



AURUM PACIFIC[®]
奧 栢 中 國 集 團
STOCK CODE 8148.HK

Aurum Pacific (China) Group Limited 奧栢中國集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 8148

INTERIM REPORT 2017 中期報告

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

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

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

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

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)的特色

創業板乃為較於聯交所上市的其他公司帶有更高投資風險的公司提供上市的市場。有意投資者應瞭解投資於此類公司的潛在風險，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，表示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之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。

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。

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

UNAUDITED INTERIM RESULTS

未經審核中期業績

The board of directors of the Company (the "Board") hereby presents the unaudited consolidated results of the Company and its subsidiaries (collectively, the "Group") for the three months and six months ended 30 June 2017, together with the comparative figures for the corresponding periods in 2016 as follows:

本公司董事會(「董事會」)謹此提呈本公司及其附屬公司(統稱「本集團」)截至二零一七年六月三十日止三個月及六個月之未經審核綜合業績，連同二零一六年同期之比較數字如下：

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

簡明綜合損益表

For the three months and six months ended 30 June 2017 截至二零一七年六月三十日止三個月及六個月
(Expressed in Hong Kong dollars)(以港元列示)

| | Notes 附註 | Three months ended 30 June 截至六月三十日止三個月 | | Six months ended 30 June 截至六月三十日止六個月 | |
|--|-------------|---|---|---|---|
| | | 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) (Re-presented) (重新呈列) | 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) (Re-presented) (重新呈列) |
| Continuing operations | | | | | |
| Revenue | | 23,988 | 7,478 | 34,654 | 15,725 |
| Cost of sales | | (2,600) | (1,715) | (4,511) | (3,492) |
| Gross profit | | 21,388 | 5,763 | 30,143 | 12,233 |
| Other revenue | 4 | 25 | 31 | 25 | 31 |
| Changes in fair value of: | | | | | |
| – prepayment option embedded in promissory note issued | | (140) | (1,406) | (481) | (1,753) |
| – consideration payable for business combination | | (1,485) | – | (4,034) | – |
| – contingent consideration assets for business combination | | (1,884) | – | (3,379) | – |
| Administrative expenses | | (16,414) | (9,611) | (31,258) | (16,235) |
| Research and development expenses | | (3,386) | (1,762) | (6,783) | (3,393) |
| Selling and marketing expenses | | (1,820) | (707) | (2,986) | (1,480) |
| Loss from operations | | (3,716) | (7,692) | (18,753) | (10,597) |
| Finance costs | 5 | (615) | (219) | (1,191) | (219) |
| Share of profit of associates | 12 | 316 | – | 316 | – |

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

簡明綜合損益表

For the three months and six months ended 30 June 2017 截至二零一七年六月三十日止三個月及六個月
(Expressed in Hong Kong dollars)(以港元列示)

| | | Notes 附註 | Three months ended 30 June 截至六月三十日止三個月 | | Six months ended 30 June 截至六月三十日止六個月 | |
|---|-----------------|-------------|---|---|---|---|
| | | | 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) (Re-presented) (重新呈列) | 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) (Re-presented) (重新呈列) |
| Loss before taxation | 除稅前虧損 | 6 | (4,015) | (7,911) | (19,628) | (10,816) |
| Income tax (expenses)/credit | 所得稅(開支)/抵免 | 7 | (934) | 12 | 444 | (30) |
| Loss for the period from continuing operations | 持續經營業務 期內虧損 | | (4,949) | (7,899) | (19,184) | (10,846) |
| Discontinued operation | 已終止經營業務 | | | | | |
| Loss for the period from discontinued operation | 已終止經營業務 期內虧損 | 17 | - | (5,467) | - | (8,237) |
| Loss for the period | 期內虧損 | | (4,949) | (13,366) | (19,184) | (19,083) |
| Attributable to: | 以下人士應佔： | | | | | |
| - owners of the Company | - 本公司擁有人 | | (7,021) | (12,735) | (18,808) | (17,605) |
| - non-controlling interests | - 非控股權益 | | 2,072 | (631) | (376) | (1,478) |
| | | | (4,949) | (13,366) | (19,184) | (19,083) |
| | | | HK cents 港仙 (Unaudited) (未經審核) | HK cents 港仙 (Unaudited) (未經審核) (Restated) (經重列) | HK cents 港仙 (Unaudited) (未經審核) | HK cents 港仙 (Unaudited) (未經審核) (Restated) (經重列) |
| Loss per share | 每股虧損 | | | | | |
| From continuing and discontinued operations | 持續及已終止經營業務 | | | | | |
| - Basic and diluted | - 基本及攤薄 | 9 | (0.64) | (1.96) | (1.74) | (3.09) |
| From continuing operations | 持續經營業務 | | | | | |
| - Basic and diluted | - 基本及攤薄 | 9 | (0.64) | (1.24) | (1.74) | (1.90) |
| From discontinued operation | 已終止經營業務 | | | | | |
| - Basic and diluted | - 基本及攤薄 | 9 | - | (0.72) | - | (1.19) |

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the three months and six months ended 30 June 2017 截至二零一七年六月三十日止三個月及六個月

(Expressed in Hong Kong dollars)(以港元列示)

| | | Three months ended 30 June 截至六月三十日止三個月 | | Six months ended 30 June 截至六月三十日止六個月 | |
|---|--------------------------|---|---|---|---|
| | | 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) | 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) |
| Loss for the period | 期內虧損 | (4,949) | (13,366) | (19,184) | (19,083) |
| Other comprehensive (expense)/ income for the period, net of nil tax | 期內其他全面(開支)/ 收入，經扣除零稅項 | | | | |
| Items that may be reclassified subsequently to profit or loss: | 其後可能重新分類至 損益之項目： | | | | |
| Exchange differences: | 匯兌差額： | | | | |
| – On translation of financial statements of foreign operations | – 換算外國經營業務財 務報表 | 741 | (2,648) | 739 | (932) |
| – Release upon disposal of discontinued operation | – 出售已終止經營業務 時轉撥 | – | 7,410 | – | 7,410 |
| – Release upon deregistration of a subsidiary | – 附屬公司撤銷註冊 時轉撥 | – | 4 | – | 4 |
| Total comprehensive expense for the period | 期內全面開支總額 | (4,208) | (8,600) | (18,445) | (12,601) |
| Attributable to: | 以下人士應佔： | | | | |
| – owners of the Company | – 本公司擁有人 | (6,280) | (7,846) | (18,069) | (11,091) |
| – non-controlling interests | – 非控股權益 | 2,072 | (754) | (376) | (1,510) |
| | | (4,208) | (8,600) | (18,445) | (12,601) |

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況報表

As at 30 June 2017 and 31 December 2016 於二零一七年六月三十日及二零一六年十二月三十一日

(Expressed in Hong Kong dollars) (以港元列示)

| | | | At 30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核) | At 31 December 2016 於二零一六年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核) |
|---|------------------|----|--|---|
| Non-current assets | 非流動資產 | | | |
| Property, plant and equipment | 物業、廠房及設備 | 10 | 55,372 | 51,141 |
| Intangible assets | 無形資產 | 11 | 57,846 | 67,370 |
| Goodwill | 商譽 | | 109,669 | 109,669 |
| Investment in associates | 於聯營公司的投資 | 12 | 33,519 | - |
| Contingent consideration assets for business combination | 業務合併或然代價資產 | | 14,592 | 17,971 |
| Deposit paid for purchase of property, plant and equipment | 購置物業、廠房及設備已付按金 | | - | 3,000 |
| Loans receivable | 應收貸款 | 14 | 8,600 | 5,000 |
| Deferred tax assets | 遞延稅項資產 | | 5,366 | 4,793 |
| | | | 284,964 | 258,944 |
| Current assets | 流動資產 | | | |
| Inventories | 存貨 | | 43 | 44 |
| Deposit paid for purchase of property, plant and equipment | 購置物業、廠房及設備已付按金 | | 3,000 | - |
| Trade and other receivables | 應收賬款及其他應收款 | 13 | 9,360 | 11,231 |
| Loans receivable | 應收貸款 | 14 | 132,316 | 165,320 |
| Interest receivables | 應收利息 | 15 | 4,638 | 3,995 |
| Prepayment option embedded in promissory note issued | 已發行承兌票據所附帶的提前還款權 | | 356 | 837 |
| Financial assets at fair value through profit or loss | 按公平值計入損益之金融資產 | | 682 | - |
| Cash and cash equivalents | 現金及現金等值物 | | 10,300 | 11,500 |
| | | | 160,695 | 192,927 |

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況報表

As at 30 June 2017 and 31 December 2016 於二零一七年六月三十日及二零一六年十二月三十一日

(Expressed in Hong Kong dollars) (以港元列示)

| | | Notes | At 30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核) | At 31 December 2016 於二零一六年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核) |
|---|---------------------|-------|--|---|
| Current liabilities | 流動負債 | | | |
| Trade and other payables | 應付賬款及其他應付款 | 16 | 2,391 | 3,269 |
| Financial assistance from government | 政府財政援助 | | – | 114 |
| Deferred income | 遞延收入 | | 4,688 | 4,201 |
| Obligations under finance lease | 融資租約之承擔 | | | |
| – current portion | – 即期部份 | | 958 | – |
| Current tax liabilities | 即期稅項負債 | | 214 | 89 |
| | | | 8,251 | 7,673 |
| Net current assets | 流動資產淨值 | | 152,444 | 185,254 |
| Total assets less current liabilities | 資產總值減流動負債 | | 437,408 | 444,198 |
| Non-current liabilities | 非流動負債 | | | |
| Interest – bearing borrowings | 利息—附息借款 | | 28,000 | 28,000 |
| Obligation under finance lease | 融資租約之承擔 | | | |
| – non-current portion | – 非即期部份 | | 3,685 | – |
| Deferred tax liabilities | 遞延稅項負債 | | 11,135 | 11,131 |
| Consideration payable for business combination | 業務合併應付代價 | | 86,289 | 106,623 |
| | | | 129,109 | 145,754 |
| NET ASSETS | 資產淨值 | | 308,299 | 298,444 |
| Capital and reserves | 資本及儲備 | | | |
| Share capital | 股本 | 18 | 43,546 | 36,288 |
| Reserves | 儲備 | | 242,944 | 239,971 |
| Total equity attributable to owners of the Company | 本公司擁有人應佔權益總額 | | 286,490 | 276,259 |
| Non-controlling interests | 非控股權益 | | 21,809 | 22,185 |
| TOTAL EQUITY | 權益總額 | | 308,299 | 298,444 |

