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GET HOLDINGS LIMITED

智易控股有限公司*

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

(Stock code: 8100)

2016 FIRST QUARTERLY RESULTS ANNOUNCEMENT

The board of directors (the “**Board**”) of GET Holdings Limited (the “**Company**”) is pleased to announce the unaudited results of the Company and its subsidiaries for the three months ended 31 March 2016. This announcement, containing the full text of the 2016 first quarterly report of the Company, complies with the relevant requirements of The Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on The Growth Enterprises Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to information to accompany preliminary announcements of quarterly results. Printed version of the Company’s 2016 first quarterly report will be delivered to the shareholders of the Company and available for viewing on the websites of the Stock Exchange at www.hkexnews.hk and of the Company at www.geth.com.hk on or before 13 May 2016.

On behalf of the Board
GET Holdings Limited
Kuang Hao Kun Giovanni
Chairman

Hong Kong, 11 May 2016

As at the date of this announcement, the Board consists of two executive Directors, namely Mr. Kuang Hao Kun Giovanni and Mr. Xue Qiushi, and three independent non-executive Directors, namely Professor Lee T.S., Ms. Xiao Yiming and Professor Chui Tsan Kit.

* For identification purposes only

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its publication and on the website of the Company at www.geth.com.hk.

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

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (the “Directors”) of 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 the GEM of The Stock Exchange of Hong Kong Limited (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香港聯合交易所有限公司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 (as defined below) was approximately HK\$75,732,000 for the three months ended 31 March 2016 ("Period") representing a decrease of approximately 23.5% as compared to the turnover for the corresponding period in 2015 of approximately HK\$98,938,000.
- The Group recorded a net loss of approximately HK\$69,361,000 for the Period (2015: net profit of HK\$36,430,000).
- The Group recorded a loss attributable to owners of the Company of approximately HK\$75,769,000 for the Period compared to the profit attributable to owners of the Company of approximately HK\$23,849,000 for the same period in last year. The loss for the Period was mainly attributable to (i) net fair value loss on financial assets at fair value through profit or loss of approximately HK\$73,228,000 (2015: gain of approximately HK\$34,018,000); **It is a non-cash accounting treatment which did not affect working capital sufficiency of the Group during the Period.** (ii) loss on disposal of available-for-sale financial assets of approximately HK\$7,795,000 (2015: loss of HK\$13,018,000); (iii) the interest on loan notes issued by the Company incurred during the Period of approximately HK\$4,838,000 (2015: HK\$Nil); and (iv) decrease in segment profit of Software Business (as defined below) from approximately HK\$29,982,000 for the three months ended 31 March 2015 to approximately HK\$20,501,000 for the Period.
- Loss per share for loss attributable to owners of the Company for the Period was HK6.14 cents.
- The Board (as defined below) does not recommend the payment of any dividend for the Period.
- 本集團(定義見下文)截至二零一六年三月三十一日止三個月(「本期間」)的營業額約為75,732,000港元,較二零一五年同期的營業額約98,938,000港元減少約23.5%。
- 本集團於本期間錄得虧損淨額約69,361,000港元(二零一五年:純利36,430,000港元)。
- 於本期間內,本集團錄得本公司擁有人應佔虧損約75,769,000港元,而去年同期則錄得本公司擁有人應佔溢利約23,849,000港元。於本期間錄得虧損主要由於(i)透過損益以公平價值列賬的金融資產的公平價值虧損淨額約73,228,000港元(二零一五年:收益約34,018,000港元),有關公平價值虧損為非現金會計處理,並不影響本集團本期間的營運資金充足性;(ii)出售可供出售金融資產的虧損約7,795,000港元(二零一五年:虧損13,018,000港元);(iii)本期間本公司發行貸款票據所產生利息約4,838,000港元(二零一五年:零港元);及(iv)軟件業務(定義見下文)的分部溢利由截至二零一五年三月三十一日止三個月約29,982,000港元減至本期間約20,501,000港元。
- 於本期間內,本公司擁有人應佔虧損的每股虧損為6.14港仙。
- 董事會(定義見下文)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 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 ended 31 March 2016, together with the comparative unaudited figures for the corresponding period in 2015, as follows:

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」)截至二零一六年三月三十一日止三個月的未經審核簡明綜合業績，連同二零一五年同期的未經審核比較數字如下：

For the three months ended 31 March 2016
(Expressed in Hong Kong dollars)

截至二零一六年三月三十一日止三個月
(以港元列示)

		Three months ended 31 March		
		截至三月三十一日止三個月		
		2016	2015	
		二零一六年	二零一五年	
		HK\$'000	HK\$'000	
		千港元	千港元	
	Note 附註			
Turnover	營業額	4	75,732	98,938
Cost of sales and services rendered	銷售成本及所提供服務		(32,424)	(48,940)
Gross profit	毛利		43,308	49,998
Other revenue and other gains and losses	其他收入以及其他收益及虧損	5	(78,833)	24,528
Selling and administrative expenses	銷售及行政開支		(19,477)	(27,152)
(Loss)/profit from operations	經營(虧損)/溢利		(55,002)	47,374
Finance costs	融資成本	6(a)	(5,675)	(1)
Share of (loss)/profit of an associate	應佔一間聯營公司(虧損)/溢利		(4,199)	30
(Loss)/profit before taxation	除稅前(虧損)/溢利	6	(64,876)	47,403
Income tax expense	所得稅開支	7	(4,485)	(10,973)
(Loss)/profit for the period	本期間(虧損)/溢利		(69,361)	36,430
(Loss)/profit attributable to:	以下人士應佔(虧損)/溢利：			
Owners of the Company	本公司擁有人		(75,769)	23,849
Non-controlling interests	非控股權益		6,408	12,581
			(69,361)	36,430
(Loss)/earnings per share	每股(虧損)/盈利	8		
Basic	基本		(HK6.14) cents 港仙	HK12.20 cents 港仙
Diluted	攤薄		N/A 不適用	HK11.23 cents 港仙

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 ended 31 March 2016
(Expressed in Hong Kong dollars)

截至二零一六年三月三十一日止三個月
(以港元列示)

		Three months ended 31 March 截至三月三十一日止三個月	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
(Loss)/profit for the period	本期間(虧損)/溢利	(69,361)	36,430
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	-	29
Fair value (loss)/gain on available-for-sale financial assets	可供出售金融資產的公平價值(虧損)/收益	(3,688)	39,917
Reclassification adjustment to profit or loss on disposal of available-for-sale financial assets	出售可供出售金融資產的溢利或虧損重新分類調整	(980)	-
		(4,668)	39,946
Other comprehensive income for the period, net of tax	本期間其他全面收益，扣除稅項	(4,668)	39,946
Total comprehensive income for the period	本期間全面收益總額	(74,029)	76,376
Attributable to:	以下人士應佔：		
Owners of the Company	本公司擁有人	(80,437)	63,803
Non-controlling interests	非控股權益	6,408	12,573
		(74,029)	76,376

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY – UNAUDITED

簡明綜合權益變動表 – 未經審核

For the three months ended 31 March 2016
(Expressed in Hong Kong dollars)

截至二零一六年三月三十一日止三個月
(以港元列示)

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Share premium	Contributed surplus	Share option reserve	Convertible note equity reserve	Exchange reserve	Investment revaluation reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價	實繳盈餘	購股權儲備	可換股票據權益儲備	匯兌儲備	投資重估儲備	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
		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 2015	於二零一五年一月一日	19,541	96,846	964,690	-	-	(83)	5,511	(360,153)	726,352	41,524	767,876
Profit for the period	本期間溢利	-	-	-	-	-	-	-	23,849	23,849	12,581	36,430
Other comprehensive income for the period	本期間其他全面收益	-	-	-	-	-	37	39,917	-	39,954	(8)	39,946
Total comprehensive income for the period	本期間全面收益總額	-	-	-	-	-	37	39,917	23,849	63,803	12,573	76,376
Arising from acquisition of a subsidiary	收購一間附屬公司所產生	-	-	-	-	-	-	-	-	-	279	279
Share consolidation and capital reduction on 24 March 2015	於二零一五年三月二十四日的股份合併及股本削減	(17,587)	-	17,587	-	-	-	-	-	-	-	-
Changes in equity for the period	本期間權益變動	(17,587)	-	17,587	-	-	-	-	-	-	279	279
At 31 March 2015	於二零一五年三月三十一日	1,954	96,846	982,277	-	-	(46)	45,428	(336,304)	790,155	54,376	844,531
At 1 January 2016	於二零一六年一月一日	12,346	420,124	982,277	2,839	25,555	(45)	13,293	(440,436)	1,015,953	37,868	1,053,821
Loss for the Period	本期間虧損	-	-	-	-	-	-	-	(75,769)	(75,769)	6,408	(69,361)
Other comprehensive income for the Period	本期間其他全面收益	-	-	-	-	-	-	(4,668)	-	(4,668)	-	(4,668)
Total comprehensive income for the Period	本期間全面收益總額	-	-	-	-	-	-	(4,668)	(75,769)	(80,437)	6,408	(74,029)
Dividends paid to non-controlling interests	已派付非控股權益的股息	-	-	-	-	-	-	-	-	-	(6,621)	(6,621)
Changes in equity for the Period	本期間權益變動	-	-	-	-	-	-	-	-	-	(6,621)	(6,621)
At 31 March 2016	於二零一六年三月三十一日	12,346	420,124	982,277	2,839	25,555	(45)	8,625	(516,205)	935,516	37,655	973,171

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the three months ended 31 March 2016
(Expressed in Hong Kong dollars)

截至二零一六年三月三十一日止三個月
(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 address of its registered office of the Company is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The principal place of business in Hong Kong is located at Room 1703, 17/F, Harcourt House, 39 Gloucester Road, Wanchai, 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, (ii) the provision of website development, e-learning products and services, (iii) securities investment, (iv) money lending, (v) provision of insurance and mandatory provident fund (“MPF”) schemes brokerage services and (vi) provision of corporate management solutions and Information Technology (“I.T.”) contract services during the Period.

This unaudited condensed consolidated first quarterly 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 (Cap. 622) and the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (“GEM Listing Rules”).

The Group’s 2016 first quarterly unaudited financial statements have been prepared under the historical cost convention, except for certain 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 2015 except for 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。本公司註冊辦事處地址為 Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。香港主要營業地點為香港灣仔告士打道 39 號夏慤大廈 17 樓 1703 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；(ii)提供網站開發、電子學習產品及服務；(iii)證券投資；(iv)借貸；(v)提供保險及強制性公積金（「強積金」）計劃經紀服務；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。

除非另有說明，否則此未經審核簡明綜合第一季度財務資料以千港元（「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（第 622 章）及聯交所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金融資產及負債外，本集團二零一六年第一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二零一五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

For the three months ended 31 March 2016
(Expressed in Hong Kong dollars)

截至二零一六年三月三十一日止三個月
(以港元列示)

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

During the 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 2016. 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 new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning 1 January 2016. The directors anticipate that the new and revised HKFRSs will be adopted in the Group's condensed consolidated financial statements when they become effective. The Group is in the process of assessing, where applicable, the potential effect of all new and revised HKFRSs that will be effective in future periods but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

4. TURNOVER

Turnover represents the sales value of goods and services supplied to customers. 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，且於二零一六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。

本集團並未提早應用已頒佈但於二零一六年一月一日開始的財政年度尚未生效的新訂及經修訂香港財務報告準則。董事預期將於新訂及經修訂香港財務報告準則生效時於本集團的簡明綜合財務報表中採納有關準則。本集團正評估（如適用）將於未來期間生效的所有新訂及經修訂香港財務報告準則的潛在影響，惟未能指出此等新訂及經修訂香港財務報告準則則會否對其經營業績及財務狀況構成重大影響。

4. 營業額

營業額指向客戶供應貨品及服務的銷售價值。本集團各期間的營業額分析如下：

		Three months ended 31 March 截至三月三十一日止三個月	
		2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核)
Sales 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	34,711	41,723
Loan interest income	貸款利息收入	1,734	414
Provision of insurance and mandatory provident fund schemes brokerage services	提供保險及強制性公積金計劃經紀服務	19,112	40,421
Revenue and commission income from online shopping business	網上購物業務的收入及佣金收入	-	1,096
Provision of corporate management solutions and I.T. contract services	提供企業管理解決方案及資訊科技合約服務	20,175	15,284
		75,732	98,938

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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 31 March 截至三月三十一日止三個月	
		2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核)
		Note 附註	
Other revenue	其他收入		
Bank interest income	銀行利息收入	3	2
I.T. maintenance services income	資訊科技維護服務收入	-	2,328
Rental income	租賃收入	25	-
Dividend income	股息收入	-	11
Others	其他	543	315
		571	2,656
Other gains and losses, net	其他收益及虧損淨額		
Loss on disposal of available-for-sale financial assets	出售可供出售金融資產的虧損	(7,795)	(13,018)
Loss on disposal of financial assets at fair value through profit or loss	出售透過損益以公平價值列賬的金融資產的虧損	(434)	-
Fair value gain on investment property	投資物業公平價值收益	2,052	-
Fair value (loss)/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(虧損)/收益	(73,228)	34,018
Fair value gain on performance shares	表現股份公平價值收益	-	826
Foreign exchange losses	匯兌虧損	(4)	(41)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備的收益	5	-
Net sundry income	雜項收入淨額	-	87
		(79,404)	21,872
Other revenue and other gains and losses	其他收入以及其他收益及虧損	(78,833)	24,528

