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## **GET HOLDINGS LIMITED**

**智易控股有限公司\***

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

**(Stock code: 8100)**

### **2017 FIRST QUARTERLY RESULTS ANNOUNCEMENT**

The board (“**Board**”) of directors (the “**Directors**”) of GET Holdings Limited (the “**Company**”) is pleased to announce the unaudited results of the Company and its subsidiaries for the three months ended 31 March 2017. This announcement, containing the full text of the 2017 first quarterly report of the Company, complies with the relevant requirements of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to information to accompany preliminary announcement of quarterly results. The Company’s 2017 first quarterly report will be available for viewing on the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and of the Company at [www.geth.com.hk](http://www.geth.com.hk) on 12 May 2017.

By Order of the Board  
**GET Holdings Limited**  
**Lee Kin Fai**  
*Executive Director*

Hong Kong, 12 May 2017

*As at the date of this announcement, the Board consists of two executive Directors, namely Ms. Hung Yvonne and Mr. Lee Kin Fai, and three independent non-executive Directors, namely Professor Lee T.S., Ms. Xiao Yiming and Professor Chui Tsan Kit.*

\* For identification purposes only

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

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of its publication and on the website of the Company at [www.geth.com.hk](http://www.geth.com.hk).*

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

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

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

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*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 GEM (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief: (1) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

### 香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)的特色

創業板的定位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的公司提供一個上市的市場。有意投資者應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 from continuing operations of the Group (as defined below) was approximately HK\$55,708,000 for the three months ended 31 March 2017 ("Period"), representing a decrease of approximately 1.6% as compared to the turnover of approximately HK\$56,620,000 for the corresponding period in 2016.
- The Group recorded a net loss of approximately HK\$27,399,000 for the Period (2016: net loss of approximately HK\$69,361,000). The net loss for the Period was mainly attributable to the combined effects of (i) the segment profit of approximately HK\$15,238,000 contributed by the Software Business (as defined below), (ii) the segment loss of approximately HK\$37,505,000 contributed by the Securities Investment Business (as defined below), and (iii) the segment profit of approximately HK\$2,345,000 contributed by the Corporate Management Solutions and I.T. Contract Services Business (as defined below).
- The Group recorded a loss attributable to owners of the Company of approximately HK\$32,718,000 for the Period as compared to the loss attributable to owners of the Company of approximately HK\$75,769,000 for the same period last year.
- Loss per share for loss attributable to owners of the Company for the Period was HK8.86 cents.
- The Board (as defined below) does not recommend the payment of any dividend for the Period.
- 截至二零一七年三月三十一日止三個月（「本期間」），來自本集團持續經營業務的營業額（誠如下文所定義）約為55,708,000港元，較二零一六年同期的營業額約56,620,000港元減少約1.6%。
- 本集團於本期間內錄得虧損淨額約27,399,000港元（二零一六年：虧損淨額約69,361,000港元）。於本期間錄得虧損淨額主要歸因於以下各項之綜合影響：(i)軟件業務（誠如下文所定義）所貢獻的分部溢利約15,238,000港元，(ii)證券投資業務（誠如下文所定義）所帶來的分部虧損約37,505,000港元，及(iii)企業管理解決方案及資訊科技合約服務業務（誠如下文所定義）所貢獻的分部溢利約2,345,000港元。
- 本集團於本期間內錄得本公司擁有人應佔虧損約32,718,000港元，而去年同期之本公司擁有人應佔虧損約為75,769,000港元。
- 於本期間內，本公司擁有人應佔虧損的每股虧損為8.86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 ended 31 March 2017, together with the comparative unaudited figures for the corresponding period in 2016, 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」)截至二零一七年三月三十一日止三個月的未經審核簡明綜合業績·連同二零一六年同期的未經審核比較數字如下：

For the three months ended 31 March 2017  
(Expressed in Hong Kong dollars)

截至二零一七年三月三十一日止三個月  
(以港元列示)

		Three months ended 31 March 截至三月三十一日止三個月		
		Note 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Re-presented) (經重列)
<b>Continuing operations</b>	持續經營業務			
<b>Turnover</b>	營業額	4	55,708	56,620
Cost of sales and services rendered	銷售成本及所提供服務		(22,703)	(17,730)
<b>Gross profit</b>	毛利		33,005	38,890
Other revenue and other gains and losses, net	其他收入以及其他收益及虧損·淨額	5	(36,759)	(79,376)
Selling and administrative expenses	銷售及行政開支		(19,245)	(15,248)
<b>Loss from operations</b>	經營虧損		(22,999)	(55,734)
Finance costs	融資成本	6(a)	(5,369)	(5,675)
Share of profit/(loss) of an associate	應佔一間聯營公司溢利/(虧損)		702	(4,199)
<b>Loss before taxation</b>	除稅前虧損	6	(27,666)	(65,608)
Income tax expense	所得稅開支	7	(2,856)	(4,417)
<b>Loss for the periods from continuing operations</b>	期內來自持續經營業務的虧損		(30,522)	(70,025)
<b>Discontinued operation</b>	已終止經營業務			
Profit for the periods from discontinued operation	期內來自已終止經營業務的溢利	8	3,123	664
<b>Loss for the period</b>	期內虧損		(27,399)	(69,361)
<b>Attributable to:</b>	以下人士應佔：			
<b>Owners of the Company</b>	本公司擁有人			
Loss from continuing operations	來自持續經營業務虧損		(35,215)	(76,108)
Profit from discontinued operation	來自已終止經營業務溢利		2,497	339
Loss attributable to owners of the Company	本公司擁有人應佔虧損		(32,718)	(75,769)
<b>Non-controlling interests</b>	非控股權益			
Profit from continuing operations	來自持續經營業務溢利		4,693	6,083
Profit from discontinued operation	來自已終止經營業務溢利		626	325
Profit attributable to non-controlling interests	非控股權益應佔溢利		5,319	6,408
			(27,399)	(69,361)

# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS – UNAUDITED

## 簡明綜合損益表—未經審核

		Three months ended 31 March 截至三月三十一日止三個月	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Re-presented) (經重列)
		Note 附註	
			(Restated) (經重列)
<b>(Loss)/earnings per share</b>	<b>每股(虧損)/盈利</b>	9	
From continuing and discontinued operations	來自持續經營及已終止經營業務		
Basic	基本		(HK30.31) cents港仙
Diluted	攤薄		N/A不適用
From continuing operations	來自持續經營業務		
Basic	基本		(HK30.44) cents港仙
Diluted	攤薄		N/A不適用
From discontinued operation	來自已終止經營業務		
Basic	基本		HK0.14 cents港仙
Diluted	攤薄		HK0.11 cents港仙

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

## 簡明綜合損益及其他全面收益表—未經審核

For the three months ended 31 March 2017  
(Expressed in Hong Kong dollars)

截至二零一七年三月三十一日止三個月  
(以港元列示)

		Three months ended 31 March 截至三月三十一日止三個月	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>Loss for the period</b>	<b>期內虧損</b>	<b>(27,399)</b>	<b>(69,361)</b>
<b>Other comprehensive income for the periods:</b>	<b>期內其他全面收益：</b>		
<i>Items that may be reclassified to profit or loss:</i>	<i>可能重新分類至損益的項目：</i>		
Fair value gain/(loss) on available-for-sale financial assets, net	可供出售金融資產的公平價值收益／ (虧損)淨額	14,170	(3,688)
Reclassification adjustment to profit or loss on disposal of available-for-sale financial assets	出售可供出售金融資產的溢利或虧損重 新分類調整	-	(980)
		<b>14,170</b>	<b>(4,668)</b>
<b>Other comprehensive income for the periods, net of tax</b>	<b>期內其他全面收益，扣除稅項</b>	<b>14,170</b>	<b>(4,668)</b>
<b>Total comprehensive income for the periods</b>	<b>期內全面收益總額</b>	<b>(13,229)</b>	<b>(74,029)</b>
<b>Attributable to:</b>	<b>以下人士應佔：</b>		
Owners of the Company	本公司擁有人	(18,548)	(80,437)
Non-controlling interests	非控股權益	5,319	6,408
		<b>(13,229)</b>	<b>(74,029)</b>

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY – UNAUDITED

## 簡明綜合權益變動表—未經審核

For the three months ended 31 March 2017  
(Expressed in Hong Kong dollars)

截至二零一七年三月三十一日止三個月  
(以港元列示)

		Attributable to owners of the Company 本公司擁有人應佔									Non- controlling interests	Total equity
		Share capital	Share premium	Contributed surplus	Share option reserve	Convertible note equity reserve	Exchange reserve	Investment revaluation reserve	Accumulated losses	Total		
		股本	股份溢價	實繳盈餘	購股權儲備	可換股票據 權益儲備	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 2016	於二零一六年一月一日	12,346	420,124	982,277	2,839	25,555	(45)	13,293	(440,436)	1,015,953	37,868	1,053,821
Loss for the period	期內虧損	-	-	-	-	-	-	-	(75,769)	(75,769)	6,408	(69,361)
Other comprehensive income for the period	期內其他全面收益	-	-	-	-	-	-	(4,668)	-	(4,668)	-	(4,668)
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	-	-	(4,668)	(75,769)	(80,437)	6,408	(74,029)
Dividends paid to non-controlling interests	已派付非控股權益的股息	-	-	-	-	-	-	-	-	-	(6,621)	(6,621)
Changes in equity for the period	期內權益變動	-	-	-	-	-	-	-	-	-	(6,621)	(6,621)
At 31 March 2016	於二零一六年三月三十一日	12,346	420,124	982,277	2,839	25,555	(45)	8,625	(516,205)	935,516	37,655	973,171
At 1 January 2017	於二零一七年一月一日	2,963	444,322	992,154	2,839	25,555	(26)	3,072	(423,344)	1,047,535	34,915	1,082,450
Loss for the Period	本期間虧損	-	-	-	-	-	-	-	(32,718)	(32,718)	5,319	(27,399)
Other comprehensive income for the Period	本期間其他全面收益	-	-	-	-	-	-	14,170	-	14,170	-	14,170
Total comprehensive income for the Period	本期間全面收益總額	-	-	-	-	-	-	14,170	(32,718)	(18,548)	5,319	(13,229)
Disposal of a subsidiary	出售一間附屬公司	-	-	-	-	-	-	-	-	-	(1,990)	(1,990)
Rights issue of shares on 15 February 2017 (note 12(a))	於二零一七年二月十五日的 供股(附註12(a))	1,481	72,859	-	-	-	-	-	-	74,340	-	74,340
Changes in equity for the Period	本期間權益變動	1,481	72,859	-	-	-	-	-	-	74,340	(1,990)	72,350
At 31 March 2017	於二零一七年三月三十一日	4,444	517,181	992,154	2,839	25,555	(26)	17,242	(456,062)	1,103,327	38,244	1,141,571



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the three months ended 31 March 2017  
(Expressed in Hong Kong dollars)

截至二零一七年三月三十一日止三個月  
(以港元列示)

### 1. CORPORATE INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 30 July 2001 and continued in Bermuda on 9 January 2014 (Bermuda time). The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The principal place of business of the Company 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 was 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, and (iv) provision of corporate management solutions and Information Technology (“I.T.”) contract services during the Period.

