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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)

二零一七年第三季度業績公佈

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九月三十日止九個月之未經審核業績。本公佈載有本公司二零一七年第三季度報告全文，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」)中有關第三季度業績初步公佈附載資料之相關規定。

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，二零一七年十一月十日

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，亦無遺漏其他事項，致使本公佈或其中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

Third Quarterly Report
第三季度業績報告



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 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.

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*This report, for which the directors (the “**Directors**”, and each a “**Director**”) of Interactive Entertainment China Cultural Technology Investments Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on 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高投資風險之公司提供一個上市之市場。有意投資者應瞭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>。

THIRD QUARTERLY RESULTS

The board of Directors (the “**Board**”) of the Company announces the unaudited condensed consolidated results of the Company and its subsidiaries (together the “**Group**”) for the nine months and three months ended 30 September 2017 (the “**Results**”), together with the unaudited comparative figures for the corresponding period of 2016 as follows:

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

For the nine months and three months ended 30 September 2017

第三季度業績

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**」)截至二零一七年九月三十日止九個月及三個月之未經審核簡明綜合業績(「**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

截至二零一七年九月三十日止九個月及三個月

		Notes 附註	Nine months ended 30 September 截至九月三十日止九個月		Three months ended 30 September 截至九月三十日止三個月	
			2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Continuing operations	持續經營業務					
Revenue	收入	2	290,563	190,097	100,337	78,745
Cost of inventories sold/services	已售存貨/服務之成本		(185,643)	(127,048)	(64,822)	(54,060)
Other gains and losses	其他收益及虧損	3	(92,972)	(262,880)	113,942	(175,208)
Other revenue and income	其他收入及收益		3,143	5,461	885	4,831
Employee benefits expenses	僱員福利開支		(62,248)	(54,253)	(20,817)	(24,764)
Depreciation and amortisation	折舊及攤銷		(7,341)	(3,713)	(2,650)	(1,643)
Other operating expenses	其他經營開支		(35,886)	(39,884)	(11,952)	(15,563)
Share of results of associates	分佔聯營公司業績		2,573	(1,339)	3,888	(2,476)
Finance costs	融資成本		(12,801)	(19,389)	(3,542)	(3,645)
(Loss) profit before income tax	所得稅前(虧損)溢利		(100,612)	(312,948)	115,269	(193,783)
Income tax expense	所得稅開支	4	(1,355)	(1,419)	(543)	(667)
			(101,967)	(314,367)	114,726	(194,450)
Discontinued operations	已終止經營業務					
Profit for the period from discontinued operations	期內來自已終止經營業務之溢利	7	17,229	252,567	-	213,976
(Loss) profit for the period	期內(虧損)溢利		(84,738)	(61,800)	114,726	19,526
Other comprehensive loss	其他全面虧損					
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 arising on translation of:	換算產生之匯兌差額：					
- Financial statements of overseas subsidiaries	- 海外附屬公司之財務報表		16,477	(910)	4,388	3,370
- Financial statements of overseas associates	- 海外聯營公司之財務報表		985	(1,365)	355	(285)
Reclassification of translation reserve upon disposal of a subsidiary	出售一間附屬公司時重新分類匯兌儲備		-	1,465	-	1,465
Fair value loss on available-for-sale investments	可供出售投資之公平值虧損		(102,469)	(22,025)	(29,575)	(9,225)
Impairment loss on available-for-sale investments	可供出售投資減值虧損		-	5,270	-	-
Reclassification on disposal of available-for-sale investments	出售可供出售投資時重新分類		-	10,971	-	-
Other comprehensive loss for the period	期內其他全面虧損		(85,007)	(6,594)	(24,832)	(4,675)
Total comprehensive (loss) income for the period	期內全面(虧損)收益總額		(169,745)	(68,394)	89,894	14,851

		Note 附註	Nine months ended 30 September 截至九月三十日止九個月		Three months ended 30 September 截至九月三十日止三個月	
			2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
(Loss) profit for the period attributable to:	下列人士應佔期內(虧損)溢利:					
Shareholders of the Company	本公司股東		(93,120)	(82,701)	114,654	16,090
Non-controlling interests	非控股權益		8,382	20,901	72	3,436
			(84,738)	(61,800)	114,726	19,526
Total comprehensive (loss) income for the period attributable to:	下列人士應佔期內全面(虧損)收益總額:					
Shareholders of the Company	本公司股東		(178,161)	(88,554)	89,809	11,417
Non-controlling interests	非控股權益		8,416	20,160	85	3,434
			(169,745)	(68,394)	89,894	14,851
(Loss) earnings per share	每股(虧損)盈利	6				
From continuing and discontinued operations	來自持續經營業務及已終止經營業務					
- Basic (HK cents)	- 基本(港仙)		(1.75)	(2.04)	2.15	0.32
- Diluted (HK cents)	- 攤薄(港仙)		(1.75)	(2.04)	2.15	0.32
From continuing operations	來自持續經營業務					
- Basic (HK cents)	- 基本(港仙)		(1.91)	(7.87)	2.15	(4.03)
- Diluted (HK cents)	- 攤薄(港仙)		(1.91)	(7.87)	2.15	(4.03)

