

香港交易及結算所有限公司及香港聯合交易所有限公司對本公告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本公告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。



GET HOLDINGS LIMITED

智易控股有限公司*

(於開曼群島註冊成立及於百慕達存續之有限公司)

(股份代號：8100)

二零一六年中期業績公告

智易控股有限公司（「本公司」）董事會（「董事會」）欣然宣佈本公司及其附屬公司截至二零一六年六月三十日止六個月之未經審核業績。本公告載列本公司二零一六年中期報告全文，乃符合香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）證券上市規則（「創業板上市規則」）有關中期業績初步公告附載之資料規定。本公司之二零一六年中期報告將於二零一六年八月十二日在聯交所網站www.hkexnews.hk及本公司網站www.geth.com.hk可供閱覽，而本公司之二零一六年中期報告之印刷版本將於二零一六年八月十六日或之前寄發予本公司股東。

承董事會命
智易控股有限公司*
主席
鄭豪鋌

香港，二零一六年八月十一日

於本公告日期，董事會成員包括兩名執行董事鄭豪鋌先生及薛秋實先生；及三名獨立非執行董事李天生教授、肖一鳴女士及徐燦傑教授。

* 僅供識別

本公告的資料乃遵照創業板上市規則而刊載，旨在提供有關本公司的資料。本公司各董事願就本公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，本公告所載資料在各重要方面均準確完備，並無誤導或欺詐成分，亦無遺漏其他事項，足以令致本公告所載任何陳述或本公告產生誤導。

本公告將由其刊登之日起計在創業板網站www.hkgem.com內之「最新公司公告」網頁至少保存七日及在本公司網站www.geth.com.hk內刊登。

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。有意投資者應瞭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\$129,031,000 for the six months ended 30 June 2016 (the "Period") representing a decrease of approximately 29% as compared to the turnover of approximately HK\$181,770,000 for the corresponding period in 2015.
- The Group recorded a profit attributable to owners of the Company of approximately HK\$11,736,000 for the Period as compared to the profit attributable to owners of the Company of approximately HK\$37,625,000 for the same period last year.
- The Group recorded a net profit of approximately HK\$22,926,000 for the Period (2015: HK\$58,306,000). The net profit for the Period mainly comprised (i) the segment profit of approximately HK\$36,032,000 contributed by the Software Business (as defined below) and (ii) the segment profit of approximately HK\$10,704,000 contributed by the Securities Investment Business (as defined below).
- Earnings per share for profit attributable to owners of the Company for the Period were HK4.75 cents.
- The Board (as defined below) does not recommend the payment of any dividend for the Period.
- 截至二零一六年六月三十日止六個月(「本期間」)，本集團的營業額(誠如下文所定義)約為129,031,000港元，較二零一五年同期的營業額約181,770,000港元減少約29%。
- 本集團於本期間內錄得本公司擁有人應佔溢利約11,736,000港元，而去年同期之本公司擁有人應佔溢利約為37,625,000港元。
- 本集團於本期間內錄得純利約22,926,000港元(二零一五年：58,306,000港元)。於本期間錄得純利主要由(i)軟件業務(誠如下文所定義)所貢獻的分部溢利約36,032,000港元及(ii)證券投資業務(誠如下文所定義)所貢獻的分部溢利約10,704,000港元組成。
- 於本期間內，本公司擁有人應佔溢利的每股盈利為4.75港仙。
- 董事會(誠如下文所定義)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 and six months ended 30 June 2016, together with the comparative unaudited figures for the corresponding periods 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（統稱為「本集團」）截至二零一六年六月三十日止三個月及六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 and six months ended 30 June 2016
(Expressed in Hong Kong dollars)

截至二零一六年六月三十日止三個月及六個月（以港元列示）

| | | Note 附註 | Three months ended 30 June 截至六月三十日止三個月 | | Six months ended 30 June 截至六月三十日止六個月 | |
|--|----------------------|------------|---|----------------------------------|---|----------------------------------|
| | | | 2016 二零一六年 HK\$'000 千港元 | 2015 二零一五年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 | 2015 二零一五年 HK\$'000 千港元 |
| Turnover | 營業額 | 4 | 53,299 | 82,832 | 129,031 | 181,770 |
| Cost of sales and services rendered | 銷售及所提供服務的成本 | | (22,837) | (42,505) | (55,261) | (91,445) |
| Gross profit | 毛利 | | 30,462 | 40,327 | 73,770 | 90,325 |
| Other revenue and other gains and losses, net | 其他收入以及 其他收益及虧損，淨額 | 5 | 93,926 | (922) | 15,093 | 23,606 |
| Selling and administrative expenses | 銷售及行政開支 | | (21,043) | (16,454) | (40,520) | (43,606) |
| Profit from operations | 經營溢利 | | 103,345 | 22,951 | 48,343 | 70,325 |
| Finance costs | 融資成本 | 6(a) | (5,660) | (312) | (11,335) | (313) |
| Share of (loss)/profit of an associate | 應佔一間聯營公司 (虧損)/溢利 | | - | 352 | (4,199) | 382 |
| Profit before taxation | 除稅前溢利 | 6 | 97,685 | 22,991 | 32,809 | 70,394 |
| Income tax expense | 所得稅開支 | 7 | (5,398) | (1,115) | (9,883) | (12,088) |
| Profit for the period | 本期間溢利 | | 92,287 | 21,876 | 22,926 | 58,306 |
| Profit attributable to: | 以下人士應佔溢利： | | | | | |
| Owners of the Company | 本公司擁有人 | | 87,505 | 13,776 | 11,736 | 37,625 |
| Non-controlling interests | 非控股權益 | | 4,782 | 8,100 | 11,190 | 20,681 |
| | | | 92,287 | 21,876 | 22,926 | 58,306 |
| | | | | (Restated) (經重列) | | (Restated) (經重列) |
| Earnings per share | 每股盈利 | 8 | | | | |
| Basic | 基本 | | HK35.44 cents 港仙 | HK16.18 cents 港仙 | HK4.75 cents 港仙 | HK50.34 cents 港仙 |
| Diluted | 攤薄 | | HK29.73 cents 港仙 | HK15.48 cents 港仙 | HK4.50 cents 港仙 | HK47.40 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 and six months ended 30 June 2016
(Expressed in Hong Kong dollars)

截至二零一六年六月三十日止三個月及六個月
(以港元列示)

| | | Three months ended 30 June 截至六月三十日止三個月 | | Six months ended 30 June 截至六月三十日止六個月 | |
|--|---------------------------|---|----------------------------------|---|----------------------------------|
| | | 2016 二零一六年 HK\$'000 千港元 | 2015 二零一五年 HK\$'000 千港元 | 2016 二零一六年 HK\$'000 千港元 | 2015 二零一五年 HK\$'000 千港元 |
| Profit for the period | 本期間溢利 | 92,287 | 21,876 | 22,926 | 58,306 |
| 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 | - | 1 | - | 30 |
| Fair value (loss)/gain on available-for-sale financial assets, net | 可供出售金融資產的公平價值收益(虧損)/收益·淨額 | (923) | 1,578 | (4,611) | 41,495 |
| Reclassification adjustment to profit or loss on disposal of available-for-sale financial assets | 於出售可供出售金融資產時重新分類調整至損益 | - | - | (980) | - |
| Other comprehensive income for the period, net of tax | 本期間其他全面收益，扣除稅項 | (923) | 1,579 | (5,591) | 41,525 |
| Total comprehensive income for the period | 本期間全面收益總額 | 91,364 | 23,455 | 17,335 | 99,831 |
| Attributable to: | 以下人士應佔： | | | | |
| Owners of the Company | 本公司擁有人 | 86,582 | 15,355 | 6,145 | 79,158 |
| Non-controlling interests | 非控股權益 | 4,782 | 8,100 | 11,190 | 20,673 |
| | | 91,364 | 23,455 | 17,335 | 99,831 |

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 June 2016 and 31 December 2015
(Expressed in Hong Kong dollars)

於二零一六年六月三十日及二零一五年十二月三十一日
(以港元列示)

| | | | 30 June 2016 二零一六年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2015 二零一五年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核) |
|---|------------------|----|---|--|
| Non-current assets | 非流動資產 | | | |
| Property, plant and equipment | 物業、廠房及設備 | | 2,230 | 2,252 |
| Investment properties | 投資物業 | 11 | 55,957 | – |
| Intangible assets | 無形資產 | | 77,023 | 74,416 |
| Goodwill | 商譽 | | 525,878 | 525,878 |
| Investment in an associate | 於一間聯營公司的投資 | | – | 20,900 |
| Available-for-sale financial assets | 可供出售金融資產 | 12 | 82,307 | 150,716 |
| Trade and other receivables | 貿易及其他應收款項 | 13 | 23,053 | 24,960 |
| | | | 766,448 | 799,122 |
| Current assets | 流動資產 | | | |
| Inventories | 存貨 | | 367 | 2,009 |
| Trade and other receivables | 貿易及其他應收款項 | 13 | 67,329 | 71,637 |
| 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 | 14 | 459,404 | 323,082 |
| Derivative financial instruments | 衍生金融工具 | 17 | 21,564 | 21,564 |
| Pledged bank deposits | 已抵押銀行存款 | | 2,637 | 2,633 |
| Cash and cash equivalents | 現金及現金等價物 | | 132,487 | 214,277 |
| | | | 683,788 | 635,202 |
| Current liabilities | 流動負債 | | | |
| Trade and other payables | 貿易及其他應付款項 | 15 | 49,294 | 53,366 |
| Current tax liabilities | 當期稅項負債 | | 47,956 | 40,942 |
| Loan notes | 貸款票據 | 16 | 3,500 | – |
| | | | 100,750 | 94,308 |
| Net current assets | 流動資產淨值 | | 583,038 | 540,894 |
| Total assets less current liabilities | 資產總值減流動負債 | | 1,349,486 | 1,340,016 |
| Non-current liabilities | 非流動負債 | | | |
| Deferred tax liabilities | 遞延稅項負債 | | 4,794 | 5,170 |
| Loan notes | 貸款票據 | 16 | 210,000 | 212,500 |
| Convertible notes | 可換股票據 | 17 | 70,157 | 68,525 |
| | | | 284,951 | 286,195 |
| NET ASSETS | 資產淨值 | | 1,064,535 | 1,053,821 |

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 June 2016 and 31 December 2015
(Expressed in Hong Kong dollars)

於二零一六年六月三十日及二零一五年十二月三十一日
(以港元列示)

| | | | 30 June 2016 二零一六年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2015 二零一五年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核) |
|--|--------------|------------|---|--|
| | | Note 附註 | | |
| Capital and reserves | 資本及儲備 | | | |
| Share capital | 股本 | 18 | 2,469 | 12,346 |
| Reserves | 儲備 | 19 | 1,019,629 | 1,003,607 |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | | 1,022,098 | 1,015,953 |
| Non-controlling interests | 非控股權益 | | 42,437 | 37,868 |
| TOTAL EQUITY | 總權益 | | 1,064,535 | 1,053,821 |

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY — UNAUDITED

簡明綜合權益變動表 — 未經審核

For the six months ended 30 June 2016 and 30 June 2015
(Expressed in Hong Kong dollars)

截至二零一六年六月三十日及二零一五年六月三十日止六個月
(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 | - | - | - | - | - | - | - | 37,625 | 37,625 | 20,681 | 58,306 |
| Other comprehensive income for the period | 本期間其他全面收益 | - | - | - | - | - | 38 | 41,495 | - | 41,533 | (8) | 41,525 |
| Total comprehensive income for the period | 本期間全面收益總額 | - | - | - | - | - | 38 | 41,495 | 37,625 | 79,158 | 20,673 | 99,831 |
| 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資本消減 | (17,587) | - | 17,587 | - | - | - | - | - | - | - | - |
| Performance shares issued on 5 June 2015 | 於二零一五年六月五日發行的表現股份 | 165 | 13,000 | - | - | - | - | - | - | 13,165 | - | 13,165 |
| Rights issue of shares on 16 June 2015 | 於二零一五年六月十六日的供股股份 | 5,862 | 190,685 | - | - | - | - | - | - | 196,547 | - | 196,547 |
| Dividends paid to non-controlling interests | 已派付非控股權益股息 | - | - | - | - | - | - | - | - | - | (13,828) | (13,828) |
| Changes in equity for the period | 本期間權益變動 | (11,560) | 203,685 | 17,587 | - | - | - | - | - | 209,712 | (13,549) | 196,163 |
| At 30 June 2015 | 於二零一五年六月三十日 | 7,981 | 300,531 | 982,277 | - | - | (45) | 47,006 | (322,528) | 1,015,222 | 48,648 | 1,063,870 |
| 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 |
| Profit for the Period | 本期間溢利 | - | - | - | - | - | - | - | 11,736 | 11,736 | 11,190 | 22,926 |
| Other comprehensive income for the Period | 本期間其他全面收益 | - | - | - | - | - | - | (5,591) | - | (5,591) | - | (5,591) |
| Total comprehensive income for the Period | 本期間全面收益總額 | - | - | - | - | - | - | (5,591) | 11,736 | 6,145 | 11,190 | 17,335 |
| Share consolidation and capital reduction on 24 May 2016 (note 18a) | 於二零一六年五月二十四日的股份合併及資本消減(附註18a) | (9,877) | - | 9,877 | - | - | - | - | - | - | - | - |
| Dividends paid to non-controlling interests | 已派付非控股權益股息 | - | - | - | - | - | - | - | - | - | (6,621) | (6,621) |
| Changes in equity for the Period | 本期間權益變動 | (9,877) | - | 9,877 | - | - | - | - | - | - | (6,621) | (6,621) |
| At 30 June 2016 | 於二零一六年六月三十日 | 2,469 | 420,124 | 992,154 | 2,839 | 25,555 | (45) | 7,702 | (428,700) | 1,022,098 | 42,437 | 1,064,535 |

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS – UNAUDITED

簡明綜合現金流量表 – 未經審核

For the six months ended 30 June 2016 and 30 June 2015
(Expressed in Hong Kong dollars)

截至二零一六年六月三十日及二零一五年六月三十日止六個月
(以港元列示)

| | | Six months ended 30 June 截至六月三十日止六個月 | |
|--|--------------------|---|----------------------------------|
| | | 2016 二零一六年 HK\$'000 千港元 | 2015 二零一五年 HK\$'000 千港元 |
| Net cash used in operating activities | 經營業務所用現金淨額 | (81,748) | (40,109) |
| Net cash generated from/(used in) investing activities | 投資活動所產生/(所用)現金淨額 | 5,923 | (25,434) |
| Net cash (used in)/generated from financing activities | 融資活動(所用)/所產生現金淨額 | (5,965) | 186,956 |
| Net (decrease)/increase in cash and cash equivalents | 現金及現金等價物(減少)/增加淨額 | (81,790) | 121,413 |
| Effect of foreign exchange rate changes | 外幣匯率變動的影響 | - | 30 |
| Cash and cash equivalents at 1 January | 於一月一日的現金及現金等價物 | 214,277 | 148,906 |
| Cash and cash equivalents at 30 June | 於六月三十日的現金及現金等價物 | 132,487 | 270,349 |
| Analysis of cash and cash equivalents: | 現金及現金等價物分析: | | |
| Cash and bank balances | 現金及銀行結餘 | 132,487 | 270,349 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2016
(Expressed in Hong Kong dollars)

截至二零一六年六月三十日止六個月
(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 advertisements, (ii) securities investment, (iii) money lending, (iv) provision of insurance and mandatory provident fund (“MPF”) schemes brokerage services and (v) provision of corporate management solutions and Information Technology (“I.T.”) contract services during the Period.