On 21 March 2017, after the completion of disposal of approximately 32% of the issued shares of GET Mdream Wealth Management Limited (“GET Mdream”), the Group’s shareholding in GET Mdream was reduced from approximately 51% to approximately 19%. Accordingly, GET Mdream became an investment of the Group without control and the provision of insurance and mandatory provident fund schemes brokerage services was classified as a discontinued operation during the Period.

This unaudited condensed consolidated financial information of the Company for the Period 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 GEM of the Stock Exchange (the “GEM Listing Rules”).

The Group’s 2017 first quarterly unaudited financial statements have been prepared under the historical cost convention, except for investment properties, contingent consideration receivable and certain financial instruments that are 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 2016 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。本公司的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；及(iv)提供企業管理解決方案及資訊科技（「資訊科技」）合約服務。

於二零一七年三月三十一日，繼出售聯夢智易財富管理有限公司（「聯夢智易」）的約32%已發行股份後，本集團於聯夢智易之持股權益已由約51%降至約19%。據此，聯夢智易已成為本集團一項沒有控制權之投資，而提供保險及強制性公積金計劃經紀服務已於各期間列作已終止經營業務。

除非另有說明，否則於本期間內，本公司的未經審核簡明綜合財務資料以千港元（「千港元」）的單位列報。港元（「港元」）為本公司的功能貨幣及本集團的列報貨幣。

### 2. 財務報表的編製基準

本公司的未經審核簡明綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）、香港公認會計原則，以及香港公司條例（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。

除以公平價值計量的投資物業、應收或然代價及若干金融工具外，本集團二零一七年第一季度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二零一六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。

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### 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 2017. 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 2017. 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，且於二零一七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二零一七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會將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績及財務狀況構成重大影響。

### 4. 營業額

營業額指向客戶供應貨品及服務的銷售價值。本集團各期間的營業額分析如下：

		Three months ended 31 March 截至三月三十一日止三個月	
		2017 二零一七年 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)
<b>Continuing operations</b>	<b>持續經營業務</b>		
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	30,586	34,711
Provision of corporate management solutions and I.T. contract services	提供企業管理解決方案及資訊科技合約服務	20,161	20,175
Provision of education and training programs	提供教育及培訓計劃	4,729	-
Loan interest income	貸款利息收入	227	1,734
Other	其他	5	-
		<b>55,708</b>	<b>56,620</b>
<b>Discontinued operation</b>	<b>已終止經營業務</b>		
Provision of insurance and mandatory provident fund schemes brokerage services	提供保險及強制性公積金計劃經紀服務	29,940	19,112
		<b>85,648</b>	<b>75,732</b>

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### 5. OTHER REVENUE AND OTHER GAINS AND LOSSES, NET

	Note 附註	Continuing operations 持續經營業務		Discontinued operation 已終止經營業務		Total 總計	
		Three months ended 31 March 截至三月三十一日止三個月		Three months ended 31 March 截至三月三十一日止三個月		Three months ended 31 March 截至三月三十一日止三個月	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
<b>Other revenue</b>	其他收入						
Bank interest income	銀行利息收入	3	3	1	-	4	3
Other loan interest income	其他貸款利息收入	205	-	-	-	205	-
Rental income	租賃收入	480	25	-	-	480	25
Others	其他	54	-	40	543	94	543
		742	28	41	543	783	571
<b>Other gains and losses, net</b>	其他收益及虧損，淨額						
Loss on disposal of available-for-sale financial assets	出售可供出售金融資產的虧損	-	(7,795)	-	-	-	(7,795)
Gain/(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收益/(虧損)	30	(434)	-	-	30	(434)
(Loss)/gain on disposal of property, plant and equipment	出售物業、廠房及設備的(虧損)/收益	(1)	5	-	-	(1)	5
Gain on disposal of discontinued operation	出售已終止經營業務的收益	-	-	1,845	-	1,845	-
Fair value gain on investment property	投資物業公平價值收益	-	2,052	-	-	-	2,052
Fair value loss on financial assets at fair value through profit or loss	透過損益以公平價值列賬的金融資產的公平價值虧損	(37,480)	(73,228)	-	-	(37,480)	(73,228)
Foreign exchange losses, net	匯兌虧損，淨額	(50)	(4)	-	-	(50)	(4)
		(37,501)	(79,404)	1,845	-	(35,656)	(79,404)
<b>Other revenue and other gains and losses, net</b>	其他收入以及其他收益及虧損，淨額	(36,759)	(79,376)	1,886	543	(34,873)	(78,833)

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### 6. LOSS BEFORE TAXATION

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

### 6. 除稅前虧損

除稅前虧損已(計入)/扣除：

		Continuing operations 持續經營業務		Discontinued operation 已終止經營業務		Total 總計	
		Three months ended 31 March 截至三月三十一日止三個月		Three months ended 31 March 截至三月三十一日止三個月		Three months ended 31 March 截至三月三十一日止三個月	
		2017 二零一七年 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)	2017 二零一七年 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)	2017 二零一七年 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)
<b>(a) Finance costs:</b>	<b>(a) 融資成本：</b>						
Interest on loan notes	貸款票據的利息	4,514	4,838	-	-	4,514	4,838
Effective interest on convertible notes	可換股票據的實際利息	855	816	-	-	855	816
Interest on other loans	其他貸款的利息	-	21	-	-	-	21
		<b>5,369</b>	<b>5,675</b>	<b>-</b>	<b>-</b>	<b>5,369</b>	<b>5,675</b>
<b>(b) Staff costs (including directors' remuneration):</b>	<b>(b) 員工成本(包括董事酬金)：</b>						
Salaries, wages and other benefits	薪金、工資及其他福利	7,492	5,723	2,041	1,901	9,533	7,624
Retirement scheme contributions	退休計劃供款	266	216	76	88	342	304
		<b>7,758</b>	<b>5,939</b>	<b>2,117</b>	<b>1,989</b>	<b>9,875</b>	<b>7,928</b>
<b>(c) Other items:</b>	<b>(c) 其他項目：</b>						
Amortisation of intangible assets	無形資產攤銷	5,686	4,504	-	-	5,686	4,504
Auditor's remuneration	核數師酬金	179	162	75	-	254	162
Depreciation	折舊	467	230	101	84	568	314
Operating lease charges:	經營租賃費用：						
minimum lease payments	最低租賃付款額						
- hire of office premises	- 租賃辦公室物業	1,521	521	1,094	367	2,615	888
Loss on disposal of available-for-sale financial assets*	出售可供出售金融資產的虧損*	-	7,795	-	-	-	7,795
Loss/(gain) on disposal of property, plant and equipment*	出售物業、廠房及設備的虧損/(收益)*	1	(5)	-	-	1	(5)
(Gain)/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(收益)/虧損*	(30)	434	-	-	(30)	434
Legal and professional fees	法律及專業費用	964	470	-	33	964	503
Reversal of commission clawback provision	撥回佣金回補撥備	-	-	-	(319)	-	(319)
Reversal of impairment loss on trade receivables	撥回應收貿易賬款減值虧損	(35)	-	-	-	(35)	-

\* included in other gains and losses

# 計入其他收益及虧損

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### 7. INCOME TAX EXPENSE

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

### 7. 所得稅開支

未經審核簡明綜合損益表的所得稅指：

		Continuing operations 持續經營業務		Discontinued operation 已終止經營業務		Total 總計	
		Three months ended 31 March 截至三月三十一日止三個月		Three months ended 31 March 截至三月三十一日止三個月		Three months ended 31 March 截至三月三十一日止三個月	
		2017 二零一七年 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)	2017 二零一七年 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)	2017 二零一七年 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)
<b>Current tax</b>	<b>當期稅項</b>						
- Hong Kong Profits Tax	- 香港利得稅						
Provision for the periods (Note (i))	各期間撥備(附註(i))	3,086	4,630	-	68	3,086	4,698
Over-provision in respect of prior periods	過往期間超額撥備	(10)	-	-	-	(10)	-
- Withholding tax for the periods (Note (ii))	- 各期間預扣稅(附註(ii))	43	43	-	-	43	43
		<b>3,119</b>	<b>4,673</b>	<b>-</b>	<b>68</b>	<b>3,119</b>	<b>4,741</b>
<b>Deferred tax (Note (iii))</b>	<b>遞延稅項(附註(iii))</b>	<b>(263)</b>	<b>(256)</b>	<b>-</b>	<b>-</b>	<b>(263)</b>	<b>(256)</b>
		<b>2,856</b>	<b>4,417</b>	<b>-</b>	<b>68</b>	<b>2,856</b>	<b>4,485</b>

Note (i): The provision for Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for the periods.

Taxation for overseas subsidiaries is charged at the appropriate current rates of taxation ruling in the relevant countries in which the Group operates based on existing legislation, interpretation and practices in respect thereof.

Note (ii): Withholding tax regarding the external sales for which customers are located outside Hong Kong, is charged at the appropriate current rates of taxation ruling in relevant countries.

Note (iii): Deferred tax is arising from the tax effect on the temporary difference on intangible assets of the Group for the periods.

The Group's share of an associate's profit (2015:loss) for the Period includes share of associate's taxation of approximately HK\$14,000 (2015: approximately HK\$13,000).

