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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

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8081)**

**2018 INTERIM RESULTS ANNOUNCEMENT**

The board (“**Board**”) of directors (“**Directors**”) of Interactive Entertainment China Cultural Technology Investments Limited (“**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce the unaudited results of the Group for the six months ended 30 June 2018. This announcement, containing the full text of the 2018 interim report of the Company, complies with the relevant requirements of the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited in relation to information to accompany preliminary announcement of interim results.

On behalf of the Board

**Interactive Entertainment China Cultural Technology Investments Limited**

**Zhang Xiongfeng**

*Chairman*

Hong Kong, 10 August 2018

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

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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 announcement 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 announcement misleading.*

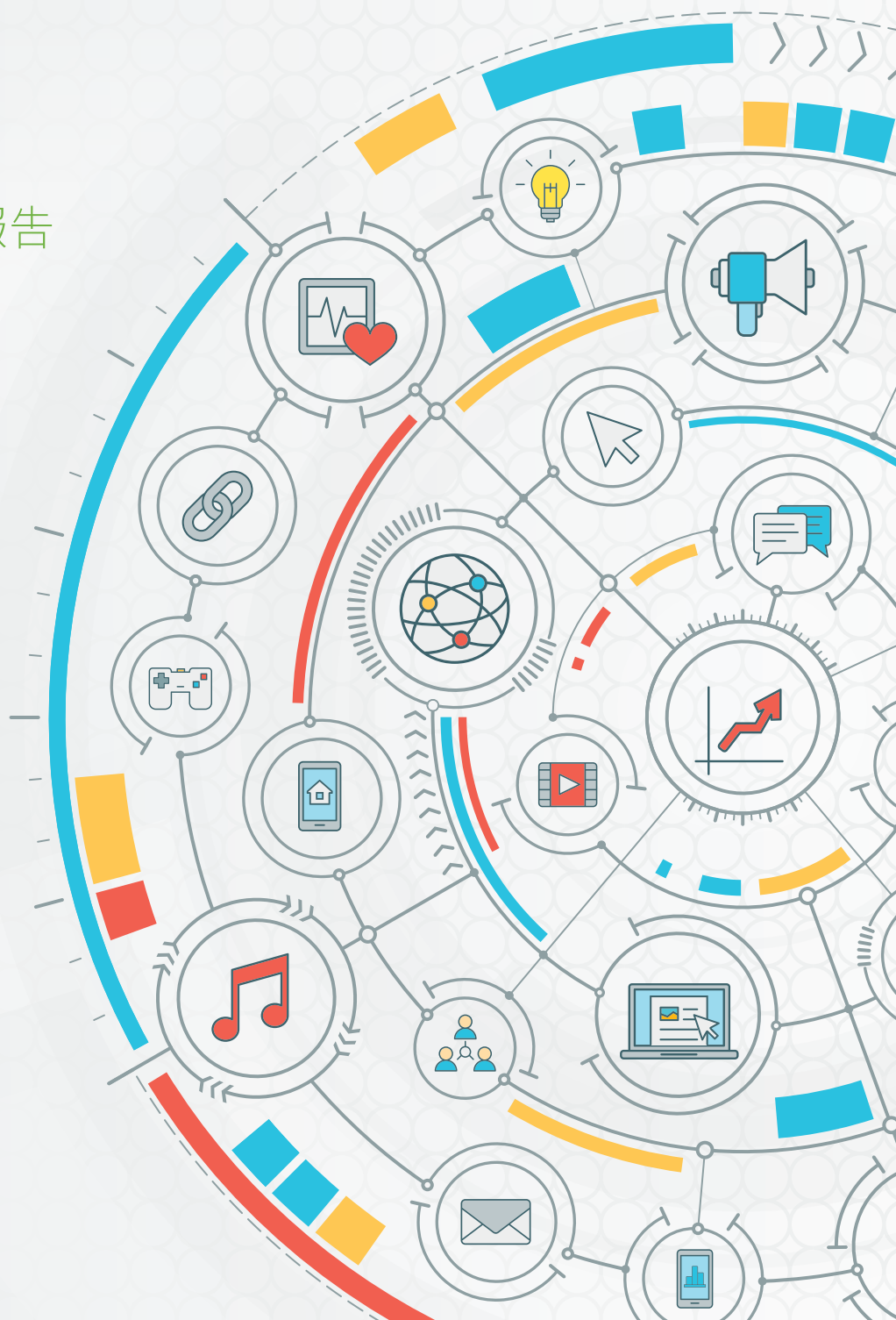
*This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for a minimum period of seven days from the date of its publication and on the website of the Company at <http://www.iechina.com.hk>.*



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)

2018 中期報告  
Interim Report



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

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, 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 GEM (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.*

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## 香港聯合交易所有限公司(「聯交所」) GEM之特色

GEM之定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險之中小型公司提供一個上市之市場。有意投資者應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。

由於GEM上市公司普遍為中小型公司，在GEM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GEM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《GEM證券上市規則》(「**GEM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GEM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>。

## INTERIM RESULTS

The board of Directors (the “**Board**”) of the Company announces the unaudited condensed consolidated interim results (the “**Interim Results**”) of the Company and its subsidiaries (together the “**Group**”) for the six months and three months ended 30 June 2018, together with the unaudited comparative figures for the corresponding periods in 2017 as follows:

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

For the six months and three months ended 30 June 2018

## 中期業績

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**」）截至二零一八年六月三十日止六個月及三個月之未經審核簡明綜合中期業績（「**中期業績**」），連同二零一七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

截至二零一八年六月三十日止六個月及三個月

|                                                     |                | Six months ended 30 June<br>截至六月三十日止六個月 |                                  | Three months ended 30 June<br>截至六月三十日止三個月 |                                  |
|-----------------------------------------------------|----------------|-----------------------------------------|----------------------------------|-------------------------------------------|----------------------------------|
|                                                     |                | 2018<br>二零一八年<br>HK\$'000<br>千港元        | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元          | 2017<br>二零一七年<br>HK\$'000<br>千港元 |
|                                                     | Notes<br>附註    |                                         |                                  |                                           |                                  |
| <b>Continuing operations</b>                        | <b>持續經營業務</b>  |                                         |                                  |                                           |                                  |
| Revenue                                             | 收入             | 222,327                                 | 190,226                          | 111,128                                   | 99,359                           |
| Cost of inventories sold/services                   | 已售存貨／服務之成本     | (147,920)                               | (120,821)                        | (74,461)                                  | (65,362)                         |
| Other gains and losses                              | 其他收益及虧損        | 20,431                                  | (206,914)                        | 18,909                                    | (173,570)                        |
| Other revenue and income                            | 其他收入及收益        | 3,257                                   | 2,258                            | 2,328                                     | 1,214                            |
| Employee benefits expenses                          | 僱員福利開支         | (53,225)                                | (41,431)                         | (26,876)                                  | (21,349)                         |
| Depreciation and amortisation                       | 折舊及攤銷          | (5,849)                                 | (4,691)                          | (3,017)                                   | (2,432)                          |
| Other operating expenses                            | 其他經營開支         | (30,018)                                | (23,934)                         | (17,962)                                  | (13,437)                         |
| Share of results of associates                      | 分佔聯營公司業績       | (4,958)                                 | (1,315)                          | (1,482)                                   | (1,831)                          |
| Finance costs                                       | 融資成本           | (4,964)                                 | (9,259)                          | (2,399)                                   | (4,680)                          |
| (Loss) profit before income tax                     | 所得稅前（虧損）溢利     | (919)                                   | (215,881)                        | 6,168                                     | (182,088)                        |
| Income tax (expense) credit                         | 所得稅（開支）抵免      | (1,109)                                 | (812)                            | (898)                                     | 374                              |
|                                                     |                | (2,028)                                 | (216,693)                        | 5,270                                     | (181,714)                        |
| <b>Discontinued operation</b>                       | <b>已終止經營業務</b> |                                         |                                  |                                           |                                  |
| Profit for the period from a discontinued operation | 期內來自已終止經營業務之溢利 | -                                       | 17,229                           | -                                         | 9,502                            |
| (Loss) profit for the period                        | 期內（虧損）溢利       | (2,028)                                 | (199,464)                        | 5,270                                     | (172,212)                        |

|                                                                                                         |                            | Six months<br>ended 30 June<br>截至六月三十日止六個月 |                                  | Three months<br>ended 30 June<br>截至六月三十日止三個月 |                                  |
|---------------------------------------------------------------------------------------------------------|----------------------------|--------------------------------------------|----------------------------------|----------------------------------------------|----------------------------------|
|                                                                                                         |                            | 2018<br>二零一八年<br>HK\$'000<br>千港元           | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元             | 2017<br>二零一七年<br>HK\$'000<br>千港元 |
|                                                                                                         | Note<br>附註                 |                                            |                                  |                                              |                                  |
| <b>Other comprehensive loss</b>                                                                         | <b>其他全面虧損</b>              |                                            |                                  |                                              |                                  |
| <b>Items that may be reclassified subsequently to profit or loss:</b>                                   | <b>其後可能重新分類至損益的項目：</b>     |                                            |                                  |                                              |                                  |
| Exchange differences arising from the translation of:                                                   | 換算產生之匯兌差額：                 |                                            |                                  |                                              |                                  |
| – Financial statements of overseas subsidiaries                                                         | – 海外附屬公司之財務報表              | (8,990)                                    | 12,089                           | (8,919)                                      | 3,436                            |
| – Financial statements of overseas associates                                                           | – 海外聯營公司之財務報表              | (266)                                      | 630                              | (997)                                        | 443                              |
| Fair value loss on available-for-sale investments                                                       | 可供出售投資之公平值虧損               | –                                          | (72,894)                         | –                                            | (58,707)                         |
|                                                                                                         |                            | (9,256)                                    | (60,175)                         | (9,916)                                      | (54,828)                         |
| <b>Item that will not be reclassified to profit or loss:</b>                                            | <b>將不會重新分類至損益的項目：</b>      |                                            |                                  |                                              |                                  |
| Losses on investments in equity instruments designated at fair value through other comprehensive income | 指定為按公平值透過其他全面收益列賬之股本工具投資虧損 | (31,318)                                   | –                                | (42,282)                                     | –                                |
| Other comprehensive loss for the period                                                                 | 期內其他全面虧損                   | (40,574)                                   | (60,175)                         | (52,198)                                     | (54,828)                         |
| Total comprehensive loss for the period                                                                 | 期內全面虧損總額                   | (42,602)                                   | (259,639)                        | (46,928)                                     | (227,040)                        |
| <b>(Loss) profit for the period attributable to:</b>                                                    | <b>下列人士應佔期內（虧損）溢利：</b>     |                                            |                                  |                                              |                                  |
| Shareholders of the Company                                                                             | 本公司股東                      | (727)                                      | (207,774)                        | 5,267                                        | (176,645)                        |
| Non-controlling interests                                                                               | 非控股權益                      | (1,301)                                    | 8,310                            | 3                                            | 4,433                            |
|                                                                                                         |                            | (2,028)                                    | (199,464)                        | 5,270                                        | (172,212)                        |
| <b>Total comprehensive loss for the period attributable to:</b>                                         | <b>下列人士應佔期內全面虧損總額：</b>     |                                            |                                  |                                              |                                  |
| Shareholders of the Company                                                                             | 本公司股東                      | (41,472)                                   | (267,970)                        | (47,055)                                     | (231,484)                        |
| Non-controlling interests                                                                               | 非控股權益                      | (1,130)                                    | 8,331                            | 127                                          | 4,444                            |
|                                                                                                         |                            | (42,602)                                   | (259,639)                        | (46,928)                                     | (227,040)                        |
| <b>(Loss) earnings per share</b>                                                                        | <b>每股（虧損）盈利</b>            |                                            |                                  |                                              |                                  |
| 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）                   | (0.01)                                     | (3.89)                           | 0.10                                         | (3.31)                           |
| – Diluted (HK cents)                                                                                    | – 攤薄（港仙）                   | (0.01)                                     | (3.89)                           | 0.10                                         | (3.31)                           |
| From continuing operations                                                                              | 來自持續經營業務                   |                                            |                                  |                                              |                                  |
| – Basic (HK cents)                                                                                      | – 基本（港仙）                   | (0.01)                                     | (4.06)                           | 0.10                                         | (3.40)                           |
| – Diluted (HK cents)                                                                                    | – 攤薄（港仙）                   | (0.01)                                     | (4.06)                           | 0.10                                         | (3.40)                           |

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2018

# 簡明綜合財務狀況表

於二零一八年六月三十日

|                                                                         |                         | Notes<br>附註 | At 30 June<br>2018<br>於二零一八年<br>六月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At 31 December<br>2017<br>於二零一七年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|-------------------------------------------------------------------------|-------------------------|-------------|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|
| <b>NON-CURRENT ASSETS</b>                                               | <b>非流動資產</b>            |             |                                                                                   |                                                                                      |
| Property, plant and equipment                                           | 物業、廠房及設備                | 10          | 219,194                                                                           | 230,321                                                                              |
| Goodwill                                                                | 商譽                      |             | 19,886                                                                            | 19,886                                                                               |
| Other intangible assets                                                 | 其他無形資產                  |             | 7,288                                                                             | 7,869                                                                                |
| Investments in associates                                               | 於聯營公司之投資                |             | 85,993                                                                            | 91,217                                                                               |
| Available-for-sale investments                                          | 可供出售投資                  | 11          | –                                                                                 | 180,333                                                                              |
| Financial assets at fair value<br>through other comprehensive<br>income | 按公平值透過其他全面收益<br>列賬之金融資產 | 11          | 147,959                                                                           | –                                                                                    |
| Deferred tax assets                                                     | 遞延稅項資產                  |             | 5,005                                                                             | 5,255                                                                                |
|                                                                         |                         |             | <b>485,325</b>                                                                    | <b>534,881</b>                                                                       |
| <b>CURRENT ASSETS</b>                                                   | <b>流動資產</b>             |             |                                                                                   |                                                                                      |
| Inventories                                                             | 存貨                      |             | 11,583                                                                            | 11,374                                                                               |
| Amounts due from contract<br>customers                                  | 應收合約客戶款項                |             | 33,974                                                                            | 30,381                                                                               |
| Debtors, deposits and prepayments                                       | 應收賬款、按金及預付款項            | 12          | 167,307                                                                           | 142,758                                                                              |
| Financial assets at fair value<br>through profit or loss                | 按公平值透過損益列賬之<br>金融資產     | 11          | 52,777                                                                            | 49,424                                                                               |
| Income tax recoverable                                                  | 可收回所得稅                  |             | 2,587                                                                             | 2,576                                                                                |
| Cash and bank balances                                                  | 現金及銀行結餘                 |             | 197,629                                                                           | 168,141                                                                              |
|                                                                         |                         |             | <b>465,857</b>                                                                    | <b>404,654</b>                                                                       |
| Assets of a disposal group<br>classified as held for sale               | 分類為持作出售之<br>出售集團之資產     |             | –                                                                                 | 88,237                                                                               |
|                                                                         |                         |             | <b>465,857</b>                                                                    | <b>492,891</b>                                                                       |
| <b>DEDUCT:</b>                                                          | <b>扣除：</b>              |             |                                                                                   |                                                                                      |
| <b>CURRENT LIABILITIES</b>                                              | <b>流動負債</b>             |             |                                                                                   |                                                                                      |
| Creditors, accruals, other payables<br>and provision                    | 應付賬款、應計費用、<br>其他應付款項及撥備 | 13          | 112,859                                                                           | 107,635                                                                              |
| Borrowings                                                              | 借貸                      | 14          | 75,891                                                                            | 36,946                                                                               |
| Income tax payable                                                      | 應付所得稅                   |             | 63,460                                                                            | 66,843                                                                               |
|                                                                         |                         |             | <b>252,210</b>                                                                    | <b>211,424</b>                                                                       |
| Liabilities of a disposal group<br>classified as held for sale          | 分類為持作出售之<br>出售集團之負債     |             | –                                                                                 | 948                                                                                  |
|                                                                         |                         |             | <b>252,210</b>                                                                    | <b>212,372</b>                                                                       |
| <b>NET CURRENT ASSETS</b>                                               | <b>流動資產淨值</b>           |             | <b>213,647</b>                                                                    | <b>280,519</b>                                                                       |
| <b>TOTAL ASSETS LESS CURRENT<br/>LIABILITIES</b>                        | <b>資產總值減流動負債</b>        |             | <b>698,972</b>                                                                    | <b>815,400</b>                                                                       |