This unaudited condensed consolidated interim 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 (the “GEM Listing Rules”) of the Stock Exchange.

The Group’s 2016 interim 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。本公司註冊辦事處位於 Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。香港主要營業地點位於香港灣仔告士打道 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)證券投資；(iii)借貸；(iv)提供保險及強制性公積金（「強積金」）計劃經紀服務及(v)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，否則本未經審核簡明綜合中期財務資料以千港元（「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，本集團二零一六年中期未經審核財務報表乃根據歷史成本慣例編製。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 six months ended 30 June 2016
(Expressed in Hong Kong dollars)

截至二零一六年六月三十日止六個月
(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 period 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。

本集團並無提早應用已頒佈但尚未於二零一六年一月一日開始的財務期間內生效的新訂及經修訂香港財務報告準則。董事預期，新訂及經修訂香港財務報告準則將會於彼等生效時獲本集團的簡明綜合財務報表採納。本集團已著手評估（倘適用）所有將於未來期間生效的新訂及經修訂香港財務報告準則的潛在影響，但尚未能指出該等新訂及經修訂香港財務報告準則會否對其經營業務及財務狀況構成重大影響。

4. 營業額

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 30 June 截至六月三十日止三個月 | | Six months ended 30 June 截至六月三十日止六個月 | |
|--|---------------------|---|---|---|---|
| | | 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) | 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 | 28,986 | 29,996 | 63,697 | 71,719 |
| Loan interest income | 貸款利息收入 | 1,297 | 1,106 | 3,031 | 1,520 |
| Provision of insurance and MPF schemes brokerage services | 提供保險及強制性公積金計劃經紀服務 | 14,207 | 7,399 | 33,319 | 47,820 |
| Revenue and commission income from online shopping business | 網上購物業務的收入及佣金收入 | 256 | 865 | 256 | 1,961 |
| 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 | 8,553 | 43,466 | 28,728 | 58,750 |
| | | 53,299 | 82,832 | 129,031 | 181,770 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2016
(Expressed in Hong Kong dollars)

截至二零一六年六月三十日止六個月
(以港元列示)

5. OTHER REVENUE AND OTHER GAINS AND LOSSES, NET

5. 其他收入以及其他收益及虧損，淨額

| | Three months ended 30 June 截至六月三十日止三個月 | | Six months ended 30 June 截至六月三十日止六個月 | |
|---|---|---|---|---|
| | 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) | 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) |
| Other revenue | 其他收入 | | | |
| Bank interest income | 4 | 5 | 7 | 7 |
| Other investment interest income | 1 | 1 | 1 | 1 |
| Rental income | 465 | - | 490 | - |
| IT maintenance services income | - | - | - | 2,328 |
| Dividend income | 98 | - | 98 | 11 |
| Others | 17 | 91 | 560 | 406 |
| | 585 | 97 | 1,156 | 2,753 |
| Other gains and losses, net | 其他收益及虧損，淨額 | | | |
| Gain/(loss) on disposal of available-for-sale financial assets | 491 | (1,332) | (7,304) | (14,350) |
| Loss on disposal of financial assets at fair value through profit or loss | (68) | (15,882) | (502) | (15,882) |
| Gain on disposal of property, plant and equipment | - | - | 5 | - |
| Fair value gain on financial assets at fair value through profit or loss | 92,907 | 15,934 | 19,679 | 49,952 |
| Fair value gain on investment property | - | - | 2,052 | - |
| Written off of property, plant and equipment | - | (53) | - | (53) |
| Fair value gain on performance shares | - | 340 | - | 1,166 |
| Foreign exchange gains/(losses), net | 11 | (29) | 7 | (70) |
| Net sundry income | - | 3 | - | 90 |
| | 93,341 | (1,019) | 13,937 | 20,853 |
| Other revenue and other gains and losses, net | 93,926 | (922) | 15,093 | 23,606 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2016
(Expressed in Hong Kong dollars)

截至二零一六年六月三十日止六個月
(以港元列示)

6. PROFIT BEFORE TAXATION

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

6. 除稅前溢利

除稅前溢利已(計入)/扣除下列各項:

| | | Three months ended 30 June 截至六月三十日止三個月 | | Six months ended 30 June 截至六月三十日止六個月 | |
|--|------------------------------------|---|---|---|---|
| | | 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) | 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 other loans | 其他貸款利息 | 11 | 262 | 32 | 262 |
| Effective interest on convertible notes | 可換股票據的實際利息 | 816 | – | 1,632 | – |
| Interest on loan notes | 貸款票據利息 | 4,830 | 50 | 9,668 | 50 |
| Other interest expense | 其他利息開支 | 3 | – | 3 | 1 |
| | | 5,660 | 312 | 11,335 | 313 |
| (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 | 8,114 | 5,726 | 15,738 | 13,515 |
| Retirement scheme contributions | 退休計劃供款 | 301 | 280 | 605 | 582 |
| | | 8,415 | 6,006 | 16,343 | 14,097 |
| (c) Other items: | (c) 其他項目: | | | | |
| Amortisation of intangible assets | 無形資產攤銷 | 4,857 | 3,876 | 9,361 | 7,853 |
| Auditor's remuneration | 核數師酬金 | 322 | 228 | 484 | 416 |
| Depreciation | 折舊 | 330 | 326 | 644 | 637 |
| Reversal of commission clawback provision | 佣金回補撥備撥回 | (1,266) | (3,050) | (1,585) | (850) |
| Operating lease charges: | 經營租賃費用: | | | | |
| minimum lease payments | 最低租賃付款 | | | | |
| – hire of office premises | – 租賃辦公室物業 | 876 | 1,263 | 1,764 | 2,394 |
| (Gain)/loss on disposal of available-for-sale financial assets [#] | 出售可供出售金融資產的(收益)/虧損 [#] | (491) | 1,332 | 7,304 | 14,350 |
| Loss on disposal of financial assets at fair value through profit or loss [#] | 出售透過損益按公平價值列賬的金融資產的虧損 [#] | 68 | 15,882 | 502 | 15,882 |
| Fair value gain on performance shares [#] | 表現股份公平價值收益 [#] | – | (340) | – | (1,166) |
| Legal and professional fees | 法律及專業費用 | 1,490 | 1,113 | 1,993 | 3,914 |

[#] Included in other gains and losses.

[#] 於其他收益及虧損列賬。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2016
(Expressed in Hong Kong dollars)

截至二零一六年六月三十日止六個月
(以港元列示)

7. INCOME TAX EXPENSE

7. 所得稅開支

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

未經審核簡明綜合損益表的所得稅指：

| | Three months ended 30 June 截至六月三十日止三個月 | | Six months ended 30 June 截至六月三十日止六個月 | |
|---|---|---|---|---|
| | 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) | 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 | | | | |
| – Hong Kong Profits Tax | | | | |
| Provision for the period (Note 1) | 5,617 | 6,938 | 10,315 | 12,556 |
| – Withholding tax for the period (Note 2) | 37 | 28 | 80 | 54 |
| Deferred tax (Note 3) | (256) | (5,851) | (512) | (522) |
| | 5,398 | 1,115 | 9,883 | 12,088 |

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.

附註3：遞延稅項源自無形資產的暫時性差額的稅務影響。

The Group's share of an associate's loss for the Period includes share of associate's taxation of approximately HK\$13,000 (2015: profit of approximately HK\$18,000).

本期間內，本集團應佔的一間聯營公司虧損包括應佔聯營公司稅項約13,000港元（二零一五年：溢利約18,000港元）。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2016
(Expressed in Hong Kong dollars)

截至二零一六年六月三十日止六個月
(以港元列示)

8. EARNINGS PER SHARE

8. 每股盈利

(a) Basic earnings per share

(a) 每股基本盈利

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

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

| | | Three months ended 30 June 截至六月三十日止三個月 | | Six months ended 30 June 截至六月三十日止六個月 | |
|---|--------------------------|---|---|---|---|
| | | 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) | 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 earnings for the purpose of calculating basic earnings per share | 本公司擁有人應佔溢利及用作計算每股基本盈利的盈利 | 87,505 | 13,776 | 11,736 | 37,625 |
| | | '000 千股 | '000 千股 (Restated) (經重列) | '000 千股 | '000 千股 (Restated) (經重列) |
| 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的加權平均股數 | 246,916 | 85,127 | 246,916 | 74,748 |
| Basic earnings per share (HK cents) | 每股基本盈利(港仙) | 35.44 | 16.18 | 4.75 | 50.34 |

Note: The weighted average number of ordinary shares in 2015 has been retrospectively adjusted for the 2016 Capital Reorganisation (as defined below) completed on 24 May 2016.

附註：於二零一五年之普通股的加權平均數已就於二零一六年五月二十四日完成之二零一六年股本重組(定議見下文)而獲追溯調整。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2016
(Expressed in Hong Kong dollars)

截至二零一六年六月三十日止六個月
(以港元列示)

8. EARNINGS PER SHARE (continued)

8. 每股盈利(續)

(b) Diluted earnings per share

(b) 每股攤薄盈利

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

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

| | | Three months ended 30 June 截至六月三十日止三個月 | | Six months ended 30 June 截至六月三十日止六個月 | |
|---|--------------------------|---|---|---|---|
| | | 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) | 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 earnings for the purpose of calculating basic earnings per share | 本公司擁有人應佔溢利及用作計算每股基本盈利的盈利 | 87,505 | 13,776 | 11,736 | 37,625 |
| Finance cost saving on conversion of convertible notes outstanding | 因兌換尚未行使可換股票據而節省融資成本 | 816 | - | 1,632 | - |
| Profit attributable to owners of the Company and earnings for the purpose of calculating diluted earnings per share | 本公司擁有人應佔溢利及用作計算每股攤薄盈利的盈利 | 88,321 | 13,776 | 13,368 | 37,625 |
| | | '000 千股 | '000 千股 (Restated) (經重列) | '000 千股 | '000 千股 (Restated) (經重列) |
| 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的加權平均股數 | 246,916 | 85,127 | 246,916 | 74,748 |
| Effect of dilutive potential ordinary shares | 潛在攤薄普通股的影响 | | | | |
| Convertible notes | 可換股票據 | 50,139 | - | 50,139 | - |
| Performance shares | 表現股份 | - | 3,865 | - | 4,634 |
| 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的加權平均股數 | 297,055 | 88,992 | 297,055 | 79,382 |
| Diluted earnings per share (HK cents) | 每股攤薄盈利(港仙) | 29.73 | 15.48 | 4.50 | 47.40 |

Note: The weighted average number of ordinary shares in 2015 has been retrospectively adjusted for the 2016 Capital Reorganisation completed on 24 May 2016.

附註：於二零一五年之普通股的加權平均數已就於二零一六年五月二十四日完成之二零一六年股本重組而獲追溯調整。

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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 resources allocation and performance assessment, the Group had 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 during the Period. The information of these other operating segments is included in the "Others" column.

(a) Segment results

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

- Segment profit/(loss) represents 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

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。於各期間，本集團有五個（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、流動電話應用程式及工具欄廣告（「軟件業務」）
- 證券投資（「證券投資業務」）
- 借貸（「借貸業務」）
- 提供保險及強制性公積金計劃經紀服務（「保險及強積金計劃經紀業務」）
- 提供企業管理解決方案及資訊科技合約服務（「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」），於釐定報告分部時並無達到任何量化最低要求。於本期間內，本集團並無就電子學習業務錄得任何交易。此等其他營運分部的資料計入「其他」一欄。

(a) 分部業績

為監管分部表現及在分部間分配資源：

- 分部溢利／（虧損）指每個分部在並無分配中央行政成本、融資成本及所得稅開支下所賺取溢利／（出現虧損）。
- 下文所報告分部收入指來自外界客戶的收入。分部間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)

Information regarding the Group's reportable segments for the six months ended 30 June 2016 is set out below.