附註(i)：香港利得稅撥備乃就各期間的估計應評稅溢利按稅率16.5%計算。

海外附屬公司的稅項乃根據本集團營運所在有關國家的現有法例、詮釋及慣例按照現行適用的稅率計算。

附註(ii)：向位於香港境外的客戶進行外界銷售所涉及預扣稅乃按照有關國家現行適用的稅率計算。

附註(iii)：遞延稅項源自各期間本集團無形資產的暫時性差額的稅務影響。

本集團分佔期內一間聯營公司之溢利(二零一五年：虧損)，包括聯營公司之稅項約14,000港元。(二零一五年：約13,000港元)。

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### 8. DISCONTINUED OPERATION

On 21 March 2017, the Group disposed of approximately 32% of the issued share capital of GET Mdream to two independent third parties at an aggregate consideration of HK\$3,000,000 in cash. After the completion of the disposal, the Group retains approximately 19% of the issued share capital of GET Mdream. GET Mdream became an investment of the Group without control and is classified as an available-for-sale financial asset accordingly. Immediately after the completion of the disposal, the Group discontinued its operation in Insurance and MPF Schemes Brokerage Business (as defined below) as one of its principal business activities. Details of the disposal are set out in the Company's announcement dated 21 March 2017.

The results of the discontinued operation for the periods are presented below:

### 8. 已終止經營業務

於二零一七年三月二十一日，本集團以現金總代價3,000,000港元向兩名獨立第三方出售聯夢智易的約32%已發行股本。於出售事項完成後，本集團保留聯夢智易的約19%已發行股本。聯夢智易成為本集團一項無控制權投資，故而被分類為可供出售金融資產。緊隨出售事項完成後，本集團已終止經營其保險及強積金計劃經紀業務(定義見下文)為其主要業務活動之一。出售事項詳情載於本公司日期為二零一七年三月二十一日的公告。

本期間的已終止經營業務業績列報如下：

		Three months ended 31 March 截至三月三十一日止三個月	
		2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Re-presented) (經重列) (Unaudited) (未經審核)
Turnover	營業額	29,940	19,112
Cost of sales and services rendered	銷售成本及所提供服務	(23,768)	(14,694)
Other revenue and other gains and losses, net	其他收入以及其他收益及虧損，淨額	41	543
Selling and administrative expenses	銷售及行政開支	(4,935)	(4,229)
Profit before tax	除稅前溢利	1,278	732
Income tax expense	所得稅開支	-	(68)
		1,278	664
Gain on disposal of discontinued operation	出售已終止經營業務的收益	1,845	-
Profit for the periods from discontinued operation	期內來自已終止經營業務的溢利	3,123	664
Profit for the periods from discontinued operation (attributable to owners of the Company)	期內來自已終止經營業務的溢利(本公司擁有人應佔)	2,497	339

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

#### (a) Basic (loss)/earnings per share

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

### 9. 每股(虧損)/盈利

#### (a) 每股基本(虧損)/盈利

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

		Three months ended 31 March 截至三月三十一日止三個月	
		2017 二零一七年 HK\$'000 千港元  (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Re-presented) (經重列) (Unaudited) (未經審核)
(i) <b>For continuing and discontinued operations</b>	(i) 來自持續經營及已終止經營業務		
<b>Loss</b>	<b>虧損</b>		
Loss attributable to owners of the Company and loss for the purpose of calculating basic loss per share	本公司擁有人應佔虧損及用作計算每股基本虧損的虧損	(32,718)	(75,769)
		'000 千股	'000 千股 (Restated) (經重列)
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	用作計算每股基本虧損的普通股加權平均股數	369,138	250,002
Basic loss per share (HK cents)	每股基本虧損(港仙)	(8.86)	(30.31)

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

#### (a) Basic (loss)/earnings per share (continued)

### 9. 每股(虧損)/盈利(續)

#### (a) 每股基本(虧損)/盈利(續)

		Three months ended 31 March 截至三月三十一日止三個月	
		2017 二零一七年 HK\$'000 千港元  (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Re-presented) (經重列) (Unaudited) (未經審核)
<b>(ii) For continuing operations</b>	<b>(ii) 持續經營業務</b>		
<b>Loss</b>	<b>虧損</b>		
Loss attributable to owners of the Company and loss for the purpose of calculating basic loss per share	本公司擁有人應佔虧損以及用作計算每股基本虧損的虧損	(35,215)	(76,108)
		'000 千股	'000 千股 (Restated) (經重列)
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	用作計算每股基本虧損的普通股加權平均數	369,138	250,002
Basic loss per share (HK cents)	每股基本虧損(港仙)	(9.54)	(30.44)
<b>(iii) For discontinued operation</b>	<b>(iii) 已終止經營業務</b>		
<b>Earnings</b>	<b>盈利</b>		
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以及用作計算每股基本盈利的盈利	2,497	339
		'000 千股	'000 千股 (Restated) (經重列)
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	用作計算每股基本盈利的普通股加權平均數	369,138	250,002
Basic earnings per share (HK cents)	每股基本盈利(港仙)	0.68	0.14

Note: The weighted average number of ordinary shares in 2016 has been retrospectively adjusted for share reorganisation and the 2017 Rights Issue (as defined below) which was completed on 24 May 2016 and 15 February 2017 respectively.

附註：於二零一六年的普通股的加權平均股數已分別對於二零一六年五月二十四日及二零一七年二月十五日完成的股份重組及二零一七年供股(定義見下文)追溯調整。



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

#### (b) Diluted (loss)/earnings per share

Continued operations

No adjustment has been made to the basic loss per share presented for the periods in respect of a dilution as the share options of the Company outstanding as at 31 March 2017 and 2016 had no dilutive effect and impact of the convertible notes of the Company outstanding as at 31 March 2017 and 2016 had an anti-dilutive effect.

Discontinued operation

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 period.

### 9. 每股(虧損)/盈利(續)

#### (b) 每股攤薄(虧損)/盈利

持續經營業務

並無對就期內呈列之每股基本虧損作出有關攤薄之調整，原因為於二零一七年及二零一六年三月三十一日之尚未行使之本公司購股權並無攤薄影響及於二零一七年及二零一六年三月三十一日之尚未行使本公司可換股票據具有反攤薄影響。

已終止經營業務

每股攤薄盈利乃根據本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 31 March 截至三月三十一日止三個月	
		2017 二零一七年 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)
<b>Earnings</b>	<b>盈利</b>		
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	2,497	339
		'000 千股	'000 千股 (Restated) (經重列)
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	用作計算每股攤薄盈利的普通股加權平均股數	369,138	250,002
Effect of dilutive potential ordinary shares arising from: Convertible notes	來自以下各項的潛在攤薄普通股的影响： 可換股票據	50,766	50,766
Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	用作計算每股攤薄盈利的普通股加權平均股數	419,904	300,768
Diluted earnings per share (HK cents)	每股攤薄盈利(港仙)	0.59	0.11

The weighted average number of ordinary shares in 2016 has been retrospectively adjusted for the share reorganisation and the 2017 Rights Issue (as defined below) which were completed on 24 May 2016 and 15 February 2017 respectively.

於二零一六年的普通股的加權平均股數已分別對於二零一六年五月二十四日及二零一七年二月十五日完成的股份重組及二零一七年供股(定義見下文)追溯調整。

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### 10. SEGMENT REPORTING

The Group manages its businesses by divisions, which are organised by a mixture of both business lines and geographical locations. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group had five (2016: five) reportable segments during the Period:

Continuing operations:

- 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 corporate management solutions and I.T. contract services ("Corporate Management Solutions and I.T. Contract Services Business")

Discontinued operation:

- Provision of insurance and MPF schemes brokerage services ("Insurance and MPF Schemes Brokerage Business")

The Group's other operating segments include (i) the provision of online shopping business and (ii) the provision of education and training programs, which do not meet any of the quantitative thresholds for determining as reportable segments. The information of these other operating segments is included in the "Others" column.

### 10. 分部報告

本集團按部門管理其業務，由業務類別及地區混合組織而成。於本期間，本集團呈列以下五個(二零一六年：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：

持續經營業務：

- 研發及分銷個人電腦性能軟件、防毒軟件及流動電話應用程式以及工具欄廣告(「軟件業務」)
- 證券投資(「證券投資業務」)
- 借貸(「借貸業務」)
- 提供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」)

已終止經營業務：

- 提供保險及強積金計劃經紀服務(「保險及強積金計劃經紀業務」)

本集團其他營運分部包括(i)提供網上購物業務及(ii)提供教育及培訓計劃，於釐定報告分部時有關業務並無達到任何量化最低要求。此等其他營運分部的資料計入「其他」一欄。

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### 10. SEGMENT REPORTING (continued)

#### (a) Segment results

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

- Segment profit/(loss) represented profit earned by/(loss from) each segment without allocation of central administration costs, finance costs and income tax expense.
- Segment revenue reported below represents revenue generated from external customers. Inter-segment revenue is priced with reference to prices charged to external customers for similar orders.

### 10. 分部報告(續)

#### (a) 分部業績

為監管分部表現及分配分部之間的資源：

- 分部溢利／(虧損)指每個分部在並無分配中央行政成本、融資成本及所得稅開支下所賺取溢利／(出現虧損)。
- 下文所報告分部收入指來自外界客戶的收入。分部間收入乃參考就類似訂單向外界客戶收取的價格定價。

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### 10. SEGMENT REPORTING (continued)

#### (a) Segment results (continued)

Information regarding the Group's reportable segments for the period ended 31 March 2017 is set out below.

### 10. 分部報告(續)

#### (a) 分部業績(續)

有關本集團截至二零一七年三月三十一日止期間的報告分部資料載列如下。

		Three months ended 31 March 2017 截至二零一七年三月三十一日止三個月						
		Continuing operations 持續經營業務				Discontinued operation 已終止經營業務		Consolidated 綜合 HK\$'000 (Unaudited) (未經審核)
		Software Business 軟件業務 HK\$'000 千港元 (Unaudited) (未經審核)	Securities Investment Business 證券投資業務 HK\$'000 千港元 (Unaudited) (未經審核)	Money Lending Business 借貸業務 HK\$'000 千港元 (Unaudited) (未經審核)	Corporate Management Solutions and I.T. Contract Service Business 企業管理解決方案及資訊科技合約服務業務 HK\$'000 千港元 (Unaudited) (未經審核)	Insurance and MPF Schemes Brokerage Business 保險及強積金計劃經紀業務 HK\$'000 千港元 (Unaudited) (未經審核)	Others 其他 HK\$'000 千港元 (Unaudited) (未經審核)	
<b>Turnover</b>	<b>營業額</b>							
Revenue from external customers	外界客戶收入	30,586	–	227	20,161	29,940	4,734	85,648
Inter-segment revenue	分部間收入	–	–	–	54	–	–	54
Reportable segment revenue	報告分部收入	30,586	–	227	20,215	29,940	4,734	85,702
<b>Reconciliation:</b>	<b>對賬：</b>							
Elimination of inter-segment revenue	對銷分部間收入							(54)
Revenue	收入							85,648
<b>Results</b>	<b>業績</b>							
Segment results	分部業績	15,238	(37,505)	243	2,345	3,122	696	(15,861)
<b>Reconciliation:</b>	<b>對賬：</b>							
Interest income	利息收入							4
Unallocated income – Rental income	未分配收入 租賃收入							480
– Other loan interest income	其他貸款利息 收入							205
Unallocated expenses – Corporate expenses	未分配開支 –企業開支							(4,704)
Loss from operations	經營虧損							(19,876)
Finance costs	融資成本							(5,369)
Share of profit of an associate	應佔一間聯營公 司溢利							702
Loss before taxation	除稅前虧損							(24,543)
Income tax expense	所得稅開支							(2,856)
Loss for the Period	本期間虧損							(27,399)
<b>Other segment information:</b>	<b>其他分部資料：</b>							
Amortisation of intangible assets	無形資產攤銷	(5,292)	–	–	(394)	–	–	(5,686)
Depreciation	折舊	–	(15)	–	(49)	(101)	(403)	(568)
Loss on disposal of property, plant and equipment	出售物業、廠房 及設備的虧損	–	–	–	–	–	(1)	(1)
Gain 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 收益	–	30	–	–	–	–	30
Gain on disposal of discontinued operation	出售已終止經營 業務的收益	–	–	–	–	1,845	–	1,845
Fair value loss on financial assets at fair value through profit or loss	透過損益以公平 價值列賬的金融 資產的公平 價值虧損	–	(37,480)	–	–	–	–	(37,480)
Legal and professional fees	法律及專業費用	–	–	(6)	(2)	–	(956)	(964)