|                                                          |           | Notes<br>附註 | At 30 June<br>2018<br>於二零一八年<br>六月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At 31 December<br>2017<br>於二零一七年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|----------------------------------------------------------|-----------|-------------|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|
| NON-CURRENT LIABILITIES                                  | 非流動負債     |             |                                                                                   |                                                                                      |
| Borrowings                                               | 借貸        | 14          | 86,584                                                                            | 159,988                                                                              |
| Deferred tax liabilities                                 | 遞延稅項負債    |             | 2,980                                                                             | 3,402                                                                                |
|                                                          |           |             | 89,564                                                                            | 163,390                                                                              |
|                                                          |           |             |                                                                                   |                                                                                      |
| NET ASSETS                                               | 資產淨值      |             | 609,408                                                                           | 652,010                                                                              |
| CAPITAL AND RESERVES                                     | 資本及儲備     |             |                                                                                   |                                                                                      |
| Share capital                                            | 股本        | 15          | 53,362                                                                            | 53,362                                                                               |
| Reserves                                                 | 儲備        |             | 555,700                                                                           | 597,172                                                                              |
| EQUITY ATTRIBUTABLE TO<br>SHAREHOLDERS OF<br>THE COMPANY | 本公司股東應佔權益 |             | 609,062                                                                           | 650,534                                                                              |
| NON-CONTROLLING INTERESTS                                | 非控股權益     |             | 346                                                                               | 1,476                                                                                |
| TOTAL EQUITY                                             | 權益總值      |             | 609,408                                                                           | 652,010                                                                              |

UNAUDITED CONDENSED CONSOLIDATED  
STATEMENT OF CHANGES IN EQUITY  
For the six months ended 30 June 2018

未經審核簡明綜合權益變動表

截至二零一八年六月三十日止六個月

|                                         |                       | Attributable to shareholders of the Company<br>本公司股東應佔 |                                          |                                                |                                                   |                                                |                                          |                                                             |                                               |                                |  | Non-controlling interests                             | Total equity                           |
|-----------------------------------------|-----------------------|--------------------------------------------------------|------------------------------------------|------------------------------------------------|---------------------------------------------------|------------------------------------------------|------------------------------------------|-------------------------------------------------------------|-----------------------------------------------|--------------------------------|--|-------------------------------------------------------|----------------------------------------|
|                                         |                       | Share capital<br>股本<br>HK\$'000<br>千港元                 | Share premium<br>股份溢價<br>HK\$'000<br>千港元 | Contributed surplus<br>實繳盈餘<br>HK\$'000<br>千港元 | Share options reserve<br>購股權儲備<br>HK\$'000<br>千港元 | Translation reserve<br>匯兌儲備<br>HK\$'000<br>千港元 | Other reserve<br>其他儲備<br>HK\$'000<br>千港元 | Investment revaluation reserve<br>投資重估儲備<br>HK\$'000<br>千港元 | Accumulated losses<br>累計虧損<br>HK\$'000<br>千港元 | Total<br>總計<br>HK\$'000<br>千港元 |  | Non-controlling interests<br>非控股權益<br>HK\$'000<br>千港元 | Total equity<br>總權益<br>HK\$'000<br>千港元 |
| At 1 January 2017 (audited)             | 於二零一七年一月一日<br>(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                  | -                                                      | -                                        | -                                              | -                                                 | -                                              | -                                        | -                                                           | (207,774)                                     | (207,774)                      |  | 8,310                                                 | (199,464)                              |
| Other comprehensive loss for the period | 期內其他全面虧損              | -                                                      | -                                        | -                                              | -                                                 | 12,698                                         | -                                        | (72,894)                                                    | -                                             | (60,196)                       |  | 21                                                    | (60,175)                               |
| Total comprehensive loss for the period | 期內全面虧損總額              | -                                                      | -                                        | -                                              | -                                                 | 12,698                                         | -                                        | (72,894)                                                    | (207,774)                                     | (267,970)                      |  | 8,331                                                 | (259,639)                              |
| 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 interests  | 派付予非控股權益之股息           | -                                                      | -                                        | -                                              | -                                                 | -                                              | -                                        | -                                                           | -                                             | -                              |  | (11,400)                                              | (11,400)                               |
| At 30 June 2017 (unaudited)             | 於二零一七年六月三十日<br>(未經審核) | 53,362                                                 | 510,233                                  | 693,308                                        | 25,462                                            | (2,108)                                        | (2,419)                                  | (80,196)                                                    | (470,287)                                     | 727,355                        |  | 465                                                   | 727,820                                |
| At 1 January 2018 (audited)             | 於二零一八年一月一日<br>(經審核)   | 53,362                                                 | 510,233                                  | 693,308                                        | 25,462                                            | 3,939                                          | (2,419)                                  | (110,173)                                                   | (523,178)                                     | 650,534                        |  | 1,476                                                 | 652,010                                |
| Effect on adoption of HKFRS 9           | 採用香港財務報告準則第9號<br>之影響  | -                                                      | -                                        | -                                              | -                                                 | -                                              | -                                        | (81,891)                                                    | 81,891                                        | -                              |  | -                                                     | -                                      |
| At 1 January 2018 (restated)            | 於二零一八年一月一日<br>(經重列)   | 53,362                                                 | 510,233                                  | 693,308                                        | 25,462                                            | 3,939                                          | (2,419)                                  | (192,064)                                                   | (441,287)                                     | 650,534                        |  | 1,476                                                 | 652,010                                |
| Loss for the period                     | 期內虧損                  | -                                                      | -                                        | -                                              | -                                                 | -                                              | -                                        | -                                                           | (727)                                         | (727)                          |  | (1,301)                                               | (2,028)                                |
| Other comprehensive loss for the period | 期內其他全面虧損              | -                                                      | -                                        | -                                              | -                                                 | (9,427)                                        | -                                        | (31,318)                                                    | -                                             | (40,745)                       |  | 171                                                   | (40,574)                               |
| Total comprehensive loss for the period | 期內全面虧損總額              | -                                                      | -                                        | -                                              | -                                                 | (9,427)                                        | -                                        | (31,318)                                                    | (727)                                         | (41,472)                       |  | (1,130)                                               | (42,602)                               |
| At 30 June 2018 (unaudited)             | 於二零一八年六月三十日<br>(未經審核) | 53,362                                                 | 510,233                                  | 693,308                                        | 25,462                                            | (5,488)                                        | (2,419)                                  | (223,382)                                                   | (442,014)                                     | 609,062                        |  | 346                                                   | 609,408                                |

UNAUDITED CONDENSED CONSOLIDATED  
STATEMENT OF CASH FLOWS  
For the six months ended 30 June 2018

未經審核簡明綜合現金流量表

截至二零一八年六月三十日止六個月

|                                                                                            |                              | Six months ended 30 June<br>截至六月三十日止六個月 |                                  |
|--------------------------------------------------------------------------------------------|------------------------------|-----------------------------------------|----------------------------------|
|                                                                                            |                              | 2018<br>二零一八年<br>HK\$'000<br>千港元        | 2017<br>二零一七年<br>HK\$'000<br>千港元 |
| NET CASH (USED IN) FROM<br>OPERATING ACTIVITIES                                            | 經營活動（所耗）所得現金淨額               | (39,062)                                | 26,556                           |
| NET CASH FROM (USED IN)<br>INVESTING ACTIVITIES                                            | 投資活動所得（所耗）現金淨額               | 102,396                                 | (83,880)                         |
| NET CASH USED IN<br>FINANCING ACTIVITIES                                                   | 融資活動所耗現金淨額                   | (34,643)                                | (5,223)                          |
| NET INCREASE (DECREASE)<br>IN CASH AND<br>CASH EQUIVALENTS                                 | 現金及等同現金項目增加（減少）<br>淨額        | 28,691                                  | (62,547)                         |
| CASH AND CASH EQUIVALENTS<br>AT BEGINNING OF PERIOD                                        | 於期初之現金及等同現金項目                | 168,876                                 | 88,311                           |
| EFFECT OF FOREIGN EXCHANGE<br>RATE CHANGES                                                 | 匯率變動之影響                      | 62                                      | 614                              |
| CASH AND CASH EQUIVALENTS<br>AT END OF PERIOD,<br>represented by cash and bank<br>balances | 於期末之現金及等同現金項目，<br>以現金及銀行結餘表示 | 197,629                                 | 26,378                           |

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED STATEMENTS:

### 1. BASIS OF PREPARATION

The Interim 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 (“HKFRSs”) and the disclosure requirements of the GEM Listing Rules.

The Interim Results have been prepared under the historical cost basis, except for certain financial instruments which are measured at fair values. The principal accounting policies used in the preparation of the Interim Results are consistent with those applied in the preparation of the Company’s audited annual financial statements for the year ended 31 December 2017 with addition for the new and revised HKFRSs which are effective for the Group’s financial year beginning on 1 January 2018. The adoption of these new and revised HKFRSs has no material effect on the Interim Results, except for the effects as described in annual financial statements for the year ended 31 December 2017.

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

### 2. SEGMENT INFORMATION

The Group determines its operating segments based on the internal reports that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segments and to assess their performance, as follows:

- (i) Mobile internet cultural business and provision of IT services;
- (ii) Provision of hospitality and related services in Australia;
- (iii) Money lending business; and
- (iv) Assets investments business.

## 未經審核簡明綜合報表附註：

### 1. 編製基準

中期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GEM上市規則之披露規定而編製。

中期業績乃按歷史成本法編製，惟若干按公平值計量之金融工具除外。編製中期業績時所採用主要會計政策與編製本公司於截至二零一七年十二月三十一日止年度之全年經審核財務報表所應用者一致，並加入自二零一八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中期業績並無重大影響，惟截至二零一七年十二月三十一日止年度之全年財務報表所述之影響除外。

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. 分部資料

本集團根據主要營運決策人定期審閱以向分部分配資源及評估其表現之內部報告釐定其經營分部，詳情如下：

- (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) 借貸業務；及
- (iv) 資產投資業務。

Segment revenue and results for the six months ended 30 June 2018 and 2017 are reported below:

截至二零一八年及二零一七年六月三十日止六個月之分部收入及業績呈報如下：

**For the six months ended 30 June 2018 (unaudited)**

截至二零一八年六月三十日止六個月（未經審核）

**Continuing operations**

**持續經營業務**

|                                                              |                     | Mobile internet<br>cultural business<br>and provision of IT<br>services<br>移動互聯網<br>文化業務及<br>提供資訊<br>科技服務<br>HK\$'000<br>千港元 | Provision of<br>hospitality and<br>related services in<br>Australia<br>於澳洲提供<br>酒店及<br>相關服務<br>HK\$'000<br>千港元 | Money<br>lending<br>business<br>借貸業務<br>HK\$'000<br>千港元 | Assets<br>investments<br>business<br>資產投資業務<br>HK\$'000<br>千港元 | Total for<br>continuing<br>operations<br>持續經營<br>業務總計<br>HK\$'000<br>千港元 |
|--------------------------------------------------------------|---------------------|------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------------------------|
| <b>REVENUE</b>                                               | <b>收入</b>           |                                                                                                                              |                                                                                                                |                                                         |                                                                |                                                                          |
| External customers                                           | 外間客戶                | 164,195                                                                                                                      | 56,150                                                                                                         | 151                                                     | 1,831                                                          | 222,327                                                                  |
| <b>RESULTS</b>                                               | <b>業績</b>           |                                                                                                                              |                                                                                                                |                                                         |                                                                |                                                                          |
| Segment (loss) profit                                        | 分部（虧損）溢利            | (11,127)                                                                                                                     | 1,427                                                                                                          | (323)                                                   | 18,827                                                         | 8,804                                                                    |
| Unallocated head office and<br>corporate income and expenses | 未分配總辦事處及<br>公司收入及開支 |                                                                                                                              |                                                                                                                |                                                         |                                                                | (5,538)                                                                  |
| Interest income                                              | 利息收入                |                                                                                                                              |                                                                                                                |                                                         |                                                                | 779                                                                      |
| Finance costs                                                | 融資成本                |                                                                                                                              |                                                                                                                |                                                         |                                                                | (4,964)                                                                  |
| Loss before income tax                                       | 所得稅前虧損              |                                                                                                                              |                                                                                                                |                                                         |                                                                | (919)                                                                    |

Amounts included in the measure of segment results:

計入分部業績計量之款項：

|                                                                             |                           | Mobile<br>internet<br>cultural<br>business and<br>provision of IT<br>services<br>移動互聯網<br>文化業務及<br>提供資訊<br>科技服務<br>HK\$'000<br>千港元 | Provision of<br>hospitality<br>and related<br>services in<br>Australia<br>於澳洲提供<br>酒店及<br>相關服務<br>HK\$'000<br>千港元 | Money<br>lending<br>business<br>借貸業務<br>HK\$'000<br>千港元 | Assets<br>investments<br>business<br>資產投資業務<br>HK\$'000<br>千港元 | Unallocated<br>未分配<br>HK\$'000<br>千港元 | Total for<br>continuing<br>operations<br>持續經營<br>業務總計<br>HK\$'000<br>千港元 |
|-----------------------------------------------------------------------------|---------------------------|------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------------|---------------------------------------|--------------------------------------------------------------------------|
| Depreciation and amortisation                                               | 折舊及攤銷                     | (1,527)                                                                                                                            | (3,959)                                                                                                           | (44)                                                    | -                                                              | (319)                                 | (5,849)                                                                  |
| Share of results of associates                                              | 分佔聯營公司業績                  | (2,136)                                                                                                                            | -                                                                                                                 | -                                                       | (2,822)                                                        | -                                     | (4,958)                                                                  |
| Fair value gain on financial assets<br>at fair value through profit or loss | 按公平值透過損益列賬之<br>金融資產之公平值收益 | -                                                                                                                                  | -                                                                                                                 | -                                                       | 3,353                                                          | -                                     | 3,353                                                                    |
| Gain on disposal of subsidiaries                                            | 出售附屬公司之收益                 | -                                                                                                                                  | -                                                                                                                 | -                                                       | 17,795                                                         | -                                     | 17,795                                                                   |

For the six months ended 30 June 2017 (unaudited)

截至二零一七年六月三十日止六個月（未經審核）

Continuing operations

持續經營業務

|                                                              |                     | Mobile internet<br>cultural business<br>and provision of IT<br>services<br>移動互聯網<br>文化業務及<br>提供資訊<br>科技服務<br>HK\$'000<br>千港元 | Provision of<br>hospitality and<br>related services in<br>Australia<br>於澳洲提供<br>酒店及<br>相關服務<br>HK\$'000<br>千港元 | Money<br>lending<br>business<br>借貸業務<br>HK\$'000<br>千港元 | Assets<br>investments<br>business<br>資產投資業務<br>HK\$'000<br>千港元 | Total for<br>continuing<br>operations<br>持續經營<br>業務總計<br>HK\$'000<br>千港元 |
|--------------------------------------------------------------|---------------------|------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------------------------|
| <b>REVENUE</b>                                               | <b>收入</b>           |                                                                                                                              |                                                                                                                |                                                         |                                                                |                                                                          |
| External customers                                           | 外間客戶                | 135,151                                                                                                                      | 53,003                                                                                                         | –                                                       | 2,072                                                          | 190,226                                                                  |
| <b>RESULTS</b>                                               | <b>業績</b>           |                                                                                                                              |                                                                                                                |                                                         |                                                                |                                                                          |
| Segment profit (loss)                                        | 分部溢利（虧損）            | 3,400                                                                                                                        | 2,447                                                                                                          | (646)                                                   | (207,357)                                                      | (202,156)                                                                |
| Unallocated head office and<br>corporate income and expenses | 未分配總辦事處及<br>公司收入及開支 |                                                                                                                              |                                                                                                                |                                                         |                                                                | (4,756)                                                                  |
| Interest income                                              | 利息收入                |                                                                                                                              |                                                                                                                |                                                         |                                                                | 290                                                                      |
| Finance costs                                                | 融資成本                |                                                                                                                              |                                                                                                                |                                                         |                                                                | (9,259)                                                                  |
| Loss before income tax                                       | 所得稅前虧損              |                                                                                                                              |                                                                                                                |                                                         |                                                                | (215,881)                                                                |

Amounts included in the measure of segment results:

計入分部業績計量之款項：

|                                                                             |                           | Mobile internet<br>cultural business<br>and provision of<br>IT services<br>移動互聯網<br>文化業務及<br>提供資訊<br>科技服務<br>HK\$'000<br>千港元 | Provision of<br>hospitality and<br>related services<br>in Australia<br>於澳洲提供<br>酒店及<br>相關服務<br>HK\$'000<br>千港元 | Money<br>lending<br>business<br>借貸業務<br>HK\$'000<br>千港元 | Assets<br>investments<br>business<br>資產投資業務<br>HK\$'000<br>千港元 | Unallocated<br>未分配<br>HK\$'000<br>千港元 | Total for<br>continuing<br>operations<br>持續經營<br>業務總計<br>HK\$'000<br>千港元 |
|-----------------------------------------------------------------------------|---------------------------|------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------------|---------------------------------------|--------------------------------------------------------------------------|
| Depreciation and amortisation                                               | 折舊及攤銷                     | (848)                                                                                                                        | (3,481)                                                                                                        | (44)                                                    | –                                                              | (318)                                 | (4,691)                                                                  |
| Share of results of associates                                              | 分佔聯營公司業績                  | (2,642)                                                                                                                      | –                                                                                                              | –                                                       | 1,327                                                          | –                                     | (1,315)                                                                  |
| Fair value loss on financial assets<br>at fair value through profit or loss | 按公平值透過損益列賬之<br>金融資產之公平值虧損 | –                                                                                                                            | –                                                                                                              | –                                                       | (207,310)                                                      | –                                     | (207,310)                                                                |
| Gain on fair value changes of<br>investment properties                      | 投資物業公平值變動收益               | –                                                                                                                            | –                                                                                                              | –                                                       | 470                                                            | –                                     | 470                                                                      |

### 3. 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:

### 3. 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：

|                                                                            |                      | Six months ended<br>30 June<br>截至六月三十日止六個月 |                                  | Three months ended<br>30 June<br>截至六月三十日止三個月 |                                  |
|----------------------------------------------------------------------------|----------------------|--------------------------------------------|----------------------------------|----------------------------------------------|----------------------------------|
|                                                                            |                      | 2018<br>二零一八年<br>HK\$'000<br>千港元           | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元             | 2017<br>二零一七年<br>HK\$'000<br>千港元 |
| <b>Continuing operations</b>                                               | <b>持續經營業務</b>        |                                            |                                  |                                              |                                  |
| Income from mobile internet cultural business and provision of IT services | 移動互聯網文化業務及提供資訊科技服務收入 | 164,195                                    | 135,151                          | 83,425                                       | 72,826                           |
| Income from provision of hospitality and related services in Australia     | 於澳洲提供酒店及相關服務收入       | 56,150                                     | 53,003                           | 26,390                                       | 25,130                           |
| Loan interests and related income                                          | 貸款利息及相關收入            | 151                                        | –                                | 151                                          | –                                |
| Rental income                                                              | 租金收入                 | 1,211                                      | 1,337                            | 542                                          | 668                              |
| Dividend income                                                            | 股息收入                 | 620                                        | 735                              | 620                                          | 735                              |
|                                                                            |                      | <b>222,327</b>                             | <b>190,226</b>                   | <b>111,128</b>                               | <b>99,359</b>                    |

### 4. OTHER GAINS AND LOSSES

### 4. 其它收益及虧損

|                                                                                 |                           | Six months ended<br>30 June<br>截至六月三十日止六個月 |                                  | Three months ended<br>30 June<br>截至六月三十日止三個月 |                                  |
|---------------------------------------------------------------------------------|---------------------------|--------------------------------------------|----------------------------------|----------------------------------------------|----------------------------------|
|                                                                                 |                           | 2018<br>二零一八年<br>HK\$'000<br>千港元           | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元             | 2017<br>二零一七年<br>HK\$'000<br>千港元 |
| <b>Continuing operations</b>                                                    | <b>持續經營業務</b>             |                                            |                                  |                                              |                                  |
| Gain on disposal of subsidiaries                                                | 出售附屬公司之收益                 | 17,795                                     | –                                | 17,795                                       | –                                |
| Fair value gain (loss) on financial assets at fair value through profit or loss | 按公平值透過損益列賬之金融資產之公平值收益(虧損) | 3,353                                      | (207,310)                        | 1,823                                        | (174,036)                        |
| Loss on disposal/written-off of property, plant and equipment                   | 出售/撇銷物業、廠房及設備之虧損          | (717)                                      | (74)                             | (709)                                        | (4)                              |
| Gain on fair value changes of investment properties                             | 投資物業公平值變動收益               | –                                          | 470                              | –                                            | 470                              |
|                                                                                 |                           | <b>20,431</b>                              | <b>(206,914)</b>                 | <b>18,909</b>                                | <b>(173,570)</b>                 |

## 5. (LOSS) PROFIT BEFORE INCOME TAX

## 5. 所得稅前（虧損）溢利

(Loss) profit before income tax has been arrived at after charging:

所得稅前（虧損）溢利於扣除下列各項後得出：

|                                                           |                 | Six months ended<br>30 June<br>截至六月三十日止六個月 |                                  | Three months ended<br>30 June<br>截至六月三十日止三個月 |                                  |
|-----------------------------------------------------------|-----------------|--------------------------------------------|----------------------------------|----------------------------------------------|----------------------------------|
|                                                           |                 | 2018<br>二零一八年<br>HK\$'000<br>千港元           | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元             | 2017<br>二零一七年<br>HK\$'000<br>千港元 |
| <b>Continuing operations</b>                              | <b>持續經營業務</b>   |                                            |                                  |                                              |                                  |
| Cost of inventories expensed                              | 已列作開支之存貨成本      | 12,380                                     | 10,631                           | 6,301                                        | 5,214                            |
| Staff cost (including directors' emoluments)              | 員工成本（包括董事薪酬）    |                                            |                                  |                                              |                                  |
| –Salaries and benefits*                                   | —薪金及福利*         | 141,835                                    | 114,048                          | 69,341                                       | 58,825                           |
| –Retirement scheme contribution*                          | —退休計劃供款*        | 12,700                                     | 9,179                            | 7,670                                        | 4,665                            |
|                                                           |                 | 154,535                                    | 123,227                          | 77,011                                       | 63,490                           |
| Depreciation of property, plant and equipment             | 物業、廠房及設備折舊      | 5,349                                      | 4,199                            | 2,769                                        | 2,186                            |
| Amortisation of intangible assets                         | 無形資產攤銷          | 500                                        | 492                              | 248                                          | 246                              |
|                                                           |                 | 5,849                                      | 4,691                            | 3,017                                        | 2,432                            |
| Interest on borrowings wholly repayable within five years | 須於五年內悉數償付之借貸利息  | 4,964                                      | 9,259                            | 2,399                                        | 4,680                            |
| Minimum lease payments paid under operating leases        | 根據經營租賃已付之最低租賃款額 | 7,021                                      | 4,521                            | 2,507                                        | 2,274                            |

\* During the six months ended 30 June 2018, technical staff salaries and benefits of approximately HK\$92,456,000 (2017: HK\$74,786,000) and corresponding retirement scheme contributions of approximately HK\$8,854,000 (2017: HK\$7,010,000) were included in cost of services.

\* 於截至二零一八年六月三十日止六個月，技術員工薪金及福利約92,456,000港元（二零一七年：74,786,000港元）及相關退休計劃供款約8,854,000港元（二零一七年：7,010,000港元）已計入服務成本。

## 6. INCOME TAX EXPENSE(CREDIT)

## 6. 所得稅開支(抵免)

|                                                                       |                               | Six months ended<br>30 June<br>截至六月三十日止六個月 |                                  | Three months ended<br>30 June<br>截至六月三十日止三個月 |                                  |
|-----------------------------------------------------------------------|-------------------------------|--------------------------------------------|----------------------------------|----------------------------------------------|----------------------------------|
|                                                                       |                               | 2018<br>二零一八年<br>HK\$'000<br>千港元           | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元             | 2017<br>二零一七年<br>HK\$'000<br>千港元 |
| <b>Continuing operations</b>                                          | <b>持續經營業務</b>                 |                                            |                                  |                                              |                                  |
| Current tax:                                                          | 即期稅項:                         |                                            |                                  |                                              |                                  |
| – Hong Kong Profits Tax                                               | – 香港利得稅                       | –                                          | 289                              | (7)                                          | 224                              |
| – People's Republic of China<br>(the "PRC") Enterprises<br>Income Tax | – 中華人民共和國<br>(「中國」) 企業<br>所得稅 | 993                                        | 1,075                            | 993                                          | 743                              |
| – Australia Company Tax                                               | – 澳洲企業所得稅                     | 519                                        | 897                              | 69                                           | 126                              |
|                                                                       |                               | 1,512                                      | 2,261                            | 1,055                                        | 1,093                            |
| Deferred tax:                                                         | 遞延稅項:                         |                                            |                                  |                                              |                                  |
| – Current period                                                      | – 本期間                         | (403)                                      | (1,449)                          | (157)                                        | (1,467)                          |
|                                                                       |                               | 1,109                                      | 812                              | 898                                          | (374)                            |

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 15% or 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15%或25%及30%的稅率繳稅。

## 7. DISPOSAL OF SUBSIDIARIES

## 7. 出售附屬公司

## During the six months ended 30 June 2018

## 截至二零一八年六月三十日止六個月

On 28 February 2018, the Group entered into certain preliminary sale and purchase agreements with independent third parties in respect of the sale of certain subsidiaries holding certain investment properties (the "Disposal Group") at an aggregate consideration of HK\$107,000,000. Having considered the prevailing market conditions, the Directors consider that the disposals provide a good opportunity for the Group to realise its investments in the properties and enhance the liquidity of the Group. Completion of the disposals took place on 14 June 2018. Details of the disposals are set out in (i) the Company's announcements dated 28 February 2018, 27 March 2018, 21 May 2018 and 14 June 2018, and (ii) the circular of the Company dated 29 March 2018.

於二零一八年二月二十八日，本集團與獨立第三方就以總代價107,000,000港元銷售持有若干投資物業的若干附屬公司（「出售集團」）訂立若干臨時買賣協議。經考慮現行市況後，董事認為，出售事項為本集團變現其於該等物業之投資及增加本集團之流動資金提供良機。出售事項於二零一八年六月十四日完成。出售事項詳情載於(i)本公司日期為二零一八年二月二十八日、二零一八年三月二十七日、二零一八年五月二十一日及二零一八年六月十四日之公佈及(ii)本公司日期為二零一八年三月二十九日之通函內。

The assets of the Disposal Group at the date of the disposals consisted of investment properties with an aggregate carrying amount of approximately HK\$87,430,000. A gain on disposal of subsidiaries of approximately HK\$17,795,000 was recognised, net of the transaction costs incurred.

