股權將減少至約48.33%，且Luck Key將不再為本公司的附屬公司。本集團於Luck Key之保留權益將列作於聯營公司之投資，Luck Key的財務業績將由本集團按權益入賬。交易須待股東於本公司擬召開及舉行的股東特別大會上批准方可作實。收購事項詳情載於本公司日期為二零一七年五月四日的公佈。

## Money Lending Business

The Group is engaged in the money lending business in Hong Kong through its wholly-owned subsidiary, Mark Profit Finance Limited, which is a holder of a money lender's licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). During the period under review, the Group did not record any interest income from its money lending business (2016: HK\$826,000). The Group has been paying close attention to the market conditions and will monitor its resources to strive for the development of its money lending business with prudent credit procedures in accepting customers.

## Assets Investments Business

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

### Securities Investments

The Group's securities investments portfolio mainly comprises securities issued by listed companies. During the period under review, the Group recorded a segment loss from securities investments of approximately HK\$34,691,000 (2016: HK\$118,009,000), which was primarily attributable to the fair value losses on financial assets at fair value through profit or loss of approximately HK\$33,274,000 (2016: HK\$95,966,000). The fair value losses were mainly attributable to the investments in Convoy Global Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1019), of approximately HK\$36,879,000 (2016: HK\$82,783,000).

In addition to fair value losses on financial assets at fair value through profit or loss, the Group recorded fair value losses on available-for-sale investments of approximately HK\$14,187,000 (2016: HK\$5,084,000) during the period under review as other comprehensive loss. None of the cumulative loss (2016: HK\$14,269,000) recorded in the investment revaluation reserve during the period under review was determined to be impaired and reclassified to profit or loss.

### Property Investments

The Group holds certain commercial buildings in Hong Kong for investment purposes. During the period under review, these investment properties have been leased out and the Group recorded rental income of approximately HK\$669,000 (2016: Nil). The Group is proactively exploring further potential investment opportunities, subject to the prevailing market conditions and taking into account the interests of the Group and the Shareholders as a whole.

## 借貸業務

本集團透過其全資附屬公司百利財務有限公司在香港從事借貸業務。該公司乃根據放債人條例(香港法例第163章)持有放債人牌照。於回顧期間，本集團並無自其借貸業務錄得利息收入(二零一六年：826,000港元)。本集團一直密切關注市場狀況，並將應用審慎的信貸程序監控其資源，努力實現其借貸分部於吸納客戶方面的進一步發展。

## 資產投資業務

本集團資產投資業務主要包括證券及物業投資。

### 證券投資

本集團證券投資組合主要包括上市公司發行的證券。於回顧期間，本集團證券投資之分部虧損約為34,691,000港元(二零一六年：118,009,000港元)，主要由於按公平值透過損益列賬之金融資產之公平值虧損約33,274,000港元(二零一六年：95,966,000港元)所致。公平值虧損主要歸因於對康宏環球控股有限公司(其股份於聯交所主板上市(股份代號：1019))之投資約36,879,000港元(二零一六年：82,783,000港元)。

除了按公平值計入損益之金融資產之公平值虧損以外，本集團於回顧期間亦錄得可供出售投資之公平值虧損約14,187,000港元(二零一六年：5,084,000港元)，入賬為其他全面虧損。於回顧期間內，於投資重估儲備內錄得之累計虧損(二零一六年：14,269,000港元)並無確認為減值並重新分類至損益。

### 物業投資

本集團在香港持有若干商業樓宇作投資用途。於回顧期間，該等投資物業已出租且本集團錄得租金收入約669,000港元(二零一六年：無)。根據現行市況及考慮到本集團及其股東之整體利益，本集團正積極探索更多潛在投資機會。

## PROSPECTS

Throughout the period under review, the Group has been dedicated to focusing on the development of its hospitality business and will continue to boost its overall operational capacity and enhance its competitiveness to further improve the attractiveness of the hospitality and related services it provides in Australia through the Resort and the two granges.

Meanwhile, given that EPRO BVI Group has established proprietary software development and operation infrastructures and is much experienced in providing professional tailor-made information technology services to sizeable corporate clients, it is expected that EPRO BVI Group will provide the requisite support to implement the Group's diversified business portfolio.

