



KVB Kunlun

昆侖國際金融集團有限公司

**KVB Kunlun Financial Group Limited**

(於開曼群島註冊成立的有限公司)

(Incorporated in the Cayman Islands with limited liability)

股份代號 **Stock Code : 8077**

2017年第三季度報告  
2017 Third Quarterly Report



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

**GEM has been positioned as a market designed to accommodate companies to which a 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 KVB Kunlun Financial Group Limited (the “Company”, together with its subsidiaries, the “Group”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on 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.*

## **香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)的特色**

創業板的定位，乃為相比其他於聯交所上市的公司帶有較高投資風險的公司提供一個上市的市場。有意投資者應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他經驗豐富的投資者。

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

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本報告的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，旨在提供有關昆侖國際金融集團有限公司(「本公司」，連同其附屬公司統稱「本集團」)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。董事在作出一切合理查詢後確認，就彼等深知及所信，本報告所載資料在各重大方面均屬準確完備，並無誤導或欺詐成份，且無遺漏任何其他事項，足以令本報告或其所載任何陳述產生誤導。

KVB KUNLUN FINANCIAL GROUP LIMITED  
昆侖國際金融集團有限公司

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## DIRECTORS

### Executive Directors

Mr. LIU Stefan (*Chief Executive Officer*)  
Mr. NG Chee Hung Frederick

### Non-executive Directors

Mr. LI Zhi Da (*Chairman*)  
Mr. Stephen Gregory McCOY

### Independent Non-executive Directors

Ms. ZHAO Guixin  
Mr. Cornelis Jacobus KEYSER  
Mr. LIN Wenhui

## AUDIT COMMITTEE

Mr. LIN Wenhui (*Chairman*)  
Ms. ZHAO Guixin  
Mr. Cornelis Jacobus KEYSER

## REMUNERATION COMMITTEE

Ms. ZHAO Guixin (*Chairman*)  
Mr. Cornelis Jacobus KEYSER  
Mr. LIN Wenhui

## NOMINATION COMMITTEE

Ms. ZHAO Guixin (*Chairman*)  
Mr. Cornelis Jacobus KEYSER  
Mr. LIN Wenhui

## CORPORATE GOVERNANCE COMMITTEE

Mr. Cornelis Jacobus KEYSER (*Chairman*)  
Mr. LIU Stefan  
Ms. ZHAO Guixin  
Mr. LIN Wenhui

## COMPANY SECRETARY

Mr. WONG Yiu Kit Ernest

## 董事

### 執行董事

劉欣諾先生 (*行政總裁*)  
吳棋鴻先生

### 非執行董事

李志達先生 (*主席*)  
Stephen Gregory McCOY先生

### 獨立非執行董事

趙桂馨女士  
Cornelis Jacobus KEYSER先生  
林文輝先生

## 審核委員會

林文輝先生 (*主席*)  
趙桂馨女士  
Cornelis Jacobus KEYSER先生

## 薪酬委員會

趙桂馨女士 (*主席*)  
Cornelis Jacobus KEYSER先生  
林文輝先生

## 提名委員會

趙桂馨女士 (*主席*)  
Cornelis Jacobus KEYSER先生  
林文輝先生

## 企業管治委員會

Cornelis Jacobus KEYSER先生 (*主席*)  
劉欣諾先生  
趙桂馨女士  
林文輝先生

## 公司秘書

黃耀傑先生

## CORPORATE INFORMATION

### 公司資料

#### COMPLIANCE OFFICER

Mr. NG Chee Hung Frederick

#### 合規主任

吳棋鴻先生

#### AUTHORISED REPRESENTATIVES

Mr. LIU Stefan

Mr. NG Chee Hung Frederick

#### 授權代表

劉欣諾先生

吳棋鴻先生

#### REGISTERED OFFICE

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

#### 註冊辦事處

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

#### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suites 7501 & 7508, 75/F  
International Commerce Centre  
1 Austin Road West, Kowloon  
Hong Kong

#### 總部及香港主要營業地點

香港  
九龍柯士甸道西1號  
環球貿易廣場  
75樓7501及7508室

#### CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

#### 開曼群島主要股份過戶及登記處

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

#### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited  
Suites 3301-04, 33/F  
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338 King's Road, North Point  
Hong Kong

#### 香港股份過戶及登記分處

聯合證券登記有限公司  
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華懋交易廣場2期  
33樓3301-04室

## PRINCIPAL BANKERS

Bank of New Zealand  
262 Queen Street, Auckland,  
New Zealand

Bank of Communications Co., Ltd., Hong Kong Branch  
20 Pedder Street, Central  
Hong Kong

The Bank of East Asia, Limited  
8th Floor, 10 Des Voeux Road Central  
Hong Kong

Citibank, N.A.  
44th Floor, Citibank Tower  
Citibank Plaza  
3 Garden Road, Central  
Hong Kong

## COMPLIANCE ADVISER

Lego Corporate Finance Limited  
Room 1601, 16/F, China Building  
29 Queen's Road Central  
Hong Kong

## AUDITORS

PricewaterhouseCoopers  
Certified Public Accountants  
22nd Floor, Prince's Building  
Central  
Hong Kong

## STOCK CODE

8077

## COMPANY'S WEBSITE

[www.kvblistco.com](http://www.kvblistco.com)

## 主要往來銀行

Bank of New Zealand  
262 Queen Street, Auckland,  
New Zealand

交通銀行股份有限公司香港分行  
香港  
中環畢打街20號

東亞銀行有限公司  
香港  
德輔道中10號8樓

花旗銀行  
香港  
中環花園道3號  
花旗銀行廣場  
花旗銀行大廈44樓

## 合規顧問

力高企業融資有限公司  
香港  
中環皇后大道中29號  
華人行16樓1601室

## 核數師

羅兵咸永道會計師事務所  
執業會計師  
香港  
中環  
太子大廈22樓

## 股份代號

8077

## 公司網站

[www.kvblistco.com](http://www.kvblistco.com)



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層之討論及分析

#### BUSINESS REVIEW

During the nine months ended 30 September 2017, as the overall volatility was reduced in the foreign exchange ("FX") and commodity markets, we experienced a period of unfavorable trading conditions. This resulted in a decrease in gross trading revenue. However, new client registrations and the total clients' trading volume increased during the period under review, compared to the figures of the first three quarters of 2016.