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### 10. SEGMENT REPORTING (continued)

#### (a) Segment results (continued)

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

### 10. 分部報告(續)

#### (a) 分部業績(續)

有關本集團截至二零一六年三月三十一日止期間的報告分部資料載列如下。

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

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### 10. SEGMENT REPORTING (continued)

#### (b) Geographical information

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

### 10. 分部報告(續)

#### (b) 地區資料

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

		Three months ended 31 March 截至三月三十一日止三個月	
		2017 二零一七年 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)
<b>Revenue from external customers</b>	<b>外界客戶收入</b>		
Hong Kong	香港	50,660	32,515
United States of America	美國	11,812	13,579
Russia	俄羅斯	5,632	9,482
Germany	德國	1,557	3,431
United Kingdom	英國	1,826	2,480
Japan	日本	1,713	1,797
Australia	澳洲	956	1,225
Canada	加拿大	976	1,170
Others (including Mainland China)	其他(包括中國內地)	10,516	10,053
		<b>85,648</b>	<b>75,732</b>

### 11. DIVIDENDS

The Board does not recommend the payment of any dividend in respect of the Period (2016: Nil).

### 11. 股息

董事會不建議就本期間派付任何股息(二零一六年：無)。

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### 12. SHARE CAPITAL

### 12. 股本

		Nominal value per share 每股面值	Number of share 股份數目	Amount 金額
	Note 附註	HK\$ 港元	'000 千股	HK\$'000 千港元
<b>Authorised:</b>				
At 1 January 2017 (Unaudited)		0.01	80,000,000	800,000
At 31 March 2017 (Unaudited)		0.01	80,000,000	800,000
<b>Issued and fully paid:</b>				
At 1 January 2017 (Unaudited)		0.01	296,299	2,963
Rights issue of shares	12(a)	0.01	148,149	1,481
At 31 March 2017 (Unaudited)		0.01	444,448	4,444

#### (a) Rights Issue

On 21 December 2016, the Board proposed the rights issue ("2017 Right Issue") on the basis of one rights share for every two existing ordinary shares held on the record date of 19 January 2017 at the subscription price of HK\$0.52 per rights share to raise approximately HK\$77,000,000, before deduction of expenses, by issuing 148,149,412 rights shares to the qualifying shareholders.

The 2017 Rights Issue was completed on 15 February 2017. The net proceeds of the 2017 Rights Issue were approximately HK\$73,000,000.

Details of the 2017 Rights Issue are set out in the Company's announcements dated 21 December 2016, 10 January 2017, 17 January 2017, 14 February 2017 and 17 February 2017 and the Company's prospectus dated 20 January 2017.

#### (a) 供股

於二零一六年十二月二十一日，董事會建議按每股供股股份0.52港元之認購價，按於二零一七年一月十九日之記錄日期每持有兩股現有普通股獲發一股供股股份之基準向合資格股東發行148,149,412股供股股份進行供股（「二零一七年供股」），以籌集約77,000,000港元（扣除開支前）。

二零一七年供股於二零一七年二月十五日完成。二零一七年供股之所得款項淨額約73,000,000港元。

二零一七年供股之詳情載於本公司日期為二零一六年十二月二十一日、二零一七年一月十日、二零一七年一月十七日、二零一七年二月十四日及二零一七年二月十七日之公告及本公司日期為二零一七年一月二十日之招股章程。

### 13. RESERVES

The amounts of the Group's reserves and the movements therein for the Period and the same period in 2016 are presented in the unaudited condensed consolidated statement of changes in equity.

### 13. 儲備

本集團於本期間及二零一六年同期的儲備金額及相應變動於未經審核簡明綜合權益變動表列報。

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### 14. CAPITAL COMMITMENTS

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

**Contracted but not provided for:**  
 – development costs for intangible assets  
 – capital contribution to a joint venture

已訂約但未撥備：  
 – 無形資產的開發成本  
 – 向一間合營企業注資

### 14. 資本承擔

於報告期末資本承擔如下：

31 March 2017 二零一七年 三月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2016 二零一六年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
15,212	30,424
5,246	7,000
<b>20,458</b>	<b>37,424</b>

### 15. SIGNIFICANT EVENT AFTER THE REPORTING PERIOD

#### Proposed Spin-Off

On 8 February 2017, the Company submitted a proposal to the Stock Exchange in respect of the separate listing of the Corporate Management Solutions and I.T. Contract Services Business ("Proposed Spin-off") on GEM of the Stock Exchange. The Proposed Spin-off is at a preliminary stage and is subject to, among other things, the approval of the Stock Exchange and the final decision of the Board. Details of the Proposed Spin-off are set out in the Company's announcement dated 8 February 2017.

### 16. COMPARATIVE FIGURES

Certain comparative figures have been reclassified and/or re-presented to conform with the current period's presentation.

### 15. 報告期後的重大事項

#### 建議分拆

於二零一七年二月八日，本公司向聯交所提交建議書，內容有關將企業管理解決方案及資訊科技合約服務之業務分拆在聯交所創業板獨立上市（「建議分拆」）。建議分拆處於初步階段，須待（其中包括）聯交所批准及董事會最終決定後，方可作實。建議分拆之詳情載於本公司日期為二零一七年二月八日之公告。

### 16. 比較數字

若干比較數字已重新分類及／或重列，使之符合本期間的呈列方式。



### BUSINESS REVIEW

#### Continuing operations:

##### Software Business

During the Period, the Software Business recorded a turnover of approximately HK\$30,586,000 (2016: approximately HK\$34,711,000), representing a decrease of approximately 11.9% as compared with that for the same period last year, and the segment profit for the Software Business amounted to approximately HK\$15,238,000 (2016: approximately HK\$20,501,000), representing a decrease of approximately 25.7% for the same period last year. The declining performance of the Software Business was mainly due to the keen competition in the information technology market and unstable worldwide economy.

The emergence of information technology brings new opportunities as well as cyber security threats which pose challenges that internet service users have to address. In the face of ever-evolving security threats and contracting new virus, Boom Max International Limited and its subsidiaries (“Boom Max Group”) strive to provide consumers with innovative system utilities and security software for superior personal computer performance and security. The Boom Max Group is improving its technology and expanding its product lines to address the needs of users worldwide and to strengthen its foothold in the competitive market. The Boom Max Group continues to focus on the development and refinement of its products, including Advanced SystemCare, AMC Security, Driver Booster, Smart Defrag, Game Booster, Mac Booster, IObit Malware Fighter and Random Password Generator. The products are available for download by customers worldwide through the website [www.iobit.com](http://www.iobit.com) as well as other software download directory websites and other alliance websites. Based on the internal sale database of the Boom Max Group, the Boom Max Group’s products have over 14 million new free and paid active users (which refer to users who have subscribed for the products at least one time during the Period) (2016: 20 million).

##### Money Lending Business

Citi Profit Finance Limited, an indirect wholly-owned subsidiary of the Company, is a holder of money lenders licence 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.

#### 業務回顧

##### 持續經營業務：

##### 軟件業務

於本期間，軟件業務分別錄得營業額約30,586,000港元（二零一六年：約34,711,000港元），與去年同期相比減少約11.9%，而軟件業務的分部溢利約為15,238,000港元（二零一六年：約20,501,000港元），與去年同期相比減少約25.7%。軟件業務表現下降乃主要由於資訊科技市場競爭激烈以及全球經濟不穩所致。

資訊科技的出現帶來新的機遇，同時構成網絡安全威脅，為互聯網服務使用者帶來不容忽視的挑戰。面對層出不窮的安全威脅及感染新病毒，Boom Max International Limited及其附屬公司（「Boom Max集團」）力爭為消費者提供實現卓越個人電腦性能及安全所具備的創新系統實用程序及安全軟件。Boom Max集團正在改善其技術並擴大其產品種類以滿足全球用戶的需求及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Advanced SystemCare、AMC Security、Driver Booster、Smart Defrag、Game Booster、Mac Booster、IObit Malware Fighter及Random Password Generator。該等產品可供全球客戶透過網站[www.iobit.com](http://www.iobit.com)以及其他互聯網下載目錄網站及其他聯盟網站下載。根據Boom Max集團之內部銷售數據，Boom Max集團之產品擁有超過14,000,000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）（二零一六年：20,000,000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）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。

# MANAGEMENT DISCUSSIONS AND ANALYSIS

## 管理層討論及分析

The Group will be more cautious about the Money Lending Business. The Money Lending Business recorded an interest income of approximately HK\$227,000 (2016: approximately HK\$1,734,000) for the Period, representing a decrease of approximately 86.9% as compared with that for the same period last year, and the segment profit for the Money Lending Business amounted to approximately HK\$243,000 (2016: approximately HK\$1,464,000) for the Period, representing a decrease of approximately 83.4% over the same period last year. The decrease was mainly attributable to the withdrawal of the subordinate property mortgage loan business. The outstanding principal amount of loan receivables as at 31 March 2017 was approximately HK\$11,271,000. During the Period, the Group did not record any doubtful or bad debt in its money lending activities.