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED 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 and investment properties which are measured at fair values. The principal accounting policies used in the preparation of the Results are consistent with those applied in the preparation of the 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 the 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:

		Nine months ended 30 September 截至九月三十日止九個月		Three months ended 30 September 截至九月三十日止三個月	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Continuing operations	持續經營業務				
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	209,663	132,593	74,512	47,616
Income from provision of hospitality and related services in Australia	於澳洲提供酒店及相關服務收入	78,108	55,003	25,105	30,059
Loans interests and related income	貸款利息及相關收入	-	1,760	-	477
Rental income	租金收入	2,006	741	669	593
Dividend income	股息收入	786	-	51	-
		290,563	190,097	100,337	78,745

未經審核簡明綜合報表附註：

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及投資物業除外。編製此等業績時所採用主要會計政策與本公司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，並加入自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此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

收入乃指已收及應收第三方之全部款項淨額。本集團之收入分析如下：

3. OTHER GAINS AND LOSSES

3. 其他收益及虧損

		Nine months ended 30 September 截至九月三十日止九個月		Three months ended 30 September 截至九月三十日止三個月	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Continuing operations	持續經營業務				
Fair value (loss) gain on financial assets at fair value through profit or loss	按公平值透過損益列賬之金融 資產之公平值(虧損)收益	(93,368)	(246,489)	113,942	(175,206)
Loss on disposal of/written-off of property, plant and equipment	出售/撇銷物業、廠房及設備之虧損	(74)	(150)	-	(2)
Gain on fair value changes of investment properties	投資物業公平值 變動收益	470	-	-	-
Impairment loss on available-for-sale investments	可供出售投資之減值虧損	-	(5,270)	-	-
Loss on disposal of available-for-sale investments	出售可供出售投資之虧損	-	(10,971)	-	-
		(92,972)	(262,880)	113,942	(175,208)

4. INCOME TAX EXPENSE

4. 所得稅開支

		Nine months ended 30 September 截至九月三十日止九個月		Three months ended 30 September 截至九月三十日止三個月	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Continuing operations	持續經營業務				
Current tax:	即期稅項：				
- Hong Kong Profits Tax	- 香港利得稅	369	-	80	(22)
- People's Republic of China (the "PRC") Enterprise Income Tax	- 中華人民共和國(「中國」) 企業所得稅	3,436	592	2,361	(218)
- Australia Company Income Tax	- 澳洲公司所得稅	667	591	(230)	398
		4,472	1,183	2,211	158
Deferred tax:	遞延稅項：				
- Current period	- 即期	(3,117)	236	(1,668)	509
		1,355	1,419	543	667

The provision for Hong Kong Profits Tax was calculated at 16.5% of the net estimated assessable profits for both periods. The Group's subsidiaries operating in the PRC and Australia were 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

The Board does not recommend the payment of an interim dividend for the nine months ended 30 September 2017 (2016: Nil).

6. (LOSS) EARNINGS PER SHARE

From continuing and discontinued operations

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

5. 中期股息

董事會不建議就截至二零一七年九月三十日止九個月派發中期股息(二零一六年：無)。

6. 每股(虧損)盈利

來自持續經營業務及已終止經營業務

本公司股東應佔每股基本及攤薄(虧損)盈利之計算乃根據下列數據作出：

		Nine months ended 30 September 截至九月三十日止九個月		Three months ended 30 September 截至九月三十日止三個月	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
(Loss) earnings:	(虧損)盈利：				
(Loss) profit for the period attributable to shareholders of the Company	本公司股東應佔期內(虧損)溢利	(93,120)	(82,701)	114,654	16,090

		Nine months ended 30 September 截至九月三十日止九個月		Three months ended 30 September 截至九月三十日止三個月	
		2017 二零一七年	2016 二零一六年	2017 二零一七年	2016 二零一六年
Number of shares:	股份數目：				
Weighted average number of ordinary shares in issue for the purpose of calculation of basic (loss) earnings per share	就計算每股基本(虧損)盈利而言之已發行普通股之加權平均數	5,336,235,108	4,055,065,250	5,336,235,108	4,959,543,585
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	-	759,982	-	255,176
Weighted average number of ordinary shares in issue for the purpose of calculation of diluted (loss) earnings per share	就計算每股攤薄(虧損)盈利而言之已發行普通股之加權平均數	5,336,235,108	4,055,825,232	5,336,235,108	4,959,798,761

The computation of diluted loss per share for the nine months ended 30 September 2017 and diluted earnings per share for the three months ended 30 September 2017 does not assume the conversion of the Company's outstanding share options because the adjusted exercise price of those share options is higher than the average market price of the shares of the Company.