出售集團於出售日期之資產包括賬面總值約87,430,000港元之投資物業。出售附屬公司之收益約17,795,000港元經扣除產生的交易成本後確認。

## 8. INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2018 (2017: Nil).

## 8. 中期股息

董事會不建議就截至二零一八年六月三十日止六個月派發中期股息（二零一七年：無）。

## 9. (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 for the period is based on the following data:

## 9. 每股（虧損）盈利

來自持續經營業務及已終止經營業務

期內本公司股東應佔每股基本及攤薄（虧損）盈利之計算乃基於以下數據：

|                                                                          |                 | Six months ended<br>30 June<br>截至六月三十日止六個月 |                                  | Three months ended<br>30 June<br>截至六月三十日止三個月 |                                  |
|--------------------------------------------------------------------------|-----------------|--------------------------------------------|----------------------------------|----------------------------------------------|----------------------------------|
|                                                                          |                 | 2018<br>二零一八年<br>HK\$'000<br>千港元           | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元             | 2017<br>二零一七年<br>HK\$'000<br>千港元 |
| <b>(Loss) earnings:</b>                                                  | <b>(虧損) 盈利：</b> |                                            |                                  |                                              |                                  |
| (Loss) profit for the period attributable to shareholders of the Company | 本公司股東應佔期內（虧損）溢利 | (727)                                      | (207,774)                        | 5,267                                        | (176,645)                        |

|                                                                                                                         |                              | Six months ended<br>30 June<br>截至六月三十日止六個月 |               | Three months ended<br>30 June<br>截至六月三十日止三個月 |               |
|-------------------------------------------------------------------------------------------------------------------------|------------------------------|--------------------------------------------|---------------|----------------------------------------------|---------------|
|                                                                                                                         |                              | 2018<br>二零一八年                              | 2017<br>二零一七年 | 2018<br>二零一八年                                | 2017<br>二零一七年 |
| <b>Number of shares:</b>                                                                                                | <b>股份數目：</b>                 |                                            |               |                                              |               |
| Weighted average number of ordinary shares in issue for the purpose of calculation of basic (loss) 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                              | 5,336,235,108 | 5,336,235,108                                | 5,336,235,108 |
| 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之影響            | —                                          | —             | —                                            | —             |
| 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                              | 5,336,235,108 | 5,336,235,108                                | 5,336,235,108 |

The computation of diluted loss per share for the six months ended 30 June 2018 and diluted earnings per share for the three months ended 30 June 2018 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.

計算截至二零一八年六月三十日止六個月之每股攤薄虧損及截至二零一八年六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:

## 來自持續經營業務

本公司股東應佔來自持續經營業務之每股基本及攤薄（虧損）盈利之計算乃基於以下數據：

|                                                                                                       |                          | Six months ended<br>30 June<br>截至六月三十日止六個月 |                                  | Three months ended<br>30 June<br>截至六月三十日止三個月 |                                  |
|-------------------------------------------------------------------------------------------------------|--------------------------|--------------------------------------------|----------------------------------|----------------------------------------------|----------------------------------|
|                                                                                                       |                          | 2018<br>二零一八年<br>HK\$'000<br>千港元           | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元             | 2017<br>二零一七年<br>HK\$'000<br>千港元 |
| <b>(Loss) earnings:</b>                                                                               | <b>(虧損) 盈利：</b>          |                                            |                                  |                                              |                                  |
| (Loss) profit for the period attributable to shareholders of the Company                              | 本公司股東應佔期內（虧損）溢利          | (727)                                      | (207,774)                        | 5,267                                        | (176,645)                        |
| Less: Profit for the period from a discontinued operation attributable to shareholders of the Company | 減：本公司股東應佔來自已終止經營業務之期內溢利  | —                                          | (8,784)                          | —                                            | (5,003)                          |
| (Loss) profit for the period from continuing operations attributable to shareholders of the Company   | 本公司股東應佔來自持續經營業務之期內（虧損）溢利 | (727)                                      | (216,558)                        | 5,267                                        | (181,648)                        |

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

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。

## From a discontinued operation

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

## 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之每股基本及攤薄盈利之計算乃基於以下數據：

|                                                                                                 |                       | Six months ended<br>30 June<br>截至六月三十日止六個月 |                                  | Three months ended<br>30 June<br>截至六月三十日止三個月 |                                  |
|-------------------------------------------------------------------------------------------------|-----------------------|--------------------------------------------|----------------------------------|----------------------------------------------|----------------------------------|
|                                                                                                 |                       | 2018<br>二零一八年<br>HK\$'000<br>千港元           | 2017<br>二零一七年<br>HK\$'000<br>千港元 | 2018<br>二零一八年<br>HK\$'000<br>千港元             | 2017<br>二零一七年<br>HK\$'000<br>千港元 |
| <b>Earnings:</b>                                                                                | <b>盈利：</b>            |                                            |                                  |                                              |                                  |
| Profit for the period from a discontinued operation attributable to shareholders of the Company | 本公司股東應佔來自已終止經營業務之期內溢利 | —                                          | 8,784                            | —                                            | 5,003                            |

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

所用分母與上文所詳述就計算每股基本及攤薄盈利所用者相同。

|                            |              | Six months ended<br>30 June<br>截至六月三十日止六個月 |               | Three months ended<br>30 June<br>截至六月三十日止三個月 |               |
|----------------------------|--------------|--------------------------------------------|---------------|----------------------------------------------|---------------|
|                            |              | 2018<br>二零一八年                              | 2017<br>二零一七年 | 2018<br>二零一八年                                | 2017<br>二零一七年 |
| <b>Earnings per share:</b> | <b>每股盈利：</b> |                                            |               |                                              |               |
| – Basic (HK cents)         | – 基本 (港仙)    | –                                          | 0.16          | –                                            | 0.09          |
| – Diluted (HK cents)       | – 攤薄 (港仙)    | –                                          | 0.16          | –                                            | 0.09          |

#### 10. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2018, additions to property, plant and equipment amounted to approximately HK\$5,383,000 (six months ended 30 June 2017: HK\$21,765,000).

#### 10. 物業、廠房及設備之變動

截至二零一八年六月三十日止六個月，添置物業、廠房及設備所涉及金額為約5,383,000港元（截至二零一七年六月三十日止六個月：21,765,000港元）。

#### 11. OTHER INVESTMENTS IN EQUITY SECURITIES

#### 11. 其他股本證券投資

|                                                                          |                          | At<br>30 June<br>2018<br>於二零一八年<br>六月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At<br>31 December<br>2017<br>於二零一七年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|--------------------------------------------------------------------------|--------------------------|--------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|
| <b>Financial assets at fair value through other comprehensive income</b> | <b>按公平值計入其他全面收益之金融資產</b> |                                                                                      |                                                                                         |
| Listed equity securities in Hong Kong                                    | 香港上市股本證券                 | 25,315                                                                               | –                                                                                       |
| Listed equity securities in the PRC                                      | 中國上市股本證券                 | 113,949                                                                              | –                                                                                       |
| Unlisted equity securities                                               | 非上市股本證券                  | 8,695                                                                                | –                                                                                       |
|                                                                          |                          | <b>147,959</b>                                                                       | –                                                                                       |
| <b>Available-for-sale investments</b>                                    | <b>可供出售投資</b>            |                                                                                      |                                                                                         |
| Listed equity securities in Hong Kong, at fair value                     | 香港上市股本證券 (按公平值計量)        | –                                                                                    | 28,544                                                                                  |
| Listed equity securities in the PRC, at fair value                       | 中國上市股本證券 (按公平值計量)        | –                                                                                    | 142,949                                                                                 |
| Unlisted equity securities, at fair value                                | 非上市股本證券 (按公平值計量)         | –                                                                                    | 5,803                                                                                   |
| Unlisted equity securities, at cost                                      | 非上市股本證券 (按成本計量)          | –                                                                                    | 3,037                                                                                   |
|                                                                          |                          | –                                                                                    | 180,333                                                                                 |
| <b>Financial assets at fair value through profit or loss</b>             | <b>按公平值計入損益之金融資產</b>     |                                                                                      |                                                                                         |
| Listed equity securities in Hong Kong                                    | 香港上市股本證券                 | 52,777                                                                               | 49,424                                                                                  |

Notes:

- (a) Upon initial application of HKFRS 9 on 1 January 2018, the Group has designated the listed equity securities and the unlisted equity securities that are not held-for-trading as financial assets measured at fair value through other comprehensive income ("FVTOCI"). As such, available-for-sale investments with an aggregate carrying amount of HK\$180,333,000 were reclassified to financial assets at FVTOCI at the beginning of the period under review. No remeasurement gain or loss was recognised upon reclassification as these investments were either carried at fair values of approximately HK\$177,296,000 or at cost of approximately HK\$3,037,000 that were not materially different from their fair values at the beginning of the period under review.

During the six months ended 30 June 2018, dividend income of approximately HK\$620,000 from financial assets at FVTOCI (2017: HK\$554,000 from available-for-sale investments) was recognised in profit or loss.

- (b) At 30 June 2018, the carrying amount of the Group's investments in the following company exceeded 10% of the total assets of the Group:

| Name<br>名稱                   | Place of<br>establishment<br>成立地點 | Principal activities<br>主要業務                                                                     | Particulars of<br>issued shares held<br>所持已發行股份詳情                          | Interest held<br>所持權益 |
|------------------------------|-----------------------------------|--------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-----------------------|
| LEO Group Co. Ltd<br>("LEO") | PRC                               | Manufacturing and sale of industrial and domestic water pumps and provision of internet services | Ordinary shares listed on the Shenzhen Stock Exchange (Stock code: 002131) | 0.824%                |
| 利歐集團股份有限公司 ("利歐")            | 中國                                | 工業用及家用水泵生產及銷售以及提供網絡服務                                                                            | 普通股於深圳證券交易所上市 (股份代號: 002131)                                               |                       |

附註:

- (a) 於二零一八年一月一日首次應用香港財務報告準則第9號時，本集團已將上市股本證券及非持作買賣的非上市股本證券指定為按公平值透過其他全面收益（「按公平值透過其他全面收益」）列賬之金融資產。因此，賬面總值為180,333,000港元的可供出售投資於回顧期初重新分類為按公平值透過其他全面收益列賬之金融資產。於重新分類時並無確認重新計量收益或虧損，原因為該等投資按公平值約177,296,000港元或成本值約3,037,000港元（與回顧期初的公平值並無重大差異）列賬。

於截至二零一八年六月三十日止六個月，按公平值透過其他全面收益列賬之金融資產的股息收入約620,000港元（二零一七年：可供出售投資約554,000港元）已於損益中確認。

- (b) 於二零一八年六月三十日，本集團於以下公司之投資的賬面值超過本集團之總資產的10%：

## 12. DEBTORS, DEPOSITS AND PREPAYMENTS

## 12. 應收賬款、按金及預付款項

|                                      |             | Notes<br>附註 | At<br>30 June<br>2018<br>於二零一八年<br>六月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At<br>31 December<br>2017<br>於二零一七年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|--------------------------------------|-------------|-------------|--------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|
| Trade debtors                        | 應收貿易賬款      | (a)         | 126,377                                                                              | 123,937                                                                                 |
| Loans and loans interest receivables | 貸款及應收貸款利息   | (b)         | 29,451                                                                               | —                                                                                       |
| Deposits                             | 按金          |             | 2,498                                                                                | 7,483                                                                                   |
| Other debtors and prepayments        | 其他應收賬款及預付款項 |             | 8,981                                                                                | 11,338                                                                                  |
|                                      |             |             | 167,307                                                                              | 142,758                                                                                 |

- (a) The credit terms given to the customers vary and are generally based on the financial strengths of individual customers. In order to effectively manage the credit risks associated with trade debtors, credit evaluations of customers are performed periodically. The credit period given to trade debtors ranged from 30 days to 180 days. The aging analysis of trade debtors as at the end of the reporting periods, based on the invoice date and net of provisions, is as follows:

|                |       | At<br>30 June<br>2018<br>於二零一八年<br>六月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At<br>31 December<br>2017<br>於二零一七年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|----------------|-------|--------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|
| Within 1 month | 1個月之內 | 125,441                                                                              | 117,482                                                                                 |
| 1 to 2 months  | 1至2個月 | 133                                                                                  | 5,353                                                                                   |
| 2 to 3 months  | 2至3個月 | 80                                                                                   | 311                                                                                     |
| Over 3 months  | 3個月以上 | 723                                                                                  | 791                                                                                     |
|                |       | 126,377                                                                              | 123,937                                                                                 |

- (b) The Group's loans and loans interest receivables, which arose from the money lending business, were denominated in Hong Kong dollars.

At 30 June 2018, loans receivables were unsecured and interest bearing at an average of approximately 10% per annum and were repayable with fixed terms agreed with the Group's customers. At 31 December 2017, there were no outstanding loans or loans interest receivables.

The ageing analysis of loans and loans interest receivables as at the end of the reporting periods, based on contractual due date, is as follows:

|                               |         | At<br>30 June<br>2018<br>於二零一八年<br>六月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At<br>31 December<br>2017<br>於二零一七年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|-------------------------------|---------|--------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|
| Neither past due nor impaired | 未逾期亦無減值 | 29,451                                                                               | —                                                                                       |

At 30 June 2018, all loans and loans interest receivables were neither past due nor impaired. These were related to a number of third party customers who had no history of default. Based on past experience, the Directors are of the opinion that no provision for impairment on individual loans and their respective interest receivables is necessary as there has not been a significant change in their credit quality and the balances were still considered fully recoverable.

