



M DREAM INWORLD LIMITED

聯夢活力世界有限公司

(to be renamed as GET Holdings Limited 智易控股有限公司)

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

(將易名為 GET Holdings Limited 智易控股有限公司)

(於開曼群島註冊成立及於百慕達存續之有限公司)

Stock Code 股份代號：8100



THIRD QUARTERLY REPORT 第三季度業績報告

2014

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

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

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)的特色

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

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

香港交易及結算有限公司及聯交所對本報告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

本報告的資料乃遵照創業板證券上市規則(「創業板上市規則」)而刊載，旨在提供有關聯夢活力世界有限公司(將易名為智易控股有限公司(「本公司」))的資料；本公司各董事(「董事」)願就本報告共同及個別地承擔全部責任。各董事在作出一切合理查詢後確認，就彼等所深知及確信：(1)本報告所載資料在各重要方面均屬準確完備，並無誤導或欺詐成分；(2)並無遺漏其他事項，足以令致本報告所載任何陳述產生誤導；及(3)本報告所表達一切意見均經過審慎周詳考慮後方始作出，並以公平合理的基準及假設為依據。

Financial Highlights (unaudited)

財務摘要(未經審核)

- The turnover of the Group was approximately HK\$127,765,000 for the nine months ended 30 September 2014 ("Period") representing an increase of approximately 130.5% as compared to the turnover for the corresponding period in 2013 of approximately HK\$55,421,000.
- The Group recorded a profit attributable to owners of the Company of approximately HK\$64,443,000 for the Period compared to the loss attributable to owners of the Company of approximately HK\$210,052,000 for the same period in last year.
- The Group recorded a net profit of approximately HK\$89,114,000 for the Period, compared to the net loss for the corresponding period in 2013 of approximately HK\$194,909,000. The change from a net loss to a net profit position was mainly due to (i) the operating profit of HK\$51,261,000 contributed by Apperience Corporation ("Apperience") (a non-wholly owned subsidiary of the Company) and its subsidiaries, which are principally engaged in the research, development and distribution of personal computer performance software, anti-virus software, mobile applications and toolbar advertisement; (ii) the gain of approximately HK\$48,629,000 arising on change in the fair value of performance shares for settling the part of purchase consideration in relation to the acquisition of 50.5% of the issued share capital of Apperience ("Acquisition"), which was completed on 31 March 2013; and (iii) the absence of impairment loss on goodwill in relation to the Acquisition for the Period while the impairment loss on goodwill of approximately HK\$257,496,000 was incurred by the Group for the corresponding period in 2013.
- Earnings per share for profit attributable to owners of the Company for the Period was HK4.77 cents.
- The Directors do not recommend the payment of any dividend for the Period.
- 截至二零一四年九月三十日止九個月(「本期間」)，本集團的營業額約為127,765,000港元，較二零一三年同期的營業額約55,421,000港元增加約130.5%。
- 於本期間內，本集團錄得本公司擁有人應佔溢利約64,443,000港元，而去年同期則錄得本公司擁有人應佔虧損約210,052,000港元。
- 於本期間內，本集團錄得純利約89,114,000港元，二零一三年同期則錄得虧損淨額約194,909,000港元。由錄得虧損淨額轉為錄得純利主要由於(i)本公司非全資附屬公司Apperience Corporation(「Apperience」)及其附屬公司貢獻經營溢利51,261,000港元，其主要從事研發及分銷個人電腦性能軟件、防毒軟件、流動電話應用程式及工具欄廣告；(ii)用於支付有關收購Apperience已發行股本50.5%(「收購事項」，於二零一三年三月三十一日完成)的部分收購代價的表現股份公平價值變動產生的收益約48,629,000港元；及(iii)於本期間內並無產生有關收購事項的商譽減值虧損，而本集團於二零一三年同期則產生商譽減值虧損約257,496,000港元。
- 於本期間內，本公司擁有人應佔溢利的每股盈利為4.77港仙。
- 董事不建議就本期間派付任何股息。

Condensed Consolidated Statement of Profit or Loss – Unaudited

簡明綜合損益表 – 未經審核

The board of Directors (the “Board”) of M Dream Inworld Limited (to be renamed as GET Holdings Limited) (the “Company”) is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months and nine months ended 30 September 2014 (the “Period”), together with the comparative unaudited figures for the corresponding period in 2013, as follows:

聯夢活力世界有限公司(將易名為智易控股有限公司)(「本公司」)董事會(「董事會」)欣然公佈，本公司及其附屬公司(統稱「本集團」)截至二零一四年九月三十日止三個月及九個月(「本期間」)的未經審核簡明綜合業績，連同二零一三年同期的未經審核比較數字如下：

For the three months and nine months ended 30 September 2014
(Expressed in Hong Kong dollars)

截至二零一四年九月三十日止三個月及九個月
(以港元列示)

		Note 附註	Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
			2014 二零一四年 HK\$'000 千港元	2013 二零一三年 (Restated) (經重列) HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 (Restated) (經重列) HK\$'000 千港元
Turnover	營業額	4	47,398	27,290	127,765	55,421
Cost of sales	銷售成本		(17,793)	(5,825)	(35,107)	(10,530)
Gross profit	毛利		29,605	21,465	92,658	44,891
Other revenue and other gains and losses	其他收入以及其他 收益及虧損	5	5,433	46,840	45,274	(202,440)
Selling and administrative expenses	銷售及行政開支		(15,206)	(7,114)	(38,013)	(19,858)
Profit/(loss) from operations	經營溢利/(虧損)		19,832	61,191	99,919	(177,407)
Finance costs	融資成本	6(a)	(472)	(4,715)	(1,073)	(11,342)
Profit/(loss) before taxation	除稅前溢利/(虧損)	6	19,360	56,476	98,846	(188,749)
Income tax	所得稅	8	(2,509)	(2,920)	(9,732)	(6,160)
Profit/(loss) for the period	本期間溢利/(虧損)		16,851	53,556	89,114	(194,909)
Profit/(loss) attributable to:	以下人士應佔 溢利/(虧損)：					
Owners of the Company	本公司擁有人		9,343	46,429	64,443	(210,052)
Non-controlling interests	非控股權益		7,508	7,127	24,671	15,143
			16,851	53,556	89,114	(194,909)
Earnings/(loss) per share	每股盈利/(虧損)	9				
Basic	基本		HK0.61 cent 0.61 港仙	HK8.11 cents 8.11 港仙	HK4.77 cents 4.77 港仙	(HK45.42 cents) (45.42 港仙)
Diluted	攤薄		HK0.60 cent 0.60 港仙	HK4.02 cents 4.02 港仙	HK4.26 cents 4.26 港仙	N/A 不適用

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income – Unaudited 簡明綜合損益及其他全面收益表 — 未經審核

For the three months and nine months ended 30 September 2014
(Expressed in Hong Kong dollars)

截至二零一四年九月三十日止三個月及九個月
(以港元列示)

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Profit/(loss) for the period	本期間溢利／(虧損)	16,851	53,556	89,114	(194,909)
Other comprehensive income for the period:	本期間其他全面收益：				
<i>Items that may be reclassified to profit or loss:</i>	<i>可能重新分類至損益的項目：</i>				
Exchange differences on translation of financial statements of overseas subsidiaries	折算海外附屬公司財務報表產生的匯兌差額	154	(18)	60	(47)
Fair value gain/(loss) on available-for-sale financial assets	可供出售金融資產公平價值收益／(虧損)	5,591	23,293	(6,654)	23,293
Other comprehensive income for the period, net of tax	本期間其他全面收益，扣除稅項	5,745	23,275	(6,594)	23,246
Total comprehensive income for the period	本期間全面收益總額	22,596	76,831	82,520	(171,663)
Total comprehensive income attributable to:	以下人士應佔全面收益總額：				
Owners of the Company	本公司擁有人	15,005	69,704	57,813	(186,806)
Non-controlling interests	非控股權益	7,591	7,127	24,707	15,143
		22,596	76,831	82,520	(171,663)

Condensed Consolidated Statement of Changes In Equity – Unaudited

簡明綜合權益變動表 – 未經審核

For the nine months ended 30 September 2014 and 30 September 2013
(Expressed in Hong Kong dollars)

截至二零一四年九月三十日及二零一三年九月三十日止九個月
(以港元列示)

		Attributable to owners of the Company										Non-controlling interests		Total equity
		本公司擁有人應佔												
		Share capital	Share premium	Contributed surplus	Share option reserve	Convertible note equity reserve	Investment revaluation reserve	Exchange reserve	Other reserve	Accumulated losses	Total			
		股本	股份溢價	實繳盈餘	購股權儲備	可換股票據權益儲備	投資重估儲備	匯兌儲備	其他儲備	累計虧損	總計	非控股權益	總權益	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
At 1 January 2013	於二零一三年一月一日	124,889	206,661	6,426	310	6,605	-	5	-	(206,816)	138,080	-	138,080	
Profit/(loss) for the period	本期間溢利/(虧損)	-	-	-	-	-	-	-	-	(210,052)	(210,052)	15,143	(194,909)	
Other comprehensive income for the period	本期間其他全面收益	-	-	-	-	-	23,293	(47)	-	-	23,246	-	23,246	
Total comprehensive income for the period	本期間全面收益總額	-	-	-	-	-	23,293	(47)	-	(210,052)	(186,806)	15,143	(171,663)	
Issue of convertible notes on 31 March 2013	於二零一三年三月三十一日發行可換股票據	-	-	-	-	325,290	-	-	-	-	325,290	-	325,290	
Arising from acquisition of subsidiaries	收購附屬公司所產生	-	-	-	-	-	-	-	-	-	-	26,440	26,440	
Shares issued on conversion of convertible notes on 25 March 2013	於二零一三年三月二十五日兌換可換股票據時發行股份	20,000	2,170	-	-	(6,605)	-	-	-	-	15,565	-	15,565	
Shares issued on conversion of convertible notes on 10 April 2013, 28 August 2013 and 9 September 2013	於二零一三年四月十日、二零一三年八月二十八日及二零一三年九月九日兌換可換股票據時發行股份	133,334	91,836	-	-	(119,454)	-	-	-	-	105,716	-	105,716	
Dividends declared to non-controlling interests	已宣派非控股權益的股息	-	-	-	-	-	-	-	-	-	-	(7,487)	(7,487)	
Changes in equity for the period	本期間權益變動	153,334	94,006	-	-	199,231	-	-	-	-	446,571	18,953	465,524	
At 30 September 2013	於二零一三年九月三十日	278,223	300,667	6,426	310	205,836	23,293	(42)	-	(416,868)	397,845	34,096	431,941	
At 1 January 2014	於二零一四年一月一日	492,562	46,682	414,679	310	13,809	-	(60)	-	(414,226)	553,756	35,498	589,254	
Profit for the Period	本期間溢利	-	-	-	-	-	-	-	-	64,443	64,443	24,671	89,114	
Other comprehensive income for the Period	本期間其他全面收益	-	-	-	-	-	(6,654)	24	-	-	(6,630)	36	(6,594)	
Total comprehensive income for the Period	本期間全面收益總額	-	-	-	-	-	(6,654)	24	-	64,443	57,813	24,707	82,520	
Arising from acquisition of a subsidiary	收購一間附屬公司所產生	-	-	-	-	-	-	-	-	-	-	1,729	1,729	
Performance shares issued on 6 June 2014 (note 14(2))	於二零一四年六月六日發行表現股份(附註14(2))	71,552	(38,638)	-	-	-	-	-	-	-	32,914	-	32,914	
Share option lapsed	購股權失效	-	-	-	(310)	-	-	-	-	310	-	-	-	
Dividends paid to non-controlling interests	已派付非控股權益的股息	-	-	-	-	-	-	-	-	-	-	(20,350)	(20,350)	
Share consolidation and capital reduction on 18 July 2014 (note 14(1))	於二零一四年七月十八日的股份合併及股本削減(附註14(1))	(550,011)	-	550,011	-	-	-	-	-	-	-	-	-	
Share issued for acquisition of subsidiaries on 31 July 2014 (note 14(3))	於二零一四年七月三十一日收購附屬公司發行股份(附註14(3))	1,860	27,535	-	-	-	-	-	-	-	29,395	-	29,395	
Deemed disposal of partial interest in a subsidiary	視為出售一間附屬公司部分權益	-	-	-	-	-	-	-	1,026	-	1,026	976	2,002	
Changes in equity for the Period	本期間權益變動	(476,599)	(11,103)	550,011	(310)	-	-	-	1,026	310	63,335	(17,645)	45,690	
At 30 September 2014	於二零一四年九月三十日	15,963	35,579	964,690	-	13,809	(6,654)	(36)	1,026	(349,473)	674,904	42,560	717,464	

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the nine months ended 30 September 2014
(Expressed in Hong Kong dollars)

截至二零一四年九月三十日止九個月
(以港元列示)

1. CORPORATE INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 30 July 2001 and continued in Bermuda on 9 January 2014 (Bermuda time). The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The principal place of business is Room 515, 5/F, Town Health Technology Centre, 10-12 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong.

The Company is listed on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The principal activity of the Company is investment holding. The Group is principally engaged in (i) research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisement ("Software Business"), (ii) website development, e-learning products and services ("E-learning Business"), (iii) securities investment ("Securities Investment Business"), (iv) money lending ("Money Lending Business"), (v) provision of Insurance and Mandatory Provident Fund schemes brokerage services ("Insurance and MPF Schemes Brokerage Business") and (vi) provision of corporate management solutions and information technology ("I.T.") contract services ("I.T. Project Implementation Business") during the Period.

The Group's 2014 third quarterly unaudited condensed consolidated financial information is presented in thousands of units of Hong Kong Dollars ("\$/000"), unless otherwise stated. Hong Kong dollars ("HK\$") is the Company's functional and the Group's presentation currency.

2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

The unaudited condensed consolidated financial statements of the Company have been prepared in accordance with the Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong, the disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on GEM (the "GEM Listing Rules").

The Group's 2014 third quarterly unaudited financial statements have been prepared under the historical cost convention, except for certain investment property, financial assets and liabilities which have been measured at fair values. The principal accounting policies used in the preparation of these unaudited condensed consolidated financial statements are consistent with those used in the annual consolidated financial statements for the year ended 31 December 2013 except in relation to the new and revised standards, amendments and interpretations ("new and revised HKFRSs") issued by the HKICPA that are adopted for the first time for the current period's financial statements.

1. 公司資料

本公司於二零零一年七月三十日在開曼群島註冊成立為獲豁免有限公司，並於二零一四年一月九日（百慕達時間）在百慕達存續。本公司註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。主要營業地點為香港新界沙田小瀝源順圍10-12號康健科技中心5樓515室。

本公司於香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）上市。本公司的主要業務為投資控股。於本期間內，本集團主要從事(i)研發及分銷個人電腦性能軟件、防毒軟件、流動電話應用程式及工具欄廣告（「軟件業務」）；(ii)網站開發、電子學習產品及服務（「電子學習業務」）；(iii)證券投資（「證券投資業務」）；(iv)借貸（「借貸業務」）；(v)提供保險及強制性公積金計劃經紀服務（「保險及強積金計劃經紀業務」）；及(vi)提供企業管理解決方案及資訊科技（「資訊科技」）合約服務（「資訊科技項目推行業務」）。

除非另有說明，否則本集團二零一四年第三季度未經審核簡明綜合財務資料以千港元（「千港元」）的單位列報。港元（「港元」）為本公司的功能貨幣及本集團的列報貨幣。

2. 財務報表的編製基準

本公司的未經審核簡明綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）、香港公認會計原則，以及香港公司條例及創業板證券上市規則（「創業板上市規則」）的披露規定編製。

除若干以公平價值計量的投資物業以及金融資產及負債外，本集團二零一四年第三季度未經審核財務報表乃根據歷史成本基準編製。除本期間的財務報表首次採納香港會計師公會頒佈的新訂及經修訂準則、修訂及詮釋（「新訂及經修訂香港財務報告準則」）外，編製此等未經審核簡明綜合財務報表時採用的主要會計政策與編製截至二零一三年十二月三十一日止年度全年綜合財務報表所採用者一致。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current period, the Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting period beginning on 1 January 2014. HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards; and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's financial statements and amounts reported for the current and prior accounting periods.

The Group has not early applied the new HKFRSs that have been issued but are not yet effective. The Company has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether new HKFRSs would have a material impact on its operations and financial position.