計算截至二零一七年九月三十日止九個月之每股攤薄虧損及截至二零一七年九月三十日止三個月之每股攤薄盈利時，並無假設本公司之未行使購股權獲轉換，因為該等購股權之經調整行使價高於本公司股份之平均市價。

From continuing operations

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

		Nine months ended 30 September 截至九月三十日止九個月		Three months ended 30 September 截至九月三十日止三個月	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
(Loss) earnings:	(虧損) 盈利:				
(Loss) profit for the period attributable to shareholders of the Company	本公司股東應佔期內(虧損)溢利	(93,120)	(82,701)	114,654	16,090
Less: Profit for the period from discontinued operations attributable to shareholders of the Company	減: 本公司股東應佔來自已終止經營業務之期內溢利	(8,784)	(236,345)	-	(215,880)
(Loss) profit for the period from continuing operations attributable to shareholders of the Company	本公司股東應佔之來自持續經營業務之期內(虧損)溢利	(101,904)	(319,046)	114,654	(199,790)

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

From discontinued operations

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

		Nine months ended 30 September 截至九月三十日止九個月		Three months ended 30 September 截至九月三十日止三個月	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Earnings:	盈利:				
Profit for the period from discontinued operations attributable to shareholders of the Company	本公司股東應佔來自已終止經營業務之期內溢利	8,784	236,345	-	215,880

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

		Nine months ended 30 September 截至九月三十日止九個月		Three months ended 30 September 截至九月三十日止三個月	
		2017 二零一七年	2016 二零一六年	2017 二零一七年	2016 二零一六年
Earnings per share:	每股盈利:				
- Basic (HK cents)	- 基本(港仙)	0.16	5.83	-	4.35
- Diluted (HK cents)	- 攤薄(港仙)	0.16	5.83	-	4.35

來自持續經營業務

本公司股東應佔來自持續經營業務的每股基本及攤薄(虧損)盈利之計算乃根據下列數據作出:

所用分母與上文所詳述就計算每股基本及攤薄(虧損)盈利所用者相同。

來自已終止經營業務

本公司股東應佔來自已終止經營業務的每股基本及攤薄盈利之計算乃根據下列數據作出:

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。

7. DISCONTINUED OPERATIONS

During the nine months ended 30 September 2017

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 was satisfied by the allotment and issue of consideration shares by Luck Key. The transaction was approved by the shareholders of the Company at the special general meeting of the Company held on 23 June 2017 and completion of the transaction took place on the same date. Immediately after completion, the Company’s equity interest in Luck Key was reduced to approximately 48.33% and the Company was deemed to have disposed of approximately 2.17% equity interest in Luck Key under the GEM Listing Rules (the “**Deemed Disposal**”). With effect from the completion, Luck Key ceased to be a subsidiary of the Company and the financial results of Luck Key and its subsidiaries would no longer be consolidated with the results of the Group. The Group’s remaining 48.33% interest in Luck Key would be accounted for as an investment in associates and the Group would equity-account for the results of Luck Key and its subsidiaries in the consolidated financial statements since then. Details of this transaction are set out in the Company’s announcements dated 4 May 2017 and 23 June 2017 and the Company’s circular dated 2 June 2017.

The Group’s provision of medical diagnostic and health check services (the “**Medical Diagnostic and Health Check Business**”) was classified as a discontinued operation during the nine months ended 30 September 2017 and the profit for the period from such discontinued operation is set out below. The comparative figures in the unaudited condensed consolidated statement of profit or loss and other comprehensive income have been restated to re-present the Medical Diagnostic and Health Check Business as a discontinued operation.

7. 已終止經營業務

截至二零一七年九月三十日止九個月

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同意收購且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，將由Luck Key以配發及發行代價股份的方式支付。該交易獲本公司股東於二零一七年六月二十三日舉行之股東特別大會上批准及交易已於同日完成。緊隨完成後，本公司所持Luck Key的股權減少至約48.33%。根據創業板上市規則，本公司被視作已出售約2.17% Luck Key股權(「**視作出售**」)。自完成時起，Luck Key不再是本公司的附屬公司且Luck Key及其附屬公司的財務業績將不再綜合併入本集團之業績。本集團於Luck Key的餘下48.33%股權將入賬列作於聯營公司之投資，自此，本集團將於綜合財務報表內以股權入賬的方式計入Luck Key及其附屬公司的業績。該交易的詳情載於本公司日期為二零一七年五月四日及二零一七年六月二十三日的公佈及本公司日期為二零一七年六月二日的通函。

本集團提供醫學診斷及體檢服務(「**醫學診斷及體檢業務**」)已於截至二零一七年九月三十日止九個月被分類為已終止經營業務及有關已終止經營業務產生之期內溢利載列如下。未經審核簡明綜合損益及其他全面收益表的比較數字經已重列，以將醫學診斷及體檢業務重新呈列為已終止經營業務。

		Nine months ended 30 September 截至九月三十日止九個月		Three months ended 30 September 截至九月三十日止三個月	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Profit of the Medical Diagnostic and Health Check Business for the period	醫學診斷及體檢業務之期內溢利	16,305	16,024	–	9,959
Gain on deemed disposal of a subsidiary	視作出售一間附屬公司的收益	924	–	–	–
		17,229	16,024	–	9,959

The results of the Medical Diagnostic and Health Check Business for the period from 1 January 2017 to 23 June 2017, which have been included in the Company's condensed consolidated statement of profit or loss, were as follows:

醫學診斷及體檢業務於二零一七年一月一日至二零一七年六月二十三日期間之業績(已列入本公司之簡明綜合損益表)如下：

		Period from 1 January 2017 to 23 June 2017 二零一七年 一月一日至 二零一七年 六月二十三日 期間 HK\$'000 千港元	Nine months ended 30 September 2016 截至 二零一六年 九月三十日 止九個月 HK\$'000 千港元	Three months ended 30 September 2017 截至 二零一七年 九月三十日 止三個月 HK\$'000 千港元	Three months ended 30 September 2016 截至 二零一六年 九月三十日 止三個月 HK\$'000 千港元
Revenue	收入	111,502	164,587	-	58,408
Cost of services	服務成本	(17,348)	(25,933)	-	(8,888)
Other gains and losses	其他收益及虧損	(244)	(528)	-	(127)
Other revenue and income	其他收入及收益	534	808	-	216
Employee benefits expenses	僱員福利開支	(44,493)	(69,974)	-	(22,523)
Depreciation	折舊	(7,886)	(13,265)	-	(4,258)
Other operating expenses	其他經營開支	(25,004)	(39,100)	-	(12,778)
Profit before income tax	所得稅前溢利	17,061	16,595	-	10,050
Income tax expense	所得稅開支	(756)	(571)	-	(91)
Profit for the period	期內溢利	16,305	16,024	-	9,959
Attributable to:	以下人士應佔：				
Shareholders of the Company	本公司股東	7,860	15,739	-	11,863
Non-controlling interests	非控股權益	8,445	285	-	(1,904)
		16,305	16,024	-	9,959

8. UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2017

8. 未經審核簡明綜合權益變動表

截至二零一七年九月三十日止九個月

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	(Accumulated losses)/ retained earnings	Total	Non-Controlling Interests	Total Equity
		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	(累計虧損)/ 保留盈利	總計	非控股權益	權益總值
		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 January 2016 (audited)	於二零一六年一月一日(經審核)	6,841	-	701,518	17,400	(3,182)	(1,173)	16,182	82,104	819,690	34,314	854,004
Loss for the period	期內虧損	-	-	-	-	-	-	-	(82,701)	(82,701)	20,901	(61,800)
Other comprehensive loss for the period	期內其他全面虧損	-	-	-	-	(69)	-	(5,784)	-	(5,853)	(741)	(6,594)
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	-	(69)	-	(5,784)	(82,701)	(88,554)	20,160	(68,394)
Rights issue of shares	股份供股	34,207	495,997	-	-	-	-	-	-	530,204	-	530,204
Bonus issue of shares	紅股發行	8,210	-	(8,210)	-	-	-	-	-	-	-	-
Exercise of share options	行使購股權	4,104	29,631	-	(7,548)	-	-	-	-	26,187	-	26,187
Share issuing expenses	股份發行開支	-	(15,395)	-	-	-	-	-	-	(15,395)	-	(15,395)
Share-based payments	以股份為基礎之付款	-	-	-	15,610	-	-	-	-	15,610	-	15,610
Acquisition of additional interest in a subsidiary	增購附屬公司權益	-	-	-	-	-	(947)	-	-	(947)	947	-
Dividends to non-controlling shareholders	派付予非控股股東之股息	-	-	-	-	-	-	-	-	-	(60)	(60)
Disposal of a subsidiary	出售一間附屬公司	-	-	-	-	-	-	-	-	-	(29,652)	(29,652)
Capital contribution from non-controlling shareholder of a subsidiary	附屬公司非控股股東注資	-	-	-	-	-	-	-	-	-	4,457	4,457
At 30 September 2016 (unaudited)	於二零一六年九月三十日(未經審核)	53,362	510,233	693,308	25,462	(3,251)	(2,120)	10,398	(597)	1,286,795	30,166	1,316,961
At 1 January 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	-	-	-	-	-	-	-	(93,120)	(93,120)	8,382	(84,738)
Other comprehensive loss for the period	期內其他全面虧損	-	-	-	-	17,428	-	(102,469)	-	(85,041)	34	(85,007)
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	-	17,428	-	(102,469)	(93,120)	(178,161)	8,416	(169,745)
Deemed disposal of a subsidiary	視作出售一間附屬公司	-	-	-	-	-	1,984	-	-	1,984	(56,443)	(54,459)
Dividends to non-controlling shareholders	派付予非控股股東之股息	-	-	-	-	-	-	-	-	-	(11,400)	(11,400)
At 30 September 2017 (unaudited)	於二零一七年九月三十日(未經審核)	53,362	510,233	693,308	25,462	2,622	(2,419)	(109,771)	(355,633)	817,164	550	817,714

MANAGEMENT DISCUSSION AND ANALYSIS

Business and Financial Review

During the nine months ended 30 September 2017, the Group was principally engaged in (i) mobile internet cultural business and provision of IT services; (ii) provision of hospitality and related services in Australia; (iii) provision of medical diagnostic and health check services which was regarded as a discontinued operation; (iv) money lending business; and (v) assets investments business.