Notwithstanding that global economic growth remains uncertain and volatile, the Group will keep up its diversified business development strategy and apply it to cope with the ever changing world, to identify and to seize new opportunities in order to secure better returns for the investors.

## 前景

於整個回顧期間，本集團一直致力專注其酒店業務的發展，並將繼續提高其整體營運能力及提升其競爭力以便進一步通過度假村及兩座農莊提升其澳洲酒店及相關業務的吸引力。

與此同時，鑒於EPRO BVI集團已建立自主軟件開發及經營基礎設施及擁有向大型企業客戶提供專業定制資訊科技服務之豐富經驗，本集團預期EPRO BVI集團將可為本集團業務組合多元化的落實提供必要的支持。

儘管全球經濟增長仍不明朗及波動，本集團將堅持其多元化業務發展策略，並以此應對瞬息萬變的社會，以物色及把握新機會為投資者謀求更佳回報。



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

As at 31 March 2017, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the "SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of the Company as referred to in Rules 5.48 to 5.67 of the GEM Listing Rules, were as follows:

### Long position in the underlying shares of the Company

Name of Director	Capacity	Number of underlying ordinary shares	Approximate Percentage (Note 1)
董事姓名	身份	相關普通股數目	概約百分比 (附註1)
Zhang Xiongfeng	Beneficial owner	68,044,184 (Note 2)	1.28%
張雄峰	實益擁有人	(附註2)	
Zhang Peiao	Beneficial owner	9,321,042 (Note 3)	0.17%
張培鵬	實益擁有人	(附註3)	

#### Notes:

1. This is based on the total issued shares of the Company (the "Shares", and each a "Share") as at 31 March 2017, i.e. 5,336,235,108 Shares.
2. These are 68,044,184 Shares to be issued upon exercise of the unlisted physically settled share options granted to Mr. Zhang Xiongfeng on 19 January 2016 pursuant to the share option scheme of the Company adopted by the Company pursuant to an ordinary resolution of all the then Shareholders passed on 10 November 2010 (the "Share Option Scheme") with the vesting date of the said options on 31 May 2016 and can be exercised by Mr. Zhang Xiongfeng between 1 June 2016 and 11 November 2020 at the subscription price of HK\$0.161 per Share.
3. These are 9,321,042 Shares to be issued upon exercise of the unlisted physically settled share options granted to Mr. Zhang Peiao on 19 January 2016 pursuant to the Share Option Scheme with the vesting date of the said options on 31 May 2016 and can be exercised by Mr. Zhang Peiao between 1 June 2016 and 11 November 2020 at the subscription price of HK\$0.161 per Share.

## 董事及行政總裁於證券之權益

於二零一七年三月三十一日，董事及本公司行政總裁於本公司或其任何相聯法團(按香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部之涵義)之股份、相關股份及債券中，擁有須根據證券及期貨條例第352條記入該條所述登記冊之任何權益及淡倉；或根據創業板上市規則第5.48至5.67條所述的本公司董事進行交易之規定準則知會本公司及聯交所之權益及淡倉如下：

### 於本公司相關股份之好倉

Name of Director	Capacity	Number of underlying ordinary shares	Approximate Percentage (Note 1)
董事姓名	身份	相關普通股數目	概約百分比 (附註1)
Zhang Xiongfeng	Beneficial owner	68,044,184 (Note 2)	1.28%
張雄峰	實益擁有人	(附註2)	
Zhang Peiao	Beneficial owner	9,321,042 (Note 3)	0.17%
張培鵬	實益擁有人	(附註3)	