4. TURNOVER

An analysis of the Group's turnover for the periods is as follows:

3. 採納新訂及經修訂香港財務報告準則

於本期間內，本集團已採納所有由香港會計師公會頒佈的新訂及經修訂香港財務報告準則，該等準則與本集團業務有關，且於二零一四年一月一日開始的本集團會計期間生效。香港財務報告準則包括香港財務報告準則、香港會計準則及詮釋。採納該等新訂及經修訂香港財務報告準則並無導致本集團的會計政策以及本集團於現時及過往會計期間呈列的財務報表及所呈報金額出現重大變動。

本集團並無提早應用已頒佈但尚未生效的新訂香港財務報告準則。本公司已著手評估該等新訂香港財務報告準則的影響，但尚未能指出該等新訂香港財務報告準則會否對其經營業務及財務狀況構成重大影響。

4. 營業額

本集團各期間的營業額分析如下：

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核)	2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核) (Restated) (經重列)	2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核)	2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核) (Restated) (經重列)
Provision of website development, e-learning products and services	提供網站開發、電子學習產品及服務	-	616	-	2,121
Sale of computer and mobile phone software and toolbar advertisement	銷售電腦及流動電話軟件以及工具欄廣告	30,275	26,660	107,559	53,286
Loan interest income	貸款利息收入	153	14	555	14
Commission income	佣金收入	14,150	-	14,664	-
Provision of website development for e-commerce business	為電子商貿業務提供網站開發	-	-	500	-
Revenue and commission income from online shopping business	網上購物業務的收入及佣金收入	801	-	2,468	-
Provision of corporate management solutions and professional I.T. contract services	提供企業管理解決方案及專業資訊科技合約服務	2,019	-	2,019	-
		47,398	27,290	127,765	55,421

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

5. OTHER REVENUE AND OTHER GAINS AND LOSSES

5. 其他收入以及其他收益及虧損

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核)	2013 二零一三年 HK\$'000 千港元 (Unaudited) (Restated) (經重列)	2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核)	2013 二零一三年 HK\$'000 千港元 (Unaudited) (Restated) (經重列)
Other revenue	其他收入				
Bank interest income	銀行利息收入	2	15	4	275
Fair value (loss)/gain on financial assets at fair value through profit or loss	透過損益按公平價值列賬的金融 資產的公平價值(虧損)/收益	–	(30)	9	260
Rental income	租金收入	225	225	675	338
Income from provision of business centre services	提供商務中心服務的 收入	–	40	–	160
Other investment interest income	其他投資利息收入	–	88	–	180
Others	其他	15	–	42	47
		242	338	730	1,260
Other gains and losses, net	其他收益及虧損淨額				
(Loss)/gain on disposal of subsidiaries	出售附屬公司的(虧損)/收益	(326)	5,855	(326)	5,855
Fair value gain on investment property	投資物業公平價值收益	1,300	–	1,300	–
Fair value gain on performance shares	表現股份公平價值收益	4,236	40,666	48,629	47,928
Foreign exchange losses	匯兌虧損	(19)	(19)	(3)	(35)
Impairment loss on fixed assets	固定資產減值虧損	–	–	(169)	–
Impairment loss on goodwill	商譽減值虧損	–	–	–	(257,496)
Impairment loss on intangible assets	無形資產減值虧損	–	–	(4,887)	–
Net sundry income	雜項收入淨額	–	–	–	11
Recovery from impairment loss on trade receivables	撥回貿易應收賬款減值 虧損	–	–	–	37
		5,191	46,502	44,544	(203,700)
Other revenue and other gains and losses	其他收入以及其他收益及 虧損	5,433	46,840	45,274	(202,440)

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

6. PROFIT/(LOSS) BEFORE TAXATION

Profit/(loss) before taxation has been arrived at after charging:

6. 除稅前溢利/(虧損)

除稅前溢利/(虧損)已扣除：

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核)	2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核)	2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)
(a) Finance costs:	(a) 融資成本：				
Interest on bank loan and other borrowing — wholly repayable within 5 years	銀行貸款及其他借貸的利息 — 須於五年內悉數償還	194	9	264	58
Effective interest on convertible notes	可換股票據的實際利息	278	4,706	809	11,284
		472	4,715	1,073	11,342
(b) Staff costs (including directors' remuneration):	(b) 員工成本(包括董事酬金)：				
Salaries, wages and other benefits	薪金、工資及其他福利	2,999	2,053	6,496	6,244
Retirement scheme contributions	退休計劃供款	102	56	201	143
		3,101	2,109	6,697	6,387
(c) Other items:	(c) 其他項目：				
Amortisation of intangible assets	無形資產攤銷	4,407	1,350	12,271	2,747
Auditor's remuneration	核數師酬金	143	100	474	301
Depreciation	折舊	225	100	386	399
Operating lease charges:	經營租賃費用：				
— minimum lease payments	— 最低租賃付款額				
— hire of office premises	— 租賃辦公室物業	514	243	716	681
Impairment loss on fixed assets	固定資產減值虧損	—	—	169	—
Impairment loss on goodwill	商譽減值虧損	—	—	—	257,496
Impairment loss on intangible assets	無形資產減值虧損	—	—	4,887	—
Legal and professional fee	法律及專業費用	1,706	1,763	4,703	5,263

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

7. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform with current period's presentation. The changes included the reclassification of fair value (loss)/gain on financial assets at fair value through profit or loss from other gains and losses to other revenue, and loan interest income from other revenue to turnover in the current period.

8. INCOME TAX

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

7. 比較數字

若干比較數字已重新分類，以符合本期間的列報方式。變動包括於本期間內將透過損益按公平價值列賬的金融資產公平價值(虧損)/收益由其他收益及虧損重新分類至其他收入，以及將貸款利息收入由其他收入重新分類至營業額。

8. 所得稅

未經審核簡明綜合損益表的所得稅指：

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核)	2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核)	2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)
Current tax	當期稅項				
— Hong Kong Profits Tax	— 香港利得稅				
Provision for the period (Note 1)	本期間撥備(附註1)	2,864	2,911	10,601	6,140
Over-provision in respect of prior year	過往年度超額撥備	(63)	—	(63)	—
— Japan	— 日本				
Withholding tax for the period (Note 2)	本期間預扣稅(附註2)	25	9	89	20
Deferred tax (Note 3)	遞延稅項(附註3)	(317)	—	(895)	—
		2,509	2,920	9,732	6,160

Note 1: Provision for Hong Kong Profits Tax is calculated at 16.5% (2013: 16.5%) of the estimated assessable profits for the Period.

Note 2: Withholding tax in Japan, regarding the external sales for which customers are located in Japan, is charged at the appropriate current rates of taxation ruling in Japan.

Note 3: Deferred tax is arising from the tax effect on the fair value adjustment of intangible assets of the Group for the Period.

附註1：香港利得稅撥備乃就本期間的估計應課稅溢利按稅率16.5%(二零一三年：16.5%)計算。

附註2：有關與日本客戶進行外界銷售的日本預扣稅乃按照日本現行適用稅率計算。

附註3：遞延稅項源自本期間本集團無形資產公平價值調整的稅務影響。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

9. EARNINGS/(LOSS) PER SHARE

The number of shares used in the calculation of basic and diluted earnings/(loss) per share has been adjusted to reflect the effect of share consolidation which became effective on 18 July 2014. The details of capital reorganisation are set out in the note 14(1) and the circular of the Company dated 24 June 2014.

(a) Basic earnings/(loss) per share

The calculation of basic earnings/(loss) per share is based on the profit/(loss) attributable to owners of the Company and the weighted average number of ordinary shares in issue during the periods.

9. 每股盈利/(虧損)

計算每股基本及攤薄盈利/(虧損)所用股份數目已調整以反映於二零一四年七月十八日生效的股份合併的影響。股本重組詳情載於附註14(1)及本公司日期為二零一四年六月二十四日的通函。

(a) 每股基本盈利/(虧損)

每股基本盈利/(虧損)乃根據各期間本公司擁有人應佔溢利/(虧損)及已發行普通股的加權平均股數計算。

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2014 二零一四年 (Unaudited) (未經審核)	2013 二零一三年 (Unaudited) (未經審核)	2014 二零一四年 (Unaudited) (未經審核)	2013 二零一三年 (Unaudited) (未經審核)
Earnings/(loss) (HK\$'000)	盈利/(虧損)(千港元)				
Earnings/(loss) attributable to owners of the Company and earnings/(loss) for the purpose of calculating basic earnings/(loss) per share	本公司擁有人應佔盈利/(虧損)以及用作計算每股基本盈利/(虧損)的盈利/(虧損)	9,343	46,429	64,443	(210,052)
Number of shares	股份數目				
Weighted average of number of ordinary shares for the purpose of calculating basic earnings/(loss) per share	用作計算每股基本盈利/(虧損)的普通股加權平均數	1,535,665,076	(Restated) (經重列) 572,771,085	1,350,320,700	(Restated) (經重列) 462,474,564
Basic earnings/(loss) per share	每股基本盈利/(虧損)	HK0.61 cent 0.61 港仙	HK8.11 cents 8.11 港仙	HK4.77 cents 4.77 港仙	(HK45.42 cents) (45.42 港仙)

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

9. EARNINGS/(LOSS) PER SHARE (continued)

(b) Diluted earnings/(loss) per share

No adjustment has been made to the basic loss per share presented for the nine months ended 30 September 2013 in respect of a dilution as the impact of the convertible notes and share options outstanding at 30 September 2013 had anti-dilutive effect.

The calculation of diluted earnings per share is based on the profit attributable to owners of the Company and the weighted average number of ordinary shares in issue during the periods.

9. 每股盈利／(虧損) (續)

(b) 每股攤薄盈利／(虧損)

由於二零一三年九月三十日尚未行使的可換股票據及購股權具反攤薄影響，故概無就截至二零一三年九月三十日止九個月所呈列每股基本虧損金額作出調整。

每股攤薄盈利乃根據各期間本公司擁有人應佔溢利及已發行普通股的加權平均股數計算。

		Three months ended 30 September		Nine months ended 30 September
		截至九月三十日止三個月		截至九月三十日 止九個月
		2014 二零一四年 (Unaudited) (未經審核)	2013 二零一三年 (Unaudited) (未經審核)	2014 二零一四年 (Unaudited) (未經審核)
Earnings (HK\$'000)	盈利 (千港元)			
Earnings attributable to owners of the Company and earnings for the purpose of calculating diluted earnings per share	本公司擁有人應佔盈利及用作計算每股攤薄盈利的盈利	9,621	51,062	65,252
Number of shares	股份數目			
Weighted average of number of ordinary shares for the purpose of calculating basic earnings per share	用作計算每股基本盈利的普通股加權平均數	1,535,665,076	572,771,085	1,350,320,700
Effect of dilutive potential ordinary shares:	潛在攤薄普通股的影响：			
Convertible notes	可換股票據	38,532,464	697,166,615	38,532,464
Performance shares	表現股份	31,634,472	-	142,365,362
Weighted average of number of ordinary shares for the purpose of calculating diluted earnings per share	用作計算每股攤薄盈利的普通股加權平均數	1,605,832,012	1,269,937,700	1,531,218,526
Diluted earnings per share	每股攤薄盈利	HK0.60 cent 0.60 港仙	HK4.02 cents 4.02 港仙	HK4.26 cents 4.26 港仙

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

10. SEGMENT REPORTING

The Group manages its businesses by divisions, which are organised by a mixture of both business lines and geography. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following reportable segments.

- Research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisement ("Software Business")
- Website development, e-learning products and services ("E-learning Business")
- Securities investment ("Securities Investment Business")
- Money lending ("Money Lending Business")
- Provision of Insurance and Mandatory Provident Fund schemes brokerage services ("Insurance and MPF Schemes Brokerage Business")
- Provision of corporate management solutions and I.T. contract services ("I.T. Project Implementation Business")

The Group's unallocated segment includes the e-commerce business, which earns its revenue from provision of website development, and the online shopping business, which earns its revenue from sales of goods and commission income from provision of an online shopping platform. None of these businesses meet any of the quantitative thresholds for determining reportable segments. The information of these other operating segments is included in the 'unallocated' column for the Period.

(a) Segment results

For the purposes of monitoring segment performances and allocating resources between segments:

- Segment profit/(loss) represented profit earned by/(loss from) each segment without allocation of central administration costs, finance costs and income tax expense.
- Segment revenue reported below represents revenue generated from external customers. Sales between segments are accounted for as if the sales were to third parties; i.e. at current market prices. There was no inter-segment sales in the last period.

10. 分部報告

本集團按部門管理其業務，由業務類別及地區混合組織而成。本集團呈列以下報告分部，列報方式與為分配資源及評估表現目的而向本集團最高級行政管理人員內部報告資料的方式貫徹一致。

- 研發及分銷個人電腦性能軟件、防毒軟件、流動電話應用程式及工具欄廣告(「軟件業務」)
- 網站開發、電子學習產品及服務(「電子學習業務」)
- 證券投資(「證券投資業務」)
- 借貸(「借貸業務」)
- 提供保險及強制性公積金計劃經紀服務(「保險及強積金計劃經紀業務」)
- 提供企業管理解決方案及資訊科技合約服務(「資訊科技項目推行業務」)

本集團的未分配分部包括透過提供網頁開發賺取收入的電子商貿業務以及透過銷售貨品及提供網上購物平台賺取收入及佣金收入的網上購物業務。此等業務均未達到釐定報告分部的量化要求。於本期間，此等其他經營分部資料已計入「未分配」一欄。

(a) 分部業績

為監管分部表現及在分部間分配資源：

- 分部溢利／(虧損)指每個分部在並無分配中央行政成本、融資成本及所得稅開支下所賺取溢利／(出現虧損)。
- 下文所報告分部收入指來自外界客戶的收入。分部間銷售已入賬處理，猶如銷售已向第三方作出(即按現行市價)。於上一期內並無分部間銷售。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

10. SEGMENT REPORTING (continued)

(a) Segment results (continued)

Information regarding the Group's reportable segments for the period ended 30 September 2014 is set out below.

10. 分部報告 (續)

(a) 分部業績 (續)

本集團截至二零一四年九月三十日止期間的報告分部資料如下。

Nine months ended 30 September 2014
截至二零一四年九月三十日止九個月

		Software Business	E-learning Business	Securities Investment Business	Money Lending Business	Insurance and MPF Schemes Brokerage Business	I.T. Project Implementation Business	Unallocated	Consolidated
		軟件業務	電子學習業務	證券投資業務	借貸業務	保險及強積金計劃經紀業務	資訊科技項目推行業務	未分配	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Turnover	營業額								
Revenue from external customers	外界客戶收入	107,559	-	-	555	14,664	2,019	2,968	127,765
Intersegment revenue	分部間收入	-	-	-	-	-	60	-	60
Results	業績								
Segment results	分部業績	56,674	(346)	(249)	504	3,328	(580)	(1,109)	58,222
Interest income	利息收入								4
Unallocated income	未分配收入								50,624
Unallocated expenses	未分配開支								(8,931)
Profit from operations	經營溢利								99,919
Finance costs	融資成本								(1,073)
Profit before taxation	除稅前溢利								98,846
Income tax	所得稅								(9,732)
Profit for the Period	本期間溢利								89,114
Other segment information:	其他分部資料:								
Amortisation of intangible assets	無形資產攤銷	(11,989)	-	-	-	-	(282)	-	(12,271)
Depreciation	折舊	-	(23)	(45)	-	(70)	(56)	(192)	(386)
Fair value gain on financial assets at fair value through profit or loss	透過損益以公平價值列賬的金融資產的公平價值收益	-	-	9	-	-	-	-	9
Fair value gain on investment property	投資物業公平價值收益	-	-	-	-	-	-	1,300	1,300
Fair value gain on performance shares	表現股份公平價值收益	-	-	-	-	-	-	48,629	48,629
Impairment loss on intangible assets	無形資產減值虧損	(4,887)	-	-	-	-	-	-	(4,887)
Legal and professional fees	法律及專業費用	(1,975)	(6)	(50)	-	(6)	-	(2,666)	(4,703)
Loss on disposal of a subsidiary	出售一間附屬公司的虧損	-	-	-	-	-	-	(326)	(326)

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

10. SEGMENT REPORTING (continued)

(a) Segment results (continued)

Information regarding the Group's reportable segments for the period ended 30 September 2013 is set out below.

10. 分部報告(續)

(a) 分部業績(續)

本集團截至二零一三年九月三十日止期間的報告分部資料如下。

		Nine months ended 30 September 2013							
		截至二零一三年九月三十日止九個月							
		Software Business	E-learning Business	Securities Investment Business	Money Lending Business	Insurance and MPF Schemes Brokerage Business	I.T. Project Implementation Business	Unallocated	Consolidated
		軟件業務	電子學習業務	證券投資業務	借貸業務	保險及強積金計劃經紀業務	資訊科技項目推行業務	未分配	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Turnover	營業額								
Revenue from external customers	外界客戶收入	53,266	2,121	-	14	-	-	-	55,421
Results	業績								
Segment results	分部業績	(220,832)	(2,191)	365	(3)	-	-	-	(222,661)
Interest income	利息收入								275
Unallocated income	未分配收入								54,213
Unallocated expenses	未分配開支								(9,234)
Loss from operations	經營虧損								(177,407)
Finance costs	融資成本								(11,342)
Loss before taxation	除稅前虧損								(188,749)
Income tax	所得稅								(6,160)
Loss for the period	本期間虧損								(194,909)
Other segment information:	其他分部資料:								
Amortisation of intangible assets	無形資產攤銷	(2,266)	(461)	-	-	-	-	-	(2,747)
Depreciation	折舊	-	(26)	(50)	-	-	-	(323)	(399)
Gain on disposal of subsidiaries	出售附屬公司的收益	-	-	-	-	-	-	5,855	5,855
Fair value gain on financial assets at fair value through profit or loss	透過損益以公平價值列賬的金融資產的公平價值收益	-	-	260	-	-	-	-	260
Fair value gain on performance shares	表現股份公平價值收益	-	-	-	-	-	-	47,928	47,928
Impairment loss on goodwill	商譽減值虧損	(257,496)	-	-	-	-	-	-	(257,496)
Legal and professional fees	法律及專業費用	(1,645)	(31)	(6)	(6)	-	-	(3,575)	(5,263)

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

10. SEGMENT REPORTING (continued)

(b) Geographical information

The following table sets out information about the geographical location of the Group's revenue from external customers. The geographical location of customers is based on the location at which the services were provided or the goods delivered.

10. 分部報告(續)

(b) 地區資料

下表載列有關本集團來自外界客戶的收入的地理位置資料。客戶的地理位置乃以提供服務或交付貨品的位置為基準。

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核)	2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核)	2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue from external customers	外界客戶收入				
United States of America	美國	14,919	14,655	55,175	28,481
Germany	德國	1,097	822	3,930	2,653
United Kingdom	英國	2,036	1,661	7,108	3,276
Hong Kong	香港	17,680	630	20,903	2,135
Australia	澳洲	1,285	1,092	4,278	2,144
Canada	加拿大	1,042	938	3,890	1,915
Russia	俄羅斯	1,333	973	4,262	1,808
Japan	日本	910	521	3,571	1,087
Others (including Mainland China)	其他(包括中國內地)	7,096	5,998	24,648	11,922
		47,398	27,290	127,765	55,421

11. DIVIDENDS

The Directors do not recommend the payment of any dividend in respect of the Period (2013: nil).