- (a) 授予顧客之信貸期各有不同，一般以個別顧客之財政實力為基準。為有效管理應收貿易賬款之相關信貸風險，本公司定期評估顧客信貸狀況。應收貿易賬款之信貸期介乎30日至180日。於報告期末，根據發票日期之應收貿易賬款賬齡分析（扣除撥備）如下：

- (b) 本集團之貸款及應收貸款利息來自借貸業務，並以港元計值。

於二零一八年六月三十日，應收貸款為無抵押，按約10%之年利率計息並須於與本集團客戶協定之固定期限內償還。於二零一七年十二月三十一日，概無尚未清償貸款或應收貸款利息。

於報告期末，應收貸款及貸款利息根據合約到期日之賬齡分析如下：

於二零一八年六月三十日，所有貸款及應收貸款利息均未逾期亦無減值。其乃與若干無違約記錄之第三方客戶有關。根據過往經驗，董事認為就該等結餘而言，無須就個別貸款及有關應收利息計提減值撥備，原因其為信貸質素並無重大變動，及有關結餘仍被視為可全數收回。

## 13. CREDITORS, ACCRUALS, OTHER PAYABLES AND PROVISION

## 13. 應付賬款、應計費用、其他應付款項及撥備

|                             |             | At<br>30 June<br>2018<br>於二零一八年<br>六月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At<br>31 December<br>2017<br>於二零一七年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|-----------------------------|-------------|--------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|
| Trade creditors             | 應付貿易賬款      | 7,124                                                                                | 5,288                                                                                   |
| Accruals and other payables | 應計費用及其他應付款項 | 90,251                                                                               | 87,417                                                                                  |
| Deposits received           | 已收按金        | 8,058                                                                                | 7,344                                                                                   |
| Provision                   | 撥備          | 7,200                                                                                | 7,200                                                                                   |
| Deferred income             | 遞延收入        | 226                                                                                  | 386                                                                                     |
|                             |             | 112,859                                                                              | 107,635                                                                                 |

The following is an aging analysis of trade creditors based on the invoice date as at the end of the reporting periods:

以下為報告期末根據發票日期之應付貿易賬款之賬齡分析：

|                 |       | At<br>30 June<br>2018<br>於二零一八年<br>六月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At<br>31 December<br>2017<br>於二零一七年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|-----------------|-------|--------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|
| Within 3 months | 3個月之內 | 6,490                                                                                | 4,566                                                                                   |
| Over 3 months   | 3個月以上 | 634                                                                                  | 722                                                                                     |
|                 |       | 7,124                                                                                | 5,288                                                                                   |

## 14. BORROWINGS

## 14. 借貸

The exposure of the Group's borrowings are as follows:

本集團之借貸風險如下：

|                                                                   |                        | At<br>30 June<br>2018<br>於二零一八年<br>六月三十日<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | At<br>31 December<br>2017<br>於二零一七年<br>十二月三十一日<br>HK\$'000<br>千港元<br>(Audited)<br>(經審核) |
|-------------------------------------------------------------------|------------------------|--------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|
| Fixed-rate borrowings                                             | 固定利率借貸                 | 86,584                                                                               | 88,572                                                                                  |
| Variable-rate borrowings                                          | 浮動利率借貸                 | 75,891                                                                               | 108,362                                                                                 |
|                                                                   |                        | 162,475                                                                              | 196,934                                                                                 |
| Secured                                                           | 有抵押                    | 159,364                                                                              | 196,934                                                                                 |
| Unsecured                                                         | 無抵押                    | 3,111                                                                                | —                                                                                       |
|                                                                   |                        | 162,475                                                                              | 196,934                                                                                 |
| The carrying amounts of the above borrowings are repayable:       | 上述借貸之賬面值               |                                                                                      |                                                                                         |
| Within one year or on demand                                      | 須於以下日期償還：<br>一年內或按要求償還 | 75,891                                                                               | 36,946                                                                                  |
| Within a period of more than one year but not exceeding two years | 一年以上但不超過兩年期間           | 86,584                                                                               | 159,988                                                                                 |
|                                                                   |                        | 162,475                                                                              | 196,934                                                                                 |

Note:

附註：

During the period under review, the Group's variable-rate borrowings were mainly subject to interests at the benchmark lending rate of the People's Bank of China plus a spread of 1.345% and at the Business Lending Rates in Australia plus a spread of 0.92%. The ranges of effective interest rates per annum on the Group's borrowings are as follows:

於回顧期間，本集團之浮動利率借貸主要須按中國人民銀行基準貸款利率加1.345%息差及澳洲商業貸款利率加0.92%息差計息。本集團借貸之每年實際利率範圍如下：

|                          |        | At<br>30 June<br>2018<br>於二零一八年<br>六月三十日 | At<br>31 December<br>2017<br>於二零一七年<br>十二月三十一日 |
|--------------------------|--------|------------------------------------------|------------------------------------------------|
| Effective interest rate: | 實際利率：  |                                          |                                                |
| Fixed-rate borrowings    | 固定利率借貸 | 6.00%                                    | 6.00%                                          |
| Variable-rate borrowings | 浮動利率借貸 | 4.35-5.70%                               | 2.60-4.37%                                     |

Certain loans were subject to the fulfilment of covenants commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants, the draw down facilities would become repayable on demand. In addition, the Group's certain loan agreements contained clauses which gave the lenders the right at their sole discretion to demand immediate repayment at any time irrespective of whether the Group had complied with the covenants and met the scheduled repayment obligations.

The management regularly monitors the Group's compliance with these covenants and does not consider that it is probable that the banks will exercise their discretion to demand immediate repayment for so long as the Group continues to meet these covenants. At 30 June 2018, none of the covenants relating to draw down facilities had been breached.

若干貸款須待滿足金融機構借貸安排常見契約條件後方可獲得。倘本集團違反有關契約，所提取之融資將須按要求償還。此外，本集團之若干貸款協議包含賦予貸方權利全權酌情隨時要求立刻還款之條款，而不論本集團是否已遵守有關契約及符合預定還款條件。

管理層定期監察本集團對該等契約之遵守情況，且認為只要本集團繼續符合該等契約，銀行將不太可能行使其酌情權要求立即還款。於二零一八年六月三十日，概無違反有關已提取融資之契約。

## 15. SHARE CAPITAL

## 15. 股本

|                                                                                       |                                                      | Number of<br>Shares<br>股份數目 | HK\$'000<br>千港元 |
|---------------------------------------------------------------------------------------|------------------------------------------------------|-----------------------------|-----------------|
| Authorised:                                                                           | 法定：                                                  |                             |                 |
| Ordinary shares of HK\$0.01 each at 31 December 2017, 1 January 2018 and 30 June 2018 | 於二零一七年十二月三十一日、二零一八年一月一日及二零一八年六月三十日<br>每股面值0.01港元之普通股 | 20,000,000,000              | 200,000         |
| Issued and fully paid:                                                                | 已發行及繳足股款：                                            |                             |                 |
| Ordinary shares of HK\$0.01 each at 31 December 2017, 1 January 2018 and 30 June 2018 | 於二零一七年十二月三十一日、二零一八年一月一日及二零一八年六月三十日<br>每股面值0.01港元之普通股 | 5,336,235,108               | 53,362          |

## 16. SHARE-BASED PAYMENTS

## 16. 以股份為基礎之付款

The Company's share option scheme (the "**Share Option Scheme**") was adopted on 10 November 2010. 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 interest in attaining the long term business objectives of the Group.

The number of share options granted under the Share Option Scheme outstanding at 1 January 2018 and 30 June 2018 was 82,025,748.

No share options were granted, exercised or cancelled, or have lapsed during the six months ended 30 June 2018.

本公司於二零一零年十一月十日採納購股權計劃（「**購股權計劃**」）。購股權計劃旨在提供獎勵及幫助本集團留聘其現有僱員及聘請其他僱員，並為彼等提供達成本集團長期業務目標之直接利益。

根據購股權計劃授出之購股權於二零一八年一月一日及二零一八年六月三十日尚未獲行使之數目為82,025,748份。

於截至二零一八年六月三十日止六個月期間，並無任何購股權獲授出、行使或註銷，或失效。

## 17. RELATED PARTY TRANSACTIONS

## 17. 關連方交易

## (a) Related party transactions and balances

## (a) 關連方交易及結餘

|                                                                                                                   |                                                                                                                                                                                           | Six months ended 30 June<br>截至六月三十日止六個月 |                                  |
|-------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|----------------------------------|
| Counterparty<br>交易對方                                                                                              | Nature of transactions<br>交易性質                                                                                                                                                            | 2018<br>二零一八年<br>HK\$'000<br>千港元        | 2017<br>二零一七年<br>HK\$'000<br>千港元 |
| Certain group companies of<br>a non-controlling shareholder of<br>a former subsidiary<br>一間前附屬公司之非控股股東之<br>若干集團公司 | Rental expenses paid<br>已付租金開支                                                                                                                                                            | —                                       | 711                              |
|                                                                                                                   | Licence fee paid<br>已付特許費                                                                                                                                                                 | —                                       | 2,011                            |
|                                                                                                                   | Medical consultancy fee paid<br>已付醫療諮詢費                                                                                                                                                   | —                                       | 992                              |
|                                                                                                                   |                                                                                                                                                                                           |                                         |                                  |
| Non-controlling shareholder of<br>a former subsidiary<br>一間前附屬公司之非控股股東                                            | Consideration paid for the<br>acquisition of 30%<br>equity interest of<br>Ever Full Harvest Limited and<br>a shareholder's loan<br>收購 Ever Full Harvest Limited 之<br>30% 股權以及股東貸款<br>已付代價 | —                                       | 4,410                            |

## (b) Key management personnel remuneration

## (b) 主要管理人員薪酬

The remuneration of the directors of the Company, who are also identified as members of key management of the Group, is as follows:

本公司董事（亦被視為本集團主要管理層成員）之薪酬如下：

|                                                     |           | Six months ended 30 June<br>截至六月三十日止六個月 |                                  |
|-----------------------------------------------------|-----------|-----------------------------------------|----------------------------------|
|                                                     |           | 2018<br>二零一八年<br>HK\$'000<br>千港元        | 2017<br>二零一七年<br>HK\$'000<br>千港元 |
| Salaries and other short-term benefits<br>薪金及其他短期福利 | 薪金及其他短期福利 | 1,272                                   | 1,917                            |
| Retirement scheme contribution<br>退休計劃供款            | 退休計劃供款    | 14                                      | 22                               |
|                                                     |           | 1,286                                   | 1,939                            |

## 18. EVENT AFTER REPORTING PERIOD

On 13 July 2018, the mandatory conditional cash offers (the “**Offers**”) made by Ms. Cheng Hei Yu (the “**Offeror**”) to acquire all the issued shares (the “**Shares**”) of the Company (other than those already owned or agreed to be acquired by the Offeror and the parties (the “**Concert Parties**”) acting in concert and presumed to be acting in concert with the Offeror under the Code on Takeovers and Mergers (the “**Takeovers Code**”)), and to cancel all the 82,025,748 outstanding share options (the “**Share Options**”) of the Company pursuant to Rule 26.1 and Rule 13.5 of the Takeovers Code respectively, were closed. Upon the close of the Offers, valid acceptances of share offers in respect of 1,070,395,782 Shares (representing approximately 20.06% of the issued share capital of the Company) and option offers in respect of 82,025,748 Share Options (representing all of the outstanding Share Options) have been received. Immediately after the close of the Offers, the Offeror and her Concert Parties held 3,765,987,973 shares in the Company, representing 70.57% of the issued share capital of the Company. Details of the Offers and the close thereof are set out in (i) the announcement dated 17 April 2018 issued by the Company; (ii) the announcements dated 6 April 2018, 27 April 2018, 28 May 2018, 15 June 2018, 22 June 2018, 28 June 2018 and 13 July 2018 jointly issued by the Company and the Offeror; and (iii) the composite offer and response document in relation to the Offers dated 22 June 2018 jointly issued by the Company and the Offeror.

## 18. 報告期後事項

於二零一八年七月十三日，鄭熹榆女士（「**要約人**」）分別就收購本公司全部已發行股份（「**股份**」）（要約人及根據收購及合併守則（「**收購守則**」）為與其一致行動或被視為一致行動的人士（「**一致行動人士**」）已擁有或同意將予收購之股份除外）並根據收購守則規則26.1及規則13.5註銷本公司全部82,025,748份尚未行使購股權（「**購股權**」）作出的強制性有條件現金要約（「**要約**」）已截止。要約截止後，已收到有關1,070,395,782股股份（佔本公司已發行股本之約20.06%）之股份要約及有關82,025,748份購股權（為所有尚未行使購股權）之購股權要約的有效接納。緊接要約截止後，要約人及其一致行動人士持有本公司3,765,987,973股股份，佔本公司已發行股本之70.57%。有關要約人及要約截止之詳情載於(i)本公司刊發的日期為二零一八年四月十七日之公佈；(ii)本公司與要約人聯合刊發之日期為二零一八年四月六日、二零一八年四月二十七日、二零一八年五月二十八日、二零一八年六月十五日、二零一八年六月二十二日、二零一八年六月二十八日及二零一八年七月十三日之公佈；及(iii)本公司與要約人聯合刊發之日期為二零一八年六月二十二日有關要約之綜合要約及回應文件。

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business and Financial Review

During the six months ended 30 June 2018, 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) money lending business; and (iv) assets investments business.

During the period under review, the Group recorded revenue from continuing operations of approximately HK\$222,327,000 (2017: HK\$190,226,000), representing an increase of approximately 17% as compared to the corresponding period in 2017.

The Group recorded a decrease in unaudited consolidated loss from continuing and discontinued operations attributable to the shareholders of the Company (the “**Shareholders**”) from approximately HK\$207,774,000 for the six months ended 30 June 2017 to approximately HK\$727,000 for the six months ended 30 June 2018, and such decrease in loss was mainly attributable to (i) the unrealised fair value gains on financial assets at fair value through profit or loss (“**FVTPL**”) of approximately HK\$3,353,000 for the six months ended 30 June 2018, as compared with the unrealised fair value losses on financial assets at FVTPL of approximately HK\$207,310,000 for the six months ended 30 June 2017; and (ii) the realised gains on the disposal of subsidiaries of the Company during the six months ended 30 June 2018 of approximately HK\$17,795,000 which was absent during the six months ended 30 June 2017.

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

During the period under review, the Group’s mobile internet cultural business and provision of IT services recorded a revenue of approximately HK\$164,195,000 (2017: HK\$135,151,000), representing a growth of approximately 21%.

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. In addition, the Group also maintains and operates an e-commerce trading platform. In the current era of popular internet usage and rapid growth in mobile internet connectivity, the Group is optimistic about the new development of its IT businesses.

## 管理層討論及分析

### 業務及財務回顧

截至二零一八年六月三十日止六個月，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) 借貸業務；及(iv) 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222,327,000港元（二零一七年：190,226,000港元），較二零一七年同期增長約17%。

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二零一七年六月三十日止六個月約207,774,000港元減少至截至二零一八年六月三十日止六個月約727,000港元，有關虧損減少乃主要由於(i) 截至二零一八年六月三十日止六個月之按公平值透過損益（「**按公平值透過損益**」）列賬之金融資產的未變現公平值收益約3,353,000港元，而截至二零一七年六月三十日止六個月之按公平值透過損益列賬之金融資產的未變現公平值虧損為約207,310,000港元；及(ii) 截至二零一八年六月三十日止六個月之出售本公司附屬公司的已變現收益約17,795,000港元，而截至二零一七年六月三十日止六個月並無此收益。

### 移動互聯網文化業務及提供資訊科技服務

於回顧期間，本集團自其移動互聯網文化業務及提供資訊科技服務錄得收入約164,195,000港元（二零一七年：135,151,000港元），增幅為約21%。

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。此外，本集團亦維持及經營電子商務貿易平台。身處當前流行使用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。

Other than the losses arising from investment in associates, this segment also recorded a loss of approximately HK\$8,991,000 during the period under review (2017: segment profit of approximately HK\$6,042,000) which was primarily attributable to the increase in employment benefit expenses and operating lease expenses in respect of the additional administrative head count hired and the new office space rented for the expansion of the Group's IT business. The Directors are reviewing the operations of the Group's IT business and the changes in the market environment to formulate a long-term development plan.