During the period under review, the Group recorded revenue from continuing operations of approximately HK\$290,563,000 (2016: HK\$190,097,000), representing an increase of approximately 53% as compared to the corresponding period in 2016.

The Group recorded an increase in unaudited consolidated loss from continuing and discontinued operations attributable to the shareholders of the Company (the “**Shareholders**”) from approximately HK\$82,701,000 for the nine months ended 30 September 2016 to approximately HK\$93,120,000 for the nine months ended 30 September 2017, mainly attributable to the gain on disposal of a subsidiary of approximately HK\$204,017,000 recorded by the Group for the nine months ended 30 September 2016 which was absent for the nine months ended 30 September 2017, notwithstanding the decrease in the Group’s fair value losses on financial assets at fair value through profit or loss from approximately HK\$246,489,000 for the nine months ended 30 September 2016 to approximately HK\$93,368,000 for the nine months ended 30 September 2017.

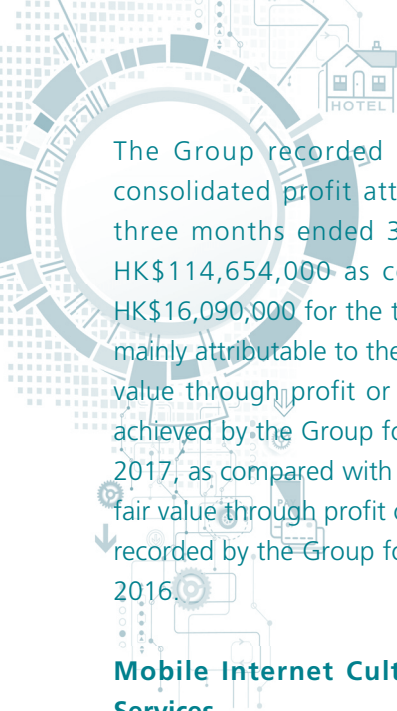
管理層討論及分析

業務及財務回顧

截至二零一七年九月三十日止九個月，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（被視作已終止經營業務）；(iv)借貸業務；及(v)資產投資業務。

於回顧期間，本集團錄得來自持續經營業務收入約290,563,000港元（二零一六年：190,097,000港元），較二零一六年同期增長約53%。

本集團錄得本公司股東（「股東」）應佔持續及已終止經營業務之未經審核綜合虧損由截至二零一六年九月三十日止九個月約82,701,000港元增至截至二零一七年九月三十日止九個月約93,120,000港元，此乃主要由於本集團於截至二零一六年九月三十日止九個月出售一間附屬公司而獲得收益約204,017,000港元（於截至二零一七年九月三十日止九個月並無相關交易），而本集團以公平值計入損益的金融資產所產生的公平值虧損由截至二零一六年九月三十日止九個月的約246,489,000港元降至截至二零一七年九月三十日止九個月的約93,368,000港元。



The Group recorded a substantial increase in unaudited consolidated profit attributable to the Shareholders for the three months ended 30 September 2017 of approximately HK\$114,654,000 as compared with that of approximately HK\$16,090,000 for the three months ended 30 September 2016, mainly attributable to the fair value gains on financial assets at fair value through profit or loss of approximately HK\$113,942,000 achieved by the Group for the three months ended 30 September 2017, as compared with the fair value losses on financial assets at fair value through profit or loss of approximately HK\$175,206,000 recorded by the Group for the three months ended 30 September 2016.

Mobile Internet Cultural Business and Provision of IT Services

During the period under review, the Group recorded revenue from its mobile internet cultural business and provision of IT services of approximately HK\$209,663,000 (2016: HK\$132,593,000), representing a growth of approximately 58%. The increase was substantially derived from the provision of professional information technology contract and maintenance services.

The core IT businesses of the 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. Building on its strong foundation in the provision of IT solutions services, the 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 its technology and knowledge in relation to IT solutions, 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 current era of the internet and rapid growth in mobile internet connectivity, the Group is optimistic about the new development of its IT business.

本集團於截至二零一七年九月三十日止三個月股東應佔未經審核綜合溢利約114,654,000港元將較截至二零一六年九月三十日止三個月的約16,090,000港元大幅增長，主要是由於本集團以公平值計入損益的金融資產於截至二零一七年九月三十日止三個月產生公平值收益約113,942,000港元，而本集團以公平值計入損益的金融資產於截至二零一六年九月三十日止三個月錄得公平值虧損約175,206,000港元。

移動互聯網文化業務及提供資訊科技服務

於回顧期間，本集團自移動互聯網文化業務及提供資訊科技服務錄得收入約209,663,000港元（二零一六年：132,593,000港元），增幅為約58%。該增加主要源自提供專業資訊科技合約及維護服務。

本集團的核心資訊科技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。基於提供資訊科技解決方案服務的強大實力，本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貿易平台。憑藉本集團在資訊科技解決方案的技術及知識，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。身處當前互聯網以及移動互聯網接入飛速增長的時代中，本集團對其資訊科技業務的新發展持樂觀態度。

In addition to the provision of IT services above, the Group has also invested in the mobile-online game business. As at the date of this report, the Group held 28.8% issued share capital of Something Big Technology Holdings Limited (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. During the period under review, the Group’s share of the loss from Something Big Group amounted to approximately HK\$3,825,000 (2016: HK\$871,000). The increase in such loss was mainly due to the decrease in revenue derived by Something Big Group from its development and operation of mobile games. The Group has been closely monitoring the operations and performance of Something Big Group.