(a) 分部業績 (續)

有關本集團截至二零一六年六月三十日止六個月期間的報告分部資料載列如下。

| | | Six months ended 30 June 2016 截至二零一六年六月三十日止六個月 | | | | | | |
|---|-----------------|---|--------------------------------|------------------------|--|--|-------------|--------------|
| | | Software Business | Securities Investment Business | Money Lending Business | Corporate Insurance and MPF Schemes Brokerage Business | Management Solutions and I.T. Contract Services Business | Others | Consolidated |
| | | 軟件業務 | 證券投資業務 | 借貸業務 | 保險及強積金計劃經紀業務 | 資訊科技合約服務業務 | 其他 | 綜合 |
| | | 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 |
| | | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| | | (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) |
| Turnover | 營業額 | | | | | | | |
| Revenue from external customers | 外昇客戶收入 | 63,697 | - | 3,031 | 33,319 | 28,728 | 256 | 129,031 |
| Inter-segment revenue | 分部間收入 | - | - | - | - | 109 | - | 109 |
| Reportable segment revenue | 報告分部收入 | 63,697 | - | 3,031 | 33,319 | 28,837 | 256 | 129,140 |
| Reconciliation: | 對賬: | | | | | | | |
| Elimination of inter-segment revenue | 抵銷分部間收入 | | | | | | | (109) |
| Revenue | 收入 | | | | | | | 129,031 |
| Results | 業績 | | | | | | | |
| Segment results | 分部業績 | 36,032 | 10,704 | 2,531 | 1,318 | 3,816 | (206) | 54,195 |
| Reconciliation: | 對賬: | | | | | | | |
| Interest income | 利息收入 | | | | | | | 7 |
| Unallocated income | 未分配收入 | | | | | | | |
| - Rental income | - 租金收入 | | | | | | | 490 |
| - Gain on disposal of available-for-sale financial assets | - 出售可供出售金額資產的收益 | | | | | | | 491 |
| - Fair value gain on investment property | - 投資物業的公平價值收益 | | | | | | | 2,052 |
| Unallocated expenses | 未分配開支 | | | | | | | |
| - Corporate expenses | - 企業開支 | | | | | | | (8,876) |
| - Foreign exchange losses, net | - 匯兌虧損淨額 | | | | | | | (16) |
| Profit from operations | 經營溢利 | | | | | | | 48,343 |
| Finance costs | 融資成本 | | | | | | | (11,335) |
| Share of loss of an associate | 應佔一間聯營公司虧損 | | | | | | | (4,199) |
| Profit before taxation | 除稅前溢利 | | | | | | | 32,809 |
| Income tax expense | 所得稅開支 | | | | | | | (9,883) |
| Profit for the Period | 本期間溢利 | | | | | | | 22,926 |

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9. SEGMENT REPORTING (continued)

(a) Segment results (continued)

9. 分部報告 (續)

(a) 分部業績 (續)

| Six months ended 30 June 2016 截至二零一六年六月三十日止六個月 | | | | | | |
|---|--------------------------------|------------------------|--|--|-------------|--------------|
| Software Business | Securities Investment Business | Money Lending Business | Insurance and MPF Schemes Brokerage Business | Corporate Management Solutions and I.T. Contract Services Business | Others | Consolidated |
| 軟件業務 | 證券投資業務 | 借貸業務 | 保險及強積金計劃經紀業務 | 資訊科技合約服務業務 | 其他 | 綜合 |
| 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 |
| (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) |
| Other segment information: | 其他分部資料: | | | | | |
| Amortisation of intangible assets | 無形資產攤銷 | | | | | |
| Depreciation | 折舊 | | | | | |
| (Loss)/gain on disposal of available-for-sale financial assets | 出售可供出售金融資產的(虧損)/收益 | | | | | |
| Loss on disposal of financial assets at fair value through profit or loss | 出售透過損益按公平價值列賬的金融資產的虧損 | | | | | |
| Fair value gain on financial assets at fair value through profit or loss | 透過損益按公平價值列賬的金融資產的公平價值收益 | | | | | |
| Gain on disposal of property, plant and equipment | 出售物業、廠房及設備的收益 | | | | | |
| Legal and professional fees | 法律及專業費用 | | | | | |
| (8,572) | - | - | - | (789) | - | (9,361) |
| - | (30) | (11) | (177) | (268) | (158) | (644) |
| - | (7,795) | - | - | - | 491 | (7,304) |
| - | (502) | - | - | - | - | (502) |
| - | 19,679 | - | - | - | - | 19,679 |
| - | - | - | - | 5 | - | 5 |
| (95) | - | (37) | (66) | (56) | (1,739) | (1,993) |

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9. SEGMENT REPORTING (continued)

9. 分部報告 (續)

(a) Segment results (continued)

Information regarding the Group's reportable segments for the six months ended 30 June 2015 is set out below.

(a) 分部業績 (續)

有關本集團截至二零一五年六月三十日止六個月期間的報告分部資料載列如下。

| | | Six months ended 30 June 2015 截至二零一五年六月三十日止六個月 | | | | | | |
|---|---------------|---|--------------------------------|------------------------|--|--|-------------|--------------|
| | | Software Business | Securities Investment Business | Money Lending Business | Insurance and MPF Schemes Brokerage Business | Corporate Management Solutions and I.T. Contract Services Business | Others | Consolidated |
| | | 軟件業務 | 證券投資業務 | 借貸業務 | 保險及強積金計劃經紀業務 | 服務業務 | 其他 | 綜合 |
| | | 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 |
| | | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| | | (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) |
| Turnover | 營業額 | | | | | | | |
| Revenue from external customers | 外界客戶收入 | 71,719 | - | 1,520 | 47,820 | 58,750 | 1,961 | 181,770 |
| Inter-segment revenue | 分部間收入 | - | - | - | - | 479 | - | 479 |
| Reportable segment revenue | 報告分部收入 | 71,719 | - | 1,520 | 47,820 | 59,229 | 1,961 | 182,249 |
| Reconciliation: | 對賬: | | | | | | | |
| Elimination of inter-segment revenue | 抵銷分部間收入 | | | | | | | (479) |
| Revenue | 收入 | | | | | | | 181,770 |
| Results | 業績 | | | | | | | |
| Segment results | 分部業績 | 47,088 | 19,493 | 1,176 | 4,382 | 7,642 | (3,320) | 76,461 |
| Reconciliation: | 對賬: | | | | | | | |
| Interest income | 利息收入 | | | | | | | 7 |
| Unallocated income | 未分配收入 | | | | | | | |
| - Fair value gain on performance shares | - 表現股份的公平價值收益 | | | | | | | 1,166 |
| - Other income | - 其他收入 | | | | | | | 1 |
| Unallocated expenses | 未分配開支 | | | | | | | |
| - Corporate expenses | - 企業開支 | | | | | | | (7,310) |
| Profit from operations | 經營溢利 | | | | | | | 70,325 |
| Finance costs | 融資成本 | | | | | | | (313) |
| Share of profits of an associate | 應佔一間聯營公司溢利 | | | | | | | 382 |
| Profit before taxation | 除稅前溢利 | | | | | | | 70,394 |
| Income tax expense | 所得稅開支 | | | | | | | (12,088) |
| Profit for the period | 本期間溢利 | | | | | | | 58,306 |

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9. SEGMENT REPORTING (continued)

(a) Segment results (continued)

| Six months ended 30 June 2015 截至二零一五年六月三十日止六個月 | | | | | | |
|---|--------------------------------|------------------------|--|--|-------------|--------------|
| Software Business | Securities Investment Business | Money Lending Business | Insurance and MPF Schemes Brokerage Business | Corporate Management Solutions and I.T. Contract Services Business | Others | Consolidated |
| 軟件業務 | 證券投資業務 | 借貸業務 | 計劃經紀業務 | 服務業務 | 其他 | 綜合 |
| 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 |
| (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) |
| Other segment information: | | | | | | |
| Amortisation of intangible assets | 無形資產攤銷 | (7,064) | - | - | (789) | (7,853) |
| Depreciation | 折舊 | - | (30) | (5) | (246) | (637) |
| Loss on disposal of available-for-sale financial assets, net | 可供出售金融資產淨額虧損 | - | (14,350) | - | - | (14,350) |
| 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 | - | (15,882) | - | - | (15,882) |
| Written off of property, plant and equipment | 撇銷物業、廠房及設備 | - | - | - | (53) | (53) |
| Legal and professional fees | 法律及專業費用 | (1,110) | - | (18) | (30) | (3,914) |

(b) Segment assets and liabilities

For the purpose of monitoring segment performances and allocating resources among segments:

- Segment assets include all tangible, intangible assets and current assets with the exception of other corporate assets.
- Segment liabilities include all current and non-current liabilities with the exception of accrued central administration costs, loan notes and convertible notes.

9. 分部報告 (續)

(a) 分部業績 (續)

為監管分部表現及分配分部之間的資源：

- 分部資產包括所有有形資產、無形資產及流動資產，惟不包括其他企業資產。
- 分部負債包括所有流動及非流動負債，惟不包括應計中央行政成本、貸款票據及可換股票據。

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9. SEGMENT REPORTING (continued)

9. 分部報告 (續)

(b) Segment assets and liabilities (continued)

(b) 分部資產及負債 (續)

Information regarding the Group's reportable segments as at 30 June 2016 is set out below.

本集團於二零一六年六月三十日的報告分部資料如下。

| | | 30 June 2016 二零一六年六月三十日 | | | | | | |
|--|----------------|----------------------------|--------------------------------|------------------------|--|--|-------------|--------------|
| | | Software Business | Securities Investment Business | Money Lending Business | Insurance and MPF Schemes Brokerage Business | Corporate Management and Solutions and I.T. Contract Services Business | Others | Consolidated |
| | | 軟件業務 | 證券投資業務 | 借貸業務 | 保險及強積金計劃經紀業務 | 企業管理解決方案及資訊科技合約服務業務 | 其他 | 綜合 |
| | | 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 |
| | | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| | | (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) | (未經審核) |
| Assets | 資產 | | | | | | | |
| Segment assets | 分部資產 | 635,961 | 547,932 | 46,978 | 14,406 | 65,770 | 225 | 1,311,272 |
| Reconciliation: | 對賬: | | | | | | | |
| Unallocated assets | 未分配資產 | | | | | | | |
| - Property, plant and equipment | - 物業、廠房及設備 | | | | | | | 512 |
| - Investment properties | - 投資物業 | | | | | | | 55,957 |
| - Derivative financial instruments | - 衍生金融工具 | | | | | | | 21,564 |
| - Trade and other receivables | - 貿易及其他應收款項 | | | | | | | 1,121 |
| - Cash and cash equivalents | - 現金及現金等價物 | | | | | | | 59,810 |
| Total assets | 資產總值 | | | | | | | 1,450,236 |
| Liabilities | 負債 | | | | | | | |
| Segment liabilities | 分部負債 | 37,553 | 12,822 | 653 | 8,595 | 21,485 | 42 | 81,150 |
| Reconciliation: | 對賬: | | | | | | | |
| Unallocated liabilities | 未分配負債 | | | | | | | |
| - Trade and other payables | - 貿易及其他應付款項 | | | | | | | 20,894 |
| - Loan notes | - 貸款票據 | | | | | | | 213,500 |
| - Convertible notes | - 可換股票據 | | | | | | | 70,157 |
| Total liabilities | 負債總額 | | | | | | | 385,701 |
| Other segment information: | 其他分部資料: | | | | | | | |
| Additions to property, plant and equipment | 添置物業、廠房及設備 | - | - | (21) | (290) | (311) | - | (622) |
| Development cost capitalised | 開發成本資本化 | (11,968) | - | - | - | - | - | (11,968) |

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(以港元列示)

9. SEGMENT REPORTING (continued)

9. 分部報告 (續)

(b) Segment assets and liabilities (continued)

Information regarding the Group's reportable segments as at 31 December 2015 is set out below.

(b) 分部資產及負債 (續)

31 December 2015
二零一五年十二月三十一日

| | Software Business | Securities Investment Business | Money Lending Business | Insurance and MPF Schemes Brokerage Business | Corporate Management Solutions and I.T. Contract Services Business | Others | Consolidated | |
|--|-------------------|--------------------------------|------------------------|--|--|-----------|--------------|-----------|
| | 軟件業務 | 證券投資業務 | 借貸業務 | 保險及強積金計劃經紀業務 | 解決方案及資訊科技合約服務業務 | 其他 | 綜合 | |
| | 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 | |
| | (Audited) | (Audited) | (Audited) | (Audited) | (Audited) | (Audited) | (Audited) | |
| | (經審核) | (經審核) | (經審核) | (經審核) | (經審核) | (經審核) | (經審核) | |
| Assets | 資產 | | | | | | | |
| Segment assets | 633,793 | 481,844 | 68,760 | 14,384 | 70,502 | 125 | 1,269,408 | |
| Reconciliation: | 對賬: | | | | | | | |
| Unallocated assets | 未分配資產 | | | | | | | |
| - Property, plant and equipment | - 物業、廠房及設備 | | | | | | | |
| - Derivative financial instruments | - 衍生金融工具 | | | | | | | |
| - Investment in an associate | - 投資於一間聯營公司 | | | | | | | |
| - Trade and other receivables | - 貿易及其他應收款項 | | | | | | | |
| - Cash and cash equivalents | - 現金及現金等價物 | | | | | | | |
| | | | | | | | 671 | |
| | | | | | | | 21,564 | |
| | | | | | | | 20,900 | |
| | | | | | | | 818 | |
| | | | | | | | 120,963 | |
| Total assets | 資產總值 | | | | | | | 1,434,324 |
| Liabilities | 負債 | | | | | | | |
| Segment liabilities | 32,383 | 9,922 | 1,797 | 19,890 | 26,071 | - | 90,063 | |
| Reconciliation: | 對賬: | | | | | | | |
| Unallocated liabilities | 未分配負債 | | | | | | | |
| - Trade and other payables | - 貿易及其他應付款項 | | | | | | | |
| - Loan notes | - 貸款票據 | | | | | | | |
| - Convertible notes | - 可換股票據 | | | | | | | |
| | | | | | | | 9,415 | |
| | | | | | | | 212,500 | |
| | | | | | | | 68,525 | |
| Total liabilities | 負債總額 | | | | | | | 380,503 |
| Other segment information: | 其他分部資料: | | | | | | | |
| Additions to property, plant and equipment | - | - | (5) | (225) | (265) | (657) | (1,152) | |
| Development cost capitalised | (22,398) | - | - | - | - | - | (22,398) | |

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9. SEGMENT REPORTING (continued)

9. 分部報告 (續)

(c) Geographical information

The following tables set out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment, investment properties, intangible assets, goodwill and investment in an associate ("Specified non-current assets"). The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical location of the Specified non-current assets is based on the physical location of the assets, in the case of property, plant and equipment and investment properties, and the location of the operation to which they are allocated, in the case of intangible assets, goodwill and investment in an associate.

(c) 地區資料

下表載列有關(i)本集團來自外界客戶收入及(ii)本集團的物業、廠房及設備、投資物業、無形資產、商譽及於一間聯營公司之投資(「特定非流動資產」)的地理位置資料。客戶的地理位置乃以提供服務或交付貨品的位置為基準。特定非流動資產的地理位置乃以資產的實際所在位置(就物業、廠房及設備以及投資物業而言)及獲分配經營業務的位置(就無形資產、商譽及於一間聯營公司之投資)為基準。

| | | Three months ended 30 June 截至六月三十日止三個月 | | Six months ended 30 June 截至六月三十日止六個月 | |
|--|---------------|---|---|---|---|
| | | 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) | 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 | 23,036 | 29,396 | 55,551 | 86,894 |
| United States of America | 美國 | 11,019 | 13,144 | 24,598 | 32,303 |
| Russia | 俄羅斯 | 2,358 | 24,515 | 11,840 | 25,493 |
| Germany | 德國 | 2,873 | 1,654 | 6,304 | 3,698 |
| United Kingdom | 英國 | 1,880 | 2,531 | 4,360 | 6,003 |
| Japan | 日本 | 1,724 | 1,272 | 3,521 | 2,510 |
| Australia | 澳洲 | 1,091 | 1,274 | 2,316 | 3,011 |
| Canada | 加拿大 | 963 | 1,141 | 2,133 | 2,778 |
| Others (including Mainland China) | 其他(包括中國內地) | 8,355 | 7,905 | 18,408 | 19,080 |
| | | 53,299 | 82,832 | 129,031 | 181,770 |

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9. SEGMENT REPORTING (continued)

(c) Geographical information (continued)

| | | 30 June 2016 二零一六年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2015 二零一五年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核) |
|-------------------------------------|----------------|---|--|
| Specified non-current assets | 特定非流動資產 | | |
| Hong Kong | 香港 | 661,088 | 623,446 |

10. DIVIDENDS

The Board does not recommend the payment of any dividend for the Period (2015: Nil).

