

INTERIM
REPORT
2017
中期報告



RENTIAN TECHNOLOGY HOLDINGS LIMITED
仁天科技控股有限公司*

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)
(Stock Code 股份代號: 885)



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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Ms. Yang Xiaoying (*Chief Executive Officer*)

Mr. Tsang To

Mr. Choi Chi Fai

Independent Non-executive Directors

Mr. Zhang Xiaoman

Mr. Chin Hon Siang

Mr. Huang Xin

COMMITTEES

Audit Committee

Mr. Chin Hon Siang (*Chairman*)

Mr. Zhang Xiaoman

Mr. Huang Xin

Remuneration Committee

Mr. Zhang Xiaoman (*Chairman*)

Mr. Tsang To

Mr. Chin Hon Siang

Mr. Huang Xin

Nomination Committee

Mr. Chin Hon Siang (*Chairman*)

Mr. Zhang Xiaoman

Mr. Huang Xin

COMPANY SECRETARY

Mr. Wong Kwok San

AUTHORISED REPRESENTATIVES

Mr. Choi Chi Fai

Mr. Wong Kwok San

REGISTERED OFFICE

P. O. Box 309, Ugland House,
Grand Cayman, KY1-1104,
Cayman Islands

董事會

執行董事

楊曉櫻女士 (*行政總裁*)

曾濤先生

蔡志輝先生

獨立非執行董事

張小滿先生

陳鴻先先生

黃欣先生

委員會

審核委員會

陳鴻先先生 (*主席*)

張小滿先生

黃欣先生

薪酬委員會

張小滿先生 (*主席*)

曾濤先生

陳鴻先先生

黃欣先生

提名委員會

陳鴻先先生 (*主席*)

張小滿先生

黃欣先生

公司秘書

黃國新先生

授權代表

蔡志輝先生

黃國新先生

註冊辦事處

P. O. Box 309, Ugland House,
Grand Cayman, KY1-1104,
Cayman Islands

CORPORATE INFORMATION 公司資料

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suites 1801-1803, 18/F.,
Everbright Centre, 108 Gloucester Road, Wanchai,
Hong Kong

AUDITOR

Mazars CPA Limited
Certified Public Accountants
42nd Floor, Central Plaza,
18 Harbour Road, Wanchai,
Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Hang Seng Bank Limited
Industrial Bank Co., Limited, Hong Kong Branch
The Bank of East Asia Limited
The China Minsheng Banking Corporation Limited,
Hong Kong Branch

CAYMAN ISLANDS LEGAL ADVISERS

Maples and Calder Asia
53rd Floor, The Center,
99 Queen's Road Central,
Hong Kong

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited
Level 22, Hopewell Centre,
183 Queen's Road East,
Hong Kong

STOCK CODE

00885

WEBSITE

www.rentiantech.com

香港主要營業地點

香港
灣仔告士打道108號光大中心
18樓1801至1803室

核數師

瑪澤會計師事務所有限公司
執業會計師
香港
灣仔港灣道18號
中環廣場42樓

主要往來銀行

中國銀行(香港)有限公司
恒生銀行有限公司
興業銀行股份有限公司香港分行
東亞銀行有限公司
中國民生銀行股份有限公司香港分行

開曼群島法律顧問

Maples and Calder Asia
香港
皇后大道中99號
中環中心53樓

香港股份過戶登記分處

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心22樓

股份代號

00885

網址

www.rentiantech.com

FINANCIAL HIGHLIGHTS

財務摘要

The board of directors (the “Directors”) (the “Board”) of Rentian Technology Holdings Limited (the “Company” or “Rentian Technology”) is pleased to present the unaudited consolidated results of the Company and its subsidiaries (the “Group”) for the six months ended 30 June 2017 (the “Period”).

The following is the financial highlights of the Company for the Period:

仁天科技控股有限公司（「本公司」或「仁天科技」）董事（「董事」）會（「董事會」）欣然呈報本公司及其附屬公司（「本集團」）截至二零一七年六月三十日止六個月（「本期間」）之未經審核綜合業績。

以下為本公司本期間之財務摘要：

		Six months ended 30 June 截至六月三十日止六個月		Change 變動	Change 變動
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	HK\$'000 千港元	% 百分比
Revenue	收益	692,510	356,649	335,861	94.2%
Gross profit	毛利	214,178	124,397	89,781	72.2%
<i>Gross profit margin</i>	<i>毛利率</i>	30.9%	34.9%		
Profit from operation	經營溢利	345,464	132,920	212,544	159.9%
Profit for the period	期內溢利	256,098	76,090	180,008	236.6%
<i>Net profit margin</i>	<i>純利率</i>	37.0%	21.3%		
Profit attributable to the owners of the Company	本公司擁有人應佔溢利	226,490	54,222	172,268	317.7%
Adjusted net profit (Note 1)	經調整純利（附註1）	266,529	92,785	173,744	187.3%
<i>Adjusted net profit margin</i>	<i>經調整純利率</i>	38.5%	26.0%		
EBITDA	除利息、稅項、折舊及攤銷前盈利（「EBITDA」）	383,598	149,652	233,946	156.3%
<i>EBITDA margin</i>	<i>EBITDA率</i>	55.4%	42.0%		
Adjusted EBITDA (Note 2)	經調整EBITDA（附註2）	379,133	162,082	217,051	133.9%
<i>Adjusted EBITDA margin</i>	<i>經調整EBITDA率</i>	54.7%	45.4%		

FINANCIAL HIGHLIGHTS

財務摘要

		Six months ended 30 June 截至六月三十日止六個月		Change 變動	Change 變動
		2017 二零一七年 HK cents 港仙	2016 二零一六年 HK cents 港仙	HK cents 港仙	% 百分比
Earnings per share	每股盈利				
– basic	– 基本	2.23	0.59	1.64	278.0%
– diluted	– 攤薄	2.23	0.58	1.65	284.5%
Adjusted earnings per share (Note 3)	經調整每股盈利 (附註3)				
– basic	– 基本	2.33	0.77	1.56	202.6%
– diluted	– 攤薄	2.33	0.75	1.58	210.7%
		As at 30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元	As at 31 December 2016 於二零一六年 十二月三十一日 HK\$'000 千港元	Change 變動	Change 變動
Total assets	資產總值	6,344,814	5,436,612	908,202	16.7%
Total liabilities	負債總額	2,472,358	2,003,120	469,238	23.4%
Net assets	資產淨值	3,872,456	3,433,492	438,964	12.8%

Notes:

- Adjusted net profit is not defined under Hong Kong Financial Reporting Standards (“HKFRS”), and is derived from the net profit excluding the effect of non-cash share options expenses, non-cash income arising from acquisitions and non-cash expenses arising from acquisitions.
- Adjusted EBITDA, as presented, represents adjusted net profit, adjusted to exclude finance costs, taxation, depreciation and other amortisation.
- Adjusted basic earnings per share is calculated by dividing the adjusted net profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the Period. The denominator for computing the adjusted diluted earnings per share is calculated by the weighted average number of ordinary shares outstanding to assume certain specific conditions of part of the share options were met and those share options were exercised, with dilutive effect, if any.

附註:

- 經調整純利於香港財務報告準則中未有界定，乃按純利扣除非現金購股權開支、收購產生之非現金收入及收購產生之非現金開支之影響得出。
- 所呈列之經調整EBITDA指經調整純利，已作調整以扣除融資成本、稅項、折舊及其他攤銷。
- 經調整每股基本盈利按本公司擁有人應佔經調整純利除以本期間內已發行普通股加權平均數計算。計算經調整每股攤薄盈利所用分母按假設部分購股權之若干特定條件已達成及該等購股權已獲行使（具攤薄影響（如有））下之已發行普通股加權平均數計算。

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

簡明綜合全面收入報表

For the six months ended 30 June 2017
截至二零一七年六月三十日止六個月

The Board of the Company reports the unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2017 as follows:

本公司董事會謹此匯報本集團截至二零一七年六月三十日止六個月之未經審核簡明綜合財務報表如下：

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
	Note 附註		
Revenue	3	692,510	356,649
Cost of sales		(478,332)	(232,252)
Gross profit		214,178	124,397
Other income	4	18,558	16,146
Selling and distribution expenses		(37,566)	(28,778)
General and administrative expenses		(157,649)	(105,066)
Changes in fair value of financial assets at fair value through profit or loss	15	307,943	126,221
Profit from operation		345,464	132,920
Finance costs	5(a)	(94,103)	(47,156)
Share of result of associates		74	7,408
Gain on deemed disposal of associates	13	15,223	–
Loss on disposal of available-for-sale financial assets		–	(414)
Profit before taxation	5	266,658	92,758
Taxation	6	(10,560)	(16,668)
Profit for the period		256,098	76,090
Other comprehensive income (loss): <i>Items that are or may be reclassified to profit or loss:</i>			
Changes in fair value of available-for-sale financial assets	14(a)	(30,830)	–
Exchange differences arising from translation of foreign operations		33,047	(13,354)
Share of other comprehensive income (loss) of associates		2,407	(2,788)
Other comprehensive income (loss) for the period		4,624	(16,142)
Total comprehensive income for the period		260,722	59,948

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

簡明綜合全面收入報表

For the six months ended 30 June 2017
截至二零一七年六月三十日止六個月

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
	Note 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Profit attributable to:	下列應佔溢利：		
Owners of the Company	本公司擁有人	226,490	54,222
Non-controlling interests	非控股權益	29,608	21,868
		<u>256,098</u>	<u>76,090</u>
Total comprehensive income attributable to:	下列應佔全面收入總額：		
Owners of the Company	本公司擁有人	220,591	40,517
Non-controlling interests	非控股權益	40,131	19,431
		<u>260,722</u>	<u>59,948</u>
		HK cents 港仙	HK cents 港仙
Basic earnings per share	每股基本盈利	<u>2.23</u>	<u>0.59</u>
Diluted earnings per share	每股攤薄盈利	<u>2.23</u>	<u>0.58</u>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 June 2017

於二零一七年六月三十日

			30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
		Note 附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	67,581	48,484
Intangible assets	無形資產	11	186,258	142,839
Goodwill	商譽	12	1,321,196	1,194,558
Interests in associates	於聯營公司之權益	13	48,984	103,444
Available-for-sale financial assets	可供出售財務資產	14	346,533	357,606
Pledged bank deposits	已質押銀行存款		7,833	360
Deferred tax assets	遞延稅項資產		1,035	549
Contingent consideration receivables	應收或然代價		452	452
			1,979,872	1,848,292
Current assets	流動資產			
Inventories	存貨		127,815	110,596
Financial assets at fair value through profit or loss	於損益帳按公平值處理之財務資產	15	3,103,750	2,527,073
Loan receivables	應收貸款	16	58,796	62,427
Trade and other receivables	貿易及其他應收款項	17	743,236	440,733
Income tax receivables	應收所得稅		8,293	5,171
Pledged bank deposits	已質押銀行存款		6,535	2,594
Bank balances and cash	銀行結存及現金		316,517	439,726
			4,364,942	3,588,320
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	18	331,109	313,128
Income tax payable	應繳所得稅		10,672	4,753
Interest-bearing borrowings	計息借貸	19	435,574	41,549
Promissory notes	承兌票據	20	674,225	563,846
Convertible bonds	可換股債券	21	13,157	-
			1,464,737	923,276
Net current assets	流動資產淨值		2,900,205	2,665,044
Total assets less current liabilities	資產總值減流動負債		4,880,077	4,513,336

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 June 2017
於二零一七年六月三十日

			30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
		Note 附註		
Non-current liabilities	非流動負債			
Interest-bearing borrowings	計息借貸	19	4,203	433
Deferred tax liabilities	遞延稅項負債		33,900	30,518
Promissory notes	承兌票據	20	335,081	434,203
Contingent consideration payables	應付或然代價		16,030	15,540
Convertible bonds	可換股債券	21	618,407	599,150
			<u>1,007,621</u>	<u>1,079,844</u>
NET ASSETS	資產淨值		<u>3,872,456</u>	<u>3,433,492</u>
Capital and reserves	股本及儲備			
Share capital	股本	22	10,148	10,148
Reserves	儲備		3,428,676	3,191,255
Equity attributable to owners of the Company	本公司擁有人應佔股權		<u>3,438,824</u>	<u>3,201,403</u>
Non-controlling interests	非控股權益		433,632	232,089
TOTAL EQUITY	股權總值		<u>3,872,456</u>	<u>3,433,492</u>

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合股東權益變動表

For the six months ended 30 June 2017

截至二零一七年六月三十日止六個月

		Attributable to the owners of the Company 本公司擁有人應佔											Total equity 股東權益 HK\$'000 千港元	
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Share-based payment reserve 以股份支付之 酬金撥備 HK\$'000 千港元	Capital reserve 資本撥備 HK\$'000 千港元	Capital redemption reserve 贖回撥備 HK\$'000 千港元	Available-for-sale financial assets revaluation reserve 可供出售 金融資產 重估撥備 HK\$'000 千港元	Convertible bonds equity reserve 可換取 債券 權益撥備 HK\$'000 千港元	Foreign currency translation reserve 外幣換算 撥備 HK\$'000 千港元	Other reserve 其他撥備 HK\$'000 千港元	Statutory reserve 法定撥備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元		Sub-total 小計 HK\$'000 千港元
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)	10,148	2,792,757	94,565	10,482	1,173	-	(65,675)	(21,422)	2,590	35,476	3,201,403	232,089	3,433,492
At 1 January 2017	於二零一七年一月一日	-	-	-	-	-	-	-	-	-	22,079	226,490	29,608	256,098
Comprehensive income Profit for the period	全面收入 期內溢利	-	-	-	-	-	-	-	(21,422)	2,590	35,476	3,201,403	232,089	3,433,492
Other comprehensive (loss) income for the period Changes in fair value of available-for-sale financial assets Exchange differences arising from translation of foreign operations Share of other comprehensive income of associates	期內其他全面(虧損)收入 可供出售金融資產之公平價值變動 換算外幣業務所產生之匯兌差額 應佔聯營公司其他全面收入	-	-	-	-	(30,830)	-	-	-	-	-	(30,830)	-	(30,830)
Other comprehensive (loss) income for the period	期內其他全面(虧損)收入	-	-	-	-	(30,830)	-	-	-	-	-	(30,830)	-	(30,830)
Total comprehensive (loss) income for the period	期內全面(虧損)收入總額	-	-	-	-	(30,830)	-	-	(21,422)	2,590	35,476	3,201,403	232,089	3,433,492
Transactions with owners Contributions and distributions Recognition of equity component of convertible bonds (note 21) Equity-settled share-based payments Share options forfeited during the period	與擁有人進行交易 出資及分派 確認可換取債券之權益部分 (附註21) 以權益結算以股份支付之款項 期內沒收之購股權	-	-	19,067 (8,309)	-	-	933	-	-	-	-	933	-	933
Changes in ownership interests Non-controlling interests arising from acquisition of subsidiaries (note 24) Capital injections from non-controlling shareholders in a non wholly-owned subsidiary (note 25)	權益所有權變動 收購附屬公司所產生之 非控股權益(附註24) 非控股股東向一間非全資附屬公司注資 (附註25)	-	-	-	-	-	-	-	-	-	5,139	5,139	-	5,139
Total transactions with owners	與擁有人進行交易總額	-	-	10,758	-	-	933	-	-	-	5,139	5,139	-	11,691
At 30 June 2017	於二零一七年六月三十日	10,148	2,792,757	105,323	10,482	1,173	(30,830)	(40,744)	(21,422)	2,590	58,635	3,438,824	433,622	3,872,456

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合股東權益變動表

For the six months ended 30 June 2017

截至二零一七年六月三十日止六個月

		Attributable to the owners of the Company 本公司應有人應佔										Total equity 總權益 HK\$'000 千港元		
		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Share-based payment reserve 以股份為支付之 酬勞儲備 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Capital redemption reserve 資本贖回儲備 HK\$'000 千港元	Capital assets revaluation reserve 可供出售 金融資產 重估儲備 HK\$'000 千港元	Convertible bonds equity reserve 可換取 債券 儲備 HK\$'000 千港元	Foreign currency transition reserve 外幣換算 儲備 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元	Statutory reserve 法定儲備 HK\$'000 千港元		Retained profits 保留溢利 HK\$'000 千港元	Sub-total 小計 HK\$'000 千港元
Six months ended 30 June 2016 (Unaudited)														
At 1 January 2016		8,136	1,944,369	31,950	10,482	1,173	(41,114)	(122,846)	-	350	202,500	2,115,000	149,310	2,264,310
Comprehensive income														
Profit for the period		-	-	-	-	-	-	-	-	-	54,222	54,222	21,868	76,090
Other comprehensive loss for the period														
Exchange differences arising from translation of foreign operations		-	-	-	-	-	(10,917)	(2,788)	-	-	-	(10,917)	(2,437)	(13,354)
Share of other comprehensive loss of associates		-	-	-	-	-	(2,788)	-	-	-	(2,788)	-	-	(2,788)
Other comprehensive loss for the period		-	-	-	-	-	(13,705)	-	-	-	(13,705)	(2,437)	-	(16,142)
Total comprehensive (loss) income for the period		-	-	-	-	-	(13,705)	-	-	54,222	40,517	40,517	19,431	59,948
Transactions with owners														
Contributions and distributions		500	204,168	-	-	-	-	-	-	-	204,668	204,668	-	204,668
Issue of new shares, net of expenses		1,512	664,220	-	-	-	-	-	-	-	665,732	665,732	-	665,732
Issue of new shares on acquisition of subsidiaries		-	-	-	-	-	-	-	-	-	-	(5,882)	(5,882)	
Dividends paid to non-controlling shareholders		-	-	-	-	-	-	-	-	-	16,636	16,636	-	16,636
Equity-settled share-based payments		-	-	16,636	-	-	-	-	-	-	16,636	-	-	16,636
Share options forfeited during the period		-	-	(4,206)	-	-	-	-	-	-	(4,206)	-	-	(4,206)
At 30 June 2016		2,012	868,388	12,430	-	-	-	-	-	-	882,830	882,830	(5,882)	876,948
Changes in ownership interests														
Non-controlling interests arising from acquisition of subsidiaries		-	-	-	-	-	-	-	-	-	-	-	79,241	79,241
Acquisition of additional interest in a non-wholly owned subsidiary without change in control		-	-	-	-	-	-	-	(12,028)	-	(12,028)	(12,028)	(50,994)	(63,022)
Total transactions with owners		2,012	868,388	12,430	-	-	-	-	(12,028)	-	(12,028)	(12,028)	28,247	16,219
At 30 June 2017		10,148	2,792,757	44,300	10,482	1,173	(41,114)	(136,551)	(12,028)	350	256,722	3,026,319	191,106	3,217,425

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 June 2017
截至二零一七年六月三十日止六個月

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Net cash used in operating activities	經營業務所用現金淨額	(360,853)	(386,050)
Net cash (used in) generated from investing activities	投資活動(所用)所得現金淨額	(113,411)	77,812
Net cash generated from financing activities	融資活動所得現金淨額	342,740	274,203
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(131,524)	(34,035)
Cash and cash equivalents at beginning of period	期初之現金及現金等價物	439,726	228,247
Effect on exchange rate changes on cash and cash equivalents	匯率變動對現金及現金等價物之影響	8,315	(4,320)
Cash and cash equivalents at end of period, represented by bank balances and cash	期終之現金及現金等價物，以銀行結存及現金代表	316,517	189,892

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

Six months ended 30 June 2017
截至二零一七年六月三十日止六個月

1. GENERAL INFORMATION

Rentian Technology Holdings Limited (the "Company") was incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The functional currency of the Company and its subsidiaries (collectively referred to as the "Group") is Hong Kong dollars ("HK\$") except for those subsidiaries established in the People's Republic of China (the "PRC"), Renminbi ("RMB") is the functional currency.

2. STATEMENT OF COMPLIANCE AND ACCOUNTING POLICIES

These unaudited condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

The preparation of unaudited condensed consolidated financial statements in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

These unaudited condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Group's audited consolidated financial statements for the year ended 31 December 2016. They have been prepared on the historical cost basis, except for contingent consideration receivables/payables, financial assets at fair value through profit or loss and certain available-for-sale financial assets, which are measured at fair value.

1. 一般資料

仁天科技控股有限公司(「本公司」)在開曼群島註冊成立為獲豁免有限公司，其股份於香港聯合交易所有限公司(「聯交所」)主板上市。

本公司及其附屬公司(統稱「本集團」)之功能貨幣為港元，惟在中華人民共和國(「中國」)成立之附屬公司之功能貨幣為人民幣。

2. 遵例聲明及會計政策

本未經審核簡明綜合財務報表乃按照聯交所證券上市規則(「上市規則」)附錄十六之適用披露規定及香港會計師公會頒佈之香港會計準則第34號「中期財務報告」編製。

編製符合香港會計準則第34號之未經審核簡明綜合財務報表需要管理層作出判斷、估計及假設，而有關判斷、估計及假設會影響會計政策之應用情況以及資產、負債、收入及開支年初至今之申報金額。實際結果可能有別於估計數字。

本未經審核簡明綜合財務報表並不包括年度財務報表所須之全部資料及披露，應與本集團截至二零一六年十二月三十一日止年度之經審核綜合財務報表一併閱讀。本簡明綜合財務報表按歷史成本基準編製，惟應收／應付或然代價、於損益帳按公平值處理之財務資產及若干可供出售財務資產以公平值計量。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

Six months ended 30 June 2017
截至二零一七年六月三十日止六個月

2. STATEMENT OF COMPLIANCE AND ACCOUNTING POLICIES (continued)

The accounting policies used in preparing these unaudited condensed consolidated financial statements are consistent with those used in the Group's audited consolidated financial statements for the year ended 31 December 2016, except for the adoption of the new/revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA. The Group has adopted new/revised HKFRSs, which are effective for accounting periods commencing on or after 1 January 2017.

The adoption of the new/revised HKFRSs that are relevant to the Group and effective from the current period had no significant effects on the results and financial position of the Group for the current and prior periods.

As at the date of authorisation of these unaudited condensed consolidated financial statements, the HKICPA has issued a number of new/revised HKFRSs that are not yet effective for the current period, which the Group has not early adopted. The Group is in the process of assessing the possible impact on the future adoption of these new/revised HKFRSs and so far has identified some aspects of the new standards which may have a significant impact on the unaudited condensed consolidated financial statements. Expected impacts are summarised below. As the Group has not completed its assessment, further impacts may be identified in due course and will be taken into consideration when determining whether to adopt any of these new requirements before their effective date and which transitional approach to take, where there are alternative approaches allowed under the new standards.

2. 遵例聲明及會計政策 (續)

除採納香港會計師公會頒佈之新訂／經修訂香港財務報告準則外，編製本未經審核簡明綜合財務報表時採用之會計政策與本集團截至二零一六年十二月三十一日止年度經審核綜合財務報表所採用者貫徹一致。本集團已採納就二零一七年一月一日或之後開始之會計期間生效之新訂／經修訂香港財務報告準則。

採納與本集團有關並由本期間起生效之新訂／經修訂香港財務報告準則對本集團本期間及過往期間之業績及財務狀況並無重大影響。

於本未經審核簡明綜合財務報表獲授權當日，香港會計師公會已頒佈多項於本期間尚未生效之新訂／經修訂香港財務報告準則，而本集團尚未提早採納該等準則。本集團現正評估未來採納該等新訂／經修訂香港財務報告準則可能產生之影響，而迄今已識別新準則若干方面可能會對未經審核簡明綜合財務報表造成重大影響。預期影響概述如下。由於本集團尚未完成評估，故可能會於適當時候識別其他影響，並於新準則允許使用替代安排之情況下，會於決定是否在任何該等新規定之生效日期前採納該等規定及採取何種過渡安排時考慮有關影響。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

Six months ended 30 June 2017
截至二零一七年六月三十日止六個月

2. STATEMENT OF COMPLIANCE AND ACCOUNTING POLICIES (continued)

HKFRS 15: Revenue from contracts with customers

HKFRS 15 establishes a new framework for revenue recognition. This will replace HKAS 18 “Revenue” which covers contracts for goods and services and HKAS 11 “Construction Contracts” which covers construction contracts. The new standard introduces a five-step model to determine when and how to recognise revenue. Revenue is recognised when control of goods or services is transferred to a customer.