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6. (LOSS)/PROFIT BEFORE TAXATION

(Loss)/profit before taxation has been arrived at after (crediting)/charging:

6. 除稅前(虧損)/溢利

除稅前(虧損)/溢利已(計入)/扣除：

		Three months ended 31 March 截至三月三十一日止三個月	
		2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核)
(a) Finance costs:	(a) 融資成本：		
Interest on loan notes	貸款票據的利息	4,838	-
Effective interest on convertible notes	可換股票據的實際利息	816	-
Interest on other loans	其他貸款的利息	21	1
		5,675	1
(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	7,624	7,789
Retirement scheme contributions	退休計劃供款	304	302
		7,928	8,091
(c) Other items:	(c) 其他項目：		
Amortisation of intangible assets	無形資產攤銷	4,504	3,977
Auditor's remuneration	核數師酬金	162	188
Depreciation	折舊	314	311
Commission clawback provision	佣金回補撥備	-	2,200
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	888	1,131
Loss on disposal of available-for-sale financial assets [#]	出售可供出售金融資產的虧損 [#]	7,795	13,018
Fair value gain on performance shares [#]	表現股份公平價值收益 [#]	-	(826)
Loss on disposal of financial assets at fair value through profit or loss [#]	出售透過損益以公平價值列賬的金融資產的虧損 [#]	434	-
Legal and professional fees	法律及專業費用	503	2,801
Reversal of commission clawback provision	撥回佣金回補撥備	(319)	-

[#] included in other gains and losses

[#] 計入其他收益及虧損

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7. INCOME TAX EXPENSE

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

7. 所得稅開支

未經審核簡明綜合損益表的所得稅指：

		Three months ended 31 March 截至三月三十一日止三個月	
		2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 二零一五年 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)	4,698	5,618
— Withholding tax for the Period (Note 2)	— 本期間預扣稅(附註2)	43	26
Deferred tax (Note 3)	遞延稅項(附註3)	(256)	5,329
		4,485	10,973

Note 1: Provision for the Hong Kong Profits Tax is calculated at 16.5% (2015: 16.5%) of the estimated assessable profits 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16.5%（二零一五年：16.5%）稅率計算。

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.

附註2：向位於日本的客戶進行外界銷售所涉及日本預扣稅乃按照日本現行適用的稅率計算。

Note 3: Deferred tax is arising from the tax effect on the temporary difference on intangible assets of the Group for the Period.

附註3：遞延稅項源自本期間本集團無形資產的暫時性差額的稅務影響。

The Group's share of an associate's loss (2015: profit) for the Period includes share of associate's taxation of approximately HK\$13,000 (2015: HK\$6,000).

本集團於本期間應佔一間聯營公司虧損（二零一五年：溢利）包括應佔聯營公司稅項約13,000港元（二零一五年：6,000港元）。

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8. (LOSS)/EARNINGS PER SHARE

(a) Basic (loss)/earnings per share

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

8. 每股(虧損)/盈利

(a) 每股基本(虧損)/盈利

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

		Three months ended 31 March 截至三月三十一日止三個月	
		2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核)
(Loss)/earnings	(虧損)/盈利		
(Loss)/profit attributable to owners of the Company and (loss)/profit for the purpose of calculating basic (loss)/earnings per share	本公司擁有人應佔(虧損)/溢利及用作計算每股基本(虧損)/盈利的(虧損)/溢利	(75,769)	23,849
		'000 千股	'000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of calculating basic (loss)/earnings per share	用作計算每股基本(虧損)/盈利的普通股加權平均股數	1,234,579	195,412
Basic (loss)/earnings per share (HK cents)	每股基本(虧損)/盈利(港仙)	(6.14)	12.20

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

(b) Diluted (loss)/earnings per share

No adjustment has been made to the basic loss per share presented for the Period in respect of a dilution as the share options had no dilutive effect and convertible notes outstanding as at 31 March 2016 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 for the period ended 31 March 2015.

8. 每股(虧損)/盈利(續)

(b) 每股攤薄(虧損)/盈利

由於二零一六年三月三十一日尚未行使的購股權沒有攤薄效應及可換股票據具反攤薄效應，故概無就本期間所呈列每股基本虧損作出任何調整。

每股攤薄盈利乃根據截至二零一五年三月三十一日止期間的本公司擁有人應佔溢利及已發行普通股加權平均股數計算。

		Three months ended 31 March 截至三月三十一日止三個月	
		2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核)
Earnings	盈利		
Profit attributable to owners of the Company and profit for the purpose of calculating diluted earnings per share	本公司擁有人應佔溢利及用作計算每股攤薄盈利的溢利	N/A 不適用	23,849
		'000 千股	'000 千股
Number of shares	股份數目		
Weighted average 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股數	N/A 不適用	195,412
Effect of dilutive potential ordinary shares Performance shares	潛在攤薄普通股的影響 表現股份	N/A 不適用	16,881
Weighted average 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股數	N/A 不適用	212,293
Diluted earnings per share (HK cents)	每股攤薄盈利(港仙)	N/A 不適用	11.23

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9. SEGMENT REPORTING

The Group manages its businesses by divisions, which are organised by a mixture of both business lines and geographical locations. 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 five (2015: five) reportable segments during the Period:

- Research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisement ("Software Business")
- Securities investment ("Securities Investment Business")
- Money lending ("Money Lending Business")
- Provision of insurance and MPF schemes brokerage services ("Insurance and MPF Schemes Brokerage Business")
- Provision of corporate management solutions and I.T. contract services ("Corporate Management Solutions and I.T. Contract Services Business")

The Group's other operating segments, include (i) website development, e-learning products and services ("E-learning Business"); and (ii) provision of online shopping business ("Online Shopping Business"), which do not meet any of the quantitative thresholds for determining as reportable segments. The Group did not record any transactions regarding the E-learning Business and the Online Shopping Business during the Period. The information of these other operating segments is included in the "Others" column.

9. 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。於本期間，本集團呈列以下五個(二零一五年：五個)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、防毒軟件及流動電話應用程式以及工具欄廣告(「軟件業務」)
- 證券投資(「證券投資業務」)
- 借貸(「借貸業務」)
- 提供保險及強積金計劃經紀服務(「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(「企業管理解決方案及資訊科技合約服務業務」)

本集團其他營運分部包括(i)網站開發、電子學習產品及服務(「電子學習業務」)；及(ii)提供網上購物業務(「網上購物業務」)，於釐定報告分部時有關業務並無達到任何量化最低要求。本集團於本期間並無錄得任何有關電子學習業務及網上購物業務的交易。此等其他營運分部的資料計入「其他」一欄。

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9. SEGMENT REPORTING (continued)

(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. Inter-segment revenue is priced with reference to prices charged to external customers for similar orders.

9. 分部報告(續)

(a) 分部業績

為監管分部表現及分配分部之間的資源：

- 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。分部間收入乃參考就類似訂單向外界客戶收取的價格定價。

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9. SEGMENT REPORTING (continued)

9. 分部報告 (續)

(a) Segment results (continued)

(a) 分部業績 (續)

Information regarding the Group's reportable segments for the period ended 31 March 2016 is set out below.

有關本集團截至二零一六年三月三十一日止期間的報告分部資料載列如下。

		Three months ended 31 March 2016 截至二零一六年三月三十一日止三個月						
		Software Business	Securities Investment Business	Money Lending Business	Insurance and MPF Schemes Brokerage Business	Corporate Management Solutions and I.T. Contract Service Business	Others	Consolidated
		軟件業務 HK\$'000 千港元 (Unaudited) (未經審核)	證券投資業務 HK\$'000 千港元 (Unaudited) (未經審核)	借貸業務 HK\$'000 千港元 (Unaudited) (未經審核)	保險及強積金計劃經紀業務 HK\$'000 千港元 (Unaudited) (未經審核)	企業管理解決方案及資訊科技合約服務業務 HK\$'000 千港元 (Unaudited) (未經審核)	其他 HK\$'000 千港元 (Unaudited) (未經審核)	綜合 HK\$'000 千港元 (Unaudited) (未經審核)
Turnover	營業額							
Revenue from external customers	外界客戶收入	34,711	-	1,734	19,112	20,175	-	75,732
Inter-segment revenue	分部間收入	-	-	-	-	54	-	54
Reportable segment revenue	報告分部收入	34,711	-	1,734	19,112	20,229	-	75,786
Reconciliation:	對賬:							
Elimination of inter-segment revenue	對銷分部間收入							(54)
Revenue	收入							75,732
Results	業績							
Segment results	分部業績	20,501	(82,041)	1,464	732	5,308	-	(54,036)
Reconciliation:	對賬:							
Interest income	利息收入							3
Unallocated income	未分配收入							25
Rental income	租賃收入							2,052
Fair value gain on investment property	投資物業公平價值收益							2,052
Unallocated expenses – Corporate expenses	未分配開支 – 企業開支							(3,046)
Loss from operations	經營虧損							(55,002)
Finance costs	融資成本							(5,675)
Share of loss of an associate	應佔一間聯營公司虧損							(4,199)
Loss before taxation	除稅前虧損							(64,876)
Income tax expense	所得稅開支							(4,485)
Loss for the Period	本期間虧損							(69,361)
Other segment information:	其他分部資料:							
Amortisation of intangible assets	無形資產攤銷	(4,110)	-	-	-	(394)	-	(4,504)
Depreciation	折舊	-	(15)	(4)	(84)	(131)	(80)	(314)
Loss on disposal of available-for-sale financial assets	出售可供出售金融資產的虧損	-	(7,795)	-	-	-	-	(7,795)
Loss on disposal of financial assets at fair value through profit or loss	出售透過損益以公平價值列賬的金融資產的虧損	-	(434)	-	-	-	-	(434)
Fair value loss 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虧損	-	(73,228)	-	-	-	-	(73,228)
Legal and professional fees	法律及專業費用	-	-	(7)	(33)	(14)	(449)	(503)

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9. SEGMENT REPORTING (continued)

9. 分部報告 (續)

(a) Segment results (continued)

(a) 分部業績 (續)

Information regarding the Group's reportable segments for the period ended 31 March 2015 is set out below.

有關本集團截至二零一五年三月三十一日止期間的報告分部資料載列如下。

		Three months ended 31 March 2015 截至二零一五年三月三十一日止三個月						
		Software Business	Securities Investment Business	Money Lending Business	Insurance and MPF Schemes Brokerage Business	Corporate Management Solutions and I.T. Contract Service Business	Others	Consolidated
		軟件業務 HK\$'000 千港元 (Unaudited) (未經審核)	證券投資業務 HK\$'000 千港元 (Unaudited) (未經審核)	借貸業務 HK\$'000 千港元 (Unaudited) (未經審核)	保險及強積金計劃 經紀業務 HK\$'000 千港元 (Unaudited) (未經審核)	企業管理 解決方案及 資訊科技 合約服務業務 HK\$'000 千港元 (Unaudited) (未經審核)	其他 HK\$'000 千港元 (Unaudited) (未經審核)	綜合 HK\$'000 千港元 (Unaudited) (未經審核)
Turnover	營業額							
Revenue from external customers	外界客戶收入	41,723	-	414	40,421	15,284	1,096	98,938
Inter-segment revenue	分部間收入	-	-	-	-	56	-	56
Reportable segment revenue	報告分部收入	41,723	-	414	40,421	15,340	1,096	98,994
Reconciliation:	對賬:							
Elimination of inter-segment revenue	對銷分部間收入							(56)
Revenue	收入							98,938
Results	業績							
Segment results	分部業績	29,982	20,963	403	1,355	622	(1,673)	51,652
Reconciliation:	對賬:							
Interest income	利息收入							2
Unallocated income	未分配收入							
- Fair value gain on performance shares	- 表現股份公平價值收益							826
Unallocated expenses	未分配開支							
- Corporate expenses	- 企業開支							(5,106)
Profit from operations	經營溢利							47,374
Finance costs	融資成本							(1)
Share of profits of an associate	應佔一間聯營公司溢利							30
Profit before taxation	除稅前溢利							47,403
Income tax expense	所得稅開支							(10,973)
Profit for the period	本期間溢利							36,430
Other segment information:	其他分部資料:							
Amortisation of intangible assets	無形資產攤銷	(3,583)	-	-	-	(394)	-	(3,977)
Depreciation	折舊	-	(15)	(1)	(80)	(123)	(92)	(311)
Loss on disposal of available-for-sale financial assets	出售可供出售金融資產的虧損	-	(13,018)	-	-	-	-	(13,018)
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	-	34,018	-	-	-	-	34,018
Legal and professional fees	法律及專業費用	(133)	-	(4)	(18)	(12)	(2,634)	(2,801)

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9. 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.