#### 附註：

1. 此乃根據本公司於二零一七年三月三十一日之已發行股份(「股份」，及各自為一股「股份」)總數(即5,336,235,108股股份)計算得出。
2. 該等股份為張雄峰先生行使於二零一六年一月十九日根據本公司於二零一零年十一月十日按當時全體股東通過的普通決議案採納的購股權計劃(「購股權計劃」)已獲授之非上市實物結算購股權時將予發行之68,044,184股股份，上述購股權之歸屬日期為二零一六年五月三十一日，及可由張雄峰先生於二零一六年六月一日至二零二零年十一月十一日期間按認購價每股股份0.161港元行使。
3. 該等股份為張培鵬先生行使於二零一六年一月十九日根據購股權計劃已獲授之非上市實物結算購股權時將予發行之9,321,042股股份，上述購股權之歸屬日期為二零一六年五月三十一日，及可由張培鵬先生於二零一六年六月一日至二零二零年十一月十一日期間按認購價每股股份0.161港元行使。

Save as disclosed above, as at 31 March 2017, none of the Directors or chief executive of the Company had, or was deemed to have, any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of the Company as referred to in Rules 5.48 to 5.67 of the GEM Listing Rules.

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS

As at 31 March 2017, the following persons (other than the Directors or the chief executive of the Company) had, or was deemed to have, interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

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

除上文所披露者外，於二零一七年三月三十一日，概無董事或本公司行政總裁於本公司或其任何相聯法團（按證券及期貨條例第XV部之涵義）之股份、相關股份及債券中，擁有或被視為擁有記入根據證券及期貨條例第352條須存置之登記冊之任何權益或淡倉；或根據創業板上市規則第5.48至5.67條所指的本公司董事進行交易之規定準則知會本公司及聯交所之任何權益及淡倉如下：

### 主要股東及其他人士之權益

於二零一七年三月三十一日，下列人士（董事或本公司行政總裁除外）於本公司股份或相關股份中擁有或視作擁有載於本公司根據證券及期貨條例第336條規定存置之登記冊之權益或淡倉：

### (i) 主要股東－於本公司股份之好倉

Name of Shareholder	Capacity	Number of ordinary shares	Approximate Percentage (Note 1)
股東名稱	身份	普通股數目	概約百分比 (附註1)
Fastek Investments Limited (“Fastek”) Fastek Investments Limited (「Fastek」)	Beneficial owner (Note 2) 實益擁有人(附註2)	1,422,572,191	26.66%
Rosy Lane Investments Limited (“Rosy Lane”) 域冠投資有限公司(「域冠」)	Interest of a controlled corporation (Note 2) 受控制公司之權益 (附註2)	1,422,572,191	26.66%
Hong Kong Education (Int'l) Investments Limited (“HK EDU INTL”) 香港教育(國際)投資集團有限公司 (「香港教育(國際)」)	Interest of controlled corporations (Note 2) 受控制公司之權益 (附註2)	1,422,572,191	26.66%
Cheng Hei Yu 鄭熹榆	Beneficial owner 實益擁有人	916,330,000	17.17%

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

(ii) 其他人士 – 於本公司股份之好倉

Name of Shareholder 股東名稱	Capacity 身份	Number of ordinary shares 普通股數目	Approximate percentage 概約百分比
China New Economy Fund Limited ("CNEFL") 中國新經濟投資有限公司 (「中國新經濟」)	Beneficial owner 實益擁有人	289,800,000	5.88% (Note 3) (附註3)
Universe International Financial Holdings Limited ("Universe") 寰宇國際金融控股有限公司(「寰宇」)	Interest of controlled corporations (Note 4) 受控制公司之權益 (附註4)	303,000,000	5.86% (Note 4) (附註4)

Notes:

1. This is based on the total issued Shares as at 31 March 2017, i.e. 5,336,235,108 Shares.
2. Based on the notices of disclosure of interests of Fastek, Rosy Lane and HK EDU INTL filed with the Stock Exchange on 3 October 2016, such Shares were held by Fastek, which is wholly-owned by Rosy Lane, which is in turn wholly-owned by HK EDU INTL. As such, each of Rosy Lane and HK EDU INTL is deemed to be interested in the Shares held by Fastek by virtue of the SFO.
3. Such Shares held by CNEFL represented (i) approximately 5.88% of the issued share capital of the Company as at 30 May 2016 (i.e. 4,925,765,108 Shares) based on the notice of disclosure of interests of CNEFL filed with the Stock Exchange on 10 June 2016; and (ii) approximately 5.43% of the total issued Shares as at 31 March 2017 (i.e. 5,336,235,108 Shares).
4. Based on the notice of disclosure of interests of Universe filed with the Stock Exchange on 26 September 2016, such Shares were held by Weluck Development Limited ("Weluck"), which is wholly-owned by Fragrant River Entertainment Culture (Holdings) Limited ("Fragrant"), which is in turn wholly-owned by Universe. As such, each of Fragrant and Universe is deemed to be interested in the Shares held by Weluck by virtue of the SFO.