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, the "**Something Big Group**"), which is principally engaged in the design, development, marketing, distribution and operation of mobile-online games. During the period under review, Something Big Group continued to make a loss due to the lack of new innovative games to be launched in the market and the Group's share of the loss from Something Big Group amounted to approximately HK\$2,136,000 (2017: HK\$2,642,000). The Group will continue to closely monitor the operations and performance of Something Big Group, in particular, control on its expenditure in order to minimise its losses and cash outflow.

### Hospitality and Related Services in Australia

The Group is engaged in the hospitality business through its two granges (the "**Grange Group**") and "The Balgownie Estates Resort" (the "**Resort**") in Victoria, Australia.

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 has been awarded the "Resort Style Accommodation of the Year" in three consecutive years since 2016, and was awarded 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.

除於聯營公司之投資產生之虧損外，該分部亦於回顧期間錄得虧損約8,991,000港元（二零一七年：分部溢利約6,042,000港元），乃主要由於為擴張本集團資訊科技業務增加行政人員及租賃新辦公室導致僱傭福利開支及經營租賃開支增加。董事正在評估其資訊科技業務之營運以及市場環境的變動，以制訂長期發展計劃。

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稱「**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，大事科技集團由於缺乏向市場推出新遊戲而繼續錄得虧損，及本集團分佔大事科技集團虧損約2,136,000港元（二零一七年：2,642,000港元）。本集團將繼續密切監察大事科技集團的營運及表現，特別是控制其開支以期盡量減少虧損及現金流出。

### 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**」）於澳洲維多利亞從事酒店業務。

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，度假村自二零一六年以來連續三年獲得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 comprises 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 comprises 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. The Group will strive to improve the operational efficiency of its hospitality business in Australia so as to enhance the competitiveness and profitability of this business segment.

During the period under review, the Group recorded revenue of approximately HK\$56,150,000 (2017: HK\$53,003,000) and segment profit of approximately HK\$1,427,000 (2017: HK\$2,447,000) for the segment of hospitality and related services in Australia.

### 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's loan portfolios comprised unsecured loans granted to individual customers, and the Group recorded interest income of approximately HK\$151,000 (2017: Nil) from its money lending business. The average interest rate charged by the Group on loans during the period under review was approximately 10% per annum. The Group has been paying close attention to the market conditions and will continue to monitor its resources while adopting prudent credit procedures in accepting customers to strive for the balance between risk management and growth during the development of its money lending business.

### Assets Investments Business

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

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包括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包括一間完善的酒店、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。本集團將致力提高其澳洲酒店業務的經營效率，從而增強此業務分部的競爭力及盈利能力。

於回顧期間，本集團錄得澳洲酒店分部及相關服務之收入及分部溢利分別約56,150,000港元（二零一七年：53,003,000港元）及約1,427,000港元（二零一七年：2,447,000港元）。

### 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，本集團的貸款組合包括授予個別客戶的無抵押貸款，及本集團自其借貸業務錄得利息收入約151,000港元（二零一七年：無）。本集團於回顧期內就貸款收取的平均利率約為每年10%。本集團一直密切關注市場狀況，並將於吸納客戶時採用審慎信貸程序，同時持續監察其資源，以期於發展其借貸業務時實現風險管理與發展的平衡。

### 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。

## Securities Investments

The Group's securities investments portfolio mainly comprises securities issued by listed companies. During the period under review, the Group recorded a segment profit from securities investments of approximately HK\$3,250,000 (2017: segment loss of approximately HK\$209,400,000), which was primarily attributable to the fair value gains on financial assets at FVTPL of approximately HK\$3,353,000, as compared with fair value losses on financial assets at FVTPL of approximately HK\$207,310,000 for the six months ended 30 June 2017.

In addition to fair value losses on financial assets at FVTPL, the Group recorded losses on investments in equity instruments designated at FVTOCI of approximately HK\$31,318,000 (2017: fair value losses on available-for-sale investments of approximately HK\$72,894,000) as other comprehensive loss during the period under review.

As at 30 June 2018, the Group's financial assets at FVTPL and financial assets at FVTOCI amounted to approximately HK\$52,777,000 (31 December 2017: HK\$49,424,000) and HK\$147,959,000 (31 December 2017: available-for-sale investments of HK\$180,333,000) respectively. The Directors consider that securities investments with a carrying amount that accounts for more than 10% of the Group's total assets as at 30 June 2018 as significant securities investments of the Group. Details of the significant securities investments of the Group as at 30 June 2018 are as follows:

| Name                                                                                    | Principal activity                                                                  | Interest held | Investment cost         | Fair value             | Percentage to the Group's total assets | Fair value change for the six months ended 30.6.2018                                         |
|-----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|---------------|-------------------------|------------------------|----------------------------------------|----------------------------------------------------------------------------------------------|
| 名稱                                                                                      | 主要業務                                                                                | 所持權益          | 投資成本<br>HK\$'000<br>千港元 | 公平值<br>HK\$'000<br>千港元 | 佔本集團<br>總資產之<br>百分比                    | 截至二零一八年<br>六月三十日止六個月之<br>公平值變動                                                               |
| <b>Available-for-sale investments</b>                                                   | <b>可供出售投資</b>                                                                       |               |                         |                        |                                        |                                                                                              |
| LEO, the shares of which are listed on the Shenzhen Stock Exchange (Stock Code: 002131) | Manufacturing and sale of industrial and domestic water pumps and internet services | 0.824%        | 282,718                 | 113,949                | 11.98%                                 | Loss on investment in equity instrument designated at FVTOCI of approximately HK\$28,089,000 |
| 利歐（其股份於深圳證券交易所上市，股份代號：002131）                                                           | 工業用及家用水泵生產及銷售以及網絡服務                                                                 |               |                         |                        |                                        | 指定為按公平值透過其他全面收益列賬之股本工具投資虧損約28,089,000港元                                                      |

During the six months ended 30 June 2018, the Group recognised dividend income from LEO of approximately HK\$620,000 (2017: HK\$554,000).

## 證券投資

本集團證券投資組合主要包括上市公司發行的證券。於回顧期間，本集團證券投資之分部溢利約為3,250,000港元（二零一七年：分部虧損約209,400,000港元），主要由於按公平值透過損益列賬之金融資產之公平值收益約3,353,000港元所致，而截至二零一七年六月三十日止六個月之按公平值透過損益列賬之金融資產之公平值虧損為約207,310,000港元。

除按公平值透過損益列賬之金融資產之公平值虧損外，本集團於回顧期間錄得指定為按公平值透過其他全面收益列賬之股本工具投資虧損約31,318,000港元（二零一七年：可供出售投資之公平值虧損約72,894,000港元），入賬為其他全面虧損。

於二零一八年六月三十日，本集團之按公平值透過損益列賬之金融資產及按公平值透過其他全面收益列賬之金融資產分別為約52,777,000港元（二零一七年十二月三十一日：49,424,000港元）及147,959,000港元（二零一七年十二月三十一日：可供出售投資180,333,000港元）。董事認為，於二零一八年六月三十日，證券投資之賬面金額佔本集團總資產超過10%，為本集團重大證券投資。於二零一八年六月三十日之本集團重大證券投資詳情如下：

截至二零一八年六月三十日止六個月，本集團確認來自利歐之股息收入約620,000港元（二零一七年：554,000港元）。

## Prospects of the Group's significant securities investments

LEO is a company incorporated in the PRC with limited liability, the shares of which are listed on the Shenzhen Stock Exchange (Stock Code: 002131). LEO is principally engaged in the manufacturing and sale of industrial and domestic pumps and internet services including digital marketing business, marketing strategy and innovation, media delivery and execution, monitoring and optimization of marketing results and precise marketing etc.

Since the listing of the shares of LEO on the Shenzhen Stock Exchange, the business scope of LEO has gradually expanded from a pure domestic pumps business in the PRC to an industrial pump business in the PRC, covering almost all the pump products in the entire pump industry in the country. Given that the growth of the traditional pump manufacturing business has stabilised, LEO has been actively seeking for a new breakthrough in its strategic development and striving to explore growth opportunities beyond the traditional pump industry, so as to improve its profitability and develop new profit growth.

In 2014, LEO successfully expanded its principal business into the internet service business through a series of acquisitions. The internet services LEO provides include digital marketing services and digital media agency services.

Based on the 2018 first quarter report of LEO, it has recorded a net profit attributable to its owners of approximately RMB110 million for the three months ended 31 March 2018, representing a decrease of 26.73% compared to the previous period. The decrease was mainly attributable to the decrease in net profit of the manufacturing and sale of industrial and domestic pumps segment, caused by such factors as: (i) the significant exchange losses incurred due to the appreciation of the Renminbi, while LEO's exported sales were mainly settled in US dollars; (ii) the increase in depreciation and amortization due to the commencement of the new factory in the PRC; and (iii) the decrease in gross profit margin as a result of the increase in the costs of raw materials.

With regards to the prospects of LEO based on the published information, the Directors noted that LEO has been actively expanding its digital marketing services through both vertical and horizontal integrations in recent years to capture the business opportunities arising from the new internet based interactive entertainment pattern, which resulted in a growth in its revenue. The Directors noted that LEO has received recognitions in the market in recent years, being a sign of the success of LEO in its business development.

## 本集團重大證券投資之前景

利歐為一間於中國註冊成立之有限公司，其股份於深圳證券交易所上市（股份代號：002131）。利歐主要從事工業用及家用水泵生產及銷售以及網絡服務（包括數字營銷業務、營銷策略與創意、媒介投放及執行、營銷效果監測及優化以及精準營銷等）。

自利歐股份於深圳證券交易所上市以來，利歐業務範圍已逐漸由中國單純的家用水泵業務擴展至工業用水泵業務，幾乎覆蓋國內整個水泵行業所有水泵產品。鑒於傳統水泵生產業務增長已穩定，利歐已積極為其策略發展尋求新突破口，並為致力於發現超越傳統水泵行業的增長機會，以改善其盈利能力以及開發新溢利增長。

於二零一四年，利歐透過一系列收購，成功將其主要業務擴展至網絡服務業務。利歐提供之網絡服務包括數字營銷服務以及數字媒體代理服務。

根據利歐二零一八年第一季度報告，其於截至二零一八年三月三十一日止三個月錄得其擁有人應佔溢利淨額約人民幣110,000,000元，較上一期下降26.73%。該下降乃主要由於工業用及家用水泵分部生產及銷售溢利淨額減少所致，原因包括：(i) 利歐出口銷售額主要以美元結算，人民幣升值導致重大匯兌虧損；(ii) 中國新廠房啟用導致折舊及攤銷增大；及(iii) 原材料成本上漲導致毛利率降低。

就根據已刊發資料所示利歐之前景而言，董事注意到利歐近年來一直透過縱向及橫向整合積極擴大其數字營銷服務，以捕捉網絡為基礎之新互動娛樂模式所產生的業務機會，這使得其收益增長。董事注意到利歐近幾年獲得市場認可，其表示利歐於其業務發展中取得成功。

## Property Investments

During the period under review, the Group generated rental income of approximately HK\$1,211,000 (2017: HK\$1,337,000) from leasing out certain of its investment properties in Hong Kong (the “**Properties**”). On 28 February 2018, the Group entered into certain preliminary sale and purchase agreements with independent third parties in respect of the disposals of certain subsidiaries of the Group holding the Properties at an aggregate consideration of HK\$107,000,000. Having considered the prevailing market conditions, the Directors consider that the disposals provide a good opportunity for the Group to realise its investments in the Properties and enhance the liquidity of the Group. The completion of the disposals took place on 14 June 2018 and the Group recorded a gain on the disposal of the subsidiaries during the six months ended 30 June 2018 of approximately HK\$17,795,000 (2017: Nil). Details of the disposals are set out in the announcements of the Company dated 28 February 2018, 27 March 2018, 21 May 2018 and 14 June 2018, and the circular of the Company dated 29 March 2018.

## 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 has recorded a growth of approximately 6% in the number of its international visitors over the last year while demand for accommodation in Australia by tourists continued to rise.

Meanwhile, given that the Group has established proprietary software development and operation infrastructures and is considerably experienced in providing professional tailor-made information technology services to sizeable corporate clients, it is expected that the Group’s provision of IT services business will continue to generate stable revenue to the Group.

Notwithstanding that the global economic conditions remains uncertain and volatile, the Group will devote its resources carefully according to the market environment and the performance of its different business segments to secure overall profitability. The Group is also committed to its diversified business development strategy and will apply it to cope with the ever changing world. In addition, the Group will cautiously select investments for its investment portfolio and seize new opportunities to secure better returns for the Shareholders.

## 物業投資

於回顧期間，本集團自出租其於香港的若干投資物業（「**該等物業**」）產生租金收入約1,211,000港元（二零一七年：1,337,000港元）。於二零一八年二月二十八日，本集團與獨立第三方就以總代價107,000,000港元出售本集團若干附屬公司持有的該等物業訂立若干臨時買賣協議。經考慮現行市況後，董事認為，出售事項為本集團變現其於該等物業之投資及加強本集團之流動資金提供良機。完成出售事項已於二零一八年六月十四日落實及本集團於截至二零一八年六月三十日止六個月錄得出售附屬公司收益約17,795,000港元（二零一七年：無）。出售事項詳情載於本公司日期為二零一八年二月二十八日、二零一八年三月二十七日、二零一八年五月二十一日及二零一八年六月十四日之公佈以及本公司日期為二零一八年三月二十九日之通函。

## 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，澳洲去年國際遊客數目錄得約6%增長，而遊客對澳洲住宿需求亦持續攀升。

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為本集團帶來穩定收入。

儘管全球經濟狀況依然不明朗且波動，本集團將根據市場環境及不同業務分部表現審慎投入其內部資源以維持其整體盈利能力。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世界。此外，本集團將謹慎為其投資組合篩選投資以把握新機會為股東謀求更佳回報。

## FINANCIAL RESOURCES AND LIQUIDITY

The Group has maintained a strong liquidity and financial position. As at 30 June 2018, the total assets of the Group were approximately HK\$951,182,000 (31 December 2017: HK\$1,027,772,000), including cash and bank balances of approximately HK\$197,629,000 (31 December 2017: HK\$168,876,000), among which approximately 92% (31 December 2017: 86%) were denominated in Hong Kong dollars, 5% (31 December 2017: 10%) were denominated in Renminbi and 3% (31 December 2017: 4%) were denominated in Australian dollars. The net current assets of the Group were approximately HK\$213,647,000 (31 December 2017: HK\$280,519,000).