The application of HKFRS 15 requires the identification of separate performance obligations which could affect the timing of the recognition of revenue. The Group is currently assessing the effects of applying this new standard and not able to estimate the impact of HKFRS 15 on the Group’s unaudited condensed consolidated financial statements at this stage. The Group will make more detailed assessments of the impact in future periods. HKFRS 15 has a mandatory effective date of 1 January 2018 and the Group does not intend to adopt it before its effective date.

HKFRS 16: Leases

HKFRS 16 significantly changes, among others, the lessee accounting by replacing the dual-model under HKAS 17 “Leases” with a single model which requires a lessee to recognise right-of-use assets and lease liabilities for the rights and obligations created by all leases with a term of more than 12 months, unless the underlying asset is of low value. For lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of lease differently. HKFRS 16 also requires enhances disclosures to be provided by lessees and lessors. HKFRS 16 has a mandatory effective date of 1 January 2019 and the Group does not intend to adopt it before its effective date.

2. 遵例聲明及會計政策 (續)

香港財務報告準則第15號：來自客戶合約之收益

香港財務報告準則第15號為收益確立一個全新框架，將會取代涉及貨品及服務合約之香港會計準則第18號「收益」及涉及建築合約之香港會計準則第11號「建築合約」。該項新準則引入五個步驟之模型釐定確認收益之時間及方式。當貨品或服務之控制權轉移至客戶時，即確認收益。

應用香港財務報告準則第15號規定識別單獨履約責任，此舉或會影響確認收益之時間。本集團現正評估應用此項新準則之影響，現階段無法估計香港財務報告準則第15號對本集團未經審核簡明綜合財務報表之影響。本集團將會更詳細地評估未來期間之影響。香港財務報告準則第15號之強制生效日期為二零一八年一月一日，而本集團無意於該生效日期前採納香港財務報告準則第15號。

香港財務報告準則第16號：租賃

香港財務報告準則第16號大幅更改（其中包括）對承租人之會計方法，以單一模型取代香港會計準則第17號「租賃」下之雙重模型。該單一模型規定除非相關資產為低價值資產，否則承租人須就因年期超過12個月之所有租賃而產生之權利及責任確認使用權資產及租賃負債。出租人會計方法方面，香港財務報告準則第16號大致秉承香港會計準則第17號之出租人會計規定。因此，出租人繼續將租賃分類為經營租賃或融資租賃，並以不同方式將該兩類租賃入帳。香港財務報告準則第16號亦規定承租人及出租人提供更詳盡披露資料。香港財務報告準則第16號之強制生效日期為二零一九年一月一日，而本集團無意於該生效日期前採納香港財務報告準則第16號。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

Six months ended 30 June 2017
截至二零一七年六月三十日止六個月

2. STATEMENT OF COMPLIANCE AND ACCOUNTING POLICIES (continued)

HKFRS 16: Leases (continued)

The standard will affect primarily the accounting for the Group's operating leases which mainly relate to leases for property, plant and equipment. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the condensed consolidated statement of comprehensive income over the lease term. However, the Group has not yet determined to what extent commitments will result in the recognition of an asset and a liability for future payments and how this will affect the Group's profit and classification of cash flows.

3. SEGMENT INFORMATION

The chief operating decision makers (the "CODM") have evaluated the performance of operating segments and to allocate resources to those segments based on the Group's internal reporting in respect of these segments. The Group's operating segments are structured and managed separately according to the nature of their businesses.

During the six months ended 30 June 2016, there were two reportable and operating segments, namely (i) securities and other investment ("Investing"); and (ii) Internet-of-things ("IoT") and related business.

2. 遵例聲明及會計政策 (續)

香港財務報告準則第16號：租賃 (續)

該準則將主要影響本集團將經營租賃 (主要與物業、廠房及設備租賃有關) 入帳之方法。預期應用新會計模型將導致資產及負債同時增加，並影響租期內於簡明綜合全面收入報表確認開支的時間。然而，本集團尚未釐定承擔將導致就未來付款確認資產及負債之程度，以及此舉如何影響本集團溢利及現金流量分類。

3. 分類資料

主要營運決策人已基於本集團各經營分類之內部報告，評估該等分類之表現及將資源分配至各分類。本集團之經營分類按業務性質建構及分開管理。

於截至二零一六年六月三十日止六個月，本集團有兩個可報告及經營分類，即(i)證券及其他投資(「投資」)；及(ii)物聯網及相關業務。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

Six months ended 30 June 2017
截至二零一七年六月三十日止六個月

3. SEGMENT INFORMATION (continued)

During the six months ended 30 June 2017, the IoT and related business continued to grow and remained as the largest segment of the Group. To better reflect current and future business development and organisation of the Group, as well as resources allocation, the CODM further divide the IoT and related business into (i) integrated smart IoT solutions (“IoT solution”); (ii) human-machine interactive devices (“HMID”) business; and (iii) intelligent documentation service (“IDS”), based on the nature of the products sold and services provided, which are currently the basis used for the purpose of assessing the business performance, allocating resources and managing business operations. There is no change to the organisation of the Investing segment.

Therefore, there were four reportable and operating segments in the current period as follows:

- (a) HMID
- (b) IoT solution
- (c) IDS
- (d) Investing

Consequently, the comparative segment information has been represented in order to conform with the presentation adopted in current period. The changes in the segment information do not have any impact on the Group’s consolidated financial statements for the year ended 31 December 2016.

The Group’s other operating segments do not meet any of the quantitative thresholds for determining as reportable segments. The information of these other operating segment is included in the “Unallocated” column.

Segment results represent the results from each reportable segment without allocation of finance costs. The following analysis is the measure reported to executive directors, being the CODM, for the purposes of resources allocation and assessment of segment performance.

3. 分類資料 (續)

於截至二零一七年六月三十日止六個月，物聯網及相關業務繼續增長，仍然為本集團最大分類。為更清晰地反映本集團現時及未來業務發展與組織架構以及資源分配，主要營運決策人按照所出售產品及所提供服務之性質，進一步將物聯網及相關業務分拆為(i)整合智能物聯網解決方案（「物聯網解決方案」）；(ii)人機互動商業終端（「人機互動」）業務；及(iii)智能檔案服務（「智能檔案服務」）。分拆所據基準乃現時用於評估業務表現、分配資源及管理業務營運之基準。投資分類之組織架構並無變動。

因此，本集團於本期間有以下四個可報告及經營分類：

- (a) 人機互動
- (b) 物聯網解決方案
- (c) 智能檔案服務
- (d) 投資

故此，比較分類資料已重列，以符合於本期間採用之呈列方式。分類資料之變動對本集團截至二零一六年十二月三十一日止年度之綜合財務報表並無任何影響。

本集團其他經營分類並不達到釐定可報告分類之任何量化最低要求。該等其他經營分類之資料已計入「未經分配」一欄。

分類業績指各可報告分類之業績，當中並無分配融資成本。以下分析為向執行董事（即主要營運決策人）作出報告之方法，以供分配資源及評估分類表現。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

Six months ended 30 June 2017
截至二零一七年六月三十日止六個月

3. SEGMENT INFORMATION (continued)

By business segments

An analysis of the Group's revenue and results by reportable segment is set out below:

3. 分類資料 (續)

按業務分類

本集團收益及業績按可報告分類之分析載列如下：

		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)					
		HMID	IoT solution	IDS	Investing	Unallocated	Total
		人機互動	物聯網 解決方案	智能檔案 服務	投資	未經分配	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Revenue	收益						
Sale of products	銷售產品	181,940	318,411	-	-	-	500,351
Services income	服務收入	2,669	73,901	97,999	-	-	174,569
Net realised loss on disposal of financial assets at fair value through profit or loss#	出售於損益帳按公平值處理之財務資產之已變現虧損淨額#	-	-	-	(16,705)	-	(16,705)
Dividend income from listed securities	上市證券之股息收入	-	-	-	27,517	-	27,517
Interest income from loan receivables	應收貸款之利息收入	-	-	-	-	6,778	6,778
Total revenue	總收益	184,609	392,312	97,999	10,812	6,778	692,510
Operating results	經營業績						
Segment results	分類業績	4,000	82,048	18,272	301,228	(44,787)	360,761
Finance costs	融資成本						(94,103)
Profit before taxation	除稅前溢利						266,658

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

Six months ended 30 June 2017
截至二零一七年六月三十日止六個月

3. SEGMENT INFORMATION (continued)

By business segments (continued)

3. 分類資料 (續)

按業務分類 (續)

		Six months ended 30 June 2016 (Unaudited) (re-presented)					
		截至二零一六年六月三十日止六個月 (未經審核) (經重列)					
		HMID	IoT solution	IDS	Investing	Unallocated	Total
		人機互動	物聯網 解決方案	智能檔案 服務	投資	未經分配	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Revenue	收益						
Sale of products	銷售產品	221,326	59,659	-	-	-	280,985
Services income	服務收入	5,121	43,247	64,103	-	-	112,471
Net realised loss on disposal of financial assets at fair value through profit or loss [#]	出售於損益帳按公平值處理之財務資產之已變現虧損淨額 [#]	-	-	-	(40,152)	-	(40,152)
Dividend income from listed securities	上市證券之股息收入	-	-	-	12	-	12
Interest income from loan receivables	應收貸款之利息收入	-	-	-	-	3,333	3,333
Total revenue	總收益	<u>226,447</u>	<u>102,906</u>	<u>64,103</u>	<u>(40,140)</u>	<u>3,333</u>	<u>356,649</u>
Operating results	經營業績						
Segment results	分類業績	<u>28,459</u>	<u>61,028</u>	<u>8,985</u>	<u>61,853</u>	<u>(20,411)</u>	139,914
Finance costs	融資成本						(47,156)
Profit before taxation	除稅前溢利						<u>92,758</u>

[#] Represented the proceeds from the sale of investments at fair value through profit or loss of HK\$331,566,000 (six months ended 30 June 2016: HK\$153,862,000) less relevant costs and carrying value of the investments sold of HK\$348,271,000 (six months ended 30 June 2016: HK\$194,014,000).

[#] 指出售於損益帳按公平值處理之投資之所得款項331,566,000港元(截至二零一六年六月三十日止六個月: 153,862,000港元)減相關成本及已售投資之帳面值348,271,000港元(截至二零一六年六月三十日止六個月: 194,014,000港元)。

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3. SEGMENT INFORMATION (continued)

An analysis of the Group's assets and liabilities by reportable segment is set out below:

3. 分類資料 (續)

本集團資產及負債按可報告分類之分析載列如下：

		As at 30 June 2017 (Unaudited)					
		於二零一七年六月三十日 (未經審核)					
		HMID	IoT solution	IDS	Investing	Unallocated	Total
		人機互動	物聯網	智能檔案	投資	未經分配	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Segment assets	分類資產	604,999	2,145,450	99,059	3,397,658	97,648	6,344,814
Segment liabilities	分類負債	(131,134)	(523,901)	(49,111)	(1,363,690)	(404,522)	(2,472,358)

		As at 31 December 2016 (Audited) (re-presented)					
		於二零一六年十二月三十一日 (經審核) (經重列)					
		HMID	IoT solution	IDS	Investing	Unallocated	Total
		人機互動	物聯網	智能檔案	投資	未經分配	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Segment assets	分類資產	631,008	1,656,793	73,825	2,954,175	120,811	5,436,612
Segment liabilities	分類負債	(173,281)	(431,160)	(41,222)	(999,306)	(358,151)	(2,003,120)

4. OTHER INCOME

4. 其他收入

		Unaudited	
		未經審核	
		Six months ended 30 June	
		截至六月三十日止六個月	
		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
Amortisation of deferred day-one gain (note 20)	遞延首日收益攤銷 (附註20)	10,418	11,376
Interest income from financial institutions	來自財務機構之利息收入	3,051	1,550
Interest income from an associate	來自一間聯營公司之利息收入	241	–
Government grants	政府補助	3,115	2,276
Others	其他	1,733	944
		18,558	16,146

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5. PROFIT BEFORE TAXATION

Profit before taxation is stated after charging (crediting):

5. 除稅前溢利

除稅前溢利經扣除(計入)下列各項後列帳:

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
(a) Finance costs	(a) 融資成本		
Interest on convertible bonds (note 21)	可換股債券利息 (附註21)	32,279	-
Interest on interest-bearing borrowings	計息借貸利息	24,141	13,635
Interest on promissory notes (note 20)	承兌票據利息 (附註20)	37,675	33,511
Finance charges on obligations under finance leases	融資租賃債務之融資費用	8	10
Total borrowing costs	總借貸成本	<u>94,103</u>	<u>47,156</u>
(b) Other items	(b) 其他項目		
Amortisation of intangible assets (note 11)	無形資產攤銷 (附註11)	14,896	4,265
Allowance for doubtful debts on trade receivables	貿易應收款項呆帳撥備	3,453	254
Cost of inventories (Note)	存貨成本(附註)	414,436	187,914
Depreciation of property, plant and equipment	物業、廠房及設備折舊	7,941	5,473
Exchange loss (gain), net	匯兌虧損(收益)淨額	4,976	(637)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	802	-
Operating lease charges on premises	物業之經營租賃支出	10,398	9,186
Research and development costs	研究及開發成本	6,031	6,915
Staff cost and related expenses – includes share-based payment in respect of share options	員工成本及相關開支 – 包括有關購股權之以股份支付之款項	90,478	67,366
		<u>10,758</u>	<u>12,430</u>

Note: Cost of inventories included HK\$13,362,000 (six months ended 30 June 2016: HK\$15,537,000) relating to staff costs, depreciation and operating lease charges, which are also included in the respective total amounts disclosed separately above for each of these types of expenses.

附註：存貨成本包括與員工成本、折舊及經營租賃支出相關之13,362,000港元(截至二零一六年六月三十日止六個月：15,537,000港元)，有關項目亦已按各開支類別計入上文個別披露之相關總金額內。

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6. TAXATION

Hong Kong Profits Tax had not been provided as the Group's entities either had no assessable profit or their assessable profits for both periods were wholly absorbed by unrelieved tax losses brought forward from previous years.

The applicable PRC Enterprises Income Tax ("EIT") for the PRC subsidiaries was at the statutory rate of 25% (six months ended 30 June 2016: 25%) based on its taxable profit. However, seven (six months ended 30 June 2016: four) PRC subsidiaries of the Company have been officially designated by the local tax authority as "High and New Technology Enterprises". A reduced tax rate of 15% (six months ended 30 June 2016: 15%) for the period of three years was granted as long as those PRC subsidiaries meet the high-tech enterprise qualification. One (six months ended 30 June 2016: one) PRC subsidiary of the Company is subject to EIT at a rate of 25% based on the deemed profit (i.e. 10% of its revenue in accordance with the authorised taxation method).

6. 稅項

由於本集團之實體於兩個期間並無應課稅溢利或應課稅溢利已被過往年度結轉之未抵銷稅項虧損全數抵銷，故並無計提香港利得稅撥備。

中國附屬公司之適用中國企業所得稅乃根據其應課稅溢利按25%（截至二零一六年六月三十日止六個月：25%）之法定稅率計算。然而，本公司七間（截至二零一六年六月三十日止六個月：四間）中國附屬公司獲地方稅務機關正式認定為「高新技術企業」。該等中國附屬公司於符合高新技術企業資格之期間可享有三年期15%（截至二零一六年六月三十日止六個月：15%）之減免稅率。本公司一間（截至二零一六年六月三十日止六個月：一間）中國附屬公司按視作溢利（即按照認可計稅方法計算之收益之10%）以25%之稅率繳納企業所得稅。

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Current tax	本期稅項		
PRC EIT	中國企業所得稅		
Current period	本期間	14,823	17,953
Over provision in prior period	過往期間超額撥備	(737)	(197)
		14,086	17,756
Deferred tax	遞延稅項	(3,526)	(1,088)
Tax expenses for the period	期內稅項開支	10,560	16,668

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7. DIVIDEND

The directors of the Company did not recommend the payment of an interim dividend for the six months ended 30 June 2017 (six months ended 30 June 2016: HK\$Nil).

7. 股息

本公司董事不建議就截至二零一七年六月三十日止六個月派發中期股息（截至二零一六年六月三十日止六個月：零港元）。

8. EARNINGS PER SHARE

The calculation of basic and diluted earnings per share is based on the following data:

8. 每股盈利

每股基本及攤薄盈利乃基於以下數據計算：

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
		Note 附註	
Numerator	分子		
Profit attributable to owners of the Company used in computing basic and diluted earnings per share	用於計算每股基本及攤薄盈利之本公司擁有人應佔溢利	226,490	54,222
		'000 千股	'000 千股
Denominator	分母		
Weighted average number of ordinary shares in issue during the period used in computing basic earnings per share	用於計算每股基本盈利之期內已發行普通股加權平均數	(a) 10,148,391	9,249,148
Effect of dilution – weighted average number of ordinary shares	攤薄影響 – 普通股加權平均數		
– Convertible bonds	– 可換股債券	(b) –	–
– Consideration shares	– 代價股份	(c) –	–
– Share options	– 購股權	(d) –	163,131
Weighted average number of ordinary shares in issue during the period used in computing diluted earnings per share	用於計算每股攤薄盈利之期內已發行普通股加權平均數	10,148,391	9,412,279

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8. EARNINGS PER SHARE (continued)

Notes:

- (a) The weighted average number of ordinary shares in issue during the six months ended 30 June 2017 was derived from 10,148,390,530 shares in issue. The weighted average number of ordinary shares in issue during the six months ended 30 June 2016 was adjusted to take into account the effects arising from the placing of shares and consideration shares in February 2016 and April 2016 respectively.
- (b) In September 2016 and May 2017, the Company issued convertible bonds in a principal amount of US\$80,000,000 and HK\$14,000,000 respectively and details as set out in note 21 in these unaudited condensed consolidated financial statements. The conversion of the Group's outstanding convertible bonds would be anti-dilutive and therefore did not include in the calculation of diluted earnings per share.
- (c) The Company's potentially dilutive ordinary shares also comprise consideration shares to be issued under the arrangement of profit guarantee which are subject to certain specific conditions. As at 30 June 2017 and 2016, no adjustment has been made in respect of the consideration shares to be issued under the profit guarantee as in the opinion of the directors of the Company, specific conditions were not met based on the information available, and thus the potential dilutive ordinary shares were not included in the calculation of dilutive earnings per share.
- (d) As at 30 June 2017, none of the specific conditions of the share options was met and thus potential dilutive ordinary shares were not included in the calculation of diluted earning per share. As at 30 June 2016, certain specific conditions of part of the share options were met and therefore that part of the share options outstanding were assumed to have been exercised during the period, and included in the calculation of diluted earnings per share.

8. 每股盈利 (續)

附註：

- (a) 於截至二零一七年六月三十日止六個月之已發行普通股加權平均數源自10,148,390,530股已發行股份。截至二零一六年六月三十日止六個月內已發行普通股之加權平均數已作調整，以計及於二零一六年二月及二零一六年四月分別配售股份及代價股份所產生之影響。
- (b) 於二零一六年九月及二零一七年五月，本公司發行本金額分別為80,000,000美元及14,000,000港元之可換股債券，詳情載於本未經審核簡明綜合財務報表附註21。本集團之未獲轉換可換股債券獲轉換將具反攤薄影響，故於計算每股攤薄盈利時並無將之包括在內。
- (c) 本公司之潛在攤薄普通股亦包括將根據溢利保證安排（受若干特定條件所限）發行之代價股份。於二零一七年及二零一六年六月三十日，由於本公司董事認為按照可得資料顯示並未達成特定條件，並無就將根據溢利保證發行之代價股份作出調整，故計算每股攤薄盈利時並無將潛在攤薄普通股包括在內。
- (d) 於二零一七年六月三十日，並無達成任何購股權之特定條件，故計算每股攤薄盈利時並無將潛在攤薄普通股包括在內。於二零一六年六月三十日，部分購股權之若干特定條件已達成，因此該部分之未獲行使購股權已假設於期內行使，並於計算每股攤薄盈利時包括在內。

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9. RELATED PARTY TRANSACTIONS

In addition to information disclosed elsewhere in these unaudited condensed consolidated financial statements, the Group had the following significant related party transactions during the six months ended 30 June 2017:

9. 關連人士交易

除本未經審核簡明綜合財務報表其他部分所披露之資料外，本集團於截至二零一七年六月三十日止六個月進行之重大關連人士交易如下：

Related party relationship 關連人士關係	Nature of transaction 交易性質	Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	2016 二零一六年
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Key management personnel, including the directors 主要管理人員(包括董事)	Salaries and other allowances 薪金及其他津貼	2,048	1,405
	Contributions to defined contribution plans 界定供款計劃供款	27	27
	Equity-settled share-based payment 以權益結算以股份支付之款項	2,908	4,206
	Total compensation 報酬總額	4,983	5,638
	Non-controlling interests 非控股權益	Operating lease expenses 經營租賃開支	1,804

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10. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2017, the Group's addition to property, plant and equipment amounting to HK\$26,006,000 (six months ended 30 June 2016: HK\$7,619,000), of which HK\$1,488,000 (six months ended 30 June 2016: HK\$2,353,000) was acquired through acquisition of subsidiaries (see note 24). The Group disposed of certain property, plant and equipment with carrying amount of HK\$806,000 (six months ended 30 June 2016: HK\$Nil) for proceeds of HK\$4,000 (six months ended 30 June 2016: HK\$Nil), resulting in loss on disposal of HK\$802,000 during the six months ended 30 June 2017 (six months ended 30 June 2016: HK\$Nil).

The net book value of the Group's property, plant and equipment as at 30 June 2017 included an amount of HK\$362,000 (31 December 2016: HK\$477,000) in respect of assets held under finance lease (see note 19).

10. 物業、廠房及設備

於截至二零一七年六月三十日止六個月，本集團添置26,006,000港元（截至二零一六年六月三十日止六個月：7,619,000港元）之物業、廠房及設備，其中1,488,000港元（截至二零一六年六月三十日止六個月：2,353,000港元）乃透過收購附屬公司收購（見附註24）。於截至二零一七年六月三十日止六個月，本集團出售若干帳面金額為806,000港元之物業、廠房及設備（截至二零一六年六月三十日止六個月：零港元），所得款項為4,000港元（截至二零一六年六月三十日止六個月：零港元），產生出售虧損802,000港元（截至二零一六年六月三十日止六個月：零港元）。

本集團物業、廠房及設備於二零一七年六月三十日之帳面淨值包括有關根據融資租賃持有之資產之362,000港元（二零一六年十二月三十一日：477,000港元）（見附註19）。

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11. INTANGIBLE ASSETS

11. 無形資產

		Software patents	Customer contracts	Customer relationships	Computer software copyright	Trademark	Total
		軟件專利	客戶合約	客戶關係	軟件版權	商標	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Year ended 31 December 2016	截至二零一六年十二月三十一日止年度						
Carrying amount as at 1 January 2016 (Audited)	於二零一六年一月一日之帳面金額(經審核)	-	-	-	-	33,144	33,144
Additions – acquisition of subsidiaries	添置—收購附屬公司	-	-	124,703	2,961	-	127,664
Amortisation	攤銷	-	-	(16,627)	(434)	-	(17,061)
Exchange realignment	匯兌調整	-	-	-	-	(908)	(908)
Carrying amount as at 31 December 2016 (Audited)	於二零一六年十二月三十一日之帳面金額(經審核)	-	-	108,076	2,527	32,236	142,839
Six months ended 30 June 2017	截至二零一七年六月三十日止六個月						
Carrying amount as at 1 January 2017 (Audited)	於二零一七年一月一日之帳面金額(經審核)	-	-	108,076	2,527	32,236	142,839
Additions – acquisition of subsidiaries (note 24)	添置—收購附屬公司(附註24)	8,434	8,356	26,161	-	14,134	57,085
Additions	添置	560	-	-	-	-	560
Amortisation (note 5(b))	攤銷(附註5(b))	(130)	(1,178)	(13,263)	(325)	-	(14,896)
Exchange realignment	匯兌調整	188	-	-	-	482	670
Carrying amount as at 30 June 2017 (Unaudited)	於二零一七年六月三十日之帳面金額(未經審核)	9,052	7,178	120,974	2,202	46,852	186,258

The software patents, customer contracts, customer relationships and trademark acquired in a business combination are recognised at fair value at the acquisition date. Amortisation for software patents and customer relationships that are newly acquired during the period are provided on the straight-line bases over their estimated useful lives of 10 and 5.5 years respectively and customer contracts are amortised when the economic benefits of the assets are expected to be consumed. The trademarks acquired during the period have been granted for period of 10 years by the relevant government and can be renewed at the expiry date of each trademarks with insignificant cost. Coupled with the fact that trademarks acquired during the period have been previously renewed for further 10 years with an option of renewal at the expiry date, the Group has determined that the trademark has an indefinite useful life.