Such Shares held by Weluck, Fragrant and Universe represented (i) approximately 5.86% of the issued share capital of the Company as at 22 September 2016 (i.e. 5,174,885,108 Shares); and (ii) approximately 5.68% of the total issued Shares as at 31 March 2017 (i.e. 5,336,235,108 Shares).

Save as disclosed above, as at 31 March 2017, there were no shareholders of the Company or other persons (other than the Directors or the chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company, which would fall to be disclosed to the Company and recorded in the register as required to be kept under Section 336 of the SFO.

附註：

1. 此乃根據於二零一七年三月三十一日之已發行股份總數(即5,336,235,108股股份)計算。
2. 根據Fastek、域冠及香港教育(國際)於二零一六年十月三日向聯交所遞交之權益披露通知，該等股份由Fastek持有，Fastek由域冠全資擁有，而域冠則由香港教育(國際)全資擁有。因此，根據證券及期貨條例，域冠及香港教育(國際)均被視為於Fastek持有之股份中擁有權益。
3. 中國新經濟所持的該等股份佔(i)根據中國新經濟於二零一六年六月十日向聯交所遞交之權益披露通知，本公司於二零一六年五月三十日已發行股本(即4,925,765,108股股份)的約5.88%；及(ii)於二零一七年三月三十一日已發行股份總數(即5,336,235,108股股份)的約5.43%。
4. 根據寰宇於二零一六年九月二十六日向聯交所遞交之權益披露通知，該等股份由永能發展有限公司(「永能」)持有，永能由香江娛樂文化(控股)有限公司(「香江」)全資擁有，而香江則由寰宇全資擁有。因此，根據證券及期貨條例，香江及寰宇均被視為於永能持有之股份中擁有權益。

永能、香江及寰宇所持的該等股份佔(i)本公司於二零一六年九月二十二日已發行股本(即5,174,885,108股股份)的約5.86%；及(ii)於二零一七年三月三十一日已發行股份總數(即5,336,235,108股股份)的約5.68%。

除上述所披露者外，於二零一七年三月三十一日，概無本公司股東或其他人士(董事或本公司行政總裁除外)於本公司股份或相關股份中擁有根據證券及期貨條例第336條規定須予存置之登記冊所載須向本公司披露之權益或淡倉。

## SHARE OPTION SCHEME

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

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

Details of the share options under the Share Option Scheme during the period under review and outstanding as at 31 March 2017 are as follows:

## 購股權計劃

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

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

根據購股權計劃於回顧期內授出及於二零一七年三月三十一日尚未行使之購股權詳情載列如下：

Grantees	Date of grant	Vesting date	Exercise price	Exercisable period	Outstanding as at 1 January 2017 and 31 March 2017 於二零一七年一月一日及二零一七年三月三十一日尚未行使
承授人	授出日期	歸屬日期	行使價	行使期	
Director – Zhang Xiongfeng 董事—張雄峰	19 January 2016 二零一六年一月十九日	31 May 2016 二零一六年五月三十一日	HK\$0.161 0.161港元	1 June 2016 – 11 November 2020 二零一六年六月一日至 二零二零年十一月十一日	68,044,184
Director – Zhang Peiao 董事—張培鵬	19 January 2016 二零一六年一月十九日	31 May 2016 二零一六年五月三十一日	HK\$0.161 0.161港元	1 June 2016 – 11 November 2020 二零一六年六月一日至 二零二零年十一月十一日	9,321,042
Employee 僱員	19 January 2016 二零一六年一月十九日	31 May 2016 二零一六年五月三十一日	HK\$0.161 0.161港元	1 June 2016 – 11 November 2020 二零一六年六月一日至 二零二零年十一月十一日	4,660,522
					82,025,748

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

There was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the Company's listed securities during the three months ended 31 March 2017.