As at 30 June 2018, the Group had borrowings repayable within one year (or on demand) of approximately HK\$75,891,000 (31 December 2017: HK\$36,946,000) and borrowings due after one year of HK\$86,584,000 (31 December 2017: HK\$159,988,000). These borrowings bore interests at rates ranging from 4.35% to 6% per annum (31 December 2017: 2.6% to 6% per annum), among which approximately 53% (31 December 2017: 45%) were subject to fixed interest rates. Out of the total borrowings of the Group, approximately 47% (31 December 2017: 45%) were denominated in Renminbi, approximately 53% (31 December 2017: 41%) were denominated in Australian dollars and the balance were denominated in Hong Kong dollars.

The Group's primary objectives of managing capital are to safeguard the Group's ability to operate as a going concern and to provide adequate returns to the Shareholders commensurately with the level of risks, and to secure access to financing at a reasonable cost. The Group considers a number of factors in monitoring its capital structure, which principally include the current ratio (being current assets over current liabilities), the gearing ratio (calculated on the basis of total liabilities to total assets) and the net debt-to-equity capital ratio (calculated as total debts less cash and cash equivalents, over equity capital).

As at 30 June 2018, the Group's current ratio was approximately 1.85 times (31 December 2017: 2.32 times), gearing ratio was 0.36 times (31 December 2017: 0.37 times) and net debt-to-equity capital ratio was 0.24 times (31 December 2017: 0.32 times).

## 財務資源及流動資金

本集團流動資金及財務狀況維持穩健。於二零一八年六月三十日，本集團之總資產約為951,182,000港元（二零一七年十二月三十一日：1,027,772,000港元），包括現金及銀行結餘約197,629,000港元（二零一七年十二月三十一日：168,876,000港元），當中約92%（二零一七年十二月三十一日：86%）以港元計值、5%（二零一七年十二月三十一日：10%）以人民幣計值及3%（二零一七年十二月三十一日：4%）以澳元計值。本集團之流動資產淨值約為213,647,000港元（二零一七年十二月三十一日：280,519,000港元）。

於二零一八年六月三十日，本集團有一年內須予償還（或按要求償還）的借貸約75,891,000港元（二零一七年十二月三十一日：36,946,000港元）及一年後到期借貸86,584,000港元（二零一七年十二月三十一日：159,988,000港元）。該等借貸的利率介乎每年4.35%至6%（二零一七年十二月三十一日：每年2.6%至6%），其中約53%（二零一七年十二月三十一日：45%）按固定利率計息。在本集團的借貸總額中，約47%（二零一七年十二月三十一日：45%）以人民幣計值、約53%（二零一七年十二月三十一日：41%）以澳元計值及結餘以港元計值。

本集團管理資本之首要目標乃保障本集團能夠持續經營，從而透過按與風險相符之水準以合理成本取得融資，繼續為股東帶來充足回報。本集團於監察其資本架構時會考慮若干因素，主要包括流動比率（流動資產除以流動負債）、資產負債比率（按總負債除以總資產計算）及債務淨額相對股本比率（按債務總額減現金及等同現金項目，除以股本計算）。

於二零一八年六月三十日，本集團的流動比率約為1.85倍（二零一七年十二月三十一日：2.32倍），資產負債比率為0.36倍（二零一七年十二月三十一日：0.37倍）及其淨債務權益資本比率為0.24倍（二零一七年十二月三十一日：0.32倍）。

## CAPITAL STRUCTURE

As at 30 June 2018, the Group had shareholders' equity of approximately HK\$609,062,000 (31 December 2017: HK\$650,534,000).

## FOREIGN EXCHANGE

During the period under review, the Group mainly generated revenue and incurred costs in Hong Kong dollars, Renminbi and Australian dollars. The Group did not invest in any derivative product for hedging during the period under review. Nevertheless, the Group will keep monitoring its foreign currency risks and when there are uncertainties or material fluctuations in foreign exchange rates, the Group will consider to use appropriate hedging instruments, including futures and forward contracts in the management of exposure arising from fluctuations in the foreign exchange rates.

## CHARGE ON THE GROUP'S ASSETS

As at 30 June 2018, certain borrowing facilities of the Group were secured by land and building of approximately HK\$184,625,000 and financial assets at FVTOCI of approximately HK\$113,949,000 (31 December 2017: secured by investment properties (classified as held for sale) of approximately HK\$87,430,000, land and building of approximately HK\$196,000,000 and available-for-sale investments of approximately HK\$142,949,000).

## CAPITAL COMMITMENTS

As at 30 June 2018, the Group did not have any material capital expenditure commitments (31 December 2017: Nil).

## LITIGATION

The Group was involved in two litigations.

On 19 December 2017, Ever Robust Holdings Limited ("**Ever Robust**"), an indirect wholly-owned subsidiary of the Company, received a writ of summons with a statement of claim (the "**Writ**") issued in the Court of First Instance of the High Court of Hong Kong (the "**Court**") by Convoy Global Holdings Limited ("**Convoy**"), Convoy Collateral Limited (the "**Second Plaintiff**") and CSL Securities Limited (the "**Third Plaintiff**", together with Convoy and the Second Plaintiff, collectively as the "**Plaintiffs**") against, among other defendants, Ever Robust (together with the other defendants, collectively as the "**Defendants**").

## 資本架構

於二零一八年六月三十日，本集團擁有股東權益約609,062,000港元（二零一七年十二月三十一日：650,534,000港元）。

## 外匯

於回顧期間，本集團之收入及成本主要以港元、人民幣及澳元計值。本集團於回顧期間並無投資任何衍生工具產品以作對沖。雖然如此，本集團將繼續監察其外幣風險，外匯匯率如存有任何不確定性或出現重大波動，本集團將於管理匯率波動產生的風險時考慮使用適當對沖工具（包括期貨及遠期合約）。

## 本集團之資產抵押

於二零一八年六月三十日，本集團若干借貸融資已以土地及樓宇約184,625,000港元及按公平值透過其他全面收益列賬之金融資產約113,949,000港元作抵押（二零一七年十二月三十一日：以投資物業（分類為持作出售）約87,430,000港元、土地及樓宇約196,000,000港元及可供出售投資約142,949,000港元作抵押）。

## 資本承擔

於二零一八年六月三十日，本集團並無任何重大資本開支承擔（二零一七年十二月三十一日：無）。

## 訴訟

本集團牽涉兩宗訴訟。

於二零一七年十二月十九日，本公司之間接全資附屬公司連捷控股有限公司（「**連捷**」）接獲康宏環球控股有限公司（「**康宏**」）、康宏財務有限公司（「**第二原告人**」）及康證有限公司（「**第三原告人**」，連同康宏及第二原告人，統稱為「**原告人**」）於香港高等法院（「**法院**」）原訟法庭向包括連捷（連同其他被告人，統稱為「**被告人**」）在內的其他被告人發出的傳訊令狀連同申索書（「**令狀**」）。

Based on the Writ, the orders sought by the Plaintiffs against Ever Robust are as follows: (i) Convoy sought an order as against, among others, Ever Robust, that the allotment of the shares in Convoy by Convoy to, among others, Ever Robust on 29 October 2015, be set aside; (ii) the Second Plaintiff and the Third Plaintiff sought an order that the financing facilities granted by them, including the loan (the “**Loan**”) in the amount of HK\$129,000,000 granted to Ever Robust by the Second Plaintiff on 9 November 2015, and the margin loan (the “**Margin Loan**”) granted to Ever Robust by the Third Plaintiff which amounted to HK\$67,574,473 as at 29 March 2016, be rescinded; and (iii) the Plaintiffs sought against, among others, Ever Robust for (a) general or special damages; (b) interests; (c) costs; and (d) further and/or other reliefs (the “**Convoy Proceedings**”). As at 19 December 2017, Ever Robust had fully repaid the Loan and the Margin Loan and did not hold any shares in Convoy.

On 6 March 2018, a Case Management Conference Hearing was held before the Honourable Mr. Justice Harris on the Convoy Proceedings. On 9 July 2018, Ever Robust has received an amended writ of summons and an amended statement of claim (the “**Amended Statement of Claim**”). Pursuant to the Amended Statement of Claim, the reliefs sought by the Plaintiffs against Ever Robust are amended as follows: (i) a declaration and order as against among others, Ever Robust, that the allotment of the shares in Convoy by Convoy to, among others, Ever Robust, on 29 October 2015, is null and void, or has been rescinded and set aside (as sought by Convoy); (ii) an account of profits and an order for payment of any sums found to be due, equitable compensation to be assessed, and/or damages to be assessed for breach of fiduciary, common law and/or statutory duties, dishonest assistance, unlawful means conspiracy and/or lawful means conspiracy, as against, among others, Ever Robust (as sought by Convoy); (iii) an order against, among others, Ever Robust, for an account of profits and an order for payment of any sums found to be due, equitable compensation to be assessed, and/or damages to be assessed for breach of fiduciary, common law and/or statutory duties, dishonest assistance, unlawful means conspiracy and/or lawful means conspiracy (as sought by the Second Plaintiff and the Third Plaintiff); and (iv) against, among others, Ever Robust, for (a) general or special damages; (b) interests; (c) costs; and (d) further and/or other reliefs (as sought by all the Plaintiffs).

On 27 July 2018, Ever Robust received a sealed order (the “**Order**”) dated 28 June 2018 against, among other defendants, Ever Robust, in which 11 parties are ordered to join the proceedings as additional defendants. Pursuant to the Order, it is further ordered, among other matters, as to between the Plaintiffs and Ever Robust (among certain other defendants), that the Plaintiffs do have leave to file and serve the Amended Statement of Claim.

根據令狀，原告人對連捷尋求的命令如下：(i) 康宏向（其中包括）連捷尋求撤銷康宏於二零一五年十月二十九日向（其中包括）連捷配發的康宏股份的命令；(ii) 第二原告人及第三原告人尋求廢止彼等授出的財務融資的命令，融資包括由第二原告人於二零一五年十一月九日向連捷授出的金額為129,000,000港元的貸款（「**貸款**」），及由第三原告人於二零一六年三月二十九日向連捷授出的金額為67,574,473港元的孖展貸款（「**孖展貸款**」）；及(iii) 原告人向（其中包括）連捷尋求(a) 一般或特定損害賠償；(b) 利息；(c) 成本；及(d) 進一步及／或其他寬免（「**康宏訴訟**」）。於二零一七年十二月十九日，連捷已悉數償還貸款及孖展貸款及並無持有任何康宏股份。

於二零一八年三月六日，法院夏利士法官就康宏訴訟進行了案件管理會議。於二零一八年七月九日，連捷已接獲經修訂傳訊令狀及經修訂申索書（「**經修訂申索書**」）。根據經修訂申索書，原告人尋求對連捷的寬免修訂如下：(i) 一項針對（其中包括）連捷的關於康宏於二零一五年十月二十九日向（其中包括）連捷配發康宏股份的聲明及命令為無效或已撤回及撤銷（如康宏所尋求）；(ii) 交出所得利潤令及一項就違反受信責任、普通法及／或法定責任、不誠實協助、非法及／或合法手段串謀而針對（其中包括）連捷作出的有關支付任何應付款項、將予評定之衡平補償及／或將予評定之損害賠償的命令（如康宏所尋求）；(iii) 對（其中包括）連捷頒令及頒令其因違反受信責任、普通法及／或法定責任、不誠實協助、非法及／或合法手段串謀而須支付任何應付款項、將予評定之衡平補償及／或將予評定之損害賠償（如第二原告人及第三原告人所尋求）；及(iv) 針對（其中包括）連捷的(a) 一般或特定損害賠償；(b) 利息；(c) 成本；及(d) 進一步及／或其他寬免（如所有原告人所尋求）。

於二零一八年七月二十七日，連捷接獲一份針對包括連捷等被告人發出日期為二零一八年六月二十八日之蓋印命令（「**命令**」），當中頒令11名涉事方作為新增被告人加入有關法律程序。除有關原告人及連捷（包括若干其他被告人）間的其他事項外，該命令亦進一步頒令稱原告人已獲許可存檔及送達經修訂申索書。

Further details of the Convoy Proceedings are set out in the Company's announcements dated 19 December 2017, 1 June 2018, 7 June 2018 and 25 July 2018.

On 2 January 2018, Ever Robust received a petition (the "**Petition**") issued in the Court by Zhu Xiao Yan (the "**Petitioner**") against, among other respondents, Ever Robust. Based on the Petition, the Petitioner has held and continues to hold 3,234,000 shares in Convoy since around mid-2015, and the Petitioner sought the following orders against, among others, Ever Robust: (i) a declaration that the placement of 3,989,987,999 shares in Convoy by Convoy to, among other placees, Ever Robust, and/or such placed shares are void ab initio and of no legal effect or, alternatively, be set aside; (ii) damages for dilution of the Petitioner's shareholding; (iii) interest; (iv) such further or other relief and all necessary and consequential directions as the Court may think fit; and (v) costs (the "**Zhu Proceedings**"). As at 2 January 2018, Ever Robust did not hold any shares in Convoy.

On 6 March 2018, a Case Management Conference was held on the Zhu Proceedings, in which the Honourable Mr. Justice Harris made an order that the Zhu Proceedings be stayed with liberty to restore, pending the outcome of the Convoy Proceedings.

Further details of the Zhu Proceedings are set out in the Company's announcement dated 2 January 2018.

The Group has sought preliminary opinion on the above litigations from its solicitors (or legal adviser) in Hong Kong, who, based on the information available as of the date of this report, is of the opinion that:

- there is no assessed monetary claim except the Plaintiffs' claim and the Petitioner's claims against Ever Robust for damages to be assessed;
- it is premature to give opinion on the probable outcome; and
- it is premature to estimate the ultimate liability.

As the Group is not able to reliably assess the amount of potential liabilities in connection with the above litigations, the Group has not made any provision against these litigations. The Company will, in accordance with the applicable laws, make every effort to protect the interests of the Company and its shareholders, proactively respond to the case and defend its position vigorously. The Company will closely monitor the development of this matter and make further announcements if and when there are any significant developments in relation to it.