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2017 and 30 June 2016 截至二零一七年六月三十日及二零一六年六月三十日止六個月
(Expressed in Hong Kong dollars) (以港元列示)

| | | Attributable to owners of the Company 本公司擁有人應佔 | | | | | | Non-controlling interests | | Total |
|---|------------------------|---|---------------|-----------------|-----------------|------------------|--------------------|---------------------------|---------------------------|----------|
| | | Share capital | Share premium | Capital reserve | Capital surplus | Exchange reserve | Accumulated losses | Total | Non-controlling interests | Total |
| | | 股本 | 股份溢價 | 資本儲備 | 資本盈餘 | 匯兌儲備 | 累計虧損 | 總計 | 非控股權益 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| At 1 January 2016 (Audited) | 於二零一六年一月一日 (經審核) | 20,160 | 274,640 | 2,427 | 16,699 | (6,450) | (76,527) | 230,949 | 4,618 | 235,567 |
| Loss for the period | 期內虧損 | - | - | - | - | - | (17,605) | (17,605) | (1,478) | (19,083) |
| Exchange differences: | 匯兌差額: | | | | | | | | | |
| On translation of financial statements of foreign operations, net of nil tax | 換算外國業務財務報表，經扣除零稅項 | - | - | - | - | (900) | - | (900) | (32) | (932) |
| Release upon disposal of discontinued operation | 出售已終止經營業務時轉撥 | - | - | - | - | 7,410 | - | 7,410 | - | 7,410 |
| Release upon deregistration of a subsidiary | 附屬公司撤銷註冊時撥回累計匯兌儲備 | - | - | - | - | 4 | - | 4 | - | 4 |
| Total comprehensive income/ (expenses) for the period | 期內全面收入/(開支)總額 | - | - | - | - | 6,514 | (17,605) | (11,091) | (1,510) | (12,601) |
| Issue of shares (note 18(iv)) | 發行股份(附註18(iv)) | 10,080 | 47,569 | - | - | - | - | 57,649 | - | 57,649 |
| Derecognition of non-controlling interests upon disposal of subsidiaries discontinued operation | 出售已終止經營業務時之終止確認非控股權益 | - | - | - | - | - | - | - | (3,108) | (3,108) |
| | | 10,080 | 47,569 | - | - | 6,514 | (17,605) | 46,558 | (4,618) | 41,940 |
| At 30 June 2016 (Unaudited) | 於二零一六年六月三十日 (未經審核) | 30,240 | 322,209 | 2,427 | 16,699 | 64 | (94,132) | 277,507 | - | 277,507 |
| At 1 January 2017 (Audited) | 於二零一七年一月一日 (經審核) | 36,288 | 335,501 | 2,427 | 16,699 | (143) | (114,513) | 276,259 | 22,185 | 298,444 |
| Loss for the period | 期內虧損 | - | - | - | - | - | (18,808) | (18,808) | (376) | (19,184) |
| Exchange differences on translation of financial statements of foreign operations, net of nil tax | 換算外國業務財務報表之匯兌差額，經扣除零稅項 | - | - | - | - | 739 | - | 739 | - | 739 |
| Total comprehensive income/ (expenses) for the period | 期內全面收入/(開支)總額 | - | - | - | - | 739 | (18,808) | (18,069) | (376) | (18,445) |
| Issue of shares (note 18(v)) | 發行股份(附註18(v)) | 7,258 | 21,042 | - | - | - | - | 28,300 | - | 28,300 |
| | | 7,258 | 21,042 | - | - | 739 | (18,808) | 10,231 | (376) | 9,855 |
| At 30 June 2017 (Unaudited) | 於二零一七年六月三十日 (未經審核) | 43,546 | 356,543 | 2,427 | 16,699 | 596 | (133,321) | 286,490 | 21,809 | 308,299 |

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 June 2017 and 30 June 2016 截至二零一七年六月三十日及二零一六年六月三十日止六個月
(Expressed in Hong Kong dollars) (以港元列示)

| | | Six months ended 30 June 截至六月三十日止六個月 | |
|--|-----------------|---|---|
| | | 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) |
| Net cash used in operating activities | 經營活動所用現金淨額 | (2,448) | (63,572) |
| Net cash (used in)/generated from investing activities | 投資活動(所用)/所得現金淨額 | (6,994) | 1,575 |
| Net cash generated from financing activities | 融資活動所得現金淨額 | 8,242 | 57,347 |
| Net decrease in cash and cash equivalents | 現金及現金等值物減少淨額 | (1,200) | (4,650) |
| Cash and cash equivalents at beginning of the period | 於期初之現金及現金等值物 | 11,500 | 38,725 |
| Cash and cash equivalents at end of the period | 於期終之現金及現金等值物 | 10,300 | 34,075 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

(Expressed in Hong Kong dollars)

(以港元列示)

1. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The Group's unaudited interim condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules and Hong Kong Accounting Standard 34 (HKAS 34) Interim Financial Reporting.

The unaudited condensed consolidated financial statements have been prepared under the historical cost basis except that contingent consideration assets or liabilities arising from a business combination and derivative financial instruments are stated at its fair values. The principal accounting policies used in the preparation of these unaudited condensed consolidated financial statements are consistent with those used in the annual consolidated financial statements for the year ended 31 December 2016 except in relation to the new and revised standards, amendments and interpretations ("new and revised HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") that are adopted for the first time for the current period's financial statements. The adoption of these new and revised HKFRSs has had no material impact on the unaudited condensed consolidated financial statements.

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

1. 編製基準及主要會計政策

本集團未經審核中期簡明綜合財務報表乃根據創業板上市規則第18章所載適用披露規定及香港會計準則第34號(香港會計準則第34號)中期財務報告編製。

未經審核簡明綜合財務報表乃根據歷史成本基準編製，惟業務合併產生的或然代價資產或負債及衍生金融工具按其公平值呈列。除於當期財務報表首次採用的香港會計師公會(「香港會計師公會」)頒佈之新訂及經修訂準則、修訂及詮釋(「新訂及經修訂香港財務報告準則」)外，編製此等未經審核簡明綜合財務報表時採用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全年綜合財務報表所採用者一致。採納該等新訂及經修訂香港財務報告準則對未經審核簡明綜合財務報表並無構成重大影響。

本集團並無提前採納任何已頒佈但尚未生效的新訂香港財務報告準則。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

(Expressed in Hong Kong dollars)

(以港元列示)

2. REVENUE

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

2. 收益

收益指透過提供軟件平台而供應予客戶的貨品及服務的銷售價值、放債業務所賺取之利息收入以及開發手機遊戲所產生之收入如下：

| | | Three months ended 30 June | | Six months ended 30 June | |
|------------------------------------|---------------|-------------------------------|-------------|-----------------------------|-------------|
| | | 截至六月三十日止三個月 | | 截至六月三十日止六個月 | |
| | | 2017 | 2016 | 2017 | 2016 |
| | | 二零一七年 | 二零一六年 | 二零一七年 | 二零一六年 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 |
| | | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| | | (未經審核) | (未經審核) | (未經審核) | (未經審核) |
| Continuing operations | 持續經營業務 | | | | |
| Provision of software platform | 提供軟件平台 | 4,246 | 4,463 | 10,100 | 9,930 |
| Interest income from money lending | 放債業務所得利息收入 | 3,445 | 3,015 | 7,763 | 5,795 |
| Mobile gaming income | 手機遊戲收入 | 16,297 | – | 16,791 | – |
| | | 23,988 | 7,478 | 34,654 | 15,725 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

(Expressed in Hong Kong dollars)

(以港元列示)

3. SEGMENT REPORTING

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

The Group has three (2016: two) reportable segments. The segments are managed separately as each business offers different products and services and requires different business strategies. No operating segments identified by the chief operating decision-maker have been aggregated in arriving at the reportable segments of the Group. The following summary describes the operations in each of the Group's reportable segments:

Continuing operations

- Software platform⁽¹⁾ – developing and marketing of patented server based technology and the provision of communications software platform and software related services.
- Money lending – provision of money lending business through a wholly-owned subsidiary of the Company which is a money lender licensed in Hong Kong under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong).
- Mobile gaming – game publishing, development of mobile game, application, related intellectual property and platform, and provision of related solutions.

Discontinued operation

- Software platform⁽²⁾ – the custom-made software development services including urban grid management system, internet marketing of online peer-to-peer (“P2P”) lending system and other projects.

3. 分部報告

本集團根據主要營運決策人用作制定決策之審閱報告釐定其營運分部。

本集團有三個(二零一六年：兩個)可報告分部。由於各業務提供不同產品及服務，所需業務策略有所不同，故分部乃個別管理。在設定本集團的可報告分部時，主要營運決策者並無將所識別的營運分部彙合。本集團各可報告分部之業務概述如下：

持續經營業務

- 軟件平台⁽¹⁾ – 開發及營銷以伺服器為基礎之專利技術及提供通訊軟件平台及軟件相關服務。
- 放債 – 本公司根據放債人條例(香港法例第163章)，通過本公司一間為香港持牌放債人的全資附屬公司提供放債服務。
- 手機遊戲 – 發行遊戲、開發手機遊戲、應用程式、相關知識產權及平台並提供相關方案。

已終止經營業務

- 軟件平台⁽²⁾ – 軟件訂製化開發服務，包括城市網絡化管理系統、點對點(「點對點」)借貸系統互聯網營銷及其他項目。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

(Expressed in Hong Kong dollars)

(以港元列示)

3. SEGMENT REPORTING (CONTINUED)

(a) Business segments

The following is an analysis of the Group's revenue and results by business segments for the period under review:

3. 分部報告(續)

(a) 業務分部

於回顧期內，本集團按業務分部劃分之收益及業績分析如下：

| | | 2017 二零一七年 | | | | |
|--|--|---|---|---|---|--|
| | | Continuing operations 持續經營業務 | | | Discontinued operation 已終止 經營業務 | Total 總計 |
| | | Software platform ⁽¹⁾ 軟件平台 ⁽¹⁾ HK\$'000 千港元 (Unaudited) (未經審核) | Money lending 放債 HK\$'000 千港元 (Unaudited) (未經審核) | Mobile gaming 手機遊戲 HK\$'000 千港元 (Unaudited) (未經審核) | Software platform ⁽²⁾ 軟件平台 ⁽²⁾ HK\$'000 千港元 (Unaudited) (未經審核) | HK\$'000 千港元 (Unaudited) (未經審核) |
| For the six months ended 30 June | 截至六月三十日 止六個月 | | | | | |
| Revenue from external customers | 來自外界客戶之收益 | 10,100 | 7,763 | 16,791 | - | 34,654 |
| Reportable segment (loss)/profit (adjusted EBITDA)(note(i)) | 可報告分部(虧損)/ 溢利(經調整EBITDA) (附註(i)) | (413) | 982 | 9,484 | - | 10,053 |
| As at 30 June | 於六月三十日 | | | | | |
| Reportable segment assets | 可報告分部資產 | 7,048 | 146,534 | 67,614 | - | 221,196 |
| Additions to non-current assets | 非流動資產增加 | 55 | 225 | 1,553 | - | 1,833 |
| Reportable segment liabilities | 可報告分部負債 | (4,813) | (213) | (12,949) | - | (17,975) |

Note (i):

There has been a change in a measure of segment profit or loss from the reportable segment profit or loss after interest, taxes, depreciation and amortisation disclosed in the annual financial statements for the year ended 31 December 2016 to the reportable segment profit or loss before interest, taxes, depreciation and amortisation ("EBITDA") disclosed in the interim report for the six months ended 30 June 2017.