9. 分部報告(續)

(b) 地區資料

下表載列有關本集團外界客戶收入的地區資料。客戶的地理位置是根據提供服務或交付貨品的位置釐定。

		Three months ended 31 March 截至三月三十一日止三個月	
		2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue from external customers	外界客戶收入		
Hong Kong	香港	32,515	57,498
United States of America	美國	13,579	19,159
Russia	俄羅斯	9,482	978
Germany	德國	3,431	2,044
United Kingdom	英國	2,480	3,472
Japan	日本	1,797	1,238
Australia	澳洲	1,225	1,737
Canada	加拿大	1,170	1,637
Others (including Mainland China)	其他(包括中國內地)	10,053	11,175
		75,732	98,938

10. DIVIDENDS

The Board does not recommend the payment of any dividend in respect of the Period (2015: HK\$Nil).

10. 股息

董事會不建議就本期間派付任何股息(二零一五年：零港元)。

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11. FAIR VALUE (LOSS)/GAIN ON FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

11. 透過損益以公平價值列賬的金融資產的公平價值(虧損)/收益

		Three months ended 31 March 截至三月三十一日止三個月	
		2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核)
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		
Balance at 1 January	於一月一日的結餘	323,082	–
Acquisition during the periods	期內收購	71,133	14,673
Fair value (loss)/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(虧損)/收益	(73,228)	34,018
Disposal during the periods	期內出售	(1,153)	–
Balance at 31 March	於三月三十一日的結餘	319,834	48,691

The fair value of listed securities for the periods are based on their closing prices as at 31 March 2016 and 2015 on the Stock Exchange.

期內上市證券的公平價值乃按其於二零一六年及二零一五年三月三十一日在聯交所的收市價計算。

12. FAIR VALUE GAIN ON PERFORMANCE SHARES

12. 表現股份公平價值收益

		Three months ended 31 March 截至三月三十一日止三個月	
		2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核)
Performance shares	表現股份		
Balance at 1 January	於一月一日的結餘	–	14,331
Fair value gain on performance shares	表現股份公平價值收益	–	(826)
Balance at 31 March	於三月三十一日的結餘	–	13,505

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13. SHARE CAPITAL

13. 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
Authorised:	法定：			
At 1 January 2016 (Audited)	於二零一六年一月一日 (經審核)	0.01	80,000,000	800,000
At 31 March 2016 (Unaudited)	於二零一六年三月三十一日 (未經審核)	0.01	80,000,000	800,000
Issued and fully paid:	已發行及繳足：			
At 1 January 2016 (Audited)	於二零一六年一月一日 (經審核)	0.01	1,234,579	12,346
At 31 March 2016 (Unaudited)	於二零一六年三月三十一日 (未經審核)	0.01	1,234,579	12,346

14. 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. 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。

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15. CAPITAL COMMITMENTS

Capital commitments at the end of the reporting periods are as follows:

Contracted but not provided for:
— development cost for intangible assets

已訂約但未撥備：
— 無形資產的開發成本

31 March 2016 二零一六年 三月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2015 二零一五年 三月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)
13,293	10,864

16. EVENT AFTER THE REPORTING PERIOD

Capital reorganisation and change in board lot size

On 29 February 2016, the Board proposed to implement the capital reorganisation which involves the following:

- (i) every five issued and unissued existing shares of HK\$0.01 each of the Company will be consolidated into one consolidated share of HK\$0.05 each of the Company ("2016 Consolidated Shares") ("2016 Share Consolidation") and where applicable, the total number of the 2016 Consolidated Shares in the issued share capital of the Company immediately following the 2016 Share Consolidation will be rounded down to a whole number by cancelling any fraction in the issued share capital of the Company which arises from the 2016 Share Consolidation;
- (ii) the issued share capital of the Company will be reduced through a cancellation of the paid-up capital of the Company to the extent of HK\$0.04 on each of the issued 2016 Consolidated Shares such that the nominal value of each issued 2016 Consolidated Share will be reduced from HK\$0.05 to HK\$0.01 ("2016 Capital Reduction");
- (iii) immediately following the 2016 Capital Reduction, each of the authorised but unissued 2016 Consolidated Shares of HK\$0.05 each will be sub-divided into five new shares of HK\$0.01 each;

15. 資本承擔

於報告期末資本承擔如下：

16. 報告期後事項

股本重組及更改每手買賣單位

於二零一六年二月二十九日，董事會建議進行股本重組，當中涉及以下各項：

- (i) 本公司每五股每股面值0.01港元的已發行及未發行現有股份將合併為一股面值0.05港元的合併股份（「二零一六年合併股份」）（「二零一六年股份合併」），而（如適用）於緊隨二零一六年股份合併後本公司已發行股本中的二零一六年合併股份總數將透過註銷因二零一六年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；
- (ii) 註銷本公司每股已發行二零一六年合併股份的實繳資本0.04港元，藉以削減本公司的已發行股本，令每股已發行二零一六年合併股份的面值由0.05港元減至0.01港元（「二零一六年股本削減」）；
- (iii) 緊隨二零一六年股本削減後，將面值為0.05港元的法定但未發行二零一六年合併股份每股拆細為五股每股面值0.01港元的新股份；

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16. EVENT AFTER THE REPORTING PERIOD (continued)

Capital reorganisation and change in board lot size (continued)

- (iv) the credit arising in the books of the Company from the cancellation of any fraction in the issued share capital of the Company which arises from the 2016 Share Consolidation and the 2016 Capital Reduction of approximately HK\$9,876,633 will be credited to the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda; and
- (v) upon the capital reorganisation becoming effective, the board lot size for trading of the new shares will be changed from 5,000 to 6,000.

The capital reorganisation is subject to, among other things, approval of the shareholders of the Company ("Shareholder") as a special resolution. Details of the capital reorganisation and change of board lot size are disclosed in the Company's announcement dated 29 February 2016 and the Company's circular dated 20 April 2016.

16. 報告期後事項(續)

股本重組及更改每手買賣單位(續)

- (iv) 因註銷本公司已發行股本中因二零一六年股份合併而產生的任何零碎股份；及二零一六年股本削減而在本公司賬目上出現的進賬約9,876,633港元將撥入本公司的實繳盈餘賬(定義見一九八一年百慕達公司法)；及
- (v) 於股本重組生效後，將買賣新股份的每手買賣單位由5,000股更改為6,000股。

股本重組須待(其中包括)本公司股東(「股東」)以特別決議案批准後，方可作實。股本重組及更改每手買賣單位的詳情於本公司日期為二零一六年二月二十九日的公告及本公司日期為二零一六年四月二十日的通函披露。

BUSINESS REVIEW

Software Business

During the Period, the Software Business recorded a segment revenue and segment profit of approximately HK\$34,711,000 (2015: approximately HK\$41,723,000) and approximately HK\$20,501,000 (2015: approximately HK\$29,982,000) respectively. The decrease in the revenue from the Software Business was due to keen competition in the market and unstable worldwide economy.

The emergence of information technology brings new opportunities as well as cyber security threats which pose challenges that Internet service users have to address. In order to tackle the new and ever-changing cyber security threats, the Group continues to keep abreast of the trends of cyber-attacks and the response mechanism, and timely upgrade its products, including but not limited to Advanced SystemCare, Driver Booster, Smart Defrag, Game Booster, MacBooster and Random Password Generator. The version 9.0 of its flagship anti-virus product, Advanced SystemCare, which is a system utility software helping users to protect their personal computers from spyware and virus and detect and solve issues regarding computer security and performance, was launched at the end of 2015.

Money Lending Business

Citi Profit Finance Limited (an indirect wholly-owned subsidiary of the Company) and GEO Finance Limited (an indirect non-wholly-owned subsidiary of the Company) are holders of money lenders licences under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). The Group has adopted money lending policy and procedure manual which provide guidelines on the handling and/or monitoring of money lending procedures according to the Money Lenders Ordinance.

The Group recorded a substantial growth in loan interest income and segment profit under this business segment, which amounted to approximately HK\$1,734,000 (2015: HK\$414,000) and HK\$1,464,000 (2015: HK\$403,000) respectively during the Period. The outstanding amount of loan receivables as at 31 March 2016 was approximately HK\$45,899,000. During the Period, the Group did not record any doubtful or bad debt in its money lending activities.

業務回顧

軟件業務

於本期間，軟件業務分別錄得分部收入及分部溢利約34,711,000港元(二零一五年：約41,723,000港元)及約20,501,000港元(二零一五年：約29,982,000港元)。軟件業務收入下降乃由於市場競爭激烈及全球經濟不穩所致。

資訊科技崛起帶來新商機，同時亦構成網絡安全威脅，令互聯網服務用戶備受挑戰。為應對變換莫測的網絡安全威脅，本集團一直緊貼網絡攻擊及防禦機制的趨勢，適時為其產品升級，包括但不限於Advanced SystemCare、Driver Booster、Smart Defrag、Game Booster、MacBooster及Random Password Generator。旗下旗艦級防毒產品Advanced SystemCare的9.0版本已於二零一五年年底推出，此產品為系統工具軟體，協助用家保護個人電腦免受間諜軟件及病毒攻擊，並偵測及解決電腦安全及性能問題。

借貸業務

聯信財務有限公司(本公司的間接全資附屬公司)及智易東方財務有限公司(本公司的間接非全資附屬公司)為香港法例第163章放債人條例項下放債人牌照持有人。本集團已採納借貸政策及程序手冊，作為根據放債人條例處理及／或監察借貸程序的指引。

本集團於本期間就此業務分部之貸款利息收入及分部溢利錄得可觀增長，分別約為1,734,000港元(二零一五年：414,000港元)及1,464,000港元(二零一五年：403,000港元)。於二零一六年三月三十一日，應收貸款的未償還金額約為45,899,000港元。於本期間，本集團並無就借貸業務錄得任何呆壞賬。

Insurance and MPF Schemes Brokerage Business

GET Mdream Wealth Management Limited (“GMD”) (an indirect non-wholly owned subsidiary of the Company) is a registered member of the Professional Insurance Brokers Association (“PIBA”) and is principally engaged in carrying on long term (including linked long term) insurance and general insurance lines of business. GMD is also engaged in MPF Schemes brokerage business in Hong Kong.

GMD continued to expand its products and services portfolio and its sales teams for the promotion of its services and products. For the Period, slower economic growth adversely affected the financial performance of this business segment. During the Period, the Insurance and MPF Schemes Brokerage Business recorded a segment revenue and segment profit of approximately HK\$19,112,000 (2015: approximately HK\$40,421,000) and approximately HK\$732,000 (2015: approximately HK\$1,355,000) respectively.

Corporate Management Solutions and I.T. Contract Services Business

The Group provides corporate management solutions, I.T. contract services, network infrastructure solutions, network professional services and I.T. project implementation business to corporate clients mainly in Hong Kong via its indirect wholly-owned subsidiaries, e-Perfect IT Limited and Wafer Systems (Hong Kong) Limited (“Wafer HK”). Leveraging on its solid experience and professional team, the Group further deepened its development in the segment and strengthen its position in the market during the Period.

The turnover derived from this business segment and the segment profit for the Period were approximately HK\$20,175,000 (2015: approximately HK\$15,284,000) and HK\$5,308,000 (2015: approximately HK\$622,000) respectively.

Securities Investment Business

During the Period, the segment loss amounted to approximately HK\$82,041,000 (2015: segment profit of approximately HK\$20,963,000). Such loss mainly comprised the fair value loss on financial assets at fair value through profit or loss (the “FVTPL Financial Assets”) of approximately HK\$73,228,000 (the “Fair Value Loss”), the net loss on disposal of available-for-sale financial assets (the “AFS Financial Assets”) of approximately HK\$7,795,000 and the net loss on disposal of FVTPL Financial Assets of approximately HK\$434,000.

保險及強積金計劃經紀業務

聯夢智易財富管理有限公司(「聯夢智易」, 本公司的間接非全資附屬公司)為香港專業保險經紀協會(「PIBA」)註冊會員, 主要從事開展長期(包括相連長期)保險及一般保險業務。聯夢智易亦於香港從事強積金計劃經紀業務。

聯夢智易持續拓展其產品及服務組合, 並擴大銷售團隊以推廣旗下服務及產品。於本期間, 經濟增長放緩對此業務分部的財務表現造成不利影響。於本期間, 保險及強積金計劃經紀業務分別錄得分部收入及分部溢利約19,112,000港元(二零一五年: 約40,421,000港元)及約732,000港元(二零一五年: 約1,355,000港元)。

企業管理解決方案及資訊科技合約服務業務

本集團透過其間接全資附屬公司普暉科技有限公司及威發系統(香港)有限公司(「威發香港」)向主要位於香港的企業客戶提供企業管理解決方案、資訊科技合約服務、網絡基建解決方案、網絡專業服務及資訊科技項目推行業務。憑藉本集團的豐富經驗及專業團隊, 其於本期間進一步加深分部發展, 並加強其市場地位。

於本期間, 來自此業務分部的營業額及分部溢利分別約為20,175,000港元(二零一五年: 約15,284,000港元)及5,308,000港元(二零一五年: 約622,000港元)。

證券投資業務

於本期間, 分部虧損約為82,041,000港元(二零一五年: 分部溢利約20,963,000港元)。有關虧損主要包括透過損益以公平價值列賬的金融資產(「透過損益以公平價值列賬的金融資產」)的公平價值虧損約73,228,000港元(「公平價值虧損」)、出售可供出售金融資產(「可供出售金融資產」)的虧損淨額約7,795,000港元及出售透過損益以公平價值列賬的金融資產的虧損淨額約434,000港元。

MANAGEMENT DISCUSSIONS AND ANALYSIS

管理層討論及分析

The Fair Value Loss was mainly attributable to the loss on the fair value change in the investment of Convoy Financial Holdings Limited (“Convoy Financial”) (stock code: 1019) of approximately HK\$77,850,000, calculated as the decrease in its fair value between 31 December 2015 (or, as the case may be, the date of purchase during the Period) and 31 March 2016 and recorded in the condensed consolidated financial statements of the Company for the Period. The Fair Value Loss is a non-cash accounting treatment which did not affect working capital sufficiency of the Group during the Period. For information purposes only, the fair value loss on FVTPL Financial Assets in the investment of Convoy Financial was approximately HK\$20,596,000, calculated as the difference between the purchase costs and its fair value as at 31 March 2016.