11. 股息

董事不建議就本期間派付任何股息(二零一三年: 無)。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

12. FAIR VALUE (LOSS)/GAIN ON AVAILABLE-FOR-SALE FINANCIAL ASSETS

12. 可供出售金融資產公平價值(虧損)/收益

		30 September 2014 二零一四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2013 二零一三年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)
Available-for-sale financial assets	可供出售金融資產		
At the beginning of the Period/year	期/年初	53,778	-
Additions	添置	21,026	80,032
Fair value (loss)/gain for the periods	各期間的公平價值(虧損)/收益	(6,654)	23,293
At the end of the periods	期末	68,150	103,325

13. FAIR VALUE GAIN ON PERFORMANCE SHARES

13. 表現股份公平價值收益

		30 September 2014 二零一四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2013 二零一三年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)
Performance shares	表現股份		
At the beginning of the Period/year	期/年初	104,568	-
Contingent consideration for the acquisition of subsidiaries	收購附屬公司的或然代價	-	177,186
Allotment and issue during the Period	本期間配發及發行	(32,914)	-
Fair value gain on performance shares for the periods	各期間的表現股份公平價值收益	(48,629)	(47,928)
At the end of the periods	期末	23,025	129,258

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

14. SHARE CAPITAL

14. 股本

			Nominal value per share 每股面值 HK\$ 港元	Number of share 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
		Note 附註			
Authorised:	法定：				
At 1 January 2014 (Audited)	於二零一四年一月一日(經審核)		0.10	8,000,000	800,000
Share Consolidation	股份合併	(1A)	0.40	(6,000,000)	-
Capital Reduction and Share Subdivision	股本削減及股份拆細	(1B)	0.01	78,000,000	-
At 30 September 2014 (Unaudited)	於二零一四年九月三十日(未經審核)		0.01	80,000,000	800,000
Issued and fully paid:	已發行及繳足：				
At 1 January 2014 (Audited)	於二零一四年一月一日(經審核)		0.10	4,925,620	492,562
Performance shares issued	已發表演現股份	(2)	0.10	715,523	71,552
Share Consolidation	股份合併	(1A)	0.40	(4,230,857)	-
Capital Reduction and Share Subdivision	股本削減及股份拆細	(1B)	0.01	-	(550,011)
New issue of consideration shares	新發行代價股份	(3)	0.01	186,047	1,860
At 30 September 2014 (Unaudited)	於二零一四年九月三十日(未經審核)		0.01	1,596,333	15,963

Note:

- (1) Reference is made to the circular of the Company dated 24 June 2014 in respect of the Capital Reorganisation. Unless otherwise specified herein, capitalised terms used in this paragraph shall have the same meanings as those defined in the circular.

The Capital Reorganisation was approved by the shareholders of the Company at the special general meeting of the Company held on 17 July 2014 and became effective on 18 July 2014. The Capital Reorganisation involved the followings:

A. Share Consolidation

Pursuant to the Share Consolidation, every four issued and unissued Existing Shares have been consolidated into one Consolidated Share and the total number of Consolidated Shares has been rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share Consolidation.

附註：

- (1) 茲提述本公司日期為二零一四年六月二十四日有關股本重組的通函。除文義另有所指外，本段所用詞彙與該通函所界定者具有相同涵義。

股本重組已於本公司在二零一四年七月十七日舉行的股東特別大會獲本公司股東批准，並於二零一四年七月十八日生效。股本重組涉及以下各項：

A. 股份合併

根據股份合併，已發行及未發行的現有股份每四股合併為一股合併股份，而合併股份總數將透過註銷因股份合併所產生本公司已發行股本中任何零碎股份而湊合為整數。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

14. SHARE CAPITAL (continued)

Note: (continued)

B. Capital Reduction and Share Subdivision

(a) The issued share capital of the Company has been reduced through a cancellation of the paid-up capital of the Company to the extent of HK\$0.39 on each of the issued Consolidated Shares such that the nominal value of each issued Consolidated Share has been reduced from HK\$0.40 to HK\$0.01; (b) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of HK\$0.40 each was sub-divided into 40 New Shares of HK\$0.01 each; and (c) the credits arising in the books of the Company from (i) the cancellation of any fraction in the issued share capital of the Company arising from the Share Consolidation; and (ii) the reduction of the paid-up capital of the Company of HK\$550,011,506.07 has been credited to the contributed surplus account of the Company within the meaning of the Companies Act.

(2) Reference is made to the circular of the Company dated 23 February 2013 ("Circular") and the Company's announcements dated 19 May 2014, 20 May 2014 and 21 May 2014 in relation to the Acquisition and the issue of Tranche I Performance Shares. Capitalised terms used in this paragraph shall have the same meaning as defined in the Circular. In accordance with the Acquisition Agreement, an aggregate of 715,522,718 Tranche I Performance Shares have been allotted and issued, credited as fully paid, by the Company to the Vendors on 6 June 2014.

(3) On 10 June 2014, the Group entered into a sale and purchase agreement with EPRO Systems Limited for the acquisition of 100% equity interest in e-Perfect IT Limited ("e-Perfect") at a consideration of HK\$48 million ("Acquisition of e-Perfect"). On 31 July 2014, completion of the Acquisition of e-Perfect took place and pursuant to the sale and purchase agreement, the Company issued 186,046,500 consideration shares of HK\$0.01 each at an issue price of approximately HK\$0.258 per consideration share to the nominee of e-Perfect, DX.com Holdings Limited, as settlement of the consideration for the Acquisition of e-Perfect. The final fair value of 186,046,500 consideration shares was approximately HK\$29,395,000, based on the bid price (HK\$0.158 per consideration share) at 31 July 2014.

15. RESERVES

The amounts of the Group's reserves and the movements therein for the Period and the same period of previous year are presented in the unaudited condensed consolidated statement of changes in equity.

14. 股本(續)

附註：(續)

B. 股本削減及股份拆細

(a) 註銷本公司每股已發行合併股份的實收資本0.39港元，藉以削減本公司的已發行股本，令每股已發行合併股份的面值由0.40港元減至0.01港元；(b) 緊隨股本削減後，將面值為0.40港元的法定但未發行合併股份每股拆細為40股每股面值0.01港元的新股份；及(c) 因(i) 註銷本公司已發行股本中因股份合併而產生的任何零碎股份；及(ii) 削減本公司實收資本而在本公司賬目上出現的進賬550,011,506.07港元已撥入本公司的實繳盈餘賬(定義見公司法)。

(2) 茲提述本公司日期為二零一三年二月二十三日的通函(「該通函」)以及本公司日期為二零一四年五月十九日、二零一四年五月二十日及二零一四年五月二十一日的公告，內容有關收購事項及發行第一批表現股份。本段所用詞彙與該通函所界定者具有相同涵義。根據收購協議，本公司已於二零一四年六月六日向賣方配發及發行入賬列作繳足的第一批表現股份合共715,522,718股。

(3) 於二零一四年六月十日，本集團與易寶系統有限公司訂立買賣協議，以按代價48,000,000港元收購普輝科技有限公司(「普輝」)的100%股權(「收購普輝」)。於二零一四年七月三十一日，收購普輝已完成，而根據買賣協議，本公司已按發行價約每股代價股份0.258港元向普輝的代名人DX.com控股有限公司發行186,046,500股每股面值0.01港元的代價股份，以償付收購普輝的代價。按於二零一四年七月三十一日的買盤價(每股代價股份0.158港元)計算，186,046,500股代價股份的最終公平價值約為29,395,000港元。

15. 儲備

本集團於本期間及去年同期的儲備金額及相應變動於未經審核簡明綜合權益變動表列報。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

16. RELATED PARTY TRANSACTIONS

During the Period, the Group entered into the following transactions with related parties:

Name of related party 關聯方名稱	Nature of transactions 交易性質	Nine months ended 30 September 截至九月三十日止九個月	
		2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核)	2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)
KanHan Technologies 看漢科技	Income from provision of business centre services (Note 1) 提供商務中心服務的收入(附註1)	–	160
成都奧畢 成都奧畢	Software development fees paid (Note 2) 已付軟件開發費用(附註2)	–	6,724
Verde Apparel Limited 樂活服裝有限公司	Management fee paid (Note 3) 已付管理費(附註3)	28	–
Verde Garment Manufacturing Limited 樂活製衣有限公司	Rental expenses (Note 3) 租金開支(附註3)	96	–
Prosperous Glory Asia Limited 駿昇亞洲有限公司	Issue and allot the subscription shares of a subsidiary (Note 4) 一間附屬公司發行及配發認購股份(附註4)	2,002	–

Note 1:

The above transactions were entered into with KanHan Technologies Limited ("KanHan Technologies"), a Hong Kong company which was previously the shareholder of the entire equity interests of KanHan Educational Services Limited ("KanHan EDU"). Mr. Mo Wai Ming, Lawrence is a common director for both KanHan Technologies and KanHan EDU.

The Group's disposed wholly owned subsidiary, KanHan EDU, entered into a supply agreement and a business centre service agreement with KanHan Technologies on 19 November 2010 for the sales of website development, electronic learning products and services, and provides business centre services respectively for the term of 3 years. The annual sales cap and service charge during the term of the supply agreement and business centre service agreement should not exceed HK\$1,000,000 and HK\$300,000 respectively. The transaction constituted continuing connected transaction of the Company under the GEM Listing Rules. Details of the transaction were set out in the Company's announcement dated 19 November 2010.

16. 關聯方交易

於本期間內，本集團與關聯方進行以下交易：

Name of related party 關聯方名稱	Nature of transactions 交易性質	Nine months ended 30 September 截至九月三十日止九個月	
		2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核)	2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)
KanHan Technologies 看漢科技	Income from provision of business centre services (Note 1) 提供商務中心服務的收入(附註1)	–	160
成都奧畢 成都奧畢	Software development fees paid (Note 2) 已付軟件開發費用(附註2)	–	6,724
Verde Apparel Limited 樂活服裝有限公司	Management fee paid (Note 3) 已付管理費(附註3)	28	–
Verde Garment Manufacturing Limited 樂活製衣有限公司	Rental expenses (Note 3) 租金開支(附註3)	96	–
Prosperous Glory Asia Limited 駿昇亞洲有限公司	Issue and allot the subscription shares of a subsidiary (Note 4) 一間附屬公司發行及配發認購股份(附註4)	2,002	–

附註1：

上述交易乃與看漢科技有限公司(「看漢科技」)訂立，該公司為香港公司，曾為看漢教育服務有限公司(「看漢教育」)全部股本權益的股東。巫偉明先生同時為看漢科技及看漢教育的董事。

於二零一零年十一月十九日，本集團的已出售全資附屬公司看漢教育與看漢科技訂立供應協議及商務中心服務協議，以分別銷售網站開發、電子學習產品及服務以及提供商務中心服務，為期3年。供應協議及商務中心服務協議期內年度銷售限額及服務收費，分別不得超過1,000,000港元及300,000港元。根據創業板上市規則，有關交易構成本公司的持續關連交易。有關交易詳情載於本公司日期為二零一零年十一月十九日的公告。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

16. RELATED PARTY TRANSACTIONS (continued)

Note 2:

成都奧畢信息技術有限公司(“成都奧畢”) is owned as to 70% by Mr. Dong Yuguo (“Mr. Dong”) and Mr. Xue Qiushi (“Mr. Xue”) in equal shares. As Mr. Dong and Mr. Xue are the directors of Apperience and its subsidiaries (collectively, the “Apperience Group”), and Mr. Xue is the Executive Director and Chief Executive Officer of the Company with effect from 5 July 2013, upon the completion of acquisition of Apperience on 31 March 2013, the I.T. consultancy service agreements entered into between Apperience and 成都奧畢 have constituted continuing connected transactions for the Company under the GEM Listing Rules. For the period ended 30 June 2013, the Group paid software development fees amounted to approximately US\$650,000 (equivalent to approximately HK\$5,044,000) to 成都奧畢. The I.T. consultancy services agreements were early terminated on 10 August 2013. Details of the agreements are set out in the Company’s announcement dated 5 December 2012 and the Company’s circular dated 23 February 2013.

Note 3:

Lujolujlo Asia Limited (“Lujolujlo”) entered into a sub-tenancy agreement with Verde Garment Manufacturing Limited on 8 April 2014 and entered into a management services agreement with Verde Apparel Limited on 1 January 2014. Upon the completion of the subscription of 77% of the enlarged issued share capital of Lujolujlo on 23 April 2014, Lujolujlo has become a subsidiary of the Company. After completion of the Subscription, Mr. Mok Kwan Yat owned 11.5% equity interest of Lujolujlo and was a director of Lujolujlo until his resignation from the position on 8 August 2014. As Verde Apparel Limited and Verde Garment Manufacturing Limited are subsidiaries of Verde Holdings Limited which is held as to 33% by Mr. Mok Kwan Yat, the above transactions had constituted related party transactions until his resignation as director of Lujolujlo on 8 August 2014.

Note 4:

On 7 July 2014, the Group entered into a subscription agreement with Prosperous Glory Asia Limited (“Prosperous Glory”) in relation to the subscription of 49% of the enlarged share capital of GET Mdream Wealth Management Limited (“GET Mdream”) after the completion of the subscription at an aggregate consideration of approximately HK\$2,002,000. The completion of the subscription took place immediately after the signing of the subscription agreement. As Mr. Poon Chun Yin, a common director of GET Mdream and Prosperous Glory, has beneficial interest in Prosperous Glory, the above transaction had constituted related party transaction.

16. 關聯方交易(續)

附註2:

成都奧畢信息技術有限公司(「成都奧畢」)的70%權益由董雨果先生(「董先生」)及薛秋實先生(「薛先生」)擁有相同分額。由於董先生及薛先生為Apperience及其附屬公司(統稱「Apperience集團」)的董事，而薛先生自二零一三年七月五日起出任本公司執行董事兼行政總裁，於二零一三年三月三十一日完成收購Apperience後，Apperience與成都奧畢所訂立I.T.顧問服務協議根據創業板上市規則構成本公司的持續關連交易。截至二零一三年六月三十日止期間，本集團向成都奧畢支付合共約650,000美元(相當於約5,044,000港元)的軟件開發費用。I.T.顧問服務協議已於二零一三年八月十日提早終止。有關協議的詳情載於本公司日期為二零一二年十二月五日的公告及本公司日期為二零一三年二月二十三日的通函。

附註3:

Lujolujlo Asia Limited(「Lujolujlo」)於二零一四年四月八日與樂活製衣有限公司訂立分租協議及於二零一四年一月一日與樂活服裝有限公司訂立管理服務協議。於二零一四年四月二十三日完成認購Lujolujlo的經擴大已發行股本77%後，Lujolujlo已成為本公司附屬公司。完成認購事項後，莫君逸先生擁有Lujolujlo的11.5%股權，並曾任Lujolujlo的董事，直至其於二零一四年八月八日辭任職務為止。由於樂活服裝有限公司及樂活製衣有限公司為莫君逸先生所持有33%權益的樂活集團有限公司的附屬公司，上述交易已構成關連方交易，直至彼於二零一四年八月八日辭任Lujolujlo董事職務為止。

附註4:

於二零一四年七月七日，本集團與駿昇亞洲有限公司(「駿昇」)訂立認購協議，內容有關於認購事項完成後認購聯夢智易財富管理有限公司(「聯夢智易」)的經擴大股本49%，總代價約為2,002,000港元。認購事項已於緊隨簽訂認購協議後完成。由於潘俊彥先生同時擔任聯夢智易及駿昇的董事，並於駿昇擁有實益權益，上述交易構成關聯方交易。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

17. COMMITMENTS

(a) Capital commitments

Contracted but not provided for: 已訂約但未撥備：
 — development costs for intangible assets — 無形資產的開發成本

(b) Other commitments

On 5 February 2014, the Group entered into a conditional sale and purchase agreement in relation to the proposed acquisition of the entire issued share capital of a target at a consideration of HK\$6 million (subject to adjustment). The target is a company incorporated in Hong Kong with limited liability and is a licensed corporation to carry on business in Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the Securities and Futures Ordinance (“SFO”), subject to conditions imposed by the Securities and Futures Commission of Hong Kong. The target is principally engaged in the business of introducing clients to brokerage firms and securities companies in return for commission. On 28 August 2014, the Group entered into a letter agreement to change the long stop date of the proposed acquisition from 31 August 2014 (or such other date as the parties may agree in writing) to 31 December 2014 (or such other date as the parties may agree in writing). The acquisition of the target is subject to a number of conditions precedent. As at the date of this report, the acquisition has not yet completed. Details of the transaction were set out in the Company’s announcements dated 5 February 2014 and 28 August 2014.

17. 承擔

(a) 資本承擔

30 September 2014 二零一四年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	30 September 2013 二零一三年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)
4,653	5,042
4,653	5,042

(b) 其他承擔

於二零一四年二月五日，本集團訂立有條件買賣協議，內容有關建議收購目標公司全部已發行股本，代價為6,000,000港元(可予調整)。目標公司為於香港註冊成立的有限公司，為可進行證券及期貨條例(「證券及期貨條例」)項下第1類(證券交易)及第4類(就證券提供意見)受規管活動的持牌法團(受限於香港證券及期貨事務監察委員會所施加條件)。目標公司主要從事向經紀行及證券公司轉介客戶以收取佣金的業務。於二零一四年八月二十八日，本集團訂立函件協議，將建議收購事項的最後截止日期由二零一四年八月三十一日(或訂約方可能書面協定的有關其他日期)更改為二零一四年十二月三十一日(或訂約方可能書面協定的有關其他日期)。收購目標公司須待多項先決條件獲達成後方告作實。於本公告日期，有關收購事項尚未完成。有關交易詳情載於本公司日期為二零一四年二月五日及二零一四年八月二十八日的公告。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

18. EVENTS AFTER THE REPORTING PERIOD

(a) Placing of new shares under general mandate

On 6 October 2014, the Company entered into a placing agreement with a placing agent in relation to the placing ("Placing") of up to 319,260,000 new shares under general mandate at a price of HK\$0.121 per placing share. Completion of the Placing took place on 17 October 2014. The net proceeds from the Placing (after deduction of commission and other expenses of the Placing) are approximately HK\$37.2 million, which is expected to be used as general working capital of the Group and for financing potential investment of the Group in the future. Details of the Placing were set out in the Company's announcements dated 6 October 2014 and 17 October 2014.