附註(i)：

分部損益的計量方式由於截至二零一六年十二月三十一日止年度的年度財務報表所披露之扣除利息、稅項、折舊及攤銷後可呈報分部損益轉為於截至二零一七年六月三十日止六個月的中期報告所披露之可呈報扣除利息、稅項、折舊及攤銷(「EBITDA」)前分部損益。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

(Expressed in Hong Kong dollars)

(以港元列示)

3. SEGMENT REPORTING (CONTINUED)

(a) Business segments (continued)

3. 分部報告(續)

(a) 業務分部(續)

| | | 2016 二零一六年 | | | | |
|---|---------------------------------|--|--|--|--|--------------------------------|
| | | Continuing operations | | | Discontinued operation | |
| | | 持續經營業務 | | | 已終止 經營業務 | |
| | | Software platform ⁽¹⁾ 軟件平台 ⁽¹⁾ HK\$'000 千港元 | Money lending 放債 HK\$'000 千港元 | Mobile gaming 手機遊戲 HK\$'000 千港元 | Software platform ⁽²⁾ 軟件平台 ⁽²⁾ HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
| For the six months ended 30 June 2016 (Unaudited) | 截至二零一六年 六月三十日止六個月 (未經審核) | | | | | |
| Revenue from external customers | 來自外界客戶之收益 | 9,930 | 5,795 | - | 521 | 16,246 |
| Reportable segment profit/(loss) (adjusted EBITDA) | 可報告分部溢利/ (虧損)(經調整 EBITDA) | 277 | 649 | - | (3,383) | (2,457) |
| As at 31 December 2016 (Audited) | 於二零一六年 十二月三十一日 (經審核) | | | | | |
| Reportable segment assets | 可報告分部資產 | 7,527 | 183,068 | 72,766 | - | 263,361 |
| Additions to non-current assets | 非流動資產增加 | 169 | 1,306 | 34 | 11 | 1,520 |
| Reportable segment liabilities | 可報告分部負債 | (4,483) | (475) | (12,877) | - | (17,835) |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

(Expressed in Hong Kong dollars)

(以港元列示)

3. SEGMENT REPORTING (CONTINUED)

(b) Reconciliation of reportable segment profit or loss

3. 分部報告(續)

(b) 可報告分部損益之對賬

| | | Six months ended 30 June | |
|---|------------------------|-----------------------------|-------------|
| | | 截至六月三十日止六個月 | |
| | | 2017 | 2016 |
| | | 二零一七年 | 二零一六年 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| | | (Unaudited) | (Unaudited) |
| | | (未經審核) | (未經審核) |
| | | (Re-presented) | |
| | | (重新呈列) | |
| Adjusted EBITDA | 經調整EBITDA | | |
| – Software platform | – 軟件平台 | (413) | 277 |
| – Money lending | – 放債 | 982 | 649 |
| – Mobile gaming | – 手機遊戲 | 9,484 | – |
| | | 10,053 | 926 |
| Total segments for continuing operations | 持續經營業務分部總額 | | |
| Share of profits of associates | 應佔聯營公司溢利 | 316 | – |
| Other income | 其他收入 | 25 | 31 |
| Depreciation and amortisation | 折舊及攤銷 | (14,464) | (1,586) |
| Finance costs | 融資成本 | (1,191) | (219) |
| Unallocated corporate expenses (note (i)) | 未分配企業開支(附註(i)) | (14,367) | (9,968) |
| | | (19,628) | (10,816) |
| Consolidated loss before taxation and discontinued operation | 除稅前綜合虧損及已終止經營業務 | | |

Note (i):

The unallocated corporate expenses mainly include changes in fair value of consideration payable and contingent consideration assets for business combination, staff costs and legal and professional fees of head office.

附註(i):

未分配企業開支主要包括業務合併應付代價公平值變動及或然代價資產、員工成本及總辦事處之法律及專業費用。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

(Expressed in Hong Kong dollars)

(以港元列示)

4. OTHER REVENUE

4. 其他收益

| Continuing operations | | 持續經營業務 | |
|-----------------------|--|--------|--|
| Sundry income | | 雜項收入 | |

| Three months ended 30 June | | Six months ended 30 June | |
|-------------------------------|----------------|-----------------------------|----------------|
| 截至六月三十日止三個月 | | 截至六月三十日止六個月 | |
| 2017 | 2016 | 2017 | 2016 |
| 二零一七年 | 二零一六年 | 二零一七年 | 二零一六年 |
| HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| 千港元 | 千港元 | 千港元 | 千港元 |
| (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| (未經審核) | (未經審核) | (未經審核) | (未經審核) |
| | (Re-presented) | | (Re-presented) |
| | (重新呈列) | | (重新呈列) |
| 25 | 31 | 25 | 31 |

5. FINANCE COSTS

5. 融資成本

| Continuing operations | | 持續經營業務 | |
|--|--|---------------------|--|
| Interest expense on financial liabilities not at fair value through profit or loss | | 並非按公平值計入損益之金融負債利息開支 | |
| – Interest on mortgage loan | | – 銀行按揭利息 | |
| – Interest on obligations under finance lease | | – 融資租約之承擔利息 | |

| Three months ended 30 June | | Six months ended 30 June | |
|-------------------------------|-------------|-----------------------------|-------------|
| 截至六月三十日止三個月 | | 截至六月三十日止六個月 | |
| 2017 | 2016 | 2017 | 2016 |
| 二零一七年 | 二零一六年 | 二零一七年 | 二零一六年 |
| HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| 千港元 | 千港元 | 千港元 | 千港元 |
| (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| (未經審核) | (未經審核) | (未經審核) | (未經審核) |
| 544 | 219 | 1,120 | 219 |
| 71 | – | 71 | – |
| 615 | 219 | 1,191 | 219 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

(Expressed in Hong Kong dollars)

(以港元列示)

6. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging:

6. 除稅前虧損

除稅前虧損已扣除下列各項：

| | | Three months ended 30 June | | Six months ended 30 June | |
|---|---------------|-------------------------------|--------------|-----------------------------|---------------|
| | | 截至六月三十日止三個月 | | 截至六月三十日止六個月 | |
| | | 2017 | 2016 | 2017 | 2016 |
| | | 二零一七年 | 二零一六年 | 二零一七年 | 二零一六年 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 |
| | | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| | | (未經審核) | (未經審核) | (未經審核) | (未經審核) |
| Continuing operations | 持續經營業務 | | | | |
| Staff costs (including directors' remuneration) | 員工成本(包括董事酬金) | | | | |
| – Salaries, wages and other benefits | – 薪金、工資及其他福利 | 8,431 | 5,619 | 16,063 | 11,212 |
| – Contributions to defined contribution retirement plan | – 固定供款退休計劃供款 | 319 | 242 | 561 | 473 |
| | | 8,750 | 5,861 | 16,624 | 11,685 |
| Auditor's remuneration | 核數師酬金 | 376 | 365 | 376 | 528 |
| Amortisation of intangible assets | 無形資產攤銷 | 5,499 | 542 | 10,998 | 1,081 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 1,798 | 137 | 3,466 | 505 |
| Operating lease charges: | 經營租約開支： | | | | |
| – minimum lease payments | – 最低租約款項 | | | | |
| – property rentals | – 物業租金 | 1,364 | 1,390 | 2,871 | 2,297 |
| Loss on disposal of property, plant and equipment | 出售物業、廠房及設備虧損 | – | 2,161 | – | 2,161 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

(Expressed in Hong Kong dollars)

(以港元列示)

7. INCOME TAX RELATING TO CONTINUING OPERATIONS

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

7. 持續經營業務相關所得稅

簡明綜合損益表之所得稅指：

| | | Three months ended 30 June | | Six months ended 30 June | |
|---|---------------------|-------------------------------|-------------|-----------------------------|-------------|
| | | 截至六月三十日止三個月 | | 截至六月三十日止六個月 | |
| | | 2017 | 2016 | 2017 | 2016 |
| | | 二零一七年 | 二零一六年 | 二零一七年 | 二零一六年 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 |
| | | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| | | (未經審核) | (未經審核) | (未經審核) | (未經審核) |
| Current tax | 即期稅項 | | | | |
| – Hong Kong Profits Tax | – 香港利得稅 | | | | |
| Provision for the period | 期內撥備 | 125 | 30 | 125 | 109 |
| Deferred tax expenses/(credit) | 遞延稅項開支/(抵免) | 809 | (42) | (569) | (79) |
| Total income tax expenses/(credit) | 所得稅開支/(抵免)總額 | 934 | (12) | (444) | 30 |

The provision for Hong Kong Profits Tax for the six months ended 30 June 2017 is calculated at 16.5% (2016: 16.5%) of the estimated assessable profits for the period.

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

No provision for enterprise income tax of the PRC has been made as the subsidiaries incorporated in the PRC have estimated tax losses for the periods ended 30 June 2017 and 2016.

截至二零一七年六月三十日止六個月期間的香港利得稅撥備以本期間估計應課稅溢利按16.5%(二零一六年: 16.5%)計算。

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

由於中國註冊成立之附屬公司於截至二零一七年及二零一六年六月三十日止期間有估計稅項虧損，故並無計提中國企業所得稅撥備。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

(Expressed in Hong Kong dollars)

(以港元列示)

8. DIVIDENDS

The Board does not recommend the payment of any interim dividend for the six months ended 30 June 2017 (2016: HK\$Nil).

9. LOSS PER SHARE

(a) Basic loss per share

(i) From continuing and discontinued operations

The calculation of loss per share for the six months ended 30 June 2017 is based on the loss for the period attributable to owners of the Company of HK\$18,808,000 (2016: HK\$17,605,000), and the weighted average number of ordinary shares of 1,079,618,122 (2016: 570,455,840) in issue during the period.

The calculation of loss per share for the three months ended 30 June 2017 is based on the loss for the period attributable to owners of the Company of HK\$7,021,000 (2016: restated: HK\$12,735,000), and the weighted average number of ordinary shares of 1,088,640,000 (2016: 632,763,533) in issue during the period.

(ii) From continuing operations

The calculation of loss per share for the six months ended 30 June 2017 is based on the loss for the period attributable to owners of the Company of HK\$18,808,000 (2016: restated: HK\$10,846,000), and the weighted average number of ordinary shares of 1,079,618,122 (2016: 570,455,840) in issue during the period.

8. 股息

董事會不建議就截至二零一七年六月三十日止六個月派付任何中期股息(二零一六年：零港元)。

9. 每股虧損

(a) 每股基本虧損

(i) 來自持續及已終止經營業務

截至二零一七年六月三十日止六個月之每股虧損乃按本公司擁有人應佔期內虧損18,808,000港元(二零一六年：17,605,000港元)及期內已發行普通股之加權平均數1,079,618,122股(二零一六年：570,455,840股)計算。

截至二零一七年六月三十日止三個月之每股虧損乃按本公司擁有人應佔期內虧損7,021,000港元(二零一六年：經重列：12,735,000港元)及期內已發行普通股之加權平均數1,088,640,000股(二零一六年：632,763,533股)計算。

(ii) 來自持續經營業務

截至二零一七年六月三十日止六個月之每股虧損乃按本公司擁有人應佔期內虧損18,808,000港元(二零一六年：經重列：10,846,000港元)及期內已發行普通股之加權平均數1,079,618,122股(二零一六年：570,455,840股)計算。

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(Expressed in Hong Kong dollars)

(以港元列示)

9. LOSS PER SHARE (CONTINUED)

(a) Basic loss per share (Continued)

(ii) From continuing operations (continued)

The calculation of loss per share for the three months ended 30 June 2017 is based on the loss for the period attributable to owners of the Company of HK\$7,021,000 (2016: restated: HK\$7,899,000), and the weighted average number of ordinary shares of 1,088,640,000 (2016: 632,763,533) in issue during the period.