於業務合併中收購之軟件專利、客戶合約、客戶關係及商標於收購日按公平價值確認。期內收購之新軟件專利及客戶關係之攤銷於分別為10年及5.5年之估計可使用年期內以直線法計提，而客戶合約於預期會消耗資產之經濟利益時攤銷。期內所收購商標獲相關政府授出10年期限，可於各項商標之到期日以極低成本重續。加上期內所收購商標已再續期10年，並有權於到期日選擇重續，本集團評定商標有無限可使用年期。

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截至二零一七年六月三十日止六個月

12. GOODWILL

		30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
<i>Reconciliation of carrying amount</i>	<i>帳面金額對帳</i>		
At beginning of reporting period	於報告期初	1,194,558	266,592
Acquisition of subsidiaries (note 24)	收購附屬公司(附註24)	126,638	927,966
At end of reporting period	於報告期結束日	1,321,196	1,194,558
Cost	成本	1,321,196	1,194,558
Accumulated impairment losses	累計減值虧損	-	-
		1,321,196	1,194,558

12. 商譽

13. INTERESTS IN ASSOCIATES

		30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Cost of investment	投資成本	49,620	83,016
Bargain purchase	議價購買	-	8,740
Share of post-acquisition results	應佔收購後業績	(636)	11,688
Share of net assets	應佔淨資產	48,984	103,444

13. 於聯營公司之權益

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13. INTERESTS IN ASSOCIATES (continued)

As at 31 December 2016, the Group held 40% equity interests in Easy Talent Limited and its subsidiaries (collectively referred to as "Easy Talent Group"). During the period, the Group acquired 40.65% equity interests in aggregate in Enterprise Development Holdings Limited ("Enterprise Development", a company incorporated in the Cayman Islands with limited liability and whose shares are listed on the Main Board of the Stock Exchange), which, together with its subsidiaries (collectively referred to as "ED Group"), held 60% equity interests in Easy Talent Group. Due to the above acquisition, the Group indirectly acquired additional 24.39% equity interests in Easy Talent Group and held 64.39% equity interests in Easy Talent Group upon the completion of the above acquisition. Easy Talent Group became non-wholly owned subsidiaries of the Group. A gain on deemed disposal of associates of HK\$15,491,000 was recognised in profit or loss.

Details of the above acquisition are also set out in note 24 in these unaudited condensed consolidated financial statements.

In April 2017, the Group acquired 11.38% equity interests in All Treasure International Industrial Limited ("All Treasure") through the above acquisition in which Enterprise Development indirectly held 28% equity interests in All Treasure. In the opinion of the directors of the Company, the Company has significant influence to All Treasure through Enterprise Development and the investment in All Treasure is accounted for as interests in associates.

All Treasure is an investment holding company and through its subsidiaries are principally engaged in the businesses of (i) making and editing song library into karaoke music and managing and licensing copyright thereof in the PRC; and (ii) provision of information system service and karaoke content management service, in respect of karaoke music products in the PRC, to karaoke venues in the PRC.

Upon the completion of placing of shares by Enterprise Development in June 2017, the Group's equity interests in All Treasure has been diluted from 11.38% to 10.84% and a loss on deemed disposal of interests in associates of HK\$268,000 was resulted and recognised in profit or loss.

13. 於聯營公司之權益 (續)

於二零一六年十二月三十一日，本集團持有智易有限公司及其附屬公司（統稱「智易集團」）40%股本權益。期內，本集團收購企展控股有限公司（「企展」，一間於開曼群島註冊成立之有限公司，其股份於聯交所主板上市）合共40.65%股本權益，而企展及其附屬公司（統稱「企展集團」）持有智易集團60%股本權益。由於進行上述收購，故本集團間接收購智易集團額外24.39%股本權益，並於上述收購完成後持有智易集團64.39%股本權益。智易集團成為本集團之非全資附屬公司。本集團已於損益帳確認視作出售聯營公司之收益15,491,000港元。

上述收購之詳情亦載於本未經審核簡明綜合財務報表附註24。

於二零一七年四月，本集團透過上述收購（企展間接持有寶添國際實業有限公司（「寶添」）28%股本權益）收購寶添11.38%股本權益。本公司董事認為，本公司透過企展對寶添擁有重大影響力，而於寶添之投資乃入帳列作於聯營公司之權益。

寶添為一間投資控股公司，透過其附屬公司主要從事(i)將歌庫歌曲製作及改編為卡拉OK音樂及在中國管理及許可使用相關版權；及(ii)在中國為卡拉OK場所提供中國卡拉OK音樂製品之信息系統服務及卡拉OK內容管理服務之業務。

於二零一七年六月企展配售股份完成後，本集團於寶添之股本權益已由11.38%攤薄至10.84%，所產生視作出售聯營公司之權益之虧損268,000港元已於損益帳確認。

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14. AVAILABLE-FOR-SALE FINANCIAL ASSETS

14. 可供出售財務資產

		Note	30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
		附註		
Listed equity securities in Hong Kong, at fair value	於香港上市之股本證券，按公平值	(a)	<u>79,276</u>	<u>110,106</u>
Unlisted equity securities in a private limited company incorporated outside Hong Kong, at cost	於香港境外註冊成立之私人有限公司之非上市股本證券，按成本	(b),(c)	<u>247,500</u>	<u>247,500</u>
Unlisted equity securities in a private partnerships incorporated outside Hong Kong, at cost	於香港境外註冊成立之私人合夥之非上市股本證券，按成本	(b),(d)	<u>19,757</u>	<u>—</u>
			<u>346,533</u>	<u>357,606</u>

Notes:

- (a) The amounts represent the Group's interest in a company whose shares are listed on the Main Board of the Stock Exchange. During the six months ended 30 June 2017, a decrease in fair value of HK\$30,830,000 (six months ended 30 June 2016: HK\$Nil) in respect of these shares held by the Group was recognised in the available-for-sale financial assets revaluation reserve. The fair value of listed equity securities is based on quoted market prices in active markets at end of reporting period.

附註：

- (a) 有關金額指本集團於一間股份在聯交所主板上市之公司之權益。於截至二零一七年六月三十日止六個月，本集團就其所持該等股份在可供出售財務資產重估儲備確認公平值減少30,830,000港元（截至二零一六年六月三十日止六個月：零港元）。上市股本證券之公平值以報告期結束日之活躍市場所報市價為基礎。

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14. AVAILABLE-FOR-SALE FINANCIAL ASSETS

(continued)

Notes: (continued)

- (b) The unlisted investments represented long-term investments in unlisted equity securities issued by a private entity and a private partnership. In the opinion of the directors of the Company, their fair values cannot be measured reliably because the range of reasonable fair value estimates is so significant and the probabilities of the various estimates cannot be reasonably assessed. As a result, they are measured at cost less impairment at end of each reporting period.
- (c) The balance represents the Group's 12.46% (31 December 2016: 15.81%) equity interests in Co-Lead Holdings Limited ("Co-Lead"), a company incorporated in the British Virgin Islands with limited liability. The principal activity of Co-Lead is investment holding. In the opinion of the directors of the Company, the Group has no significant influence over Co-Lead and the investment is accounted for as available-for-sale financial assets.
- (d) In March 2017, the Group entered into a subscription agreement with an independent third party and agreed to contribute US\$10,000,000 (representing approximately 5.69% of the committed capital of the partnership), in a private partnership incorporated in the Cayman Islands ("Partnership Commitment"). During the period, the Group has contributed US\$2,489,000 (equivalent to approximately HK\$19,757,000) and the remaining Partnership Commitment will be contributed by installments requested by the general partner of the partnership upon at least 10 business days' in advance written notice. The Group is the limited partner to the partnership and in the opinion of the directors of the Company, the Group has no significant influence over the partnership and the investment is accounted for as available-for-sale financial assets.

14. 可供出售財務資產 (續)

附註: (續)

- (b) 非上市投資指於一間私人實體及一間私人合夥發行之非上市股本證券之長期投資。本公司董事認為，由於非上市投資之合理公平價值估計範圍過大，且多項估計之概率不能合理地評估，故非上市投資之公平值不能可靠地計量，因此於各報告期結束日，非上市投資按成本減去減值計量。
- (c) 該結餘指本集團於Co-Lead Holdings Limited (「Co-Lead」，一間於英屬處女群島註冊成立之有限公司)之12.46% (二零一六年十二月三十一日: 15.81%) 股本權益。Co-Lead之主要業務為投資控股。本公司董事認為，本集團對Co-Lead並無重大影響力，而該項投資乃入帳列作可供出售財務資產。
- (d) 於二零一七年三月，本集團與一名獨立第三方訂立一份認購協議，並同意向一個於開曼群島註冊成立之私人合夥出資10,000,000美元 (相當於該合夥已承諾資本約5.69%) (「合夥承諾」)。期內，本集團已出資2,489,000美元 (相等於約19,757,000港元)，而餘下之合夥承諾將應合夥之普通合夥人要求於作出最少10個營業日之事先書面通知之情況下分期出資。本集團為該合夥之有限合夥人，而本公司董事認為，本集團對該合夥並無重大影響力，而該項投資乃入帳列作可供出售財務資產。

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15. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

15. 於損益帳按公平值處理之財務資產

		30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核)	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核)
	Note 附註	HK\$'000 千港元	HK\$'000 千港元
Held for trading			
Equity securities listed in Hong Kong	(a)	1,790,138	1,437,445
Designated upon initial recognition			
Equity-linked notes	(b)	926,167	677,200
Wealth management products, unlisted	(c)	387,445	412,428
		3,103,750	2,527,073

Notes:

- (a) The fair value of listed equity securities is based on quoted market prices in active markets at end of reporting period. During the six months ended 30 June 2017, the fair value gain on financial assets held for trading of HK\$48,517,000 (six months ended 30 June 2016: HK\$73,439,000) was recognised in profit or loss.
- (b) The fair value of the equity-linked notes was determined by the directors of the Company with reference to the valuation prepared by an independent professional valuer, based on the expected proceeds received from disposal of the underlying securities at the quoted market prices at end of reporting period after deducting the outstanding margin loans and any related transaction costs. During the six months ended 30 June 2017, the fair value gain on the equity-linked notes of HK\$248,967,000 (six months ended 30 June 2016: HK\$44,994,000) was recognised in profit or loss.

附註：

- (a) 上市股本證券之公平值乃基於報告期結束日在活躍市場所報之市價計算。於截至二零一七年六月三十日止六個月，於損益帳已確認持作買賣財務資產之公平值收益48,517,000港元（截至二零一六年六月三十日止六個月：73,439,000港元）。
- (b) 股票掛鈎票據之公平值由本公司董事參照一名獨立專業估值師基於報告期結束日按市場報價出售相關證券之預計已收所得款項，並扣除尚未償還孖展貸款及任何有關交易成本所編製之估值釐定。於截至二零一七年六月三十日止六個月，股票掛鈎票據之公平值收益為248,967,000港元（截至二零一六年六月三十日止六個月：44,994,000港元），已於損益帳確認。

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15. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

Notes: (continued)

- (c) The unlisted wealth management products comprise of unlisted funds and financial products.

These unlisted wealth management products were subscribed from a private fund manager which is a company registered and approved by the Asset Management Association of China and certain banks in the PRC. These unlisted wealth management products were redeemable at the discretion of the Group from time to time and the intention of holding them was for short-term investment. Included in unlisted wealth management products, HK\$199,228,000 was denominated in RMB.

The fair values of the unlisted wealth management products were reported and provided by the fund manager and the banks. During the six months ended 30 June 2017, the fair value gain on the unlisted wealth management products of HK\$10,459,000 (six months ended 30 June 2016: HK\$7,728,000) was recognised in profit or loss.

15. 於損益帳按公平值處理之財務資產(續)

附註：(續)

- (c) 非上市財富管理產品包括非上市基金及財務產品。

該等非上市財富管理產品乃向一名私募基金經理(為一間已登記及經中國證券投資基金業協會及中國若干銀行認可之公司)認購。該等非上市財富管理產品可由本集團不時酌情贖回,旨在作為短期投資持有。該等非上市財富管理產品中,199,228,000港元以人民幣計值。

該等非上市財富管理產品之公平值由基金經理及銀行報告及提供。於截至二零一七年六月三十日止六個月,本集團於損益帳確認非上市財富管理產品之公平值收益10,459,000港元(截至二零一六年六月三十日止六個月:7,728,000港元)。

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16. LOAN RECEIVABLES

Loans granted to borrowers are repayable according to repayment schedules. The balance comprises loan receivables from:

		30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
	Note 附註		
Third parties	第三方	65,906	82,717
Related party – an associate	關連人士 – 一間聯營公司	13,180	–
Allowance for doubtful debts	呆帳撥備	<u>(20,290)</u>	<u>(20,290)</u>
Balances due within one year and included in current assets	計入流動資產、於一年內到期之結餘	<u>58,796</u>	<u>62,427</u>
	(a)		

Note:

- (a) At end of reporting period, (1) loan receivables of HK\$45,616,000 (31 December 2016: HK\$62,427,000) carried at fixed interest rate of ranging from 10% to 15% (31 December 2016: ranging from 13% to 18%) per annum, were unsecured and within the respective maturity dates; (2) the loan receivables of HK\$13,180,000 (31 December 2016: HK\$Nil) from an associate was unsecured, carried interest at 12% per annum and within its maturity date; and (3) loan balances of HK\$20,290,000 (31 December 2016: HK\$20,290,000) were overdue and fully impaired.

16. 應收貸款

借款人獲授之貸款須按照還款時間表償還。有關結餘包括應收下列各方之貸款：

	30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Third parties	65,906	82,717
Related party – an associate	13,180	–
Allowance for doubtful debts	<u>(20,290)</u>	<u>(20,290)</u>
Balances due within one year and included in current assets	<u>58,796</u>	<u>62,427</u>

附註：

- (a) 於報告期結束日，(1) 應收貸款 45,616,000 港元 (二零一六年十二月三十一日：62,427,000 港元) 按固定年利率介乎 10 厘至 15 厘 (二零一六年十二月三十一日：13 厘至 18 厘) 計息，為無抵押及並無逾期；(2) 來自一間聯營公司之應收貸款 13,180,000 港元 (二零一六年十二月三十一日：零港元) 為無抵押、按年利率 12 厘計息及並無逾期；及 (3) 貸款結餘 20,290,000 港元 (二零一六年十二月三十一日：20,290,000 港元) 已逾期並悉數減值。

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17. TRADE AND OTHER RECEIVABLES

17. 貿易及其他應收款項

		30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
	Note 附註		
Trade receivables	貿易應收款項		
From third parties	來自第三方	453,693	319,947
Allowance for doubtful debts	呆帳備抵	(4,321)	(780)
	(a)	449,372	319,167
Notes receivables	應收票據	769	7,120
Other receivables	其他應收款項		
Prepayments to suppliers	向供應商預付之款項	197,955	16,641
Prepayments	預付款項	52,008	40,077
Deposits and other debtors	按金及其他應收帳款	43,132	57,728
		293,095	114,446
		743,236	440,733

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17. TRADE AND OTHER RECEIVABLES

(continued)

Notes:

- (a) The ageing analysis of trade receivables, net of allowance for doubtful debts, based on the invoice date, is as follows:

Within 90 days	90天內
91 – 180 days	91至180天
181 – 365 days	181至365天
Over 365 days	365天以上

The Group allows a credit period of 30 – 90 days (31 December 2016: 30 – 90 days) to its customers.

- (b) These prepayments are unsecured, interest free and will be used to offset against future purchases from suppliers.

17. 貿易及其他應收款項 (續)

附註：

- (a) 貿易應收款項(扣除呆帳備抵)按發票日期之帳齡分析如下：

30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
256,441	242,019
33,530	10,425
116,116	36,008
43,285	30,715
449,372	319,167

本集團給予客戶平均30至90天(二零一六年十二月三十一日：30至90天)之信貸期。

- (b) 該等預付款項為無抵押、免息及將用於抵銷未來向供應商購貨之金額。

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18. TRADE AND OTHER PAYABLES

18. 貿易及其他應付款項

			30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Trade payables, to third parties	貿易應付款項，應付第三方	(a)	152,033	149,461
Bills payables	應付票據		2,519	725
Other payables	其他應付款項			
Accrued charges	應計費用		64,681	76,007
Interest payables	應付利息		37,310	32,463
Other creditors	其他應付帳款		37,039	12,669
Trade deposits received	已收貿易按金		37,527	41,803
			176,557	162,942
			331,109	313,128

Note:

- (a) The credit period of trade payables is normally within 90 days (31 December 2016: 90 days). The ageing analysis of trade payables, based on the invoice date, is as follows:

附註：

- (a) 貿易應付款項之信貸期一般為90天(二零一六年十二月三十一日：90天)內。貿易應付款項按發票日期之帳齡分析如下：

			30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Within 90 days	90天內		136,827	141,743
91 – 180 days	91至180天		7,047	5,590
181 – 365 days	181至365天		5,546	27
Over 365 days	365天以上		2,613	2,101
			152,033	149,461

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19. INTEREST-BEARING BORROWINGS

19. 計息借貸

		30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
	Note 附註		
Bank borrowings, unsecured and guaranteed	銀行借貸·無抵押及有擔保	(a) 25,566	5,359
Bank borrowings, secured and unguaranteed	銀行借貸·有抵押及無擔保	(b) 5,758	–
Bank borrowings, secured and guaranteed	銀行借貸·有抵押及有擔保	(c) 9,213	–
Margin loans, secured and unguaranteed	孖展貸款·有抵押及無擔保	(d) 393,732	36,041
Loan from a third party, unsecured and unguaranteed	一名第三方貸款·無抵押及無擔保	(e) 5,000	–
Obligations under finance leases	融資租賃債務	508	582
		439,777	41,982
Analysed as:	分析為：		
Current portion	流動部分	435,574	41,549
Non-current portion	非流動部分	4,203	433
		439,777	41,982

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19. INTEREST-BEARING BORROWINGS

(continued)

Notes:

(a) Bank borrowings, unsecured and guaranteed

The bank borrowings were denominated in RMB (31 December 2016: RMB) and carried interest (i) at the prevailing interest rate of the People's Bank of China with 25% mark-up; (ii) at loan prime rate plus 1.46%; and (iii) at fixed rate of 5.655% (31 December 2016: prevailing interest rate of the People's Bank of China with 25% mark-up) per annum. The bank borrowings were guaranteed by the Company, a subsidiary, a director of a subsidiary and non-controlling shareholders of a subsidiary (31 December 2016: guaranteed by the Company, a director of a subsidiary and non-controlling shareholders of a subsidiary). The bank borrowings are wholly repayable within one year.

(b) Bank borrowings, secured and unguaranteed

The bank borrowings were denominated in RMB and carried interest at the loan prime rate plus 1.4% per annum. The bank borrowings were secured by pledged bank deposits of HK\$6,910,000. The bank borrowings are repayable in semi-annually instalments with final instalment due in June 2020.

(c) Bank borrowings, secured and guaranteed

The bank borrowings were denominated in RMB and carried interest at the loan prime rate plus 0.05% per annum. The bank borrowings were secured by corporate guarantee of a PRC subsidiary and certain trade receivables of not less than HK\$9,213,000. The bank borrowings are wholly repayable within one year.

(d) Margin loans, secured and unguaranteed

The margin loans were secured by certain listed equity securities held under the securities margin account, with a total market value of approximately HK\$1,319,779,000 as at 30 June 2017 (31 December 2016: HK\$72,000,000). It carried interest rate of ranging from 7% to 12% per annum (31 December 2016: 6% per annum) and are repayable on demand.

(e) Loan from a third party, unsecured and unguaranteed

The loan due to an independent third party is unsecured, carried interest rate of 9% per annum and is repayable within one year.

19. 計息借貸 (續)

附註:

(a) 銀行借貸，無抵押及有擔保

該等銀行借貸以人民幣(二零一六年十二月三十一日:人民幣)計值,按(i)中國人民銀行現行年利率加25%加成;(ii)最優惠貸款年利率加1.46厘;及(iii)固定年利率5.655厘(二零一六年十二月三十一日:中國人民銀行現行年利率加25%加成)計息。銀行借貸由本公司、一間附屬公司、一間附屬公司之董事及一間附屬公司之非控股股東擔保(二零一六年十二月三十一日:由本公司、一間附屬公司之董事及一間附屬公司之非控股股東擔保)。該等銀行借貸須於一年內悉數償還。

(b) 銀行借貸，有抵押及無擔保

該等銀行借貸以人民幣計值,按最優惠貸款年利率加1.4厘計息。銀行借貸以6,910,000港元之已質押銀行存款作抵押。該等銀行借貸須分期每半年償還,最後一期於二零二零年六月到期。

(c) 銀行借貸，有抵押及有擔保

該等銀行借貸以人民幣計值,按最優惠貸款年利率加0.05厘計息。銀行借貸以一間中國附屬公司之公司擔保及不少於9,213,000港元之若干貿易應收款項作抵押。該等銀行借貸須於一年內悉數償還。

(d) 孖展貸款，有抵押及無擔保

孖展貸款以於證券孖展帳戶持有之若干上市股本證券作抵押,於二零一七年六月三十日之總市值約為1,319,779,000港元(二零一六年十二月三十一日:72,000,000港元),按年利率介乎7厘至12厘(二零一六年十二月三十一日:6厘)計息,並須按的要求償還。

(e) 一名第三方貸款，無抵押及無擔保

該筆應付一名獨立第三方之貸款為無抵押,按年利率9厘計息,並須於一年內償還。

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20. PROMISSORY NOTES

20. 承兌票據

		Debt component 債務部分 HK\$'000 千港元	Deferred day-one gain 遞延首日收益 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2016 (Audited)	於二零一六年一月一日 (經審核)	489,450	41,887	531,337
Fair value of promissory notes issued at the inception date	已發行承兌票據於 初始日期之公平值	182,712	-	182,712
Fair value of promissory notes issued at the date of acquisition of subsidiaries	已發行承兌票據於收購 附屬公司日期之公平值	317,425	-	317,425
Day-one gain of newly issued promissory notes at inception not recognised in profit or loss	新發行承兌票據於初始時未 於損益帳確認之首日收益	-	17,288	17,288
Interest charged for the year	年內利息支出	71,339	-	71,339
Interest payable on promissory notes included in other payables	計入其他應付款項之 承兌票據應付利息	(43,263)	-	(43,263)
Amortisation of deferred day-one gain	遞延首日收益攤銷	-	(23,035)	(23,035)
Settlement	結算	(52,870)	(2,884)	(55,754)
At 31 December 2016 and at 1 January 2017 (Audited)	於二零一六年十二月三十一日 及於二零一七年一月一日 (經審核)	964,793	33,256	998,049
Fair value of promissory notes issued at the inception date	已發行承兌票據於 初始日期之公平值	254,950	-	254,950
Day-one gain of newly issued promissory notes at inception not recognised in profit or loss	新發行承兌票據於初始時未 於損益帳確認之首日收益	-	4,550	4,550
Interest charged for the period (note 5(a))	期內利息支出(附註5(a))	37,675	-	37,675
Interest payable on promissory notes included in other payables	計入其他應付款項之 承兌票據應付利息	(23,660)	-	(23,660)
Amortisation of deferred day-one gain (note 4)	遞延首日收益攤銷(附註4)	-	(10,418)	(10,418)
Settlement	結算	(251,840)	-	(251,840)
At 30 June 2017 (Unaudited)	於二零一七年六月三十日 (未經審核)	981,918	27,388	1,009,306

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20. PROMISSORY NOTES (continued)

20. 承兌票據 (續)

		30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Analysed as:	分析為：		
Current portion	流動部分	674,225	563,846
Non-current portion	非流動部分	335,081	434,203
		1,009,306	998,049

Promissory Notes A and Promissory Notes B

In prior years, the Group issued several promissory notes ("Promissory Notes A" and "Promissory Notes B") of HK\$80,000,000 and HK\$400,000,000, at 5% interest rate per annum with 7 years of maturity and at 6% interest rate per annum with 2 years of maturity from the date of issue respectively, to several independent third parties.