XAU/USD was the mostly traded product, followed by EUR/USD, USD/JPY, USCRUDE and GBP/USD.

During the first nine months of 2017, gold traded within a price range of \$211.40 USD/ounce. The highest price of Gold was traded at \$1,357.60 USD/ounce and the lowest at \$1,146.20 USD/ounce under the period of review. The price range of Gold is much narrower by compared with the same period in 2016. In the first nine months of 2016, the price range of Gold was \$313.40 USD/ounce, the highest at \$1,375.30 USD/ounce, and the lowest at \$1,061.90 USD/ounce. Crude Oil was traded at the highest price of \$55.20 USD/barrel and the lowest at \$42.05 USD/barrel in first nine months of 2017, within a price range of \$13.20 USD/barrel. The price range in the same period of 2016 was \$25.60 USD/barrel, USCRUDE was traded at the highest price of \$51.64 USD/barrel and the lowest at \$26.04 USD/barrel.

In the currency market, the price of the EUR/USD was traded in a wider price range in the first nine months of 2017, compared with the movement in the same period in 2016. The highest and the lowest level of the EUR/USD were seen to be 1.2093 and 1.0340 respectively, a nearly 1,753-pips trading range in the first nine months of 2017, compared to the movement of the price in first nine months of 2016 presented a nearly 906-pips trading range, the highest was 1.1616 and the lowest was 1.0710.

The retail margin FX trading market is highly competitive. Our competitors include international multi-product trading firms, other online trading firms, and other financial institutions. We expect the market remains at a high level of competition for the rest of this year and the foreseeable future. Looking forward, we are specifically seeking to improve our standard of service and meet the demand of our clients, provide more trading opportunities in the global financial markets.

#### 業務回顧

於二零一七年九月三十日止九個月期間，外匯（「外匯」）及商品市場的整體波動減少，本集團面對利淡的交易狀況時期，因此交易收益總額下跌。然而，於回顧期間的新客戶註冊量及客戶總成交量均較二零一六年首三季有所增加。

黃金／美元為最熱門的交易產品，其後為歐元／美元、美元／日圓、美國原油及英鎊／美元。

於二零一七年首九個月期間，黃金的主要成交差價為211.40美元／盎司。於回顧期間，黃金的成交價最高為1,357.60美元／盎司及最低成交價為1,146.20美元／盎司，黃金的成交差價較二零一六年同期收窄。於二零一六年首九個月，黃金的差價為313.40美元／盎司，最高成交價為1,375.30美元／盎司及最低成交價為1,061.90美元／盎司。於二零一七年首九個月，原油的最高成交價為55.20美元／桶及最低成交價為42.05美元／桶，差價為13.20美元／桶，而於二零一六年同期，美國原油的差價為25.60美元／桶，最高成交價為51.64美元／桶及最低成交價為26.04美元／桶。

於貨幣市場方面，與二零一六年同期波幅相比，歐元／美元於二零一七年首九個月的交易差價增加。於二零一七年首九個月，歐元／美元的最高及最低水平分別為1.2093及1.0340，相差接近1,753點，而二零一六年首九個月的價格波幅則相差接近906點，最高為1.1616及最低為1.0710。

零售外匯保證金交易市場競爭激烈，市場競爭對手包括國際多產品交易公司、其他網上交易公司及其他金融機構。本集團預期於本年度餘下時間及可預見的將來，市場競爭將仍然激烈。展望將來，本集團專注尋求方法提升客戶服務水平，為客戶提供更多於環球金融市場交易投資的機會以滿足客戶需求。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層之討論及分析

The Company submitted a formal application to the Stock Exchange on 30 August 2017 for the proposed transfer of listing of the shares of the Company from GEM to Main Board of the Stock Exchange pursuant to Chapter 9A of the Rules Governing the Listing of Securities on the Stock Exchange and relevant provisions of the GEM Listing Rule. Shareholders of the Company and potential investors should be aware that the implementation of the proposed transfer of listing is subject to, among others, the granting of relevant approval by the Stock Exchange. Accordingly, there is no assurance that permission will be obtained from the Stock Exchange for the proposed transfer of listing.

The application is being considered by the Stock Exchange, and details of the proposed transfer of listing are set out in the Company's announcement "Proposed transfer of the listing from the Growth Enterprise Market to the Main Board of the Stock Exchange" dated 30 August 2017.

#### FINANCIAL PERFORMANCE

The Group recorded a total income of approximately HK\$378.6 million for the nine months ended 30 September 2017, representing an increase of approximately 47.8% from approximately HK\$256.2 million for the corresponding period in 2016. The Group recorded a profit of approximately HK\$28.1 million for the nine months ended 30 September 2017 compared to the profit of approximately HK\$31.1 million for the same period last year. Due to an increase in trading volume for the nine months ended 30 September 2017 compared to the same period last year, there was an increase in total income. Notwithstanding the above, there was a decrease in the net profit, which was mainly due to low volatility in the foreign exchange, commodity and index markets during the nine months ended 30 September 2017 compared to the same period last year.

Total expenses for the nine months ended 30 September 2017 amounted to approximately HK\$341.2 million, increased by around 58.5% as compared to the same period in 2016. Such increases were mainly due to 1) increase in referral expenses and other charges, mainly caused by increased commission rebate to external parties (including margin business and PRC operations); 2) increase in depreciation and amortisation costs, mainly caused by new assets capitalisation from late 2016; and 3) increase in administrative expenses, mainly caused by increased marketing expenses, regulatory and compliance expenses, computer services expenses and customer promotion expenses.