(iii) From discontinued operation

The calculation of loss per share for the six months ended 30 June 2017 is based on the loss for the period attributable to owners of the Company of HK\$nil (2016: restated: HK\$6,759,000), and the weighted average number of ordinary shares of 1,079,618,122 (2016: 570,455,840) in issue during the period.

The calculation of loss per share for the three months ended 30 June 2017 is based on the loss for the period attributable to owners of the Company of HK\$nil (2016: restated: HK\$4,836,000), and the weighted average number of ordinary shares of 1,088,640,000 (2016: restated: 632,763,533) in issue during the period.

(b) Diluted loss per share

The diluted loss per share for the periods ended 30 June 2017 and 2016 is the same as the basic loss per share as there were no potentially dilutive ordinary shares in issue.

9. 每股虧損(續)

(a) 每股基本虧損(續)

(ii) 來自持續經營業務(續)

截至二零一七年六月三十日止三個月之每股虧損乃按本公司擁有人應佔期內虧損7,021,000港元(二零一六年:經重列:7,899,000港元)及期內已發行普通股之加權平均數1,088,640,000股(二零一六年:632,763,533股)計算。

(iii) 來自已終止經營業務

截至二零一七年六月三十日止六個月之每股虧損乃按本公司擁有人應佔期內虧損零港元(二零一六年:經重列:6,759,000港元)及期內已發行普通股之加權平均數1,079,618,122股(二零一六年:570,455,840股)計算。

截至二零一七年六月三十日止三個月之每股虧損乃按本公司擁有人應佔期內虧損零港元(二零一六年:經重列:4,836,000港元)及期內已發行普通股之加權平均數1,088,640,000股(二零一六年:經重列:632,763,533股)計算。

(b) 每股攤薄虧損

由於概無任何潛在攤薄已發行普通股，截至二零一七年及二零一六年六月三十日止期間的每股攤薄虧損與每股基本虧損相同。

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10. PROPERTY, PLANT AND EQUIPMENT

For the six months ended 30 June 2017, apart from addition of motor vehicles at carrying amount of approximately HK\$4,991,000, the Group did not have any material acquisition and disposal of property, plant and equipment.

11. INTANGIBLE ASSETS

For the six months ended 30 June 2017, the Group did not have any material acquisitions and disposal of intangible assets.

12. INVESTMENT IN ASSOCIATES

| | |
|----------------------------------|---------|
| Unlisted shares | 未上市股份 |
| Share of post-acquisition profit | 分佔收購後溢利 |
| Share of exchange differences | 應佔匯兌差額 |

The Group holds indirectly 49% equity interest in Fore Freedom B.V. and XXLnet B.V. through an acquisition of entire interest in Stars Ventures Limited on 13 April 2017.

10. 物業、廠房及設備

截至二零一七年六月三十日止六個月，本集團除添置賬面值約4,991,000港元之汽車外，並無任何重大收購及出售物業、廠房及設備。

11. 無形資產

截至二零一七年六月三十日止六個月，本集團並無就無形資產作出任何重大收購及出售。

12. 於聯營公司的投資

| At 30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核) | At 31 December 2016 於二零一六年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核) |
|--|---|
| 32,463 | — |
| 316 | — |
| 740 | — |
| 33,519 | — |

於二零一七年四月十三日，本集團通過收購Stars Ventures Limited全部權益間接持有Fore Freedom B.V.及XXLnet B.V.的49%股權。

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12. INVESTMENT IN ASSOCIATES (CONTINUED)

(a) Details of the associates are as follows:

| Name of company 公司名稱 | Place of incorporation/ establishment and operation 註冊成立/成立及 經營地點 | Particulars of issued/ registered and paid up capital 已發行/註冊及 實繳股本詳情 | Proportion of ownership interest 所有權權益比例 Group's effective holding 本集團實際持有 | | Principal activity 主要業務 |
|-------------------------|---|--|--|---------------|---|
| | | | 2017 二零一七年 | 2016 二零一六年 | |
| Fore Freedom B.V. | Netherlands 荷蘭 | 18,000 shares of EUR1 each 18,000股每股 1歐元的股份 | 49% (Indirect) (間接) | | - Construction and management of fibre optic internet networks 建設及管理光纖網絡 |
| XXLnet B.V. | Netherlands 荷蘭 | 80,000 shares of EUR1 each 80,000股每股 1歐元的股份 | 49% (Indirect) (間接) | | - Provisions of internet, telephone and other ancillary services 提供互聯網、電話及 其他輔助服務 |

12. 於聯營公司的投資(續)

(a) 聯營公司的詳情如下：

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13. TRADE AND OTHER RECEIVABLES

| | |
|--------------------------|--------|
| Trade receivables | 應收賬款 |
| Deposits and prepayments | 按金及預付款 |
| Other receivables | 其他應收款 |

13. 應收賬款及其他應收款

| At 30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核) | At 31 December 2016 於二零一六年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核) |
|--|---|
| 5,716 | 4,814 |
| 3,475 | 6,367 |
| 169 | 50 |
| 9,360 | 11,231 |

(a) Ageing analysis

Trade receivables are due within 30 days from the date of billing. As of the end of the reporting period, the ageing analysis of trade receivables, based on the invoice date and net of allowance for doubtful debts, is as follows:

| | |
|-------------------------------------|--------------|
| Within 1 month | 少於一個月 |
| More than 1 but less than 3 months | 超過一個月但少於三個月 |
| More than 3 but less than 6 months | 超過三個月但少於六個月 |
| More than 6 but less than 12 months | 超過六個月但少於十二個月 |
| Over 12 months | 十二個月以上 |

(a) 賬齡分析

應收賬款由開單日期起計30日內到期。於報告期間結束時，應收賬款根據發票日期及扣除呆壞賬撥備之賬齡分析如下：

| At 30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核) | At 31 December 2016 於二零一六年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核) |
|--|---|
| 4,405 | 2,217 |
| 542 | 1,364 |
| 570 | 522 |
| 57 | 541 |
| 142 | 170 |
| 5,716 | 4,814 |

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14. LOANS RECEIVABLE

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

14. 應收貸款

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

| | | At 30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核) | At 31 December 2016 於二零一六年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核) |
|--|--------------------|--|---|
| Secured loans by personal guarantees | 個人擔保之有抵押貸款 | 52,500 | 66,000 |
| Unsecured loans | 無抵押貸款 | 88,416 | 104,320 |
| | | 140,916 | 170,320 |
| Current portion included under current assets | 流動資產項下包括的流動部分 | (132,316) | (165,320) |
| | | | |
| Amounts due after 1 year included under non-current assets | 非流動資產項下包括的一年後到期的款項 | 8,600 | 5,000 |

Loans receivable are interest-bearing at rates ranging from 10% to 36% (2016: 10% to 36%) per annum and repayable on maturity date under the terms in contractual agreements or on demand in writing by the Group.

應收貸款按年利率介乎10%至36% (二零一六年：10%至36%)計息，並由本集團於到期日根據合同協議條款或按書面要求償還。

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14. LOANS RECEIVABLE (CONTINUED)

(a) Ageing analysis

Ageing analysis is prepared based on contractual due date:

| | |
|-------------------------------|---------|
| Neither past due nor impaired | 無逾期或減值 |
| Less than 1 month past due | 逾期少於一個月 |
| 1 to 3 months past due | 逾期一至三個月 |

The credit quality of loans receivable that are neither past due nor impaired has been assessed by reference to historical information about counterparty default rates. The existing counterparties do not have defaults in the past.

In respect of loans receivable which have been past due, the amounts mainly represent occasional delay in repayment and they were fully settled subsequent to the end of the reporting period. Accordingly, the management is of the opinion that no impairment allowance on these individual loans is necessary.

14. 應收貸款(續)

(a) 賬齡分析

賬齡分析根據合同到期日編製：

| At 30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核) | At 31 December 2016 於二零一六年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核) |
|--|---|
| 130,063 | 152,220 |
| 10,853 | 6,625 |
| - | 11,475 |
| 10,853 | 18,100 |
| 140,916 | 170,320 |

無逾期或減值的應收貸款的信貸質素參考有關交易方違約比例之過往資料作評估。現有交易方過往並無欠款。

對於逾期的應收貸款，其金額主要為偶爾延期還款，並其後於報告期末悉數清償。因此，管理層認為無需就該等個別貸款作出減值撥備。

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15. INTEREST RECEIVABLES

The Group's interest receivables arise from the money lending business in Hong Kong.

Interest receivables, apart from the interest receivables derived from loan balances of HK\$52,500,000 (31 December 2016: HK\$66,000,000) which are secured by personal guarantees from the borrowers' guarantors, are unsecured. All of the interest receivables are repayable on maturity date under the terms in contractual agreements or on demand in writing by the Group.

As at 30 June 2017, interest receivables, apart from the past due interest receivables of approximately HK\$1,309,000, are neither past due or impaired, and is wholly repayable within one year.

Interest receivables that were past due but not impaired related to a number of individual borrowers. Based on past experience, the Directors are of the opinion that no provision for impairment on these individual loans is necessary as there has not been a significant change in credit quality that these balances are still considered fully recoverable.

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

16. TRADE AND OTHER PAYABLES

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

15. 應收利息

本集團的應收利息由於香港的放債業務所產生。

除由借款人之擔保人之個人擔保擔保之結餘52,500,000港元(二零一六年十二月三十一日：66,000,000港元)作個人擔保之貸款的應收利息外，應收利息為無抵押。所有應收利息由本集團於到期日根據合同協議條款日或本集團提出書面要求後即時償還。

於二零一七年六月三十日，除金額為約1,309,000港元之逾期應收利息外，應收利息概無逾期減值且須於一年內悉數償還。

已逾期但無減值之應收利息與若干個別借款人有關。基於過往經驗，董事認為就該等個別貸款而言，由於信貸質素並無重大改變，該等結餘仍視為可全數收回，故毋須作出任何減值撥備。

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

16. 應付賬款及其他應付款

所有應付賬款及其他應付款預期將於一年內清償或確認為收入或按要求償還。

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17. DISCONTINUED OPERATION AND DISPOSAL OF SUBSIDIARIES

On 9 March 2016, the Company entered into a sale and purchase agreement in relation to a disposal of entire equity interest of Native Hope Limited and its subsidiaries (together, "NH Group"), which carried out custom-made software development business including urban grid management system, internet marketing and other projects. The disposal was completed on 30 June 2016 on which date control of the operations passed to the acquirer.