11. INVESTMENT PROPERTIES

On 11 March 2016, the Group entered into a sale and purchase agreement with an independent third party to acquire 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 at the cash consideration of HK\$20,000,000. Completion of the acquisition took place on 21 March 2016. 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. In accordance with HKFRS 3 (Revised) "Business Combinations", this transaction is accounted as an asset acquisition. Details of such acquisition are set out in the Company's announcements dated 11 March 2016 and 21 March 2016.

On 29 March 2016, the Group entered into a sale and purchase agreement with an independent third party to acquire 51% interest of Dragon Oriental Investment Limited ("Dragon Oriental") at the cash consideration of HK\$17,340,000. Completion of the acquisition took place on 31 March 2016. Dragon Oriental is principally engaged in property investment and its principal asset is a property located in Hong Kong. In accordance with HKFRS 3 (Revised) "Business Combinations", this transaction is accounted as an asset acquisition. Details of such acquisition are set out in the Company's announcements dated 29 March 2016 and 31 March 2016.

9. 分部報告 (續)

(c) 地區資料 (續)

10. 股息

董事會不建議就本期間派付任何股息 (二零一五年：無)。

11. 投資物業

於二零一六年三月十一日，本集團與一名獨立第三方訂立買賣協議，以收購Million Worldwide Investment Limited (「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。收購事項已於二零一六年三月二十一日完成。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。根據香港財務報告準則第3號(經修訂)「業務合併」，此項交易乃入賬列作資產收購。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。

於二零一六年三月二十九日，本集團與一名獨立第三方訂立買賣協議，以收購Dragon Oriental Investment Limited (「Dragon Oriental」) 51%權益，現金代價為17,340,000港元。收購事項已於二零一六年三月三十一日完成。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。根據香港財務報告準則第3號(經修訂)「業務合併」，此項交易乃入賬列作資產收購。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。

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12. AVAILABLE-FOR-SALE FINANCIAL ASSETS

12. 可供出售金融資產

| | | 30 June 2016 二零一六年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2015 二零一五年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核) |
|---------------------------------------|--------------|---|--|
| Listed investments, at fair value | 按公平價值計量的上市投資 | | |
| Equity securities listed in Hong Kong | 於香港上市的股本證券 | 70,172 | 120,103 |
| Unlisted investment funds | 非上市投資基金 | 12,135 | 30,613 |
| Unlisted equity securities | 非上市股本證券 | - | 1,309 |
| | | 82,307 | 152,025 |
| Impairment | 減值 | - | (1,309) |
| | | 82,307 | 150,716 |
| Analysed as: | 分析為以下項目： | | |
| Non-current assets | 非流動資產 | 82,307 | 150,716 |

The fair values of listed securities are based on current closing prices quoted on the Stock Exchange. The fair values of the unlisted investment funds have been determined by reference to the quotation provided by the administrators of the investment funds on the reporting date. The Directors believe that the estimated fair values provided by the administrators of the investment funds are reasonable, and the most appropriate value at the end of the reporting period.

As at 30 June 2016, available-for-sale financial assets with carrying amount of approximately HK\$65,376,000 (31 December 2015: HK\$110,375,000) have been charged in favour of brokerage firms as collateral for the Group's liabilities in respect of its margin trading account).

上市證券的公平價值乃根據聯交所報現行收市價釐定。非上市投資基金的公平價值已參考投資基金管理人於報告日期提供的報價而釐定。董事相信，投資基金管理人所提供的估計公平價值屬合理，於報告期末為最恰當的價值。

於二零一六年六月三十日，賬面值約為65,376,000港元（二零一五年十二月三十一日：110,375,000港元）的可供出售金融資產已抵押予經紀行作為本集團就其保證金貿易賬戶所涉及負債的抵押品。

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(以港元列示)

13. TRADE AND OTHER RECEIVABLES

13. 貿易及其他應收款項

| | | 30 June | 31 December |
|--|------------------|--------------------|-------------|
| | | 2016 | 2015 |
| | | 二零一六年 | 二零一五年 |
| | | 六月三十日 | 十二月三十一日 |
| | | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 |
| | | (Unaudited) | (Audited) |
| | | (未經審核) | (經審核) |
| Trade receivables (note (b)) | 貿易應收賬款 (附註(b)) | 58,728 | 79,268 |
| Less: Impairment loss (note (c)) | 減: 減值虧損 (附註(c)) | (445) | (206) |
| | | 58,283 | 79,062 |
| Prepayments, deposits and other receivables | 預付款項、按金及其他應收款項 | 26,432 | 10,000 |
| Amounts due from brokers | 應收經紀款項 | 5,667 | 7,318 |
| Amounts due from non-controlling interests of a subsidiary | 應收一間附屬公司之非控股權益款項 | - | 217 |
| | | 90,382 | 96,597 |
| Analysed as: | 分析為以下項目: | | |
| Current assets | 流動資產 | 67,329 | 71,637 |
| Non-current assets | 非流動資產 | 23,053 | 24,960 |
| | | 90,382 | 96,597 |

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13. TRADE AND OTHER RECEIVABLES (continued)

(a) Ageing analysis

According to the credit rating of different customers and service providers, the Group normally allows credit periods ranged from 0 to 90 days (31 December 2015: 0 to 90 days) to its trade customers.

The ageing analysis of the Group's trade receivables (net of allowance for impairment loss) based on due date is as follows:

13. 貿易及其他應收款項 (續)

(a) 賬齡分析

根據不同客戶及服務供應商的信貸評級，本集團給予其貿易客戶的信貸期一般介乎0至90日（二零一五年十二月三十一日：0至90日）。

本集團的貿易應收賬款（扣除減值虧損撥備）根據到期日的賬齡分析如下：

| | | 30 June 2016 二零一六年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2015 二零一五年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核) |
|--|---------------|---|--|
| Not due | 未逾期 | 52,723 | 70,025 |
| Within 1 month past due | 逾期1個月以內 | 2,138 | 3,067 |
| More than 1 month but within 3 months past due | 逾期1個月以上3個月以內 | 1,265 | 2,693 |
| More than 3 months but within 12 months past due | 逾期3個月以上12個月以內 | 1,501 | 1,860 |
| More than 12 months past due | 逾期12個月以上 | 656 | 1,417 |
| Amounts past due | 逾期金額 | 5,560 | 9,037 |
| | | 58,283 | 79,062 |

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13. TRADE AND OTHER RECEIVABLES (continued)

(b) Loan receivables

As of 30 June 2016, included in the Group's trade receivables were loans to customers of approximately HK\$41,536,000 (31 December 2015: HK\$49,356,000) for the Money Lending Business. The detailed analysis of loan receivables is as follows:

| | | Secured 已抵押 | | Unsecured 無抵押 | | Total 總計 | |
|--|-------------------------------------|---|--|---|--|---|--|
| | | 30 June 2016 二零一六年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2015 二零一五年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核) | 30 June 2016 二零一六年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2015 二零一五年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核) | 30 June 2016 二零一六年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2015 二零一五年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核) |
| Current | 即期 | 17,480 | 12,684 | 1,003 | 11,712 | 18,483 | 24,396 |
| Non-current | 非即期 | 22,870 | 24,675 | 183 | 285 | 23,053 | 24,960 |
| Balance at 30 June 2016/ 31 December 2015 | 於二零一六年六月三十日/ 二零一五年十二月三十一日 之結餘 | 40,350 | 37,359 | 1,186 | 11,997 | 41,536 | 49,536 |

As at 30 June 2016, the loan receivables of approximately HK\$13,077,000 (31 December 2015: HK\$22,012,000) were secured by the collaterals. The remaining balance of approximately HK\$27,273,000 (31 December 2015: HK\$15,347,000) was secured by unconditional and irrevocable personal guarantees.

(c) Impairment of trade receivables

Impairment losses in respect of trade receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly.

13. 貿易及其他應收款項 (續)

(b) 應收貸款

截至二零一六年六月三十日，本集團的貿易應收賬款包括就借貸業務向客戶貸款約41,536,000港元(二零一五年十二月三十一日：49,356,000港元)。應收貸款詳細分析如下：

於二零一六年六月三十日，應收貸款約13,077,000港元(二零一五年十二月三十一日：22,012,000港元)乃由抵押品作抵押。餘款約27,273,000港元(二零一五年十二月三十一日：15,347,000港元)乃由無條件及不可撤回個人擔保作抵押。

(c) 貿易應收賬款的減值

有關貿易應收賬款的減值虧損乃透過使用撥備賬記錄，除非本集團信納收回款項的可能性不大，在該情況下，減值虧損會直接從貿易應收賬款中撇銷。

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14. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

14. 透過損益以公平價值列賬的金融資產

| | | 30 June 2016 二零一六年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2015 二零一五年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核) |
|--|---------------------------|---|--|
| Equity securities held for trading at fair value, Listed in Hong Kong | 按公平價值計量於香港上市的 持作買賣股本證券 | 459,404 | 323,082 |
| Analysed as: Current assets | 分析為以下項目： 流動資產 | 459,404 | 323,082 |

The investments represent listed equity securities investments that offer the Group the opportunity for return through dividend income and fair value gains. They have no fixed maturity or coupon rate. The fair values of listed securities are based on market prices at the end of reporting period.

As at 30 June 2016, financial assets at fair value through profit or loss investments with carrying amount of approximately HK\$145,711,000 (31 December 2015: HK\$319,418,000) have been charged in favour of brokerage firms as collateral for the Group's liabilities in respect of its margin trading accounts.

Financial assets at fair value through profit or loss are denominated in Hong Kong dollars.

有關投資指為本集團提供機會透過收取股息收入及公平價值收益作為回報的上市股本證券投資。該等投資並無固定到期日或息票率。上市證券的公平價值乃根據於報告期末的市價得出。

於二零一六年六月三十日，賬面值約為145,711,000港元（二零一五年十二月三十一日：319,418,000港元）的透過損益以公平價值列賬的金融資產已抵押予經紀行作為本集團就其保證金貿易賬戶所涉及負債的抵押品。

透過損益以公平價值列賬的金融資產以港元列值。

15. TRADE AND OTHER PAYABLES

15. 貿易及其他應付款項

| | | 30 June 2016 二零一六年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2015 二零一五年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核) |
|---|------------------|---|--|
| Trade payables | 貿易應付賬款 | 6,737 | 19,201 |
| Deferred income | 遞延收入 | 7,346 | 1,247 |
| Deposits received | 已收按金 | 4,759 | 72 |
| Amounts due to non-controlling interests of a subsidiary | 應付一間附屬公司之非控股權益款項 | 2 | 1,332 |
| Loan notes interest payables | 應付貸款票據利息 | 14,383 | 4,990 |
| Accrued expenses and other payables | 應計費用及其他應付款項 | 16,067 | 26,524 |
| | | 49,294 | 53,366 |

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15. TRADE AND OTHER PAYABLES (continued)

The ageing analysis of trade payables, based on the date of receipt of goods/services, is as follows:

| | | 30 June 2016 二零一六年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2015 二零一五年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核) |
|---|-------------|---|--|
| Within 3 months | 3個月以內 | 4,788 | 10,338 |
| More than 3 months but within 12 months | 3個月以上12個月以內 | 879 | 8,863 |
| More than 12 months | 12個月以上 | 1,070 | - |
| | | 6,737 | 19,201 |

15. 貿易及其他應付款項 (續)

貿易應付賬款根據收取貨品/服務日期的賬齡分析如下:

16. LOAN NOTES

| | | | 30 June 2016 二零一六年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2015 二零一五年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核) |
|-------------------------|-----------|-----|---|--|
| Feb 2015 Notes | 二零一五年二月票據 | (a) | 3,500 | 4,500 |
| Jun 2015 Notes | 二零一五年六月票據 | (b) | 19,000 | 19,000 |
| Aug 2015 Notes | 二零一五年八月票據 | (c) | 191,000 | 189,000 |
| | | | 213,500 | 212,500 |
| Analysed as: | 分析為以下項目: | | | |
| Current liabilities | 流動負債 | | 3,500 | - |
| Non-current liabilities | 非流動負債 | | 210,000 | 212,500 |
| | | | 213,500 | 212,500 |

16. 貸款票據

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16. LOAN NOTES (continued)

(a) 6% per annum notes (“Feb 2015 Notes”)

Pursuant to a note placing agreement dated 5 February 2015, the Group issued 6% unconditional, unsubordinated and unsecured loan notes in an aggregate principal amount of HK\$4,500,000 to certain subscribers during the period commencing on the date of the placing agreement and up to (and including) the date falling on the 15th day of the sixth month after the date of the placing agreement. The Feb 2015 Notes are denominated in HK\$ and will mature on the second anniversary of the issue dates of the Feb 2015 Notes. During the Period, the Company has redeemed Feb 2015 Notes in an aggregate principal amount of HK\$1,000,000.

(b) 10% per annum notes (“Jun 2015 Notes”)

Pursuant to a note placing agreement dated 26 June 2015, the Group issued 10% unconditional, unsubordinated and unsecured loan notes in an aggregate principal amount of HK\$19,000,000 to certain subscribers during the period commencing on the date of the placing agreement and up to (and including) the date falling on the 15th day of the sixth month after the date of the placing agreement. The Jun 2015 Notes are denominated in HK\$ and will mature on the second anniversary of the issue dates of the Jun 2015 Notes.

(c) 9% per annum notes (“Aug 2015 Notes”)

Pursuant to a note placing agreement dated 20 August 2015, the Group issued 9% unconditional, unsubordinated and unsecured loan notes in an aggregate principal amount of HK\$191,000,000 to certain subscribers during the period commencing on the date of the placing agreement and up to (and including) the date falling on the 15th day of the sixth month after the date of the placing agreement. The Aug 2015 Notes are denominated in HK\$ and will mature on the second anniversary of the issue dates of the Aug 2015 Notes.