As at 31 March 2016, the FVTPL Financial Assets and the AFS Financial Assets with fair value of approximately HK\$319,834,000 and HK\$83,230,000 respectively consisted of 12 investment items, 10 of which are shares of companies listed on the Stock Exchange while the remaining 2 are unlisted equity securities and unlisted investment fund. Two of the aforesaid investment items held by the Group, i.e., the shares of (i) Convoy Financial and (ii) China Parenting Network Holdings Limited (stock code: 8361) valued at approximately HK\$268,211,000 and approximately HK\$62,785,000 respectively, represented approximately 19.8% and approximately 4.6% of the Group’s total asset value as at 31 March 2016 respectively and approximately 66.5% and approximately 15.6% of the total value of the Securities Investment Business of approximately HK\$403,064,000 (comprising the AFS Financial Assets and the FVTPL Financial Assets) as at 31 March 2016.

Convoy Financial and its subsidiaries are principally engaged in (i) independent financial advisory business; (ii) money lending business; (iii) proprietary investment business; (iv) asset management business; and (v) corporate finance advisory services. As at 31 March 2016, the Group held 800,630,000 shares, representing approximately 5.4% of the total issued shares of Convoy Financial.

China Parenting Network Holdings Limited and its subsidiaries are principally engaged in (i) provision of marketing and promotional services through their platform, including PC Web, Mobile Web, Mobile applications and Internet Protocol Television APPs; and (ii) e-commerce business in the People’s Republic of China (the “PRC”). As at 31 March 2016, the Group held 27,298,000 shares of China Parenting Network Holdings Limited, representing approximately 2.7% of its total issued shares.

In the face of the recent unstable global equity market and volatile financial market in Hong Kong, this business segment carries material price risk in its nature. The Board will monitor closely the performance of its investment portfolio.

公平價值虧損主要歸因於康宏金融控股有限公司（「康宏金融」，股份代號：1019）的投資公平價值變動虧損約77,850,000港元，乃根據二零一五年十二月三十一日（或（視情況而定）本期間之購買日期）至二零一六年三月三十一日期間的公平價值減少計算，並於本公司本期間的簡明綜合財務報表入賬。公平價值虧損為非現金會計處理，並不影響本集團本期間的營運資金充足性。僅供說明，康宏金融投資的透過損益以公平價值列賬的金融資產的公平價值虧損約為20,596,000港元，乃按購買成本與其於二零一六年三月三十一日的公平價值的差額計算。

於二零一六年三月三十一日，透過損益以公平價值列賬的金融資產及可供出售金融資產的公平價值分別約為319,834,000港元及83,230,000港元，由十二個投資組合組成，其中十個項目為於聯交所上市的公司股份，而餘下兩個項目為非上市股本證券及非上市投資基金。本集團持有的上述投資項目其中兩個為(i)康宏金融及(ii)中國育兒網絡控股有限公司（股份代號：8361）的股份，價值分別約268,211,000港元及約62,785,000港元，相當於本集團於二零一六年三月三十一日的資產總值分別約19.8%及約4.6%以及證券投資業務（包括可供出售金融資產及透過損益以公平價值列賬的金融資產）於二零一六年三月三十一日的總值約403,064,000港元分別約66.5%及約15.6%。

康宏金融及其附屬公司主要從事(i)獨立財務顧問業務；(ii)借貸業務；(iii)自營投資業務；(iv)資產管理業務；及(v)企業融資顧問業務。於二零一六年三月三十一日，本集團持有康宏金融800,630,000股股份，相當於其全部已發行股份約5.4%。

中國育兒網絡控股有限公司及其附屬公司主要(i)透過其平台（包括個人電腦網絡、移動網絡、移動應用程式及網絡協定電視應用程式），提供營銷及推廣服務；及(ii)於中華人民共和國（「中國」）從事電子商務業務。於二零一六年三月三十一日，本集團持有中國育兒網絡控股有限公司27,298,000股股份，相當於其全部已發行股份約2.7%。

面對近期全球證券市場不穩定及香港金融市場波動，此業務分部有重大價格風險。董事會將密切監察其投資組合的表現。

FINANCIAL REVIEW

Turnover

For the Period under review, the turnover of the Group was approximately HK\$75,732,000 representing a decrease of approximately 23.5% compared to the turnover for the three months ended 31 March 2015 of approximately HK\$98,938,000. The turnover for the Period was mainly contributed by the turnovers of (i) the Software Business of approximately HK\$34,711,000, (ii) the Insurance and MPF Schemes Brokerage Business of approximately HK\$19,112,000 and (iii) the Corporate Management Solutions and I.T. Contract Services Business of approximately HK\$20,175,000.

Gross profit

The gross profit of the Group for the Period decreased by approximately 13.4% to approximately HK\$43,308,000 from approximately HK\$49,998,000 for the corresponding period in 2015.

Loss for the Period

The Group recorded a net loss of approximately HK\$69,361,000 for the Period (2015: net profit of approximately HK\$36,430,000). The loss for the Period was mainly attributable to (i) net fair value loss on financial assets at fair value through profit or loss of approximately HK\$73,228,000 (2015: gain of approximately HK\$34,018,000); (ii) loss on disposal of available-for-sale financial assets of approximately HK\$7,795,000 (2015: loss of HK\$13,018,000); (iii) the interest on loan notes issued by the Company incurred during the Period of approximately HK\$4,838,000 (2015: HK\$Nil); and (iv) decrease in segment profit of Software Business from approximately HK\$29,982,000 for the three months ended 31 March 2015 to approximately HK\$20,501,000 for the Period.

The loss attributable to owners of the Company for the Period was approximately HK\$75,769,000 compared with the profit attributable to owners of the Company of approximately HK\$23,849,000 for the corresponding period in 2015.

Liquidity, financial resources and capital structure

As at 31 March 2016, the Group's cash and cash equivalents and pledged deposit amounted to approximately HK\$132,940,000 (as at 31 December 2015: HK\$216,910,000), which were principally denominated in Renminbi, United States dollar and Hong Kong dollar (2015: Renminbi, United States dollar and Hong Kong dollar). As at 31 March 2016, the aggregate principal amounts (excluding loan interest payable) of the loan notes and convertible notes repayable within a period of more than 1 year but not exceeding 2 years were approximately HK\$289,708,000.

財務回顧

營業額

於回顧期間，本集團的營業額約為75,732,000港元，較截至二零一五年三月三十一日止三個月的營業額約98,938,000港元減少約23.5%。本期間營業額主要來自以下各項的營業額：(i) 軟件業務貢獻約34,711,000港元；(ii) 保險及強積金計劃經紀業務貢獻約19,112,000港元；及(iii) 企業管理解決方案及資訊科技合約服務業務貢獻約20,175,000港元。

毛利

於本期間，本集團的毛利由二零一五年同期約49,998,000港元下跌約13.4%至約43,308,000港元。

本期間虧損

於本期間，本集團錄得虧損淨額約69,361,000港元(二零一五年：純利約36,430,000港元)。於本期間錄得虧損主要由於(i) 透過損益以公平價值列賬的金融資產的公平價值虧損淨額約73,228,000港元(二零一五年：收益約34,018,000港元)；(ii) 出售可供出售金融資產的虧損約7,795,000港元(二零一五年：虧損13,018,000港元)；(iii) 本期間本公司發行貸款票據所產生利息約4,838,000港元(二零一五年：零港元)；及(iv) 軟件業務的分部溢利由截至二零一五年三月三十一日止三個月約29,982,000港元減至本期間約20,501,000港元。

於本期間，本公司擁有人應佔虧損約為75,769,000港元，而二零一五年同期的本公司擁有人應佔溢利則約為23,849,000港元。

流動資金、財務資源及資本架構

於二零一六年三月三十一日，本集團的現金及現金等價物以及已抵押存款約為132,940,000港元(於二零一五年十二月三十一日：216,910,000港元)，主要以人民幣、美元及港元(二零一五年：人民幣、美元及港元)列值。於二零一六年三月三十一日，貸款票據及可換股票據須於1年後但不超過2年內償還的本金總額(撇除應付貸款利息)約為289,708,000港元。

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管理層討論及分析

The Group generally finances its operation by (1) internally generated resources, (2) proceeds raised from the Rights Issue (as defined below) conducted by the Company in 2015, and (3) proceeds raised from issue of the Aug 2015 Notes (as defined below) by the Company during the Period.

Rights Issue

On 24 February 2015, the Board proposed a rights issue on the basis of three rights shares for every one share (the "Rights Issue") held on the record date at the subscription price of HK\$0.35 per share (the "Rights Share") which represented a discount of approximately 59.8% to the theoretical closing price of HK\$0.87 per share of the Company, based on the closing price of HK\$0.087 per share of the Company immediately prior to the capital reorganisation of the Company in 2015 becoming effective as quoted on the Stock Exchange on 24 February 2015, being the date of the underwriting agreement. The Directors considered that it was prudent to finance the Group's long term growth by way of the Rights Issue which would not only strengthen the Group's capital base and enhance its financial position without increasing finance costs, but also allow all qualifying Shareholders the opportunity to participate in the growth of the Group through the Rights Issue at a price lower than the then current market price of the shares of the Company. The Rights Issue was approved by the independent Shareholders at the special general meeting of the Company held on 11 May 2015.

Upon the completion of the Rights Issue in June 2015, 586,237,461 ordinary shares of the Company were issued. The aggregate nominal value of the Rights Shares was approximately HK\$5,862,000. The net proceeds from the Rights Issue were approximately HK\$196.5 million, and on this basis, the net price per Rights Share was approximately HK\$0.336. Details of the Rights Issue are set out in the Company's announcements dated 24 February 2015, 20 March 2015, 10 April 2015, 11 May 2015, 12 May 2015 and 15 June 2015, the Company's circular dated 22 April 2015, and the Company's prospectus dated 22 May 2015.

於本期間，本集團一般以(1)內部產生資源；(2)本公司於二零一五年進行供股(定義見下文)而籌集的所得款項；及(3)本公司發行二零一五年八月票據(定義見下文)而籌集的所得款項為其營運提供資金。

供股

於二零一五年二月二十四日，董事會建議按認購價每股0.35港元(「供股股份」)進行供股(「供股」)，基準為於記錄日期每持有一股股份獲發三股供股股份。每股供股股份0.35港元較本公司理論收市價每股0.87港元折讓約59.8%，乃基於緊接二零一五年本公司股本重組生效前本公司股份於二零一五年二月二十四日(即包銷協議日期)在聯交所報收市價每股0.087港元計算。董事認為，以供股形式為本集團長遠發展撥資乃審慎之舉，不但鞏固本集團的資金基礎及加強財務狀況而毋須增加財務成本，亦讓所有合資格股東有機會透過供股，以低於本公司股份的當時現行市價參與本集團的發展。供股於二零一五年五月十一日舉行的本公司股東特別大會獲獨立股東批准。

於二零一五年六月完成供股後，已發行586,237,461股本公司普通股。供股股份總面值約為5,862,000港元。供股所得款項淨額約為196,500,000港元，按此基準計算，每股供股股份的淨價約為0.336港元。有關供股的詳情載於本公司日期為二零一五年二月二十四日、二零一五年三月二十日、二零一五年四月十日、二零一五年五月十一日、二零一五年五月十二日及二零一五年六月十五日的公告、本公司日期為二零一五年四月二十二日的通函以及本公司日期為二零一五年五月二十二日的供股章程。

MANAGEMENT DISCUSSIONS AND ANALYSIS

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The actual use of the net proceeds from the Rights Issue as at 31 March 2016 was as follows:

於二零一六年三月三十一日，供股所得款項淨額的實際用途如下：

Intended or changed use of the net proceeds	Actual use of the net proceeds as at 31 March 2016	所得款項淨額擬定或已變更用途	於二零一六年三月三十一日所得款項淨額實際用途
Net proceeds from the Rights Issue of approximately HK\$196.5 million were intended to be used in the following manner:		供股所得款項淨額約196,500,000港元擬作以下用途：	
(i) Approximately HK\$20 million for funding part of the consideration for the acquisition of 100% of the issued share capital of Million Worldwide Investment Limited ("Million Worldwide") and a sum of HK\$26,899,220 owing from Million Worldwide and its subsidiary to the vendor ("Million Worldwide Acquisition") (note a);	— Approximately HK\$18,000 used for the legal and professional fees regarding the incorporation of a company in Hong Kong for the Intended Business (as defined below) — Approximately HK\$20 million used for funding part of the consideration for the Million Worldwide Acquisition	(i) 約20,000,000港元撥作收購Million Worldwide Investment Limited (「Million Worldwide」) 的100%已發行股本及其附屬公司結欠賣方一筆合共26,899,220港元的款項 (「Million Worldwide收購事項」) 部分代價 (附註a)；	— 約18,000港元用作有關就擬定業務(定義見下文)於香港註冊成立一間公司的法律及專業費用 — 約20,000,000港元用於撥付Million Worldwide收購事項部分代價
(ii) Approximately HK\$50 million for funding the Money Lending Business;	— Approximately HK\$50 million used for the Money Lending Business which is one of the principal business activities of the Group	(ii) 約50,000,000港元用作為借貸業務提供資金；	— 約50,000,000港元用於借貸業務(本集團其中一項主要業務)
(iii) Approximately HK\$41 million for future potential investment in listed and/or unlisted securities (note b);	— Approximately HK\$41 million used for the investment in securities	(iii) 約41,000,000港元撥作日後潛在投資於上市及／或非上市證券 (附註b)；	— 約41,000,000港元用作證券投資
(iv) Approximately HK\$1 million for future potential acquisitions or investments which related to the Insurance and MPF Schemes Brokerage Business (note b);	— Approximately HK\$1 million used for professional fee in relation to the acquisition of 100% interest of Trendmode Holdings Limited ("Trendmode Acquisition")	(iv) 約1,000,000港元撥作日後有關保險及強積金計劃經紀業務的潛在收購或投資 (附註b)；	— 約1,000,000港元用作有關收購豪創控股有限公司100%權益 (「豪創收購事項」) 的專業費用
(v) Approximately HK\$17.9 million for settling part of the consideration of the acquisition of a commercial unit in Central, Hong Kong ("Property Acquisition") (note c);	— Approximately HK\$17.9 million used for paying part of the consideration of the Property Acquisition	(v) 約17,900,000港元撥作支付購買香港中環一個商業單位 (「物業收購事項」) 部分代價 (附註c)；	— 約17,900,000港元用於支付物業收購事項部分代價
(vi) Approximately HK\$20.1 million for other future investment opportunities of the Group (note c);	— Approximately HK\$20.1 million used for paying part of the deposit of the acquisition of 14.677% of the issued share capital of Boom Max International Limited ("Boom Max")	(vi) 約20,100,000港元撥作本集團日後其他投資機會的資金 (附註c)；	— 約20,100,000港元用於支付收購Boom Max International Limited (「Boom Max」) 已發行股本14.677%的部分訂金

MANAGEMENT DISCUSSIONS AND ANALYSIS

管理層討論及分析

Intended or changed use of the net proceeds	Actual use of the net proceeds as at 31 March 2016	所得款項淨額擬定或已變更用途	於二零一六年三月三十一日所得款項淨額實際用途
(vii) Approximately HK\$36 million for future potential acquisition of properties; and	— Approximately HK\$36 million used for funding part of the consideration of the Property Acquisition	(vii) 約36,000,000港元撥作日後潛在收購物業的資金；及	— 約36,000,000港元用於撥付物業收購事項部分代價
(viii) Approximately HK\$10.5 million for general working capital of the Group	— Approximately HK\$10.5 million used for investment in listed securities and unlisted investment funds which is one of the principal business activities of the Group	(viii) 約10,500,000港元撥作本集團一般營運資金	— 約10,500,000港元用於投資上市證券及非上市投資基金（本集團其中一項主要業務）

Note a: It was disclosed in the Company's prospectus dated 22 May 2015, among others, approximately HK\$20 million of the net proceeds from the Rights Issue would be used for funding the incorporation of a company in Hong Kong to be wholly-owned by the Group to carry on Type 1 (dealing in securities) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the "Intended Business"). As at 11 March 2016, in view of the uncertain and fluctuating securities market, the Board decided to delay the plan for carrying on the Intended Business and intended to use the said HK\$20 million for funding part of the consideration for the Million Worldwide Acquisition. The Company will continue to observe the market condition and review the plan for developing the Intended Business. Details of such change are disclosed in the Company's announcements dated 11 March 2016 and 21 March 2016.

附註 a: 誠如本公司日期為二零一五年五月二十二日的招股章程所披露，（其中包括）供股所得款項淨額約20,000,000港元將用作撥付於香港註冊成立一間公司，該公司將由本集團全資擁有，從事香港法例第571章證券及期貨條例項下第1類（證券交易）受規管活動（「擬定業務」）。於二零一六年三月十一日，由於證券市場不明朗並反覆波動，董事會決定押後從事擬定業務的計劃，並擬將上述20,000,000港元撥付 Million Worldwide 收購事項的部分代價。本公司將繼續觀察市況，並檢討發展擬定業務的計劃。有關變動詳情於本公司日期為二零一六年三月十一日及二零一六年三月二十一日的公告披露。

Note b: It was disclosed in the Company's prospectus dated 22 May 2015 that, among others, approximately HK\$80 million of the net proceeds from the Rights Issue would be used for future potential acquisitions or investments which related to the Insurance and MPF Schemes Brokerage Business (including the Trendmode Acquisition). As at 22 December 2015, since the Trendmode Acquisition was terminated and approximately HK\$1 million out of the proceeds was used for professional fee in relation to the Trendmode Acquisition, the Group intended to use the remaining HK\$41 million out of the proceeds for future potential investment in listed and/or unlisted securities. Details of such change are disclosed in the Company's announcement dated 22 December 2015.

附註 b: 誠如本公司日期為二零一五年五月二十二日的招股章程所披露，（其中包括）供股所得款項淨額約80,000,000港元將用於日後有關保險及強積金計劃經紀業務（包括豪創收購事項）的潛在收購或投資。於二零一五年十二月二十二日，由於豪創收購事項終止，所得款項中約1,000,000港元用作有關豪創收購事項的專業費用，本集團計劃將所得款項餘下41,000,000港元用作日後潛在投資於上市及／或非上市證券。有關變動詳情於本公司日期為二零一五年十二月二十二日的公告披露。

Note c: It was disclosed in the Company's prospectus dated 22 May 2015 that, among others, approximately HK\$80 million of the net proceeds from the Rights Issue would be used for future potential acquisitions or investments which related to the Insurance and MPF Schemes Brokerage Business (including the Trendmode Acquisition). As at 10 August 2015, the Group had not identified any potential investment opportunity which was related to the Insurance and MPF Schemes Brokerage Business and the Group intended to use approximately HK\$17.9 million to fund the partial consideration of the Property Acquisition. The Company also intended to use approximately HK\$20.1 million for other future potential investment opportunities of the Group. Details of change of use of proceeds from the Rights Issues are disclosed in the Company's announcement dated 10 August 2015.

附註 c: 本公司日期為二零一五年五月二十二日的招股章程披露，（其中包括）供股所得款項淨額約80,000,000港元將用於日後有關保險及強積金計劃經紀業務（包括豪創收購事項）的潛在收購或投資。於二零一五年八月十日，本集團尚未物色到任何與保險及強積金計劃經紀業務有關的潛在投資機會，本集團計劃將約17,900,000港元撥作物業收購事項的部分代價。本公司亦計劃將約20,100,000港元用於本集團日後其他潛在投資機會。變更供股所得款項用途的詳情於本公司日期為二零一五年八月十日的公告披露。

MANAGEMENT DISCUSSIONS AND ANALYSIS

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Issue of the 9% per annum notes (the "Aug 2015 Notes") in an aggregate principal amount of up to HK\$300,000,000

On 20 August 2015, the Company as issuer and Jun Yang Securities Company Limited as placing agent (the "Aug 2015 Placing Agent") entered into a placing agreement (the "Aug 2015 Placing Agreement") pursuant to which the Aug 2015 Placing Agent agreed to act as placing agent of the Company, on a best endeavour basis, to procure the placee(s) to subscribe for the Aug 2015 Notes to be issued by the Company in an aggregate principal amount of up to HK\$300,000,000 maturing on the second anniversary after the issue date of the notes at the placing price equal to 100% of the principal amount of the Aug 2015 Notes (the "Aug 2015 Placing"). The Directors considered that the Aug 2015 Placing represented an opportunity to obtain funding, which was intended to be used for the investment in listed securities and unlisted funds which is one of the principal activities of the Group.

The placing period ended on 15 February 2016. The Aug 2015 Notes in an aggregate principal amount of HK\$191,000,000 were issued to certain subscribers who subscribed for the Aug 2015 Notes during the period from 10 September 2015 to 29 December 2015. As at 31 March 2016, the net proceeds of approximately HK\$185,270,000 (after deduction of commission to Aug 2015 Placing Agent and other expenses of the Aug 2015 Placing) were used for the investment in listed securities. Details of the issue of the Aug 2015 Notes are set out in the Company's announcements dated 20 August 2015, 30 September 2015, 2 November 2015, 30 November 2015, 31 December 2015 and 15 February 2016.

Proposed capital reorganisation and proposed change in board lot size in February 2016

On 29 February 2016, the Company proposed to implement the capital reorganisation ("2016 Capital Reorganisation") which involves the following:

- (i) every five issued and unissued existing shares of HK\$0.01 each of the Company will be consolidated into one consolidated share ("2016 Consolidated Shares") of HK\$0.05 each of the Company ("2016 Share Consolidation") and where applicable, the total number of the 2016 Consolidated Shares in the issued share capital of the Company immediately following the 2016 Share Consolidation will be rounded down to a whole number by cancelling any fraction in the issued share capital of the Company which arises from the 2016 Share Consolidation;
- (ii) the issued share capital of the Company will be reduced through a cancellation of the paid-up capital of the Company to the extent of HK\$0.04 on each of the issued 2016 Consolidated Shares such that the nominal value of each issued 2016 Consolidated Share will be reduced from HK\$0.05 to HK\$0.01 ("2016 Capital Reduction");

發行本金總額高達300,000,000港元的9厘年息票據(「二零一五年八月票據」)

於二零一五年八月二十日，本公司(作為發行人)與君陽證券有限公司(作為配售代理)(「二零一五年八月配售代理」)訂立配售協議(「二零一五年八月配售協議」)，據此，二零一五年八月配售代理同意作為本公司的配售代理，盡最大努力促使承配人，按配售價認購本公司將予發行本金總額最多為300,000,000港元並於票據發行日期後第二週年到期的二零一五年八月票據，配售價相等於二零一五年八月票據本金額100%(「二零一五年八月配售事項」)。董事認為，二零一五年八月配售事項乃獲得資金的良機，有關資金將用作投資於上市證券及非上市基金(本集團的主要業務之一)。

配售期於二零一六年二月十五日結束。本金總額為191,000,000港元的二零一五年八月票據已發行予於二零一五年九月十日至二零一五年十二月二十九日期間認購二零一五年八月票據的若干認購人。於二零一六年三月三十一日，所得款項淨額約185,270,000港元(扣除二零一五年八月配售代理佣金及二零一五年八月配售事項其他開支後)已用於投資上市證券。有關發行二零一五年八月票據的詳情載於本公司日期為二零一五年八月二十日、二零一五年九月三十日、二零一五年十一月二日、二零一五年十一月三十日、二零一五年十二月三十一日及二零一六年二月十五日的公告。

於二零一六年二月建議重組股本及建議更改每手買賣單位

於二零一六年二月二十九日，本公司擬進行股本重組(「二零一六年股本重組」)，當中涉及以下各項：

- (i) 本公司每五股每股面值0.01港元的已發行及未發行現有股份將合併為一股面值0.05港元的合併股份(「二零一六年合併股份」)(「二零一六年股份合併」)，而(如適用)於緊隨二零一六年股份合併後本公司已發行股本中的二零一六年合併股份總數將透過註銷因二零一六年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；
- (ii) 註銷本公司每股已發行二零一六年合併股份的實繳資本0.04港元，藉以削減本公司的已發行股本，令每股已發行二零一六年合併股份的面值由0.05港元減至0.01港元(「二零一六年股本削減」)；

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- (iii) immediately following the 2016 Capital Reduction, each of the authorised but unissued 2016 Consolidated Shares of HK\$0.05 each will be sub-divided into five new shares of HK\$0.01 each;
 - (iv) the credit arising in the books of the Company from the cancellation of any fraction in the issued share capital of the Company which arises from the 2016 Share Consolidation and the 2016 Capital Reduction of approximately HK\$9,876,633 will be credited to the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda; and
 - (v) upon the 2016 Capital Reorganisation becoming effective, the board lot size for trading of the new shares will be changed from 5,000 to 6,000.
- (iii) 緊隨二零一六年股本削減後，將面值為0.05港元的法定但未發行二零一六年合併股份每股拆細為五股每股面值0.01港元的新股份；
 - (iv) 因註銷本公司已發行股本中因二零一六年股份合併而產生的任何零碎股份及二零一六年股本削減而在本公司賬目上出現的進賬約9,876,633港元將撥入本公司的實繳盈餘賬(定義見一九八一年百慕達公司法)；及
 - (v) 於二零一六年股本重組生效後，將買賣新股份的每手買賣單位由5,000股更改為6,000股。

The Directors consider that the 2016 Capital Reorganisation will increase each board lot value to comply with the trading requirements under the GEM Listing Rules and keep the par value of the new shares at a lower level that can facilitate the Company's future fund raising activities. The credit in the contributed surplus account of the Company arising from the 2016 Capital Reduction will enable the Company to set off part of its accumulated loss of approximately HK\$425.5 million as at 31 December 2015 and may be applied in the future for distribution to the Shareholders or in any manner permitted by the laws of Bermuda and the bye-laws of the Company. The proposed change in board lot size will maintain the trading value for each board lot at a reasonable level to attract investors.