17. 已終止經營業務及出售附屬公司

於二零一六年三月九日，本公司訂立有關出售進行軟件訂製化開發業務（包括城市網格化管理系統、互聯網營銷及其他項目）的然望有限公司及其附屬公司（統稱為「然望集團」）所有股本權益之買賣協議。出售事項已於二零一六年六月三十日完成，而經營業務控制權亦於同日轉讓予收購方。

| | | Three months ended 30 June | | Six months ended 30 June | |
|---|-------------|-------------------------------|-------------|-----------------------------|-------------|
| | | 截至六月三十日止三個月 | | 截至六月三十日止六個月 | |
| | | 2017 | 2016 | 2017 | 2016 |
| | | 二零一七年 | 二零一六年 | 二零一七年 | 二零一六年 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 |
| | | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| | | (未經審核) | (未經審核) | (未經審核) | (未經審核) |
| Revenue | 收益 | - | 418 | - | 521 |
| Cost of sales | 銷售成本 | - | (17) | - | (712) |
| Other revenue | 其他收益 | - | 4 | - | 8 |
| Administrative expenses | 行政開支 | - | (722) | - | (2,342) |
| Research and development expenses | 研發開支 | - | (940) | - | (940) |
| Selling and distribution expenses | 銷售及分銷開支 | - | (343) | - | (533) |
| Loss before taxation | 稅前虧損 | - | (1,600) | - | (3,998) |
| Income tax expenses | 所得稅開支 | - | - | - | (372) |
| Loss for the period from discontinued operation | 已終止經營業務期內虧損 | - | (1,600) | - | (4,370) |
| Loss on disposal | 出售虧損 | - | (3,867) | - | (3,867) |
| Loss for the period from discontinued operation | 已終止經營業務期內虧損 | - | (5,467) | - | (8,237) |

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17. DISCONTINUED OPERATION AND DISPOSAL OF SUBSIDIARIES (CONTINUED)

Loss for the period from discontinued operation include the following:

17. 已終止經營業務及出售附屬公司(續)

已終止經營業務期內虧損包括下列各項：

| | Three months ended 30 June | | Six months ended 30 June | |
|---|---|---|---|---|
| | 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) | 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) |
| Staff costs (including directors' remuneration) | | | | |
| – Salaries, wages and other benefits | – | 1,370 | – | 2,662 |
| – Contributions to defined contribution retirement plan | – | 54 | – | 101 |
| | – | 1,424 | – | 2,763 |
| Amortisation of intangible assets | – | – | – | 585 |
| Depreciation of property, plant and equipment | – | 15 | – | 30 |
| Operating lease charges: minimum lease payments | | | | |
| – property rentals | – | 78 | – | 124 |

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17. DISCONTINUED OPERATION AND DISPOSAL OF SUBSIDIARIES (CONTINUED)

17. 已終止經營業務及出售附屬公司(續)

The assets and liabilities disposed at completion date comprise:

於完成日期出售的資產及負債包括：

| | | HK\$'000 千港元 |
|---|---------------------------|-----------------|
| Property, plant and equipment | 物業、廠房及設備 | 26 |
| Properties under development | 發展中物業 | 2,652 |
| Intangible assets | 無形資產 | 8,698 |
| Goodwill | 商譽 | 67,972 |
| Trade and other receivables | 應收賬款及其他應收款 | 3,727 |
| Cash and cash equivalents | 現金及現金等值物 | 9,574 |
| Other payables | 其他應付款 | (778) |
| Current tax liabilities | 即期稅項負債 | (1,143) |
| Deferred tax liabilities | 遞延稅項負債 | (2,169) |
| Net assets | 資產淨值 | 88,559 |
| Non-controlling interests | 非控股權益 | (3,108) |
| Net assets disposed of | 已出售資產淨值 | 85,451 |
| Net consideration | 代價淨額 | 88,994 |
| | | 3,543 |
| Cumulative exchange loss reclassified from equity to profit or loss upon disposal of subsidiaries | 於出售附屬公司時由權益重新分類至損益的累計匯兌虧損 | (7,410) |
| Loss on disposal | 出售虧損 | (3,867) |
| Consideration | 代價 | |
| Cash consideration | 現金代價 | 58,745 |
| Assignment of the amount due from the Group to NH Group | 轉讓應收本集團款項予然望集團 | 1,255 |
| Set-off the remaining consideration payable (note 19) | 抵銷餘下應付代價(附註19) | 30,000 |
| Disposal related costs | 出售相關成本 | (1,006) |
| Net consideration | 代價淨額 | 88,994 |
| Net cash flow on disposal of subsidiaries | 出售附屬公司之現金流量淨額 | |
| Consideration settled in cash | 以現金償付之代價 | 58,745 |
| Disposal related costs | 出售相關成本 | (1,006) |
| Cash and cash equivalents of subsidiaries disposed | 已出售附屬公司之現金及現金等值物 | (9,574) |
| Net cash inflow generated from the disposal | 出售所得現金流入淨額 | 48,165 |

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(以港元列示)

18. SHARE CAPITAL

(i) Authorised and issued share capital

| | |
|---|--|
| Authorised: | |
| Ordinary shares | |
| At 1 January 2016 of HK\$0.004 each | |
| Share consolidation (note (ii)) | |
| Increase in authorised capital (note (iii)) | |
| | |
| At 30 June 2016 and 30 June 2017 of HK\$0.04 each | |
| | |
| Issued and fully paid: | |
| Ordinary shares | |
| At 1 January 2016 of HK\$0.004 each | |
| Share consolidation (note (ii)) | |
| Issue of Open Offer shares (note (iv)) | |
| | |
| At 30 June 2016 of HK\$0.04 each | |
| | |
| At 1 January 2017 of HK\$0.04 each | |
| Issue of shares (note (v)) | |
| | |
| At 30 June 2017 of HK\$0.04 each | |

| | Number of shares | Amount |
|----------------------------|---------------------|----------|
| | 股份數目 | 金額 |
| | '000 | HK\$'000 |
| | 千股 | 千港元 |
| 法定： | | |
| 普通股 | | |
| 於二零一六年一月一日 | 10,000,000 | 40,000 |
| 每股面值0.004港元 | | |
| 股份合併(附註(ii)) | (9,000,000) | - |
| 增加法定股本(附註(iii)) | 2,000,000 | 80,000 |
| | | |
| 於二零一六年六月三十日及 二零一七年六月三十日 | | |
| 每股面值0.04港元 | 3,000,000 | 120,000 |
| | | |
| 已發行及繳足： | | |
| 普通股 | | |
| 於二零一六年一月一日 | 5,040,000 | 20,160 |
| 每股面值0.004港元 | | |
| 股份合併(附註(ii)) | (4,536,000) | - |
| 發行公開發售股份(附註(iv)) | 252,000 | 10,080 |
| | | |
| 於二零一六年六月三十日 | | |
| 每股面值0.04港元 | 756,000 | 30,240 |
| | | |
| 於二零一七年一月一日 | | |
| 每股面值0.04港元 | 907,200 | 36,288 |
| 發行股份(附註(v)) | 181,440 | 7,258 |
| | | |
| 於二零一七年六月三十日 | | |
| 每股面值0.04港元 | 1,088,640 | 43,546 |

18. 股本

(i) 法定及已發行股本

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(Expressed in Hong Kong dollars)

(以港元列示)

18. SHARE CAPITAL (CONTINUED)

(ii) Share consolidation

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

(iii) Increase in authorised share capital

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

18. 股本(續)

(ii) 股份合併

根據於二零一六年二月十九日舉行之股東特別大會上通過之普通決議案，每十股面值0.004港元之已發行及未發行普通股已合併(「股份合併」)為一股每股面值0.04港元之新普通股(「合併股份」)。股份合併於二零一六年二月二十二日生效後，本公司之法定股本為40,000,000港元，分為1,000,000,000股每股面值0.04港元之合併股份，其中504,000,000股合併股份為已發行及繳足。有關股份合併之詳情載於本公司日期為二零一六年一月八日及二零一六年二月十九日之公告及本公司日期為二零一六年一月二十九日之通函。

(iii) 增加法定股本

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

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18. SHARE CAPITAL (CONTINUED)

(iv) Issue of Open Offer shares

On 29 March 2016, the Company and Gransing Securities Co., Limited entered into an underwriting agreement in relation to the issue of shares by way of open offer to the qualifying shareholders on the basis of one offer share for every two existing shares held on the record date (i.e. 21 April 2016) at the subscription price of HK\$0.24 per offer share ("Open Offer"). Upon the completion of the Open Offer on 17 May 2016, the Open Offer raised approximately HK\$60,480,000 before deduction of expenses by issuing 252,000,000 ordinary shares of HK\$0.04 each. Details of the Open Offer are set out in the Company's announcements dated 29 March 2016, 14 April 2016 and 16 May 2016 and the Company's prospectus dated 22 April 2016.

(v) Issue of shares

Pursuant to the placing completed on 10 January 2017, the Company issued 181,440,000 ordinary shares of HK\$0.04 each at a placing price of HK\$0.16 per placing share, resulting in net proceeds of approximately HK\$28,270,000. Details of the placing are set out in the Company's announcements dated 16 December 2016 and 10 January 2017.

18. 股本(續)

(iv) 發行公開發售股份

於二零一六年三月二十九日，本公司與鼎成證券有限公司訂立包銷協議，內容有關以公開發售形式按每股發售股份0.24港元之認購價向合資格股東發行股份，基準為於記錄日期(即二零一六年四月二十一日)每持有兩股現有股份獲發一股發售股份(「公開發售」)。公開發售於二零一六年五月十七日完成後，於扣除開支前透過發行252,000,000股每股面值0.04港元之普通股，公開發售籌集約60,480,000港元。有關公開發售的詳情載於本公司日期為二零一六年三月二十九日、二零一六年四月十四日及二零一六年五月十六日之公告及本公司日期為二零一六年四月二十二日之章程。

(v) 發行股份

根據於二零一七年一月十日完成之配售，本公司以配售價每股配售股份0.16港元發行181,440,000股每股面值0.04港元之普通股，所得款項淨額約28,270,000港元。配售詳情載於本公司日期為二零一六年十二月十六日及二零一七年一月十日之公告。

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19. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

(i) Financial assets and liabilities measured at fair value

The following table presents the fair value of the group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

19. 金融工具之公平值計量

(i) 按公平值計量之金融資產及負債

下表載列於報告期末按經常性基準計量並分類為香港財務報告準則第13號「公平值計量」所界定的三級公平值層級架構的本集團金融工具公平值。公平值計量的層級分類乃參考以下估值方式所使用輸入數據的可觀察性及重要性：

- 第一級估值：僅使用第一級輸入數據(即相同資產或負債於計量日在交投活躍市場的未經調整公開價值)計量公平值
- 第二級估值：使用第二級輸入數據(即未能符合第一級的可觀察輸入數據)且並未使用重要不可觀察輸入數據計量公平值。不可觀察輸入數據指無法獲取市場數據的輸入數據
- 第三級估值：使用重要不可觀察輸入數據計量公平值

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19. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (CONTINUED)

(i) Financial assets and liabilities measured at fair value (continued)

At the end of the reporting period, the management of the Group will exercise their judgements based on their experience to establish and determine the appropriate valuation techniques and inputs to the valuation model. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to the board of directors of the Group.