During the six months ended 30 June 2017, interest expenses on Promissory Notes A and Promissory Notes B of HK\$4,379,000 and HK\$12,620,000 (six months ended 30 June 2016: HK\$4,090,000 and HK\$15,849,000); and amortisation of deferred day-one gain on Promissory Notes A and Promissory Notes B of HK\$2,504,000 and HK\$3,201,000 (six months ended 30 June 2016: HK\$2,504,000 and HK\$4,000,000) were recognised in profit or loss respectively.

The Promissory Notes B of HK\$200,000,000 matured and was fully settled during the period, the remaining portion of Promissory Notes B will mature in October 2017, it is therefore classified as current.

承兌票據A及承兌票據B

於過往年度，本集團發行分別80,000,000港元及400,000,000港元之多份承兌票據（「承兌票據A」及「承兌票據B」）予數名獨立第三方，承兌票據A按年利率5厘發行，於由發行日期起計滿七年時到期，而承兌票據B按年利率6厘發行，於由發行日期起計滿兩年時到期。

於截至二零一七年六月三十日止六個月，承兌票據A及承兌票據B之利息開支分別4,379,000港元及12,620,000港元（截至二零一六年六月三十日止六個月：4,090,000港元及15,849,000港元）以及遞延首日收益攤銷分別2,504,000港元及3,201,000港元（截至二零一六年六月三十日止六個月：2,504,000港元及4,000,000港元）已於損益帳確認。

200,000,000港元之承兌票據B已於期內到期並悉數結算，承兌票據B之其餘部分則會於二零一七年十月到期，因此分類為流動。

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20. PROMISSORY NOTES (continued)

Promissory Notes C

In January 2016, the Group issued promissory notes of HK\$200,000,000 in aggregate at 4% interest rate per annum with 2 years of maturity from the date of issue to a financial institution in Hong Kong ("Promissory Notes C"). Promissory Notes C is guaranteed by the controlling shareholder of the Company and secured by the charges over the entire issued share capital in certain subsidiaries of the Company.

During the six months ended 30 June 2017, interest expenses on Promissory Notes C of HK\$8,323,000 (six months ended 30 June 2016: HK\$7,687,000); and amortisation of deferred day-one gain on Promissory Notes C of HK\$4,287,000 (six months ended 30 June 2016: HK\$4,144,000) were recognised in profit or loss.

As Promissory Notes C will mature in January 2018, it is therefore classified as current.

Promissory Notes D and Promissory Notes E

In connection with the acquisition of 51% equity interests in Next Concept International Investment Limited ("Next Concept") and its subsidiaries in April 2016, the Group issued two promissory notes ("Promissory Notes D" and "Promissory Notes E") of HK\$165,240,000 each to the selling shareholders of Next Concept as part of the acquisition consideration. Promissory Notes D and Promissory Notes E were issued at interest rate per annum of 3% and will mature on 30 April 2017 and 30 April 2018 respectively.

20. 承兌票據 (續)

承兌票據C

於二零一六年一月，本集團按年利率4厘發行合共200,000,000港元之承兌票據（「承兌票據C」）予香港一間財務機構，於由發行日期起計滿兩年時到期。承兌票據C由本公司控股股東提供擔保，並以本公司若干附屬公司全部已發行股本之押記作抵押。

於截至二零一七年六月三十日止六個月，承兌票據C之利息開支8,323,000港元（截至二零一六年六月三十日止六個月：7,687,000港元）及遞延首日收益攤銷4,287,000港元（截至二零一六年六月三十日止六個月：4,144,000港元）已於損益帳確認。

由於承兌票據C將於二零一八年一月到期，故分類為流動。

承兌票據D及承兌票據E

就於二零一六年四月收購進念國際投資有限公司（「進念」）及其附屬公司51%股本權益而言，本集團按年利率3厘發行各165,240,000港元之兩份承兌票據（「承兌票據D」及「承兌票據E」）予進念之售股股東，分別將於二零一七年四月三十日及二零一八年四月三十日到期，作為部分收購代價。

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20. PROMISSORY NOTES (continued)

Promissory Notes D and Promissory Notes E (continued)

The Promissory Notes D of HK\$51,840,000 matured and was fully settled during the period. The Group has entered into supplemental agreements with the remaining holders of Promissory Notes D under which the maturity date was extended to 31 October 2017 and interest rate after 30 April 2017 was 8% per annum.

During the six months ended 30 June 2017, interest expenses on Promissory Notes D and Promissory Notes E of HK\$5,097,000 and HK\$4,758,000 (six months ended 30 June 2016: HK\$1,921,000 and HK\$2,188,000) were recognised in profit or loss respectively.

As Promissory D and Promissory Notes E will mature in October 2017 and April 2018 respectively, they are therefore classified as current.

Promissory Notes F, Promissory Notes G and Promissory Notes H

During the six months ended 30 June 2017, the Group issued several promissory notes ("Promissory Notes F", "Promissory Notes G" and "Promissory Notes H") of HK\$8,000,000, HK\$1,500,000 and HK\$250,000,000, at 6% interest rate per annum with 4 years of maturity, at 6% interest rate per annum with 5 years of maturity and at 6% interest rate per annum with 2 years of maturity from the date of issue respectively, to several independent third parties.

20. 承兌票據 (續)

承兌票據D及承兌票據E (續)

51,840,000港元之承兌票據D已於期內到期並悉數結算。本集團已與承兌票據D之其餘持有人訂立補充協議，據此，到期日已延至二零一七年十月三十一日，而二零一七年四月三十日後之年利率為8厘。

於截至二零一七年六月三十日止六個月，承兌票據D及承兌票據E之利息開支分別5,097,000港元及4,758,000港元（截至二零一六年六月三十日止六個月：1,921,000港元及2,188,000港元）已於損益帳確認。

由於承兌票據D及承兌票據E將分別於二零一七年十月及二零一八年四月到期，故分類為流動。

承兌票據F、承兌票據G及承兌票據H

於截至二零一七年六月三十日止六個月，本集團分別按年利率6厘、6厘及6厘發行8,000,000港元、1,500,000港元及250,000,000港元之多份承兌票據（「承兌票據F」、「承兌票據G」及「承兌票據H」）予多名獨立第三方，分別於由發行日期起計滿四年、滿五年及滿兩年時到期。

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20. PROMISSORY NOTES (continued)

Promissory Notes F, Promissory Notes G and Promissory Notes H (continued)

At the issue date, the fair value of Promissory Notes F, Promissory Notes G and Promissory Notes H were HK\$8,000,000, HK\$1,500,000 and HK\$245,450,000 respectively on initial recognition and measured based on the present value of their expected future cash flows. In obtaining the present value, risk adjusted discount rates ranging from 6% to 7% per annum were applied as an input. The risk-adjusted discount rates of Promissory Notes F, Promissory Notes G and Promissory Notes H were estimated by the directors of the Company with reference to a discount rate estimated by an independent professional valuer based on the interest rate of notes issuers with similar credit rating of the Company. Subsequently, Promissory Notes F, Promissory Notes G and Promissory Note H were measured at amortised cost by using an effective interest method until extinguished on redemption. During the six months ended 30 June 2017, interest expenses on Promissory Notes F, Promissory Notes G and Promissory Notes H of HK\$170,000, HK\$2,000 and HK\$2,326,000 (six months ended 30 June 2016: HK\$Nil, HK\$Nil and HK\$Nil) were recognised in profit or loss respectively.

As the valuation cannot be supported by observable market data, the day-one gain on newly issued Promissory Notes F of HK\$Nil, Promissory Notes G of HK\$Nil and Promissory Notes H of HK\$4,550,000 at the date of inception is not recognised in profit or loss but are deferred. This deferred day-one gain will be recognised in profit or loss over the life of Promissory Notes H on a straight-line basis.

During the six months ended 30 June 2017, amortisation of deferred day-one gain on Promissory Notes H of HK\$426,000 (six months ended 30 June 2016: HK\$Nil) was recognised in profit or loss.

20. 承兌票據 (續)

承兌票據F、承兌票據G及承兌票據H (續)

於發行日期，承兌票據F、承兌票據G及承兌票據H於初步確認時之公平值分別為8,000,000港元、1,500,000港元及245,450,000港元，乃按預期未來現金流量之現值計量。得出有關現值時已使用年率介乎6厘至7厘之風險調整貼現率作輸入項目。承兌票據F、承兌票據G及承兌票據H之風險調整貼現率乃本公司董事經參照一名獨立專業估值師按信貸評級與本公司相若之票據發行人之利率估算之貼現率估算。其後，承兌票據F、承兌票據G及承兌票據H採用實際利率法按攤銷成本計量，直至於贖回時被消除為止。於截至二零一七年六月三十日止六個月，承兌票據F、承兌票據G及承兌票據H之利息開支分別170,000港元、2,000港元及2,326,000港元（截至二零一六年六月三十日止六個月：零港元、零港元及零港元）已於損益帳確認。

由於估值無法以可觀察市場數據支持，故於初始日期之新發行承兌票據F、承兌票據G及承兌票據H首日收益零港元、零港元及4,550,000港元並無於損益帳確認，惟作遞延處理。此遞延首日收益將於承兌票據H年期內以直線法在損益帳確認。

於截至二零一七年六月三十日止六個月，承兌票據H之遞延首日收益攤銷426,000港元（截至二零一六年六月三十日止六個月：零港元）已於損益帳確認。

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21. CONVERTIBLE BONDS

The movement of liability component at amortised costs of the convertible bonds is as follows:

21. 可換股債券

可換股債券按攤銷成本之負債部分變動如下：

		2016	2017	Total
		Convertible	Convertible	Total
		Bonds	Bonds	Total
		二零一六年	二零一七年	總計
		可換股債券	可換股債券	總計
		(Note a)	(Note b)	總計
		(附註a)	(附註b)	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Nominal value of convertible bonds issued	已發行可換股債券之面值	620,460	-	620,460
Issue costs apportioned to liability component	分配至負債部分之發行成本	(6,205)	-	(6,205)
Derivative component at the issue date	於發行日期之衍生工具部分	(1,072)	-	(1,072)
Equity component at the issue date	於發行日期之權益部分	(22,079)	-	(22,079)
Liability components at the issue date	於發行日期之負債部分	591,104	-	591,104
Interest charged for the year	年內利息支出	17,505	-	17,505
Interest payable on convertible bonds included in other payables	計入其他應付款項之可換股債券應付利息	(9,351)	-	(9,351)
Exchange realignment	匯兌調整	(108)	-	(108)
		8,046	-	8,046
At 31 December 2016 and at 1 January 2017 (Audited)	於二零一六年十二月三十一日及於二零一七年一月一日(經審核)	599,150	-	599,150
Nominal value of convertible bonds issued	已發行可換股債券之面值	-	14,000	14,000
Equity component at the issue date	於發行日期之權益部分	-	(933)	(933)
Liability components at the issue date	於發行日期之負債部分	-	13,067	13,067
Interest charged for the period (note 5(a))	期內利息支出(附註5(a))	32,189	90	32,279
Interest payable on convertible bonds included in other payables	計入其他應付款項之可換股債券應付利息	(16,960)	-	(16,960)
Exchange realignment	匯兌調整	4,028	-	4,028
		19,257	90	19,347
At 30 June 2017 (Unaudited)	於二零一七年六月三十日(未經審核)	618,407	13,157	631,564

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21. CONVERTIBLE BONDS (continued)

Analysed as: 分析為：
Current portion 流動部分
Non-current portion 非流動部分

Notes:

- (a) On 9 September 2016, the Company, as issuer, entered into a placing agreement with a lead manager, pursuant to which the Company conditionally agreed to issue, and the lead manager conditionally agreed to procure (a) the first round investors to subscribe for the initial convertible bonds in the principal amount of US\$80,000,000 (the "2016 Convertible Bonds I"); and (b) the second round investors to subscribe for, the additional convertible bonds in the principal amount of US\$30,000,000 (the "2016 Convertible Bonds II"), at the initial conversion price of HK\$0.586 per share (collectively referred to the "2016 Convertible Bonds") based on the agreed exchange rate of US\$1 = HK\$7.755.

On 23 September 2016, the Company issued 2016 Convertible Bonds I of US\$80,000,000 to two investors which is convertible into 1,058,703,070 conversion shares at maximum. The 2016 Convertible Bonds I are secured, interest-bearing at 5.5% per annum and have a term of 3 years.

21. 可換股債券 (續)

	30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
	13,157	—
	618,407	599,150
	631,564	599,150

附註：

- (a) 於二零一六年九月九日，本公司（作為發行人）與牽頭經辦人訂立一份配售協議，據此，本公司有條件同意發行，而牽頭經辦人則有條件同意促使(a)首輪投資者認購首批可換股債券，本金額為80,000,000美元（「二零一六年可換股債券I」）；及(b)第二輪投資者認購額外可換股債券，本金額為30,000,000美元（「二零一六年可換股債券II」），初步轉換價為每股0.586港元（統稱「二零一六年可換股債券」），按協定匯率1美元兌7.755港元計算。

於二零一六年九月二十三日，本公司向兩名投資者發行80,000,000美元之二零一六年可換股債券I（最多可轉換為1,058,703,070股轉換股份）。二零一六年可換股債券I為有抵押、按年利率5.5厘計息及年期為三年。

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21. CONVERTIBLE BONDS (continued)

Notes: (continued)

- (b) In August 2015, the Group completed the acquisition of 51% equity interests in Shenzhen Cneop Technology Company Limited (“CNEOP”). As part and parcel of the acquisitions, the Group, and a selling shareholder of CNEOP (the “Selling Shareholder”) entered into a profit guarantee agreement, pursuant to which the Company shall issue and allot the convertible bonds in the principal amounts up to the value of HK\$29,060,000 and pay up to HK\$8,290,000 in cash to the Selling Shareholder subject to the satisfaction of the profit indicator.

On 25 May 2017, the Company issued convertible bonds in the principal amount of HK\$14,000,000 (the “2017 Convertible Bonds”), at the adjusted conversion price of HK\$0.42 per share which is convertible into 33,333,333 conversion shares at maximum, to the Selling Shareholder upon the satisfaction of the profit indicator for the years ended 31 December 2015 and 2016. The 2017 Convertible Bonds are unsecured, interest free and have a term of 1 year.

The Company shall have the right at any time after the issue of the 2017 Convertible Bonds to redeem the whole of the outstanding amount.

The fair value of the liability component of the 2017 Convertible Bonds was estimated by the directors of the Company with reference to valuation prepared by an independent professional valuer. Subsequent to the initial recognition, the liability component is carried at amortised costs using the effective interest method.

As 2017 Convertible Bonds will mature in May 2018, it is therefore classified as current.

21. 可換股債券 (續)

附註：(續)

- (b) 於二零一五年八月，本集團完成收購深圳市中光遠科技有限公司（「中光遠科技」）51%股本權益。作為收購之一部分，本集團與中光遠科技之售股股東（「售股股東」）訂立一份溢利保證協議，據此，在達成溢利指標之規限下，本公司將向售股股東發行及配發本金額價值最高29,060,000港元之可換股債券及支付最多8,290,000港元現金。

在達成截至二零一五年及二零一六年十二月三十一日止年度之溢利指標後，於二零一七年五月二十五日，本公司按經調整轉換價每股0.42港元向售股股東發行本金額為14,000,000港元之可換股債券（「二零一七年可換股債券」），最多可轉換為33,333,333股轉換股份。二零一七年可換股債券為無抵押及免息，年期為1年。

本公司有權於發行二零一七年可換股債券後隨時贖回全部未轉換金額。

二零一七年可換股債券負債部分之公平值由本公司董事參照一名獨立專業估值師所編製之估值估算。於初步確認後，負債部分採用實際利率法按攤銷成本列帳。

由於二零一七年可換股債券將於二零一八年五月到期，故分類為流動。

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22. SHARE CAPITAL

22. 股本

		30 June 2017 (Unaudited) 二零一七年六月三十日 (未經審核)		31 December 2016 (Audited) 二零一六年十二月三十一日 (經審核)	
		No. of shares		No. of shares	
		'000	HK\$'000	'000	HK\$'000
		股份數目	千港元	股份數目	千港元
		千股	千港元	千股	千港元
Authorised:	法定：				
At beginning of period/year and at end of the period/year	於期／年初及於期／年終				
Ordinary shares of HK\$0.001 each	每股面值0.001港元之普通股	<u>5,000,000,000</u>	<u>5,000,000</u>	<u>5,000,000,000</u>	<u>5,000,000</u>
Issued and fully paid:	已發行及繳足：				
At beginning of period/year	於期／年初				
Ordinary shares of HK\$0.001 each	每股面值0.001港元之普通股	<u>10,148,390</u>	<u>10,148</u>	8,136,390	8,136
Issue of new shares	發行新股份	-	-	500,000	500
Issue of new shares on acquisition of subsidiaries	收購附屬公司時發行新股份	-	-	1,512,000	1,512
At end of the period/year	於期／年終	<u>10,148,390</u>	<u>10,148</u>	<u>10,148,390</u>	<u>10,148</u>
Ordinary shares of HK\$0.001 each	每股面值0.001港元之普通股				

23. MARGIN FACILITIES

As at 30 June 2017, margin facilities of HK\$531,035,000 (31 December 2016: HK\$337,631,000) from regulated securities brokers were granted to the Group under which financials assets at fair value through profit or loss of HK\$1,695,607,000 (31 December 2016: HK\$1,437,445,000), certain available-for-sale financial assets of HK\$79,276,000 (31 December 2016: HK\$110,106,000) and the issued share capital of a subsidiary of the Company of HK\$320,051,000 (31 December 2016: HK\$Nil) were treated as collateral for the facilities granted. The Group utilised part of these facilities amounting to HK\$393,732,000 as at 30 June 2017 (31 December 2016: HK\$36,041,000).

23. 孖展融資

於二零一七年六月三十日，受規管證券經紀向本集團授出孖展融資531,035,000港元（二零一六年十二月三十一日：337,631,000港元），據此，於損益帳按公平值處理之財務資產1,695,607,000港元（二零一六年十二月三十一日：1,437,445,000港元）、若干可供出售財務資產79,276,000港元（二零一六年十二月三十一日：110,106,000港元）及本公司一間附屬公司之已發行股本320,051,000港元（二零一六年十二月三十一日：零港元）被視為獲授融資之抵押品處理。於二零一七年六月三十日，本集團已動用該等融資之一部分，為數393,732,000港元（二零一六年十二月三十一日：36,041,000港元）。

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24. ACQUISITION OF SUBSIDIARIES

In April 2017, the Group completed the acquisition of additional 24.01% equity interests in Enterprise Development and its subsidiaries (“ED Group”) at a cash consideration of HK\$120,408,000 (the “ED Group Acquisition”). ED Group is principally engaged in providing integrated business software solutions, trading of listed securities and mobile marketing. The directors of the Company considered that the ED Group Acquisition would complement the products and services currently provided by the Group, which would further strengthen the Group’s market position and profitability.

Before the ED Group Acquisition, the Group held 16.64% equity interests in Enterprise Development and 40% equity interests in Easy Talent Group, of which the 60% remaining equity interests in Easy Talent Group were held by Enterprise Development. The acquisition of 24.01% equity interests in Enterprise Development gives the Group de facto control over ED Group (including Easy Talent Group) regardless the Group held less than 50% equity interests in Enterprise Development. Detailed analysis on the de facto control is set out in note 25 to these unaudited condensed consolidated financial statements. Therefore, ED Group (including Easy Talent Group) became subsidiaries of the Group upon the completion of the ED Group Acquisition.

The ED Group Acquisition, together with the 16.64% equity interests in Enterprise Development and the 40% equity interests in Easy Talent Group held by the Group before the ED Group Acquisition, would be treated as “step acquisition” under HKFRS 3 (Revised) “Business Combination”.

Previously held interests, which were accounted for interests in associates and financial assets at fair value through profit or loss, are remeasured to fair value upon the completion of the ED Group Acquisition while any gain or loss arising is recognised in profit or loss. The previously held interests are deemed to have been disposed of, with the consideration transferred, in return for the total 40.65% equity interests in Enterprise Development.

24. 收購附屬公司

於二零一七年四月，本集團完成以現金代價120,408,000港元增購企展及其附屬公司（「企展集團」）24.01%股本權益（「企展集團收購事項」）。企展集團主要從事提供綜合商業軟件解決方案、買賣上市證券及移動營銷業務。本公司董事認為，企展集團收購事項將對本集團現時提供之產品及服務作出補充，而此將進一步增強本集團之市場地位及盈利能力。

於進行企展集團收購事項前，本集團持有企展16.64%股本權益及智易集團40%股本權益，而智易集團餘下60%股本權益由企展持有。收購企展24.01%股本權益讓本集團獲得企展集團（包括智易集團）之事實上控制權，即使本集團持有企展少於50%股本權益。事實上控制權之詳細分析載於本未經審核簡明綜合財務報表附註25。因此，企展集團（包括智易集團）於企展集團收購事項完成後成為本集團之附屬公司。

根據香港財務報告準則第3號（經修訂）「業務合併」，企展集團收購事項連同本集團於進行企展集團收購事項前所持企展之16.64%股本權益以及智易集團之40%股本權益將視作「逐步收購」處理。

於企展集團收購事項完成時，先前持有而入帳列作於聯營公司之權益及於損益帳按公平值處理之財務資產之權益會重新計量至公平值，而所產生之任何損益會於損益帳確認。先前持有之權益會被視作已出售，以連同所轉讓代價換取企展之合共40.65%股本權益。

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24. ACQUISITION OF SUBSIDIARIES (continued)

The following summarises the consideration paid and the provisional fair values of the identifiable assets acquired and liabilities assumed, as well as the amount of non-controlling interest recognised at the date of acquisition:

24. 收購附屬公司 (續)

下表概述於收購日期已付之代價、所收購可識別資產及所承擔可識別負債之暫定公平值以及所確認非控股權益之金額：

		HK\$'000 千港元
Initial Consideration	初步代價	
Cash consideration	現金代價	120,408
Fair value of 40% equity interests in Easy Talent Group (note i)	智易集團40%股本權益之公平值 (附註i)	122,176
Fair value of 16.64% equity interests in Enterprise Development held before the ED Group Acquisition and classified as financial assets at fair value through profit or loss (note ii)	於企展集團收購事項進行前持有並分類為於損益帳按公平值處理之財務資產之企展16.64%股本權益之公平值(附註ii)	83,446
Total consideration	總代價	326,030

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24. ACQUISITION OF SUBSIDIARIES (continued)

24. 收購附屬公司 (續)

		HK\$'000 千港元
Recognised amounts of identifiable assets acquired and liabilities assumed (note i):	所收購可識別資產及所承擔可識別負債之已確認金額 (附註i) :	
Property, plant and equipment (note 10)	物業、廠房及設備 (附註10)	1,488
Intangible assets (note 11)	無形資產 (附註11)	57,085
Interests in an associate (note 13)	於一間聯營公司之權益 (附註13)	49,620
Deferred tax assets	遞延稅項資產	431
Inventories	存貨	2,378
Loan receivables (note iii)	應收貸款 (附註iii)	18,616
Trade and other receivables (note iii)	貿易及其他應收款項 (附註iii)	218,438
Financial assets at fair value through profit or loss	於損益帳按公平值處理之財務資產	47,055
Pledged bank deposits	已質押銀行存款	6,527
Bank balances and cash	銀行結存及現金	57,884
Trade and other payables	貿易及其他應付款項	(79,060)
Interest-bearing borrowings	計息借貸	(32,093)
Income tax payable	應繳所得稅	(5,565)
Deferred tax liabilities	遞延稅項負債	(6,876)
Total identifiable net assets	可識別淨資產總值	335,928
Non-controlling interests (note iv)	非控股權益 (附註iv)	(136,536)
Goodwill arising on acquisition (note v)	收購產生之商譽 (附註v)	126,638
		<u>326,030</u>
Net cash outflow on acquisition of subsidiaries	收購附屬公司之現金流出淨額	
Consideration paid in cash	已付現金代價	(120,408)
Bank balances and cash acquired from the subsidiaries	從附屬公司收購之銀行結存及現金	57,884
		<u>(62,524)</u>
Acquisition-related costs (note vi)	收購相關成本 (附註vi)	<u>20,653</u>

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24. ACQUISITION OF SUBSIDIARIES (continued)

Notes:

- (i) The fair value of existing 40% equity interests in Easy Talent Group and the amounts of assets and liabilities arising from the ED Group Acquisition are currently determined provisionally by the directors of the Company with reference to the valuation prepared by an independent professional valuer. At the date of authorisation of these unaudited condensed consolidated financial statements, the necessary valuations and other calculations for the fair value of existing equity interests in Easy Talent Group had not been finalised and therefore have been provisionally determined based on the latest information available to the management. Any adjustments to these provisional values upon finalisation will be recognised within 12 months of the acquisition date. The adjustments will be calculated as if the fair values had been recognised on the acquisition date. Goodwill will also be adjusted to the amount that would have been recognised if the fair value had been used at the acquisition date.
- (ii) The fair value of 16.64% equity interests in Enterprise Development held before the ED Group Acquisition is measured based on quoted market prices in active market.
- (iii) The fair value and the gross contractual amounts of loan receivables and trade and other receivables at the date of acquisition amounted to HK\$18,616,000 and HK\$218,438,000 respectively, of which no balance is expected to be uncollectible.