Hospitality and Related Services in Australia

The Group has been dedicating its focus on the development of its hospitality business in Australia, through its two granges (the “**Grange Group**”) and “The Balgownie Estates Resort” (the “**Resort**”).

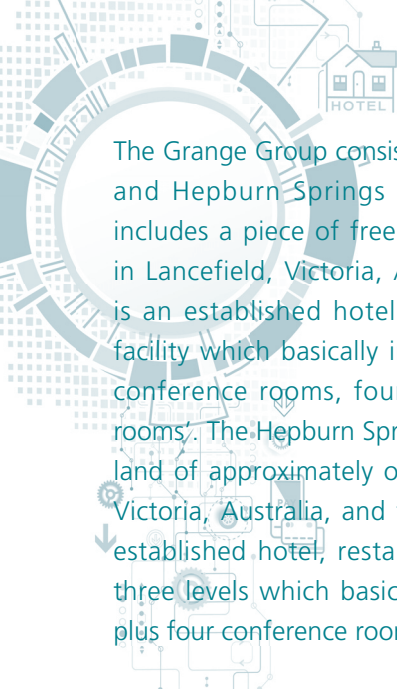
The Resort is located at Yarra Valley which is a popular winery and tourism destination in Victoria, Australia. It consists of a piece of freehold land of approximately 29 hectares and offers 70 accommodation rooms, food & beverage, and conference/function space, as well as a good level of leisure facilities, including a spa, tennis courts, a walking trail, an indoor pool, a gymnasium and an on-site activities planner. 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 both 2016 and 2017, 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.

除提供上述資訊科技服務外，本集團亦已投資移動網絡遊戲業務。於本報告日期，本集團持有大事科技控股有限公司(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。於回顧期間，本集團分佔大事科技集團虧損約3,825,000港元(二零一六年：871,000港元)。該虧損增加乃主要由於大事科技集團移動遊戲發展及營運所得收入減少。本集團一直密切監察大事科技集團之運營及表現。

澳洲酒店及相關服務

本集團一直透過兩處農莊(「**農莊集團**」)及「Balgownie Estates度假村」(「**度假村**」)專注發展其澳洲酒店業務。

度假村位於澳洲維多利亞州Yarra Valley(該地區為受人青睞之釀酒廠及旅遊勝地)，包括一幅面積約為29公頃之永久業權土地，提供70間客房、餐飲、會議／宴會場地以及spa、網球場、步行徑、室內泳池、健身房及現場活動策劃場館等高檔休閒設施。根據澳洲之星級評選計劃，該度假村獲評4.5星級。另外，度假村於二零一六年及二零一七年獲得Tourism Accommodation Australia頒授「年度度假村住宿獎」(Resort Style Accommodation of the Year)及於二零一五年獲得「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。



The Grange Group consists of two properties located in Lancefield and Hepburn Springs respectively. The 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 Hepburn Springs property 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.

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 large groups of guests attending meetings and attract sizable corporate customers, the Group has carried out improvements on the facilities of the existing hotels of the Grange Group.

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 for the Group. During the period under review, the Group recorded revenue of approximately HK\$78,108,000 (2016: HK\$55,003,000) for its segment in relation to the provision of hospitality and related services in Australia.

農莊集團包括分別位於 Lancefield 及 Hepburn Springs 之兩處物業。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 間賓客休息室及多間「休息室」。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。

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。為滿足大型貴賓群體出席會議以及吸引大型企業客戶，本集團已對農莊集團的現有酒店的設施實施升級工程。

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，本集團就提供澳洲酒店及相關服務錄得分部之收入約 78,108,000 港元（二零一六年：55,003,000 港元）。

Medical Diagnostic and Health Check Services – Discontinued operation

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 (the “**Acquisition**”), 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 would be satisfied by the allotment and issue of consideration shares by Luck Key.

Completion of the transaction took place in June 2017, upon which the Company’s equity interest in Luck Key was reduced to approximately 48.33%. Immediately after completion, Luck Key ceased to be a subsidiary of the Company. The Group’s medical diagnostic and health check services business was regarded as a discontinued operation during the period under review. Nevertheless, after completion of the transaction, the Group has been accounting for its retained interest in Luck Key as an investment in an associate and continuing to share the proportional results of Luck Key.

It was expected that the Acquisition would allow Luck Key to better control the pricing and supply of Fludeoxglucose 18F, a radio pharmaceutical commonly used for PET (Position Emission Tomography), and to enhance the operational flexibility and further development of Luck Key’s health check business.

With reference to the financial performance of Luck Key’s health check business in recent years, the Board expects that Luck Key will continue to generate stable returns for the Group.