19. 金融工具之公平值計量(續)

(i) 按公平值計量之金融資產及負債(續)

於報告期末，本集團管理層將按經驗行使判斷，以制訂及釐定估值模式適用的估值方式及輸入數據。倘資產的公平值出現重大變動，則將會向本集團董事會報告波動的原因。

Recurring fair value measurement

Financial assets:

Financial assets at fair value through profit or loss:

– Unlisted equity investment

Contingent consideration assets for business combination

Prepayment option embedded in promissory note issued

Financial liabilities:

Consideration payable for business combination

經常性公平值計量

金融資產：

按公平值計入損益之

金融資產：

– 非上市股本投資

業務合併或然代價資產

已發行承兌票據所附帶的
提前還款權

金融負債：

業務合併應付代價

| Fair value at 30 June 2017 於二零一七年 六月三十日 的公平值 HK\$'000 千港元 | Fair value measurements as at 30 June 2017 categorised into 於二零一七年六月三十日的 公平值計量分類為 | | |
|--|--|-----------------------------------|-----------------------------------|
| | Level 1 第一級 HK\$'000 千港元 | Level 2 第二級 HK\$'000 千港元 | Level 3 第三級 HK\$'000 千港元 |
| 682 | – | – | 682 |
| 14,592 | – | – | 14,592 |
| 356 | – | – | 356 |
| 86,289 | – | – | 86,289 |

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19. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (CONTINUED)

(i) Financial assets and liabilities measured at fair value (continued)

| | Fair value at 31 December 2016 於二零一六年 十二月 三十一日的 公平值 HK\$'000 千港元 |
|---|--|
| Recurring fair value measurement | 經常性公平值計量 |
| Financial assets: | 金融資產： |
| Contingent consideration assets for business combination | 業務合併或然代價資產 17,971 |
| Repayment option embedded in promissory note issued | 已發行承兌票據所附帶的 提前還款權 837 |
| Financial liabilities: | 金融負債： |
| Consideration payable for business combination | 業務合併應付代價 106,623 |

During the six months ended 30 June 2017, there were no transfers into or out of Level 3 (2016: nil). The group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

19. 金融工具之公平值計量(續)

(i) 按公平值計量之金融資產及負債(續)

Fair value measurements as at 31 December 2016 categorised into
於二零一六年十二月三十一日的
公平值計量分類為

| Fair value at 31 December 2016 於二零一六年 十二月 三十一日的 公平值 HK\$'000 千港元 | Level 1 第一級 HK\$'000 千港元 | Level 2 第二級 HK\$'000 千港元 | Level 3 第三級 HK\$'000 千港元 |
|--|-----------------------------------|-----------------------------------|-----------------------------------|
| 17,971 | - | - | 17,971 |
| 837 | - | - | 837 |
| 106,623 | - | - | 106,623 |

截至二零一七年六月三十日止六個月，概無轉入或轉出第三級(二零一六年：無)。本集團的政策乃於發生轉讓的報告期末確認公平值層級架構各級別之間的轉讓。

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19. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (CONTINUED)

(i) **Financial assets and liabilities measured at fair value (continued)**

The following table provides information about Level 3 fair value measurements:

| | Valuation techniques 估值方式 | Significant unobservable input 重大不可觀察輸入數據 |
|--|--|---|
| Financial assets 金融資產 | | |
| Contingent consideration assets for business combination 業務合併或然代價資產 | Binomial Lattice model 二項式點陣模式 | Discounted cash flows used to derive the estimated fair value of FS Group and the probability of the Put Option being exercised 用於計算FS集團估計公平值的貼現現金流量以及行使沽售權的可能性 |
| Prepayment option embedded in promissory note issued 已發行承兌票據所附帶的提前還款權 | Binomial Lattice model 二項式點陣模式 | N/A 不適用 |
| Unlisted equity investment 非上市股本投資 | Market comparable companies 市場可比較公司 | N/A 不適用 |
| Financial liabilities 金融負債 | | |
| Consideration payable for business combination 業務合併應付代價 | Discounted cash flow 貼現現金流量 | Discount rate and the probability-adjusted revenue and profit of FS Group (2016: NH Group) used to derive the discounted cash flow 用於計算貼現現金流量之貼現率以及FS集團(二零一六年：然望集團)的可能性調整收益及溢利 |

19. 金融工具之公平值計量(續)

(i) **按公平值計量之金融資產及負債(續)**

下表提供有關第三級公平值計量之資料：

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19. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (CONTINUED)

(i) Financial assets and liabilities measured at fair value (continued)

The fair value of contingent consideration assets for business combination is determined using binomial lattice model and the significant unobservable input used in the fair value measurement is the discounted cash flows used to derive the estimated fair value of First Surplus Investments Ltd. and its subsidiaries (together, "FS Group") and the probability of the Put Option being exercised. The fair value measurement is negatively related to the discounted cash flows, i.e. an increase in discounted cash flows would result in a decrease in the fair value measurement, and vice versa. Conversely, the fair value measurement is positively related to the discounted cash flows, i.e. an increase in probability of the Put Option being exercised would result in an increase in the fair value measurement, and vice versa.

The fair value of prepayment option embedded in the promissory note issued is determined using binomial lattice model. The fair value is insignificant to the consolidated statement of financial position and any changes to the unobservable input would not result in significant changes in the fair value measurement.

The fair value of unlisted equity investment is determined using the price/earning ratios of comparable listed companies. The fair value is insignificant to the consolidated statement of financial position and any changes to the unobservable input would not result in significant changes in the fair value measurement.

19. 金融工具之公平值計量(續)

(i) 按公平值計量之金融資產及負債(續)

業務合併的或然代價資產的公平值乃採用二項式點陣模式釐定，公平值計量中所使用的重大不可觀察輸入數據為用於計算First Surplus Investments Ltd.及其附屬公司(統稱「FS集團」)的估計公平值的貼現現金流量及行使沽售權的可能性。公平值計量與貼現現金流量為負相關，即貼現現金流量增加將導致公平值計量減少，反之亦然。相反，公平值計量與貼現現金流量為正相關，即行使沽售權的可能性增加將導致公平值計量增加，反之亦然。

已發行承兌票據附帶的提前還款權的公平值乃使用二項式點陣模式釐定。公平值對綜合財務狀況表而言屬不重大，而不可觀察輸入數據的任何變動將不會導致公平值計量出現重大變動。

非上市股本投資的公平值乃使用可比較上市公司的市盈率釐定。公平值對綜合財務狀況表而言屬不重大，而不可觀察輸入數據的任何變動將不會導致公平值計量出現重大變動。

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19. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (CONTINUED)

(i) Financial assets and liabilities measured at fair value (continued)

The fair value of consideration payable for business combination is determined using discounted cash flow method to capture the present value of the expected future cash outflows of the Group. The fair value measurement is negatively related to the discount rate used, i.e. an increase in discounted rate used in isolation would result in a decrease in the fair value measurement, and vice versa. Conversely, the fair value measurement is positively related to the probability-adjusted revenue and profit of FS Group (2016: NH Group), i.e. an increase in probability-adjusted revenue and profit in isolation would result in an increase in the fair value measurement, and vice versa.

The movement during the year in the balance of these Level 3 fair value measurements are as follows:

19. 金融工具之公平值計量(續)

(i) 按公平值計量之金融資產及負債(續)

業務合併應付代價的公平值乃使用貼現現金流量法釐定，以計量本集團預期未來現金流出的現值。公平值計量與所使用的貼現率為負相關，即單獨所使用的貼現率增加將導致公平值計量減少，反之亦然。相反，公平值計量與FS集團(二零一六年：然望集團)的可能性調整收益及溢利為正相關，即單獨可能性調整收益及溢利的增加將導致公平值計量增加，反之亦然。

年內，該第三級公平值計量結餘變動如下：

| | | 2017 二零一七年 | | | | 2016 二零一六年 |
|---|----------------------|--|--|---|---|---|
| | | Contingent consideration assets for business combination | Prepayment option embedded in promissory note issued 已發行 承兌票據所附帶 的提前還款權 | Unlisted equity investment 非上市 股本投資 | Consideration payable for business combination 業務合併 應付代價 | Consideration payable for business combination 業務合併 應付代價 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| At 1 January | 於一月一日 | 17,971 | 837 | - | (106,623) | (28,247) |
| Additions | 添置 | - | - | 682 | - | - |
| Repayment | 還款 | - | - | - | 24,368 | - |
| Settlement by disposal of subsidiaries (note 17) | 通過出售附屬公司 結算(附註17) | - | - | - | - | 30,000 |
| Total loss in profit or loss | 於損益之虧損總額 | (3,379) | (481) | - | (4,034) | (1,753) |
| At 30 June | 於六月三十日 | 14,592 | 356 | 682 | (86,289) | - |

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19. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial assets/liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 30 June 2017 and 31 December 2016.

20. RELATED PARTY TRANSACTIONS

Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the directors is as follows:

| | |
|------------------------------|--------|
| Short-term employee benefits | 短期僱員福利 |
| Post employment benefits | 離職後福利 |

19. 金融工具之公平值計量(續)

(ii) 按公平值以外價值列值之金融資產／負債

本集團按成本或攤銷成本列值之金融工具的賬面值與其於二零一七年六月三十日及二零一六年十二月三十一日的公平值概無重大差異。

20. 關連人士交易

主要管理人員薪酬

本集團主要管理人員之酬金(包括已向董事支付之款項)如下:

Six months ended 30 June 截至六月三十日止六個月

| 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) |
|---|---|
| 2,111 | 2,557 |
| 50 | 51 |
| 2,161 | 2,608 |

21. COMPARATIVE FIGURES

Certain comparative figures for the corresponding period in 2016 have been reclassified to conform to the current period presentation. The changes included the reclassification of gain on disposal of subsidiaries and reclassification of cumulative exchange reserve from equity upon disposal of subsidiaries previously classified under continuing operations to the discontinued operation. The new classification of the accounting items was considered to provide a more appropriate presentation of the Group's results.

21. 比較數字

於2016年有關期間的若干比較數字已重新分類以配合當期呈列。該等變動包括將出售附屬公司的收益重新分類及於出售之前分類於持續經營業務項下的附屬公司時將累計匯兌儲備由權益重新分類至已終止經營業務。會計項目之新分類方式被認為較適合呈列本集團之業績。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

RESULTS

For the six months ended 30 June 2017, the Group recorded a total revenue from continuing operations of approximately HK\$34,654,000 as compared with approximately HK\$15,725,000 for the same period in 2016. The increase in revenue from continuing operations was mainly due to contribution of the revenue of approximately HK\$16,791,000 from the new mobile game business acquired on 25 October 2016.