24. 收購附屬公司 (續)

附註：

- (i) 智易集團現時40%股本權益之公平值以及企展集團收購事項所產生資產及負債金額目前暫時由本公司董事參照獨立專業估值師編製之估值釐定。於本未經審核簡明綜合財務報表獲授權當日，對智易集團現時股本權益之公平值所需進行之估值及其他計算尚未落實，因此管理層只按所能掌握之最新資料暫時釐定有關價值。任何於估值及其他計算落實時對該等暫定價值之調整將於由收購日起計12個月內確認。有關調整將按猶如公平值於收購日已確認作為計算基準。商譽亦將按假設公平值已於收購日使用而確認之金額作出調整。
- (ii) 於進行企展集團收購事項前持有之企展16.64%股本權益之公平值乃基於活躍市場所報之市價計量。
- (iii) 應收貸款以及貿易及其他應收款項於收購日之公平值及合約總額分別為18,616,000港元及218,438,000港元，當中並無結餘預期不可收回。

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24. ACQUISITION OF SUBSIDIARIES (continued)

Notes: (continued)

(iv) The non-controlling interests is determined as follows:

		HK\$'000 千港元
Fair value of the identifiable net assets of ED Group as set out above	上文所載企展集團可識別淨資產之公平值	335,928
Net identifiable net assets attributable to 40% equity interests in Easy Talent held by Group which were presented as non-controlling interests by ED Group	本集團所持智易40%股本權益 (由企展集團呈列為非控股權益) 應佔可識別淨資產淨值	<u>(105,877)</u>
Net identifiable net assets attributable to the equity holders of ED Group	企展集團權益持有人應佔之 可識別淨資產淨值	<u>230,051</u>
Non-controlling interests (59.35%)	非控股權益(59.35%)	<u>136,536</u>

(v) The goodwill is attributable to the economies of scale expected to arise after the Group's acquisitions. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets. None of the goodwill recognised is expected to be deductible for income tax purposes.

(vi) Acquisition-related costs have been excluded from the consideration transferred and have been recognised as "general and administrative expenses" and "finance costs" in the condensed consolidated statement of comprehensive income.

24. 收購附屬公司 (續)

附註: (續)

(iv) 非控股權益釐定如下:

(v) 商譽源自本集團於進行收購後預期會產生之規模經濟。該等利益由於不符合可識別無形資產之確認條件，故不會與商譽分開確認。預期已確認之商譽不可用於扣減所得稅。

(vi) 收購相關成本已從所轉讓代價中剔除，並於簡明綜合全面收入報表確認為「一般及行政開支」及「融資成本」。

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24. ACQUISITION OF SUBSIDIARIES (continued)

Included in the revenue for the six months period ended 30 June 2017 is approximately HK\$45,944,000 attributable to the additional business generated by ED Group. Profit before tax for the period includes profit of approximately HK\$763,000 generated by ED Group.

If the business combination effected during the period had been taken place at the beginning of the period, the revenue contributed to the Group by ED Group would have been HK\$182,415,000 and loss incurred by ED Group would have been HK\$74,734,000. The revenue and profit before tax of the Group would have been HK\$828,981,000 and HK\$191,161,000 respectively. This pro-forma information is for illustrative purposes only and is not necessarily an indication of revenue and result of operations of the Group that actually would have been achieved had the acquisitions been completed on 1 January 2017.

25. CHANGES IN OWNERSHIP INTERESTS IN SUBSIDIARIES THAT DO NOT RESULT IN LOSS OF CONTROL

In June 2017, Enterprise Development issued 25,000,000 ordinary shares to not less than six investors for net proceeds of HK\$30,015,000. Upon the completion of transaction, the Company's equity interests in Enterprise Development diluted from 40.65% to 38.72%, resulting an increase in non-controlling interests of HK\$24,876,000 and an increase in equity attributable to owners of the Company of HK\$5,139,000.

24. 收購附屬公司 (續)

於截至二零一七年六月三十日止六個月期間之收益中，由企展集團產生之額外業務所佔者約為45,944,000港元。期內除稅前溢利包括企展集團產生之溢利約763,000港元。

倘於期內實行之業務合併於期初已進行，則企展集團為本集團貢獻之收益將為182,415,000港元，而企展集團產生之虧損將為74,734,000港元。本集團之收益及除稅前溢利將分別為828,981,000港元及191,161,000港元。此備考資料僅供說明用途，並不一定反映倘收購事項於二零一七年一月一日完成，本集團實際上將達到之收益及經營業績。

25. 並無導致喪失控制權之擁有權權益變動

於二零一七年六月，企展向不少於六名投資者發行25,000,000股普通股，所得款項淨額為30,015,000港元。於交易完成後，本公司於企展之股本權益由40.65%攤薄至38.72%，使非控股權益增加24,876,000港元及本公司擁有人應佔權益增加5,139,000港元。

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25. CHANGES IN OWNERSHIP INTERESTS IN SUBSIDIARIES THAT DO NOT RESULT IN LOSS OF CONTROL (continued)

The directors of the Company consider that the Group continued to have the ability to direct the relevant activities of Enterprise Development, taking into account the Group's voting rights and power to participate in the operational and financial activities of Enterprise Development, the distribution of shareholdings of key shareholders and their beneficial shareholders as well as the historical voting patterns, the directors are of the view that the shareholdings in Enterprise Development were dispersed in a way that other shareholders had not organised and the practical likelihood to organise the holdings to outvote the Group was so remote that the Group could still direct the relevant activities of Enterprise Development. Therefore, the directors are of the view that the Group continued to have de facto control over Enterprise Development upon the completion of the placing.

26. FAIR VALUE OF FINANCIAL INSTRUMENTS

The following presents the assets and liabilities measured at fair value or required to disclose their fair value in these unaudited condensed consolidated financial statements on recurring basis at 30 June 2017 across the three levels of the fair value hierarchy defined in HKFRS 13, Fair Value Measurement, with the fair value measurement categorised in its entirety based on the lowest level of input that is significant to that fair value measurement. The levels are defined as follows:

- Level 1 (highest level): quoted prices (unadjusted) in active markets for identical financial assets or liabilities that the Group can access at the measurement date;
- Level 2: input other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly;
- Level 3 (lowest level): unobservable inputs for the assets or liability.

25. 並無導致喪失控制權之擁有權權益變動 (續)

本公司董事認為，經計及本集團之表決權和參與企展營運及財務活動之權力、主要股東及彼等之實益股東之股權分佈以及過往表決情況後，企展之股權分散，其他股東未曾組織股權以較多票數否決本集團，日後出現此情況之實質機會亦極低，因此本集團繼續有能力指示企展之相關活動。故此，董事認為本集團於配售完成後繼續對企展擁有事實上控制權。

26. 財務工具之公平值

下文呈列於二零一七年六月三十日按公平值計量或須於本未經審核簡明綜合財務報表中按經常性基準根據香港財務報告準則第13號「公平值計量」所界定公平值等級三個級別披露公平值之資產及負債，當中會按對有關公平值計量有重大影響之最低輸入項目級別將整項公平值計量分類。級別界定如下：

- 級別一（最高級別）：使用於計量日期本集團能夠於活躍市場上取得之相同財務資產或負債報價（未經調整）；
- 級別二：級別一所涵蓋報價以外，可直接或間接觀察之資產或負債輸入項目；
- 級別三（最低級別）：不可觀察資產或負債輸入項目。

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26. FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

a) Recurring fair value measurement

26. 財務工具之公平值 (續)

a) 經常性公平值計量

		30 June 2017 二零一七年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	Level 1 級別一 HK\$'000 千港元	Level 2 級別二 HK\$'000 千港元	Level 3 級別三 HK\$'000 千港元
Assets (liabilities) measured at fair value	按公平值計量之資產(負債)				
Available-for-sale financial assets	可供出售財務資產				
- Listed equity securities	- 上市股本證券	79,276	79,276	-	-
Financial assets at fair value through profit or loss	於損益帳按公平值處理之財務資產				
- Listed equity securities	- 上市股本證券	1,790,138	1,790,138	-	-
- Equity linked notes	- 股票掛鈎票據	926,167	-	926,167	-
- Wealth management products, unlisted	- 財富管理產品, 非上市	387,445	-	-	387,445
Contingent consideration receivables	應收或然代價	452	-	-	452
Contingent consideration payables	應付或然代價	(16,030)	-	-	(16,030)
		<u>3,167,448</u>	<u>1,869,414</u>	<u>926,167</u>	<u>371,867</u>

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26. FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

a) Recurring fair value measurement (continued)

		31 December 2016 二零一六年 十二月 三十一日 HK\$'000 千港元 (Audited) (經審核)	Level 1 級別一 HK\$'000 千港元	Level 2 級別二 HK\$'000 千港元	Level 3 級別三 HK\$'000 千港元
Assets (liabilities) measured at fair value	按公平值計量之資產(負債)				
Available-for-sale financial assets	可供出售財務資產				
- Listed equity securities	- 上市股本證券	110,106	110,106	-	-
Financial assets at fair value through profit or loss	於損益帳按公平值處理之財務資產				
- Listed equity securities	- 上市股本證券	1,437,445	1,437,445	-	-
- Equity linked notes	- 股票掛鈎票據	677,200	-	677,200	-
- Wealth management products, unlisted	- 財富管理產品, 非上市	412,428	-	-	412,428
Contingent consideration receivables	應收或然代價	452	-	-	452
Contingent consideration payables	應付或然代價	(15,540)	-	-	(15,540)
		<u>2,622,091</u>	<u>1,547,551</u>	<u>677,200</u>	<u>397,340</u>

During the six months ended 30 June 2017 and the year ended 31 December 2016, there was no transfer between Level 1 and Level 2 fair value measurements and no transfers into and out of Level 3 fair value measurements.

26. 財務工具之公平值 (續)

a) 經常性公平值計量 (續)

於截至二零一七年六月三十日止六個月及截至二零一六年十二月三十一日止年度, 並無於公平值計量級別一與級別二之間進行轉撥, 公平值計量級別三亦無轉入及轉出。

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截至二零一七年六月三十日止六個月

26. FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

a) Recurring fair value measurement (continued)

The details of the movements of the recurring fair value measurements categorised as Level 3 of the fair value hierarchy are as follows:

Movements in Level 3 fair value measurements Six months period ended 30 June 2017

Description	描述	Financial assets at fair value through profit or loss – Unlisted wealth management products 於損益帳按公平值處理之財務資產—非上市財富管理產品			Total
		Contingent consideration receivables 應收或然代價	Contingent consideration payables 應付或然代價		
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 1 January 2017 (Audited)	於二零一七年一月一日 (經審核)	412,428	452	(15,540)	397,340
Initial recognition	初步確認	317,559	–	–	317,559
Addition – acquisition of subsidiaries	添置—收購附屬公司	33,825	–	–	33,825
Disposal during the period	期內出售	(388,683)	–	–	(388,683)
Fair value changes	公平值變動	10,459	–	–	10,459
Exchange realignment	匯兌調整	1,857	–	(490)	1,367
At as 30 June 2017 (Unaudited)	於二零一七年六月三十日 (未經審核)	387,445	452	(16,030)	371,867

26. 財務工具之公平值 (續)

a) 經常性公平值計量 (續)

分類為公平值架構級別三之經常性公平值計量之變動詳情如下：

公平值計量級別三之變動 截至二零一七年六月 三十日止六個月期間

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26. FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

- a) Recurring fair value measurement (continued)
Movements in Level 3 fair value measurements
(continued)
Year ended 31 December 2016

26. 財務工具之公平值 (續)

- a) 經常性公平值計量 (續)
公平值計量級別三之變動 (續)

截至二零一六年十二月
三十一日止年度

Description	描述	Financial assets at fair value through profit or loss – Unlisted wealth management products 於損益帳按公平值處理之財務資產—非上市財富管理產品			Total
		Contingent receivables 應收或然代價	Contingent payables 應付或然代價		
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 1 January 2016 (Audited)	於二零一六年一月一日 (經審核)	-	-	-	-
Initial recognition	初步確認	405,418	-	-	405,418
Additions – acquisition of subsidiaries	添置—收購附屬公司	-	452	(15,916)	(15,464)
Fair value changes	公平值變動	7,092	-	(743)	6,349
Exchange realignment	匯兌調整	(82)	-	1,119	1,037
At as 31 December 2016 (Audited)	於二零一六年十二月三十一日 (經審核)	412,428	452	(15,540)	397,340

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26. FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

a) Recurring fair value measurement (continued)

Movements in Level 3 fair value measurements (continued)

The above gains or losses are reported as “changes in fair value of financial assets at fair value through profit or loss” in the condensed consolidated statement of comprehensive income.

Description of the valuation techniques and inputs used in Level 3 fair value measurement

The Group recognises the fair value of those purchase considerations receivable and payables for acquisitions as of their respective acquisition dates as part of the consideration transferred in exchange for the acquired businesses. These fair value measurements require, among other things, significant estimation of post-acquisition performance of the acquired businesses and discount rates. These calculations use cash flow projections for post-acquisition performance and the probability of occurrence of each expected earnings scenarios.

The unlisted wealth management products’ investment portfolio mainly comprise investment in debentures, bank debentures, bank saving, corporate bonds, listed securities and other investments in the PRC with high credit rating (the “Investment”) and the fair value of the Investment is reported by the financial institutions and external fund manager.

26. 財務工具之公平值 (續)

a) 經常性公平值計量 (續)

公平值計量級別三之變動 (續)

上述收益或虧損於簡明綜合全面收入報表內呈報為「於損益帳按公平值處理之財務資產之公平值變動」。

公平值計量級別三採用之估值技術及輸入項目描述

本集團會就收購事項確認相關應收及應付購買代價於相關收購日期之公平值，作為就交換所收購業務而轉讓之部分代價。該等公平值計量需（其中包括）對所收購業務之收購後業績及貼現率作出重大估計。就收購後業績及發生各個預期盈利情況之概率而言，有關計算採用現金流量預測。

非上市財富管理產品投資組合主要包括於債權證、銀行債權證、銀行儲蓄、公司債券、上市證券之投資以及於中國具高信貸評級之其他投資（「投資」），而投資之公平值由財務機構及外部基金經理報告。

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26. FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

a) Recurring fair value measurement (continued)

Valuation processes of the Group

The Group reviews estimation of fair value of the unlisted wealth management products and contingent consideration receivables/payables which is categorised into Level 3 of the fair value hierarchy. Reports with estimation of fair value are prepared by the banks and external fund manager on a monthly basis and independent valuers on a semi-annually basis. Discussion of the valuation process and results between the directors and those charged with governance is held twice a year, to coincide with the reporting dates.

b) Assets and liabilities with fair value disclosure, but not measured at fair value

Except for certain available-for-sale financial assets for which fair values cannot be measured reliably, all other financial assets and liabilities including loan receivables, trade and other receivables, trade and other payables and interest-bearing borrowings are carried at amounts not materially different from their fair values as at 30 June 2017 and 31 December 2016.

26. 財務工具之公平值 (續)

a) 經常性公平值計量 (續)

本集團之估值程序

本集團會審閱分類為公平值架構級別三之非上市財富管理產品及應收／應付或然代價之公平值估計。銀行及外部基金經理會每月編製附帶公平值估計之報告，而獨立估值師則每半年編製一次。董事與管治人員會配合報告日期每年兩次討論估值程序及結果。

b) 須披露公平值但並非按公平值計量之資產及負債

於二零一七年六月三十日及二零一六年十二月三十一日，除公平值無法可靠計量之若干可供出售財務資產外，所有其他財務資產及負債（包括應收貸款、貿易及其他應收款項、貿易及其他應付款項以及計息借貸）之列帳金額與其公平值並無重大差別。

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27. OTHER EVENTS AND EVENTS AFTER THE REPORTING PERIOD

Other than disclosed elsewhere in these unaudited condensed consolidated financial statements, a summary of other events and events transacted after end of reporting period is set out below:

(a) The memorandum of understanding (“MOU”) in relation to a proposed acquisition

On 9 May 2016, the Company entered into a non-legally binding MOU with Advanced Investment Holdings Limited* (the “Vendor”), a company incorporated in the PRC with limited liability which is owned as to 90% by the controlling shareholder of the Company, in relation to a proposed acquisition of approximately 30% equity interests in Fujian Start Group Company Limited*, a company incorporated in the PRC and the shares of which are listed on the Shanghai Stock Exchange in the PRC.

As at the date of these unaudited condensed consolidated financial statements, the Company is still in negotiation with the Vendor and the details of the transaction have not been fixed and materialised. Details of the MOU are set out in the Company’s announcement dated 9 May 2016.

(b) Proposed acquisition of the entire issued share capital of Ho Fung Shares Investment Limited (“Ho Fung”)

On 16 May 2017, Magic Stars Investments Limited (“Magic Stars”), an indirect non wholly-owned subsidiary of the Company and Mr. Chan Hing Tuen, Ms. Cheung Wai Han and Mr. Ng Chi Man, both are independent third parties to the Group (collectively referred to as the “Sellers”), entered into a share purchase agreement (the “Share Purchase Agreement”), pursuant to which Magic Stars has agreed to acquire, and the Sellers have agreed to sell, 100% equity interests in Ho Fung, at a consideration of HK\$15,000,000. Upon signing of the Share Purchase Agreement, a deposit of HK\$4,500,000 has been paid to the Sellers and included in the “Trade and other receivables” on the unaudited condensed consolidated financial statements.

* The official names are in Chinese and the English names are translated for identification purpose only.

27. 其他事項及報告期後事項

除本未經審核簡明綜合財務報表其他部分所披露者外，其他事項及報告期結束日後進行之事項概述如下：

(a) 有關一項建議收購事項之諒解備忘錄

於二零一六年五月九日，本公司就建議收購福建實達集團股份有限公司（一間於中國註冊成立之公司，其股份於中國上海證券交易所上市）約30%股本權益與昂展投資諮詢有限公司（「賣方」，一間於中國註冊成立之有限責任公司，由本公司控股股東擁有90%權益）訂立不具法律約束力之諒解備忘錄。

於本未經審核簡明綜合財務報表日期，本公司與賣方仍在磋商，並未訂定及落實交易細節。諒解備忘錄詳情載於本公司日期為二零一六年五月九日之公佈。

(b) 建議收購浩豐證券投資有限公司（「浩豐」）全部已發行股本

於二零一七年五月十六日，本公司間接非全資附屬公司Magic Stars Investments Limited（「Magic Star」）與陳慶端先生、張惠嫻女士及吳志文先生（統稱「賣方」，為本集團之獨立第三方）訂立一份購股協議（「購股協議」），據此，Magic Stars同意收購而賣方同意出售浩豐100%股本權益，代價為15,000,000港元。於購股協議簽訂後已向賣方支付按金4,500,000港元，而有關按金於未經審核簡明綜合財務報表中計入「貿易及其他應收款項」。

* 官方名稱以中文為準，英文翻譯名稱僅供識別之用。

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27. OTHER EVENTS AND EVENTS AFTER THE REPORTING PERIOD (continued)

(b) Proposed acquisition of the entire issued share capital of Ho Fung Shares Investment Limited (“Ho Fung”) (continued)

Ho Fung is a company incorporated in Hong Kong with limited liability, which is principally engaged in the business of securities broking and holds a license for Type 1 regulated activity (dealing in securities) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the date of these unaudited condensed consolidated financial statements, the acquisition of Ho Fung has not yet been completed. Details of the acquisition are set out in the Enterprise Development’s announcement dated 16 May 2017.

(c) Placing of shares

On 27 June 2017, the Company entered into a placing agreement with a placing agent to place 1,000,000,000 placing shares at HK\$0.36 per share. The transaction was completed on 11 July 2017 and the number of the issued shares of the Company increased from 10,148,390,530 shares to 11,148,390,530 shares.

27. 其他事項及報告期後事項 (續)

(b) 建議收購浩豐證券投資有限公司 （「浩豐」）全部已發行股本（續）

浩豐為一間於香港註冊成立之有限公司，主要從事證券經紀業務，並持有香港法例第571章證券及期貨條例下第1類受規管活動（證券交易）之牌照。

於本未經審核簡明綜合財務報表日期，收購浩豐一事尚未完成。收購詳情載於企展日期為二零一七年五月十六日之公佈。

(c) 配售股份

於二零一七年六月二十七日，本公司與一名配售代理訂立一份配售協議，以每股0.36港元配售1,000,000,000股配售股份。該交易已於二零一七年七月十一日完成，而本公司已發行股份數目已由10,148,390,530股增至11,148,390,530股。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

Six months ended 30 June 2017
截至二零一七年六月三十日止六個月

27. OTHER EVENTS AND EVENTS AFTER THE REPORTING PERIOD (continued)

(d) Connected transaction in relation to the subscription of right shares in Carnival Group International Holdings Limited (“Carnival Group”)

On 15 August 2017, Carnival Group, a company incorporated in Bermuda with limited liability and whose shares are listed on the Main Board of the Stock Exchange, proposes to implement a rights issue in the proportion of one rights share for every four shares held at the subscription price of HK\$0.40 per rights share (the “Right Shares”). At the same date, the Group is interested in 1,115,929,800 shares of Carnival Group, representing 6.50% of the issued share capital of Carnival Group. The Group has executed the irrevocable undertaking in favour of Carnival Group and the underwriters, under which the Group conditionally and irrevocably undertook that it shall subscribe for the 278,982,450 Right Shares which comprise the full acceptance of its provisional allotment.

Details of the transactions are set out in the Company’s announcement dated 15 August 2017.

27. 其他事項及報告期後事項 (續)

(d) 有關認購嘉年華國際控股有限公司(「嘉年華」)供股股份之關連交易

於二零一七年八月十五日，嘉年華(一間於百慕達註冊成立之有限公司，其股份於聯交所主板上市)擬按認購價每股供股股份(「供股股份」)0.40港元以每持有四股股份獲發一股供股股份之比例實行供股。同日，本集團於嘉年華擁有1,115,929,800股股份之權益，相當於嘉年華已發行股本之6.50%。本集團已以嘉年華及包銷商為受益人簽立不可撤銷承諾，據此，本集團有條件及不可撤銷地承諾認購278,982,450股供股股份，包括悉數接納其暫定配額。

該等交易之詳情載於本公司日期為二零一七年八月十五日之公佈。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

The Group has the following major business activities during the Period under review:

Internet-of-Things (“IoT”) Business

The major business activities of the Group covers cloud computing and data processing and analysis (“cloud”), telecommunication infrastructure and technologies (“pipeline”) and terminal computing (“endpoint”) for corporate IoT systems. Given the varied, but inter-related businesses of the subsidiaries, the Group’s business portfolio is diversified with potential for profit growth.