(b) Conversion of convertible notes

On 30 September 2014, the Company received a notice from the holder of convertible notes requesting for the conversion of the convertible notes in the principal amount of HK\$16,646,024.625 at the conversion price of HK\$0.432 per conversion share. On 6 October 2014, the Company issued a total of 38,532,464 conversion shares to the converting noteholder. The details of the conversion were set out in the Company's announcement dated 30 September 2014.

(c) Major Transaction: acquisition of Wafer Systems (Hong Kong) Limited

On 31 October 2014, the Group entered into a conditional sale and purchase agreement in relation to the proposed acquisition of the entire issued share capital of Wafer Systems (Hong Kong) Limited ("Wafer Systems") at a consideration of HK\$18 million. Wafer Systems is a company incorporated in Hong Kong with limited liability and is principally engaged in the network system integration, including provision of network infrastructure solutions and network professional services in Hong Kong and the PRC. The acquisition of the Wafer Systems is subject to a number of conditions precedent. As at the date of this report, the acquisition has not yet completed. Details of the acquisition were set out in the Company's announcement dated 31 October 2014.

18. 報告期後事項

(a) 根據一般授權配售新股份

於二零一四年十月六日，本公司與一名配售代理訂立配售協議，內容有關根據一般授權配售最多319,260,000股新股份，配售價每股配售股份0.121港元（「配售事項」）。配售事項已於二零一四年十月十七日完成。配售事項所得款項淨額（已扣除配售事項的佣金及其他開支）約37,200,000港元，預期撥作本集團一般營運資金及為本集團未來潛在投資提供資金。有關配售事項的詳情載於本公司日期為二零一四年十月六日及二零一四年十月十七日的公告。

(b) 兌換可換股票據

於二零一四年九月三十日，本公司接獲可換股票據持有人通知，要求按兌換價每股兌換股份0.432港元兌換本金額為16,646,024.625港元的可換股票據。於二零一四年十月六日，本公司向可換股票據持有人發行合共38,532,464股兌換股份。兌換詳情載於本公司日期為二零一四年九月三十日的公告。

(c) 主要交易：收購威發系統(香港)有限公司

於二零一四年十月三十一日，本集團訂立有條件買賣協議，內容有關收購威發系統(香港)有限公司（「威發系統」）全部已發行股本的建議收購事項，代價為18,000,000港元。威發系統為於香港註冊成立的有限公司，主要於香港及中國從事網絡系統整合，包括提供網絡基建解決方案及網絡專業服務。收購威發系統受多項先決條件所規限。於本報告日期，收購事項尚未完成。有關收購事項的詳情載於本公司日期為二零一四年十月三十一日的公告。

Management Discussions and Analysis

管理層討論及分析

BUSINESS REVIEW

During this Period, the Group was committed to continuing its diversification approach. In this regard, the Group has completed the acquisition of the entire issued share capital of e-Perfect IT Limited (“e-Perfect”), a company incorporated in Hong Kong, which, together with its subsidiary, is principally engaged in the provision of corporate management solutions and information technology contract services in Hong Kong and the PRC.

Software Business

The Group established a strong foothold in the software industry and continue to develop new technology in the Information Technology (“I.T.”) field for diversification through its subsidiary, Apperience Corporation (“Apperience”). The Group is now engaged in research, development and distribution of software for personal computer performance, anti-virus software, mobile applications and toolbar advertisement.

To the credit of Apperience, the Group recorded a turnover of approximately HK\$107,559,000 during the Period solely contributed by the Software Business segment, representing an increase of 101.9% over the same period last year. The segment results were approximately HK\$56,674,000 for the Period.

Money Lending Business

Citi Profit Finance Limited, an indirect wholly-owned subsidiary of the Company, holds a money lenders licence granted by the licensing court in Hong Kong pursuant to the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). The Group has adopted the money lending policy and money lending procedure manual which provide guidelines on the handling and/or monitoring of the money lending procedures according to the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong).

The Money Lending Business continued to grow steadily and become one of the Group’s revenue drivers during the Period. The segment results and its revenue from loan interest income amounted to approximately HK\$504,000 and HK\$555,000 respectively. The outstanding principal amount of loan receivables as at 30 September 2014 was approximately HK\$15,000,000.

Insurance and MPF Schemes Brokerage Business

On 2 April 2014, the Group completed an acquisition of the entire issued share capital of GET Mdream Wealth Management Limited (“GET Mdream”) at a consideration of approximately HK\$1,033,000. GET Mdream is a registered member of the Professional Insurance Brokers Association to carry out long term (including linked long term) insurance and general insurance lines of business. GET Mdream is principally engaged in insurance and MPF schemes brokerage business in Hong Kong. Details of the acquisition were set out in the Company’s announcements dated 28 March 2014 and 2 April 2014.

業務回顧

於本期間，本集團致力繼續推行其多元化發展措施。就此，本集團完成收購普暉科技有限公司（「普暉」）全部已發行股本。普暉於香港註冊成立，連同其附屬公司主要於香港及中國提供企業管理解決方案及資訊科技合約服務。

軟件業務

本集團於軟件行業站穩陣腳，透過其附屬公司 Apperience Corporation（「Apperience」）持續發展新技術多元化進軍資訊科技（「資訊科技」）範疇。本集團目前從事研發及分銷個人電腦性能軟件、防毒軟件、流動電話應用程式及工具欄廣告。

歸功於 Apperience，本集團於本期間單就軟件業務分部已錄得營業額約 107,559,000 港元，較去年同期增加 101.9%。於本期間，分部業績約為 56,674,000 港元。

借貸業務

本公司間接全資附屬公司聯信財務有限公司持有香港牌照法庭根據香港法例第 163 章放債人條例授出的放債人牌照。本集團已採納借貸政策及借貸程序手冊，提供根據香港法例第 163 章放債人條例處理及／或監察借貸程序的指引。

於本期間，借貸業務持續穩定增長，成為本集團收益推動力之一。分部業績及其來自貸款利息收入的收益分別約為 504,000 港元及 555,000 港元。截至二零一四年九月三十日，應收貸款的未償還金額約為 15,000,000 港元。

保險及強積金計劃經紀業務

於二零一四年四月二日，本集團完成收購聯夢智易財富管理有限公司（「聯夢智易」）全部已發行股本，代價約為 1,033,000 港元。聯夢智易為香港專業保險經紀協會的註冊會員，可於香港從事長期（包括相連長期）保險及一般保險產品業務。聯夢智易主要從事保險及強積金計劃經紀業務。收購事項詳情載於本公司日期為二零一四年三月二十八日及二零一四年四月二日的公告。

Management Discussions and Analysis

管理層討論及分析

On 7 July 2014, the Group entered into a subscription agreement with Prosperous Glory in relation to the subscription of 49% of the enlarged share capital of GET Mdream after the completion of the subscription at an aggregate consideration of approximately HK\$2,002,000. The completion of the subscription took place immediately after the signing of the subscription agreement. As Mr. Poon Chun Yin is a common director of GET Mdream and Prosperous Glory, this subscription had constituted a connected transaction of the Group. Such transaction did not constitute to any notifiable transaction under Chapter 19 of the GEM Listing Rules and was fully exempt from the requirements under Chapter 20 of the GEM Listing Rules.

On 6 August 2014, the Group entered into a memorandum of understanding (“MOU”) in relation to a proposed co-operation between the Group and a company incorporated in Hong Kong with limited liability which is principally engaged in the provision of wealth management consulting services and insurance brokerage service (“Target”). Pursuant to the MOU, the Group and the Target intended to invest a total maximum amount of HK\$10 million to co-operate and explore (i) the development of a mobile phone application (“Mobile Phone Application”) which was intended to be used for financial planning, formulating retirement pension benefits and calculating retirement age and wealth index; and (ii) the development of a sales and marketing network for insurance investment linked products using the Mobile Phone Application. The Group also intended to acquire shares of the Target. The manner of investment and the consideration for the intended acquisition of shares of the Target would be subject to the negotiation between the parties of the MOU. Details of the MOU were set out in the Company’s announcement dated 6 August 2014. As the preliminary feasibility analysis and research was not completed on 31 October 2014, the MOU has been terminated according to its terms.

The Group is confident that it can gain new momentum and business opportunities from the acquisition of GET Mdream. The Group considers this business to be the focus in the future and proposed that the name of the Company be changed to “GET Holdings Limited” to better project the Group’s vision and further strengthen the Group’s corporate image. Details of the change of Company name were set out in the Company’s announcements dated 2 September 2014 and 15 October 2014 and the Company’s circular dated 19 September 2014 and the paragraph headed “Change of Company Name” of this report for details.

This business segment was still at development stage. During the Period, the segment revenue was approximately HK\$14,664,000. The segment recorded segment results of approximately HK\$3,328,000.

於二零一四年七月七日，本集團與駿昇訂立認購協議，內容有關於認購事項完成後認購聯夢智易的經擴大股本49%，總代價約為2,002,000港元。認購事項已於緊隨簽訂認購協議後完成。由於潘俊彥先生同時為聯夢智易及駿昇的董事，此認購事項構成本集團的關連交易。有關交易並不構成創業板上市規則第19章項下任何須予公佈交易，並獲全面豁免遵守創業板上市規則第20章的規定。

於二零一四年八月六日，本集團訂立諒解備忘錄（「諒解備忘錄」），內容有關本集團擬與一間於香港註冊成立並主要從事提供理財顧問服務及保險經紀服務的有限公司（「目標公司」）合作。根據諒解備忘錄，本集團及目標公司擬投資合共最多10,000,000港元以合作及發掘機會(i)開發擬用於財務策劃、製訂退休金福利及計算退休年齡以及財富指數的流動電話應用程式（「流動電話應用程式」）；及(ii)利用流動電話應用程式拓展保險投資相關產品的銷售及營銷網絡。本公司亦擬收購目標公司的股份。投資方式及擬定收購目標公司股份的代價有待諒解備忘錄各方磋商。諒解備忘錄詳情載於本公司日期為二零一四年八月六日的公告。由於初步可行性分析及研究並未於二零一四年十月三十一日完成，故諒解備忘錄已根據其條款終止。

本集團有信心透過收購聯夢智易獲取新動力及商機。本集團考慮日後主攻此業務，並建議更改本公司名稱為「智易控股有限公司」，此舉更有效突顯本集團的視野，進一步提升本集團的企業形象。有關更改公司名稱的詳情載於本公司日期為二零一四年九月二日及二零一四年十月十五日的公告、本公司日期為二零一四年九月十九日的通函以及本報告的「更改公司名稱」一段。

此業務分部仍處於發展階段。於本期間內，分部收入約為14,664,000港元。該分部錄得分部業績約3,328,000港元。

Management Discussions and Analysis

管理層討論及分析

I.T. Project Implementation Business

For the better understanding of the Group's products and services and to allow the shareholders to assess the Group's risks and returns as well as making more informed judgments about the Group as a whole, the Board identified a new reporting segment, I.T. Project Implementation Business, which has been classified as one of the principal activities of the Group during the Period.

On 10 June 2014, the Group entered into a sale and purchase agreement with EPRO Systems Limited for the acquisition of 100% equity interest in e-Perfect at a consideration of HK\$48 million ("Acquisition of e-Perfect"). Pursuant to the sale and purchase agreement, the Company shall issue and allot, credited as fully paid, 186,046,500 consideration shares of HK\$0.01 each at an issue price of approximately HK\$0.258 per consideration share to the nominee of EPRO Systems Limited as settlement of the consideration for the acquisition. The completion of such acquisition took place on 31 July 2014. Details of the acquisition and the issue of consideration shares were set out in the announcements of the Company dated 10 June 2014 and 31 July 2014.

Subsequent to the completion of the Acquisition of e-Perfect, the Group has diversified its business into the field of I.T. Project Implementation Business, including provision of corporate management solutions and I.T. contract services to corporate clients in Hong Kong and the PRC.

During the Period, the segment revenue of such business was approximately HK\$2,019,000. The segment recorded a loss of approximately HK\$580,000.

E-learning Business

Due to fierce competition, the operating results of E-learning Business was not satisfactory. No turnover was recorded for the segment during the Period, and the segment recorded a minor loss of approximately HK\$346,000. The Group will keep the best interest of the shareholders of the Company in mind and continue to closely monitor the latest development of the e-learning market, ensuring the profitability of this segment.

Securities Investment Business

The total fair value in listed shares issued by Hong Kong listed companies and unlisted investment fund held by the Group as at 30 September 2014 was approximately HK\$68,150,000. During the Period, the segment loss amounted to approximately HK\$249,000. The results of this business segment were mainly due to the handling and commission charge for such business, as well as the unrealised loss in fair value of its available-for-sale investments recognised in investment revaluation reserve for the Period of approximately HK\$6,654,000.

資訊科技項目推行業務

為便於理解本集團產品及服務以及讓股東評估本集團風險及回報並就本集團整體作出更知情判斷，董事會已於本期間識別新報告分部，即分類為本集團其中一項主要業務的資訊科技項目推行業務。

於二零一四年六月十日，本集團與易寶系統有限公司訂立買賣協議，以按代價48,000,000港元收購普暉的100%股權（「收購普暉」）。根據買賣協議，本公司須按發行價約每股代價股份0.258港元向易寶系統有限公司的代名人發行及配發186,046,500股每股面值0.01港元入賬列作繳足的代價股份，以償付收購事項的代價。有關收購事項已於二零一四年七月三十一日完成。收購事項及發行代價股份的詳情載於本公司日期為二零一四年六月十日及二零一四年七月三十一日的公告。

完成收購普暉後，本集團已多元化發展其業務至資訊科技項目推行業務的範疇，包括向中港兩地的企業客戶提供企業管理解決方案及資訊科技合約服務。

於本期間，有關業務的分部收入約為2,019,000港元。該分部錄得虧損約580,000港元。

電子學習業務

由於電子學習市場競爭激烈，經營業績未如理想。此分部於本期間並無錄得任何營業額，且分部錄得輕微虧損約346,000港元。本集團將以本公司股東最佳利益為依歸，繼續密切監察電子學習市場最新發展，確保此分部獲利。

證券投資業務

於二零一四年九月三十日，本集團所持香港上市公司發行的上市股份及非上市投資基金中的公平價值總值約為68,150,000港元。本期間的分部虧損約為249,000港元。本業務分部的業績乃主要由於有關業務的處理及手續費，以及於本期間內於投資重估儲備確認其可供出售投資的未變現公平價值虧損約6,654,000港元所致。

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FINANCIAL REVIEW

Turnover

For the Period under review, the turnover of the Group was approximately HK\$127,765,000, representing an increase of approximately 130.5% compared to the turnover for the nine months period ended 30 September 2013 of approximately HK\$55,421,000. The turnover for the Period was mainly contributed by the Software Business and Insurance and MPF Schemes Brokerage Business.

Gross profit

The gross profit of the Group for the Period increased by 106.4% to approximately HK\$92,658,000 from approximately HK\$44,891,000 for the corresponding period in 2013.

Profit for the Period

The Group recorded a profit attributable to owners of the Company of approximately HK\$64,443,000 for the Period compared to the loss attributable to owners of the Company of approximately HK\$210,052,000 for the same period last year.

The Group recorded a net profit of approximately HK\$89,114,000 for the Period, compared to the net loss for the corresponding period in 2013 of approximately HK\$194,909,000. The change from a net loss to a net profit position was mainly due to (i) the operating profit of HK\$51,261,000 contributed by Apperience (a non-wholly owned subsidiary of the Company) and its subsidiaries, which are principally engaged in the research, development and distribution of personal computer performance software, anti-virus software, mobile applications and toolbar advertisement; (ii) the gain of approximately HK\$48,629,000 arising on change in the fair value of performance shares for settling a part of purchase consideration in relation to the acquisition of 50.5% of the issued share capital of Apperience ("Acquisition"), which was completed on 31 March 2013; and (iii) the absence of impairment loss on goodwill in relation to the Acquisition for the Period while the impairment loss on goodwill of approximately HK\$257,496,000 was incurred by the Group for the corresponding period in 2013.

財務回顧

營業額

於回顧期間內，本集團的營業額約為127,765,000港元，較截至二零一三年九月三十日止九個月期間的營業額約55,421,000港元增加約130.5%。本期間營業額主要來自軟件業務以及保險及強積金計劃經紀服務。

毛利

於本期間內，本集團的毛利由二零一三年同期約44,891,000港元上升106.4%至約92,658,000港元。

本期間溢利

於本期間內，本集團錄得本公司擁有人應佔溢利約64,443,000港元，而去年同期則錄得本公司擁有人應佔虧損約210,052,000港元。

於本期間內，本集團錄得純利約89,114,000港元，二零一三年同期則錄得虧損淨額約194,909,000港元。由錄得虧損淨額轉為錄得純利主要由於(i)本公司非全資附屬公司Apperience及其附屬公司貢獻經營溢利51,261,000港元，其主要從事研發及分銷個人電腦性能軟件、防毒軟件、流動電話應用程式及工具欄廣告；(ii)用於支付有關收購Apperience已發行股本50.5%（「收購事項」，已於二零一三年三月三十一日完成）的部分收購代價的表現股份公平價值變動產生的收益約48,629,000港元；及(iii)本集團於本期間內並無產生有關收購事項的商譽減值虧損，而於二零一三年同期則產生商譽減值虧損約257,496,000港元。

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管理層討論及分析

Liquidity, financial resources and capital structure

As at 30 September 2014, the Group's cash and cash equivalents and pledged bank deposit amounted to approximately HK\$123,467,000 (as at 31 December 2013: HK\$71,030,000), which were principally denominated in Renminbi, United States dollar and Hong Kong dollar (2013: Renminbi, United States dollar and Hong Kong dollar).