Loss attributable to owners of the Company slightly increased to approximately HK\$18,808,000 for the six month ended 30 June 2017 as compared with that of approximately HK\$17,605,000 for the same period in 2016. The increase in loss despite the revenue growth was mainly due to (i) the recognition of estimated changes in fair value of consideration payable for business combination of approximately HK\$4,034,000 relating to the acquisition of 60% equity interest in First Surplus Investments Ltd. and its subsidiaries (the “acquisition of FS Group”) completed on 25 October 2016, (ii) the recognition of estimated changes in fair value of contingent consideration assets for business combination of approximately HK\$3,379,000 relating to the acquisition of FS Group completed on 25 October 2016, (iii) increase in administrative expenses, comprising mainly amortisation of the intangible assets of approximately HK\$10,998,000 and (iv) the absence of the revenue from mobile gaming business of approximately HK\$16,791,000 for the corresponding period in 2016.

DIVIDEND

The Directors do not recommend the payment of any interim dividend for the six months ended 30 June 2017 (2016: HK\$Nil).

BUSINESS REVIEW AND PROSPECT

For the six months ended 30 June 2017, the Group engaged in (i) developing and marketing of the patented server based technology and the provision of communications software platform, software related services and the custom-made software development services (“Software Platform”); (ii) money lending business (“Money Lending Business”) and (iii) the mobile data solutions and mobile game related services (“Mobile Game Business”).

Software Platform

The segment revenue from continuing operations for the period ended 30 June 2017 amounted approximately HK\$10,100,000 (2016: the segment revenue from continuing operations of approximately HK\$9,930,000). Keep up with the ever-changing IT environment, the Group closely monitors the industry trend and continuously upgrades its products.

業績

截至二零一七年六月三十日止六個月，本集團錄得持續經營業務總收益約34,654,000港元，而二零一六年同期則錄得約15,725,000港元。持續經營業務收益增加主要源於二零一六年十月二十五日收購的新手機遊戲業務貢獻收益約16,791,000港元。

截至二零一七年六月三十日止六個月，本公司擁有人應佔虧損輕微增至約18,808,000港元，而二零一六年同期則約17,605,000港元。儘管收益增加，虧損增加主要由於(i)就二零一六年十月二十五日完成收購First Surplus Investments Ltd.及其附屬公司60%股本權益（「收購FS集團」）確認有關業務合併應付代價之估計公平值變動約4,034,000港元，(ii)就二零一六年十月二十五日完成收購FS集團確認業務合併或然代價資產之估計公平值變動約3,379,000港元，(iii)主要包括無形資產攤銷約10,998,000港元的行政開支增加及(iv)並無錄得二零一六年有關期間的手機遊戲業務收益約16,791,000港元。

股息

董事不建議就截至二零一七年六月三十日止六個月派付任何中期股息(二零一六年：零港元)。

業務回顧及前景

截至二零一七年六月三十日止六個月，本集團從事(i)開發及營銷以伺服器為基礎之專利技術及提供通訊軟件平台、軟件相關服務及定制軟件開發服務（「軟件平台」）；(ii)放債業務（「放債業務」）及(iii)手機數據方案及手機遊戲相關服務（「手機遊戲業務」）。

軟件平台

截至二零一七年六月三十日止期間，持續經營業務分部收益約10,100,000港元(二零一六年：持續經營業務分部收益約9,930,000港元)。為緊貼瞬息萬變之資訊科技環境，本集團密切監察業內趨勢並持續改良產品。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Money Lending Business

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

The Group adopted the money lending policy and procedure manual which provide guidelines on the handling and/or monitoring of money lending procedures according to the Money Lenders Ordinance (Chapter 163 of the Laws of the Hong Kong). The Money Lending Business made positive progress in its development and became one of the sources for the Group's profit for the period ended 30 June 2017. The interest income for the period ended 30 June 2017 amounted to approximately HK\$7,763,000 (2016: the interest income of approximately HK\$5,795,000).

Mobile Game Business

Benefiting from the acquisition of FS Group in late 2016, the Group could tap into the mobile online game industry and capture the opportunities in the mobile online game and related solution industry.

As a mobile game developer with strong self-developed capabilities in games, the FS Group is engaged in the development of mobile games to players around the world. The FS Group has also licensed our games or related intellectual properties to various well-established game operators as our licensed operations with the exclusive and/or non-exclusive right to operate, publish and distribute specific games within an agreed period and designated territories. To further enhance the competitiveness, apart from mobile games, the FS Group has also provided the innovative solution services to the customers. During the period, the segment recorded the revenue of approximately HK\$16,791,000.

OUTLOOK

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

放債業務

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

本集團採納借貸政策及程序手冊，其訂明符合香港法例第163章放債人條例有關處理及／或監管放債程序之指引。放債業務發展進度良好，並已成為本集團截至二零一七年六月三十日止期間其中一項溢利來源。截至二零一七年六月三十日止期間，利息收入約7,763,000港元(二零一六年：利息收入約5,795,000港元)。

手機遊戲業務

受惠於二零一六年底收購FS集團，本集團得以打入手機線上遊戲行業，並從手機遊戲及相關方案行業獲得商機。

FS集團為擁有強大自主研發遊戲能力之手機遊戲研發商，從事開發針對全球玩家之手機遊戲。FS集團亦向不同信譽卓著之遊戲營運商授出我們之遊戲或相關知識產權，以作我們之持牌營運，並向彼等授出獨家及／或非獨家權利，於指定期間及指定地區營運、發佈及分銷指定遊戲。除手機遊戲外，FS集團亦向客戶提供創新方案服務，進一步提高競爭力。期內，此分部錄得收益約16,791,000港元。

展望

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

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Financial Resource and Liquidity

The Group's business operations and investments are in Hong Kong, People's Republic of China (the "PRC") and the Netherlands. At 30 June 2017, the Group had cash and bank balances of approximately HK\$10,300,000 (31 December 2016: HK\$11,500,000). Most of the cash and bank balances are denominated in Hong Kong dollars. The Group will closely monitor exchange rate movement and will take appropriate activities to reduce the exchange risk.

Gearing Ratio

At 30 June 2017, total assets of the Group were approximately HK\$445,659,000 (31 December 2016: HK\$451,871,000) whereas total liabilities were approximately HK\$137,360,000 (31 December 2016: HK\$153,427,000). The gearing ratio of the Group, calculated as total liabilities over total assets, was 30.8% (31 December 2016: 34.0%) and the current ratio, calculated as current assets over current liabilities, was 19.5 (31 December 2016: 25.1). The Directors will continue to take measures to further improve the liquidity and gearing position of the Group.

Material Acquisition, Disposal and Significant Investment

On 30 March 2017, the Group entered into an agreement with the vendor pursuant to which a subsidiary of the Company as a purchaser has conditionally agreed to acquire from the vendor the entire issued share capital of Stars Ventures Limited ("Stars Ventures") at the consideration of HK\$32,400,000. The principal activities of Stars Ventures and its subsidiaries are investment holding while its associates are principally engaged in construction and management of fibre optic internet networks in the Netherlands. The acquisition was completed on 13 April 2017. Details of the completion of acquisition are set out in the announcements of the Company dated 30 March 2017 and 13 April 2017.

On 20 April 2017, the Group entered into a shareholders' agreement with independent third parties in relation to the subscription of 182,000 new ordinary shares ("Subscription") at HK\$1 each per share ("Subscription Shares") of Profit Seeker Limited ("Profit Seeker") and the shareholders' loan which was amounted to HK\$4,000,000 in total. Profit Seeker is principally engaged in catering business

財務資源及流動資金

本集團之業務經營及投資均於香港、中華人民共和國(「中國」)及荷蘭進行。於二零一七年六月三十日，本集團之現金及銀行結餘約為10,300,000港元(於二零一六年十二月三十一日：11,500,000港元)。大部份現金及銀行結餘均以港元計值。本集團將密切監察匯率變動及採取適當措施降低外匯風險。

負債比率

於二零一七年六月三十日，本集團總資產約為445,659,000港元(二零一六年十二月三十一日：451,871,000港元)，而總負債則約為137,360,000港元(二零一六年十二月三十一日：153,427,000港元)。本集團之負債比率(按總負債除以總資產計算)為30.8%(二零一六年十二月三十一日：34.0%)，流動比率(按流動資產除以流動負債計算)為19.5(二零一六年十二月三十一日：25.1)。董事將繼續採取多項措施以進一步改善本集團之流動資金及負債狀況。

重大收購、出售及重大投資

二零一七年三月三十日，本集團與賣方訂立協議，據此，本公司附屬公司為買方，有條件同意從賣方收購Stars Ventures Limited(「Stars Ventures」)全部已發行股本，代價為32,400,000港元。Stars Ventures及其附屬公司之主要活動為投資控股，而其聯營公司主要於荷蘭從事建設及管理光纖互聯網網絡。收購於二零一七年四月十三日完成。完成收購詳情載於本公司日期為二零一七年三月三十日及二零一七年四月十三日之公告。

二零一七年四月二十日，本集團與獨立第三方訂立股東協議，內容有關以每股面值1港元認購盛亨有限公司(「盛亨」)182,000股新普通股(「認購」)(「認購股份」)及股東貸款合共4,000,000港元。盛亨主要從事餐飲業務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

On 25 April 2017, the Company entered into an agreement in relation to the acquisition of 5% of the issued share capital of Metro Rainbow Limited (“Metro”) at HK\$500,000. The principal activity of Metro and its subsidiaries is digital media & e-commerce platform. The acquisition of Metro was completed on 25 April 2017.

On 5 July 2017, the Group entered into an shareholders’ agreement with Mr. Lam Wai Wai to set up a company named as “Touch Fun Productions Limited” (達魂製作有限公司) to engage in development, publication and promotion of electronic games.

Apart from those disclosed in the sections headed “Material Acquisition, Disposal and Significant Investment” in this report, the Group did not have any other material acquisition, disposal and significant investment during the period ended 30 June 2017.

Capital Structure

As at 30 June 2017, the authorised share capital of the Company was HK\$120,000,000 divided into 3,000,000,000 shares of HK\$0.04 each, of which 1,088,640,000 ordinary shares were in issue and fully paid.

Placing of new shares under refreshed general mandate

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

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

二零一七年四月二十五日，本公司訂立協議，內容有關以500,000港元收購Metro Rainbow Limited(「Metro」)已發行股本5%。Metro及其附屬公司主要活動為經營數碼媒體及電子商務平台。本公司於二零一七年四月二十五日完成收購Metro。

於二零一七年七月五日，本集團與林慧韋先生訂立股東協議，成立一間名為「Touch Fun Productions Limited」(達魂製作有限公司)的公司，以從事電子遊戲的開發、發行及推廣。

除本報告「重大收購、出售及重大投資」一節所披露者外，截至二零一七年六月三十日止期間，本集團並無任何其他重大收購、出售及重大投資。

資本架構

於二零一七年六月三十日，本公司法定股本為120,000,000港元，分為3,000,000,000股每股面值0.04港元之股份，其中1,088,640,000股普通股為已發行及繳足。

根據更新一般授權配售新股份

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

配售事項於二零一七年一月十日完成。根據於二零一六年十月十二日舉行之股東特別大會上授予董事之一般授權，配發及發行合共181,440,000股配售股份。配售股份總面值為7,257,600港元。配售事項所得款項淨額約28,270,000港元，而淨發行價約每股配售股份0.1558港元。所得款項淨額約11,500,000港元已用於放債業務，而剩餘款項則用作一般營運資金。有關配售事項之詳情載於本公司日期為二零一六年十二月十六日及二零一七年一月十日之公告內。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Foreign Exchange Exposure

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

Pledge of Assets

At 30 June 2017, the land and buildings of the Group at carrying amount of approximately HK\$45,017,000 (31 December 2016: HK\$47,079,000) was pledged to secure interest bearing borrowings of a subsidiary of the Company.