### 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. The turnover and segment profit derived from this business segment for the Period were approximately HK\$20,161,000 (2016: approximately HK\$20,175,000) and approximately HK\$2,345,000 (2016: approximately HK\$5,308,000) respectively.

During the Period, the Board announced that it is considering the feasibility of the Proposed Spin-off and the separate listing of the Corporate Management Solutions and I.T. Contract Services Business on GEM. Details of the Proposed Spin-off are set out in the Company's announcement dated 8 February 2017.

### Securities Investment Business

During the Period, the segment loss for the Securities Investment Business amounted to approximately HK\$37,505,000 (2016: loss of approximately HK\$82,041,000). Such loss was mainly attributable to the fair value loss on financial assets at fair value through profit or loss (the "Fair Value Loss") of approximately HK\$37,480,000 during the Period. The Fair Value Loss was mainly attributable to the fair value loss of approximately HK\$17,950,000 in the investment in First Credit Finance Group Limited ("First Credit") (Stock Code: 8215) and fair value loss of approximately HK\$20,465,000 in the investment in Convoy Global Holdings Limited ("Convoy Global") (Stock Code: 1019). The Fair Value Loss is a non-cash accounting treatment which did not affect working capital sufficiency of the Group during the Period.

As at 31 March 2017, the financial assets at fair value through profit or loss ("FVTPL Financial Assets") and the available-for-sale financial assets ("AFS Financial Assets") of the Group with fair value of approximately HK\$485,471,000 (as at 31 December 2016: approximately HK\$523,899,000) and approximately HK\$99,518,000 (as at 31 December 2016: approximately HK\$83,567,000) respectively consisted of 14 investment items (2016: 12 items), 12 of which are shares of companies listed on the Stock Exchange, one of which is unlisted shares of a company while the remaining one is an unlisted investment fund.

本集團於借貸業務上將更為謹慎。本期間借貸業務錄得利息收入約227,000港元(二零一六年：約1,734,000港元)，較去年同期減少約86.9%，而本期間借貸業務之分部溢利達約243,000港元(二零一六年：約1,464,000港元)，較去年同期減少約83.4%。有關減幅乃主要由於撤回第二物業按揭貸款業務。於二零一七年三月三十一日，應收貸款之未清償本金額約為11,271,000港元。本期間內，本集團並無於借貸業務錄得任何呆賬或壞賬。

### 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分部溢利分別約為20,161,000港元(二零一六年：約20,175,000港元)及約2,345,000港元(二零一六年：約5,308,000港元)。

本期間內，董事會宣佈其正考慮建議分拆及企業管理解決方案及資訊科技合約服務業務於創業板獨立上市之可行性。有關建議分拆的詳情載於本公司日期為二零一七年二月八日之公告。

### 證券投資業務

本期間內，證券投資業務之分部虧損達約37,505,000港元(二零一六年：虧損約82,041,000港元)。有關減幅乃主要由於本期間內按公平值計算損益之財務資產之公平值虧損(「公平值虧損」)約37,480,000港元。公平值虧損乃主要由於投資第一信用金融集團有限公司(「第一信用」)(股份代號：8215)之公平值虧損約17,950,000港元及投資康宏環球控股有限公司(「康宏環球」)(股份代號：1019)之公平值虧損約20,465,000港元所致。公平值虧損乃一項非現金會計處理，並不影響本集團本期間內之營運資金充足性。

於二零一七年三月三十一日，本集團透過損益以公平值列賬的金融資產(「透過損益以公平值列賬的金融資產」)及可供出售金融資產(「可供出售金融資產」)的公平價值分別約為485,471,000港元(於二零一六年十二月三十一日：約523,899,000港元)及約99,518,000港元(於二零一六年十二月三十一日：約83,567,000港元)，由14個投資項目(二零一六年：12個)組成，其中12個項目為於聯交所上市的公司股份，一個項目為非上市的公司股份，而餘下一個項目為非上市投資基金。

# MANAGEMENT DISCUSSIONS AND ANALYSIS

## 管理層討論及分析

Below are the securities investments held by the Group as at 31 March 2017: 以下為本集團於二零一七年三月三十一日所持有之證券投資：

Name of investee company	Notes	Place of incorporation	Number of shares held by the Group	Percentage of total issued share capital of the investee company as at 31 March 2017 (Note 1)	Market value as at 31 March 2017 (Unaudited)	Percentage to the Group's net assets as at 31 March 2017 (Unaudited)	Percentage to the Group's total assets as at 31 March 2017 (Unaudited)	Unrealised gain/(loss) on change in fair value for the Period (Unaudited)	Dividend income for the Period (Unaudited)
被投資公司名稱	附註	註冊成立地點	本集團持有之股份數目	估被投資公司於二零一七年三月三十一日之已發行股本總額之百分比 (附註1)	於二零一七年三月三十一日之未經審核市值 (未經審核)	於二零一七年三月三十一日估本集團之未經審核資產淨值百分比 (未經審核)	於二零一七年三月三十一日估本集團之未經審核資產總值百分比 (未經審核)	本期間內公平價值變動之未變現收益/(虧損) (未經審核)	本期間內股息收入 (未經審核)
					(HK\$'000) (千港元)	(Approximately) (概約)	(Approximately) (概約)	(HK\$'000) (千港元)	(HK\$'000) (千港元)
					(Approximately) (概約)	(Approximately) (概約)	(Approximately) (概約)	(Approximately) (概約)	(Approximately) (概約)
<b>AFS Financial Assets</b>									
可供出售金融資產									
China Parenting Network Holdings Limited ("China Parenting") 中國育兒網絡控股有限公司(「中國育兒」)	2	Cayman Islands 開曼群島	10,760,000	1.05%	26,470	2.32%	1.83%	(538)	-
Hydra Capital SPC – SP #1 ("Hydra Capital SPC") Hydra Capital SPC – SP #1(「Hydra Capital SPC」)	3	Cayman Islands 開曼群島	1,100	-	2,117	0.19%	0.15%	(30)	-
Capital VC Limited ("Capital VC") 首都創投有限公司(「首都創投」)	4	Cayman Islands 開曼群島	15,200,000	0.55%	3,040	0.27%	0.21%	(760)	-
Convoy Global 康宏環球	5	Cayman Islands 開曼群島	13,512,000	0.09%	2,770	0.24%	0.19%	(351)	-
Time2U International Holding Limited ("Time2U") 時間由你國際控股有限公司(「時間由你」)	6	Cayman Islands 開曼群島	22,000,000	0.64%	1,430	0.13%	0.10%	(1,518)	-
Target Insurance (Holdings) Limited ("Target Insurance") 泰加保險(控股)有限公司(「泰加保險」)	7	Hong Kong 香港	3,500,000	0.67%	6,895	0.60%	0.48%	210	-
Finsoft Financial Investment Holdings Limited ("Finsoft") 匯財金融投資控股有限公司(「匯財」)	8	Cayman Islands 開曼群島	186,492,340	14.79%	55,015	4.82%	3.81%	17,157	-
GET Mdream 聯夢智易	9	Hong Kong 香港	167,647	19%	1,781	0.16%	0.12%	-	-
<b>FVTPL Financial Assets</b>									
透過損益以公平價值列賬的金融資產									
Convoy Global 康宏環球	5	Cayman Islands 開曼群島	787,118,000	5.27%	161,359	14.13%	11.16%	(20,465)	-
First Credit 第一信用	10	Bermuda 百慕達	718,000,000	19.79%	315,920	27.67%	21.86%	(17,950)	-
CK Hutchison Holdings Limited ("CK Hutchison") 長江和記實業有限公司(「長江和記」)	11	Cayman Islands 開曼群島	20,000	0.0005%	1,912	0.17%	0.13%	154	-
China Everbright International Limited ("China Everbright") 中國光大國際有限公司(「中國光大」)	12	Hong Kong 香港	100,000	0.0022%	1,046	0.09%	0.07%	167	-
AIA Group Limited ("AIA") 友邦保險控股有限公司(「友邦保險」)	13	Hong Kong 香港	30,000	0.0002%	1,470	0.13%	0.10%	158	-
Lenovo Group Limited ("Lenovo") 聯想集團有限公司(「聯想」)	14	Hong Kong 香港	300,000	0.0027%	1,536	0.13%	0.11%	126	-
Tencent Holdings Limited ("Tencent") 騰訊控股有限公司(「騰訊」)	15	Cayman Islands 開曼群島	10,000	0.0001%	2,228	0.20%	0.15%	330	-