The Group generally finances its operation using internally generated resources and proceeds raised from issue of new shares by way of placing on 17 October 2014.

On 14 November 2012, the Company issued convertible notes to Wise Action Limited, an indirect wholly-owned subsidiary of Hong Kong Education (Int'l) Investments Limited, in a principal amount of HK\$20,000,000 as alternative financing instruments. The net proceeds from the convertible notes of approximately HK\$19,500,000 ("Net Proceeds") were planned to be used (i) as to approximately HK\$5,000,000 for financing the business of website development, e-learning products and services; and (ii) as to approximately HK\$14,500,000 for future investments in e-commerce and/or other I.T. related business as and when opportunities arise. On 23 April 2014, the investment in online shopping business of HK\$14,000,000 was financed by the Net Proceeds. As at 30 September 2014, the Net Proceeds used for e-learning products and services were approximately HK\$1,767,000. The details of the convertible notes were set out in the Company's announcements dated 28 September 2012, 14 November 2012 and 19 March 2013.

Reference is made to the Company's circular ("Circular") dated 23 February 2013 in relation to the Acquisition and the announcements of the Company dated 19 May 2014, 20 May 2014 and 21 May 2014 ("Announcements") in relation to the issue of the Tranche I Performance Shares to the Vendors. Capitalised terms used in this paragraph shall have the same meanings as defined in the Circular and Announcements. On 6 June 2014, the Company allotted and issued the 715,522,718 Tranche I Performance Shares, credited as fully paid, to the Vendors which include the Relevant Shareholders, IDG-Accel, IDG-Accel Investors and THL which is a subsidiary of Tencent Holdings Limited.

流動資金、財務資源及資本架構

於二零一四年九月三十日，本集團的現金及現金等價物以及已抵押銀行存款約為123,467,000港元（於二零一三年十二月三十一日：71,030,000港元），主要以人民幣、美元及港元（二零一三年：人民幣、美元及港元）列值。

本集團一般採用內部產生資源及於二零一四年十月十七日透過配售方式發行新股份籌得的所得款項為業務營運提供資金。

於二零一二年十一月十四日，本公司向香港教育（國際）投資集團有限公司間接全資附屬公司智僑有限公司發行本金額為20,000,000港元的可換股票據，作為另一融資工具。可換股票據的所得款項淨額約為19,500,000港元（「所得款項淨額」），其中(i)約5,000,000港元擬用作撥付網站開發、電子學習產品及服務業務所需資金；及(ii)約14,500,000港元擬用作日後機會出現時投資於電子商貿及／或其他資訊科技相關業務。於二零一四年四月二十三日，投資於網上購物業務14,000,000港元乃以所得款項淨額撥付。於二零一四年九月三十日，用於電子學習產品及服務的所得款項淨額約為1,767,000港元。有關可換股票據詳情載於本公司日期為二零一二年九月二十八日、二零一二年十一月十四日及二零一三年三月十九日的公告。

茲提述本公司日期為二零一三年二月二十三日的通函（「該通函」），內容有關收購事項，以及本公司日期為二零一四年五月十九日、二零一四年五月二十日及二零一四年五月二十一日的公告（「該等公告」），內容有關向賣方發行第一批表現股份。本段所用詞彙與該通函及該等公告所界定者具有相同涵義。於二零一四年六月六日，本公司向賣方（包括有關股東、IDG-Accel、IDG-Accel Investors及騰訊控股有限公司的附屬公司THL）配發及發行入賬列作繳足的第一批表現股份715,522,718股。

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管理層討論及分析

Capital Reorganisation

During the Period, the Company has completed the Capital Reorganisation as detailed in the circular of the Company dated 24 June 2014. Unless otherwise specified herein, capitalised terms used in this paragraph shall have the same meanings as those defined in the circular. The Capital Reorganisation involved the followings:

1. Share Consolidation

The Share Consolidation pursuant to which every four issued and unissued Existing Shares have been consolidated into one Consolidated Share and the total number of Consolidated Shares has been rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share Consolidation.

2. Capital Reduction and Share Subdivision

(a) The issued share capital of the Company has been reduced through a cancellation of the paid-up capital of the Company to the extent of HK\$0.39 on each of the issued Consolidated Shares such that the nominal value of each issued Consolidated Share has been reduced from HK\$0.40 to HK\$0.01; (b) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of HK\$0.40 each has been sub-divided into 40 New Shares of HK\$0.01 each; and (c) the credits arising in the books of the Company from (i) the cancellation of any fraction in the issued share capital of the Company arising from the Share Consolidation; and (ii) the reduction of the paid-up capital of the Company of HK\$550,011,506.07 has been credited to the contributed surplus account of the Company within the meaning of the Companies Act.

The Capital Reorganisation was approved by the shareholders of the Company by special resolution at a special general meeting of the Company held on 17 July 2014 and became effective on 18 July 2014. Details of the Capital Reorganisation were set out in the announcements of the Company dated 3 June 2014 and 17 July 2014 and the circular of the Company dated 24 June 2014.

股本重組

於本期間，本公司已完成股本重組，詳情載於本公司日期為二零一四年六月二十四日的通函。除文義另有所指外，本段所用詞彙與該通函所界定者具有相同涵義。股本重組涉及以下各項：

1. 股份合併

根據股份合併，已發行及未發行的現有股份每四股合併為一股合併股份，而合併股份總數將透過註銷因股份合併所產生本公司已發行股本中任何零碎股份而湊合為整數。

2. 股本削減及股份拆細

(a) 註銷本公司每股已發行合併股份的實收資本0.39港元，藉以削減本公司的已發行股本，令每股已發行合併股份的面值由0.40港元減至0.01港元；(b) 緊隨股本削減後，將面值為0.40港元的法定但未發行合併股份每股拆細為40股每股面值0.01港元的新股份；及(c) 因(i) 註銷本公司已發行股本中因股份合併而產生的任何零碎股份；及(ii) 削減本公司實收資本而在本公司賬目上出現的進賬550,011,506.07港元已撥入本公司的實繳盈餘賬(定義見公司法)。

股本重組已於本公司在二零一四年七月十七日舉行的股東特別大會獲本公司股東以特別決議案的方式批准，並於二零一四年七月十八日生效。有關股本重組的詳情載於本公司日期為二零一四年六月三日及二零一四年七月十七日的公告以及本公司日期為二零一四年六月二十四日的通函。

Management Discussions and Analysis

管理層討論及分析

Placing of new shares under general mandate

On 6 October 2014, the Company entered into a placing agreement with a placing agent in relation to the placing ("Placing") of up to 319,260,000 new shares under general mandate at a price of HK\$0.121 per placing share. Completion of the Placing took place on 17 October 2014. The net proceeds from the Placing (after deduction of commission and other expenses of the Placing) are approximately HK\$37.2 million, which is expected to be used as general working capital of the Group and for financing potential investment of the Group in the future. Details of the Placing were set out in the Company's announcements dated 6 October 2014 and 17 October 2014.

As at 30 September 2014, the issued share capital of the Company was HK\$15,963,324.13 divided into 1,596,332,413 ordinary shares of HK\$0.01 each.

Gearing ratio

As at 30 September 2014, the total assets of the Group were approximately HK\$836,940,000 (as at 31 December 2013: HK\$750,754,000), whereas the total liabilities were approximately HK\$119,476,000 (as at 31 December 2013: HK\$161,500,000). The gearing ratio of the Group, calculated as total liabilities over total assets, was 14.3% (as at 31 December 2013: 21.5%).

Interim dividend

The Directors do not recommend to pay any interim dividend for the Period (2013: HK\$nil).

Charges on the Group's Assets

The Group's pledged bank deposits of approximately US\$80,000 and HK\$1,005,000 (in aggregate, approximately HK\$1,627,000) represented deposits pledged to banks to secure banking facilities to the extent of HK\$1,500,000 granted to the Group. The deposits are in US\$ and HK\$ at fixed interest rate of 0.05% per annum and 0.7% per annum respectively. As at 30 September 2014, the Group had available approximately HK\$863,000 of undrawn banking facilities.

As at 30 September 2014, the Group had another pledged bank deposit of HK\$805,000 as guaranteed fund at bank for the Visa/MasterCard merchant account of the online shopping business. The deposit is in HK\$ at fixed interest rate of 0.2% per annum.

As at 30 September 2014, listed securities held by the Group with a total carrying amount of approximately HK\$44,368,000 has been charged in favour of a brokerage firms as collateral for the Group's liabilities in respect of its margin trading account. During the Period, the Group has not used the credit limit.

根據一般授權配售新股份

於二零一四年十月六日，本公司與一名配售代理訂立配售協議，內容有關根據一般授權配售最多319,260,000股新股份，配售價每股配售股份0.121港元（「配售事項」）。配售事項已於二零一四年十月十七日完成。配售事項所得款項淨額（已扣除配售事項的佣金及其他開支）約37,200,000港元，預期撥作本集團一般營運資金及為本集團未來潛在投資提供資金。有關配售事項的詳情載於本公司日期為二零一四年十月六日及二零一四年十月十七日的公告。

於二零一四年九月三十日，本公司的已發行股本為15,963,324.13港元，分為1,596,332,413股每股面值0.01港元的普通股。

資產負債比率

於二零一四年九月三十日，本集團的資產總值約為836,940,000港元（於二零一三年十二月三十一日：750,754,000港元），而負債總額則約為119,476,000港元（於二零一三年十二月三十一日：161,500,000港元）。本集團的資產負債比率（即負債總額除以資產總值）為14.3%（於二零一三年十二月三十一日：21.5%）。

中期股息

董事不建議就本期間派付任何中期股息（二零一三年：零港元）。

本集團資產抵押

本集團的已抵押銀行存款約80,000美元及1,005,000港元（合共約1,627,000港元）指抵押予銀行作為本集團獲授高達1,500,000港元銀行融資擔保的存款。有關存款分別以美元及港元列值，並按固定年利率0.05厘及0.7厘計息。於二零一四年九月三十日，本集團有可動用未提取銀行融資約863,000港元。

於二零一四年九月三十日，本集團另一已抵押銀行存款805,000港元乃作為網上購物業務的Visa/MasterCard商家賬戶的銀行保證金。有關保證金以港元計值，按固定年利率0.2厘計息。

於二零一四年九月三十日，本集團所持賬面總值約為44,368,000港元的上市證券已抵押予一間經紀行，作為其保證金貿易賬戶所涉及負債的抵押品。於本期間內，本集團並無動用信貸限額。

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Foreign exchange exposure

During the Period, the business activities of the Group were mainly denominated in Hong Kong dollars and United States dollars.

Following the completion of the acquisition of Apperience last year, United States dollars became the main currency transacted by the Group. Since Hong Kong dollars remain pegged to the United States dollars within a defined range, the Group is not exposed to any significant foreign exchange risk against the United States dollars and has not entered into any foreign exchange contract as hedging measures. The Directors did not consider the Group was significantly exposed to any foreign currency exchange risk. Notwithstanding the above, the Group manages its foreign currency risk against other currencies by closely monitoring the movement of the foreign currency rates and may use hedging derivative, such as foreign currency forward contract, to manage its foreign currency risk as appropriate.

Financial risk

The Group's available-for-sale financial assets and performance shares which may be issued in connection with the acquisition of 50.5% of the issued share capital of Apperience are measured at fair value at the end of each reporting period. Therefore, the Group is exposed to equity security price risk due to the fluctuation of price of available-for-sale financial assets and the changes in the Company's share prices to the extent that the Company's shares underline the fair value of performance shares. The Directors regularly review the exposure to the equity security price risk on the available-for-sale financial assets.

Significant investments and disposals

Acquisition of a licensed corporation (Dealing in securities and advising on securities)

On 5 February 2014, the Group entered into a conditional sale and purchase agreement in relation to the proposed acquisition of the entire issued share capital of a target at a consideration of HK\$6 million (subject to adjustment). The target is a company incorporated in Hong Kong with limited liability and is a licensed corporation to carry on business in Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO, subject to conditions imposed by the Securities and Futures Commission of Hong Kong. The target is principally engaged in the business of introducing clients to brokerage firms and securities companies in return for commission. The acquisition of the target is subject to a number of conditions precedent. On 28 August 2014, the Group entered into a letter agreement to change the long stop date of the proposed acquisition from 31 August 2014 (or such other date as the parties may agree in writing) to 31 December 2014 (or such other date as the parties may agree in writing). As at the date of this report, the acquisition has not yet completed. Details of the transaction were set out in the Company's announcement dated 5 February 2014 and 28 August 2014.

外匯風險

於本期間內，本集團的業務活動主要以港元及美元列值。

於去年完成收購 Apperience 後，美元成為本集團的主要交易貨幣。由於港元仍在既定範圍內與美元掛鈎，故本集團並無承受兌換美元的任何重大外匯風險，亦無訂立任何外匯合約作為對沖措施。董事認為，本集團並無承受任何重大外匯風險。儘管存在上述情況，本集團仍透過密切監察外幣匯率走勢管理兌換其他貨幣的外幣風險，並可能於適當情況下利用對沖衍生工具（如外幣遠期合約）管理其外幣風險。

財務風險

本集團的可供出售金融資產及就收購 Apperience 已發行股本 50.5% 而可能發行的表現股份按於各報告期末的公平價值計量。因此，本集團承受股本證券價格風險，乃來自可供出售金融資產價格波動及足以影響表現股份公平價值的本公司股份價格變動。董事定期檢討可供出售金融資產的股本證券價格風險。

重大投資及出售

收購持牌法團（證券交易及就證券提供意見）

於二零一四年二月五日，本集團訂立有條件買賣協議，內容有關建議按代價 6,000,000 港元（可予調整）收購目標公司全部已發行股本。目標公司為於香港註冊成立的有限公司，為可在香港證券及期貨事務監察委員會所規定條件規限下進行證券及期貨條例項下第 1 類（證券交易）及第 4 類（就證券提供意見）受規管活動的持牌法團。目標公司的主要業務為向經紀行及證券公司轉介客戶以收取佣金。收購目標公司須待多項先決條件達成後，方可作實。於二零一四年八月二十八日，本集團訂立函件協議，將建議收購事項的最後截止日期由二零一四年八月三十一日（或訂約方可能書面協定的有關其他日期）更改為二零一四年十二月三十一日（或訂約方可能書面協定的有關其他日期）。於本報告日期，收購事項尚未完成。有關交易詳情載於本公司日期為二零一四年二月五日及二零一四年八月二十八日的公告。

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管理層討論及分析

Investment in online shopping business

On 8 April 2014, the Group entered into a subscription agreement in relation to a subscription of 77% of the enlarged issued share capital of a target upon completion at a subscription price of HK\$14,000,000. The target is a company incorporated in Hong Kong with limited liability and is principally engaged in online retail and advertising business under the name of “Funshare.com”. The target provides an online shopping platform, through which, the target promotes and markets the goods and services of certain third party suppliers or providers for a fixed commission. The completion of the subscription of shares took place on 23 April 2014. Details of the subscription were set out in the Company’s announcements dated 8 April 2014 and 23 April 2014.

Acquisition of 100% equity interest of e-Perfect

The Group entered into a sale and purchase agreement to acquire 100% equity interest of e-Perfect on 10 June 2014. Such acquisition was completed on 31 July 2014. Please refer to “Business Review – I.T. Project Implementation Business” of this report for details.

Disposal of 51% equity interest of Dragon Oriental

On 12 June 2014, the Group entered into a sale and purchase agreement with an independent third party for the disposal of 51% of the issued share capital of Dragon Oriental Investment Limited, an indirect wholly-owned subsidiary of the Company prior to this disposal, at a cash consideration of HK\$21,700,000 and the Group has received 20% of the consideration, being HK\$4,340,000 as refundable deposit upon signing of the sale and purchase agreement. The principal asset of Dragon Oriental Investment Limited was a property which was valued at approximately HK\$43,300,000 as at 30 September 2014 by an independent professional property valuer. On 30 September 2014, completion of such disposal took place and Dragon Oriental Investment Limited ceased to be a subsidiary of the Group. Details of such disposal were set out in the Company’s announcements dated 12 June 2014 and 30 September 2014.

Investment in GET Mdream (Insurance and MPF Schemes Brokerage Business)

The Group entered into a memorandum of understanding to acquire the entire issued share capital of GET Mdream. The acquisition was completed on 2 April 2014. Please refer to “Business Review – Insurance and MPF Schemes Brokerage Business” of this report for details.