本公司已於二零一七年八月三十日根據聯交所證券上市規則第9A章及創業板上市規則相關條文就建議將本公司之股份由聯交所創業板轉往主板上市向聯交所提交正式申請。本公司之股東及有意投資者務請注意，建議轉板上市須待（其中包括）聯交所授出相關批准後方可落實。因此，本公司未能保證就建議轉板上市可獲得聯交所之批准。

聯交所正在考慮有關申請，有關建議轉板上市之詳情載於本公司一份日期為二零一七年八月三十日之「建議由聯交所創業板轉往主板上市」之公告內。

#### 財務表現

截至二零一七年九月三十日止九個月，本集團錄得總收入約378,600,000港元，較二零一六年同期約256,200,000港元增加約47.8%。截至二零一七年九月三十日止九個月，本集團錄得溢利約28,100,000港元，而去年同期則錄得溢利約31,100,000港元。由於截至二零一七年九月三十日止九個月之成交量較去年同期增加，因此總收入有所增加。儘管上文所述，淨溢利錄得減少，主要由於截至二零一七年九月三十日止九個月期間之外匯、商品及指數市場的波動較去年同期減少所致。

截至二零一七年九月三十日止九個月的總開支約為341,200,000港元，較二零一六年同期增加約58.5%，主要由於1) 給予外界人士（包括保證金業務及中國業務）之佣金回扣增加令轉介開支及其他費用增加；2) 二零一六年底新資產資本化令折舊及攤銷開支增加；及3) 營銷開支、監管及合規開支、電腦服務開支及客戶推廣開支增加令行政開支增加。



# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 簡明綜合全面收益表

For the nine months ended 30 September 2017

截至二零一七年九月三十日止九個月

		Note 附註	Unaudited 未經審核 Three months ended 30 September 截至九月三十日止三個月		Unaudited 未經審核 Nine months ended 30 September 截至九月三十日止九個月	
			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
Leveraged foreign exchange and other trading income	槓桿式外匯及其他交易收入		144,563	54,363	302,528	215,384
Cash dealing income	現金交易收入		661	868	645	3,787
Fee and commission income	費用及佣金收入		33,324	13,954	70,713	42,905
Other income/(losses)	其他收入／(虧損)	3	2,968	(2,579)	4,740	(5,899)
Total income	收入總額		181,516	66,606	378,626	256,177
Referral expenses and other charges	轉介開支及其他費用		96,119	43,487	210,889	113,959
Staff costs	員工成本	4	20,024	10,127	45,019	43,646
Depreciation and amortisation	折舊及攤銷		3,184	1,984	9,348	5,634
Lease payments under land and buildings	土地及樓宇的租賃付款		3,287	3,380	10,123	8,937
Administrative and other operating expenses	行政及其他經營開支	5	29,829	14,076	65,840	43,093
Total expenses	開支總額		152,443	73,054	341,219	215,269
Operating profit/(loss)	經營溢利／(虧損)		29,073	(6,448)	37,407	40,908
Finance cost	融資成本		(68)	(421)	(1,224)	(441)
Profit/(loss) before tax	除稅前溢利／(虧損)		29,005	(6,869)	36,183	40,467
Income tax (expense)/credit	所得稅(開支)／抵免	6	(3,981)	3,975	(8,070)	(9,333)
Profit/(loss) for the period	期內溢利／(虧損)		25,024	(2,894)	28,113	31,134
<b>Other comprehensive income</b> <i>Items that may be reclassified to profit or loss</i>	<b>其他全面收益</b> <i>可能重新分類至損益之項目</i>					
Currency translation difference	貨幣匯兌差額		(618)	1,378	6,114	6,744
Other comprehensive income for the period, net of tax	期內其他全面收益(扣除稅項)		(618)	1,378	6,114	6,744
Total comprehensive income for the period	期內全面收益總額		24,406	(1,516)	34,227	37,878
Earnings/(loss) per share for profit/(loss) attributable to the equity holders of the Company for the period	期內本公司股權持有人應佔溢利／(虧損)之每股盈利／(虧損)					
– Basic (HK cents per share)	– 基本(每股港仙)	8	1.23	(0.14)	1.38	1.53
– Diluted (HK cents per share)	– 攤薄(每股港仙)	8	1.23	(0.14)	1.38	1.53

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

For the nine months ended 30 September 2017  
截至二零一七年九月三十日止九個月

		Unaudited 未經審核						
		Share capital	Share premium	Capital reserve	Share option reserve	Currency translation reserve	Retained earnings	Total equity
		股本	股份溢價	資本儲備	購股權 儲備	貨幣匯兌 儲備	保留盈利	權益總額
		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
		(Note) (附註)						
At 1 January 2017	於二零一七年一月一日	20,332	180,464	171,892	17,692	(9,766)	133,903	514,517
<b>Comprehensive income</b>	<b>全面收益</b>							
Profit for the period	期內溢利	-	-	-	-	-	28,113	28,113
Other comprehensive income for the period	期內其他全面收益	-	-	-	-	6,114	-	6,114
<b>Total transactions with owners, recognised directly in equity:</b>	<b>與擁有人之交易 總額，直接於 權益確認：</b>	20,332	180,464	171,892	17,692	(3,652)	162,016	548,774
Share option scheme	購股權計劃	-	-	-	985	-	331	1,316
<b>Balance at 30 September 2017</b>	<b>於二零一七年 九月三十日之結餘</b>	20,332	180,464	171,892	18,677	(3,652)	162,347	550,060