# MANAGEMENT DISCUSSIONS AND ANALYSIS

## 管理層討論及分析

### Notes:

1. The percentage is calculated with reference to the then latest monthly return or next day disclosure return of the investee company publicly available on the website of the Stock Exchange (where applicable).
2. China Parenting (stock code: 8361) and its subsidiaries (collectively referred to as the "China Parenting Group") were an online platform focusing on the children-babies-maternity ("CBM") market in the People's Republic of China ("PRC") and were mainly engaged in the provision of marketing and promotional service, e-commerce business and licensing of smart-hardware devices through its large and engaged user base of CBM consumers. As disclosed in the annual report of China Parenting for the year ended 31 December 2016, the China Parenting Group will continue to promote projects in different platforms, explore actively cooperation areas and cooperation models to expand the market abroad. It will also bring good excellent service abroad to domestic users to establish higher industrial standards, consolidate its leading position and build up its authority in young families.
3. Hydra Capital SPC is an unlisted investment fund, which was incorporated and registered as a segregated portfolio company under the laws of the Cayman Islands for the purpose of carrying out the investment strategy, and its investment portfolio included certain online games.
4. Capital VC (stock code: 2324) and its subsidiaries (collectively referred to as the "Capital VC Group") were principally engaged in investing in listed and unlisted companies mainly in Hong Kong and the PRC. As disclosed in the annual report of Capital VC for the year ended 30 September 2016, Capital VC expects the investment environment in the United States and other advanced economies will not be as stable as before. The United States' monetary and fiscal policies may have a dramatic change. Accelerating interest rate normalization may affect global investment atmosphere. In connection with the United States' foreign policy, Donald Trump may focus on the threat posted to the United States by its trade relations with China. The United States may impose tariffs on various China products. Accordingly, its directors consider that it will be a very challenging investment environment in this couple of years, and they will continue to adopt cautious measures to manage the Capital VC's investment portfolio.
5. Convo Global (stock code: 1019) and its subsidiaries (collectively referred to as the "Convo Group") were principally engaged in the independent financial advisory business, money lending business, proprietary investment business, asset management business, corporate finance business and securities dealing business. As disclosed in the annual report of Convo Global for the year ended 31 December 2016, in order to pursue the Convo Group's vision of becoming one of the leading financial groups across Asia, the Convo Group has formulated three short term missions, (i) to establish a comprehensive financial services platform in Asia, particularly in Hong Kong and Mainland China; (ii) to materialise the synergies among different business segments and locations; and (iii) to improve the capital structure of the Convo Group.
6. Time2U (stock code: 1327) and its subsidiaries were principally engaged in the manufacture and sales of own-branded watches, OEM watches and third-party watches. As disclosed in the annual report of Time2U for the year ended 31 December 2016, Time2U aimed to offer premium quality products to customers and will continue to strengthen its core competitiveness by improving its watch design and development capabilities by upholding the design and artistic knowledge of the design team and recruitment of additional talents. Time2U will closely monitor the market response and remix the product portfolio to suit the market needs.
7. Target Insurance (stock code: 6161) and its subsidiaries were principally engaged in writing motor insurance in Hong Kong with leading market position on insurance for taxi and public light buses. As disclosed in the annual report of Target Insurance for the year ended 31 December 2016, with markets remain challenging, Target Insurance will look to balance short term returns against investment for the future and will focus on three areas, including (1) achieving thoughtfully-managed organic growth in general insurance business, (2) continuing its journey on improvements on operational efficiency and (3) building its talent pool and ensuring remuneration is closely linked to performance.
8. Finsoft (stock code: 8018) and its subsidiaries (collectively referred to as the "Finsoft Group") were principally engaged in the provision of financial trading software solutions, provision of other internet financial platforms, provision of referral services, money lending business, assets investments, provision of corporate finance advisory services and provision of design and fitting-out services in Hong Kong. As disclosed in the first quarterly results announcement of Finsoft for the three months ended 31 March 2017, in consideration of the sluggish economic environment and a volatile global financial market, the Finsoft Group believes diversification of its business segments can maintain a healthy financial profile and safeguard a sustainable growth of the Finsoft Group. Looking ahead, the Finsoft Group will seize opportunities to expand the scale of business and promote cooperation with more business partners in various fields. The Finsoft Group will also implement cautious budget control policies to bring sustainable return to its shareholders.

### 附註:

1. 百分比乃參考可在聯交所網站公開獲得有關被投資公司當時之最近期月度報表或翌日披露報表計算。(倘適用)
2. 中國育兒(股份代號: 8361)及其附屬公司(統稱為「中國育兒集團」)為專注於中華人民共和國(「中國」)孕嬰童(「孕嬰童」)市場的在線平台,透過其龐大且忠實的孕嬰童消費者用戶群,主要從事提供營銷及推廣服務、電子商務業務及許可智能硬件產品。誠如中國育兒於截至二零一六年十二月三十一日止年度之年報所披露,中國育兒集團將繼續推動各個平台的項目,積極探索合作方和合作模式,以求打開海外市場,並將國外好的服務帶給中國用戶,以求建立更高的行業標準,鞏固業內領先地位,並在年輕家庭中樹立威信。
3. Hydra Capital SPC為非上市投資基金,其根據開曼群島法律註冊成立,並登記為獨立投資組合公司,以執行投資策略,且其投資組合包括若干在線遊戲。
4. 首都創投(股份代號: 2324)及其附屬公司(統稱為「首都創投集團」)主要從事投資於主要在香港及中國上市及非上市公司。誠如首都創投於截至二零一六年九月三十日止年度之年報所披露,首都創投預期美國及其他先進經濟體的投資環境將不及從前穩定。美國的貨幣及財政政策可能會出現重大變化。利率正常化加快或會影響全球投資氣氛。就美國外交政策而言,唐納德·川普可能會關注中美貿易關係對美國的威脅。美國可能會對中國的多種產品施加關稅。因此,其董事認為,未來數年的投資環境將充滿挑戰,而彼等將繼續採取審慎措施管理首都創投的投資組合。
5. 康宏環球(股份代號: 1019)及其附屬公司(統稱為「康宏集團」)主要從事獨立理財顧問業務、借貸業務、自營投資業務、資產管理業務、企業融資業務及證券買賣業務。誠如康宏環球截至二零一六年十二月三十一日止年度之年報所披露,為實現康宏集團躋身亞洲領先財務集團巨頭之願景,康宏集團已制定三項短期目標: (i) 在亞洲建立全面財務服務平台,尤其以香港及中國內地為重; (ii) 實現不同業務分部及地區之間的協同效應; 及(iii) 改善康宏集團的資本結構。
6. 時間由你(股份代號: 1327)及其附屬公司主要從事自主品牌手錶、OEM手錶以及第三方手錶的製造及銷售。誠如時間由你於截至二零一六年十二月三十一日止年度之年報所披露,時間由你將以向客戶提供優質產品為目標並繼續透過提升手錶設計增強其核心競爭力並透過加強設計團隊的設計以及藝術素養並招募更多人才以增強開發能力。時間由你將密切監察市場反應並重新佈局產品組合以適應市場需求。
7. 泰加保險(股份代號: 6161)及其附屬公司主要於香港從事汽車保險承保業務,在的士及公共小巴保險市場佔據領先地位。誠如泰加保險截至二零一六年十二月三十一日止年度之年報所披露,市場環境依舊充滿挑戰,泰加保險將確保日後投資之短期回報,並將專注於三個領域,包括(1) 整體保險事業在審慎管理下達致自然增長; (2) 持續提升營運效率; 及(3) 建立人才資源庫以及確保薪酬與表現密切掛鈎。
8. 匯財(股份代號: 8018)及其附屬公司(統稱為「匯財集團」)主要於香港從事提供金融交易軟件解決方案、提供其他互聯網金融平台、提供轉介服務、借貸業務、資產投資、提供企業財務諮詢服務及提供設計及裝修服務。誠如匯財截至二零一七年三月三十一日止三個月之第一季度業績所披露,鑒於經濟環境不景氣及全球金融市場波動,匯財集團相信,多元化本集團業務分部能維持穩健財務狀況及保證其實現穩定發展。展望未來,匯財集團將把握機會擴大業務規模,促進與更多業務合作夥伴在各個領域的合作。匯財集團亦將實行審慎的預算控制政策,為其股東帶來可持續回報。

# MANAGEMENT DISCUSSIONS AND ANALYSIS

## 管理層討論及分析

9. GET Mdream is an unlisted company, which was incorporated and registered in Hong Kong. GET Mdream private is a registered member of the Professional Insurance Brokers Association and is principally engaged in carrying on long term (including investment linked long term) insurance and general insurance lines of business and is also engaged in MPF schemes brokerage business in Hong Kong.
10. First Credit (stock code: 8215) and its subsidiaries (collectively referred to as the "First Credit Group") were principally engaged in money lending business. As disclosed in the first quarterly results announcement of First Credit for the three months ended 31 March 2017, with the ultimate aim to maximise value for First Credit's shareholders and enhance its position in the competitive industry, the First Credit Group will continue to strive for maintaining revenue growth and credit quality on the back of its experience in money lending business. Meanwhile, the First Credit Group will closely monitor its capital base and ensure sufficient funding is maintained through various means to capture and support different potential opportunities.
11. CK Hutchison (stock code: 1) and its subsidiaries (collectively referred to as the "CK Hutchison Group") were principally engaged in five core businesses: ports and related services, retail, infrastructure, energy, and telecommunications. As disclosed in the annual report of CK Hutchison for the year ended 31 December 2016, market volatility, political and regulatory uncertainty and rapid accelerating technological changes affecting many of the CK Hutchison Group's businesses will continue in 2017. The impact of Brexit negotiation, new US presidential policies and upcoming elections across Europe remain unknown and could affect the economic environment of countries in which the CK Hutchison Group operates. As the CK Hutchison Group's investments in the UK and Europe are businesses which focus on utilities and essential consumer goods and services, Mr. Li Ka-shing believes these impacts will be manageable and the key fundamentals of the CK Hutchison Group will remain solid.
12. China Everbright (stock code: 257) and its subsidiaries (collectively referred to as the "China Everbright Group") were principally engaged in the business of environmental protection, project investment, construction, operation and management in the PRC. As disclosed in the annual report of China Everbright for the year ended 31 December 2016, the China Everbright Group will strive to further enhance its management and operation standards as well as strengthen its awareness and measures for risk prevention, which will facilitate the steady growth for all of its environmental protection businesses in an ever-changing market environment. Leveraging on its comprehensive strengths, including self-developed technologies and equipment, advanced management and harmonious relations with local communities, the China Everbright Group will make use of its talent and technologies to explore new business opportunities through multiple investment models, channels and methods. This will provide the impetus for the China Everbright Group's next round of development in both the domestic and overseas markets.
13. AIA (stock code: 1299) and its subsidiaries (collectively referred to as the "AIA Group") were principally engaged in the writing of life insurance business, providing life insurance, accident and health insurance and savings plans throughout Asia, and distributing related investment and other financial services products to its customers. As disclosed in the annual report of AIA for the year ended 30 November 2016, AIA is wonderfully well positioned to benefit from the significant long-term economic and demographic growth drivers in Asia.
14. Lenovo (stock code: 992) and its subsidiaries (collectively referred to as the "Lenovo Group") were principally engaged in the sales and manufacture of personal computers, tablets, smartphones, servers and related information technology products and the provision of advanced information services across the world. As disclosed in the third quarterly results announcement of Lenovo for the nine months ended 31 December 2016, the Lenovo Group will continue to develop new smart devices, powered by cloud and enriched with services.
15. Tencent (stock code: 700) and its subsidiaries (collectively referred to as the "Tencent Group") were principally engaged in the provision of value-added services and online advertising services to users in the PRC. As disclosed in the annual report of Tencent for year ended 31 December 2016, during 2017, the Tencent Group intends to further its "Connection" strategy by expanding its ecosystem around its core social and communication platforms.
9. 聯夢智易為非上市私人公司，該公司於香港註冊成立及註冊。聯夢智易為香港專業保險經紀協會的註冊會員，主要從事長期保險（包括投資相連長期保險）及一般保險業務，亦於香港從事強積金計劃經紀業務。
10. 第一信用（股份代號：8215）及其附屬公司（統稱為「第一信用集團」）主要從事借貸業務。誠如第一信用截至二零一七年三月三十一日止三個月之第一季度業績公告所披露，為追求股東價值最大化及提高於競爭激烈行業的地位的最終目標，第一信用集團將在其對放債業務擁有豐富經驗的基礎上，繼續致力維持收益增長及信貸質量。同時，第一信用集團將緊密監察其資本基礎及透過多種途徑確保維持充足資金，以把握及支援不同潛在機遇。
11. 長江和記（股份代號：1）及其附屬公司（統稱為「長江和記集團」）主要從事五項核心業務：港口及相關服務、零售、基建、能源及電訊。誠如長江和記於截至二零一六年十二月三十一日止年度之年報所披露，市場波動、政治及監管環境不明確與科技發展一日千里影響長江和記集團眾多業務，此等情況於二零一七年將會延續。英國脫歐計劃之磋商、新任美國總統推行之政策及歐洲多國即將舉行大選所帶來之影響仍屬未知之數，並可能影響長江和記集團營運所在國家之經濟環境。由於長江和記集團投資在英國及歐洲之業務均集中於公用事業及必需消費品與服務，李嘉誠先生相信將可應對以上不明朗情況，而長江和記集團之主要業務根基將持續紮實。
12. 中國光大（股份代號：257）及其附屬公司（統稱為「中國光大集團」）在中國主要從事環保、項目投資、建造、運營及管理業務。誠如中國光大截至二零一六年十二月三十一日止年度之年報所披露，中國光大集團將致力於進一步提升其管理及營運水平，以及多加留意及衡量風險預防措施，促進其所有環保業務於瞬息萬變的市場環境中平穩增長。憑藉其競爭優勢，包括自家開發的科技及設備、進階管理及與社區的和諧關係，中國光大集團將善用其優才及科技，透過多項投資方式、渠道及方法，探索新的業務機遇，推動中國光大集團下一輪的本地及海外市場發展。
13. 友邦保險（股份代號：1299）及其附屬公司（統稱為「友邦保險集團」）主要在亞洲區承保壽險業務、提供人壽、意外及醫療保險和儲蓄計劃，以及向其客戶分銷相關投資及其他金融服務產品。誠如友邦保險於截至二零一六年十一月三十日止年度之年報所披露，友邦保險享有極佳的優勢，得以受惠於亞洲重大的長期經濟及人口結構增長動力。
14. 聯想（股份代號：992）及其附屬公司（統稱為「聯想集團」）主要從事個人電腦、平板電腦、智能手機、伺服器及相關信息技術產品的銷售及製造業務，並於全球各地提供先進信息服務。誠如聯想於截至二零一六年十二月三十一日止九個月之第三季度業績公佈所披露，聯想集團將繼續開發新的智能設備，由雲端提供支持並配合雲端服務。
15. 騰訊（股份代號：700）及其附屬公司（統稱為「騰訊集團」）主要於中國為用戶提供增值服務及網絡廣告服務。誠如騰訊於截至二零一六年十二月三十一日止年度之年報披露，於二零一七年，騰訊集團擬透過擴展其於核心社交平台之生態系統深化「連接」策略。