投資於網上購物業務

於二零一四年四月八日，本集團訂立認購協議，內容有關按認購價14,000,000港元認購目標公司於完成後的經擴大已發行股本77%。目標公司為於香港註冊成立的有限公司，主要以「Funshare.com」名義經營網上零售及廣告業務。目標公司提供網上購物平台，可透過此平台宣傳及推廣若干第三方供應商或提供者的貨品及服務，藉以換取固定佣金。認購股份已於二零一四年四月二十三日完成。有關認購事項詳情載於本公司日期為二零一四年四月八日及二零一四年四月二十三日的公告。

收購普暉的100%股權

於二零一四年六月十日，本集團已訂立買賣協議以收購普暉的100%股權。有關收購事項已於二零一四年七月三十一日完成。有關詳情請參閱本報告「業務回顧 – 資訊科技項目推行業務」。

出售Dragon Oriental的51%股權

於二零一四年六月十二日，本集團與一名獨立第三方訂立買賣協議，按現金代價21,700,000港元出售Dragon Oriental Investment Limited（於是次出售前為本公司間接全資附屬公司）的51%已發行股本，本集團已於簽訂買賣協議時收取20%代價（即4,340,000港元）作為可退回按金。Dragon Oriental Investment Limited的主要資產為一項物業，而獨立專業物業估值師就該物業於二零一四年九月三十日所作估值約為43,300,000港元。於二零一四年九月三十日，有關出售事項已完成，而Dragon Oriental Investment Limited不再為本集團附屬公司。出售事項詳情載於本公司日期為二零一四年六月十二日及二零一四年九月三十日的公告。

投資於聯夢智易（保險及強積金計劃經紀業務）

本集團已訂立諒解備忘錄以收購聯夢智易的全部已發行股本。收購事項已於二零一四年四月二日完成。詳情請參閱本報告「業務回顧 – 保險及強積金計劃經紀業務」。

Management Discussions and Analysis

管理層討論及分析

Acquisition of Wafer Systems

On 31 October 2014, the Group entered into a sale and purchase agreement in relation to the acquisition of 100% of the issued share capital of Wafer Systems (Hong Kong) Limited. Please refer to Events after the reporting period in note 18(c) of the Notes to the Condensed Consolidated Financial Statements for further details of the acquisition.

Apart from those disclosed in the Significant investments and disposals, the section of Business Review and Events after the reporting period in note 18(c) of the Notes to the Condensed Consolidated Financial Statements disclosed above, the Group had no other material acquisition or disposal during the Period.

Employees and remuneration policies

As at 30 September 2014, the Group had approximately 67 employees (as at 31 December 2013: 11 employees) in Hong Kong and the PRC. The Group's remuneration policy is reviewed periodically and determined by reference to market terms, company performance, individual qualifications and performance, and in accordance with the statutory requirements of the respective jurisdiction where the employees are engaged.

On 24 December 2007, the share option scheme ("Share Option Scheme") was approved by shareholders of the Company in an extraordinary general meeting. The Share Option Scheme is to enable the Company to grant option to either Directors or employees of the Group in order to recognise and motivate their contribution, to provide incentives and to help the Group in retaining its existing employees and recruiting additional quality employees so as to provide them with a direct economic interest in attaining the long term business objectives of the Group. No options were granted under the Share Option Scheme during the Period.

Contingent liabilities

As at 30 September 2014, the Company had contingent liabilities in respect of a corporate guarantee for a loan of HK\$11,000,000 to a subsidiary of the Company granted to an independent third party (as at 31 December 2013: nil).

Capital commitments

Please refer to note 17(a) "Commitments" of Notes to the Condensed Consolidated Financial Statements for details.

收購威發系統

於二零一四年十月三十一日，本集團訂立買賣協議，內容有關收購威發系統(香港)有限公司全部已發行股本。有關收購事項的進一步詳情，請參閱簡明綜合財務報表附註內附註18(c)的報告期後事項。

除上文所披露重大投資及出售、業務回顧一節以及簡明綜合財務報表附註內附註18(c)所載報告期後事項外，於本期間內，本集團並無其他重大收購或出售事項。

僱員及薪酬政策

於二零一四年九月三十日，本集團於香港及中國聘用約67名(於二零一三年十二月三十一日：11名)僱員。本集團根據市場慣例、公司業績、個人資歷及表現以及聘用僱員所在司法權區的法例規定，定期檢討並釐定薪酬政策。

於二零零七年十二月二十四日，本公司股東於股東特別大會批准購股權計劃(「購股權計劃」)。購股權計劃旨在讓本公司向董事或本集團僱員授出購股權，以表揚及鼓勵彼等對本集團作出貢獻，以及促成及協助本集團留聘現有僱員及增聘優秀僱員，讓彼等直接分享本集團達成長遠業務目標帶來的經濟成果。於本期間內，概無根據購股權計劃授出購股權。

或然負債

於二零一四年九月三十日，本公司就本公司附屬公司一筆為數11,000,000港元的貸款向一名獨立第三方授出公司擔保而承擔或然負債(於二零一三年十二月三十一日：無)。

資本承擔

詳情請參閱簡明綜合財務報表附註內附註17(a)「承擔」一節。

Management Discussions and Analysis

管理層討論及分析

DEALINGS FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has relied on Rules 5.48 to 5.67 of the GEM Listing Rules as the required standard of dealings in respect of any dealings in the Company's securities by the Directors. General and specific enquiries have been made to all Directors and they all confirmed they had complied with the said GEM Listing Rules during the Period.

OUTLOOK

Looking ahead, the Group will continue to seek out investments generating positive impacts and profit to increase its shareholder value.

With the rapid development of technology, computer and the internet have become an important part of our daily life. It is expected that customer's appetite for performance enhancement and anti-virus software will continue to grow. The Group will continue to develop its Software Business by stepping into the Asian market and extend its software product line. The Board believes this business has the potential to grow and will continue to contribute to the Group's revenue.

In order to broaden income base, the Group will consider exploring a new theory of financial intermediation, by using e-finance and online trading platform for the sales of wealth management-related investment products.

With careful operation of the existing businesses mentioned above, the Group will continue to enhance the quality of its current products, diversify its businesses and look for new potential investment opportunities to bring greater returns to its shareholders.

董事進行證券交易

本公司以創業板上市規則第5.48至5.67條作為董事買賣任何本公司證券的交易規定標準。經向全體董事作出一般及特定查詢後，彼等均已確認於本期間內一直遵守上述創業板上市規則。

展望

展望將來，本集團將繼續物色可產生正面影響及盈利的投資，以提升其股東價值。

隨著科技迅速發展，電腦及互聯網成為我們日常生活的重要部分，預期客戶對性能提升及防毒軟件的需求將不斷提高。本集團將透過進軍亞洲市場持續發展其軟件業務，並壯大軟件產品線。董事會相信，此業務具增長潛力，將持續為本集團帶來收益。

為拓闊收入基礎，本集團將考慮探討金融中介新理論，利用電子金融及網上交易平台銷售財富管理相關投資產品。

在審慎經營上述現有業務的同時，本集團將不斷提升其產品質素，多元化發展業務，並物色新潛在投資機遇，務求為其股東帶來更豐厚回報。

Other Information 其他資料

DIRECTORS' INTERESTS IN CONTRACT

A copyright licence agreement (“Copyright Licence Agreement”) has been entered into between Apperience as licensee and Chengdu AOBI Information Technology Co., Ltd. (“PRC Company”) (a company owned as to 35% by Mr. Xue Qiushi (“Mr. Xue”), an executive Director), as licensor on 18 February 2013 pursuant to which the PRC Company granted to Apperience an exclusive licence to use the copyright of “Advanced SystemCare” registered in the name of the PRC Company in the PRC at nil consideration for a period from the date of the Copyright Licence Agreement to (i) the date on which the relevant copyright is transferred from the PRC Company and registered in the name of Apperience in the PRC; and (ii) the date on which the copyright of “Advanced SystemCare” has been registered in the name of Apperience in the US (whichever is the earlier). On 1 July 2014, the Copyright Licence Agreement was terminated.

A new copyright licence agreement (“New Copyright Licence Agreement”) has been entered into among Both Talent International Limited (“Both Talent”), a subsidiary of Apperience, as licensee, the PRC Company, as licensor, and Apperience on as of 1 July 2014 pursuant to which the PRC Company granted to Both Talent an exclusive licence to use the copyright of “Advanced SystemCare” registered in the name of the PRC Company in the PRC for a period from the date of the New Copyright Licence Agreement to the later of (i) the completion of registration of the assignment of the copyright to Both Talent in China; and (ii) the completion of registration of the copyright of “Advanced SystemCare” in the name of Both Talent in the United States. Such transactions did not constitute to any notifiable transaction under Chapter 19 of the GEM Listing Rules and were fully exempt from the requirements under Chapter 20 of the GEM Listing Rules.

Save for the New Copyright Licence Agreement, in which Mr. Xue (an executive Director) is interested through his shareholding in the PRC Company, none of the Directors was materially interested in any contract of significance or arrangement subsisting as at 30 September 2014 which is significant in relation to the business of the Group. No Director had any direct or indirect interests in any assets which have been acquired or disposed of by or leased to, or are proposed to be acquired or disposed of by or leased to, any member of the Group at the end of the Period or at any time during the Period save as the Copyright Licence Agreement and the New Copyright Licence Agreement.

董事於合約的權益

於二零一三年二月十八日，Apperience（作為持牌人）與成都奧畢信息技術有限公司（「中國公司」，執行董事薛秋實先生（薛先生）擁有其35%權益）（作為發牌人）訂立版權牌照協議（「版權牌照協議」），據此，中國公司已向Apperience授出獨家牌照，於中國無償使用以中國公司名義註冊的「Advanced SystemCare」版權，自版權牌照協議日期起至(i)相關版權由中國公司轉讓予Apperience並以其名義在中國註冊當日；及(ii)於美國以Apperience名義註冊「Advanced SystemCare」版權當日（以較早者為準）為止。於二零一四年七月一日，版權牌照協議已告終止。

於二零一四年七月一日，Apperience的附屬公司善同國際有限公司（「善同」）（作為持牌人）、中國公司（作為發牌人）與Apperience訂立新版權牌照協議（「新版權牌照協議」），據此，中國公司已向善同授出獨家牌照，於中國使用以中國公司名義註冊的「Advanced SystemCare」版權，自新版權牌照協議日期起至(i)於中國完成註冊轉讓予善同的版權；及(ii)於美國完成以善同名義註冊「Advanced SystemCare」版權（以較後者為準）。有關交易不構成創業板上市規則第19章項下任何須予公佈交易，並獲全面豁免遵守創業板上市規則第20章的規定。

除執行董事薛先生透過持有中國公司股權而於新版權牌照協議中擁有權益外，概無董事於二零一四年九月三十日仍然生效且對本集團業務而言屬重大的任何重大合約或安排中擁有重大權益。除版權牌照協議及新版權牌照協議外，概無董事於本集團任何成員公司於本期間結束時或本期間內任何時間所收購、出售或租賃或擬收購、出售或租賃的任何資產中擁有任何直接或間接權益。

Other Information 其他資料

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS

As at 30 September 2014, save as disclosed below, none of the Directors nor chief executives of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"), Chapter 571 of the laws of Hong Kong) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required, pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the Company and the Stock Exchange:

Aggregate long positions in shares and underlying shares of the Company

Name of the Director 董事姓名	Capacity in which the ordinary shares of the Company ("Shares") and underlying Shares are held 持有本公司普通股(「股份」)及相關股份的身分	Number of Shares and underlying Shares 股份及相關股份數目	Approximate percentage of the Company's issued share capital (Note 1) 佔本公司已發行股本概約百分比 (附註1)
Xue Qiushi ("Mr. Xue") 薛秋實(「薛先生」)	Interest in a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO (Note 2) 受控法團權益及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益(附註2)	260,130,873	16.30%

Notes:

- The total number of the 1,596,332,413 Shares in issue as at 30 September 2014 have been used for the calculation of the approximate percentage.
- Ace Source International Limited ("Ace Source") (being one of the substantial shareholders of the Company whose interests are set out in the section headed "Interests discloseable under the Securities and Futures Ordinance (the "SFO") and substantial shareholders and other persons interest in securities" in this report) is wholly and beneficially owned by Mr. Xue. As such, Mr. Xue is deemed to be interested in all the Shares/underlying Shares held by Ace Source pursuant to Part XV of the SFO. Based on the Director's/Chief Executive's Notice – Interests in Shares of Listed Corporation filed by Mr. Xue on 7 October 2014, among these 260,130,873 Shares/underlying Shares, 184,204,969 of which were underlying Shares with an exercise period from 31 March 2013 to 31 March 2017 and can be exercised at the exercise price of HK\$0.432 per Share.

董事及主要行政人員於本公司或任何相聯法團的股份、相關股份或債券的權益或淡倉

於二零一四年九月三十日，除下文披露者外，董事及本公司主要行政人員概無於本公司或其相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份或債券中，擁有或被視作擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉(包括根據證券及期貨條例有關條文被當作或視作擁有的任何權益及淡倉)；或(ii)須根據證券及期貨條例第352條載入其所述登記冊內的權益或淡倉；或(iii)根據創業板上市規則第5.46至5.67條有關董事進行證券交易的規定須知會本公司及聯交所的權益或淡倉：

於本公司股份及相關股份的好倉總數

附註：

- 概約百分比按於二零一四年九月三十日的已發行股份總數1,596,332,413股計算。
- Ace Source International Limited(「Ace Source」，為本公司主要股東之一，其權益載於本報告「根據證券及期貨條例(「證券及期貨條例」)須予披露的權益以及主要股東及其他人士於證券的權益」一節)由薛先生全資實益擁有。因此，根據證券及期貨條例第XV部，薛先生被視作於Ace Source所持全部股份/相關股份中擁有權益。根據薛先生於二零一四年十月七日提呈的董事/行政總裁通知一上市法團股份權益，該260,130,873股股份/相關股份當中，184,204,969股為相關股份，可於行使期二零一三年三月三十一日至二零一七年三月三十一日按行使價每股0.432港元予以行使。

Other Information 其他資料

Aggregate long positions in shares and underlying shares of the associated corporation of the Company

於本公司相聯法團股份及相關股份的好倉總數

Name of the Director	Name of the associated corporation	Capacity in which the shares are held	Number of shares	Approximate percentage of the associated corporation's issued share capital 佔相聯法團已發行股本概約百分比
董事姓名	相聯法團名稱	持有股份的身分	股份數目	
Mr. Xue	Apperience	Interest in a controlled corporation (Note)	3,882,391	18.79%
薛先生	Apperience	受控法團權益(附註)		

Note: Ace Source is wholly and beneficially owned by Mr. Xue. As such, Mr. Xue is deemed to be interested in all the shares held by Ace Source in Apperience (being an associated corporation of the Company) pursuant to Part XV of the SFO.

附註：Ace Source由薛先生全資實益擁有。因此，根據證券及期貨條例第XV部，薛先生被視作於Ace Source所持Apperience(為本公司相聯法團)全部股份中擁有權益。

Aggregate long positions in debentures of the Company

於本公司債券的好倉總數

Name of Director	Capacity in which the debentures are held	Amount of debentures
董事姓名	持有債券的身分	債券金額
Mr. Xue	Other (Note)	HK\$16,646,025
薛先生	其他(附註)	16,646,025 港元

Note: Ace Source is wholly and beneficially owned by Mr. Xue. As such, Mr. Xue is deemed to be interested in all the debentures held by Ace Source pursuant to Part XV of the SFO.

附註：Ace Source由薛先生全資實益擁有。因此，根據證券及期貨條例第XV部，薛先生被視作於Ace Source所持全部債券中擁有權益。

Mr. Xue was appointed as an executive Director on 5 July 2013. Ace Source is a company wholly and beneficially owned by Mr. Xue and therefore he is deemed to be interested in all the shares and underlying shares of the Company held by Ace Source pursuant to Part XV of the SFO. Interests in shares and underlying shares of the Company in which Ace Source is interested are set out in the paragraph headed "Interests discloseable under the Securities and Futures Ordinance (the "SFO") and substantial shareholders and other persons interest in securities" in this report. Mr. Xue is also the sole director of Ace Source.

薛先生於二零一三年七月五日獲委任為執行董事。Ace Source為薛先生全資實益擁有的公司，故彼根據證券及期貨條例第XV部被視作於Ace Source所持全部本公司股份及相關股份中擁有權益。Ace Source所擁有本公司股份及相關股份權益，載於本報告「根據證券及期貨條例(「證券及期貨條例」)須予披露的權益以及主要股東及其他人士於證券的權益」一段。薛先生亦為Ace Source唯一董事。

Other Information 其他資料

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

Save for the zero coupon convertible notes issued by the Company in accordance with the acquisition agreement in relation to an acquisition of 50.5% of the issued share capital of Apperience on 15 November 2012 and the performance shares which were issued and may be issued by the Company in accordance with the terms and conditions of such acquisition agreement in which Mr. Xue is interested (through his holding of shares in Ace Source, being one of the vendors of the acquisition), at no time during the Period was the Company or any of its subsidiaries a party to any arrangements to enable the Directors and chief executives, their respective spouses or children under the age of 18 to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

SHARE OPTION SCHEME

On 24 December 2007, the existing share option scheme was approved by shareholders of the Company at an extraordinary general meeting. Such scheme is to enable the Company to grant option to either Directors or employees and recruiting additional quality employees and to provide them with a direct economic interest in attaining the long term business objective of the Group.

On 19 May 2011, the Company has granted 6,200,000* share options to a consultant of the Company under the scheme at the exercise price of HK\$0.116* per share.

Details of the movements in the share options granted under the Share Option Scheme during the Period are as follows:

Date of grant 授出日期	Exercise period 行使期	Exercise price per share 每股行使價 HK\$ 港元	Number of share options 購股權數目				
			Outstanding as at 1 January 2014 於二零一四年 一月一日 尚未行使 '000 千份	Granted during the Period 本期間授出	Exercised during the Period 本期間行使	Lapsed during the Period 本期間失效	Outstanding as at 30 September 2014 於二零一四年 九月三十日 尚未行使 '000 千份
19 May 2011 二零一一年五月十九日	20 May 2011 to 19 May 2014 二零一一年五月二十日至 二零一四年五月十九日	0.116*	6,200*	-	-	6,200*	-

* After the adjustment for share consolidation dated 18 July 2011.