Contingent Liabilities

As at 30 June 2017, the Company has issued a corporate guarantee in respect of a loan made by a finance company to a subsidiary.

As at 30 June 2017, the Company has also issued a corporate guarantee in respect of finance lease and hire purchase to two subsidiaries.

Upon the completion of acquisition of FS Group, the Company has issued a corporate guarantee in respect of the promissory note issued by Hyper Venture Limited, which is a wholly-owned subsidiary of the Company.

Events after the Reporting Period

The Group did not have any other significant events after the reporting period.

Employees and Remuneration Policies

As at 30 June 2017, the Group had approximately 117 employees (as at 30 June 2016: 74 employees) in Hong Kong and the PRC. The staff costs (including directors' remuneration) were approximately HK\$16,624,000 (30 June 2016: approximately HK\$14,448,000) for the period under review.

The Group's remuneration policy is revised periodically and determined by reference to market terms, company performance, individual qualifications and performance, and in accordance with the statutory requirements of the respective jurisdiction where the employees are employed.

外匯風險

董事認為，本集團並無重大外匯風險。

資產抵押

於二零一七年六月三十日，本集團土地及樓宇賬面值約45,017,000港元(二零一六年十二月三十一日：47,079,000港元)作為本公司附屬公司附息借款之抵押。

或然負債

於二零一七年六月三十日，本公司就財務公司向附屬公司提供之貸款提供公司擔保。

於二零一七年六月三十日，本公司亦向兩間附屬公司就融資租約及租購提供公司擔保。

於完成收購FS集團後，本公司就Hyper Venture Limited(為本公司全資附屬公司)發行之承兌票據提供公司擔保。

報告期後事項

報告期後，本集團並無任何其他重大事項。

僱員及薪酬制度

於二零一七年六月三十日，本集團在香港及中國僱用約117名員工(二零一六年六月三十日：74名員工)。於回顧期內，員工成本(包括董事酬金)約16,624,000港元(二零一六年六月三十日：約14,448,000港元)。

本集團之薪酬制度定期修訂及參考市場情況、公司表現及個人資歷及表現釐定，並符合僱員受僱地之各自司法管轄區之法定要求。

OTHER INFORMATION

其他資料

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES OF THE COMPANY

As at 30 June 2017, none of the Directors and chief executives of the Company, had, was deemed to have any interests and short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), (Chapter 571 under the laws of Hong Kong) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

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

At no time during the period ended 30 June 2017 was the Company or any of its subsidiaries a party to any arrangements to enable any of the Directors and chief executive, their respective spouses or children under the age of 18 to acquire benefits by means of acquisition of shares in, or debt securities (including debentures) of the Company or any other body corporate.

董事及主要行政人員於本公司證券之權益

於二零一七年六月三十日，概無董事及本公司主要行政人員於本公司及其相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債券中擁有或被視為擁有(i)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之任何權益及淡倉(包括根據證券及期貨條例該等規定，彼等擁有或被視為擁有之權益或淡倉)；或(ii)須記錄於根據證券及期貨條例第352條存置之登記冊內之任何權益及淡倉；或(iii)根據創業板上市規則第5.46條至第5.67條須知會本公司及聯交所之任何權益及淡倉。

董事及主要行政人員購買股份或債務證券之權利

截至二零一七年六月三十日止期間任何時間，本公司或其任何附屬公司概無訂立任何安排，致使任何董事及主要行政人員、彼等各自之配偶或未滿18歲之子女可藉購入本公司或任何其他法人團體之股份或債務證券(包括債券)而獲益。

OTHER INFORMATION

其他資料

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

Substantial Shareholders

To the best knowledge of Directors, as at 30 June 2017, the following persons, other than the Directors or chief executive of the Company, had, or was deemed or taken to have, an interest or short position in the shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were expected to be directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

主要股東及其他人士須披露其於本公司證券之權益

主要股東

據董事所深知，於二零一七年六月三十日，以下人士（董事或本公司主要行政人員除外）於股份或相關股份中擁有、或被視為或被當作擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司及聯交所披露之權益或淡倉，或預期將直接或間接擁有附帶權利可於任何情況下在本集團任何成員公司之股東大會上投票之任何類別股本面值5%或以上之權益：

| Name of substantial shareholders | Capacity | Number of shares/ underlying shares (Note 1) 所持股份／ 相關股份數目 (附註1) | Approximate percentage of shareholding 概約股權 百分比 |
|--|--|--|---|
| 主要股東姓名／名稱 | 身份 | | |
| Mr. Chiu Ngai Hung 趙毅雄先生 | Beneficial owner 實益擁有人 | 203,912,000(L) | 18.73% |
| Mr. Lau Yu 柳宇先生 | Beneficial owner (Note 2) 實益擁有人(附註2) | 75,380,000(L) | 6.92% |
| Noble Ace Investments Limited Noble Ace Investments Limited | Interest of controlled corporations (Note 2) 受控制法團權益(附註2) | 63,700,000(L) | 5.85% |
| Mr. Boyraci Osman Boyraci Osman先生 | Beneficial owner 實益擁有人 | 116,270,175(L) | 10.68% |

Notes:

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

附註：

- 「L」指於本公司股份之好倉。
- Noble Ace Investments Limited(「Noble Ace」)以實益擁有人身份於本公司63,700,000股股份中擁有權益，而Noble Ace由柳宇先生全資實益擁有。因此，根據證券及期貨條例第XV部，柳宇先生被視為於由Noble Ace持有或擁有權益之所有本公司股份中擁有權益。

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Save as disclosed above, the Company has not been notified of other interests or short positions of any other person (other than the Directors, chief executives and the substantial shareholders of the Company) in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO as at 30 June 2017.

SHARE OPTION SCHEME

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

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

The total number of share option that could be granted was 108,864,000 shares at par value of HK\$0.04 each, representing approximately 10% of the total issued shares of the Company on the date of passing the resolution to refresh the Share Option Scheme limit at the annual general meeting on 4 May 2017.

For the period ended 30 June 2017 and up to date of this report, the Company had not granted any options and no outstanding options under the Share Option Scheme.

COMPETING INTERESTS

None of the Directors, management and shareholders of the Company (within the meaning of the GEM Listing Rules) has an interest in any business which competes or may compete with the business in which the Group is engaged.

除上文所披露者外，於二零一七年六月三十日，本公司並不知悉有任何其他人士(董事、本公司主要行政人員及主要股東除外)於本公司股份或相關股份中擁有記錄須根據證券及期貨條例第336條存置於登記冊之其他權益或淡倉。

購股權計劃

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

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

可授出之購股權總數為108,864,000股每股面值0.04港元之股份，佔於二零一七年五月四日股東週年大會通過更新購股權計劃限額之決議案當日本公司之已發行股份總額約10%。

截至二零一七年六月三十日止期間及截至本報告日期，本公司概無授出任何購股權，亦無購股權計劃下之未行使購股權。

競爭權益

董事、本公司管理層及股東(定義見創業板上市規則)概無於對本集團所從事業務構成或可能構成競爭之任何業務中擁有權益。

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CORPORATE GOVERNANCE CODE

The Company is committed to maintain corporate governance of high standards and quality procedures. The Company has put in place governance practices with emphasis on the integrity to shareholders and quality of disclosure, transparency and accountability to shareholders for the sake of maximising returns to shareholders.

The Company has complied with the code provisions set out in the Corporate Governance Code (the “CG Code”) as contained in Appendix 15 of GEM Listing Rules throughout the period ended 30 June 2017 except the CG Code provision A.2.1.

Under the CG Code provision A.2.1, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Company does not have any officer with the title of Chief Executive Officer (“CEO”) since the resignation of the former CEO, Mr. Mo Wai Ming, Lawrence of the Company on 8 October 2015. Mr. Chan Wai Kit, the deputy chairman of the Company, also assumes the duties of the CEO during the period under review. The Board believes that vesting the roles of chairman and chief executive officer in the same individual provided the Group with strong and consistent leadership in the development and execution of long-term business strategies.

AUDIT COMMITTEE

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

The audit committee has reviewed the accounting principles and practices adopted by the Company and discussed with the Board the internal controls and financial reporting matters, including a review of the unaudited interim report for the six months ended 30 June 2017.

企業管治守則

本公司致力維持高水準及具質素程序之企業管治。本公司已推行管治措施，著重對股東之誠信及資料披露之質素、透明度及問責性，藉以盡量提高股東回報。

於截至二零一七年六月三十日止期間，除企業管治守則（「企業管治守則」）條文第A.2.1條外，本公司一直遵守創業板上市規則附錄十五所載企業管治守則之守則條文。

根據企業管治守則條文A.2.1，主席與行政總裁之角色應有區別，並不應由一人同時兼任。自二零一五年十月八日本公司前行政總裁巫偉明先生辭任後，本公司並無人員擔任行政總裁（「行政總裁」）之職位。本公司副主席陳偉傑先生於回顧期間亦擔任行政總裁之職務。董事會相信同一人兼任主席及行政總裁之角色，有助本集團在長遠業務策略之發展及執行上，為本集團提供強大而貫徹之領導。

審核委員會

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

審核委員會已檢討本公司所採納之會計原則及常規，並與董事會討論內部監控及財務申報事宜，包括審閱截至二零一七年六月三十日止六個月之未經審核中期報告。

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CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the six months ended 30 June 2017, the Company had 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. The Company had also made specific enquiry of all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by Directors.

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

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2017.

On behalf of the Board

Aurum Pacific (China) Group Limited

Chan Wai Kit

Executive Director

Hong Kong, 10 August 2017

As at the date of this report, the Board comprises three executive Directors, Mr. Chan Wai Kit, Mr. Chan Kwun Chung and Ms. Wong Chi Yan and three independent non-executive Directors, Mr. Leung Man Chun, Mr. Fok Kin Fung, Eric and Dr. Lee Nim Wai.

董事進行證券交易之行為守則

截至二零一七年六月三十日止六個月，本公司已採納有關董事進行證券交易之行為守則，其條款並不比創業板上市規則第5.48條至第5.67條所載之規定交易準則寬鬆。本公司亦已向全體董事作出具體查詢，而本公司並不知悉有任何違反規定交易準則及有關董事進行證券交易之行為守則之情況。

購買、出售或贖回本公司上市證券

截至二零一七年六月三十日止六個月，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

代表董事會

奧栢中國集團有限公司

執行董事

陳偉傑

香港，二零一七年八月十日

於本報告日期，董事會成員包括三名執行董事陳偉傑先生、陳冠忠先生及黃志恩女士及三名獨立非執行董事梁文俊先生、霍健烽先生及李念緯醫生。

Aurum Pacific (China) Group Limited
奧栢中國集團有限公司