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors or their respective close associates had an interest in a business, apart from the businesses of the Group, which competes or may compete, either directly or indirectly, with the businesses of the Group during the period under review.

## CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the three months ended 31 March 2017, the Company had adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiry of all the Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding the Directors' securities transactions during the period under review.

## CODE ON CORPORATE GOVERNANCE PRACTICES

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

The Company has complied with the code provisions set out in the Corporate Governance Code and Corporate Governance Report contained in Appendix 15 to the GEM Listing Rules ("**Code Provision**") during the three months ended 31 March 2017.

## 購買、出售或贖回本公司之上市證券

截至二零一七年三月三十一日止三個月，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

## 董事於競爭業務之權益

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

## 有關董事證券交易的操守守則

於截至二零一七年三月三十一日止三個月，本公司已採納有關董事證券交易的操守守則，其條款不遜於創業板上市規則第5.48至5.67條所載的買賣標準規定。於回顧期間，本公司亦已向所有董事作出具體查詢，而據本公司所知，就董事的證券交易而言，並無任何有關該買賣標準規定及其操守守則的違規事項。

## 企業管治常規守則

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

於截至二零一七年三月三十一日止三個月期間，本公司一直遵守創業板上市規則附錄十五載述的企業管治守則及企業管治報告所載述守則條文（「守則條文」）。

## AUDIT COMMITTEE

An audit committee of the Company (the “**Audit Committee**”) was established with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules and Code Provision C.3.3. The Audit Committee must consist of a minimum of three members, all of whom must be non-executive Directors, with at least one of whom having appropriate professional qualification or accounting or related financial management expertise. During the three months ended 31 March 2017 and as at the date of this report, there were three members in the Audit Committee comprising three independent non-executive Directors, namely Mr. Wong Siu Keung, Joe, Mr. Leung Ting Yuk and Mr. Wang Zhiwei. Mr. Wong Siu Keung, Joe, has been the chairman of the Audit Committee during the period under review and as at the date of this report. The primary duties of the Audit Committee are to review the Company’s financial information, reporting process, internal control procedures, risk management system, audit plan and relationship with external auditors, and to review arrangements to enable employees of the Company, in confidence, to raise concerns about possible improprieties in financial reporting, internal control and other matters of the Company.

The Group’s unaudited condensed consolidated results for the three months ended 31 March 2017 and this report have been reviewed by the Audit Committee, which is of the opinion that the preparation of such results and report complied with the applicable accounting standards and the GEM Listing Rules, and that adequate disclosure has been made.

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

Hong Kong, 12 May 2017

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

## 審核委員會

本公司之審核委員會（「**審核委員會**」）已告成立，其書面職權範圍符合創業板上市規則第5.28及5.29條以及守則條文第C.3.3條。審核委員會必須最少包括三名成員，而全部成員均須為非執行董事，當中最少一名成員須具備合適專業資格或會計或相關財務管理經驗。於截至二零一七年三月三十一日止三個月及於本報告日期，審核委員會三名成員包括三名獨立非執行董事黃兆強先生、梁廷育先生及王志維先生。於回顧期間及於本報告日期，黃兆強先生為審核委員會主席。審核委員會之主要職責為審閱本公司財務資料、申報程序、內部監控程序、風險管理制度、審核計劃及與外聘核數師之關係，以及檢討相關安排，以讓本公司僱員可在保密情況下就本公司財務報告、內部監控及其他方面可能發生之不當行為加以關注。

審核委員會已審閱本集團截至二零一七年三月三十一日止三個月之未經審核簡明綜合業績及本報告，並認為該等業績及報告乃遵照適用會計準則及創業板上市規則編製，且已作出充分披露。

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

香港，二零一七年五月十二日

於本報告日期，董事會成員包括(i)四名執行董事，即張雄峰先生、張培鵬先生、洪君毅先生及胡美珠女士；及(ii)三名獨立非執行董事，即黃兆強先生、梁廷育先生及王志維先生。



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