The proposed 2016 Capital Reorganisation is subject to, among other things, the Shareholders' approval as a special resolution in the annual general meeting of the Company proposed to be held on 23 May 2016. Details of the 2016 Capital Reorganisation and the proposed change of board lot size are disclosed in the Company's announcement dated 29 February 2016 and the Company's circular dated 20 April 2016.

Gearing ratio

As at 31 March 2016, the total assets of the Group were approximately HK\$1,354,720,000 (as at 31 December 2015: HK\$1,434,324,000), whereas the total liabilities were approximately HK\$381,549,000 (as at 31 December 2015: HK\$380,503,000). The gearing ratio of the Group, calculated as total liabilities over total assets, was 28.2% (as at 31 December 2015: 26.5%).

Interim dividend

The Directors do not recommend to pay any interim dividend for the three months ended 31 March 2016 (2015: HK\$Nil).

董事認為，二零一六年股本重組將增加每手買賣單位價值以符合創業板上市規則的交易規定，並將新股份面值維持於較低水平，從而可促進本公司日後進行集資活動。本公司實繳盈餘賬中因二零一六年股本削減而產生的進賬將可讓本公司抵銷部分其於二零一五年十二月三十一日的累計虧損約425,500,000港元，並可在日後用於向股東作出分派，或以百慕達法例及本公司的公司細則允許的方式使用。建議更改每手買賣單位將令每手成交價值維持於合理水平，以吸引投資者。

建議二零一六年股本重組須待(其中包括)擬於二零一六年五月二十三日舉行的本公司股東週年大會獲股東批准作為特別決議案後，方可作實。二零一六年股本重組及建議更改每手買賣單位的詳情於本公司日期為二零一六年二月二十九日的公告及本公司日期為二零一六年四月二十日的通函披露。

資產負債比率

於二零一六年三月三十一日，本集團的資產總值約為1,354,720,000港元(於二零一五年十二月三十一日：1,434,324,000港元)，而其負債總額則約為381,549,000港元(於二零一五年十二月三十一日：380,503,000港元)。本集團的資產負債比率(即負債總額除以資產總值)為28.2%(於二零一五年十二月三十一日：26.5%)。

中期股息

董事不建議就截至二零一六年三月三十一日止三個月派付任何中期股息(二零一五年：零港元)。

Charges on the Group's Assets

As at 31 March 2016, the Group's pledged bank deposits of approximately US\$80,000, HK\$1,012,000 and HK\$1,002,000 (in aggregate, approximately HK\$2,635,000) (as at 31 December 2015: in aggregate, approximately HK\$2,633,000) represented deposits pledged to banks to secure banking facilities to the extent of HK\$2,500,000 (as at 31 December 2015: HK\$2,500,000) granted to the Group. The deposits are in United States dollars, Hong Kong dollars and Hong Kong dollars with terms of 6 months, 1 month and 1 month respectively and at fixed interest rates of 0.05% per annum, 0.2% per annum and 0.3% per annum respectively.

As at 31 March 2016, the Group had undrawn banking facilities of approximately HK\$2,398,000 (as at 31 December 2015: HK\$2,359,000).

As at 31 March 2016, listed securities held by the Group with a total carrying amount of approximately HK\$335,510,000 (as at 31 December 2015: HK\$429,793,000) were charged in favor of a brokerage firm as collateral for the Group's liabilities in respect of its margin trading account. As at 31 March 2016, the Group did not use the credit facilities.

Foreign exchange exposure

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

United States dollars is the main currency transacted by the Group. Since Hong Kong dollars remains 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 AFS Financial Assets and FVTPL Financial Assets 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 fair value of AFS Financial Assets and FVTPL Financial Assets. The Directors regularly review the exposure to the equity security price risk on the AFS Financial Assets and FVTPL Financial Assets.

本集團資產抵押

於二零一六年三月三十一日，本集團的已抵押銀行存款約80,000美元、1,012,000港元及1,002,000港元(合共約2,635,000港元(於二零一五年十二月三十一日：合共約2,633,000港元))指抵押予銀行作為本集團獲授高達2,500,000港元(於二零一五年十二月三十一日：2,500,000港元)銀行融資擔保的存款。有關存款分別以美元、港元及港元列值，分別為期六個月、一個月及一個月，並分別按固定年利率0.05厘、0.2厘及0.3厘計息。

於二零一六年三月三十一日，本集團有未提取銀行融資約2,398,000港元(於二零一五年十二月三十一日：2,359,000港元)。

於二零一六年三月三十一日，本集團所持賬面總值約335,510,000港元(於二零一五年十二月三十一日：429,793,000港元)的上市證券已抵押予一間經紀行，作為本集團保證金貿易賬戶所涉及負債的抵押品。於二零一六年三月三十一日，本集團並無動用信貸額度。

外匯風險

於本期間，本集團的業務活動主要以港元及美元列值。

美元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，故在兌換美元上本集團並無承受任何重大外匯風險，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透過損益以公平價值列賬的金融資產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，源自可供出售金融資產及透過損益以公平價值列賬的金融資產的公平價值波動。董事定期檢討可供出售金融資產及透過損益以公平價值列賬的金融資產的股本證券價格風險。

Operation risk

GMD

GMD is a registered member of the PIBA to carry out long term (including linked long term) insurance and general insurance lines of business. The Insurance and MPF Schemes Brokerage Business may expose the Group to additional risks, for example, penalty and potential liabilities. This business relies on the Group's consultants to carry out the sale function. Although the Group has provided suitable training to the consultants and adopted suitable guideline and policy, it cannot rule out the possibility that the consultants, who are registered with PIBA as technical representatives and engaged by the Group, may be involved in improper conduct during the process of negotiating and selling of insurance products and, in some cases, MPF Schemes, which may expose the Group to liabilities. The Group may also be exposed to compliance risk as insurance brokerage is a highly regulated industry in Hong Kong. The Group will need to incur additional costs to ensure compliance with the relevant rules and regulations. Non-compliance with such rules and regulations may result in significant penalty or other potential liabilities to the Group.

Wafer HK

The operation of Wafer HK depends on a limited number of key suppliers for supply of products. Any disruption to the business or operation of those suppliers, or to their ability to supply and deliver the products with merchantable quality and on time, could significantly affect the Group's ability to fulfill customers' demand on a timely basis. As a result, the Group's relationships with the customers, sales and results of operations may be adversely affected. As at the date of this report, the Directors were not aware of any material adverse change in the relationship between key suppliers and Wafer HK.

Acquisition of Million Worldwide and loan

On 11 March 2016, the Group entered into a sale and purchase agreement to acquire 100% of the issued share capital of Million Worldwide, and a sum of HK\$26,899,220 owing from Million Worldwide and its subsidiary to the vendor at the cash consideration of HK\$20,000,000. Million Worldwide is principally engaged in investment holding and owns the entire issued shares of Talent Vision Limited which legally and beneficially owns a property located in Hong Kong. Completion of the acquisition took place on 21 March 2016. The Group can continue to lease the property out under the existing tenancy agreement to generate steady rental revenue. Details of such acquisition are set out in the Company's announcements dated 11 March 2016 and 21 March 2016.

營運風險

聯夢智易

聯夢智易為PIBA註冊會員，可從事長期保險(包括相連長期保險)及一般保險業務。保險及強積金計劃經紀業務可能令本集團承擔額外風險，例如罰款及潛在責任。此業務依賴本集團顧問履行銷售職能。儘管本集團已向顧問提供適當培訓並採納合適指引及政策，惟本集團不排除已向PIBA註冊為技術代表及受聘於本集團的顧問可能於磋商及銷售保險產品(於若干情況下為強積金計劃)的過程中涉及不當行為，而可能導致本集團承擔責任。由於保險經紀在香港屬高度受監管行業，本集團亦可能面對合規風險。本集團將需投入額外成本以確保遵守相關規則及規例。無法遵守該等規則及規例可能導致本集團面臨重大罰款或其他潛在責任。

威發香港

威發香港的營運依賴少數主要供應商供應產品。該等供應商的業務或營運，或彼等適時供應及交付可商售品質產品的能力出現任何干擾，均可能嚴重影響本集團適時滿足客戶需求的能力。因此，本集團與客戶的關係、銷售及經營業績或會受到不利影響。於本報告日期，董事並不知悉主要供應商與威發香港之間關係出現任何重大不利變動。

收購 Million Worldwide 及貸款

於二零一六年三月十一日，本集團訂立買賣協議，以收購 Million Worldwide 全部已發行股本以及 Million Worldwide 及其附屬公司結欠賣方為數 26,899,220 港元的款項，現金代價為 20,000,000 港元。Million Worldwide 主要從事投資控股，擁有 Talent Vision Limited 全部已發行股份，而 Talent Vision Limited 合法實益擁有一項位於香港的物業。收購事項已於二零一六年三月二十一日完成。本集團根據現有租賃協議繼續將該物業出租以賺取穩定租金收入。有關該收購的詳情載於本公司日期為二零一六年三月十一日及二零一六年三月二十一日的公告。

Acquisition of Dragon Oriental Investment Limited

On 29 March 2016, the Group entered into a sale and purchase agreement to acquire 51% interest of Dragon Oriental Investment Limited (“Dragon Oriental”) at the cash consideration of HK\$17,340,000. Dragon Oriental is principally engaged in property investment and its principal asset is a property located in Hong Kong. Completion of the acquisition took place on 31 March 2016. Immediately after completion, Dragon Oriental becomes an indirect wholly-owned subsidiary of the Company. The Directors believe that the increasing of the Group’s interest in Dragon Oriental from 49% to 100% through the acquisition will allow the Group to fully benefit the rental income generated from the existing leasing of the property and provide capital appreciation potential to the Group. Details of such acquisition are set out in the Company’s announcements dated 29 March 2016 and 31 March 2016.

Material acquisitions and disposals

Apart from those disclosed in the sections headed “Acquisition of Million Worldwide and loan” and “Acquisition of Dragon Oriental Investment Limited” in this report, the Group had no material acquisition or disposal during the Period.

Employees and remuneration policies

As at 31 March 2016, the Group had approximately 95 employees (as at 31 December 2015: 88 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.

Contingent liabilities

As at 31 March 2016, the Group did not have any significant contingent liabilities (as at 31 December 2015: Nil).

Capital commitments

As at 31 March 2016, the capital commitments contributed but not provided for development costs of intangible assets were approximately HK\$13,293,000 (as at 31 December 2015: HK\$26,586,000). Please refer to note 15 to the condensed consolidated financial statements for details.

收購 Dragon Oriental Investment Limited

於二零一六年三月二十九日，本集團訂立買賣協議，以收購 Dragon Oriental Investment Limited (「Dragon Oriental」) 51% 權益，現金代價為 17,340,000 港元。Dragon Oriental 主要從事物業投資業務，其主要資產為一項位於香港的物業。收購事項已於二零一六年三月三十一日完成。緊隨完成後，Dragon Oriental 成為本公司的間接全資附屬公司。董事相信，透過收購事項將本集團於 Dragon Oriental 所持權益由 49% 增至 100%，將讓本集團得以全面享有自現時出租該物業賺取的租賃收入，且為本集團帶來資本增值潛力。有關該收購的詳情載於本公司日期為二零一六年三月二十九日及二零一六年三月三十一日的公告。

重大收購及出售

除本報告「收購 Million Worldwide 及貸款」及「收購 Dragon Oriental Investment Limited」兩節所披露者外，於本期間，本集團並無任何重大收購或出售事項。

僱員及薪酬政策

於二零一六年三月三十一日，本集團於香港及中國聘用約 95 名（於二零一五年十二月三十一日：88 名）僱員。本集團根據市場慣例、公司表現、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。

或然負債

於二零一六年三月三十一日，本集團並無任何重大或然負債（於二零一五年十二月三十一日：無）。

資本承擔

於二零一六年三月三十一日，就無形資產的開發成本已作出但未撥備的資本承擔約為 13,293,000 港元（於二零一五年十二月三十一日：26,586,000 港元）。詳情請參閱簡明綜合財務報表附註 15。

OUTLOOK

Looking forward, the Directors expect that the Software Business will continually be one of the pillar segments of the Group. In despite of unfavourable results of the Software Business during the Period, the Group is still confident that revenue from the Software Business will continue to contribute significantly to the Group's income.

The Group's Insurance and MPF Schemes Brokerage Business continued to yield positive results during the Period. The Group will continue the implementation of the proven diversification strategy in products and services portfolio.

As to the Money Lending Business, the Group successfully expanded its customer base by diversifying its product portfolio. Apart from secured and/or unsecured loans, the Group will continue to develop the market of subordinate property mortgage loan.