有關康宏訴訟的進一步詳情載於本公司日期為二零一七年十二月十九日、二零一八年六月一日、二零一八年六月七日及二零一八年七月二十五日之公佈。

於二零一八年一月二日，連捷接獲朱曉燕（「呈請人」）於法院向包括連捷在內的尋求其他被告人發出的呈請書（「呈請書」）。根據呈請書，呈請人約自二零一五年中起持有並將繼續持有康宏3,234,000股股份，呈請人對（其中包括）連捷尋求的命令如下：(i) 宣佈康宏向包括連捷在內的其他承配人配售的3,989,987,999股康宏股份，及／或該等配售股份自始無效且並無法律效力或予以撤銷；(ii) 就攤薄呈請人股權尋求損害賠償；(iii) 利息；(iv) 法院可能認為合適的進一步或其他寬免及所有必要及相應指示；及(v) 成本（「朱氏訴訟」）。於二零一八年一月二日，連捷並無持有康宏任何股份。

於二零一八年三月六日，就朱氏訴訟舉行了案件管理會議，於會上，夏利士法官頒令暫停朱氏訴訟，但有權回復，以待康宏訴訟判決結果。

有關朱氏訴訟的進一步詳情載於本公司日期為二零一八年一月二日之公佈。

本集團已就上述訴訟向其香港律師（或法律顧問）尋求初步意見，基於截至本報告日期可得之資料，其認為：

- 不存在已評估金錢索償，惟不包括原告人及呈請人就其待評估損害賠償而向連捷提出的索償；
- 目前仍無法就潛在結果作出意見；及
- 目前仍無法預測最終責任。

由於本集團未能可靠地評估與上述訴訟有關的潛在負債金額，因此本集團並無該等訴訟作出任何撥備。本公司將根據適用法律全力維護本公司及其股東之利益，積極應訴及全力抗辯。本公司將密切留意此事項的發展，如有任何與此有關的重大進展，將會另行刊發公告。

## CONTINGENT LIABILITIES

As at 30 June 2018, the Group did not have any material contingent liabilities (31 December 2017: Nil).

## EMPLOYEES REMUNERATION POLICIES

As at 30 June 2018, the Group had approximately 2,210 employees (31 December 2017: 1,880). Staff (including executive Directors) salaries, allowances and bonuses totaled approximately HK\$154,535,000 for the period under review (six months ended 30 June 2017: HK\$167,720,000). The Group continues to maintain and upgrade the capabilities of its workforce by providing them with adequate and regular training, which includes seminars on finance, corporate governance, and rules and regulations relevant to the Group and its business, and management and leadership, as well as various technical training courses relating to the respective job duties of the employees.

Remuneration of employees is determined by reference to industry practices and performance, qualifications and experience of individual employees.

The emolument policy of the Directors is decided by the Board, taking into account the recommendation of the remuneration committee of the Board, having regard to the merit, qualifications and competence of the Directors.

On top of regular remuneration, discretionary bonus and share options may be granted to employees and Directors by reference to the Group's performance as well as individual performance of such employees and/or Directors, and other benefits including contributions to statutory mandatory provident fund scheme and medical scheme are also provided to the employees.

The Company adopted the Share Option Scheme on 10 November 2010 and the Board is authorised, at its absolute discretion, to grant options to eligible participants including any employee, contracted celebrity, advisor, consultant, service provider, agent, customer, partner or joint-venture partner of the Group (including any Director, whether executive or non-executive and whether independent or not, of the Group) who is in full-time or part-time employment with the Group at the time when an option is granted to such employee, or any person who, in the sole discretion of the Board, has contributed or may contribute to the Group. Details of share options outstanding as at the beginning and the end of the period under review are set out in the section headed "SHARE OPTION SCHEME" of this report.

## 或然負債

於二零一八年六月三十日，本集團並無任何重大或然負債（二零一七年十二月三十一日：無）。

## 僱員薪酬政策

於二零一八年六月三十日，本集團僱用約2,210名（二零一七年十二月三十一日：1,880名）僱員。回顧期內之僱員（包括執行董事）之薪金、津貼及花紅總額約為154,535,000港元（截至二零一七年六月三十日止六個月：167,720,000港元）。本集團通過向員工提供充足及定期培訓，包括財務、企業管治、有關本集團及其業務的規則及監管以及管理及領導力方面的研討會，以及與員工各自工作職責相關的各種技術培訓課程，繼續保持及提升員工能力。

僱員薪酬參照行業慣例以及個別僱員之表現、資歷及經驗而釐定。

董事之薪酬政策由董事會考慮董事會轄下之薪酬委員會的建議釐定，並參照董事之專長、資歷及能力而釐定。

除定期薪酬以外，通過參考本集團及有關僱員及／或董事之個人表現後，本集團亦將支付僱員及董事酌情花紅及授予購股權，並向僱員提供其他福利（包括向法定強制性公積金計劃及醫療計劃供款）。

本公司於二零一零年十一月十日採納購股權計劃，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）授予購股權。於回顧期初及期末尚未行使購股權之詳情載於本報告「購股權計劃」一節。

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

As at 30 June 2018, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the "SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the directors of the Company as referred to in Rules 5.48 to 5.67 of the GEM Listing Rules, were as follows:

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

| Name of Director | Capacity         | Number of underlying ordinary shares | Approximate percentage (Note 1) |
|------------------|------------------|--------------------------------------|---------------------------------|
| 董事姓名             | 身份               | 相關普通股數目                              | 概約百分比 (附註1)                     |
| Zhang Xiongfeng  | Beneficial owner | 68,044,184                           | 1.28%                           |
| 張雄峰              | 實益擁有人            | (Note 2)<br>(附註2)                    |                                 |

Notes:

1. This is based on the total issued shares of the Company (the "Shares", and each a "Share") as at 30 June 2018, i.e. 5,336,235,108 Shares.
2. These are 68,044,184 Shares to be issued upon exercise of the unlisted physically settled share options granted to Mr. Zhang Xiongfeng on 19 January 2016 pursuant to the Share Option Scheme with the vesting date of the said options on 31 May 2016 and can be exercised by Mr. Zhang Xiongfeng between 1 June 2016 and 11 November 2020 at the subscription price of HK\$0.161 per Share.

Save as disclosed above, as at 30 June 2018, 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 the directors of the Company as referred to in Rules 5.48 to 5.67 of the GEM Listing Rules.

## 董事及行政總裁於證券之權益

於二零一八年六月三十日，董事及本公司行政總裁於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中，擁有須根據證券及期貨條例第352條記入該條所述登記冊之權益及淡倉；或根據GEM上市規則第5.48至5.67條所述的本公司董事進行交易之規定準則知會本公司及聯交所之權益及淡倉如下：

### 於本公司相關股份之好倉

| Name of Director | Capacity         | Number of underlying ordinary shares | Approximate percentage (Note 1) |
|------------------|------------------|--------------------------------------|---------------------------------|
| 董事姓名             | 身份               | 相關普通股數目                              | 概約百分比 (附註1)                     |
| Zhang Xiongfeng  | Beneficial owner | 68,044,184                           | 1.28%                           |
| 張雄峰              | 實益擁有人            | (Note 2)<br>(附註2)                    |                                 |

附註：

1. 此乃根據本公司於二零一八年六月三十日之已發行股份（「股份」，及各自為一股「股份」）總數（即5,336,235,108股股份）計算得出。
2. 該等股份為行使張雄峰先生於二零一六年一月十九日根據購股權計劃獲授之非上市實物結算購股權時將予發行之68,044,184股股份，上述購股權之歸屬日期為二零一六年五月三十一日，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。

除上文所披露者外，於二零一八年六月三十日，概無董事或本公司行政總裁於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中，擁有或被視為擁有須根據證券及期貨條例第352條記入該條所述登記冊之任何權益或淡倉；或根據GEM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 June 2018, the following person (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 as recorded in the register required to be kept by the Company under Section 336 of the SFO:

### Substantial Shareholders – long position in the Shares

| Name of Shareholder | Capacity                  | Number of ordinary shares | Approximate percentage (Note 1) |
|---------------------|---------------------------|---------------------------|---------------------------------|
| 股東姓名                | 身份                        | 普通股數目                     | 概約百分比 (附註1)                     |
| Cheng Hei Yu<br>鄭熹榆 | Beneficial owner<br>實益擁有人 | 2,703,315,951             | 50.66%                          |

Note:

1. This is based on the total issued Shares as at 30 June 2018, i.e. 5,336,235,108 Shares.

Save as disclosed above, as at 30 June 2018, there were no Shareholders 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, 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.

## SHARE OPTION SCHEME

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

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

## 主要股東及其他人士之權益

於二零一八年六月三十日，下列人士（董事或本公司行政總裁除外）於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：

### 主要股東－於股份之好倉

| Name of Shareholder | Capacity                  | Number of ordinary shares | Approximate percentage (Note 1) |
|---------------------|---------------------------|---------------------------|---------------------------------|
| 股東姓名                | 身份                        | 普通股數目                     | 概約百分比 (附註1)                     |
| Cheng Hei Yu<br>鄭熹榆 | Beneficial owner<br>實益擁有人 | 2,703,315,951             | 50.66%                          |

附註：

1. 此乃根據於二零一八年六月三十日之已發行股份總數（即5,336,235,108股股份）計算。

除上文所披露者外，於二零一八年六月三十日，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。

## 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。

購股權計劃乃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。

Details of the share options under the Share Option Scheme during the period under review and outstanding as at 30 June 2018 are as follows:

根據購股權計劃於回顧期間及於二零一八年六月三十日尚未行使之購股權詳情載列如下：

| Grantees                             | Date of grant                 | Vesting date               | Exercise price       | Exercisable period                                          | Outstanding<br>as at 1 January<br>2018 and<br>30 June 2018 |
|--------------------------------------|-------------------------------|----------------------------|----------------------|-------------------------------------------------------------|------------------------------------------------------------|
|                                      |                               |                            |                      |                                                             | 於二零一八年<br>一月一日及<br>二零一八年<br>六月三十日<br>尚未行使                  |
| 承授人                                  | 授出日期                          | 歸屬日期                       | 行使價                  | 行使期                                                         |                                                            |
| Director – Zhang Xiongfeng<br>董事－張雄峰 | 19 January 2016<br>二零一六年一月十九日 | 31 May 2016<br>二零一六年五月三十一日 | HK\$0.161<br>0.161港元 | 1 June 2016 – 11 November 2020<br>二零一六年六月一日至<br>二零二零年十一月十一日 | 68,044,184                                                 |
| Employee<br>僱員                       | 19 January 2016<br>二零一六年一月十九日 | 31 May 2016<br>二零一六年五月三十一日 | HK\$0.161<br>0.161港元 | 1 June 2016 – 11 November 2020<br>二零一六年六月一日至<br>二零二零年十一月十一日 | 4,660,522                                                  |
| Other<br>其他                          | 19 January 2016<br>二零一六年一月十九日 | 31 May 2016<br>二零一六年五月三十一日 | HK\$0.161<br>0.161港元 | 1 June 2016 – 11 November 2020<br>二零一六年六月一日至<br>二零二零年十一月十一日 | 9,321,042                                                  |
|                                      |                               |                            |                      |                                                             | 82,025,748                                                 |

## CHANGES IN INFORMATION OF DIRECTORS

Pursuant to Rule 17.50A(1) of the GEM Listing Rules, there were changes in the information required to be disclosed pursuant to paragraphs (a) to (e) and (g) of Rule 17.50(2) of the GEM Listing Rules in the course of the term of office of the Directors since the date of the annual report for the year ended 31 December 2017 of the Company up to the date of this report. On 3 April 2018, Mr. Zhang Xiongfeng, the chairman of the Board and an executive Director, was appointed as a non-executive director of Zhi Cheng Holdings Limited (a company listed on the GEM with Stock Code: 8130).

Save as disclosed above, there are no other matters required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules.

## 董事資料變更

根據GEM上市規則第17.50A(1)條，自本公司截至二零一七年十二月三十一日止年度之年報日期起直至本報告日期，董事任職期間出現須根據GEM上市規則第17.50(2)條第(a)至(e)段及第(g)段予以披露的資料變動。於二零一八年四月三日，董事會主席兼執行董事張雄峰先生獲委任為智城控股有限公司（於GEM上市的公司，股份代號：8130）的非執行董事。

除上文所披露者外，概無其他事項須根據GEM上市規則第17.50A(1)條予以披露。

## 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 six months ended 30 June 2018.

## DIRECTORS' INTERESTS IN COMPETING INTERESTS

None of the Directors nor their respective close associates had an interest in any businesses, apart from the businesses of the Group, which compete 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 six months ended 30 June 2018, the Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiry of all 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 six months ended 30 June 2018, except for the deviation mentioned in the following paragraph.

## 購買、出售或贖回本公司之上市證券

截至二零一八年六月三十日止六個月，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，概無董事或其各自之緊密聯繫人於本集團業務以外之任何業務擁有權益，而該業務與本集團之業務構成或可能構成直接或間接競爭。

## 有關董事進行證券交易的操守守則

於截至二零一八年六月三十日止六個月，本公司已採納有關董事進行證券交易的操守守則，其條款不遜於GEM上市規則第5.48至5.67條所載的買賣標準規定。於回顧期間，本公司亦已向所有董事作出具體查詢，而據本公司所知，就董事進行的證券交易而言，並無任何有關該買賣標準規定及其操守守則的違規事項。

## 企業管治常規守則

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

截至二零一八年六月三十日止六個月，本公司已遵守GEM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」），惟下段所述偏離除外。

According to Code Provision A.2.1, the roles of the chairman and the chief executive officer should be separate and should not be performed by the same individual. During the period under review, the role of the chairman was performed by Mr. Zhang Xiongfeng, while the office of the chief executive officer of the Company remained vacated until the Company identifies a suitable candidate for the position.

The Board believes that the balance of power and authority of the Board is adequately ensured under the existing arrangement and operations of the Board, as the Board comprises experienced and high caliber individuals with a majority thereof being independent non-executive Directors.

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

## 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, at least one of whom must have appropriate professional qualification or accounting or related financial management expertise. During the six months ended 30 June 2018 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.

根據守則條文A.2.1，主席及行政總裁職責應有區分，不應由一人兼任。於回顧期間內，主席職責由張雄峰先生履行，而本公司行政總裁職位仍懸空，直至本公司物色到合適的候選人就職。

董事會相信，根據現有安排及在由具備豐富經驗及卓越才智人士（其中大部分為獨立非執行董事）組成之董事會運作下，足以確保董事會權力及職權已得到充分平衡。

董事會將持續不時檢討其現有架構，倘物色到任何具備適當知識、技能及經驗的人選，本公司將在適當時候作出委任以填補本公司行政總裁職位。

## 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GEM上市規則第5.28及5.29條以及守則條文C.3.3。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專長。於截至二零一八年六月三十日止六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。

The Group's unaudited condensed consolidated results for the six months ended 30 June 2018 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, 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 August 2018

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

審核委員會已審閱本集團截至二零一八年六月三十日止六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GEM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，二零一八年八月十日

於本報告日期，董事會成員包括(i)兩名執行董事，即張雄峰先生及洪君毅先生；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