16. 貸款票據 (續)

(a) 6厘年息票據 (「二零一五年二月票據」)

根據日期為二零一五年二月五日的票據配售協議，自配售協議日期起直至配售協議日期後第六個月的第15日當日（包括該日）止期間，本集團向若干認購人發行6厘本金總額為4,500,000港元的無條件、非後償及無抵押貸款票據。二零一五年二月票據以港元列值，並將於二零一五年二月票據發行日期第二週年到期。於本期間，本公司已贖回本金總額為1,000,000港元之二零一五年二月票據。

(b) 10厘年息票據 (「二零一五年六月票據」)

根據日期為二零一五年六月二十六日的票據配售協議，自配售協議日期起直至配售協議日期後第六個月的第15日當日（包括該日）止期間，本集團向若干認購人發行10厘本金總額為19,000,000港元的無條件、非後償及無抵押貸款票據。二零一五年六月票據以港元列值，並將於二零一五年六月票據發行日期第二週年到期。

(c) 9厘年息票據 (「二零一五年八月票據」)

根據日期為二零一五年八月二十日的票據配售協議，自配售協議日期起直至配售協議日期後第六個月的第15日當日（包括該日）止期間，本集團向若干認購人發行9厘本金總額為191,000,000港元的無條件、非後償及無抵押貸款票據。二零一五年八月票據以港元列值，並將於二零一五年八月票據發行日期第二週年到期。

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17. CONVERTIBLE NOTES

On 31 December 2015, upon completion of the acquisition of additional 14.677% interest in Boom Max International Limited (the "Boom Max Acquisition"), the Company issued zero coupon convertible notes in an aggregate principal amount of HK\$75,208,200 at an initial conversion price of HK\$0.3 per conversion share (as adjusted to HK\$1.5 per conversion share after the 2016 Capital Reorganisation (as defined below) becoming effective on 24 May 2016 and subject to further adjustment(s) to vendors of the Boom Max Acquisition as partial consideration for the Boom Max Acquisition. The maturity date of the convertible notes is the date falling two years after the issue date. Noteholders shall have the right to convert the convertible notes into ordinary shares of the Company any time during the conversion period. If any amount due under the convertible notes remains outstanding on the maturity date, at the Company's sole discretion, such amount shall be redeemed by the Company by issue and delivery by the Company of a promissory note in favour of the noteholder(s) in the principal amount equal to 100% of such amount of the convertible notes together with interest accrued on the overdue sum at an interest rate which is the lower of (i) HIBOR plus 1.5% per annum and (ii) 4% per annum, and will be due to mature on the first anniversary date of the issue of the promissory note. At any time on or prior to the maturity date, at the sole discretion of the Company, the Company may cancel and redeem such amount outstanding under the convertible notes at 100% of such outstanding amount. The terms and conditions of the convertible notes are summarised in the Company's announcements dated 13 August 2015 and 16 September 2015 and the Company's circular dated 23 November 2015.

The convertible notes contain three components, equity, liability and derivative components.

17. 可換股票據

於二零一五年十二月三十一日完成收購Boom Max International Limited額外14.677%權益(「Boom Max收購事項」)後，本公司按初步兌換價每股兌換股份0.3港元(於二零一六年股本重組(定義見下文)於二零一六年五月二十四日生效後調整為每股兌換股份1.5港元及可作進一步調整)向Boom Max收購事項之賣方發行本金總額為75,208,200港元的零息可換股票據，作為Boom Max收購事項之部分代價。可換股票據到期日為發行日期起計滿兩年當日。票據持有人有權於兌換期任何時間將可換股票據兌換為本公司普通股。倘可換股票據項下任何應付款項於到期日仍未償還，有關金額將由本公司全權酌情贖回，方式為本公司向票據持有人發出及交付本金額相等於有關可換股票據金額100%的承兌票據，連同就逾期金額計算的應計利息，利率為(i)香港銀行同業拆息加年利率1.5厘及(ii)年利率4厘的較低者，並將於發行承兌票據滿一週年當日到期。於到期日或之前任何時間，本公司可全權酌情決定按未償還金額的100%註銷及贖回可換股票據項下之有關未償還金額。可換股票據的條款及條件於本公司日期為二零一五年八月十三日及二零一五年九月十六日的公告以及本公司日期為二零一五年十一月二十三日的通函內概述。

可換股票據包含權益、負債及衍生工具三個部分。

| | Equity component 權益部分 HK\$'000 千港元 | Liability component 負債部分 HK\$'000 千港元 | Derivative component 衍生工具部分 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|--|---|--|---|--------------------------------|
| Issue of convertible notes and at 31 December 2015 (audited) and at 1 January 2016 | 25,555 | 68,525 | (21,564) | 72,516 |
| Effective interest expenses for the Period | - | 1,632 | - | 1,632 |
| At 30 June 2016 (unaudited) | 25,555 | 70,157 | (21,564) | 74,148 |

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18. SHARE CAPITAL

18. 股本

| | | | Nominal value per share 每股面值 | Number of shares 股份數目 | Amount 金額 |
|---|------------|-----------------------|------------------------------------|-----------------------------|--------------|
| | Note 附註 | HK\$ 港元 | '000 千股 | HK\$'000 千港元 | |
| Authorised: | | | | | |
| Ordinary shares | | 法定： 普通股 | | | |
| At 1 January 2016 | | 於二零一六年一月一日 | 0.01 | 80,000,000 | 800,000 |
| Share consolidation | (a)(i) | 股份合併 | 0.05 | (64,000,000) | - |
| Capital reduction and share subdivision | (a)(ii) | 股本削減及股份拆細 | 0.01 | 64,000,000 | - |
| At 30 June 2016 (Unaudited) | | 於二零一六年六月三十日 (未經審核) | 0.01 | 80,000,000 | 800,000 |
| Issued and fully paid: | | | | | |
| Ordinary shares | | 已發行及繳足： 普通股 | | | |
| At 1 January 2016 | | 於二零一六年一月一日 | 0.01 | 1,234,579 | 12,346 |
| Share consolidation | (a)(i) | 股份合併 | 0.05 | (987,663) | - |
| Capital reduction and share subdivision | (a)(ii) | 股本削減及股份拆細 | 0.01 | - | (9,877) |
| At 30 June 2016 (Unaudited) | | 於二零一六年六月三十日 (未經審核) | 0.01 | 246,916 | 2,469 |

(a) 2016 Capital Reorganisation

The capital reorganisation of the Company ("2016 Capital Reorganisation") was approved by the shareholders of the Company ("Shareholders") at the annual general meeting of the Company held on 23 May 2016 and became effective on 24 May 2016. The 2016 Capital Reorganisation involved the following:

(i) Share consolidation

Pursuant to the share consolidation ("2016 Share Consolidation"), every five issued and unissued shares of the Company of HK\$0.01 each were consolidated into one consolidated share of HK\$0.05 each ("2016 Consolidated Share") and the total number of the 2016 Consolidated Shares in the issued share capital of the Company immediately following the 2016 Share Consolidation was rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the 2016 Share Consolidation.

(a) 二零一六年股本重組

本公司股本重組(「二零一六年股本重組」)已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本公司股東(「股東」)批准，並於二零一六年五月二十四日生效。二零一六年股本重組涉及下列步驟：

(i) 股份合併

根據股份合併(「二零一六年股份合併」)，將每股面值0.01港元的本公司已發行及未發行的股份每五股合併為一股每股面值0.05港元的合併股份(「二零一六年合併股份」)，而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已透過註銷本公司因二零一六年股份合併所產生的任何零碎已發行股本而湊合為整數。

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18. SHARE CAPITAL (continued)

(a) 2016 Capital Reorganisation (continued)

(ii) Capital reduction and share subdivision

- the issued share capital of the Company was 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 was reduced from HK\$0.05 to HK\$0.01 (“2016 Capital Reduction”);
- immediately following the 2016 Capital Reduction, each of the authorised but unissued 2016 Consolidated Shares of HK\$0.05 each was subdivided into 5 new shares of HK\$0.01 each of the Company; and
- the credit of approximately HK\$9,877,000 arising from (a) the reduction of paid-up capital and (b) the cancellation of any fractional 2016 Consolidated Share in the issued share capital of the Company arising from the 2016 Share Consolidation was transferred to the contributed surplus account of the Company within the meaning of the Companies Act 1981 of Bermuda.

Upon the 2016 Capital Reorganisation becoming effective on 24 May 2016, the authorised share capital of the Company was HK\$800,000,000 divided into 80,000,000,000 shares of HK\$0.01 each, of which 246,915,825 shares were in issue and the aggregate nominal value of the issued share capital was approximately HK\$2,469,000. Details of the 2016 Capital Reorganisation are set out in the Company’s announcements dated 29 February 2016 and 23 May 2016 and the Company’s circular dated 20 April 2016.

18. 股本 (續)

(a) 二零一六年股本重組 (續)

(ii) 股本削減及股份拆細

- 註銷本公司每股已發行二零一六年合併股份的實收資本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」）；
- 緊隨二零一六年股本削減後，將每股面值0.05港元的法定但未發行二零一六年合併股份拆細為5股每股面值0.01港元的本公司新股份；及
- 進賬約9,877,000港元（來自二零一六年股份合併而導致本公司已發行股本(a)削減實繳股本及(b)註銷任何零碎二零一六年合併股份）已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）。

二零一六年股本重組於二零一六年五月二十四日生效後，本公司法定股本為800,000,000港元，分為80,000,000,000股每股面值0.01港元之股份，其中246,915,825股股份已發行，而已發行股本總面值約為2,469,000港元。有關二零一六年股本重組之詳情載於本公司日期為二零一六年二月二十九日及二零一六年五月二十三日之公告及本公司日期為二零一六年四月二十日之通函。

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19. 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.

20. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

19. 儲備

本集團於本期間及去年同期的儲備金額及變動於未經審核簡明綜合權益變動表列報。

20. 金融工具的公平價值計量

公平價值指市場參與者之間於計量日期在有序交易中出售資產將收取或轉讓負債將支付的價格。下文披露使用公平價值等級計量的公平價值，用作計量公平價值的估值方法輸入數據據此分為三個級別：

第一級輸入數據：本集團可於計量日期得出相同資產或負債的活躍市場報價（未經調整）。

第二級輸入數據：直接或間接的資產或負債可觀察輸入數據，而非第一級所包括的報價。

第三級輸入數據：資產或負債的不可觀察輸入數據。

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20. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (continued)

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

(a) Disclosures of level in fair value hierarchy at 30 June 2016 and 31 December 2015:

20. 金融工具的公平價值計量 (續)

本集團的政策為確認截至事件或變化日期導致轉撥的任何三個級別轉入及轉出情況。

(a) 於二零一六年六月三十日及二零一五年十二月三十一日的公平價值等級披露：

| DESCRIPTION | 詳情 | Fair value measurements using: | | | Total |
|---|------------------|--------------------------------|-------------|---------------|----------------|
| | | Level 1 | Level 2 | Level 3 | 30 June 2016 |
| | | 第一級 | 第二級 | 第三級 | 二零一六年六月三十日 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 |
| | | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| | | (未經審核) | (未經審核) | (未經審核) | (未經審核) |
| Recurring fair value measurements: | 經常性公平價值計量： | | | | |
| Financial assets | 金融資產 | | | | |
| 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 | | | | |
| Listed securities | 上市證券 | 459,404 | - | - | 459,404 |
| Available-for-sale financial assets | 可供出售金融資產 | | | | |
| Listed securities | 上市證券 | 70,172 | - | - | 70,172 |
| Unlisted investment fund | 非上市投資基金 | - | - | 12,135 | 12,135 |
| Derivatives financial instruments | 衍生金融工具 | - | - | 21,564 | 21,564 |
| Total | 總計 | 529,576 | - | 33,699 | 563,275 |

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20. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (continued)

20. 金融工具的公平價值計量 (續)

(a) Disclosures of level in fair value hierarchy at 30 June 2016 and 31 December 2015: (continued)

(a) 於二零一六年六月三十日及二零一五年十二月三十一日的公平價值等級披露：(續)

| DESCRIPTION | 詳情 | Fair value measurements using: 公平價值計量所用層級： | | | Total 總計 |
|---|-------------------|---|---|---|--|
| | | Level 1 第一級 HK\$'000 千港元 (Audited) (經審核) | Level 2 第二級 HK\$'000 千港元 (Audited) (經審核) | Level 3 第三級 HK\$'000 千港元 (Audited) (經審核) | 31 December 2015 二零一五年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核) |
| Recurring fair value measurements: | 經常性公平價值計量： | | | | |
| Financial assets | 金融資產 | | | | |
| 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 | | | | |
| Listed securities | 上市證券 | 323,082 | - | - | 323,082 |
| Available-for-sale financial assets | 可供出售金融資產 | | | | |
| Listed securities | 上市證券 | 120,103 | - | - | 120,103 |
| Unlisted investment funds | 非上市投資基金 | - | - | 30,613 | 30,613 |
| Derivatives financial instruments | 衍生金融工具 | - | - | 21,564 | 21,564 |
| Total | 總計 | 443,185 | - | 52,177 | 495,362 |

There were no transfers between levels 1, 2 and 3 during the Period/the year in 2015.

於本期間／二零一五年年內，第一、二及三級之間並無轉撥。

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20. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (continued)

- (b) Reconciliation of assets/(liabilities) measured at fair value based on level 3:

20. 金融工具的公平價值計量 (續)

- (b) 根據第三級按公平價值計量的資產/(負債) 對賬:

| | | 30 June 2016 二零一六年六月三十日 | |
|------------------------------------|---------------------|--|--|
| | | Derivative financial instruments 衍生金融工具 HK\$'000 千港元 (Unaudited) (未經審核) | Unlisted investment funds 非上市投資基金 HK\$'000 千港元 (Unaudited) (未經審核) |
| At 1 January 2016 | 於二零一六年一月一日 | 21,564 | 30,613 |
| Settlements | 結付 | - | (21,000) |
| Total gains recognised | 於下列項目確認的收益總額 | | |
| - in profit or loss ^(#) | - 損益 ^(#) | - | (3) |
| - in other comprehensive income | - 其他全面收益 | - | 2,525 |
| At 30 June 2016 | 於二零一六年六月三十日 | 21,564 | 12,135 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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(以港元列示)

20. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (continued)

- (b) Reconciliation of assets/(liabilities) measured at fair value based on level 3: (continued)

20. 金融工具的公平價值計量 (續)

- (b) 根據第三級按公平價值計量的資產/(負債)對賬：(續)

| | | 31 December 2015 二零一五年十二月三十一日 | | |
|------------------------------------|---------------------|---|--|--|
| | | Derivative financial instruments 衍生金融工具 HK\$'000 千港元 (Audited) (經審核) | Unlisted investment fund 非上市投資基金 HK\$'000 千港元 (Audited) (經審核) | Performance shares 表現股份 HK\$'000 千港元 (Audited) (經審核) |
| At 1 January 2015 | 於二零一五年一月一日 | - | 11,006 | (14,331) |
| Purchases/ additions | 購買/添置 | 21,564 | 21,000 | - |
| Distributions | 分派 | - | (2,639) | - |
| Settlements | 結付 | - | - | 13,165 |
| Total gains recognised | 於下列項目確認的收益總額 | | | |
| - in profit or loss ^(a) | - 損益 ^(a) | - | - | 1,166 |
| - in other comprehensive income | - 其他全面收益 | - | 1,246 | - |
| At 31 December 2015 | 於二零一五年十二月三十一日 | 21,564 | 30,613 | - |

^(a) Included in other gains or losses

^(a) 計入其他收益或虧損

The total gains recognised in other comprehensive income are presented in fair value gain on available-for-sale financial assets in the unaudited condensed statement of profit or loss and other comprehensive income.