During the Period under review, the Group has made 1 additional acquisition to strengthen the IoT business.

During the Period, the Group completed the acquisition of 40.65% (subsequently diluted to 38.72%) equity interests in Enterprise Development. ED Group is principally engaged in providing integrated business software solutions, trading of listed securities and mobile marketing in Hong Kong and the PRC.

The Group’s IoT business can be further divided into 3 segments, namely (i) integrated smart internet-of-things solutions (“IoT solution”); (ii) human-machine interactive devices business (“HMID”); and (iii) intelligent documentation service business (“IDS”). During the Period under review, the Group’s segment results from the IoT solution business amounted to approximately increased to approximately HK\$82.05 million in the Period under review, representing an increase of 34.44% from approximately HK\$61.03 million in the corresponding period in 2016. Segment results from the IDS business increased to approximately HK\$18.27 million, representing an increase of 103.36% from approximately HK\$8.99 million in the corresponding period in 2016. Segment results from the HMID business decreased to approximately HK\$4.00 million, representing a decrease of 85.94% from approximately HK\$28.46 million in the corresponding period in 2016.

業務回顧

本集團於回顧期內曾進行下列主要業務活動：

物聯網業務

本集團之主營業務主要分佈在面向企業之物聯網體系中之雲端計算和資料處理分析（「雲」）、通訊基礎設施與技術（「管」）和終端計算（「端」）三個環節。基於集團成員公司之組合特點，本集團之業務具有很好的行業多樣性和潛在盈利增長能力。

本集團於回顧期內再進行一宗收購，加強物聯網業務。

期內，本集團完成收購企展40.65%（其後攤薄至38.72%）股本權益。企展集團主要在香港及中國從事提供綜合商業軟件方案、買賣上市證券及移動營銷業務。

本集團之物聯網業務可進一步分為三個分類，即(i)整合智能物聯網解決方案（「物聯網解決方案」）；(ii)人機互動商業終端業務（「人機互動」）；及(iii)智能檔案服務業務（「智能檔案服務」）。於回顧期內，本集團物聯網解決方案業務之分類業績約為82,050,000港元，較二零一六年同期約61,030,000港元增加34.44%。智能檔案服務業務之分類業績約為18,270,000港元，較二零一六年同期約8,990,000港元增加103.36%。人機互動業務之分類業績約為4,000,000港元，較二零一六年同期約28,460,000港元減少85.94%。

MANAGEMENT DISCUSSION AND ANALYSIS

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Securities Investment

The Group invested in Hong Kong's listed securities as both short-term and long-term investments. During the Period under review, the Group recorded a net realised loss on disposal of financial assets at fair value through profit or loss of approximately HK\$16.71 million, dividend income from listed securities of HK\$27.52 million and a gain on changes in fair value of financial assets at fair value through profit or loss of approximately HK\$307.94 million. The Group also record a loss of approximately HK\$30.83 million on change in fair value on available-for-sales financial assets for long-term investments.

The Hang Seng Index ("HSI") went on a strong run in the first half of 2017, driven by strong liquidity from the mainland, implied by the 0.97 correlation between the HSI and net inflows from the Shanghai-Hong Kong Stock Connect scheme and the 29% rise in accumulated net inflows to HK\$492 billion. Liquidity focused on constituent stocks and sectors such as technology and China property. Short-seller reports that alleged a number of well-known and sizable companies had manipulated their financial numbers further dampened investor appetite for small caps. Although the market continues to favor big caps, the growing disparity between bearish sentiment for small caps and their improving fundamentals could create attractive investment returns for Shareholders in the long term.

During the Period under review, the Group continued to focus on mid and small caps. The Group has found plenty of overlooked companies with attractive risk/reward profiles or resilient earnings outlooks. During the Period under review, the Group added different small caps to our portfolio based on our strict investment approach.

證券投資

本集團投資於香港上市證券作短期及長期投資。於回顧期內，本集團因出售於損益帳按公平值處理之財務資產而錄得已變現虧損淨額約16,710,000港元，並錄得上市證券之股息收入27,520,000港元及於損益帳按公平值處理之財務資產公平值變動之收益約307,940,000港元。本集團亦就作長期投資之可供出售財務資產之公平值變動錄得虧損約30,830,000港元。

於二零一七年上半年，內地大量流動資金流入香港，刺激恒生指數走勢凌厲。恒生指數與滬港通計劃淨流入之相關系數為0.97，而累計淨流入上升29%至4,920億港元。流動資金主要流向科技及中國房地產等成份股及行業。市場出現多份沽空報告，指稱多間大型知名公司操控財務數據，進一步打擊投資者投資小型股之意欲。儘管大型股持續受到追捧，但市場看淡小型股，而小型股之基本因素持續改善，此兩項因素差距擴大長遠而言可為股東帶來具吸引力之投資回報。

於回顧期內，本集團繼續集中投資於中小型股，並物色到許多風險／回報狀況具吸引力或盈利前景理想而被市場忽略之公司。於回顧期內，本集團已基於嚴謹之投資方針，在投資組合中增添不同小型股。

MANAGEMENT DISCUSSION AND ANALYSIS

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The Group's significant investments (i.e. investment with carrying amount exceeding 5% of the total assets of the Group) held as at 30 June 2017 stated in the report as follows: –

本集團於二零一七年六月三十日所持重大投資（即帳面金額佔本集團資產總值超過5%之投資）於本報告內載列如下：

Type of security 證券類別		% of shareholding represented by the shares/underlying shares held by the Company 本公司所持股份/相關股份 所佔持股量之百分比		Classification of financial assets (fair value through profit or loss (FVTPL)/ available-for- sale (AFS)) 財務資產分類 (於損益帳 或公平值 按公平值處理/ 可供出售)	Unrealised gain/(loss) or increase/ (decrease) in fair value as at	Unrealised gain/(loss) or increase/ (decrease) in fair value as at	Fair value as at 30 June 2017 於 二零一七年 六月三十日 之公平值	Fair value as at 31 December 2016 於 二零一六年 十二月三十一日 之公平值
		as at 30 June 2017 於 二零一七年 六月三十日	as at 31 December 2016 於 二零一六年 十二月三十一日		30 June 2017 於 二零一七年 六月三十日 之未變現 收益/(虧損) 或公平值 增加/(減少) (Unaudited) (未經審核) HK\$'000 千港元	31 December 2016 於 二零一六年 十二月三十一日 之未變現 收益/(虧損) 或公平值 增加/(減少) (Audited) (經審核) HK\$'000 千港元		
Investment A (Note 1) 投資甲(附註1)	Ordinary shares 普通股	0.64%	0.65%	AFS 可供出售	(30,830)	(41,114)	79,276	110,106
		5.86%	5.96%	FVTPL 於損益帳 按公平值處理	(281,631)	(110,855)	724,193	1,005,824
Investment B (Note 2) 投資乙(附註2)	Equity-linked notes (notes 3) 股票掛鈎票據(附註3)	N/A 不適用	N/A 不適用	FVTPL 於損益帳 按公平值處理	248,967	202,077	926,167	677,200
Investment C (Note 4) 投資丙(附註4)	Ordinary shares 普通股	3.82%	4.19%	FVTPL 於損益帳 按公平值處理	12,000	83,984	312,000	300,000
Investment D (Note 5) 投資丁(附註5)	Ordinary shares 普通股	4.48%	N/A 不適用	FVTPL 於損益帳 按公平值處理	251,815	N/A 不適用	458,878	N/A 不適用

Notes:

附註：

1. Investment A is Carnival Group International Holdings Limited (stock code: 00996.HK) ("Carnival") which is the Hang Seng Mid-Cap Index Constituent Stock, information published by Carnival regarding its performance and prospects can be found at the HKEXNews website. Based on published annual report, Carnival's core business, integrated tourism and leisure projects, will continue to benefit from the growing tourism market, expanding middle class and trend towards a consumption-driven economy in the PRC and abroad. Carnival can fully leverage the uniqueness of its business model to gain first-mover advantage and seize the opportunities in the industry.

1. 投資甲指嘉年華國際控股有限公司(股份代號: 00996.HK) (「嘉年華」, 為恆生中型股指數成份股)。嘉年華就其表現及前景發佈之資料載於披露易網站。按照已刊發之年報, 嘉年華之核心業務—旅遊及休閒綜合項目—將繼續受益於旅遊業市場增長、中產階層擴大, 以及中國及海外趨向由消費帶動之經濟模式。嘉年華可充分運用其業務模式之獨特性質, 在業界獲得先手優勢並把握商機。

MANAGEMENT DISCUSSION AND ANALYSIS

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2. Investment B, which cannot be identified due to confidentiality obligations, was listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") in 2015. Based on published research reports, the bank is considered a fast-growing bank with improving retail franchise, relatively prudent risk management and flexible loan mix. The bank had stated that it will proactively gather momentum on traditional businesses of wholesale, retail and asset management as well as on innovative businesses of "Internet +" and "Commercial Bank +", strengthen its risk management and control and seek to achieve steady growth of its market value. Based on its published annual report, the bank takes full advantage of abundant capital, regulated operation and brand improvement formed from listing, calmly responses to the slowdown of economic by strengthening the ability to identify risk and manage its operation, and realizes a steady growth of market value.
3. The equity-linked notes are redeemable at the discretion of the Group from time to time based on the net proceeds to be obtained from the disposal of the underlying shares at the time of redemption.
4. Investment C is Freeman FinTech Corporation Limited (stock code: 00279.HK) ("Freeman") which is the Hang Seng SmallCap Index Constituent Stock, information published by Freeman regarding its performance and prospects can be found at the HKEXNews website. Based on published announcement, Freeman is transforming into a one-stop financial services provider through a series of merger and acquisition deals over the past 12 months. Its businesses now include brokerage, corporate finance, and asset management in PRC and Hong Kong. Freeman has also strengthened its business platform by diversifying into the finance-leasing business in PRC. We believe that this is an overlooked financial play and see potential synergies arising from its established financial platform and diverse geographical exposure.
2. 投資乙乃於二零一五年在香港聯合交易所有限公司（「聯交所」）主板上市，因保密責任而不可指明。根據已刊發之研究報告，該銀行被視為高增長銀行，零售業務一直改善，風險管理相對審慎，貸款組合靈活。該銀行表示，其將積極發展傳統批發、零售及資產管理業務，同時發展「互聯網+」及「商業銀行+」創新業務，強化風險管理及監控，致力達致穩定市值增長。按照已刊發之年報，該銀行充分發揮上市所形成資本充足、經營規範及品牌提升等優勢，藉強化風險識別、營治之能力，冷靜應對經濟增速放緩局勢，實現市值之穩步增長。
3. 本集團可不時按照於贖回時出售相關股份所得款項淨額，酌情贖回股票掛鈎票據。
4. 投資丙為民眾金融科技控股有限公司（股份代號：00279.HK）（「民眾」，為恒生小型股指數成份股）。民眾就其表現及前景發佈之資料載於披露易網站。按照已發表之公告，民眾透過於過去12個月進行一系列併購交易，轉型為一站式金融服務供應商。民眾之業務現時包括中港兩地之經紀、企業融資及資產管理。民眾亦將業務多元化拓展至於中國之融資租賃，增強其業務平台。我們相信，民眾之金融平台發展成熟及業務覆蓋地區廣泛，將會產生潛在協同效益，因此民眾應為被市場忽略之金融業公司。

MANAGEMENT DISCUSSION AND ANALYSIS

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5. Investment D is China Oriental Group Company Limited (stock code: 00581.HK) (“China Oriental”) which is the market leader in medium and large H-section steel market in the PRC, information published by China Oriental regarding its performance and prospects can be found at the HKEXNews website. Based on published announcement, China Oriental has continued to expand its business, diversify its steel product categories and business portfolio. China Oriental is constantly developing products of different series and specifications to meet market needs. Moreover, the H-section steel products of China Oriental maintain its leading position in China, China Oriental will continue to develop its business towards the direction of largest section steel production base in the world, and to explore expanding its supply chain through upstream and downstream integration. China Oriental will strive to take full advantage of the current solid financial condition and efficient management to intensify the continuous development of China Oriental.

Money lending business

The Group provides short-term loans to various borrowers. Those short-term loans carried interest rates ranging from 8% to 18% per annum. During the Period under review, the money lending business contributed a loan interest income of approximately HK\$6.78 million to the Group.

OUTLOOKS

IoT business

Given the varied but inter-related businesses of the subsidiaries, Rentian Technology’s business portfolio is diversified with potential for profit growth. Following the acquisitions and initial consolidation platform of subsidiaries in 2015 and 2016, Rentian Technology continued to expand its business in the corporate IoT solution sector in the first half of 2017 by acquisition of Enterprise Development.

5. 投資丁為中國中、大型H型鋼市場翹楚中國東方集團控股有限公司（股份代號：00581.HK）（「中國東方」）。中國東方就其表現及前景發佈之資料載於披露易網站。按照已發表之公告，中國東方不斷擴展其業務規模、擴闊其鋼鐵產品種類和業務組合，並持續開發不同系列及規格之產品以迎合市場需要。此外，由中國東方生產之H型鋼產品在中國保持着領先地位。中國東方之業務將繼續朝着世界最大型之型鋼生產基地方向發展，以及探索在本行業實行供應鏈上、下游伸延。中國東方將致力有效運用其現有穩健財政狀況和高效之管理模式，以推動中國東方之持續發展。

貸款業務

本集團向多名借款人提供短期貸款。該等短期貸款按年利率介乎8厘至18厘計息。於回顧期內，貸款業務為本集團貢獻約6,780,000港元之貸款利息收入。

展望

物聯網業務

基於集團成員公司之組合特點，仁天科技之業務具有很好的行業多樣性和潛在盈利增長能力。經過二零一五年及二零一六年之成員公司收購和初步平台整合後，仁天科技於二零一七年上半年收購企展，在企業物聯網解決方案領域繼續深耕。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Rentian Technology believes that the IoT market will maintain rapid growth in the next few years. As such, the Group will carry on with its market development, product research and development, investment and merger and acquisition in the IoT sector. According to the latest research report issued by Machina Research, a renowned international IoT research institute, in August 2016, it is expected that by 2025, the total number of connected IoT devices across the world will increase from 6 billion for 2015 to 27 billion, representing a compound annual growth rate (CAGR) of 16%, and China, the United States and Japan will top the list with rates of 21%, 20% and 7% respectively. Revenue from operations relating to IoT will grow from US\$750 billion for 2015 to US\$3,000 billion. Volume of data relating to IoT will also reach 2 billion TB.

In view of the above, the growth of the IoT market in China will continue to lead the world in the coming years. Further to the document named "Made in China 2025" promulgated by the State Council of China in May 2015, two Chinese government bodies, namely the Ministry of Industry and Information Technology and the National Development and Reform Commission issued a Circular on Intelligent Hardware Industry Innovation and Development Initiative (2016-2018) in September 2016, which set out the national goals of reaching a share of over 30% in the world intelligent hardware market and a total industry volume of over RMB500 billion by 2018. The government also anticipates a number of leading listed companies in this industry with significant breakthroughs in key technical areas such as the design of lowpower light-weight systems, low-power wide-area intelligent IoT, virtual reality, intelligent human-machine interaction and high-performance motion attitude control. The nation aims at boosting its involvement in, contribution to and influence over international market trends having a 10% share in patents around the world. Three pillars, namely standard development, product and application testing, and industrial supply capacity monitoring, will be established with state-of-the-art intelligent hardware standardisation and public service capacity. Several innovation platforms with advanced technologies, distinctive hallmarks and complementarity will be laid down to foster entrepreneurship and innovation support. In order to raise production efficiency by 20% or above, intelligent industrial sensors, intelligent PLC, intelligent unmanned systems and other intelligent industrial hardware should have been put into large-scale testing so as to develop replicable and marketable industrial application solutions that can facilitate both industrial and civil sectors. It is clear that the priority currently given by Rentian Technology to IoT development is closely in line with such goals.

仁天科技相信，未來幾年的物聯網市場將繼續維持高速增長趨勢，本集團將繼續圍繞物聯網進行市場拓展、產品研發及投資併購。按照國際著名的物聯網研究機構Machina Research在二零一六年八月發表的最新研究報告，預計到二零二五年，全球物聯網連接總數量將從二零一五年的60億增長至270億個，預計年度複合增長率(CAGR)達到16%，中國、美國、日本分別佔據前三位（各自為21%、20%、7%），物聯網相關營業收入將從二零一五年的7,500億美元增長到30,000億美元，物聯網相關數據亦將增長至20億TB的規模。

承上所述，中國區域內的物聯網市場在未來的幾年將在全球範圍內繼續保持領先的發展趨勢。在中國國務院二零一五年五月印發《中國製造2025》文件後，中國兩部委（工業和信息化部、國家發展和改革委員會）在二零一六年九月印發了《智能硬件產業創新發展專項行動（2016-2018年）》，文中設定的行動目標為「到二零一八年，中國智能硬件全球市場佔有率超過30%，產業規模超過人民幣5,000億元。在低功耗輕量級系統設計、低功耗廣域智能物聯、虛擬現實、智能人機互動、高性能運動與姿態控制等關鍵技術環節取得明顯突破，培育一批行業領軍上市企業。在國際主流生態中的參與度、貢獻度和影響力明顯提升，海外專利佔比超過10%。建成標準開發、產品及應用檢測、產業供給能力監測三大支撐平台，智能硬件標準化及公共服務能力達到國際先進水平。佈局若干技術先進、特色突出、優勢互補的高水平創新平台，創業創新支撐能力明顯提升。智能工業傳感器、智能PLC、智能無人系統等工業級智能硬件產品形成規模示範，帶動生產效率提升20%以上。形成一批可複製、可推廣的行業應用解決方案，產業便民、惠民成效顯現。」不難看出，仁天科技當前的物聯網發展重點與此目標是繼續高度匹配的。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

As disclosed in note 27(b) of this report, the Group entered into a share purchase agreement to acquire Ho Fung Shares Investment Limited which is principally engaged in the business of securities broking and holds a license for Type 1 regulated activity (dealing in securities) under the Securities and Futures Ordinance, Cap. 571, Laws of Hong Kong. The Group will continue to explore integration opportunities for the Group's existing IoT services with the financial services sector includes but not limited to the provision of financing brokerage, asset management, financial leasing and investment management services. The Group will continue to look into possible acquisitions of relevant licences and recruitments of qualified persons to carry out the corresponding financial services activities accordingly. The Group intends to utilize its extensive capital market resources to execute the merger and acquisition strategy on the financial services front.

The strategy aims to establish the Group in such way that the financial services sector and the existing IoT sector are synergistic and complementary to each other that will support the Group's stable and sustainable development. Though the current economic turbulence has given rise to global uncertainties and instabilities, the Group is confident that the IoT plus finance integration will bring value to the Group and the shareholders as a whole.

如本報告附註27(b)所披露，本集團訂立購股協議以收購浩豐證券投資有限公司，該公司主要從事證券經紀業務，並持有香港法例第571章證券及期貨條例下第1類受規管活動（證券交易）之牌照。本集團將繼續物色其現有物聯網服務於金融服務行業之整合機會，包括但不限於提供金融經紀、資產管理、融資租賃及投資管理服務。本集團將繼續尋求可能獲取相關牌照及招聘合資格人員以據此從事相應之金融服務活動。本集團擬動用其廣泛的資本市場資源執行有關金融服務前端之合併及收購策略。

該策略旨在令本集團在金融服務行業及現有物聯網行業產生協同作用及相互補充下奠定地位，從而將支持本集團穩定及可持續發展。雖然當前經濟動盪導致全球存在不確定性及不穩定性，惟本集團相信，物聯網加金融整合將為本集團及股東整體帶來價值。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

A brief discussion and analysis of the businesses of the Group is as follows.

Human-Machine Interactive Devices business

Fujian Start Computer Equipment Company Limited* (“FSCE”) focuses on commercial human-machine interactive devices and develops terminal hardware, software and services application for treasury and taxation, finance, education and other key industries and offered corporate solutions incorporating intelligence and mobile telecommunication, including but not limited to industrial integrated or self-service systems, intelligent payment devices, printing devices and all-in-one systems based on cloud platform. Apart from the traditional banking sectors, FSCE will continue to explore the national treasury and taxation sectors in the coming years. In respect of the research and development of new products, FSCE co-operated with Shenzhen Cneop Technology Company Limited* (“CNEOP”) to develop the next-generation intelligent payment endpoints which are expected to be launched in second half of 2017, thereby realising synergies in terms of technology and resource sharing.

Intelligent Documentation Service

Jiangsu Start Dima Data Processing Company Limited* (“Jiangsu Dima”) is principally engaged in provision of intelligent documentation service and software and technology development to insurance companies.

Jiangsu Dima provides specialised services to accelerate document-driven business processes to over 40 companies in the property insurance and life insurance industry in the PRC. The entire service process is supported by high level of confidentiality, data accuracy and processing velocity. Jiangsu Dima is also engaged in development and sale of software products and technology and provision of IT services and operations in combination with various industry applications, leveraging its technological expertise in the insurance sector.

Jiangsu Dima will continue to focus on developing its existing business as well as expanding into new innovative solutions with high growth potential.

以下將針對本集團各業務進行概要討論和分析。

人機互動商業終端業務

福建實達電腦設備有限公司(「實達外設」)主要聚焦於人機互動商業終端(Human-Machine Interactive Devices)領域，圍繞財稅、金融、教育等重點行業應用場景構建終端硬件、軟件和服務產品，提供面向企業的智能化和移動互聯化的解決方案，包括但不限於行業化的集成式或自助式系統、智能支付設備、打印設備和基於雲平台的一體機系統。在行業領域方面，除傳統的銀行領域外，實達外設將繼續在國家財務和稅務等領域努力。在新產品研發方面，實達外設與深圳市中光遠科技有限公司(「中光遠科技」)開始了新一代的智能支付終端設備的合作開發，達到了技術共享和資源共享的協同目的，並預計在二零一七年下半年開始投入市場。

智能檔案服務

江蘇實達迪美數據處理有限公司(「江蘇迪美」)主要從事向保險公司提供智能檔案服務及軟件和技術開發。

江蘇迪美為中國財產保險及人壽保險行業40多間公司提供加快文件主導業務流程之專門服務。整個服務過程具備高度保密性、數據準確性及處理速度。江蘇迪美亦從事軟件產品和技術之開發及銷售，並結合各種行業應用提供資訊科技服務及運營，利用其在保險行業之技術專長。

江蘇迪美將繼續致力於發展現有業務，並擴展到具有高增長潛力之新型創新解決方案。

* The official names are in Chinese and the English names are translated for identification purpose only.

* 官方名稱以中文為準，英文翻譯名稱僅供識別之用。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Pursuant to the statistics published by China Insurance Regulatory Commission, insurance premium of the overall PRC market has increased from approximately RMB202.3 billion in 2014 to approximately RMB309.6 billion in 2016, representing a compound annual growth rate (“CAGR”) of approximately 23.71%, in particular, insurance premium of life insurance has increased from approximately RMB109.0 billion in 2014 to approximately RMB174.4 billion in 2016, representing a CAGR of approximately 26.5%. Jiangsu Dima is of the view that such growth trend will continue in the coming years and it will be the key driver of the growth in the Business Process Outsourcing (“BPO”) market in the insurance industry in the PRC.

Pursuant to the statistics published by Ministry of Commerce of the PRC, the BPO industry in the PRC has recorded a significant growth in 2016 with total contract (executed) value of approximately US\$17.3 billion, representing an increase of approximately 28.98% from the previous year. Besides, the BPO market is expected to have a steady growth driven by the cost benefits achieved by outsourcing back-office administration, and the development and availability of new generation technologies such as process automation and cloud service. Given the keen competition in the insurance markets and the immense pressure on businesses to run efficiently and cost effectively, there are many opportunities for further growth of the BPO market. In order to capture such potential growth, the management of Jiangsu Dima currently plans to open new intelligent documentation centers in various cities in the PRC in the coming 3 to 5 years.