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

For the nine months ended 30 September 2017

截至二零一七年九月三十日止九個月

		Unaudited 未經審核						
		Share capital	Share premium	Capital reserve	Share option reserve 購股權 儲備	Currency translation reserve 貨幣匯兌 儲備	Retained earnings 保留盈利	Total equity 權益總額
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	資本儲備 HK\$'000 千港元	購股權 儲備 HK\$'000 千港元	貨幣匯兌 儲備 HK\$'000 千港元	保留盈利 HK\$'000 千港元	權益總額 HK\$'000 千港元
		(Note)						
At 1 January 2016	於二零一六年一月一日	20,330	180,276	171,892	9,551	(11,794)	95,155	465,410
<b>Comprehensive income</b>	<b>全面收益</b>							
Profit for the period	期內溢利	–	–	–	–	–	31,134	31,134
Other comprehensive income for the period	期內其他全面收益	–	–	–	–	6,744	–	6,744
		20,330	180,276	171,892	9,551	(5,050)	126,289	503,288
<b>Total transactions with owners, recognised directly in equity:</b>	<b>與擁有人之交易 總額，直接於 權益確認：</b>							
Share option scheme	購股權計劃	–	–	–	760	–	–	760
Issue of new ordinary shares upon exercise of share option	行使購股權時發行 之新普通股	2	188	–	(60)	–	60	190
<b>Balance at 30 September 2016</b>	<b>於二零一六年 九月三十日之結餘</b>	20,332	180,464	171,892	10,251	(5,050)	126,349	504,238

Note: The balance represents the difference between the book value of the net assets of KVB Kunlun New Zealand Limited, KVB Kunlun Pty Ltd and KVB Kunlun International (HK) Limited over the par value of the shares issued by LXL Capital II Limited, LXL Capital III Limited and LXL Capital IV Limited in exchange for these subsidiaries under the reorganisation of the Group in 2012.

附註：該結餘指KVB Kunlun New Zealand Limited、KVB Kunlun Pty Ltd及昆侖國際（香港）有限公司資產淨值的賬面值與LXL Capital II Limited、LXL Capital III Limited及LXL Capital IV Limited根據二零一二年本集團重組為交換該等附屬公司所發行的股份面值之間的差額。

## NOTES TO THE FINANCIAL INFORMATION

### 財務資料附註

#### 1 CORPORATE INFORMATION

##### 1.1 General information

The Company was incorporated in the Cayman Islands on 9 November 2010 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The Company's shares have been listed on the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 3 July 2013.

The Company is an investment holding company and its subsidiaries are principally engaged in leveraged foreign exchange and other trading, cash dealing business, and other services.

On 29 January 2015, CITIC Securities Company Limited (the "CITIC Securities"), a company incorporated in the People's Republic of China, has agreed to acquire 1,200,000,000 shares of the Company (the "Sale Shares") from the controlling shareholder, KVB Kunlun Holdings Limited (the "Transaction"). In accordance with the Share Purchase Agreement, CITIC Securities has nominated CITIC Securities Overseas Investment Company Limited (the "CITIC Securities Overseas"), a wholly-owned subsidiary of CITIC Securities which is incorporated in Hong Kong to purchase the full legal and beneficial ownership of the Sale Shares.

Subsequent to the completion of the Transaction, CITIC Securities Overseas holds 1,200,000,000 shares of the Company, representing approximately 59.37% of the total issued share capital of the Company as at the completion date and becomes the immediate holding company while CITIC Securities becomes the ultimate holding company of the Company.

#### 1 公司資料

##### 1.1 一般資料

本公司於二零一零年十一月九日根據開曼群島公司法第22章(經綜合及修訂的一九六一年第三號法例)於開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處地址為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。

本公司股份自二零一三年七月三日起在香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市。

本公司為一間投資控股公司，其附屬公司主要從事槓桿式外匯交易及其他交易、現金交易業務及其他服務。

於二零一五年一月二十九日，中信證券股份有限公司(「中信證券」，一間於中華人民共和國註冊成立的公司)同意向控股股東KVB Kunlun Holdings Limited收購1,200,000,000股本公司股份(「銷售股份」)(「交易事項」)。根據股份購買協議，中信證券指派中信證券海外投資有限公司(「中信證券海外」，中信證券的全資附屬公司，於香港註冊成立)認購銷售股份的全部法定及實益擁有權。

於交易事項完成後，中信證券海外持有1,200,000,000股本公司股份，佔本公司於完成日期的已發行股本總數約59.37%，並成為直接控股公司，而中信證券則成為本公司之最終控股公司。

## NOTES TO THE FINANCIAL INFORMATION

### 財務資料附註

#### 1 CORPORATE INFORMATION (continued)

##### 1.1 General information (continued)

As at 30 September 2017, 59.03% of the total issued shares of the Company are held by CITIC Securities Overseas, 14.75% of issued shares are held by KVB Kunlun Holdings Limited and the remaining 26.22% of issued shares are held by public.

The financial information is presented in Hong Kong dollars ("HK\$"), unless otherwise stated. This financial information has not been audited.

##### 1.2 Significant event

On 2 June 2017, the Group received a notice from Tianjin Precious Metals Exchange Limited ("TPME") that it will adjust its precious metals spot trading business with a view to reduce the trading risks, and it will suspend the opening of new trading positions for all spot commodities traded on the exchange with effect from 12 June 2017 (the "Suspension"). The closing of existing trading positions will not be affected.

As a result of the Suspension, other than the closing of existing positions, the Group will no longer be able to generate revenue from the spot trading business in precious metals on the TPME after 12 June 2017. The Group has not been informed when or if the Suspension will be lifted as at the reporting date.

#### 1 公司資料(續)

##### 1.1 一般資料(續)

於二零一七年九月三十日，本公司已發行股份總數中，59.03%由中信証券海外持有、14.75%之已發行股份由KVB Kunlun Holdings Limited持有及餘下26.22%之已發行股份由公眾人士持有。

除非另有說明，財務資料乃以港元(「港元」)呈列。本財務資料並未經審核。

##### 1.2 重大事件

於二零一七年六月二日，本集團接獲天津貴金屬交易所有限公司(「天津貴金屬交易所」)通知，其將調整貴金屬現貨交易業務，以減低交易風險，並將暫停於交易所就所有現貨商品交易建立新交易頭寸，由二零一七年六月十二日起生效(「暫停事項」)。現有交易頭寸結算將不會受到影響。

由於暫停事項，除結算現有頭寸外，於二零一七年六月十二日之後，本集團將不再就於天津貴金屬交易所進行貴金屬現貨交易業務產生任何收益。於報告日期，本集團未獲通知有關暫停事項何時或是否將獲撤銷。



## NOTES TO THE FINANCIAL INFORMATION

### 財務資料附註

#### 2 BASIS OF PREPARATION

The financial information for the nine months ended 30 September 2017 has been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules. The financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2016, which has been prepared in accordance with HKFRS issued by HKICPA.