於其他全面收益確認的收益總額於未經審核簡明損益及其他全面收益表中以可供出售金融資產公平價值收益呈列。

The total gains recognised in profit or loss including those for liabilities held at the end of reporting periods are presented in "Other revenue and other gains and losses" in the unaudited condensed statement of profit or loss.

於損益確認的收益總額包括於報告期末所持負債，並於未經審核簡明損益表中以「其他收入以及其他收益及虧損」呈列。

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(以港元列示)

21. COMMITMENTS

Capital Commitments

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

Contracted but not provided for:
– acquisition of subsidiaries (note 22a)
– development cost for intangible assets

已訂約但未撥備：
– 收購附屬公司（附註22a）
– 無形資產的開發成本

21. 承擔

資本承擔

於報告期末的資本承擔如下：

| 30 June 2016 二零一六年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核) | 31 December 2015 二零一五年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核) |
|---|--|
| 20,400 | – |
| – | 26,586 |
| 20,400 | 26,586 |

22. EVENTS AFTER THE REPORTING PERIOD

(a) Acquisition of AP Group Investment Holdings Limited

On 13 June 2016, the Group entered into a sale and purchase agreement (“AP Group SP Agreement”) to acquire 51% of the equity interest of AP Group Investment Holdings Limited (“AP Group”) from an independent third party (“AP Vendor”), at the consideration of HK\$20,400,000 (subject to downward adjustment), which was settled by way of allotment and issue of 40,800,000 ordinary shares of HK\$0.01 each of the Company (“Consideration Shares”), credited as fully paid, at an issue price of HK\$0.50 per Consideration Share pursuant to the general mandate granted in the annual general meeting of the Company held on 23 May 2016.

Pursuant to the AP Group SP Agreement, in the event that the audited consolidated profit after tax of AP Group and its subsidiaries attributable to owners of AP Group for the period from 1 January 2016 to 31 December 2017 is less than HK\$16,000,000, the AP Vendor shall, and the guarantor shall procure the AP Vendor to, pay to the Group (or to its order) an adjustment amount in cash in the manner prescribed under the AP Group SP Agreement. Completion of the acquisition took place on 1 July 2016. Details of such acquisition are set out in the Company’s announcements dated 13 June 2016, 23 June 2016 and 1 July 2016.

22. 報告期後事項

(a) 收購愛拼集團控股有限公司

於二零一六年六月十三日，本集團訂立一份買賣協議（「愛拼集團買賣協議」），自一名獨立第三方（「愛拼賣方」）收購愛拼集團控股有限公司（「愛拼集團」）之51%股權，代價為20,400,000港元（可下調），通過按每股代價股份（「代價股份」）0.50港元之發行價，配發及發行40,800,000股每股面值為0.01港元之本公司普通股入賬列作繳足之代價股份之方式支付。而代價股份則根據本公司於二零一六年五月二十三日舉行之股東週年大會上授出之一般授權發行。

根據愛拼集團買賣協議，倘愛拼集團擁有人應佔愛拼集團及其附屬公司自二零一六年一月一日起至二零一七年十二月三十一日止期間之經審核除稅後綜合溢利少於16,000,000港元，則愛拼賣方及擔保人應促使愛拼賣方根據愛拼集團買賣協議所規定之方式以現金向本集團（或其指示之人士）支付調整金額。完成收購事項已於二零一六年七月一日進行。有關該收購事項之詳情載於本公司日期為二零一六年六月十三日、二零一六年六月二十三日及二零一六年七月一日之公告。

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22. EVENTS AFTER THE REPORTING PERIOD (continued)

(b) Issuance of subscription shares under general mandate

On 13 June 2016, the Company entered into a subscription agreement with a wholly-owned subsidiary of the AP Vendor ("subscriber") pursuant to which the subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, 8,583,000 ordinary shares of HK\$0.01 each of the Company ("Subscription Shares") at the price of HK\$0.50 per Subscription Share. Completion of the subscription took place on 1 July 2016. The Subscription Shares were allotted and issued under the general mandate granted in the annual general meeting of the Company held on 23 May 2016, which has not been used since its grant save as contemplated under the AP Group SP Agreement. The net proceeds were approximately HK\$4 million and would be used by the Group as its general working capital. Details of such subscription are set out in the Company's announcements dated 13 June 2016, 23 June 2016 and 1 July 2016.

22. 報告期後事項 (續)

(b) 根據一般授權發行認購股份

於二零一六年六月十三日，本集團與愛拼賣方之全資附屬公司（「認購人」）訂立一份認購協議，據此，認購人有條件同意認購而本公司有條件同意按每股認購股份0.50港元之價格配發及發行8,583,000股每股面值為0.01港元之本公司普通股股份（「認購股份」）。完成認購事項已於二零一六年七月一日進行。認購股份已根據本公司於二零一六年五月二十三日舉行之股東週年大會上授出之一般授權（除愛拼集團買賣協議項下擬進行者外，自授出後尚未使用）配發及發行。所得款項淨額約為4,000,000港元及將由本集團用作一般營運資金。有關該認購事項之詳情載於本公司日期為二零一六年六月十三日、二零一六年六月二十三日及二零一六年七月一日之公告。

MANAGEMENT DISCUSSIONS AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

Software Business

During the Period, the Software Business recorded turnover and segment profit of approximately HK\$63,697,000 (2015: HK\$71,719,000) and approximately HK\$36,032,000 (2015: HK\$47,088,000) respectively. The deteriorating performance of the Software Business was mainly due to the volatility of the global economy, as well as keen competition in the information technology market.

In the face of ever-evolving security threats, new virus, malware and spyware, Boom Max International Limited and its subsidiaries (the "Boom Max Group") strive to strengthen its foothold in the competitive market by further expanding and enhancing the current product portfolio in order to address the changing market needs. The Boom Max Group continues to focus on the development and refinement of its products, including but not limited to its flagship anti-virus products—Advanced SystemCare, Driver Booster, Smart Defrag, Game Booster, Mac Booster and Random Password Generator. Based on the internal sale database of the Boom Max Group, the Boom Max Group's products have over 33 million new free and paid active users (which refer to users who have subscribed for the products at least one time during the Period) during the Period (2015: 44 million).

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 stable growth in loan interest income and segment profit under this business segment for the Period, which amounted to approximately HK\$3,031,000 (2015: HK\$1,520,000) and approximately HK\$2,531,000 (2015: HK\$1,176,000) respectively. The growth was mainly attributable to the expanding subordinate property mortgage loan business. Leveraging on our stringent control on loan applications, the Group has not recorded any doubtful or bad debt in its money lending activities during the Period. The aggregate amount of loan receivables as at 30 June 2016 was approximately HK\$41,536,000. The Group will continue to develop and expand its money lending business with prudent credit procedure in order to safeguard its capital and with business development strategies to strike a balance between business growth and risk management.

業務回顧

軟件業務

於本期間，軟件業務分別錄得營業額及分部溢利約63,697,000港元（二零一五年：71,719,000港元）及約36,032,000港元（二零一五年：47,088,000港元）。軟件業務表現下降乃主要由於全球經濟波動以及資訊科技市場競爭激烈所致。

為應付層出不窮的安全威脅、新病毒、惡意軟件及間諜軟件，Boom Max International Limited及其附屬公司（「Boom Max集團」）透過進一步擴大及提升現有產品組合以滿足不斷變化的市場需求，力爭加強其於競爭市場的地位。Boom Max集團持續專注開發及改善其產品，包括但不限於其旗下旗艦級防毒產品—Advanced SystemCare、Driver Booster、Smart Defrag、Game Booster、Mac Booster及Random Password Generator。於本期間，根據Boom Max集團之內部銷售數據，Boom Max集團之產品擁有超過33,000,000名新免費及付費活躍用戶（其指於本期間至少一次訂購產品之用戶）（二零一五年：44,000,000名）。

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穩健增長，分別約為3,031,000港元（二零一五年：1,520,000港元）及約2,531,000港元（二零一五年：1,176,000港元）。增長乃主要由於拓展二按物業按揭貸款業務所致。憑藉我們嚴格控制貸款申請，於本期間，本集團並無就其借貸活動錄得任何呆壞賬。於二零一六年六月三十日，應收貸款合共約為41,536,000港元。本集團將繼續採用謹慎之信貸批核程序發展及拓展其借貸業務以保障其資本並實施業務發展策略以達致業務增長與風險管理之平衡。

MANAGEMENT DISCUSSIONS AND ANALYSIS

管理層討論及分析

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 endeavours to provide its customers with professional, impartial and comprehensive wealth management services, and continues to expand new business actively with flexible and innovative spirit. During the Period, the Insurance and MPF Schemes Brokerage Business recorded turnover and segment profit of approximately HK\$33,319,000 (2015: HK\$47,820,000) and approximately HK\$1,318,000 (2015: HK\$4,382,000) respectively. The decline was mainly attributable to the volatility of the global economy and keen market competition.

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”).

The turnover and the profit derived from this business segment for the Period were approximately HK\$28,728,000 (2015: HK\$58,750,000) and approximately HK\$3,816,000 (2015: HK\$7,642,000) respectively.

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。

聯夢智易努力為其客戶提供專業、公正及全面的財富管理服務，並將以靈活及創新的精神繼續積極拓展新業務。於本期間，保險及強積金計劃經紀業務分別錄得營業額及分部溢利約33,319,000港元（二零一五年：47,820,000港元）及約1,318,000港元（二零一五年：4,382,000港元）。下降乃主要由於全球經濟波動及市場競爭激烈所致。

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。

於本期間，來自此業務分部的營業額及溢利分別約為28,728,000港元（二零一五年：58,750,000港元）及約3,816,000港元（二零一五年：7,642,000港元）。

MANAGEMENT DISCUSSIONS AND ANALYSIS

管理層討論及分析

Securities Investment Business

The segment profit for this business segment for the Period amounted to approximately HK\$10,704,000 (2015: HK\$19,493,000) while the segment loss during the three months ended 31 March 2016 was approximately HK\$82,041,000. Such profit was mainly attributable to the combined effects of the fair value gain on financial assets at fair value through profit and loss (“FVTPL Financial Assets”) of approximately HK\$19,679,000 and the net loss on disposal of available-for-sale financial assets (“AFS Financial Assets”) of approximately HK\$7,795,000 during the Period.

As at 30 June 2016, the FVTPL Financial Assets and the AFS Financial Assets with fair value of approximately HK\$459,404,000 and HK\$82,307,000 respectively consisted of 11 investment items, 10 of which are shares of companies listed on the Stock Exchange while the remaining one is unlisted investment fund. Two of the aforesaid investment items held by the Group, i.e., the shares of (i) Convoy Financial Holdings Limited (stock code: 1019), and (ii) First Credit Finance Group Limited (stock code: 8215) were valued at approximately HK\$284,224,000 and HK\$173,756,000 respectively, representing approximately 19.6%, and 12% of the Group’s total asset value as at 30 June 2016 respectively and approximately 52.5%, and 32.1% of the total value of the securities investment of the Group of approximately HK\$541,711,000 (comprising the AFS Financial Assets and the FVTPL Financial Assets) as at 30 June 2016 respectively.

Convoy Financial Holdings Limited 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 30 June 2016, the Group held 800,630,000 shares of Convoy Financial Holdings Limited, representing approximately 5.4% of its total issued shares.

First Credit Finance Group Limited and its subsidiaries are principally engaged in money lending business. As at 30 June 2016, the Group held 718,000,000 shares of First Credit Finance Group Limited, representing approximately 19.8% of its total issued shares.

In view of the recent unstable global equity markets 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.

證券投資業務

於本期間，此業務分部之分部溢利約為10,704,000港元（二零一五年：19,493,000港元），而截至二零一六年三月三十一日止三個月之分部虧損約為82,041,000港元。於本期間，有關溢利主要因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」）的公平價值收益約19,679,000港元，及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港元之合併影響。

於二零一六年六月三十日，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459,404,000港元及82,307,000港元，由11個投資項目組成，其中10個項目為於聯交所上市的公司股份，而餘下1個項目為非上市投資基金。本集團持有的上述投資項目其中兩個為(i)康宏金融控股有限公司（股份代號：1019），及(ii)第一信用金融集團有限公司（股份代號：8215）的股份，價值分別約284,224,000港元及173,756,000港元，相當於本集團於二零一六年六月三十日的資產總值分別約19.6%及12%以及本集團於二零一六年六月三十日的證券投資總值約541,711,000港元（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）分別約52.5%及32.1%。

康宏金融控股有限公司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。於二零一六年六月三十日，本集團持有康宏金融控股有限公司800,630,000股股份，相當於其全部已發行股份約5.4%。

第一信用金融集團有限公司及其附屬公司主要從事放債業務。於二零一六年六月三十日，本集團持有第一信用金融集團有限公司718,000,000股股份，相當於其全部已發行股份約19.8%。

鑑於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。

MANAGEMENT DISCUSSIONS AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Turnover

During the Period, the turnover of the Group was approximately HK\$129,031,000, representing a decrease of approximately 29% compared to the turnover of approximately HK\$181,770,000 for the corresponding period in 2015. The turnover for the Period was mainly contributed by the turnovers of (i) the Software Business of approximately HK\$63,697,000, (ii) the Insurance and MPF Schemes Brokerage Business of approximately HK\$33,319,000 and (iii) the Corporate Management Solutions and I.T. Contract Services Business of approximately HK\$28,728,000.