醫學診斷及體檢服務 – 已終止經營業務

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(「收購事項」)，總代價約為4,410,000港元，將由Luck Key以配發及發行代價股份之方式支付。

交易事項於二零一七年六月完成，之後本公司於Luck Key之股權減至約48.33%。緊隨完成後，Luck Key不再為本公司之附屬公司。本集團之醫學診斷及體檢服務業務於回顧期間內視作已終止經營業務。然而，於完成交易後，本集團一直將於Luck Key之保留權益入賬列作於一間聯營公司之投資，並繼續按比例分佔Luck Key之業績。

預期收購事項將使Luck Key能更好地控制Fludeoxglucose 18F(PET(正電子發射計算機斷層顯像)常用之放射性藥物)之定價及供應，提升Luck Key體檢業務之營運靈活性，促進其進一步發展。

經參考Luck Key體檢業務近幾年之財務表現，董事會預期Luck Key將繼續為本集團帶來穩定回報。



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\$1,760,000). 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 fair value losses on financial assets at fair value through profit or loss of approximately HK\$93,368,000 (2016: HK\$246,489,000). During the period under review, the Group has disposed of an aggregate of 1,418,434,000 shares in Convoy Global Holdings Limited (the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1019)) at an aggregate consideration of approximately HK\$279,299,000 (the "Disposal") and recorded a fair value loss on disposal of financial assets at fair value through profit or loss of approximately HK\$48,359,000 as a result of the Disposal. The fair value losses were also attributable to the Group's investments in Town Health International Medical Group Limited (the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 3886) and approximately 1.25% of the total issued shares of which were held by the Group as at 30 September 2017) of approximately HK\$45,699,000 (2016: Nil).

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：1,760,000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，本集團錄得按公平值透過損益列賬之金融資產之公平值虧損約93,368,000港元(二零一六年：246,489,000港元)所致。於回顧期間，本集團出售所持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))合共1,418,434,000股股份，總代價約279,299,000港元(「出售事項」)，因出售事項錄得按公平值透過損益列賬之金融資產之公平值虧損約48,359,000港元。公平值虧損亦由於本集團於康健國際醫療集團有限公司(其股份於聯交所主板上市(股份代號：3886)，二零一七年九月三十日其已發行股份總額約1.25%由本集團持有)之投資約45,699,000港元(二零一六年：無)所致。

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\$102,469,000 (2016: HK\$22,025,000) during the period under review as other comprehensive loss. None of the cumulative loss (2016: HK\$5,270,000) 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\$2,006,000 (2016: HK\$741,000). The Group is proactively exploring further potential investment opportunities, subject to the prevailing market conditions and after taking into account the interests of the Group and the Shareholders as a whole.

PROSPECTS

During the period under review, the Group has been dedicating its focus on the development of its hospitality business in order to seize the opportunities brought by the thriving Australian tourism industry. According to the figures released by Tourism Australia, Australia recorded double-digit growth in the number of its international visitors over the last two years while demand for accommodation in Australia by tourists continued to rise. The Group will further boost the overall operational capacity and competitiveness of the Resort and the Grange to enhance the occupancy rates as well as the attractiveness of these properties.

Meanwhile, given that the Group has already established proprietary software development and operation infrastructures and has much experience in providing professional tailor-made information technology services to sizeable corporate clients, it is expected that the Group's business in the provision of IT services will continue to perform well.

除按公平值計入損益之金融資產之公平值虧損以外，本集團於回顧期間錄得可供出售投資之公平值虧損約102,469,000港元(二零一六年：22,025,000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：5,270,000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，該等投資物業已租出且本集團錄得租金收入約2,006,000港元(二零一六年：741,000港元)。根據現行市況及經考慮本集團及其股東之整體利益後，本集團正積極探索更多潛在投資機會。

前景

於回顧期間，本集團一直專注發展其酒店業務以抓住澳洲旅遊業旺盛帶來的機遇。根據澳洲旅遊局發佈的數據，澳洲過往兩年國際遊客數目錄得雙位數增長，而遊客對澳洲住宿需求亦持續攀升。本集團將進一步提高度假村及農莊整體營運能力及競爭力，以提升該等物業的入住率及吸引力。

與此同時，鑒於本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，本集團預期提供資訊科技服務業務將繼續表現良好。

Notwithstanding that the global economy remains volatile and the future economic outlook is uncertain, the Group will allocate its internal resources according to the market environment and the performance of its different business segments to enhance its overall profitability. The Group will also 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.

儘管全球經濟依然波動及未來經濟前景仍不明朗，本集團將根據市場環境及不同業務分部表現分配其內部資源以提高其整體盈利能力。本集團亦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 30 September 2017, the interests and short positions of each Director and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong) (the "SFO")) as recorded in the register required to be kept under 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:

董事及行政總裁於證券之權益

於二零一七年九月三十日，本公司董事及行政總裁各自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，擁有記錄於根據證券及期貨條例第352條須存置之登記冊之權益及淡倉；或根據創業板上市規則第5.48至5.67條所指的本公司董事進行交易之規定準則知會本公司及聯交所之權益及淡倉如下：

Long position in the underlying shares of the Company

於本公司相關股份之好倉

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

Notes:

1. This is based on the total issued shares of the Company as at 30 September 2017, i.e. 5,336,235,108 shares.
2. These are 68,044,184 Shares to be issued upon the 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 (the “**Share Option Scheme**”) with the vesting date of the said options on 31 May 2016, which 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 the 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, which can be exercised by Mr. Zhang Peiao between 1 June 2016 and 11 November 2020 at the subscription price of HK\$0.161 per Share.