董事及主要行政人員收購股份或債務證券的權利

除薛先生透過持有收購事項其中一名賣方 Ace Source 的股份而於本公司根據有關於二零一二年十一月十五日收購 Apperience 其中 50.5% 已發行股本的收購協議所發行零息可換股票據以及本公司根據該收購協議項下條款及條件已發行及可能發行的表現股份中擁有權益外，於本期間內任何時間，本公司或其任何附屬公司概無訂立任何安排，致使董事及主要行政人員、彼等各自的配偶或 18 歲以下子女可藉著購入本公司或任何其他法團的股份或債券而獲利。

購股權計劃

於二零零七年十二月二十四日，本公司股東於股東特別大會批准現有購股權計劃。該計劃旨在讓本公司可向董事或僱員授出購股權及增聘優秀僱員，讓彼等直接分享本集團達成長遠業務目標帶來的經濟成果。

於二零一一年五月十九日，本公司根據該計劃按行使價每股 0.116 港元* 向本公司一名顧問授出 6,200,000 份* 購股權。

根據購股權計劃授出的購股權於本期間內變動詳情如下：

* 經日期為二零一一年七月十八日的股份合併調整。

Other Information 其他資料

The details of share options granted are set out in the Company's announcement dated 19 May 2011. The details of share consolidation are set out in Company's announcements dated 13 June 2011, 15 June 2011, and 15 July 2011, the circular dated 27 June 2011, and the next day disclosure return dated 18 July 2011.

INTERESTS DISCLOSEABLE UNDER THE SECURITIES AND FUTURES ORDINANCE (THE "SFO") AND SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS INTEREST IN SECURITIES

Substantial shareholders

As at 30 September 2014, the following persons (other than Directors or chief executives of the Company) had, or were deemed or taken to have interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, which were recorded in the register required to be kept by the Company under Section 336 of SFO:

Long positions in the Shares and underlying Shares

有關授出購股權的詳情載於本公司日期為二零一一年五月十九日的公告。有關股份合併的詳情載於本公司日期為二零一一年六月十三日、二零一一年六月十五日及二零一一年七月十五日的公告、日期為二零一一年六月二十七日的通函以及日期為二零一一年七月十八日的翌日披露報表。

根據證券及期貨條例(「證券及期貨條例」)須予披露的權益以及主要股東及其他人士於證券的權益

主要股東

於二零一四年九月三十日，除董事或本公司主要行政人員外，以下人士於本公司股份或相關股份中，擁有或被當作或視作擁有須根據證券及期貨條例第XV部第2及3分部向本公司及聯交所披露或載入本公司根據證券及期貨條例第336條須存置的登記冊的權益或淡倉：

於股份及相關股份的好倉

Substantial shareholders	Capacity in which the Shares and underlying Shares are held	Number of Shares and underlying Shares	Approximate percentage of the Company's issued share capital	Notes
主要股東	持有股份及相關股份的身分	股份及相關股份數目	佔本公司已發行股本概約百分比	附註(15)
Wise Action Limited ("Wise Action") 智僑有限公司(「智僑」)	Beneficial owner 實益擁有人	102,401,978	6.41%	(1)
Rosy Lane Investments Limited ("Rosy Lane") Rosy Lane Investments Limited (「Rosy Lane」)	Interest of a controlled corporation 受控法團權益	102,401,978	6.41%	(1)
Hong Kong Education (Int'l) Investments Limited ("HK EDU INTL") 香港教育(國際)投資集團有限公司 (「香港教育國際」)	Interest of a controlled corporation 受控法團權益	102,401,978	6.41%	(1)
Access Magic Limited ("Access Magic") Access Magic Limited (「Access Magic」)	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO 實益擁有人及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益	260,130,873	16.30%	(2)

Other Information 其他資料

Substantial shareholders	Capacity in which the Shares and underlying Shares are held	Number of Shares and underlying Shares	Approximate percentage of the Company's issued share capital <i>Note (15)</i> 佔本公司 已發行股本 概約百分比 <i>附註 (15)</i>	<i>Notes</i> <i>附註</i>
主要股東	持有股份及相關股份的身分	股份及相關 股份數目		
Dong Yuguo ("Mr. Dong")	Interest of a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO	260,130,873	16.30%	(2), (3)
董雨果(「董先生」)	受控法團權益及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益			
Ace Source	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	260,130,873	16.30%	(4)
Ace Source	實益擁有人及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益			
Wealthy Hope Limited ("Wealthy Hope")	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	260,130,873	16.30%	(5)
Wealthy Hope Limited (「Wealthy Hope」)	實益擁有人及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益			
Chen Liang ("Mr. Chen")	Interest of a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO	260,130,873	16.30%	(5), (6)
陳亮(「陳先生」)	受控法團權益及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益			
Well Peace Global Limited ("Well Peace")	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	260,130,873	16.30%	(7)
Well Peace Global Limited (「Well Peace」)	實益擁有人及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益			
Lian Ming ("Mr. Lian")	Interest of a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO	260,130,873	16.30%	(7), (8)
連銘(「連先生」)	受控法團權益及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益			

Other Information 其他資料

Substantial shareholders	Capacity in which the Shares and underlying Shares are held	Number of Shares and underlying Shares	Approximate percentage of the Company's issued share capital <i>Note (15)</i> 佔本公司 已發行股本 概約百分比 <i>附註 (15)</i>	<i>Notes</i> <i>附註</i>
主要股東	持有股份及相關股份的身分	股份及相關 股份數目		
IDG-Accel China Growth Fund II L.P. (“IDG-Accel”)	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	260,130,873	16.30%	(9)
IDG-Accel China Growth Fund II L.P. (「IDG-Accel」)	實益擁有人及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益			
IDG-Accel China Investors II L.P. (“IDG-Accel Investors”)	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	260,130,873	16.30%	(10)
IDG-Accel China Investors II L.P. (「IDG-Accel Investors」)	實益擁有人及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益			
IDG-Accel China Growth Fund II Associates L.P. (“IDG-Accel II Associates”)	Interest of a controlled corporation	260,130,873	16.30%	(9), (10), (11)
IDG-Accel China Growth Fund II Associates L.P. (「IDG-Accel II Associates」)	受控法團權益			
IDG-Accel China Growth Fund GP II Associates Ltd. (“IDG-Accel GP II”)	Interest of a controlled corporation	260,130,873	16.30%	(9), (10), (11)
IDG-Accel China Growth Fund GP II Associates Ltd. (「IDG-Accel GP II」)	受控法團權益			
Zhou Quan (“Mr. Zhou”) 周全 (「周先生」)	Interest of a controlled corporation 受控法團權益	260,130,873	16.30%	(9), (10), (11)
Ho Chi Sing (“Mr. Ho”) Ho Chi Sing (「Ho先生」)	Interest of a controlled corporation 受控法團權益	260,130,873	16.30%	(9), (10), (11)
THL A1 Limited (“THL”)	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	260,130,872	16.30%	(12)
THL A1 Limited (「THL」)	實益擁有人及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益			
Tencent Holdings Limited (“Tencent”) 騰訊控股有限公司 (「騰訊」)	Interest of a controlled corporation 受控法團權益	260,130,872	16.30%	(12)

Other Information 其他資料

Substantial shareholders	Capacity in which the Shares and underlying Shares are held	Number of Shares and underlying Shares	Approximate percentage of the Company's issued share capital		
			Note (15)	Notes	
主要股東	持有股份及相關股份的身分	股份及相關股份數目	佔本公司已發行股本概約百分比	附註 (15)	附註
MIH TC Holdings Limited ("MIH TC Holdings") MIH TC Holdings Limited (「MIH TC Holdings」)	Interest of a controlled corporation 受控法團權益	260,130,872	16.30%	(12), (13)	
MIH (Mauritius) Limited ("MIH Mauritius") MIH (Mauritius) Limited (「MIH Mauritius」)	Interest of a controlled corporation 受控法團權益	260,130,872	16.30%	(12), (13), (14)	
MIH Ming He Holdings Limited ("MIH Ming He") MIH Ming He Holdings Limited (「MIH Ming He」)	Interest of a controlled corporation 受控法團權益	260,130,872	16.30%	(12), (13), (14)	
MIH Holdings Proprietary Limited ("MIH Proprietary") MIH Holdings Proprietary Limited (「MIH Proprietary」)	Interest of a controlled corporation 受控法團權益	260,130,872	16.30%	(12), (13), (14)	
Naspers Limited ("Naspers") Naspers Limited (「Naspers」)	Interest of a controlled corporation 受控法團權益	260,130,872	16.30%	(12), (13), (14)	
DX.com Holdings Limited ("DX.com") DX.com控股有限公司(「DX.com」)	Beneficial owner 實益擁有人	186,046,500	11.65%		

Notes:

附註：

- | | |
|--|--|
| <p>(1) Based on the corporate substantial shareholder notice filed by HK EDU INTL on 28 October 2014, Wise Action is wholly and beneficially owned by Rosy Lane. Rosy Lane is wholly owned by HK EDU INTL. Each of HK EDU INTL and Rosy Lane was deemed to be interested in all the 102,401,978 Shares held by Wise Action pursuant to Part XV of the SFO.</p> | <p>(1) 根據香港教育國際於二零一四年十月二十八日提呈的公司主要股東通知，智僑由Rosy Lane全資實益擁有。Rosy Lane由香港教育國際全資擁有。根據證券及期貨條例第XV部，香港教育國際及Rosy Lane各自被視作於智僑所持全部102,401,978股股份中擁有權益。</p> |
| <p>(2) Access Magic was interested in 36,349,166 Shares/underlying Shares in the capacity as the beneficial owner and was deemed to be interested in 223,781,707 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 260,130,873 Shares/underlying Shares, 184,204,969 of which were underlying Shares.</p> | <p>(2) Access Magic以實益擁有人身分於36,349,166股股份／相關股份中擁有權益，並根據證券及期貨條例第317(1)(a)及318條被視作擁有223,781,707股股份／相關股份權益。於該等260,130,873股股份／相關股份中，184,204,969股為相關股份。</p> |
| <p>(3) Access Magic is wholly and beneficially owned by Mr. Dong. As such, Mr. Dong is deemed to be interested in all the Shares/underlying Shares held by Access Magic pursuant to Part XV of the SFO.</p> | <p>(3) Access Magic由董先生全資實益擁有。因此，根據證券及期貨條例第XV部，董先生被視作於Access Magic所持全部股份／相關股份中擁有權益。</p> |

Other Information 其他資料

- (4) Ace Source was interested in 51,496,340 Shares/underlying Shares in the capacity as the beneficial owner and was deemed to be interested in 208,634,533 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 260,130,873 Shares/underlying Shares, 184,204,969 of which were underlying Shares. Ace Source is wholly and beneficially owned by Mr. Xue. As such, Mr. Xue is deemed to be interested in all the Shares/underlying Shares held by Ace Source. Mr. Xue's interests in the Shares and underlying Shares of the Company are disclosed in the paragraph headed "Directors' and Chief Executives' Interests or Short Positions in the Shares, Underlying Shares or Debentures of the Company or any Associated Corporations" in this report. Mr. Xue is a director of Ace Source.
- (4) Ace Source以實益擁有人身分於51,496,340股股份／相關股份中擁有權益，並根據證券及期貨條例第317(1)(a)及318條被視作擁有208,634,533股股份／相關股份權益。於該等260,130,873股股份／相關股份中，184,204,969股為相關股份。Ace Source由薛先生全資實益擁有。因此，薛先生被視作於Ace Source所持全部股份／相關股份中擁有權益。薛先生於本公司股份及相關股份的權益於本報告「董事及主要行政人員於本公司或任何相聯法團的股份、相關股份或債券的權益或淡倉」一段披露。薛先生為Ace Source的董事。
- (5) Wealthy Hope was interested in 9,086,831 Shares/underlying Shares in the capacity as the beneficial owner and was deemed to be interested in 251,044,042 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 260,130,873 Shares/underlying Shares, 184,204,969 of which were underlying Shares.
- (5) Wealthy Hope以實益擁有人身分於9,086,831股股份／相關股份中擁有權益，並根據證券及期貨條例第317(1)(a)及318條被視作擁有251,044,042股股份／相關股份權益。於該等260,130,873股股份／相關股份中，184,204,969股為相關股份。
- (6) Wealthy Hope is wholly and beneficially owned by Mr. Chen. As such, Mr. Chen is deemed to be interested in all the Shares/underlying Shares held by Wealthy Hope pursuant to Part XV of the SFO.
- (6) Wealthy Hope由陳先生全資實益擁有。因此，根據證券及期貨條例第XV部，陳先生被視作於Wealthy Hope所持全部股份／相關股份中擁有權益。
- (7) Well Peace was interested in 9,086,831 Shares/underlying Shares in the capacity as the beneficial owner and was deemed to be interested in 251,044,042 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 260,130,873 Shares/underlying Shares, 184,204,969 of which were underlying Shares.
- (7) Well Peace以實益擁有人身分於9,086,831股股份／相關股份中擁有權益，並根據證券及期貨條例第317(1)(a)及318條被視作擁有251,044,042股股份／相關股份權益。於該等260,130,873股股份／相關股份中，184,204,969股為相關股份。
- (8) Well Peace is wholly and beneficially owned by Mr. Lian. As such, Mr. Lian is deemed to be interested in all the Shares/underlying Shares held by Well Peace pursuant to Part XV of the SFO.
- (8) Well Peace由連先生全資實益擁有。因此，根據證券及期貨條例第XV部，連先生被視作於Well Peace所持全部股份／相關股份中擁有權益。
- (9) IDG-Accel was interested in 128,212,804 Shares/underlying Shares as the beneficial owner and was deemed to be interested in 131,918,069 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 260,130,873 Shares/underlying Shares, 184,204,969 of which were underlying Shares.
- (9) IDG-Accel以實益擁有人身分於128,212,804股股份／相關股份中擁有權益，並根據證券及期貨條例第317(1)(a)及318條被視作擁有131,918,069股股份／相關股份權益。於該等260,130,873股股份／相關股份中，184,204,969股為相關股份。
- (10) IDG-Accel Investors was interested in 10,485,913 Shares/underlying Shares as the beneficial owner and was deemed to be interested in 249,644,960 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 260,130,873 Shares/underlying Shares, 184,204,969 of which were underlying Shares.
- (10) IDG-Accel Investors以實益擁有人身分於10,485,913股股份／相關股份中擁有權益，並根據證券及期貨條例第317(1)(a)及318條被視作擁有249,644,960股股份／相關股份權益。於該等260,130,873股股份／相關股份中，184,204,969股為相關股份。
- (11) IDG-Accel GP II owns the entire equity interest in each of IDG-Accel II Associates and IDG-Accel Investors. IDG-Accel GP II is 50% owned by Mr. Ho and 50% owned by Mr. Zhou. As such, each of Mr. Ho, Mr. Zhou and IDG-Accel GP II was deemed to be interested in all the Shares/underlying Shares held by IDG-Accel II Associates and IDG-Accel Investors.
- (11) IDG-Accel GP II分別擁有IDG-Accel II Associates及IDG-Accel Investors全部股權。IDG-Accel GP II由Ho先生及周先生分別擁有50%權益。因此，Ho先生、周先生及IDG-Accel GP II各自被視作於IDG-Accel II Associates及IDG-Accel Investors所持全部股份／相關股份中擁有權益。
- IDG-Accel is wholly-owned by IDG-Accel II Associates. As such, IDG-Accel II Associates was deemed to be interested in all the Shares/underlying Shares held by IDG-Accel pursuant to Part XV of the SFO.
- IDG-Accel由IDG-Accel II Associates全資擁有。因此，根據證券及期貨條例第XV部，IDG-Accel II Associates被視作於IDG-Accel所持全部股份／相關股份中擁有權益。

Other Information 其他資料

- (12) Based on the corporate substantial shareholder notice filed by Tencent on 7 October 2014, THL is wholly owned by Tencent and as such, Tencent is deemed to be interested in all 260,130,872 Shares/underlying Shares held by its controlled corporation THL pursuant to Part XV of the SFO. THL was interested in 15,412,984 Shares/underlying Shares in the capacity of beneficial owner and 244,717,888 Shares/underlying Shares in other capacities. Among these 260,130,872 Shares/underlying Shares, 184,204,968 of which were underlying Shares.
- (13) Based on the corporate substantial shareholder notice filed by MIH TC Holdings on 9 October 2014, THL is wholly owned by Tencent and Tencent is 33.65% owned by MIH TC Holdings. As such, MIH TC Holdings is deemed to be interested in all the 260,130,872 Shares/underlying Shares held by its controlled corporations THL and Tencent pursuant to Part XV of the SFO.
- (14) Based on the corporate substantial shareholder notice filed by Naspers on 9 October 2014, THL is wholly owned by Tencent, Tencent is 33.65% owned by MIH TC Holdings, which is in turn 90% owned by MIH Mauritius. MIH Mauritius is wholly owned by MIH Ming He, which is in turn wholly owned by MIH Proprietary. MIH Proprietary is wholly owned by Naspers. Based on the above relationship, each of MIH Mauritius, MIH Ming He, MIH Proprietary and Naspers is deemed to be interested in all the 260,130,872 Shares/underlying Shares held by their controlled corporations pursuant to Part XV of the SFO.
- (15) The total number of the 1,596,332,413 Shares in issue as at 30 September 2014 have been used for the calculation of the approximate percentage.
- (12) 根據騰訊於二零一四年十月七日提呈的公司主要股東通知，THL由騰訊全資擁有，因此，根據證券及期貨條例第XV部，騰訊被視作透過其受控法團THL於全部260,130,872股股份／相關股份中擁有權益。THL以實益擁有人身分於15,412,984股股份／相關股份中擁有權益，並以其身分於244,717,888股股份／相關股份中擁有權益。於該等260,130,872股股份／相關股份中，184,204,968股為相關股份。
- (13) 根據MIH TC Holdings於二零一四年十月九日提呈的公司主要股東通知，THL由騰訊全資擁有，而騰訊由MIH TC Holdings擁有33.65%權益。因此，根據證券及期貨條例第XV部，MIH TC Holdings被視作透過其受控法團THL及騰訊於全部260,130,872股股份／相關股份中擁有權益。
- (14) 根據Naspers於二零一四年十月九日提呈的公司主要股東通知，THL由騰訊全資擁有，騰訊由MIH TC Holdings擁有33.65%權益，而MIH TC Holdings由MIH Mauritius擁有90%權益。MIH Mauritius由MIH Ming He全資擁有，MIH Ming He由MIH Proprietary全資擁有。MIH Proprietary由Naspers全資擁有。基於上述關係，根據證券及期貨條例第XV部，MIH Mauritius、MIH Ming He、MIH Proprietary及Naspers各自被視作透過其受控法團於全部260,130,872股股份／相關股份中擁有權益。
- (15) 概約百分比按於二零一四年九月三十日的已發行股份總數1,596,332,413股計算。

Save as disclosed above, as at 30 September 2014, so far as is known to the Directors, there is no other person who had, or were deemed to have interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, which were recorded in the register required to be kept by the Company under Section 336 of SFO.