The accounting policies applied are consistent with those of the annual financial statements for the year ended 31 December 2016.

There are no other amended standards or interpretations that are effective for the first time for this nine months period that could be expected to have a material impact on this Group.

Taxes on income in the reporting periods are accrued using the tax rate that would be applicable to the expected total annual profit or loss.

#### 3 OTHER INCOME/(LOSSES)

#### 2 編製基準

截至二零一七年九月三十日止九個月的財務資料乃根據香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」，包括所有香港財務報告準則、香港會計準則及詮釋）及創業板上市規則第18章的適用披露規定而編製。財務資料應與根據香港會計師公會頒佈的香港財務報告準則所編製截至二零一六年十二月三十一日止年度的年度財務報表一併閱讀。

所採用的會計政策與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採用者一致。

概無於本九個月期間首次生效且預期會對本集團產生重大影響的其他經修訂準則或詮釋。

報告期間的所得稅乃採用預計全年損益總額適用的稅率計算。

#### 3 其他收入／（虧損）

		Unaudited 未經審核		Unaudited 未經審核	
		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		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
Interest income	利息收入	574	528	2,017	1,375
Exchange gain/(losses), net	匯兌收益／（虧損）， 淨額	2,370	(3,126)	2,936	(8,133)
(Loss)/gain on disposal of fixed assets	出售固定資產之（虧損） ／收益	20	—	(435)	—
Others	其他	4	19	222	859
		2,968	(2,579)	4,740	(5,899)

# NOTES TO THE FINANCIAL INFORMATION

## 財務資料附註

### 4 STAFF COSTS

		Unaudited 未經審核		Unaudited 未經審核	
		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		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
Staff costs:	員工成本：				
Salaries and allowances	工資及津貼	19,331	9,785	42,693	41,883
Pension scheme contributions	退休金計劃供款	342	338	1,010	1,003
Share option expenses	購股權開支	351	4	1,316	760
		20,024	10,127	45,019	43,646

### 5 ADMINISTRATIVE AND OTHER OPERATING EXPENSES

### 5 行政及其他經營開支

		Unaudited 未經審核		Unaudited 未經審核	
		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		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
Management fees paid to the then immediate holding company	支付予當時直接控股公司的管理費	166	214	497	645
Other office occupation expenses	其他寫字樓租用開支	758	773	2,366	2,237
Auditor's remuneration	核數師酬金				
– Audit services	– 審計服務	744	1,079	2,222	2,297
– Non-audit services	– 非審計服務	166	118	487	224
Information services expenses	資訊服務開支	1,845	615	4,241	2,599
Professional and consultancy fee	專業及諮詢費	4,679	672	6,981	2,514
Repair and maintenance (including system maintenance)	維修及維護 (包括系統維護)	3,697	1,595	9,738	6,971
Marketing, advertising and promotion expenses	市場推廣、廣告及宣傳開支	5,512	2,975	14,383	8,792
Handling fee expenses	手續費開支	7,940	2,426	15,574	7,525
Travelling expenses	差旅費	1,010	949	2,673	2,809
Entertainment expenses	交際應酬費	173	472	514	921
Insurance	保險	268	176	580	529
Clients' debit balances written off	客戶虧絀結餘撇銷	15	155	162	493
Staff training	員工培訓	30	11	371	874
Others	其他	2,826	1,846	5,051	3,663
		29,829	14,076	65,840	43,093

## NOTES TO THE FINANCIAL INFORMATION

### 財務資料附註

#### 6 INCOME TAX EXPENSE/(CREDIT)

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profit in Hong Kong for each of the respective periods. Taxation on overseas profits has been calculated on the estimated assessable profit for the respective periods at the rates of taxation prevailing in the countries in which the Group operates. The income tax expenses of the Group are charged at a tax rate of 28% (2016: 28%) in New Zealand, 30% (2016: 30%) in Australia and 25% (2016: 25%) in PRC respectively in accordance with the local tax authorities.

#### 6 所得稅開支／（抵免）

香港利得稅乃按各期間香港的估計應課稅溢利以16.5%的稅率計提撥備。海外溢利的稅項已按各期間估計應課稅溢利以本集團經營所在國家通行的稅率計算。根據當地稅務機關，本集團於紐西蘭、澳洲及中國的所得稅開支分別按28%（二零一六年：28%）、30%（二零一六年：30%）及25%（二零一六年：25%）的稅率計算。

		Unaudited 未經審核		Unaudited 未經審核	
		Three months ended 30 September		Nine months ended 30 September	
		截至九月三十日止三個月		截至九月三十日止九個月	
		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
Current tax:	即期稅項：				
Charge/(credit) for the period	期內支出／（抵免）	3,857	(4,038)	7,761	9,146
Others	其他	124	63	309	187
Income tax expense/(credit)	所得稅開支／（抵免）	3,981	(3,975)	8,070	9,333

#### 7 DIVIDENDS

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

#### 7 股息

董事會不宣派截至二零一七年九月三十日止九個月的任何股息（截至二零一六年九月三十日止九個月：無）。

## NOTES TO THE FINANCIAL INFORMATION

### 財務資料附註

#### 8 EARNINGS/(LOSS) PER SHARE

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

Basic earnings/(loss) per share is calculated by dividing the profit/(loss) attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the respective periods.