根據中國保險監督管理委員會發佈之統計數字，中國整體市場保險費由二零一四年約人民幣2,023億元增加至二零一六年約人民幣3,096億元，年複合增長率約為23.71%，特別是人壽保險費由二零一四年約人民幣1,090億元增加至二零一六年約人民幣1,744億元，年複合增長率約為26.5%。江蘇迪美認為，未來幾年這種增長趨勢將會持續，成為中國保險行業業務流程外包市場增長之主要動力。

根據中國商務部發佈之統計數字，中國業務流程外包行業在二零一六年錄得顯著增長，合約（已執行）總額約為173億美元，較去年增長約28.98%。此外，鑑於外包後台管理之成本效益以及流程自動化和雲服務等新一代技術之開發及可用性，業務流程外包市場預計將保持穩定增長。鑑於保險市場競爭激烈，企業壓力巨大，須提高運作及成本效率，業務流程外包市場有進一步發展之機會。為了把握該潛在增長，江蘇迪美之管理層目前計劃在未來3至5年於中國多個城市開設全新的智能檔案中心。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Integrated smart IoT solution business

In past years, the Group put more focus on acquisition of technology experience in smart end-point devices and communication infrastructure, but has only made minimal progress in cloud-computing related areas due to limited time and bandwidth. On the other hand, following the acquisition of ED Group, which is special expertise in developing cloud computing technology, in the first half of 2017, it would complement the products and services currently provided by the Group, which would further strengthen the Group's market position and profitability.

In addition, the ED Group has long focus on data management and analytics domain. It targets the whole data life-cycle and has self-developed several products and services, which includes bigdata analytics tool, data and performance life-cycle management toolkit, customised system and application development and data security toolkit. The ED Group also has special teams to serve the customer and provide professional consulting and implementation services. All of these will help the Group to realise its long-term growth goals and shorten time-to-market cycle in the rapidly growing data and intelligence market.

As for the co-operation between the subsidiaries, the Group has invested additional resources and strived to encourage collaborations between subsidiaries spanning from collaborative technological research and development to marketing co-operation. Such initiatives have yielded groundbreaking results, such as the next-generation intelligent payment endpoints (which involved FSCE and CNEOP) and smart bin system (which involved Guangzhou Wealth-Depot Logistics Technology Company Limited* and CNEOP) and integrated business software solutions (which involved ED Group).

整合智能物聯網解決方案業務

過去數年內，本集團將更多重心放在獲得智能終端設備及通訊基礎設施方面之技術經驗上，但由於時間及頻寬有限，故雲計算相關領域之進展較小。另一方面，隨着二零一七年上半年收購了擁有開發雲計算技術方面特殊專長之企展集團，將對本集團現時提供之產品及服務作出補充，而此將進一步增強本集團之市場地位及盈利能力。

此外，企展集團長期專注數據管理及分析領域，以整個數據生命週期為目標並自主開發若干產品及服務，包括大數據分析工具、數據及性能生命週期管理工具包、訂製化之系統及應用開發及數據安全工具包。企展集團亦擁有特別團隊服務客戶及提供專業諮詢及實施服務。上述各項均將幫助本集團實現長遠增長目標，並在飛速增長之數據及智能市場縮短產品及服務上市之時間。

在各附屬公司協作方面，本集團已加大各種資源的投入，不遺餘力地推動各附屬公司間之協作機會，既包括技術研發性質之協作，亦包括市場營銷方面之協作，並已在實際結果上取得突破性進展，如新一代智慧支付終端設備（涉及實達外設及中光遠科技）、智慧物流箱系統項目（涉及廣州大庫工業設備有限公司及中光遠科技）及綜合商業軟件方案等（涉及企展集團）。

* The official name is in Chinese and the English name is translated for identification purpose only.

* 官方名稱以中文為準，英文翻譯名稱僅供識別之用。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Securities investment business

Value investment remains as the Company's core investment philosophy. The Group's principle of value investment should generate solid returns in the long run, from the Group's point of view. Constituent stocks continue to be the core holdings in the Group's portfolio. The Group will allocate some weight to mid and small caps or new listing shares as the Group find that there are still plenty of undervalued companies with attractive risk/reward profiles and resilient earnings outlooks. In addition, the market price of each stock will also be affected by the financial performance and development plans of the relevant company, as well as the outlook of the industry in which such company operates. The Group continues to adopt a strict bottom-up approach to identifying investment opportunities in the long run and take attentive approach on its future investments.

FINANCIAL REVIEW

Result for the Period

The revenue of Rentian Technology for the Period under review increased by 94.17% to approximately HK\$692.51 million as compared to corresponding period in 2016 (six months ended 30 June 2016: HK\$356.65 million). The increase was mainly driven by robust growth in IoT business, which generated revenue of approximately HK\$674.92 million and representing an increase of 71.53% from approximately HK\$393.46 million in corresponding period in 2016. Increase in revenue from IoT business was mainly attributable to the acquisition of Enterprise Development which is completed in April 2017 and the acquisition of Next Concept International Investment Limited which was completed in April 2016 and six months results was included in the Period.

證券投資業務

價值投資仍然為本公司之核心投資理念。本集團認為，本集團之價值投資原則長遠而言應產生穩固之回報。成份股繼續為本集團投資組合中之核心組成。本集團將分配一定比重給中小型股或新上市股份，因本集團發現，仍有大量風險／回報情況可觀及盈利前景理想之公司被忽視。此外，各股之市價亦將受相關公司之財務表現及發展計劃以及該等公司經營所在行業之前景影響。長遠而言，本集團將繼續嚴格採取由下而上之方針揀選投資機會，未來將審慎進行投資。

財務回顧

期內業績

於回顧期內，仁天科技之收益較二零一六年同期增加94.17%至約692,510,000港元（截至二零一六年六月三十日止六個月：356,650,000港元），主要受物聯網業務蓬勃增長帶動。物聯網業務產生收益約674,920,000港元，較二零一六年同期約393,460,000港元增加71.53%，主要源於收購企展（於二零一七年四月完成）及收購進念國際投資有限公司（於二零一六年四月完成，其六個月業績已計入期內）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group recorded a profit before taxation of approximately HK\$266.66 million, representing an increase of 187.47% from approximately HK\$92.76 million in corresponding period in 2016. The profit before taxation was mainly attributable from (i) segment results from the securities investment business of approximately HK\$301.23 million (six months ended 30 June 2016: HK\$61.85 million) as a result of fair value gain of financial assets at fair value through profit or loss of HK\$307.94 million (six months ended 30 June 2016: HK\$126.22 million) and dividend income of HK\$27.52 million (six months ended 30 June 2016: HK\$0.01 million); and (ii) segment result generated from the IoT business of approximately HK\$104.32 million (six months ended 30 June 2016: HK\$98.47 million), offsetting with (i) finance costs of approximately HK\$94.10 million (six months ended 30 June 2016: HK\$47.16 million) and (ii) share option expenses of approximately HK\$10.76 million (six months ended 30 June 2016: HK\$12.43 million). Profit attributable to the owners of the Company increased from approximately HK\$54.22 million in six months ended 30 June 2016 to approximately HK\$226.49 million in the period under review, representing an increase of 317.72%. Profit for the Period was approximately HK\$256.10 million, which increased by 236.57% from the corresponding period in 2016. Adjusted net profit was approximately HK\$266.53 million, which increased by 187.25% from the corresponding period in 2016. EBITDA and adjusted EBITDA increased by 156.33% and 133.91% to approximately HK\$383.60 million and HK\$379.13 million respectively in the Period under review.

本集團錄得除稅前溢利約266,660,000港元，較二零一六年同期約92,760,000港元增加187.47%，主要是源自(i)錄得於損益帳按公平值處理之財務資產之公平值收益307,940,000港元(截至二零一六年六月三十日止六個月：126,220,000港元)及股息收入27,520,000港元(截至二零一六年六月三十日止六個月：10,000港元)，令證券投資業務錄得分類業績約301,230,000港元(截至二零一六年六月三十日止六個月：61,850,000港元)；及(ii)物聯網業務錄得分類業績約104,320,000港元(截至二零一六年六月三十日止六個月：98,470,000港元)，惟被(i)融資成本約94,100,000港元(截至二零一六年六月三十日止六個月：47,160,000港元)；及(ii)購股權開支約10,760,000港元(截至二零一六年六月三十日止六個月：12,430,000港元)抵銷。本公司擁有人應佔溢利由截至二零一六年六月三十日止六個月約54,220,000港元增加至回顧期間約226,490,000港元，增幅為317.72%。期內溢利約為256,100,000港元，較二零一六年同期增加236.57%。經調整純利約為266,530,000港元，較二零一六年同期增加187.25%。於回顧期內，EBITDA及經調整EBITDA分別增加156.33%及133.91%至約383,600,000港元及379,130,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Non-HKFRS Measures

To supplement this report which are presented in accordance with HKFRS, adjusted net profit and adjusted EBITDA are used as additional financial measures. These financial measures are presented because they are used by management to evaluate operating performance. The Company also believes that these non-HKFRS measures provide useful information to help investors and others understand and evaluate the Company's consolidated results of operations in the same manner as management and in comparing financial results across accounting periods and to those of our peer companies.

The following table sets forth the Company's non-HKFRS financial data for the periods presented:

非香港財務報告準則計量資料

作為本公司根據香港財務報告準則呈列之本報告之補充，經調整純利及經調整EBITDA已用作額外財務計量資料。呈列該等財務計量資料乃因管理層利用有關資料評估經營表現。本公司同時相信，該等非香港財務報告準則計量資料提供有用資訊，讓投資者及其他人士可以管理層所用相同方式了解及評估本公司之綜合經營業績，以及比較各會計期間之財務業績及同業公司之財務業績。

下表載列本公司於呈列期間之非香港財務報告準則財務數據：

		Six months ended 30 June 截至六月三十日止六個月	
(in HK\$'000)	(千港元)	2017 二零一七年	2016 二零一六年
<i>Non-HKFRS Financial Data</i>	<i>非香港財務報告準則財務數據</i>		
Adjusted net profit	經調整純利	266,529	92,785
Adjusted EBITDA	經調整EBITDA	379,133	162,082
Adjusted EBITDA margin*	經調整EBITDA率*	54.7%	45.4%
<i>Adjusted earnings per share</i> (in HK cents)	<i>經調整每股盈利 (港仙)</i>		
- basic	- 基本	2.33	0.77
- diluted	- 攤薄	2.33	0.75

* Adjusted EBITDA margin is calculated by dividing adjusted EBITDA by revenue.

* 經調整EBITDA率乃按經調整EBITDA除以收益計算。

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		Six months ended 30 June 截至六月三十日止六個月	
(in HK\$'000)	(千港元)	2017 二零一七年	2016 二零一六年
<i>Profit for the period</i>	<i>期內溢利</i>	256,098	76,090
<u>Non-cash share options expenses</u>	<u>非現金購股權開支</u>		
Share-based payment in respect of share options	有關購股權之以股份支付之款項	10,758	12,430
<u>Non-cash item arising from acquisitions</u>	<u>收購產生之非現金項目</u>		
Gain on deemed disposal of associates	視作出售聯營公司之收益	(15,223)	–
Amortisation of intangible assets	無形資產攤銷	14,896	4,265
Adjusted net profit	經調整純利	266,529	92,785
Taxation	稅項	10,560	16,668
Finance costs	融資成本	94,103	47,156
Depreciation	折舊	7,941	5,473
Adjusted EBITDA	經調整EBITDA	379,133	162,082

Non-HKFRS adjusted net profit

Non-HKFRS adjusted net profit eliminates the effect of non-cash share-based payment in respect of share options, gain on deemed disposal of associates and amortisation of intangible assets. The term of adjusted net profit is not defined under HKFRS.

非香港財務報告準則經調整純利

非香港財務報告準則經調整純利已對銷非現金之有關購股權之以股份支付之款項、視作出售聯營公司之收益及無形資產攤銷之影響。經調整純利一詞於香港財務報告準則中未有界定。

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Non-HKFRS adjusted EBITDA

Non-HKFRS adjusted EBITDA, as presented, represents adjusted net profit, and adjusted to taxation, finance costs, depreciation and other amortisation. The use of non-HKFRS adjusted EBITDA has certain limitations because it does not reflect all items of income and expenses that affect operations. Items excluded from non-HKFRS adjusted EBITDA are significant components in understanding and assessing our operating and financial performance. Non-cash share-based payments expenses, depreciation and amortisation have been and may continue to be incurred are not reflected in the presentation of non-HKFRS adjusted EBITDA. Each of these items should also be considered in the overall evaluation of the Company's results.

Non-HKFRS adjusted earnings per share

Non-HKFRS adjusted basic earnings per share and non-HKFRS adjusted diluted earnings per share are not defined under HKFRS. Non-HKFRS adjusted basic earnings per share is defined as adjusted net profit attributable to the owners of the Company divided by weighted average number of ordinary shares outstanding. The denominator for computing the adjusted diluted earnings per share is calculated by the weighted average number of ordinary shares outstanding to assume certain specific conditions of part of the share options were met and those share options were exercised, with dilutive effect if any. The numerator of adjusted diluted earnings per share is adjusted net profit attributable to the owners of the Company.

非香港財務報告準則經調整EBITDA

非香港財務報告準則經調整EBITDA一如所列，乃指就稅項、融資成本、折舊及其他攤銷調整後之經調整純利。非香港財務報告準則經調整EBITDA之應用存在若干限制，原因在於此項目並不反映影響營運之所有收支項目。從非香港財務報告準則經調整EBITDA剔除之項目為了解及評估本公司經營及財務表現之重要組成部分。已經及可能繼續產生之非現金以股份支付之款項開支、折舊及攤銷並無於呈列非香港財務報告準則經調整EBITDA時反映。於整體評估本公司業績時亦應考慮各有關項目。

非香港財務報告準則經調整每股盈利

非香港財務報告準則經調整每股基本盈利及非香港財務報告準則經調整每股攤薄盈利於香港財務報告準則中未有界定。非香港財務報告準則經調整每股基本盈利之定義為本公司擁有人應佔經調整純利除以已發行普通股之加權平均數。計算經調整每股攤薄盈利所用分母乃按假設部分購股權之若干特定條件已達成及該等購股權已獲行使（具攤薄影響（如有））下之已發行普通股加權平均數計算。經調整每股攤薄盈利之分子為本公司擁有人應佔經調整純利。

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Liquidity, Financial Resources, Borrowing and Gearing Ratio

The Group financed its operation largely through internal cash resources, interest-bearing borrowings and placing of promissory notes and convertible bonds. As at 30 June 2017, the Group maintained its cash and bank balances (including pledged bank deposits) at approximately HK\$330.89 million (31 December 2016: HK\$442.68 million). The decrease in cash and bank balances was mainly due to the acquisition of Enterprise Development during the Period. The Group's gearing ratio, expressed as a percentage of total borrowings and long-term debts (including promissory notes) over total equity, was stated at 53.73% (31 December 2016: 47.74%). The increase in gearing ratio was mainly due to placing of promissory notes of aggregate principals of HK\$259.50 million and the increase in interest-bearing borrowings by HK\$397.80 million during the Period.

As at 30 June 2017, the Group's net assets value amounted to approximately HK\$3,872.46 million (as at 31 December 2016: HK\$3,433.49 million) with total assets amounted to approximately HK\$6,344.81 million (as at 31 December 2016: HK\$5,436.61 million). Net current assets were approximately HK\$2,900.21 million (as at 31 December 2016: HK\$2,665.04 million) and the liquidity ratio, which is calculated as current assets over current liabilities, was approximately 2.98 times (as at 31 December 2016: 3.89 times).

Capital Structure

The capital of the Company comprises only ordinary shares. As at 30 June 2017, the issued share capital of the Company is 10,148,390,530 Shares.

On 27 June 2017, the Company entered into the placing agreement with the placing agent to placed 100,000,000 shares to an independent investor at the placing price of HK\$0.36 per shares. The placing was completed on 11 July 2017. As a result, the number of shares in issue increased from 10,148,390,530 shares to 11,148,390,530 shares on 11 July 2017.

流動資金、財務資源、借貸及負債資產比率

本集團主要以內部現金資源、計息借貸以及配售承兌票據及可換股債券為其業務提供資金。於二零一七年六月三十日，本集團之現金及銀行結存（包括已質押銀行存款）維持於約330,890,000港元（二零一六年十二月三十一日：442,680,000港元）。現金及銀行結存減少主要是由於期內收購企展所致。本集團之負債資產比率（以借貸及長期債務（包括承兌票據）總額除以權益總額之百分比列示）為53.73%（二零一六年十二月三十一日：47.74%）。負債資產比率上升主要是由於期內配售本金總額為259,500,000港元之承兌票據及計息借貸增加397,800,000港元所致。

於二零一七年六月三十日，本集團之資產淨值約為3,872,460,000港元（於二零一六年十二月三十一日：3,433,490,000港元），資產總值約為6,344,810,000港元（於二零一六年十二月三十一日：5,436,610,000港元）。流動資產淨值約為2,900,210,000港元（於二零一六年十二月三十一日：2,665,040,000港元），按流動資產除以流動負債計算之流動資金比率約為2.98倍（於二零一六年十二月三十一日：3.89倍）。

資本架構

本公司之資本僅包括普通股。於二零一七年六月三十日，本公司之已發行股本為10,148,390,530股股份。

於二零一七年六月二十七日，本公司與配售代理訂立配售協議，向一名獨立投資者配售100,000,000股股份，配售價為每股0.36港元。是項配售已於二零一七年七月十一日完成。因此，已發行股份數目於二零一七年七月十一日由10,148,390,530股增加至11,148,390,530股。

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Foreign Currency Exposure

The Group is not subject to material foreign currency exposure since its operations in Hong Kong are mainly denominated in Hong Kong dollars and United States dollars and the Group's revenue and operating costs in the People's Republic of China (the "PRC") are denominated in the functional currency of the Group's entity making the sales or incurring the costs. The Group considers there is no significant exposure to foreign exchange fluctuations for United States dollars as long as the Hong Kong-United States dollar exchange rate remains pegged. Accordingly, the directors of the Company (the "Directors") consider that the currency risk is not significant. As such, no hedging instrument is considered necessary by the Board during the Period. The Directors will monitor the Group's exposure on an ongoing basis and will consider hedging the currency risk should the need arise.

Pledge of Assets

As at 30 June 2017, the Group was granted margin facilities from certain regulated securities brokers. The facilities were secured by the Group's financial assets at fair value through profit or loss, certain available-for-sale financial assets and the issued capital of a subsidiary of the Company with carrying amount of HK\$1,695.61 million (31 December 2016: HK\$1,437.45 million), HK\$79.28 million (31 December 2016: HK\$110.11 million) and HK\$320.05 million (31 December 2016: HK\$Nil) respectively. The Group utilized part of these facilities amounting to HK\$393.73 million (31 December 2016: HK\$36.04 million) as at 30 June 2017.

As at 30 June 2017, the Group had pledged the entire shares of certain subsidiaries incorporated in the BVI and Hong Kong to secure the convertible bonds up to US\$110 million and promissory notes amounted to HK\$200 million.

As at 30 June 2017, the subsidiaries in the PRC had pledged bank deposits of HK\$14.37 million (31 December 2016: HK\$2.95 million) to banks to secure guarantee issued for trade finance facilities, notes payables and banking facilities granted to the subsidiaries in the PRC.

外幣風險

由於本集團於香港之業務主要以港元及美元計值，而本集團於中華人民共和國（「中國」）之收益及經營成本以本集團進行銷售或產生成本之實體之功能貨幣計值，故本集團並無面對任何重大外幣風險。本集團認為，在港元兌美元匯率仍然掛鈎之期間，本集團面對之美元外匯波動風險不大。因此，本公司董事（「董事」）認為貨幣風險並不重大。因此，董事會於期內認為無必要使用對沖工具。董事將持續監察本集團之風險，並於有需要時考慮對沖貨幣風險。

資產質押

於二零一七年六月三十日，若干受規管證券經紀向本集團授出孖展融資。該等融資以本集團帳面金額為1,695,610,000港元（二零一六年十二月三十一日：1,437,450,000港元）之於損益帳按公平值處理之財務資產、帳面金額為79,280,000港元（二零一六年十二月三十一日：110,110,000港元）之若干可供出售財務資產及帳面金額為320,050,000港元（二零一六年十二月三十一日：零港元）之本公司附屬公司已發行股本作抵押。於二零一七年六月三十日，本集團已動用該等融資中393,730,000港元（二零一六年十二月三十一日：36,040,000港元）。

於二零一七年六月三十日，本集團已質押若干於英屬處女群島及香港註冊成立之附屬公司之全部股份，以作為最多110,000,000美元之可換股債券及200,000,000港元之承兌票據之抵押。

於二零一七年六月三十日，於中國之附屬公司將銀行存款14,370,000港元（二零一六年十二月三十一日：2,950,000港元）質押予銀行，作為就貿易融資信貸、應付票據及向中國附屬公司授出之銀行融資發出擔保之抵押。

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As at 30 June 2017, the Group had pledged certain property, plant and equipment with net book value of approximately HK\$0.36 million (31 December 2016: HK\$0.48 million) to secure the interest-bearing borrowings.

As at 30 June 2017, the Group had pledged certain trade receivables of not less than HK\$9.21 million to bank to secure an interest-bearing borrowing of HK\$9.21 million.

Major and Connected Acquisition and Disposal

On 13 February 2017, Luck Success Development Limited (the "Offeror"), an indirect wholly owned subsidiary of the Company, and Enterprise Development jointly announced that Kingston Securities Limited would, on behalf of the Offeror, make voluntary conditional cash offer to acquire all of the issued shares of Enterprise Development ("ED Shares") (the "Offer") (other than those shares already owned by the Offeror and parties acting in concert with it).

As a result of the completion of the Offer in April 2017, the Offeror had received valid acceptances in respect of a total of 120,408,292 Offer Shares under the Offer, representing approximately 24.01% of the entire issued share capital of Enterprise Development. Taking into account the valid acceptances in respect of 120,408,292 Offer Shares under the Offer, the Offeror and parties acting in concert with it would hold an aggregate of 268,289,792 ED Shares, representing approximately 53.50% of the entire issued share capital of Enterprise Development.

The ED Shares held by the Group gives the Group control over the ED Group regardless the Group held less than 50% of the issued share capital in Enterprise Development. Enterprise Development is considered as an indirect non wholly-owned subsidiary of Company and the financial results of the ED Group has been consolidated into the financial statements of the Group upon the completion of Offer.

於二零一七年六月三十日，本集團已質押帳面淨值約為360,000港元（二零一六年十二月三十一日：480,000港元）之若干物業、廠房及設備，以作為計息借貸之抵押。

於二零一七年六月三十日，本集團已向銀行質押不少於9,210,000港元之若干貿易應收款項，以作為計息借貸9,210,000港元之抵押。

重大及關連收購及出售

於二零一七年二月十三日，Luck Success Development Limited（「要約人」，本公司之間接全資附屬公司）與企展聯合宣佈，金利豐證券有限公司將代表要約人提呈自願性有條件現金要約，以收購企展所有已發行股份（「企展股份」）（「要約」）（要約人及與其一致行動人士已擁有的除外）。

由於要約已於二零一七年四月完成，故要約人接獲要約項下涉及合共120,408,292股要約股份之有效接納，相當於企展全部已發行股本約24.01%。經計及要約項下涉及120,408,292股要約股份之有效接納，要約人及與其一致行動人士將持有合共268,289,792股企展股份，相當於企展全部已發行股本約53.50%。

儘管本集團持有之企展已發行股本少於50%，惟本集團所持之企展股份讓本集團對企展集團擁有控制權。企展被視為本公司之間接非全資附屬公司，而企展集團之財務業績於要約完成後已在本集團之財務報表綜合入帳。

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In conjunction with note 24 of this report, references are made to the joint announcements dated 13 February 2017, 12 April 2017, 13 April 2017 and 27 April 2017 jointly issued by the Company and Enterprise Development and the composite document issued by the Company and Enterprise Development dated 24 March 2017 in relation to the Offer and the circulars dated 27 March 2017 and 23 June 2017 in relation to the major and connected transaction.

In June 2017, Enterprise Development issued 25,000,000 ordinary shares to not less than six investors at net proceeds of HK\$30,015,000. Upon the completion of transaction, the Company's equity interests in Enterprise Development diluted from 40.65% to 38.72%. Details of the transactions were disclosed in note 25 of this report.