Gross profit

The gross profit of the Group for the Period decreased by approximately 18.3% to approximately HK\$73,770,000 from approximately HK\$90,325,000 for the corresponding period in 2015.

Finance costs

The finance costs of the Group increased from approximately HK\$313,000 for the corresponding period in 2015 to approximately HK\$11,335,000 for the Period. The increase in finance costs was mainly due to the issue of loan notes by the Company during the period from April 2015 to January 2016.

Profit for the Period

The Group recorded a net profit of approximately HK\$22,926,000 for the Period (2015: HK\$58,306,000). The net profit for the Period mainly comprised (i) the segment profit of approximately HK\$36,032,000 contributed by the Software Business and (ii) the segment profit of approximately HK\$10,704,000 contributed by the Securities Investment Business.

The profit attributable to owners of the Company was approximately HK\$11,736,000 for the Period as compared with the profit attributable to owners of the Company of approximately HK\$37,625,000 for the corresponding period in 2015.

財務回顧

營業額

於本期間，本集團的營業額約為129,031,000港元，較二零一五年同期的營業額約181,770,000港元減少約29%。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63,697,000港元；(ii)保險及強積金計劃經紀業務貢獻約33,319,000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28,728,000港元。

毛利

於本期間，本集團的毛利由二零一五年同期約90,325,000港元下跌約18.3%至約73,770,000港元。

融資成本

本集團的融資成本由二零一五年同期約313,000港元增加至本期間約11,335,000港元。融資成本增加乃主要由於本公司於自二零一五年四月起至二零一六年一月止期間發行貸款票據所致。

本期間溢利

於本期間，本集團錄得純利約22,926,000港元（二零一五年：58,306,000港元）。於本期間錄得純利主要由(i)軟件業務所貢獻的分部溢利約36,032,000港元及(ii)證券投資業務所貢獻的分部溢利約10,704,000港元組成。

於本期間，本公司擁有人應佔溢利約為11,736,000港元，而二零一五年同期的本公司擁有人應佔溢利則約為37,625,000港元。

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Liquidity, financial resources and capital structure

As at 30 June 2016, the Group's cash and cash equivalents and pledged deposit amounted to approximately HK\$135,124,000 (31 December 2015: HK\$216,910,000), which were principally denominated in Renminbi, United States dollar and Hong Kong dollar (31 December 2015: Renminbi, United States dollar and Hong Kong dollar). As at 30 June 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\$285,208,000.

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 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\$196,500,000, 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.

流動資金、財務資源及資本架構

於二零一六年六月三十日，本集團的現金及現金等價物以及已抵押存款約為135,124,000港元（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（二零一五年十二月三十一日：人民幣、美元及港元）列值。於二零一六年六月三十日，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285,208,000港元。

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。

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The actual use of the net proceeds of the Rights Issue as at 30 June 2016 was as follows:

於二零一六年六月三十日，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 30 June 2016 | 所得款項淨額擬定或已變更用途 | 於二零一六年六月三十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 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) | (i) 約20,000,000港元撥作收購 Million Worldwide的100%已發行股本及Million Worldwide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 |
| | - Approximately HK\$20 million used for funding part of the consideration for the Million Worldwide Acquisition | | - 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活動） |
| (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港元撥作日後於上市及／或非上市證券之潛在投資（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 were 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 Boom Max Acquisition | (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收購事項的部分訂金 |
| (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） |

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Note a:

It was disclosed in the Company's prospectus dated 22 May 2015 that, 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 (the "SFO") (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 announcement dated 11 March 2016.

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 were 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.

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a:

誠如本公司日期為二零一五年五月二十二日的供股章程所披露，(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(「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的公告披露。

附註b:

誠如本公司日期為二零一五年五月二十二日的供股章程所披露，(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。

附註c:

本公司日期為二零一五年五月二十二日的供股章程披露，(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。

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Issue of the Aug 2015 Notes

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 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 30 June 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.

2016 Capital Reorganisation and change in board lot size in May 2016

The 2016 Capital Reorganisation was approved by the Shareholders at the annual general meeting of the Company held on 23 May 2016 and became effective on 24 May 2016. Upon the 2016 Capital Reorganisation becoming effective, the board lot size for trading of the shares of the Company has been changed from 5,000 to 6,000.

The Directors considered that the 2016 Capital Reorganisation would increase each board lot value, enabling the Company 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 can enable the Company to set off part of its accumulated loss of the Company 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 change in board lot size can maintain the trading value for each board lot at a reasonable level to attract investors.

發行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。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好機會，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。於二零一六年六月三十日，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。

於二零一六年五月進行二零一六年股本重組本及更改每手買賣單位

二零一六年股本重組乃經股東於本公司於二零一六年五月二十三日舉行之股東週年大會上批准並於二零一六年五月二十四日生效。於二零一六年股本重組生效後，將買賣本公司股份的每手買賣單位由5,000股更改為6,000股。

董事認為，二零一六年股本重組會增加每手買賣單位價值，令本公司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可讓本公司抵銷部分本公司於二零一五年十二月三十一日的累計虧損，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任何方式使用。更改每手買賣單位可令每手成交價值維持於合理水平，以吸引投資者。

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As at 30 June 2016, the issued share capital of the Company was HK\$2,469,158.25 divided into 246,915,825 shares of HK\$0.01 each. Details of the 2016 Capital Reorganisation and the change in board lot size are set out in the Company's announcements dated 29 February 2016 and 23 May 2016 and the Company's circular dated 20 April 2016.

Gearing ratio

As at 30 June 2016, the total assets of the Group were approximately HK\$1,450,236,000 (as at 31 December 2015: HK\$1,434,324,000), whereas the total liabilities were approximately HK\$385,701,000 (31 December 2015: HK\$380,503,000). The gearing ratio of the Group, calculated as total liabilities over total assets, was 26.6% (31 December 2015: 26.5%).

Interim dividend

The Board has resolved not to declare any interim dividend for the Period (2015: Nil).

Charges on the Group's assets

As at 30 June 2016, the Group's pledged bank deposits of approximately US\$80,000, HK\$1,003,000 and HK\$1,012,000 (in aggregate, approximately HK\$2,637,000) (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 (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, 0.3% per annum and 0.15% per annum respectively.

As at 30 June 2016, the Group had undrawn banking facilities of approximately HK\$2,475,000 (as at 31 December 2015: HK\$2,359,000).

As at 30 June 2016, listed securities held by the Group with a total carrying amount of approximately HK\$211,087,000 (31 December 2015: HK\$429,793,000) were charged in favour of brokerage firms as collateral for the Group's liabilities in respect of its margin trading account. As at 30 June 2016, the Group did not use the credit facilities.

於二零一六年六月三十日，本公司已發行股本為2,469,158.25港元，分拆為246,915,825股每股面值0.01港元之股份。二零一六年股本重組及更改每手股份買賣單位的詳情載於本公司日期為二零一六年二月二十九日及二零一六年五月二十三日的公告及本公司日期為二零一六年四月二十日的通函。

資產負債比率

於二零一六年六月三十日，本集團的資產總值約為1,450,236,000港元（二零一五年十二月三十一日：1,434,324,000港元），而負債總額則約為385,701,000港元（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26.6%（二零一五年十二月三十一日：26.5%）。

中期股息

董事會已決議不宣派本期間內的任何中期股息（二零一五年：無）。

本集團資產抵押

於二零一六年六月三十日，本集團的已抵押銀行存款約80,000美元、1,003,000港元及1,012,000港元（合共約2,637,000港元（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（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、0.3厘及0.15厘計息。

於二零一六年六月三十日，本集團有未提取銀行融資約2,475,000港元（於二零一五年十二月三十一日：2,359,000港元）。

於二零一六年六月三十日，本集團所持賬面總值約211,087,000港元（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。於二零一六年六月三十日，本集團並無動用信貸額度。

MANAGEMENT DISCUSSIONS AND ANALYSIS

管理層討論及分析

RISK FACTORS

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.

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.

風險因素

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。

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。

MANAGEMENT DISCUSSIONS AND ANALYSIS

管理層討論及分析

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.

MATERIAL ACQUISITIONS

Acquisition of AP Group

On 13 June 2016, the Group entered into the AP Group SP Agreement with AP Vendor to acquire 51% of the equity interest of AP Group, at the consideration of HK\$20,400,000 (subject to downward adjustment), which were settled by way of allotment and issue of 40,800,000 Consideration Shares, credited as fully paid, at an issue price of HK\$0.50 per Consideration Share pursuant to the general mandate granted in the annual general meeting of the Company held on 23 May 2016.

Pursuant to the AP Group SP Agreement, in the event that the audited consolidated profit after tax of AP Group and its subsidiaries attributable to owners of AP Group for the period from 1 January 2016 to 31 December 2017 is less than HK\$16,000,000, the AP Vendor shall, and the guarantor shall procure the AP Vendor to, pay to the Group (or to its order) an adjustment amount in cash in the manner prescribed under the AP Group SP Agreement. AP Group and its subsidiaries are principally engaged in the provision of education and training programs in relation to self-improvement and self-enhancement in Hong Kong and the People's Republic of China (the "PRC" or "China"). The acquisition will enable the Group to provide regular and recurring in-house training for its sales representatives in the Insurance and MPF Schemes Brokerage Business to enhance their customer service techniques so that it will benefit the turnover of the Group in the long term. Completion of the acquisition took place on 1 July 2016. Details of such acquisition are set out in the Company's announcements dated 13 June 2016, 23 June 2016 and 1 July 2016, and note 22(a) to the condensed consolidated financial statements.

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。

重大收購

收購愛拼集團

於二零一六年六月十三日，本集團與愛拼賣方訂立愛拼集團買賣協議以收購愛拼集團之51%股權，代價為20,400,000港元（可下調），其已透過按發行價每股代價股份0.50港元配發及發行40,800,000股列作繳足代價股份償付。而代價股份則根據本公司於二零一六年五月二十三日舉行之股東週年大會上授出之一般授權發行。

根據愛拼集團買賣協議，倘愛拼集團擁有人應佔愛拼集團及其附屬公司自二零一六年一月一日起至二零一七年十二月三十一日止期間之經審核除稅後綜合溢利少於16,000,000港元，則愛拼賣方及擔保人應促使愛拼賣方根據愛拼集團買賣協議所規定之方式以現金向本集團（或其指示之人士）支付調整金額。愛拼集團及其附屬公司主要從事於香港及中華人民共和國（「中國」）提供有關自我提升的教育及培訓項目。收購事項將令本集團為其從事保險及強積金計劃經紀業務的銷售代表提供定期及經常性的內部培訓，以提高彼等的客戶服務技巧，長遠看來有利於本集團的營業額。收購事項已於二零一六年七月一日完成。有關收購事項之詳情載於本公司日期為二零一六年六月十三日、二零一六年六月二十三日及二零一六年七月一日之公告，及簡明綜合財務報表附註22(a)內。

MANAGEMENT DISCUSSIONS AND ANALYSIS

管理層討論及分析

Acquisition of Million Worldwide and loan

On 11 March 2016, the Group entered into a sale and purchase agreement with an independent third party 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.

Acquisition of Dragon Oriental

On 29 March 2016, the Group entered into a sale and purchase agreement with an independent third party to acquire 51% interest of 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 increase of the Group's interest in Dragon Oriental from 49% to 100% through the acquisition will allow the Group to fully benefit from 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 AP Group", "Acquisition of Million Worldwide and loan" and "Acquisition of Dragon Oriental" in this report, the Group had no material acquisition or disposal during the Period.

Employees and remuneration policies

As at 30 June 2016, the Group had approximately 92 employees (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.

收購Million Worldwide及貸款

於二零一六年三月十一日，本集團與一名獨立第三方訂立買賣協議，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。有關該收購事項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。

收購Dragon Oriental

於二零一六年三月二十九日，本集團與一名獨立第三方訂立買賣協議，以收購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。有關該收購事項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「收購愛拼集團」、「收購Million Worldwide及貸款」及「收購Dragon Oriental」三節所披露者外，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

於二零一六年六月三十日，本集團於香港及中國聘用約92名（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各自的法例規定，定期檢討並釐定薪酬政策。

MANAGEMENT DISCUSSIONS AND ANALYSIS

管理層討論及分析

Contingent liabilities

As at 30 June 2016, the Group did not have any significant contingent liabilities (31 December 2015: Nil).

Capital commitments

As at 30 June 2016, the capital commitments contributed but not provided for development costs of intangible assets were approximately HK\$20,400,000 (31 December 2015: HK\$26,586,000). Please refer to note 21 to the condensed consolidated financial statements for details.

OUTLOOK

Looking forward, the Group will continue to strive on the I.T. market. Even though the markets of corporate management solutions, anti-virus software and mobile applications are very competitive, the Group is still confident in expanding these business segments by implementing its long-term market strategies. Due to the fast moving I.T. market development, the Group will keep on enhancing its products' features so as to catch up with the latest trends.

Subsequent to the completion of the acquisition of 51% of the issued share capital of AP Group on 1 July 2016, the Group is able to diversify its business into the provision of education and training programs in relation to self-improvement and self-enhancement in Hong Kong and the PRC, and such acquisition will enable the Group to provide regular and recurring in-house training for its sales representatives in the Insurance and MPF Schemes Brokerage Business to enhance their customer service techniques. The Group is optimistic to its business prospect and expects that Insurance and MPF Schemes Brokerage Business will become one of the principal sources of income of the Group in the future.

Riding on its intrinsic strength, the Group will continue to build on and reinforce its advantages by identifying potential investment opportunities in the market to grasp any potential business opportunities, in order to generate positive impacts and profit to increase its Shareholders' value.

或然負債

於二零一六年六月三十日，本集團並無任何重大或然負債（二零一五年十二月三十一日：無）。

資本承擔

於二零一六年六月三十日，就無形資產的開發成本已作出但未撥備的資本承擔約為20,400,000港元（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21。

展望

展望未來，本集團將繼續專注於資訊科技市場。儘管企業管理解決方案、防毒軟件及移動應用程式之市場非常具競爭力，本集團對於通過實施長期市場策略擴大該等業務分部仍充滿信心。由於資訊科技市場之快速發展，本集團將持續改善其產品特徵以趕上最新趨勢。

於二零一六年七月一日完成收購愛拼集團之51%股權後，本集團將可多元化其業務至於香港及中國提供有關自我提升的教育及培訓項目，及該收購事項將令本集團為其從事保險及強積金計劃經紀業務的銷售代表提供定期及經常性的內部培訓，以提升彼等的客戶服務技巧。本集團對其業務前景持樂觀態度，並預期保險及強積金計劃經紀業務日後將成為本集團其中一項主要收入來源。

本集團將善用固有實力不斷鞏固及加強自身優勢，透過於市場物色具潛力的投資機會把握任何潛在商機，從而締造正面影響及盈利並提升股東價值。

DEALINGS FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted 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 CONTRACT OR ARRANGEMENTS

New Copyright Licence Agreement

A copyright licence agreement (the "New Copyright Licence Agreement") was entered into among Both Talent International Limited ("Both Talent"), a subsidiary of Boom Max International Limited, as licensee, Chengdu AOBI Information Technology Co., Ltd. (the "PRC Company"), as licensor, and Apperience Corporation 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.