#### 8 每股盈利／（虧損）

##### (a) 每股基本盈利／（虧損）

每股基本盈利／（虧損）按本公司股權持有人應佔溢利／（虧損）除以於相關期間已發行普通股的加權平均數計算。

		Unaudited 未經審核 Three months ended 30 September 截至九月三十日止三個月		Unaudited 未經審核 Nine months ended 30 September 截至九月三十日止九個月	
		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/(loss) attributable to equity holders of the Company	本公司股權持有人應佔溢利／（虧損）	25,024	(2,894)	28,113	31,134
Weighted average number of ordinary shares in issue	已發行普通股的加權平均數	No. of shares 股份數目 2,033,240,000	No. of shares 股份數目 2,033,240,000	No. of shares 股份數目 2,033,240,000	No. of shares 股份數目 2,033,225,401
Basic earnings/(loss) per share (HK cents)	每股基本盈利／（虧損）（港仙）	1.23	(0.14)	1.38	1.53

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

The calculation of diluted earnings/(loss) per share is based on the profit/(loss) for the period attributable to equity holders of the Company. The weighted average number of ordinary share used in the calculation is the number of ordinary shares in issue during the period and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares under the share option scheme into ordinary shares.

##### (b) 每股攤薄盈利／（虧損）

每股攤薄盈利／（虧損）乃根據期內本公司股權持有人應佔溢利／（虧損）計算。用作計算之普通股加權平均數為期內已發行普通股數目，及假設根據購股權計劃被視為行使或轉換所有具攤薄影響的潛在普通股為普通股而不收代價發行的普通股加權平均數。

## NOTES TO THE FINANCIAL INFORMATION

### 財務資料附註

#### 8 EARNINGS/(LOSS) PER SHARE (continued)

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

		Unaudited 未經審核 Three months ended 30 September 截至九月三十日止三個月		Unaudited 未經審核 Nine months ended 30 September 截至九月三十日止九個月	
		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/(loss) attributable to equity holders of the Company	本公司股權持有人應佔溢利／(虧損)	25,024	(2,894)	28,113	31,134
Weighted average number of ordinary shares in issue	已發行普通股的加權平均數	No. of shares 股份數目	No. of shares 股份數目	No. of shares 股份數目	No. of shares 股份數目
Adjustments for share options	購股權調整	2,033,240,000	2,033,240,000	2,033,240,000	2,033,225,401
Weighted average number of shares for the purpose for calculating diluted earnings/(loss) per share	計算每股攤薄盈利／(虧損)的股份加權平均數	—	—	—	—
		2,033,240,000	2,033,240,000	2,033,240,000	2,033,225,401
Diluted earnings/(loss) per share (HK cents)	每股攤薄盈利／(虧損)(港仙)	1.23	(0.14)	1.38	1.53

Note:

Diluted earnings/(loss) per share for the nine-month period and three-month period ended 30 September 2016 and 30 September 2017 was same as the basic earnings/(loss) per share as the outstanding share options are anti-dilutive and had no dilutive effect.

附註：

由於尚未行使的購股權具反攤薄作用及並無攤薄影響，故於截至二零一六年九月三十日及二零一七年九月三十日止九個月期間及三個月期間的每股攤薄盈利／(虧損)與每股基本盈利／(虧損)相同。

#### 9 APPROVAL OF FINANCIAL INFORMATION

The financial information for the nine months ended 30 September 2017 was approved and authorised for issue by the Board on 8 November 2017.

#### 9 批准財務資料

截至二零一七年九月三十日止九個月之財務資料已於二零一七年十一月八日經董事會批准及授權刊發。



## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

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

As at 30 September 2017, save as disclosed below, none of the Directors nor the chief executive of the Company or their associates had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”)) which were (i) 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 and short positions which he is taken or deemed to have taken under such provisions of the SFO); or (ii) required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange:

#### 董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於二零一七年九月三十日，除下文所披露者外，概無本公司之董事或主要行政人員或彼等之聯繫人士於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有任何(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例有關條文被當作或視作擁有之任何權益及淡倉）；或(ii)根據證券及期貨條例第352條須載入該條例所指之登記冊中之權益或淡倉；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權益或淡倉：

#### Interests in shares of the Company:

#### 於本公司股份中之權益：

Name of director 董事姓名	Capacity 身份	Number of shares/underlying shares held 所持股份／ 相關股份數目		Total 總數	Approximate % of the number of issued shares 佔已發行股份 數目概約百分比
		Shares 普通股	Options 購股權 (Note 1) (附註1)		
Mr. Liu Stefan (Chief Executive Officer) 劉欣諾先生 (行政總裁)	Beneficial owner 實益擁有人	9,520,000	16,300,000	25,820,000	1.27%
Mr. Ng Chee Hung Frederick 吳棋鴻先生	Beneficial owner 實益擁有人	845,000	3,850,000	4,695,000	0.23%
Mr. Li Zhi Da (Note 2) (Chairman) 李志達先生(附註2) (主席)	Interest in controlled corporation 於受控制法團的權益	300,000,000	–	300,000,000	14.75%
Mr. Stephen Gregory McCoy Stephen Gregory McCoy先生	Beneficial owner 實益擁有人	–	2,000,000	2,000,000	0.10%
Ms. Zhao Guixin 趙桂馨女士	Beneficial owner 實益擁有人	200,000	600,000	800,000	0.04%

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

Name of director 董事姓名	Capacity 身份	Number of shares/underlying shares held 所持股份／ 相關股份數目		Total 總數	Approximate % of the number of issued shares 佔已發行股份 數目概約百分比
		Shares 普通股	Options 購股權 (Note 1) (附註1)		
Mr. Cornelis Jacobus Keyser Cornelis Jacobus Keyser先生	Beneficial owner 實益擁有人	–	600,000	600,000	0.03%
Mr. Lin Wenhui 林文輝先生	Beneficial owner 實益擁有人	200,000	600,000	800,000	0.04%

Notes:

附註：

- |  |   |
|--|---|
| <p>1. Those options were granted on 19 August 2015 and 29 December 2016 respectively under the Company's share option scheme.</p>  | <p>1. 該等購股權分別於二零一五年八月十九日及二零一六年十二月二十九日根據本公司的購股權計劃授出。</p>   |
| <p>2. Mr. Li Zhi Da, a non-executive Director of the Company, is interested in 300,000,000 shares through his holdings in person in KVB Kunlun Holdings Limited ("KVB Holdings"). As Mr. Li Zhi Da is entitled to control over one-third of the voting power at general meetings of KVB Holdings, he is deemed under the SFO to be interested in the entire 300,000,000 shares held by KVB Holdings.</p> | <p>2. 本公司非執行董事李志達先生透過其個人於KVB Kunlun Holdings Limited (「KVB Holdings」) 的股權於300,000,000股股份中擁有權益。由於李志達先生有權控制KVB Holdings股東大會上超過三分之一的投票權，根據證券及期貨條例，彼被視為於KVB Holdings全數持有的300,000,000股股份中擁有權益。</p> |

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

#### INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2017, so far as was known to the Directors or chief executive of the Company, the following persons (other than the directors or chief executive of the Company) had, or were deemed or taken to have, an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register to be kept by the Company under section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange:

#### 主要股東於股份、相關股份及債券之權益及淡倉

據本公司董事或主要行政人員所知，於二零一七年九月三十日，以下人士（本公司之董事或主要行政人員除外）於本公司的股份及相關股份中擁有或被視為或當作擁有須根據證券及期貨條例第XV部第2及3分部之條文向本公司披露或記錄於本公司根據證券及期貨條例第336條所備存的登記冊或以其他方式知會本公司及聯交所的權益或淡倉：

Name of substantial shareholder	Capacity	Number of shares/ underlying shares held 所持股份／相關股份數目		Derivative interests	Total	Approximate % of the number of issued shares 佔已發行 股份數目 概約百分比
		Shares				
主要股東名稱	身份	股份		衍生權益	總數	
CITIC Securities Company Limited ("CITIC Securities") 中信証券股份有限公司（「中信証券」）	Interests in controlled corporation (Note 1) 於受控制法團之權益（附註1）	1,200,310,001		–	1,200,310,001	59.03%
	Other (Note 2) 其他（附註2）	–		300,000,000	300,000,000	14.75%
CITIC Securities Overseas Investment Company Limited 中信証券海外投資有限公司	Beneficial owner 實益擁有人	1,200,310,001		–	1,200,310,001	59.03%
KVB Holdings (Note 3) KVB Holdings（附註3）	Beneficial owner 實益擁有人	300,000,000		–	300,000,000	14.75%
Mr. Li Zhi Da (Note 3) 李志達先生（附註3）	Interests in controlled corporation 於受控制法團之權益	300,000,000		–	300,000,000	14.75%
Calypso (International) Investment Co., Limited (Note 4) Calypso (International) Investment Co., Limited（附註4）	Beneficial owner 實益擁有人	106,525,000		–	106,525,000	5.24%

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

Name of substantial shareholder	Capacity	Number of shares/ underlying shares held 所持股份／相關股份數目		Derivative interests	Total	Approximate % of the number of issued shares 佔已發行 股份數目 概約百分比
		Shares				
主要股東名稱	身份	股份		衍生權益	總數	概約百分比
HNA Group (International) Company Limited (Note 4) 海航集團(國際)有限公司(附註4)	Interests in controlled corporation 於受控制法團之權益	106,525,000		–	106,525,000	5.24%
HNA Group Co., Ltd. (Note 4) 海航集團有限公司(附註4)	Interests in controlled corporation 於受控制法團之權益	106,525,000		–	106,525,000	5.24%
Hainan Traffic Administration Holding Co., Ltd. (Note 4) 海南交管控股有限公司(附註4)	Interests in controlled corporation 於受控制法團之權益	106,525,000		–	106,525,000	5.24%
Shengtang Development (Yangpu) Co. Ltd. (Note 4) 盛唐發展(洋浦)有限公司(附註4)	Interests in controlled corporation 於受控制法團之權益	106,525,000		–	106,525,000	5.24%
Hainan Province Cihang Foundation (Note 4) 海南省慈航公益基金會(附註4)	Interests in controlled corporation 於受控制法團之權益	106,525,000		–	106,525,000	5.24%

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

#### Notes:

1. As CITIC Securities is entitled to control over one-third of the voting power at general meetings of CITIC Securities Overseas Investment Company Limited, CITIC Securities is deemed under the SFO to be interested in the entire 1,200,310,001 shares held by CITIC Securities Overseas Investment Company Limited.
2. On 29 January 2015, CITIC Securities and KVB Holdings entered into a share purchase agreement, pursuant to which KVB Holdings conferred to CITIC Securities a right of first refusal on 300,000,000 shares of the Company. CITIC Securities is thus deemed to be interested in those 300,000,000 shares of the Company under the SFO.
3. As Mr. Li Zhi Da, a non-executive Director of the Company, is entitled to control over one-third of the voting power at general meetings of KVB Holdings, he is deemed under the SFO to be interested in the entire 300,000,000 shares held by KVB Holdings.
4. As confirmed by Calypso International Investment Co., Limited in the latest confirmation of shareholding, Calypso International Investment Co., Limited was a wholly owned subsidiary of HNA Group (International) Company Limited (海航集團(國際)有限公司) (formerly known as HNA Group International Headquarter (Hong Kong) Co., Limited (海航集團國際總部(香港)有限公司)), which was in turn owned as to 91.09% by HNA Group Co., Ltd. (海航集團有限公司). HNA Group Co., Ltd. was held as to 30% by Yangpu Jianyun Investment Co., Ltd. (洋浦建運投資有限公司) and 70% by Hainan Traffic Administration Holding Co., Ltd. (海南交管控股有限公司). Hainan Traffic Administration Holding Co., Ltd. was in turn held as to 50% by Shengtang Development (Yangpu) Co., Ltd. (盛唐發展(洋浦)有限公司). Shengtang Development (Yangpu) Co., Ltd. was held as to 65% by Hainan Province Cihang Foundation (海南省慈航公益基金會).