# MANAGEMENT DISCUSSIONS AND ANALYSIS

## 管理層討論及分析

The Directors expect that the stock market in Hong Kong remains to be volatile which may affect the performance of the Group's securities investments. The Board believes that the performance of the securities investments of the Group will be dependent on the financial and operating performance of investee companies and market sentiment which are affected by factors such as interest rate movements and performance of the macro economy. In order to mitigate the associated risk, the Group will continuously remain cautious in the allocation of resources and the identification and capture of appropriate securities investment opportunities and will review its investment strategy regularly and take appropriate actions whenever necessary in response to changes in the market.

### Discontinued operation:

#### Insurance and MPF Schemes Brokerage Business

For the Period, the turnover and segment profit of this business were approximately HK\$29,940,000 and approximately HK\$3,122,000 respectively.

On 21 March 2017, the Group disposed of an aggregate of approximately 32% of the issued share capital of GET Mdream to two independent third parties at the consideration of HK\$2,812,500 and HK\$187,500 respectively. The Group recorded a gain on such disposal of approximately HK\$1,845,000. Immediately after completion of the disposal, the Group holds approximately 19% of the issued share capital of GET Mdream which has been accounted for as an AFS Financial Asset in the consolidated financial statements of the Company, and GET Mdream ceases to be a subsidiary of the Company. Meanwhile, the Insurance and MPF Schemes Brokerage Business ceases to be one of the principal business activities of the Group. Taking into account that the investment returns and benefits from GET Mdream were not as satisfactory as the Company had expected, the Company considered that the such disposal represented a good chance for the Company to refocus its resources on its core businesses and other investments which would bring higher returns to the shareholders of the Company ("Shareholders") as and when opportunities arise. Details of such disposal are set out in the Company's announcement dated 21 March 2017.

董事預期香港股市將持續波動，可能影響本集團證券投資的表現。董事會相信本集團證券投資的表現將取決於被投資公司之財務及經營表現以及受各種因素(如利率變動及宏觀經濟表現)影響的市場氣氛。為了將相關風險最小化，本集團於分配資源及識別及緊握適當證券投資機遇方面將一直保持審慎態度，並將定期檢討其投資策略及於必須時候就市場變動採取適當行動。

### 已終止經營業務：

#### 保險及強積金計劃經紀服務

本期間內，此業務之營業額及分部溢利分別約為29,940,000港元及約3,122,000港元。

於二零一七年三月二十一日，本集團分別以2,812,500港元及187,500港元之代價向兩名獨立第三方出售合共約32%之聯夢智易已發行股本。本集團因是次出售錄得約1,845,000港元收益。緊隨該出售事項完成後，本集團持有約19%之聯夢智易已發行股本(已作為可供出售金融資產列賬於本公司之綜合財務報表內)，而聯夢智易不再為本公司之附屬公司。與此同時，保險及強積金經紀業務不再為本集團的主要業務活動之一。經考慮聯夢智易之投資回報及利益並未如本公司預期般理想，本公司認為有關出售代表良好機遇，本公司可重新將其資源集中於其核心業務及其他投資，為本公司股東(「股東」)帶來較高回報。有關出售事項之詳情載列於本公司日期為二零一七年三月二十一日之公告。

### FINANCIAL REVIEW

#### Turnover

During the Period, the turnover from continuing operations of the Group was approximately HK\$55,708,000, representing a decrease of approximately 1.6% compared to the turnover of approximately HK\$56,620,000 for the three months ended 31 March 2016. The turnover from continuing operations for the Period was mainly contributed by the turnovers of (i) the Software Business of approximately HK\$30,586,000, and (ii) the Corporate Management Solutions and I.T. Contract Services Business of approximately HK\$20,161,000.

#### Gross profit

The gross profit from continuing operations of the Group for the Period decreased by approximately 15.1% to approximately HK\$33,005,000 from approximately HK\$38,890,000 for the corresponding period in 2016.

#### Finance costs

The finance costs for continuing operations decreased of the Group from approximately HK\$5,675,000 for the three months ended 31 March 2016 to approximately HK\$5,369,000 for the Period. The finance costs for continuing operations during the Period was mainly due to the issue of loan notes by the Company during the period from April 2015 to January 2016.

#### Loss for the Period

The Group recorded a net loss from continuing and discontinued operations of approximately HK\$27,399,000 for the Period (2016: approximately HK\$69,361,000). The net loss for the Period was mainly attributable to the combined effects of (i) the segment profit of approximately HK\$15,238,000 contributed by the Software Business, (ii) the segment loss of approximately HK\$37,505,000 contributed by the Securities Investment Business, and (iii) the segment profit of approximately HK\$2,345,000 contributed by the Corporate Management Solutions and I.T. Contract Services Business.

The loss attributable to owners of the Company was approximately HK\$32,718,000 for the Period as compared with the loss attributable to owners of the Company of approximately HK\$75,769,000 for the three months ended 31 March 2016.

#### 財務回顧

##### 營業額

於本期間，來自本集團持續經營業務的營業額約為55,708,000港元，較截至二零一六年三月三十一日止三個月營業額約56,620,000港元減少約1.6%。本期間持續經營業務的營業額主要來自以下各項的營業額：(i)軟件業務貢獻約30,586,000港元及(ii)企業管理解決方案及資訊科技合約服務業務貢獻約20,161,000港元。

##### 毛利

於本期間，本集團持續經營業務的毛利由二零一六年同期約38,890,000港元下跌約15.1%至約33,005,000港元。

##### 融資成本

本集團持續經營業務的融資成本由截至二零一六年三月三十一日止三個月約5,675,000港元減少至本期間約5,369,000港元。本期間持續經營業務之融資成本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。

##### 本期間虧損

於本期間，本集團錄得來自持續經營及已終止經營業務的虧損淨額約27,399,000港元(二零一六年：約69,361,000港元)。於本期間錄得虧損淨額主要歸因於以下各項之綜合影響：(i)軟件業務所貢獻的分部溢利約15,238,000港元，(ii)證券投資業務所帶來的分部虧損約37,505,000港元，及(iii)企業管理解決方案及資訊科技合約服務業務所貢獻的分部溢利約2,345,000港元。

於本期間，本公司擁有人應佔虧損約為32,718,000港元，而截至二零一六年三月三十一日止三個月之本公司擁有人應佔虧損則約為75,769,000港元。

# MANAGEMENT DISCUSSIONS AND ANALYSIS

## 管理層討論及分析

### Liquidity, financial resources and capital structure

As at 31 March 2017, the Group's cash and cash equivalents and pledged deposit amounted to approximately HK\$53,354,000 (31 March 2016: approximately HK\$132,940,000), which were principally denominated in Renminbi, United States dollar and Hong Kong dollar (2016: Renminbi, United States dollar and Hong Kong dollar). As at 31 March 2017, the aggregate principal amount (excluding loan interest payable) of a loan note with a fixed interest rate of 9% per annum and non-interest bearing convertible notes repayable within 1 year were approximately HK\$130,000,000 and approximately HK\$75,208,000 respectively.

The Group generally finances its operations by (1) internally generated resources and (2) proceeds raised from the 2017 Rights Issue conducted by the Company during the Period.

#### 2017 Rights Issue

On 21 December 2016, the Board proposed a rights issue on the basis of one rights share for every two shares held on the record date at a subscription price of HK\$0.52 per share (each, a "2017 Rights Share") which represented (i) a discount of approximately 7.1% to the closing price of HK\$0.56 per share of the Company as quoted on the Stock Exchange on 21 December 2016, being the date of the underwriting agreement; and (ii) a discount of approximately 4.9% to the theoretical ex-entitlement price of approximately HK\$0.547 per share of the Company, based on the closing price of HK\$0.56 per share of the Company as quoted on the Stock Exchange on 21 December 2016. The Company considered using the entire amount of the net proceeds from the 2017 Rights Issue and its internal resources to redeem part of the 9% per annum notes in the aggregate principal amount of HK\$61,000,000 and the 10% per annum notes in the aggregate principal amount of HK\$10,000,000 in full so as to generally reduce the indebtedness of the Group and save the related interest expenses. The Board also considered that the 2017 Rights Issue provides an opportunity for the Shareholders to maintain their proportionate interests in the Company.