除上文披露者外，據董事所知，於二零一四年九月三十日，概無其他人士於本公司股份或相關股份中，擁有或被當作或視作擁有須根據證券及期貨條例第XV部第2及3分部向本公司及聯交所披露或載入本公司根據證券及期貨條例第336條須存置的登記冊的權益或淡倉。

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

關連交易及持續關連交易

Reference is made to note 16 “Related Party Transactions” of Notes to the Condensed Consolidated Financial Statements and the paragraph headed “Directors’ interest in Contract” in this report. The transactions set out in the paragraph headed “Directors’ interests in Contracts” and the related party transactions of Verde Apparel Limited and Verde Garment Manufacturing Limited for the Period disclosed in note 16 “Related Party Transactions” of Notes to the Condensed Consolidated Financial Statements were also classified as the continuing connected transactions of the Group under the GEM Listing Rules. The transactions between Lujolujo and each of Verde Apparel Limited and Verde Garment Manufacturing Limited still constituted continuing connected transactions of the Group after Mr. Mok Kwan Yat, who is a substantial shareholder of Lujolujo resigned from the position of a director of Lujolujo on 8 August 2014. The subscription of shares of GET Mdream by Prosperous Glory as disclosed in note 16 “Related Party Transactions” of Notes to the Condensed Consolidated Financial Statements also constituted a connected transaction of the Group. Such transactions did not constitute any notifiable transactions under Chapter 19 of the GEM Listing Rules and were fully exempt from the requirements under Chapter 20 of the GEM Listing Rules.

茲提述簡明綜合財務報表附註內附註16「關連方交易」及本報告「董事於合約的權益」一段。根據創業板上市規則，「董事於合約的權益」一段所載交易及簡明綜合財務報表附註內附註16「關連方交易」一節所披露本期間樂活服裝有限公司及樂活製衣有限公司關連方的交易亦分類為本集團持續關連交易。於Lujolujo主要股東莫君逸先生在二零一四年八月八日辭任Lujolujo董事職務後，Lujolujo與樂活服裝有限公司及樂活製衣有限公司的交易仍構成本集團的持續關連交易。簡明綜合財務報表附註內附註16「關聯方交易」所披露駿昇認購聯夢智易股份亦構成本集團的關連交易。有關交易不構成創業板上市規則第19章項下任何須予公佈交易，並獲全面豁免遵守創業板上市規則第20章的規定。

Other Information 其他資料

APPOINTMENT AND RESIGNATION OF DIRECTORS

Mr. Yip Chi Fai Stevens was appointed as an independent non-executive Director with effect from 2 January 2014 and his biographical details were set out in the announcement of the Company dated 2 January 2014.

Ms. Xiao Yiming was appointed as an independent non-executive Director with effect from 17 January 2014 and her biographical details were set out in the announcement of the Company dated 17 January 2014.

Mr. Yu Pak Yan, Peter resigned as an independent non-executive Director with effect from 29 January 2014 in order to devote more time to his business.

Ms. Chan Hoi Ling resigned as an independent non-executive Director with effect from 10 February 2014 in order to devote more time to her business.

Mr. Chi Chi Hung Kenneth retired as an executive Director and Chairman of the Board with effect from 4 June 2014 and did not offer himself for re-election due to his personal commitment which required more of his time.

Mr. Kuang Hao Kun Giovanni was appointed as an executive Director and Chairman of the Board with effect from 9 June 2014 and his biographical details were set out in the announcement of the Company dated 9 June 2014.

CHANGE OF ADDRESS OF HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

The Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited changed its address from 26/F, Tesbury Centre, 28 Queens's Road East, Hong Kong to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014.

CHANGE OF DOMICILE

On 19 December 2013, the change of domicile of the Company from the Cayman Islands to Bermuda by way of deregistration in the Cayman Islands and continuation as an exempted company under the laws of Bermuda ("Change of Domicile") and the adoption of memorandum of continuance and Bye-laws in connection with the Change of Domicile was approved by the shareholders of the Company at the extraordinary general meeting of the Company. The Change of Domicile and the adoption of the memorandum of continuance and Bye-laws of the Company became effective on 9 January 2014 (Bermuda time). The memorandum and articles of association of the Company ceased to be effective upon the Change of Domicile became effective on 9 January 2014 (Bermuda time). The details of the adoption of Company's memorandum of continuance and Bye-laws were disclosed in the Company's circular dated 26 November 2013 and Company's announcements dated 12 November 2013, 19 December 2013 and 10 January 2014. An updated version of the Company's memorandum of continuance and Bye-laws is available on both the websites of the Stock Exchange and the Company.

獨立董事委任及辭任

葉志輝先生已獲委任為獨立非執行董事，自二零一四年一月二日起生效，其履歷詳情載於本公司日期為二零一四年一月二日的公告。

肖一鳴女士已獲委任為獨立非執行董事，自二零一四年一月十七日起生效，其履歷詳情載於本公司日期為二零一四年一月十七日的公告。

余伯仁先生已辭任獨立非執行董事，自二零一四年一月二十九日起生效，以投放更多時間處理本身事務。

陳凱寧女士已辭任獨立非執行董事，自二零一四年二月十日起生效，以投放更多時間處理本身事務。

季志雄先生已退任執行董事及董事會主席，自二零一四年六月四日起生效，且不會重選連任，以投放更多時間處理本身事務。

鄺豪錕先生已獲委任為執行董事兼董事會主席，自二零一四年六月九日起生效，其履歷詳情載於本公司日期為二零一四年六月九日的公告。

更改香港股份過戶登記分處地址

本公司的香港股份過戶登記分處卓佳登捷時有限公司的地址由香港皇后大道東28號金鐘匯中心26樓更改為香港皇后大道東183號合和中心22樓，自二零一四年三月三十一日起生效。

遷冊

於二零一三年十二月十九日，本公司股東於本公司股東特別大會上批准，透過撤銷在開曼群島的註冊及根據百慕達法例以獲豁免公司形式存續，將本公司由開曼群島遷冊至百慕達（「遷冊」），並就遷冊採納存續大綱及公司細則。遷冊以及採納本公司的存續大綱及公司細則於二零一四年一月九日（百慕達時間）生效。遷冊於二零一四年一月九日（百慕達時間）生效後，本公司的組織章程大綱及細則不再有效。有關採納本公司存續大綱及公司細則的詳情於本公司日期為二零一三年十一月二十六日的通函以及本公司日期為二零一三年十一月十二日、二零一三年十二月十九日及二零一四年一月十日的公告披露。本公司存續大綱及公司細則的最新版本可於聯交所及本公司網站查閱。

Other Information 其他資料

CHANGE OF COMPANY NAME

On 15 October 2014, the change of English name of the Company from “M Dream Inworld Limited” to “GET Holdings Limited” and the adoption of “智易控股有限公司” as the new Chinese name of the Company to replace “聯夢活力世界有限公司” for identification purpose only (the “Change of the Company Name”) was approved by the shareholders of the Company at the special general meeting of the Company.

On 21 October 2014, the Change of the Company Name was approved by the Registrar of Companies in Bermuda and became effective. Upon completion of necessary filing procedures with the Companies Registry of Hong Kong and receiving the approval from the Stock Exchange, further announcement(s) will be made by the Company in due course to inform the shareholders of the Company when the name of GET Holdings Limited for trading of the shares of the Company on the Stock Exchange become effective.

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities during the Period.

LITIGATION

On 19 June 2014, the Company announced that Apperience and BlueSprig, Inc. (collectively, the “Defendants”), both being indirect non-wholly owned subsidiaries of the Company, have been named as defendants in a litigation (“Litigation”) filed in the United States District Court for the Northern District of California (“US Court”). The Litigation was pleaded as a class action by an individual as plaintiff (“Plaintiff”) (on his own behalf and on behalf of other purchasers of Advanced SystemCare PRO product (“ASC”)) against the Defendants in respect of ASC, one of the principal products marketed by Apperience to combat malware and improve computer performance.

In the Litigation, the Plaintiff alleged, among other things, that ASC did not deliver the marketing promises as advertised and that the free trial version of ASC induced consumers to purchase the full version of ASC by providing misleading diagnostic scans. The Plaintiff sought damages of US\$5,000,000 as well as relevant legal fees.

The Group has instructed its legal counsel in the United States (“US Legal Counsel”) to defend against the Litigation and to deal with all legal matters in relation thereto. US Legal Counsel filed a motion to dismiss the Plaintiff’s claims in their entirety on 25 July 2014 on the grounds that the Plaintiff’s claims failed to state claims cognizable under US law. The Group understands that to seek damages on behalf of a class of purchasers, the Plaintiff must convince the US Court that class proceedings are appropriate under the circumstances. The US Legal Counsel intends to oppose certification of the Litigation as a class action on the ground that, among other things, individualized issues will predominate over common issues of law or fact.

更改公司名稱

於二零一四年十月十五日，本公司的英文名稱由「M Dream Inworld Limited」更改為「GET Holdings Limited」，並採納「智易控股有限公司」為本公司的新中文名稱，以取代僅供識別用途的「聯夢活力世界有限公司」（「更改公司名稱」），已於本公司股東特別大會獲本公司股東批准。

於二零一四年十月二十一日，更改公司名稱已於百慕達公司註冊處處長批准後生效。於與香港公司註冊處處長辦妥所需存檔手續並接獲聯交所批准後，本公司將於適當時候另行刊發公告，知會本公司股東以智易控股有限公司的名稱買賣本公司股份何時生效。

購買、出售或贖回股份

於本期間內，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。

訴訟

於二零一四年六月十九日，本公司宣佈，本公司兩家間接非全資附屬公司 Apperience 及 BlueSprig, Inc. (統稱「被告」) 於一項向美國加州北區地區法院(「美國法院」)所提呈訴訟(「訴訟」) 列為被告。訴訟為一名獨立人士作為原告(「原告」) (代表其本身及代表 Advanced SystemCare PRO 產品(「ASC」) 其他買家) 就 ASC 向被告所提出集體訴訟。ASC 為 Apperience 營銷的主要產品之一，用作對付惡意軟件及改善電腦表現。

於訴訟中，原告指稱(其中包括) ASC 並無履行其廣告所提及市場承諾，而 ASC 的免費試用版本透過其誤導性的診斷掃描吸引消費者購買 ASC 的完整版本。原告追討損害賠償 5,000,000 美元以及相關法律費用。

本集團指示其美國法律顧問(「美國法律顧問」) 就訴訟作出抗辯，並處理與此有關的一切法律事宜。於二零一四年七月二十五日，美國法律顧問動議駁回原告全部申索，理由為原告的申索無法構成美國法律項下可認知的申索。本集團得悉，代表同一類別買家追討損害賠償時，原告必須令美國法院信服集體訴訟於有關情況下乃屬合適。由於(其中包括) 個人問題將於法律或實際上凌駕公眾問題，美國法律顧問擬反對將訴訟認定為集體訴訟。

Other Information 其他資料

On 31 October 2014 (Pacific Time Zone), the US Court dismissed all of the Plaintiff's claims asserted against Defendants on the ground that the Plaintiff had failed to the claims upon which relief can be granted. The US Court concluded that the Plaintiff had not adequately stated his claims because he failed to alleged the problems on his own computer the software failed to cure or how Defendants' alleged marketing statements were false. The US Court also found that the Plaintiff had failed to provide a notice of breach to the Defendants within a reasonable time after discovering the breach as required by the California Commercial Code. The US Court will permit the Plaintiff to move to amend his complaint on or before 14 November 2014 (Pacific Time Zone).

The Company will make further announcement(s) to inform its shareholders and potential investors of any material development of the Litigation as and when appropriate.

COMPETING INTEREST

None of the Directors or their respective close associates (within the meaning of the GEM Listing Rules) has any business or interest in any business which competes or may compete with the business of the Group and any other conflict of interest which any such person has or may have with the Group during the Period.

CORPORATE GOVERNANCE

The Company is committed to maintaining corporation governance of high standard and quality procedures. The Company has put in place governance practices with emphasis on the integrity to shareholders and quality of disclosure, transparency and accountability to shareholders for the sake of maximizing returns to shareholders.

During the Period, the Company has complied with the code provisions set out in Appendix 15 to the GEM Listing Rules (the "Code Provision"), except for Code Provision A.2.1.

Under the Code Provision A.2.1, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Since the former Chairman of the Company, Mr. Chi Chi Hung Kenneth, retired on 4 June 2014, Mr. Xue Qiushi, the Chief Executive Officer of the Company, has temporarily taken up the role as Chairman of the Company for a transitional period with a view to allow the Company sufficient time to identify a suitable candidate for the position. Subsequently on 9 June 2014, the Company appointed Mr. Kuang Hao Kun Giovanni, as an executive Director and the Chairman of the Company and the Company has duly complied with the Code Provision A.2.1 since 9 June 2014.

於二零一四年十月三十一日(太平洋時區)，美國法院基於原告未有陳述尋求濟助的申索而駁回原告針對被告之一切申索。美國法院斷定原告未有充分說明其中索，原因為其未能指出其電腦無法以軟件解決的問題或被告涉嫌用於營銷的陳述如何虛假。美國法院亦裁定原告未有按照加州商業法(California Commercial Code)於發現違規後一段合理時間內向被告發出違規通知。美國法院將允許原告於二零一四年十一月十四日(太平洋時區)或之前提出修訂申訴。

本公司將於適當時候另行刊發公告，以知會其股東及有意投資者有關訴訟的任何重大進展。

競爭權益

於本期間內，董事或彼等各自的緊密聯繫人士(定義見創業板上市規則)並無於與本集團業務競爭或可能競爭的任何業務或於當中擁有任何權益，亦無任何該等人士已經或可能與本集團出現任何其他利益衝突。

企業管治

本公司致力維持高水準及具質素程序的企業管治。本公司已推行企業管治措施，著重對股東的誠信、資料披露的質素、透明度及問責性，藉以盡量提高股東回報。

於本期間內，除守則條文第A.2.1條外，本公司一直遵守創業板上市規則附錄十五所載企業管治守則條文(「守則條文」)。

根據守則條文第A.2.1條，主席及行政總裁的職責應予區分，且不應由同一人士擔任。由於本公司前主席季志雄先生在二零一四年六月四日退任，故本公司行政總裁薛秋實先生於過渡期內暫時負責本公司主席職務，讓本公司有充裕時間物色合適人選出任有關職位。其後，本公司於二零一四年六月九日委任鄭豪銀先生為執行董事兼本公司主席，故本公司自二零一四年六月九日起已妥為遵守守則條文第A.2.1條。

Other Information 其他資料

AUDIT COMMITTEE

The Company established an Audit Committee with written terms of reference in accordance with Rules 5.28 to 5.33 of the GEM Listing Rules. The Audit Committee members as at the date of this report are Mr. Yip Chi Fai Stevens, Mr. Lam Kit Sun and Ms. Xiao Yiming, who are the independent non-executive Directors. The Audit Committee's principal duties are to review and supervise the financial reporting process and internal control procedures of the Group.

The Group's unaudited consolidated results for the Period and this report have been reviewed and discussed by the Audit Committee before any disclosure and release of information.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company, as at the date of this report, the Company has maintained the prescribed public float under the GEM Listing Rules.

On behalf of the Board, I would like to take this opportunity to express my sincere gratitude to all shareholders of the Company for their support to the Company.

On behalf of the Board

M Dream Inworld Limited
(to be renamed as GET Holdings Limited)

Kuang Hao Kun Giovanni

Chairman

11 November 2014

As at the date of this report, the Board consists of two Executive Directors, namely Mr. Kuang Hao Kun Giovanni and Mr. Xue Qiushi; and three Independent Non-Executive Directors, namely Mr. Lam Kit Sun, Mr. Yip Chi Fai Stevens and Ms. Xiao Yiming.

審核委員會

根據創業板上市規則第5.28至5.33條的規定，本公司已成立審核委員會，並以書面訂明職權範圍。於本報告日期，審核委員會成員包括獨立非執行董事葉志輝先生、林傑新先生及肖一鳴女士。審核委員會的主要工作為檢討與監督本集團的財務申報及內部控制程序。

於披露及刊發本集團本期未經審核綜合業績及本報告前，審核委員會已審閱及討論有關資料。

足夠公眾持股量

根據本公司所取得公開資料及據本公司董事所知，於本報告日期，本公司的公眾持股量維持於創業板上市規則所指定水平。

本人謹藉此機會代表董事會衷心感謝本公司各位股東對本公司的支持。

代表董事會

聯夢活力世界有限公司
(將易名為智易控股有限公司)

主席

鄭豪鋸

二零一四年十一月十一日

於本報告日期，董事會由兩名執行董事鄭豪鋸先生及薛秋實先生；及三名獨立非執行董事林傑新先生、葉志輝先生及肖一鳴女士組成。