#### 附註：

1. 由於中信證券有權於中信證券海外投資有限公司之股東大會上控制超過三分之一的投票權，根據證券及期貨條例，中信證券被視為於中信證券海外投資有限公司持有的全部1,200,310,001股股份中擁有權益。
2. 於二零一五年一月二十九日，中信證券與KVB Holdings訂立股份購買協議，據此，KVB Holdings賦予中信證券有關300,000,000股本公司股份的優先購買權。因此，根據證券及期貨條例，中信證券被視為於該等300,000,000股本公司股份中擁有權益。
3. 由於本公司非執行董事李志達先生有權控制KVB Holdings股東大會上超過三分之一的投票權，根據證券及期貨條例，彼被視為於KVB Holdings全數持有的300,000,000股股份中擁有權益。
4. 經Calypso International Investment Co., Limited於最近一次的股權確認函確認，Calypso International Investment Co., Limited為海航集團(國際)有限公司(前稱海航集團國際總部(香港)有限公司)之全資附屬公司，而海航集團(國際)有限公司由海航集團有限公司擁有91.09%權益。海航集團有限公司由洋浦建運投資有限公司及海南交管控股有限公司分別持有30%及70%權益，而海南交管控股有限公司由盛唐發展(洋浦)有限公司持有50%權益。盛唐發展(洋浦)有限公司由海南省慈航公益基金會持有65%權益。



## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

Save as disclosed above, as at 30 September 2017, the Directors are not aware of any other person who has an interest or short position in the shares or underlying shares (including interest in options, if any) of the Company as recorded in the register required to be kept under section 336 of the SFO.

#### QUARTERLY DIVIDEND

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

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

During the nine months ended 30 September 2017, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

#### INTERESTS OF THE COMPLIANCE ADVISER AND ITS DIRECTORS, EMPLOYEES AND CLOSE ASSOCIATES

As confirmed by Lego Corporate Finance Limited, the compliance adviser of the Company, none of Lego Corporate Finance Limited or its directors, employees and close associates (as defined under the GEM Listing Rules) is materially interested in any contract or arrangement during the nine months ended 30 September 2017, which is significant in relation to the business of the Group.

除上文所披露者外，於二零一七年九月三十日，董事並不知悉任何其他人士於本公司股份或相關股份擁有須記錄於根據證券及期貨條例第336條所備存之登記冊之權益或淡倉（包括於購股權之權益（如有））。

#### 季度股息

董事會不宣派截至二零一七年九月三十日止九個月的任何股息（截至二零一六年九月三十日止九個月：無）。

#### 購買、出售或贖回本公司之上市證券

於截至二零一七年九月三十日止九個月期間，本公司及其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

#### 合規顧問及其董事、僱員及緊密聯繫人士之權益

經本公司的合規顧問力高企業融資有限公司確認，於截至二零一七年九月三十日止九個月期間，力高企業融資有限公司或其董事、僱員及緊密聯繫人士（定義見創業板上市規則）概無在對本集團業務而言屬重大的任何合約或安排中擁有重大權益。

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

#### DIRECTORS' AND CONTROLLING SHAREHOLDER'S COMPETING INTERESTS

As at 30 September 2017, none of the Directors or the controlling shareholder of the Company or their respective close associates (as defined under the GEM Listing Rules) had any business or interest in a business which competes or may compete with the business of the Group.

#### REVIEW OF FINANCIAL STATEMENTS

The Company established an audit committee (the "Audit Committee") on 18 December 2012 with written terms of reference in compliance with the requirements as set out in Rule 5.28 of the GEM Listing Rules. The Audit Committee comprises three independent non-executive Directors, namely Mr. Lin Wenhui, Ms. Zhao Guixin and Mr. Cornelis Jacobus Keyser. Mr. Lin Wenhui is the chairman of the Audit Committee. The primary duties of the Audit Committee are to review and supervise the financial reporting process, risk management and internal control systems of the Company, nominate and monitor external auditors and provide advice and comments to the Directors. The Audit Committee has reviewed the unaudited condensed consolidated results of the Group for the nine months ended 30 September 2017 and has provided advice and comments thereon.

#### SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealing as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding securities transactions in securities of the Company by the Directors. Having made specific enquiry with the Directors, all the Directors confirmed that they had complied with the required standard of dealings and the code of conduct regarding securities transactions during the nine months ended 30 September 2017.

By order of the Board

**KVB Kunlun Financial Group Limited**

**Liu Stefan**

*Executive Director*

Hong Kong, 8 November 2017

#### 董事及控股股東的競爭權益

截至二零一七年九月三十日，概無董事或本公司之控股股東或彼等各自的緊密聯繫人士（定義見創業板上市規則）於任何與本集團業務構成或可能構成競爭的業務中擁有任何業務或權益。

#### 審閱財務報表

本公司於二零一二年十二月十八日成立審核委員會（「審核委員會」），其書面職權範圍符合創業板上市規則第5.28條所載規定。審核委員會由三名獨立非執行董事組成，包括林文輝先生、趙桂馨女士及Cornelis Jacobus Keyser先生。林文輝先生為審核委員會主席。審核委員會之主要職責為審閱及監察本公司的財務申報程序、風險管理及內部監控制度、提名及監察外聘核數師以及向董事提供建議及意見。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並就此提供建議及意見。

#### 董事進行的證券交易

本公司已採納載列於創業板上市規則第5.48至5.67條規定的交易準則作為董事進行本公司證券交易的行為守則。經向董事作出具體查詢後，所有董事確認，彼等於截至二零一七年九月三十日止九個月期間已遵守進行證券交易所規定之交易準則及行為守則。

承董事會命

**昆侖國際金融集團有限公司**

**執行董事**

**劉欣諾**

香港，二零一七年十一月八日



KVB Kunlun



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## 昆侖國際金融集團有限公司

**KVB Kunlun Financial Group Limited**

(於開曼群島註冊成立的有限公司)

(Incorporated in the Cayman Islands with limited liability)

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