董事進行證券交易

本公司已採納創業板上市規則第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

新版權牌照協議

於二零一四年七月一日，Boom Max International Limited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 Corporation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。

OTHER INFORMATION 其他資料

Boom Max Acquisition

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 in 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 of 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\$0.3 per Conversion Share (as adjusted to HK\$1.5 per Conversion Share after the 2016 Capital Reorganisation becoming effective on 24 May 2016 and subject to further adjustment(s) 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.

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.

Boom Max收購事項

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 合共 14.677% 股權訂立收購協議，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 0.3 港元（二零一六年股本重組於二零一六年五月二十四日生效後調整為每股兌換股份 1.5 港元及可作進一步調整）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。

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或出售或租賃或擬收購或出售或租賃的任何資產中擁有任何直接或間接權益。

OTHER INFORMATION 其他資料

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

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

As at 30 June 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 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 Directors as referred to in Rule 5.46 of the GEM Listing Rules, were as follows:

於二零一六年六月三十日，董事及本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債券中擁有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：

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

於本公司普通股及相關股份的好倉

| Name of Director | Capacity | Number of shares and underlying shares of the Company held | Approximate percentage of the total issued share capital of the Company (Note 1) |
|--------------------------------------|--------------------------------------|--|--|
| 董事姓名 | 身份 | 所持本公司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 | 59,342,036 (Note 2) | 24.03% |
| 薛秋實（「薛先生」） | 受控法團權益 | 59,342,036 （附註2） | 24.03% |
| Kuang Hao Kun Giovanni ("Mr. Kuang") | Beneficial owner | 1,231,000 (Note 3) | 0.50% |
| 鄺豪錕（「鄺先生」） | 實益擁有人 | 1,231,000 （附註3） | 0.50% |

OTHER INFORMATION

其他資料

Notes:

- The total number of 246,915,825 shares of the Company in issue as at 30 June 2016 has been used for the calculation of the approximate percentage.
- Ace Source International Limited (being one of the substantial Shareholders whose interests are set out in the section headed "Interests Discloseable under the SFO and Substantial Shareholders' and Other Persons' Interests 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 of the Company held by/interested by Ace Source International Limited 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 27 May 2016, among these 59,342,036 shares/underlying shares, 29,210,976 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 the Boom Max Acquisition in an aggregate principal amount of HK\$75,208,000 with a conversion period from 31 December 2015 to 31 December 2017 at a conversion price of HK\$1.50 per share (as adjusted after the 2016 Capital Reorganisation becoming effective on 24 May 2016 and subject to further 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 Boom Max Acquisition, the convertible note in a principal amount of HK\$43,816,465 was created and issued to Ace Source International Limited.
- On 2 July 2015, the Company granted a share option to subscribe for 1,231,000 shares of the Company (as adjusted after the 2016 Capital Reorganisation becoming effective on 24 May 2016) to Mr. Kuang. Such share option has an exercise period from 15 July 2015 to 14 July 2018 and an exercise price of HK\$2.755 per share (as adjusted after the 2016 Capital Reorganisation becoming effective on 24 May 2016).

附註:

- 概約百分比按本公司於二零一六年六月三十日的已發行股份總數246,915,825股計算。
- Ace Source International Limited (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 International Limited所持／擁有權益之全部本公司股份／相關股份中擁有權益。根據薛先生於二零一六年五月二十七日提呈的董事／最高行政人員通知—上市法團股份權益，於該等59,342,036股股份／相關股份中，其中29,210,976股為本公司於所增設可換股票據所附帶兌換權獲得行使後將予配發及發行的相關股份，該等股份已按兌換價每股1.50港元（經二零一六年股本重組於二零一六年五月二十四日生效後調整及可予進一步調整）發行予Boom Max收購事項賣方，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Boom Max收購事項的部分代價，已增設並向Ace Source International Limited發行本金額為43,816,465港元的可換股票據。
- 於二零一五年七月二日，本公司向鄺先生授出可認購1,231,000股本公司股份的購股權（於二零一六年股本重組於二零一六年五月二十四日生效後經調整）。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2.755港元（於二零一六年股本重組於二零一六年五月二十四日生效後經調整）。

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

Note: Ace Source International Limited 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 International Limited in Apperience Corporation and Boom Max International Limited (both being associated corporations of the Company) pursuant to Part XV of the SFO.

附註: Ace Source International Limited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 International Limited所持Apperience Corporation及Boom Max International Limited（均為本公司相聯法團）全部股份中擁有權益。

OTHER INFORMATION 其他資料

Aggregate long position in debentures of the Company

本公司債券好倉總數

| Name of Director 董事姓名 | Capacity in which the debentures are held 持有債券的身份 | Exercise period 行使期 | Amount of debentures 債券金額 |
|--------------------------|---|---|---------------------------------|
| Xue Qiushi 薛秋實 | Interest of a controlled corporation (Note) 受控法團權益(附註) | 31 December 2015 to 31 December 2017 二零一五年十二月三十一日至 二零一七年十二月三十一日 | HK\$43,816,465 43,816,465港元 |

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

附註: Ace Source International Limited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 International Limited所持全部債券中擁有權益。

Save as disclosed above, as at 30 June 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 debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO, or 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.

除上述所披露外,於二零一六年六月三十日,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。

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.

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。

SHARE OPTION SCHEME

On 24 December 2007, the share option scheme of the Company (the "Share Option Scheme") was approved by the 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.

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成長遠業務目標帶來的經濟成果。

OTHER INFORMATION 其他資料

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.

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 issue at the date of grant. The exercise price for the options granted 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 2,462,000* share options (the "Options"). Among the Options granted, (i) Option entitling the holder thereof to subscribe for an aggregate of 1,231,000* 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 1,231,000* 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.

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。

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%。購股權計劃項下已授出購股權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2,462,000*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1,231,000*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1,231,000*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。

OTHER INFORMATION 其他資料

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

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 | Outstanding as at 1 January 2016 | Granted during the Period | Cancelled/ exercised during the Period | Lapsed during the Period | Outstanding as at 30 June 2016 |
|--------------------------|---|---|--------------------------|----------------------------------|---------------------------|--|--------------------------|--------------------------------|
| 授出日期 | 承授人 | 行使期 | 每股行使價 | 於二零一六年一月一日 尚未行使 | 本期間授出 | 本期間 註銷/行使 | 本期間失效 | 於二零一六年六月三十日 尚未行使 |
| | | | HK\$ 港元 | '000 千份 | '000 千份 | '000 千份 | '000 千份 | '000 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 | 2.755* | 1,231* | - | - | - | 1,231* |
| 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 | 2.755* | 1,231* | - | - | - | 1,231* |
| | | | Total 總計 | 2,462 | - | - | - | 2,462 |

* After the adjustment for the 2016 Capital Reorganisation becoming effective on 24 May 2016.

* 經二零一六年股本重組於二零一六年五月二十四日生效調整後。

Note: The vesting period of the Options is from the date of grant until the commencement of the exercise period.

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。

Details of the Options granted by the Company have been disclosed in the Company's announcement dated 2 July 2015. Details of the 2016 Capital Reorganisation are set out in the Company's announcements dated 29 February 2016 and 23 May 2016 and the Company's circular dated 20 April 2016.

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。二零一六年股本重組的詳情載於本公司日期為二零一六年二月二十九日及二零一六年五月二十三日的公告以及本公司日期為二零一六年四月二十日的通函。

As at 30 June 2016 and the date of this report, the total number of shares available for issue under the Share Option Scheme is 24,691,582 (as adjusted after the 2016 Capital Reorganisation becoming effective on 24 May 2016), representing approximately 8.3% of the issued share capital of the Company as at the date of this report.

於二零一六年六月三十日及本報告日期，根據購股權計劃可供發行之股份總數為24,691,582股（於二零一六年股本重組於二零一六年五月二十四日生效後經調整），相當於本公司於本報告日期之已發行股本之約8.3%。

OTHER INFORMATION

其他資料

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

Substantial Shareholders

As at 30 June 2016, the following persons (other than Directors or the chief executive of the Company) had, or were deemed or taken to have interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, which were recorded in the register required to be kept by the Company under Section 336 of SFO:

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

於二零一六年六月三十日，除董事或本公司主要行政人員外，以下人士於本公司股份或相關股份中，擁有或被當作或視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/ underlying shares of the Company held (Note 1) 所持本公司股份／相關股份數目 (附註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 | 身份 | | | 附註 |
| Fastek Investments Limited ("Fastek") Fastek Investments Limited (「Fastek」) | Beneficial owner 實益擁有人 | 23,720,000 (L) 23,720,000 (L) | 9.61% 9.61% | 3 3 |
| Rosy Lane Investments Limited ("Rosy Lane") Rosy Lane Investments Limited (「Rosy Lane」) | Interest of controlled corporations 受控法團權益 | 31,912,157 (L) 31,912,157 (L) | 12.92% 12.92% | 3 3 |
| Hong Kong Education (Int'l) Investments Limited 香港教育(國際)投資集團有限公司 | Interest of controlled corporations 受控法團權益 | 31,912,157 (L) 31,912,157 (L) | 12.92% 12.92% | 3 3 |
| Access Magic Limited ("Access Magic") Access Magic Limited (「Access Magic」) | Beneficial owner 實益擁有人 | 35,219,879 (L) 35,219,879 (L) | 14.26% 14.26% | 4 4 |
| Dong Yuguo ("Mr. Dong") 董雨果(「董先生」) | Interest of a controlled corporation 受控法團權益 | 35,219,879 (L) 35,219,879 (L) | 14.26% 14.26% | 4, 5 4, 5 |
| Universe International Holdings Limited ("Universe International") 寰宇國際控股有限公司(「寰宇國際」) | Interest of controlled corporations 受控法團權益 | 49,383,000 (L) 49,383,000 (L) | 20.00% 20.00% | 6 6 |
| Ace Source International Limited ("Ace Source") Ace Source International Limited (「Ace Source」) | Beneficial owner 實益擁有人 | 59,342,036 (L) 59,342,036 (L) | 24.03% 24.03% | 7 7 |
| Lung Chung Chi 龍松之 | Beneficial owner 實益擁有人 | 17,579,000 (L) 17,579,000 (L) | 7.12% 7.12% | |

OTHER INFORMATION 其他資料

Notes:

1. The letter "L" denotes a long position in the shares/underlying shares of the Company.
2. The total number of 246,915,825 shares of the Company in issue as at 30 June 2016 has been used for the calculation of the approximate percentage.
3. 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. Each of Hong Kong Education (Int'l) Investments Limited and Rosy Lane was deemed to be interested in the 8,192,157 shares of the Company and 23,720,000 shares of the Company held by Wise Action and Fastek respectively pursuant to Part XV of the SFO.
4. Access Magic was interested in 35,219,879 shares/underlying shares of the Company in the capacity of beneficial owner, 17,285,215 of which were underlying shares of the Company.
5. 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 or interested by Access Magic pursuant to Part XV of the SFO.
6. Based on the corporate substantial shareholder notice filed on 14 June 2016 by Universe, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1046), each of Weluck Development Limited and Fragrant River Entertainment Culture (Holdings) Limited held 8,583,000 shares of the Company and 40,800,000 shares of the Company. Weluck Development Limited is wholly owned by Fragrant River Entertainment Culture (Holdings) Limited, which is in turn wholly owned by Universe. Accordingly, Universe was deemed to be interested in all the shares of the Company owned by Weluck Development Limited and Fragrant River Entertainment Culture (Holdings) Limited pursuant to Part XV of the SFO.
7. Ace Source was interested in 59,342,036 shares/underlying shares of the Company in the capacity of beneficial owner, 29,210,976 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 or interested by Ace Source pursuant to Part XV of the SFO. Mr. Xue's interests in the shares and underlying shares of the Company are 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.

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 30 June 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.

附註:

1. 字母「L」指於本公司股份／相關股份的好倉。
2. 概約百分比按本公司於二零一六年六月三十日的已發行股份總數246,915,825股計算。
3. 智僑有限公司(「智僑」)及Fastek由Rosy Lane全資實益擁有。Rosy Lane由香港教育(國際)投資集團有限公司全資擁有。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8,192,157股本公司股份及23,720,000股本公司股份中擁有權益。
4. Access Magic以實益擁有人身份於35,219,879股本公司股份／相關股份中擁有權益,其中17,285,215股為本公司相關股份。
5. 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所持或擁有權益之全部本公司股份／相關股份中擁有權益。
6. 根據寰宇(其股份於聯交所主板上市,股份代號:1046)於二零一六年六月十四日提呈的公司主要股東通知,永能發展有限公司及香江娛樂文化(控股)有限公司各自持有8,583,000股本公司股份及40,800,000股本公司股份。永能發展有限公司由香江娛樂文化(控股)有限公司全資擁有,而香江娛樂文化(控股)有限公司由寰宇全資擁有。因此,根據證券及期貨條例第XV部,寰宇被視作於永能發展有限公司及香江娛樂文化(控股)有限公司所擁有的全部本公司股份中擁有權益。
7. Ace Source以實益擁有人身份於59,342,036股本公司股份／相關股份中擁有權益,其中29,210,976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所持或擁有權益之全部本公司股份／相關股份中擁有權益。薛先生為Ace Source董事。薛先生於本公司股份及相關股份中的權益於上文「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」一節中披露。

除上文披露者外,據董事所知,於二零一六年六月三十日,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,擁有或被視作擁有須根據證券及期貨條例第XV部第2及3分部向本公司及聯交所披露或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。

OTHER INFORMATION

其他資料

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 has complied with the code provisions set out in Appendix 15 to the GEM Listing Rules.

AUDIT COMMITTEE

The Company established the 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.

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 has maintained the prescribed public float under the GEM Listing Rules.

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

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

11 August 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.

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，本公司已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。

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已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
鄭豪鋸

二零一六年八月十一日

於本報告日期，董事會成員包括兩名執行董事鄭豪鋸先生及薛秋實先生；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。