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

展望

展望未來，董事預期軟件業務將繼續擔當本集團其中一項主要業務。儘管本期間軟件業務的業績未如理想，本集團仍有信心軟件業務的收益將繼續為本集團收入帶來重大貢獻。

本集團的保險及強積金計劃經紀業務於本期間取得正面成果。本集團將繼續實施可行的產品及服務組合多元化發展策略。

至於借貸業務方面，本集團透過多元化發展其產品組合，成功擴大其客戶基礎。除有抵押及／或無抵押貸款外，本集團將繼續發展二按物業按揭貸款市場。

憑藉審慎經營現有業務，本集團將繼續提升現有產品質素，多元化發展其業務及物色潛在新投資機會，務求為股東帶來更大回報。

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 to 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.

DIRECTORS' INTERESTS IN CONTRACTS OR ARRANGEMENTS

A copyright licence agreement (the "New Copyright Licence Agreement") was entered into among Both Talent International Limited ("Both Talent"), a subsidiary of Boom Max, as licensee, Chengdu AOB Information Technology Co., Ltd. (the "PRC Company"), as licensor, and Apperience on 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 as part of the Group's internal reorganisation. Mr. Xue Qiushi (an executive Director and the chief executive officer of the Company) is interested through his shareholding in the PRC Company. Such transaction does not constitute notifiable transaction under Chapter 19 of the GEM Listing Rules and is fully exempted from the requirements under Chapter 20 of the GEM Listing Rules.

Reference is made to the circular of the Company dated 23 November 2015 (the "Circular") in relation to the acquisition of 14.677% interest in Boom Max. Unless otherwise defined in this report, capitalised terms used in this section shall have the same meaning as defined in the Circular. As disclosed in the Circular, the Acquisition Agreement was entered into among the Company, the Vendors and the Warrantors in relation to sale and purchase of an aggregate of 14.677% of the equity interest in Boom Max, conditional upon, among other conditions, the Restructuring. Mr. Xue, being one of the Warrantors, is interested in one of the Vendors, Ace Source, which is wholly and beneficially owned by him. Mr. Dong Yuguo, being one of the Warrantors, is interested as one of the Vendors, Access Magic, which is wholly and beneficially owned by him. Mr. Dong is also a director of some subsidiaries of the Company. Such acquisition constitutes a major and connected transaction for the Company under the GEM Listing Rules and is subject to the notification, announcement and shareholders' approval requirements of Chapter 19 of the GEM Listing Rules and the circular, independent financial advice and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules. Such acquisition was completed on 31 December 2015. As part of the Consideration, on 31 December 2015, the Company issued the Convertible Notes in the principal amount of HK\$43,816,465 and HK\$25,927,823 conferring rights to Ace Source and Access Magic respectively for shares of the Company at an initial Conversion Price of HK\$0.30 per Conversion Share (without taking into account the effect of the 2016 Capital Reorganisation and subject to further adjustment) due on, subject to the conditions attached to the Convertible Notes, the date falling two years after the Issue Date. Details of the acquisition are set out in the Company's announcements dated 13 August 2015, 16 September 2015, 16 October 2015, 6 November 2015, 15 December 2015 and 31 December 2015, and the Circular.

董事進行證券交易

本公司已依賴創業板上市規則第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。

董事於合約或安排的權益

於二零一四年七月一日，Boom Max的附屬公司善同國際有限公司(「善同」)(作為持牌人)、成都奧畢信息技術有限公司(「中國公司」)(作為發牌人)與Apperience訂立版權牌照協議(「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版權予善同；及(ii)於美國完成以善同名義註冊「Advanced SystemCare」版權(以較後者為準)為止，作為本集團內部重組其中一環。本公司執行董事兼行政總裁薛秋實先生透過持有彼於中國公司的股權而於當中擁有權益。有關交易並不構成創業板上市規則第19章項下的須予公佈交易，並獲全面豁免遵守創業板上市規則第20章的規定。

茲提述本公司日期為二零一五年十一月二十三日有關收購 Boom Max 14.677% 權益的通函(「通函」)。除本報告另有界定者外，本節所使用詞彙與通函所界定者具有相同涵義。誠如通函所披露，本公司、賣方與保證人就買賣 Boom Max 共 14.677% 權益訂立收購協議，惟須待(其中包括)重組後方可作實。薛先生(為其中一名保證人)於彼全資實益擁有的 Ace Source (為其中一名賣方)中擁有權益。董雨果先生(為其中一名保證人)於彼全資實益擁有的 Access Magic (為其中一名賣方)中擁有權益。董先生亦為本公司若干附屬公司的董事。該收購構成創業板上市規則項下本公司的主要及關連交易，須遵守創業板上市規則第19章的通知、公告及股東批准規定以及創業板上市規則第20章的通函、獨立財務意見及獨立股東批准規定。該收購已於二零一五年十二月三十一日完成。作為部分代價，本公司已於二零一五年十二月三十一日分別發行本金額為43,816,465港元及25,927,823港元的可換股票據，其賦予 Ace Source 及 Access Magic 權利按初步兌換價每股兌換股份0.30港元(並無計及二零一六年股本重組的影響及可作進一步調整)認購本公司股份，有關可換股票據於發行日期後滿兩年當日到期，惟須受可換股票據所附條件所限。收購詳情載於本公司日期為二零一五年八月十三日、二零一五年九月十六日、二零一五年十月十六日、二零一五年十一月六日、二零一五年十二月十五日及二零一五年十二月三十一日的公告以及通函。

OTHER INFORMATION

其他資料

Save for the New Copyright Licence Agreement and the Acquisition Agreement, none of the Directors or an entity connected with a Director is or was materially interested, whether directly or indirectly, in any transaction, arrangement or contract of significance subsisting during or at the end of the Period which is significant in relation to the business of the Group, nor had any Director had 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.

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

As at 31 March 2016, the interests or short positions of the Directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), Chapter 571 under the laws of Hong Kong) as recorded in the register required to be kept under section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rule 5.46 of the GEM Listing Rules, were as follows:

Long positions in the ordinary shares and underlying shares of the Company

Name of Director	Capacity	Number of Shares and underlying Shares held	Approximate percentage of the total issued share capital of the Company (Note 1)
董事姓名	身分	所持股份及相關股份數目	佔本公司全部已發行股本概約百分比(附註1)
Xue Qiushi ("Mr. Xue")	Interest in a controlled corporation	296,710,183 (Note 2)	24.03%
薛秋實(「薛先生」)	受控法團權益	296,710,183 (附註2)	24.03%
Kuang Hao Kun Giovanni ("Mr. Kuang")	Beneficial owner	6,155,000 (Note 3)	0.50%
鄺豪鋨(「鄺先生」)	實益擁有人	6,155,000 (附註3)	0.50%

Notes:

1. The total number of the 1,234,579,129 shares of the Company in issue as at 31 March 2016 has been used for the calculation of the approximate percentage.

除新版權牌照協議及收購協議外，概無董事或與董事有關連的實體於本期間內或本期間結束時仍然生效且對本集團業務而言屬重大的任何重大交易、安排或合約中擁有或已擁有重大直接或間接權益，亦無任何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。

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

於二零一六年三月三十一日，董事及本公司主要行政人員於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份或債券中根據證券及期貨條例第352條須記錄於所存置登記冊內的權益或淡倉，或根據創業板上市規則第5.46條所述有關董事進行交易的規定標準須另行知會本公司及聯交所的權益或淡倉如下：

於本公司普通股及相關股份的好倉

附註：

1. 概約百分比按本公司於二零一六年三月三十一日的已發行股份總數1,234,579,129股計算。

2. Ace Source International Limited (“Ace Source”) (being one of the substantial shareholders of the Company whose interests are set out in the section headed “Interest Discloseable under the SFO and Substantial Shareholders and Other Persons Interest in Securities” below) 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 12 January 2016, among these 296,710,183 shares/underlying shares, 146,054,883 of which were underlying shares to be allotted and issued by the Company upon exercise of the conversion rights attached to the Convertible Notes created and issued to the Vendors of Boom Max in an aggregate principal amount of HK\$75,208,000 with a conversion period from 31 December 2015 to 31 December 2017 at an initial conversion price of HK\$0.30 per share (without taking into account the effect of the 2016 Capital Reorganisation and subject to adjustment(s)). The Convertible Notes are due to mature on a date falling two years after the issue date of 31 December 2015. As part of the consideration for the acquisition of 14.677% of the issued share capital of Boom Max, the Convertible Note in a principal amount of HK\$43,816,465 was created and issued to Ace Source.
2. Ace Source International Limited (「Ace Source」，為本公司主要股東之一，其權益載於下文「根據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，薛先生被視為於Ace Source所持全部股份／相關股份中擁有權益。根據薛先生於二零一六年一月十二日提呈的董事／最高行政人員通知 — 上市法團股份權益，該296,710,183股股份／相關股份中，其中146,054,883股為本公司於所增設可換股票據所附帶兌換權獲行使後將予配發及發行的相關股份，該等股份已按初步兌換價每股0.30港元(並無計及二零一六年股本重組的影響及可予調整)發行予Boom Max賣方，本金總額為75,208,000港元，兌換期由二零一五年十二月三十一日起至二零一七年十二月三十一日止。可換股票據於二零一五年十二月三十一日發行日期後起計兩年之日到期。作為收購Boom Max已發行股本14.677%的部分代價，已增設並向Ace Source發行本金額為43,816,465港元的可換股票據。
3. On 2 July 2015, the Company granted a share option to subscribe for 6,155,000 shares of the Company to Mr. Kuang. Such share option has an exercise period from 15 July 2015 to 14 July 2018 and an exercise price of HK\$0.551 per share.
3. 於二零一五年七月二日，本公司向鄺先生授出可認購6,155,000股本公司股份的購股權。該購股權的行使期為二零一五年七月十五日至二零一八年七月十四日，行使價為每股股份0.551港元。

Long positions in shares of associated corporation of the Company

於本公司相聯法團股份的好倉

Name of 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
董事姓名	相聯法團名稱	持有股份的身分	股份數目	佔相聯法團已發行股本概約百分比
Xue Qiushi	Apperience Corporation	Interest in a controlled corporation (Note)	3,882,391	18.79%
薛秋實	Apperience Corporation	受控法團權益(附註)	3,882,391	18.79%
Xue Qiushi	Boom Max International Limited	Interest in a controlled corporation (Note)	11,657	11.66%
薛秋實	Boom Max International Limited	受控法團權益(附註)	11,657	11.66%

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 Corporation and Boom Max (both being associated corporations 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，薛先生被視為於Ace Source所持Apperience Corporation及Boom Max(均為本公司相聯法團)全部股份中擁有權益。

OTHER INFORMATION

其他資料

Save as disclosed above, as at 31 March 2016, none of the Directors nor chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares and debenture of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rule 5.46 of the GEM Listing Rules.

DIRECTORS' AND CHIEF EXECUTIVE'S RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

Save as disclosed in the section headed "Directors' and Chief Executive's Interests or Short Positions in the Shares, Underlying Shares or Debentures of the Company or any Associated Corporations" above, at no time during the Period was the Company or any of its subsidiaries a party to any arrangements to enable the Directors and the chief executive of the Company, 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 share option scheme of the Company ("Share Option Scheme") was approved by Shareholders in an extraordinary general meeting of the Company. The Share Option Scheme is to enable the Company to grant options 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.

The Share Option Scheme shall continue in force for the period commencing from its adoption date and expiring at the close of business on the tenth anniversary thereof, after such period no further options will be granted but the provisions of the Share Option Scheme shall remain in full force and effect in respect of any options granted before its expiry or termination but not yet exercised. The Share Option Scheme will remain in force until 24 December 2017.

除上述所披露外，於二零一六年三月三十一日，董事或本公司主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中，擁有或被視作擁有任何根據證券及期貨條例第352條須記錄於所存置登記冊內的權益或淡倉，或根據創業板上市規則第5.46條所述有關董事進行交易的規定標準須另行知會本公司及聯交所的權益或淡倉。

董事及主要行政人員收購股份或債務證券的權利

除上文「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」一節所披露者外，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，致使董事及本公司主要行政人員、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，股東於本公司股東特別大會批准本公司購股權計劃(「購股權計劃」)。購股權計劃旨在讓本公司可向董事或本集團僱員授出購股權以作為肯定及鼓勵彼等為本集團所作貢獻的獎勵，以助本集團留聘其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。

購股權計劃自其採納日期起持續有效，並於該日的十週年當日營業時間結束時屆滿。於該期限後，將不會進一步授出任何購股權，惟就於購股權計劃屆滿或終止前授出但尚未行使的任何購股權而言，購股權計劃的條文仍具十足效力及效用。購股權計劃將有效至二零一七年十二月二十四日。

Upon acceptance of an option to subscribe for shares granted pursuant to the Share Option Scheme, the eligible participant shall pay HK\$1.00 to the Company by way of consideration for the grant. Such option will be offered for acceptance for a period of 7 days from the date on which the offer is made. The total number of shares issued and to be issued upon exercise of the options granted to each participant or grantee (including exercised and outstanding options) in any 12-month period up to the date of grant shall not exceed 1% of the shares in use at the date of grant. The exercise price for shares under the Share Option Scheme may be determined by the Board at its absolute discretion but in any event will not be less than the highest of: (i) the closing price of the shares as stated in the daily quotations sheet of the Stock Exchange on the date of grant, which must be a trading day; (ii) the average closing price of the shares as stated in the daily quotations sheets of the Stock Exchange for the five trading days immediately preceding the date of grant; (iii) the average closing price of the shares as stated in the daily quotation sheets of the Stock Exchange for the ten trading days immediately preceding the date of grant; and (iv) the nominal value of the share on the date of grant.