Save as disclosed above, as at 30 September 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.

附註：

1. 基於本公司於二零一七年九月三十日之已發行股份總數(即5,336,235,108股)。
2. 該等68,044,184股股份為根據本公司購股權計劃(「**購股權計劃**」)於二零一六年一月十九日授予張雄峰先生之購股權(非上市的及以實物方式結算的)獲行使時將予發行之股份，上述購股權之歸屬日期為二零一六年五月三十一日，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9,321,042股股份為根據購股權計劃於二零一六年一月十九日授予張培鵬先生之購股權(非上市的及以實物方式結算的)獲行使時將予發行之股份，上述購股權之歸屬日期為二零一六年五月三十一日，可由張培鵬先生於二零一六年六月一日至二零二零年十一月十一日期間按認購價每股股份0.161港元行使。

除上文所披露者外，於二零一七年九月三十日，概無本公司董事或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錄於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或淡倉。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS

As at 30 September 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

主要股東及其他人士之權益

於二零一七年九月三十日，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條規定須存置之登記冊之權益或淡倉：

(i) 主要股東－於本公司股份之好倉

Name of Shareholder 股東名稱	Capacity 身份	Number of ordinary shares 普通股數目	Approximate percentage (Note 1) 概約百分比 (附註1)
Fastek Investments Limited ("Fastek")	Beneficial owner (Note 2)	1,422,572,191	26.66%
Fastek Investments Limited ("Fastek")	實益擁有人(附註2)		
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
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 3) 受控制公司之權益(附註3)	303,000,000	5.86% (Note 3) (附註3)

Notes:

1. This is based on the total issued Shares as at 30 September 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. 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 30 September 2017 (i.e. 5,336,235,108 Shares).

Save as disclosed above, as at 30 September 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九月三十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. 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)於二零一七年九月三十日已發行股份總數(即5,336,235,108股股份)的約5.68%。

除上述所披露者外，於二零一七年九月三十日，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 the Share Option Scheme, the Board is authorised, at its absolute discretion, to grant options to eligible participants, including any employee, contracted celebrity, advisor, consultant, service provider, agent, customer, partner or joint-venture partner of the Group (including any Director, whether executive or non-executive and whether independent or not, of the Group) who is in full-time or part-time employment with the Group at the time when a share 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 outstanding as at the beginning and the end of the period under review are as follows:

Grantees	Date of grant	Vesting date	Exercise price	Exercisable period	Outstanding as at 1 January 2017 and 30 September 2017 於二零一七年一月一日及二零一七年九月三十日尚未行使
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

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之任何全職或兼職僱員、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。

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

根據購股權計劃於回顧期初及期末尚未行使之購股權詳情載列如下：

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 nine months ended 30 September 2017.

DIRECTORS' INTERESTS IN COMPETING INTERESTS

None of the Directors or their respective close associates had an interest in any 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 nine months ended 30 September 2017, the Company has adopted a code of conduct regarding the Directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiry of all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding Directors' securities transactions during the period under review.

CODE ON CORPORATE GOVERNANCE PRACTICES

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

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 (the "**Code Provisions**") during the nine months ended 30 September 2017.

購買、出售或贖回本公司之上市證券

截至二零一七年九月三十日止九個月，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。

董事於競爭權益之權益

於回顧期間，董事或彼等各自之緊密聯繫人概無於與本集團之業務直接或間接構成或可能構成競爭之任何業務(除本集團業務外)中擁有權益。

有關董事進行證券交易之行為守則

截至二零一七年九月三十日止九個月，本公司已就董事進行證券交易採納一套行為守則，而該守則之嚴謹程度並不遜於創業板上市規則第5.48至5.67條載列之規定買賣標準。本公司亦曾向全體董事作出特定查詢，就本公司所知，於回顧期間，並無任何不符合有關規定買賣標準及其行為守則之董事證券交易。

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，藉以提升透明度及披露質素以及更有效的內部監控。

截至二零一七年九月三十日止九個月，本公司已遵守創業板上市規則附錄十五所載企業管治守則及企業管治報告所列之守則條文(「**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 them having appropriate professional qualification or accounting or related financial management expertise. During the nine months ended 30 September 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 nine months ended 30 September 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, 10 November 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。於截至二零一七年九月三十日止九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，即黃兆強先生、梁廷育先生及王志維先生。於回顧期間及於本報告日期，黃兆強先生為審核委員會主席。審核委員會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、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九月三十日止九個月之未經審核簡明綜合業績及本報告，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，二零一七年十一月十日

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、張培鷺先生、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