Contingent liabilities

As at 30 June 2017, except the contingent consideration payables disclosed in this report, the Group had no other material contingent liabilities (31 December 2016: HK\$15.54 million).

除本報告附註24外，謹此同時提述本公司與企展所聯合發表日期為二零一七年二月十三日、二零一七年四月十二日、二零一七年四月十三日及二零一七年四月二十七日之聯合公佈、本公司與企展所發表日期為二零一七年三月二十四日有關要約之綜合文件，以及日期為二零一七年三月二十七日及二零一七年六月二十三日有關主要及關連交易之通函。

於二零一七年六月，企展向不少於六名投資者發行25,000,000股普通股，所得款項淨額為30,015,000港元。於交易完成後，本公司於企展之股本權益由40.65%攤薄至38.72%。交易詳情於本報告附註25披露。

或然負債

於二零一七年六月三十日，除本報告所披露之應付或然代價外，本集團並無其他重大或然負債（二零一六年十二月三十一日：15,540,000港元）。

DISCLOSURE OF OTHER INFORMATION

其他資料披露

INTERIM DIVIDEND

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

DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST AND SHORT POSITION

As at 30 June 2017, the interests and short positions of the Directors and the Company's chief executive in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Future Ordinance ("SFO")) which were required to be notified to the Company and the Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to Division 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken or deemed to have under such provisions of the SFO), the Model Code for Securities Transaction by Directors of Listed Companies and which were required to be entered in the register required to be kept under section 352 if the SFO were as follows.

(i) Long positions in shares of the Company

Name of Directors	Capacity	Ordinary shares (no. of shares)	Derivative shares (no. of shares)	Total number of shares held (no. of shares)	% of the Company's issued share capital	Note
董事姓名	身份	普通股 (股份數目)	衍生股份 (股份數目)	所持股份總數 (股份數目)	已發行股本 之百分比	附註
Ms. Yang Xiaoying ("Ms. Yang") 楊曉櫻女士(「楊女士」)	Interest of controlled corporation/Beneficial owner 於受控制法團之權益/ 實益擁有人	168,000,000	60,000,000	228,000,000	2.25%	1
Mr. Choi Chi Fai ("Mr. Choi") 蔡志輝先生(「蔡先生」)	Beneficial owner 實益擁有人	-	142,363,900	142,363,900	1.40%	2
Mr. Tsang To ("Mr. Tsang") 曾濤先生(「曾先生」)	Beneficial owner 實益擁有人	-	30,000,000	30,000,000	0.30%	3

中期股息

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

董事及最高行政人員之權益及淡倉

於二零一七年六月三十日,本公司董事及最高行政人員於本公司或任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債權證中,擁有根據證券及期貨條例第XV部第7及8分部及上市公司董事進行證券交易的標準守則須知會本公司及香港聯合交易所有限公司(「聯交所」)之權益及淡倉(包括根據證券及期貨條例有關條文彼等被視為或當作擁有之權益及淡倉),以及須記錄於根據證券及期貨條例第352條須存置之登記冊內之權益及淡倉如下。

(i) 於本公司股份中之好倉

DISCLOSURE OF OTHER INFORMATION

其他資料披露

Note 1: Toplap International Limited, the beneficial owner of 168,000,000 shares, is 90% owned by Ms. Yang. 60,000,000 shares are derived from the interest in 60,000,000 share options granted by the Company to Ms. Yang exercisable into 60,000,000 shares.

Note 2: These 142,363,900 shares are derived from the interest in 142,363,900 share options granted by the Company to Mr. Choi exercisable into 142,363,900 shares.

Note 3: These 30,000,000 shares are derived from the interest in 30,000,000 share options granted by the Company to Mr. Tsang exercisable into 30,000,000 shares.

附註1：Toplap International Limited (168,000,000股股份之實益擁有人)由楊女士擁有90%權益。60,000,000股股份衍生自本公司授予楊女士之60,000,000份購股權之權益，有關購股權可以行使，從而換取60,000,000股股份。

附註2：該142,363,900股股份衍生自本公司授予蔡先生之142,363,900份購股權之權益，有關購股權可以行使，從而換取142,363,900股股份。

附註3：該30,000,000股股份衍生自本公司授予曾先生之30,000,000份購股權之權益，有關購股權可以行使，從而換取30,000,000股股份。

All the interests disclosed above represent long position in the shares of the Company.

Save as disclosed herein, none of the Directors and their associates has any interests or short positions in any shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of the SFO) as recorded in the register to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

EMPLOYEES

As at 30 June 2017, the Group had approximately 1,600 employees including directors of the Company in Hong Kong and in the PRC. Employee remuneration, bonus, share option scheme and training policies are commensurate with individual performance and experience and comparable to the market rate. The Group contributes to a Mandatory Provident Fund under the Hong Kong Mandatory Provident Fund Schemes Ordinance for all qualifying employees in Hong Kong. Other employee benefits include insurance and medical cover, subsidised educational and training programmes as well as a share option scheme.

The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefit plan operated by the government of the PRC. The subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits.

上文所披露之所有權益均指於本公司股份中之好倉。

除本報告所披露者外，概無董事及彼等之聯繫人於本公司或任何相聯法團（定義見證券及期貨條例）之任何股份、相關股份及債權證中，擁有記錄於根據證券及期貨條例第352條存置之登記冊內，或根據標準守則已知會本公司及聯交所之任何權益或淡倉。

僱員

於二零一七年六月三十日，本集團約有1,600名僱員（包括本公司董事）駐於香港及中國。僱員薪酬、花紅、購股權計劃及培訓政策均按個人表現及經驗和參照市場水平釐定。本集團根據香港強制性公積金計劃條例就所有香港合資格僱員向強制性公積金供款。其他僱員福利包括保險及醫療保障、資助教育及培訓計劃以及購股權計劃。

本集團中國附屬公司之僱員均為中國政府營辦之國家管理退休福利計劃成員。該等附屬公司須按工資成本之特定百分比向退休福利計劃供款，為福利提供資金。

DISCLOSURE OF OTHER INFORMATION

其他資料披露

SHARE OPTIONS

The Company adopted a share option scheme on 6 August 2007 (“Old Share Option Scheme”) whereby the directors of the Company are authorised, at their discretion, to invite employees of the Group, including directors of any company in the group, to take up options to subscribe for ordinary shares of the Company. The purpose of the scheme is to provide an opportunity for employees of the Group to acquire an equity participation in the Company and to encourage them to work towards enhancing the value of the Company and its shares for the benefit of the Company and its Shareholders as a whole. The Old Share Option Scheme will lapse automatically upon its expiry on 5 August 2017, a new share option scheme (“New Share Option Scheme”) has been adopted at the annual general meeting held on 2 June 2017 and the Old Share Option Scheme was terminated on the New Share Option Scheme came into effect on 2 June 2017.

Under the New Share Option Scheme, the Company may grant to the Directors and employees of the Group and any other persons who, in the sole discretion of the Board, have contributed or will contribute to the Group. The maximum number of shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option scheme of the Company must not in aggregate exceed 30% of the total number of shares in issue from time to time.

The total number of shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other share option scheme of the Company must not in aggregate exceed 10% of the shares in issue at the date of the passing of the relevant ordinary resolution. If any option is to be granted to connected person(s), it must be approved by independent non-executive directors or independent shareholders as the case may be. The maximum number of shares in respect of which share options may be granted to a specifically identified single grantee under the New Share Option Scheme (including exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the total number of shares in issue. Under the New Share Option Scheme, the options granted may be accepted by a participant within 14 days from the date of such offer. A consideration of HK\$1 is payable on acceptance of the offer of grant of an option. Options may be exercised at any time no later than 10 years from the date of grant.

購股權

本公司於二零零七年八月六日採納一項購股權計劃（「舊購股權計劃」），據此，本公司董事獲授權酌情邀請本集團僱員（包括本集團旗下任何公司之董事）承購購股權，以認購本公司之普通股。該計劃旨在為本集團僱員提供機會，取得於本公司之股本權益，鼓勵彼等為本公司及其股東整體之利益，努力提升本公司及其股份之價值。舊購股權計劃將於二零一七年八月五日屆滿時自動失效，本公司已於二零一七年六月二日舉行之股東週年大會上採納一項新購股權計劃（「新購股權計劃」），舊購股權計劃已於二零一七年六月二日新購股權計劃生效時終止。

根據新購股權計劃，本公司可向董事及本集團僱員以及董事會全權酌情認為曾經或將會對本集團作出貢獻之任何其他人士授出購股權。於根據新購股權計劃及本公司任何其他購股權計劃授出但尚未行使之所有發行在外購股權獲行使時發行之股份數目上限，合共不得超過不時已發行股份總數之30%。

於根據新購股權計劃及本公司任何其他購股權計劃將授出之所有購股權獲行使時可予發行之股份總數，合共不得超過於通過相關普通決議案當日已發行股份之10%。凡向關連人士授出購股權，均須經獨立非執行董事或獨立股東（視情況而定）批准。於任何12個月期間內，根據新購股權計劃可向個別指明單一承授人授出之購股權（包括已行使、已註銷及未行使之購股權）所涉股份數目上限，不得超過已發行股份總數之1%。根據新購股權計劃，參與者可於由要約日期起計14日內接納所獲授之購股權。接納授出購股權之要約時，須支付代價1港元。購股權可於由授出日期起計10年內隨時行使。

DISCLOSURE OF OTHER INFORMATION

其他資料披露

The exercise price of options is the highest of the nominal value of the shares, the closing price of the shares on The Stock Exchange of Hong Kong Limited on the date of grant and the average closing price of the shares on The Stock Exchange of Hong Kong Limited for the five business days immediately preceding the date of grant.

購股權之行使價為股份面值、股份於授出日期在香港聯合交易所有限公司之收市價及股份於緊接授出日期前五個營業日在香港聯合交易所有限公司之平均收市價中之最高者。

The following table discloses movement in the Company's share options under the Scheme during the Period:

下表披露計劃項下本公司購股權期內之變動：

Category of participant	Date of grant	Exercise price	Number of share options			As at 30 June 2017 於二零一七年 六月三十日
			As at 1 January 2017 於二零一七年 一月一日	Granted during the period 期內授出	Forfeited during the period 期內沒收	
Executive Directors:						
執行董事：						
Ms. Yang (Note) 楊女士(附註)	30 March 2015 二零一五年三月三十日	HK\$0.247 0.247港元	60,000,000	-	-	60,000,000
Mr. Choi 蔡先生	30 March 2015 二零一五年三月三十日	HK\$0.247 0.247港元	72,363,900	-	-	72,363,900
	14 July 2016 二零一六年七月十四日	HK\$0.520 0.520港元	70,000,000	-	-	70,000,000
			142,363,900	-	-	142,363,900
Mr. Tsang 曾先生	30 March 2015 二零一五年三月三十日	HK\$0.247 0.247港元	20,000,000	-	-	20,000,000
	14 July 2016 二零一六年七月十四日	HK\$0.520 0.520港元	10,000,000	-	-	10,000,000
			30,000,000	-	-	30,000,000
Employees in aggregate 僱員總計	30 March 2015 二零一五年三月三十日	HK\$0.247 0.247港元	442,411,250	-	62,500,000	379,911,250
	14 July 2016 二零一六年七月十四日	HK\$0.520 0.520港元	508,800,000	-	56,100,000	452,700,000
	6 December 2016 二零一六年十二月六日	HK\$0.493 0.493港元	50,000,000	-	-	50,000,000
			1,001,211,250	-	118,600,000	882,611,250
Total 總計			1,233,575,150	-	118,600,000	1,114,975,150

Note: Ms. Yang also through Toplap International Limited owns 168,000,000 shares of the Company.

附註：楊女士亦透過Toplap International Limited 擁有168,000,000股本公司股份。

DISCLOSURE OF OTHER INFORMATION

其他資料披露

Apart from the foregoing, at no time during the Period was the Company, or any of its holding company, subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS

As at 30 June 2017, the following person (other than the Directors or Chief Executive of the Company) has interests or short position in the shares and underlying shares of the Company, being 5% or more of the Company's issued share capital, as known by the Company or recorded in the register required to be kept under Section 336 of the SFO and in accordance with information received by the Company.

除上文所述者外，於期內任何時間，本公司或其任何控股公司、附屬公司或同系附屬公司概無訂立任何安排，致使本公司董事可藉購買本公司或任何其他法人團體之股份或債權證而獲取利益。

主要股東

於二零一七年六月三十日，據本公司所知或根據證券及期貨條例第336條須存置之登記冊所記錄及按照本公司獲得之資料，以下人士（本公司董事或最高行政人員除外）於本公司股份及相關股份中擁有佔本公司已發行股本5%或以上之權益或淡倉。

Name of Shareholders	Number in shares	% of voting right	Number of shares	% of voting right
股東姓名／名稱	股份數目 (Long position) (好倉)	佔投票權之 百分比 (Long position) (好倉)	股份數目 (Short position) (淡倉)	佔投票權之 百分比 (Short position) (淡倉)
Mr. King Pak Fu ("Mr. King") (Note 1) 景百孚先生（「景先生」）（附註1）	5,719,373,350	56.35%	-	-
Central Huijin Investment Ltd 中央匯金投資有限責任公司	926,365,187	9.13%	-	-
Mr. Lee Tai Hay ("Mr. Lee") (Note 2) 李大熙先生（「李先生」）（附註2）	795,022,942	7.83%	-	-
Mr. Zhao Zhen Zhong 趙振中先生	592,941,176	5.84%	-	-
China Huarong Overseas Investment Holdings Co., Limited 中國華融海外投資控股有限公司	589,751,535	5.81%	-	-
Ministry of Finance of the People's Republic of China 中華人民共和國財政部	589,751,535	5.81%	-	-
Sun Siu Kit 孫少杰	589,751,535	5.81%	-	-

DISCLOSURE OF OTHER INFORMATION 其他資料披露

Notes:

1. Mr. King is interested in the share capital of the Company through his wholly owned companies Mystery Idea Limited and Better Joint Venture Limited, being the beneficial owner of 5,299,193,350 shares and 43,320,000 shares respectively and through Carnival Group International Holdings Limited and Swift Fortune Investments Limited, being the beneficial owner of 155,500,000 shares and 221,360,000 shares respectively. Carnival Group International Holdings Limited is 62.26% indirectly owned by Mr. King and Swift Fortune Investments Limited is wholly-owned by Carnival Group International Holdings Limited.
2. Giant Profit Enterprises Limited ("Giant Profit") and Glory Image International Investment Limited ("Glory Image") are wholly-owned by Mr. Lee and Giant Profit is interested in 320,670,000 shares and Glory Image is interested in 474,352,942 shares. As such, Mr. Lee is deemed to be interested in 795,022,942 shares held by Giant Profit and Glory Image.

As at 30 June 2017, the Company had not been notified of any short positions being held by any substantial shareholder in the shares or underlying shares of the Company.

Save as disclosed herein, the Company has not been notified of any other person (other than a director of the Company) who has an interest or a short position in the shares and underlying shares as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO as at June 30, 2017.

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the Period under review.

附註：

1. 景先生透過其全資公司Mystery Idea Limited及Better Joint Venture Limited (分別為5,299,193,350股及43,320,000股股份之實益擁有人)以及嘉年華國際控股有限公司及Swift Fortune Investments Limited (分別為155,500,000股及221,360,000股股份之實益擁有人)擁有本公司股本之權益。嘉年華國際控股有限公司由景先生間接擁有62.26%權益，而Swift Fortune Investments Limited則由嘉年華國際控股有限公司全資擁有。
2. 李先生全資擁有Giant Profit Enterprises Limited (「Giant Profit」)及弘立國際投資有限公司(「弘立」)，而Giant Profit擁有320,670,000股股份之權益，弘立則擁有474,352,942股股份之權益。因此，李先生被當作於Giant Profit及弘立所持795,022,942股股份中擁有權益。

於二零一七年六月三十日，本公司並無獲知會任何主要股東於本公司之股份或相關股份中持有任何淡倉。

於二零一七年六月三十日，除本報告所披露者外，本公司並無獲知會任何其他人士(本公司董事除外)於股份及相關股份中，擁有已記錄於本公司根據證券及期貨條例第336條須存置之登記冊內之權益或淡倉。

購買、出售或贖回本公司上市證券

於回顧期內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

DISCLOSURE OF OTHER INFORMATION 其他資料披露

CODE ON CORPORATE GOVERNANCE PRACTICES

Save as disclosed below, in the opinion of the Directors, the Company has complied with the revised Corporate Governance Rules and codes as well as those of the former Code on Corporate Governance Practices ("CG Code") as set out in Appendix 14 to the Listing Rules during the six months ended 30 June 2017.

- (a) CG Code Provision A.2.1 stipulated that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Ms. Yang Xiaoying was appointed as the chief executive officer on 1 May 2015 and monitored the daily operation and management of the Company. Although the responsibilities of the Chairman and the Chief Executive Officer are vested in one person, all major decisions are made in consultation with the Board members. There are three Independent Non-Executive Directors in the Board. The Board considers that there is sufficient balance of power and the current arrangement maintains a strong management position of the Company. The Board will keep reviewing the current structure of the Board and the need of appointment of a suitable candidate to perform the role of Chairman.
- (b) CG Code Provision A.4.1 stipulated that non-executive directors should be appointed for a specific term and be subject to re-election. The Company has not fixed the term of appointment for non-executive directors, which constitutes a deviation from Code Provision of A.4.1. However, all non-executive directors are also subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to Article 116 in the Articles of Association of the Company.
- (c) CG Code Provision A.6.7 stipulates that independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the view of shareholders. Due to other prearranged business commitments which must be attended by the directors, Mr. Zhang Xiaoman and Mr. Huang Xin were not able to attend the general meeting of the Company on 13 April 2017.

企業管治常規守則

除下文所披露者外，董事認為，本公司於截至二零一七年六月三十日止六個月內一直遵守上市規則附錄十四所載之經修訂企業管治規則及守則以及前企業管治常規守則（「企業管治守則」）。

- (a) 企業管治守則條文A.2.1訂明主席與行政總裁之角色應有區分，並不應由一人同時兼任。楊曉櫻女士於二零一五年五月一日獲委任為行政總裁，並監督本公司日常營運及管理。儘管主席及行政總裁之職務由一人同時兼任，惟所有重大決定均會於諮詢董事會成員後方始作出。董事會有三名成員為獨立非執行董事。董事會認為現時具有充份權力平衡，現行安排能維持本公司之妥善管理。董事會將不斷檢討董事會現行架構及委任適當人選履行主席職務之需要。
- (b) 企業管治守則條文A.4.1訂明非執行董事之委任應有指定任期，並須接受重新選舉。本公司並無釐定非執行董事之任期，因而構成偏離守則條文A.4.1。然而，按照本公司組織章程細則第116條，全體非執行董事亦須於本公司股東週年大會上輪流告退並接受重選。
- (c) 企業管治守則條文A.6.7訂明獨立非執行董事及其他非執行董事應出席股東大會，對股東之意見有公正之了解。由於事先已有其他業務安排必須由張小滿先生及黃欣先生出席，因此，該等董事未能出席本公司於二零一七年四月十三日舉行之股東大會。

DISCLOSURE OF OTHER INFORMATION 其他資料披露

UPDATE ON DIRECTORS INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

Pursuant to Rule 13.51B(1) of the Listing Rules, change in the information of Directors since the date of the 2016 Annual Report of the Company required to be disclosed in this report is as follow:

Mr. Zhang Xiaoman is currently an independent Director of SDIC Essence Co., Ltd, which is listed on the Shanghai Stock Exchange (stock code: 600061.SH).

Mr. Huang Xin is currently a director of 共青城星辰投資管理有限公司(Gongqingcheng Xingchen Investment Co.*), formerly known as 共青城星辰教育投資管理有限公司(Gongqingcheng Xingchen Education Investment Co.*).

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code of the Listing Rules as the Company's code of conduct for dealing in securities of the Company by the directors. All directors confirmed that they have complied with the required standards as set out in the Model Code throughout the Period.

REMUNERATION COMMITTEE

A Remuneration Committee has been established in accordance with the requirements of the CG Code. The Remuneration Committee comprises three INEDs, namely Mr. Zhang Xiaoman, Mr. Chin Hon Siang and Mr. Huang Xin and one executive Director, namely Mr. Tsang To. The primary duties of the Remuneration Committee are to review and determination of the remuneration policy and packages of the directors and management executives. No Director is involved in deciding his own remuneration.

根據上市規則第13.51B(1)條 更新董事資料

根據上市規則第13.51B(1)條，自本公司二零一六年年報日期以來，須於本報告內披露之董事資料變動如下：

張小滿先生目前為上海證券交易所上市公司國投安信股份有限公司（證券代碼：600061.SH）之獨立董事。

黃欣先生目前為共青城星辰投資管理有限公司（前稱共青城星辰教育投資管理有限公司）之董事。

證券交易標準守則

本公司已採納上市規則之標準守則作為本公司董事進行本公司證券買賣之操守守則。全部董事均確認彼等於期內一直遵守標準守則所載之規定標準。

薪酬委員會

薪酬委員會已根據企業管治守則之規定成立。薪酬委員會由三名獨立非執行董事張小滿先生、陳鴻先先生及黃欣先生，以及一名執行董事曾濤先生組成。薪酬委員會之主要職責為檢討及釐定董事及管理級行政人員之薪酬政策及組合。概無董事參與釐定其本身之薪酬。

* The official names are in Chinese and the English names are translated for identification purpose only.

* 官方名稱以中文為準，英文翻譯名稱僅供識別之用。

DISCLOSURE OF OTHER INFORMATION

其他資料披露

NOMINATION COMMITTEE

A Nomination Committee has been established in accordance with the requirements of the CG Code. The Nomination Committee comprises three INEDs, namely Mr. Chin Hon Siang, Mr. Zhang Xiaoman and Mr. Huang Xin. The primary duties of the Nomination Committee are to review the structure, size and composition of the Board, and select and make recommendations to the Board on the appointment of Directors and senior management.

AUDIT COMMITTEE

The unaudited interim financial results of the Group for the six months ended 30 June 2017 has been reviewed by the Audit Committee of the Company. The Company has established an Audit Committee which comprises three INEDs namely Mr. Chin Hon Siang, Mr. Zhang Xiaoman and Mr. Huang Xin. The Audit Committee has reviewed the accounting principles and practices adopted by the Group, the Listing Rules and statutory compliance, and has discussed internal control, risk management and financial reporting matters with senior management. In addition, the Audit Committee has also reviewed the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function.

APPRECIATION

On behalf of the Directors, I would like to extend our gratitude and sincere appreciation to all management and staff members for their diligence and dedication, the continuing support of our business partners, customers and the Company's shareholders.

By Order of the Board

Rentian Technology Holdings Limited

Yang Xiaoying

Executive Director and Chief Executive Officer

Hong Kong, 25 August 2017

提名委員會

提名委員會已根據企業管治守則之規定成立。提名委員會由三名獨立非執行董事陳鴻先先生、張小滿先生及黃欣先生組成。提名委員會之主要職責為檢討董事會之架構、規模及成員組合，以及就委任董事及高級管理人員進行甄選，並向董事會作出推薦建議。

審核委員會

本集團截至二零一七年六月三十日止六個月之未經審核中期財務業績已由本公司審核委員會審閱。本公司已成立審核委員會，由三名獨立非執行董事陳鴻先先生、張小滿先生及黃欣先生組成。審核委員會已審閱本集團採納之會計原則及常規、上市規則及法定合規情況，並聯同高級管理層討論內部監控、風險管理及財務申報事宜。此外，審核委員會亦已審閱本集團會計及財務申報職能之員工在資源、資格及經驗方面是否足夠。

致謝

本人謹代表董事對全體盡責忠誠之管理層人員及員工，以及不斷支持本集團之業務夥伴、客戶及本公司股東致以衷心謝意。

承董事會命

仁天科技控股有限公司

執行董事兼行政總裁

楊曉櫻

香港，二零一七年八月二十五日



RENTIAN TECHNOLOGY HOLDINGS LIMITED
仁天科技控股有限公司*