On 2 July 2015, the Company granted 12,310,000 share options (“Options”). Among the Options granted, (i) Option entitling the holder thereof to subscribe for an aggregate of 6,155,000 shares was granted to Mr. Kuang, the chairman of the Board and an executive Director and (ii) Options entitling the holders thereof to subscribe for an aggregate of 6,155,000 shares were granted to two directors of subsidiaries of the Company (one of whom is also the company secretary and financial controller of the Company).

The grant of the Option to Mr. Kuang has been reviewed and approved by the independent non-executive Directors in accordance with Rule 23.04(1) of the GEM Listing Rules.

Details of the Options granted by the Company have been disclosed in the Company’s announcement dated 2 July 2015.

於接納根據購股權計劃授出可認購股份的購股權時，合資格參與者須向本公司支付1.00港元，作為授出代價。該等購股權的接納期將為提呈當日起計7日期間。截至授出日期止任何12個月期間，因授予各參與者或承授人的購股權（包括已行使及尚未行使購股權）獲行使而已發行及將發行的股份總數，不得超過於授出日期已發行股份的1%。購股權計劃項下股份的行使價可由董事會全權酌情釐定，惟於任何情況下均不會低於以下各項的最高者：(i) 股份於授出日期（該日須為交易日）在聯交所每日報價表中的收市價；(ii) 股份於緊接授出日期前五個交易日在聯交所每日報價表中的平均收市價；(iii) 股份於緊接授出日期前十個交易日在聯交所每日報價表中的平均收市價；及(iv) 股份於授出日期的面值。

於二零一五年七月二日，本公司已授出12,310,000份購股權（「購股權」）。於所授出購股權中，(i) 賦予持有人權利認購合共6,155,000股股份的購股權已授予董事會主席兼執行董事鄭先生；及(ii) 賦予持有人權利認購合共6,155,000股股份的購股權已授予本公司兩名附屬公司董事，其中一名亦為本公司的公司秘書兼財務總監。

授予鄭先生的購股權已根據創業板上市規則第23.04(1)條獲獨立非執行董事審閱及批准。

本公司授出的購股權詳情已於本公司日期為二零一五年七月二日的公告內披露。

OTHER INFORMATION

其他資料

Details of the movements in the Options granted under the Share Option Scheme during the Period are as follow: 根據購股權計劃授出的購股權於本期間內變動詳情如下：

Date of grant	Grantees	Exercise period	Exercise price per Share HK\$	Outstanding as at 1 January 2016 '000	Granted during the Period '000	Cancelled/ exercised during the Period '000	Lapsed during the Period '000	Outstanding as at 31 March 2016 '000	
授出日期	承授人	行使期	每股行使價 港元	於二零一六年 一月一日 尚未行使 千份	本期間授出 千份	本期間 註銷/行使 千份	本期間失效 千份	於二零一六年 三月三十一日 尚未行使 千份	
2 July 2015 二零一五年 七月二日	Mr. Kuang 鄺先生	15 July 2015 to 14 July 2018 二零一五年七月十五日至 二零一八年七月十四日	0.551	6,155	-	-	-	6,155	
2 July 2015 二零一五年 七月二日	Two directors of subsidiaries of the Company 本公司兩名附屬公司董事	15 July 2015 to 14 July 2018 二零一五年七月十五日至 二零一八年七月十四日	0.551	6,155	-	-	-	6,155	
Total				總計	12,310	-	-	-	12,310

Notes:

- The vesting period of the Options is from the date of grant until the commencement of the exercise period.
- The closing price of the Company's shares immediately before the date of grant on 1 July 2015 was HK\$0.52.

As at 31 March 2015 and the date of this report, the total number of shares available for issue under the Share Option Scheme under the existing 10% limit is 4,052, representing approximately 0.0003% of the issued share capital of the Company.

附註：

- 購股權的歸屬期為自授出日期起計直至行使期開始為止。
- 本公司股份於緊接授出日期前於二零一五年七月一日的收市價為0.52港元。

於二零一五年三月三十一日及本報告日期，根據現有10%上限，購股權計劃項下可供發行的股份總數為4,052股，相當於本公司已發行股本約0.0003%。

**INTERESTS DISCLOSEABLE UNDER THE SFO AND
SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS
INTEREST IN SECURITIES**

Substantial shareholders

As at 31 March 2016, the following persons (other than Directors or chief executives of the Company) had, or were deemed or taken to have an 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 the SFO:

Long positions in the ordinary shares of the Company

根據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

於二零一六年三月三十一日，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，擁有或被當作或視為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記錄於本公司根據證券及期貨條例第336條須存置的登記冊內的權益或淡倉：

於本公司普通股的好倉

Shareholders	Capacity	Number of shares and underlying shares of the Company held (Note 1)	Approximate percentage of the total issued share capital of the Company (Note 2)	Notes
股東	身分	本公司所持股份及相關股份數目 (附註1)	佔本公司全部已發行股本概約百分比 (附註2)	附註
Fastek Investments Limited ("Fastek")	Beneficial Owner	118,600,000 (L)	9.61%	3
Fastek Investments Limited (「Fastek」)	實益擁有人	118,600,000 (L)	9.61%	3
Rosy Lane Investments Limited ("Rosy Lane")	Interest in a controlled corporation	159,560,788 (L)	12.92%	3
Rosy Lane Investments Limited (「Rosy Lane」)	受控法團權益	159,560,788 (L)	12.92%	3
Hong Kong Education (Int'l) Investments Limited	Interest in a controlled corporation	159,560,788 (L)	12.92%	3
香港教育(國際)投資集團有限公司	受控法團權益	159,560,788 (L)	12.92%	3
Access Magic Limited ("Access Magic")	Beneficial Owner	176,099,398 (L)	14.26%	4
Access Magic Limited (「Access Magic」)	實益擁有人	176,099,398 (L)	14.26%	4
Dong Yuguo ("Mr. Dong")	Interest in a controlled corporation	176,099,398(L)	14.26%	4, 5
董雨果(「董先生」)	受控法團權益	176,099,398(L)	14.26%	4, 5
Ace Source International Limited ("Ace Source")	Beneficial Owner	296,710,183 (L)	24.03%	6
Ace Source International Limited (「Ace Source」)	實益擁有人	296,710,183 (L)	24.03%	6

OTHER INFORMATION

其他資料

Shareholders	Capacity	Number of shares and underlying shares of the Company held (Note 1)	Approximate percentage of the total issued share capital of the Company (Note 2) 佔本公司全部已發行股本概約百分比 (附註2)	Notes
股東	身分	本公司所持股份及相關股份數目 (附註1)		附註
Ever Robust Holdings Limited ("Ever Robust")	Beneficial Owner	147,080,000 (L)	11.91%	7
連捷控股有限公司(「連捷」)	實益擁有人	147,080,000 (L)	11.91%	7
Interactive Entertainment China Cultural Technology Investments Limited ("IE China")	Interest of a controlled corporation	147,080,000 (L)	11.91%	7
互娛中國文化科技投資有限公司 (「互娛中國」)	受控法團權益	147,080,000 (L)	11.91%	7

Notes:

- The letter "L" denotes a long position in the shares/underlying shares of the Company.
- The total number of the 1,234,579,129 shares of the Company in issue as at 31 March 2016 has been used for the calculation of the approximate percentage.
- Wise Action Limited ("Wise Action") and Fastek are wholly and beneficially owned by Rosy Lane. Rosy Lane is wholly owned by Hong Kong Education (Int'l) Investments Limited (Stock code: 1082), a company whose shares are listed on the Main Board of the Stock Exchange. Each of Hong Kong Education (Int'l) Investments Limited and Rosy Lane was deemed to be interested in the 40,960,788 Shares and 118,600,000 Shares held by Wise Action and Fastek respectively pursuant to Part XV of the SFO.
- Access Magic was interested in 176,099,398 shares/underlying shares of the Company in the capacity of beneficial owner, 86,426,076 of which were underlying shares of the Company.
- Access Magic is wholly and beneficially owned by Mr. Dong, a director of a subsidiary of the Company. As such, Mr. Dong was deemed to be interested in all the shares/underlying shares of the Company held by Access Magic pursuant to Part XV of the SFO.
- Ace Source was interested in 296,710,183 shares/underlying shares of the Company in the capacity of beneficial owner, 146,054,833 of which were underlying shares of the Company. Ace Source is wholly and beneficially owned by Mr. Xue. As such, Mr. Xue was deemed to be interested in all the shares/underlying shares of the Company held by Ace Source pursuant to Part XV of the SFO. Mr. Xue is a director of Ace Source.

附註：

- 字母「L」指於本公司股份／相關股份的好倉。
- 概約百分比按本公司於二零一六年三月三十一日的已發行股份總數1,234,579,129股計算。
- 智僑有限公司(「智僑」)及Fastek由Rosy Lane全資實益擁有。Rosy Lane由股份於聯交所主板上市的公司香港教育(國際)投資集團有限公司(股份代號：1082)全資擁有。根據證券及期貨條例第XV部，香港教育(國際)投資集團有限公司及Rosy Lane各自被視作於智僑及Fastek分別所持40,960,788股及118,600,000股股份中擁有權益。
- Access Magic以實益擁有人身分於176,099,398股本公司股份／相關股份中擁有權益，其中86,426,076股為本公司相關股份。
- Access Magic由本公司附屬公司董事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所持全部本公司股份／相關股份中擁有權益。
- Ace Source以實益擁有人身分於296,710,183股本公司股份／相關股份中擁有權益，其中146,054,833股為本公司相關股份。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所持全部本公司股份／相關股份中擁有權益。薛先生為Ace Source董事。

7. Based on the corporate substantial shareholder notices filed by Ever Robust and IE China on 25 January 2016, Ever Robust held 147,080,000 shares of the Company in the capacity of beneficial owner and is wholly owned by Whole Kind Investments Limited, which is wholly owned by IE China (Stock code: 8081), a company whose shares are listed on GEM. Accordingly, each of Whole Kind Investments Limited and IE China was deemed to be interested in all the shares of the Company owned by Ever Robust pursuant to Part XV of the SFO.

Save as disclosed above, the Directors were not aware of any other person (other than Directors or chief executive of the Company) who, as at 31 March 2016, had or was 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 the SFO.

PURCHASE, SALE OR REDEMPTION OF SHARES

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

COMPETING INTEREST

None of the Directors, nor their respective close associates (as defined under the GEM Listing Rules) had any interest in a business, apart from the business of the Group, which competes or is likely to compete, either directly or indirectly, with the business of the Group during the Period.

CORPORATE GOVERNANCE

During the Period, the Company complied with the code provisions set out in Appendix 15 to the GEM Listing Rules.

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 currently comprises three independent non-executive Directors, namely, Ms. Xiao Yiming, Professor Lee T.S. and Professor Chui Tsan Kit (the chairman of the Audit Committee). The audit committee's principal duties are to review and supervise the financial reporting process, risk management and internal control procedures of the Group.

The Group's unaudited consolidated results for the Period have been reviewed by the audit committee.

7. 根據連捷及互娛中國於二零一六年一月二十五日提呈的公司主要股東通知，連捷以實益擁有人身分持有147,080,000股本公司股份，該公司由豪佳投資有限公司全資擁有，而豪佳投資有限公司則由股份於創業板上上市的公司互娛中國(股份代號：8081)全資擁有。因此，根據證券及期貨條例第XV部，豪佳投資有限公司及互娛中國各自被視作於連捷所擁有全部本公司股份中擁有權益。

除上文披露者外，據董事所知，於二零一六年三月三十一日，概無任何其他人士(董事或本公司主要行政人員除外)於本公司股份或相關股份中，擁有或被視為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記錄於本公司根據證券及期貨條例第336條須存置的登記冊內的權益或淡倉。

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。

競爭權益

於本期間內，除本集團業務外，董事或彼等各自的緊密聯繫人士(定義見創業板上市規則)並無直接或間接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。

企業管治

於本期間內，本公司一直遵守創業板上市規則附錄十五所載守則條文。

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。審核委員會目前由三名獨立非執行董事組成，即肖一鳴女士、李天生教授及徐燦傑教授(審核委員會主席)。審核委員會的主要工作為檢討與監督本集團的財務申報程序、風險管理及內部監控程序。

審核委員會已審閱本集團本期間的未經審核綜合業績。

OTHER INFORMATION

其他資料

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, the Company 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 for their support to the Company.

On behalf of the Board
GET Holdings Limited
Kuang Hao Kun Giovanni
Chairman

11 May 2016

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 Ms. Xiao Yiming, Professor Lee T.S. and Professor Chui Tsan Kit.

足夠公眾持股量

根據本公司所取得公開資料及據董事所知，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各位股東對本公司的支持。

代表董事會
智易控股有限公司
主席
鄭豪錕

二零一六年五月十一日

於本報告日期，董事會成員包括兩名執行董事鄭豪錕先生及薛秋實先生；及三名獨立非執行董事肖一鳴女士、李天生教授及徐燦傑教授。