Upon the completion of the 2017 Rights Issue on 15 February 2017, 148,149,412 ordinary shares of the Company were issued. The aggregate nominal value of the 2017 Rights Shares was approximately HK\$1,481,494. The net proceeds from the Rights Issue were approximately HK\$73,000,000, and on this basis, the net issue price of each 2017 Rights Share was approximately HK\$0.49. Details of the 2017 Rights Issue are set out in the Company's announcements dated 21 December 2016, 10 January 2017, 17 January 2017, 14 February 2017 and 17 February 2017 and the Company's prospectus dated 20 January 2017 and note 12(a) to the unaudited condensed consolidated financial statements in this report.

### 流動資金、財務資源及資本架構

於二零一七年三月三十一日，本集團的現金及現金等價物以及已抵押存款約為53,354,000港元(二零一六年三月三十一日：約132,940,000港元)，主要以人民幣、美元及港元(二零一六年：人民幣、美元及港元)列值。於二零一七年三月三十一日，按9%固定年利率計息的貸款票據及免息可換股票據的須於1年內償還的本金總額(撇除應付貸款利息)分別約為130,000,000港元及約為75,208,000港元。

於本期間，本集團一般以(1)內部產生資源及(2)本公司於本期間進行二零一七年供股而籌集的所得款項為其營運提供資金。

#### 二零一七年供股

於二零一六年十二月二十一日，董事會建議以於記錄日期每持有兩股股份獲發一股供股股份之基準進行供股(「二零一七年供股」)，認購價為每股股份0.52港元(各自為一股「二零一七年供股股份」)，較(i)本公司股份於二零一六年十二月二十一日(即包銷協議日期)在聯交所所報收市價每股0.56港元折讓約7.1%；及(ii)本公司股份之理論除權價(基於本公司於二零一六年十二月二十一日在聯交所所報收市價每股0.56港元)約每股0.547港元折讓約4.9%。本公司認為動用二零一七年供股之所得款項總額及其內部資源以部分贖回本金總額61,000,000港元年息9厘票據及悉數贖回本金總額10,000,000港元的年息10厘票據，以減少本集團之一般債務及減少相關利息開支。董事會亦認為二零一七年供股為其股東提供機遇，維持彼等於本公司之股權比例。

於二零一七年二月十五日完成二零一七年供股後，已發行148,149,412股本公司普通股。二零一七年供股股份的總面值約為1,481,494港元。供股所得款項淨額約為73,000,000港元，按此基準計算，每股二零一七年供股股份的淨發行價約為0.49港元。有關二零一七年供股的詳情載於本公司日期為二零一六年十二月二十一日、二零一七年一月十日、二零一七年一月十七日、二零一七年二月十四日及二零一七年二月十七日的公告及本公司日期為二零一七年一月二十日的供股章程，以及本報告內的未經審核簡明綜合財務報表附註12(a)。



With all the net proceeds of the 2017 Rights Issue and internal resources of the Group, the Company early redeemed the 10% per annum loan notes issued by the Company in full and the 9% per annum loan notes issued by the Company partially on 21 March 2017 in the aggregate principal amount of HK\$71,000,000 together with all interests accrued and outstanding up to 21 March 2017, being a total sum of approximately HK\$74,062,000. It was expected that the Company would save interest expenses by redeeming the loan notes ahead of their maturity. Details of early redemption of notes are set out in the Company's announcement dated 20 February 2017.

### Gearing ratio

As at 31 March 2017, the total assets of the Group were approximately HK\$1,445,350,000 (31 March 2016: HK\$1,354,720,000), whereas the total liabilities were approximately HK\$303,779,000 (31 March 2016: approximately HK\$381,549,000). The gearing ratio of the Group, calculated as total liabilities over total assets, was approximately 21.0% as at 31 March 2017 (31 March 2016: approximately 28.2%)

### Dividend

The Board does not recommend the payment of any dividend for the Period (2016: Nil).

### Charges on the Group's Assets

As at 31 March 2017, the Group's pledged bank deposits of approximately US\$80,000, HK\$1,014,000 and HK\$1,005,000 (in aggregate, approximately HK\$2,641,000) (31 March 2016: in aggregate, approximately HK\$2,635,000) represented deposits pledged to banks to secure banking facilities to the extent of HK\$2,500,000 (31 March 2016: HK\$2,500,000) granted to the Group. The deposits are in United States dollar, Hong Kong dollar and Hong Kong dollar with terms of 6 months, 6 months and 1 month and at fixed interest rates of 0.05% per annum, 0.25% per annum and 0.4% per annum respectively.

As at 31 March 2017, the Group had undrawn banking facilities of approximately HK\$2,914,000 (31 March 2016: approximately HK\$2,398,000).

As at 31 March 2017, listed securities held by the Group with a total carrying amount of approximately HK\$209,458,000 (31 March 2016: HK\$335,510,000) were charged in favour of brokerage firms as collateral for the Group's liabilities in respect of its margin trading accounts. As at 31 March 2017, the Group did not use the credit facilities.

透過二零一七年供股之全部所得款項淨額及本集團之內部資源，本公司於二零一七年三月二十一日以本金總額71,000,000港元連同截至二零一七年三月二十一日之全部應計及尚未償還利息(即總數為約74,062,000港元)提早悉數贖回本公司發行的年利率10厘之貸款票據及部分贖回本公司發行的年利率9厘之貸款票據。預計本公司將透過於到期前贖回貸款票據而節省利息開支。有關提早贖回票據的詳情載於本公司日期為二零一七年二月二十日的公告。

### 資產負債比率

於二零一七年三月三十一日，本集團的資產總值約為1,445,350,000港元(二零一六年三月三十一日：約1,354,720,000港元)，而負債總額則約為303,779,000港元(二零一六年三月三十一日：約381,549,000港元)。本集團於二零一七年三月三十一日的資產負債比率(即負債總額除以資產總值)約為21.0%(二零一六年三月三十一日：約28.2%)。

### 股息

董事會並不建議派付本期間內的任何股息(二零一六年：零港元)。

### 本集團資產抵押

於二零一七年三月三十一日，本集團的已抵押銀行存款約80,000美元、1,014,000港元及1,005,000港元(合共約2,641,000港元(二零一六年三月三十一日：合共約2,635,000港元))指抵押予銀行作為本集團獲授高達2,500,000港元(二零一六年三月三十一日：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、六個月及一個月，並分別按固定年利率0.05厘、0.25厘及0.4厘計息。

於二零一七年三月三十一日，本集團有未提取銀行融資約2,914,000港元(二零一六年三月三十一日：約2,398,000港元)。

於二零一七年三月三十一日，本集團所持賬面總值約209,458,000港元(二零一六年三月三十一日：335,510,000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。於二零一七年三月三十一日，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 dollar and United States dollar.

United States dollar is the main currency transacted by the Group. Since Hong Kong dollar remains pegged to the United States dollar within a defined range, the Group is not exposed to any significant foreign exchange risk against the United States dollar 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

The Group is exposed to the operational risks in relation to each business division of the Group. To manage the operational risk, the management of each business division is responsible for monitoring the operation and assessing the operational risks of their respective business divisions. They are responsible for implementing the Group's risk management policies and procedures and shall report any irregularities in connection with the operation of the projects to the Directors and seek directions.

#### Credit risk

In order to minimise the credit risk, the Directors closely monitor the overall level of credit exposure and the management is responsible for determination of credit approvals and monitors the implementation of the collection procedure to ensure that follow-up actions are taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

### 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，本集團由於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而承受股本證券價格風險。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

本集團面臨與本集團各業務分部有關的經營風險。為管理經營風險，各業務分部的管理層負責監控彼等各自業務分部的業務經營及評估經營風險。彼等負責落實本集團的風險管理政策及程序，並應向董事報告有關項目營運的任何不合規情況並尋求指示。

#### 信貸風險

為盡量降低信貸風險，董事密切監控所面臨信貸風險的整體水平，且管理層負責釐定信貸審批及監察收款程序的落實，以確保採取跟進行動收回逾期債項。此外，本集團於報告期末審閱各筆個別貿易債項的可收回金額，以確保就不可收回款額作出足夠減值虧損。

### Liquidity risk

The Directors have built an appropriate liquidity risk management framework to meet the Group's short, medium and long-term funding and liquidity management requirements. In the management of liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. In this regard, the Directors consider that the Group's liquidity risk is effectively managed.

### TREASURY POLICIES

The Group adopts a conservative approach towards its treasury policies. The Group strives to reduce exposure to credit risk by performing ongoing credit evaluations of the financial conditions of its customers. To manage liquidity risk, the Directors closely monitor the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

### MATERIAL TRANSACTION

Apart from disclosed in the sub-section headed "Business review – Discontinued operation: Insurance and MPF Scheme Brokerage Business" in the section headed "Management Discussions and Analysis" in this report, the Group had no material acquisition or disposal during the Period.

### Employees and remuneration policies

As at 31 March 2017, the Group had approximately 77 employees (31 December 2016: 89 employees) in Hong Kong and the PRC. The Group's remuneration policy is based on principle of equality, motivating, performance-oriented and market-competitiveness, and in accordance with the statutory requirements of the respective jurisdictions where the employees are engaged. Remuneration packages are normally reviewed on an annual basis. Apart from salary payments, other staff benefits include provident fund contributions, medical insurance coverage and performance-related bonuses, share option scheme is also established to reward and motivate the employees of the Group. Further details of the share option scheme of the Company are set out in the section headed "Other Information – Share Option Scheme" in this report.

### 流動資金風險

董事已建立適當的流動資金風險管理框架以滿足本集團短期、中期及長期融資及流動資金管理要求。於管理流動資金風險時，本集團監控現金及現金等價物水平，將現金及現金等價物維持於管理層認為足夠為本集團營運提供資金的水平，以及緩解現金流量波動的影響。就此而言，董事認為本集團的流動資金風險已得到有效管理。

### 庫務政策

本集團就其庫務政策採取穩健方針。本集團透過對客戶財務狀況進行持續信貸評估，竭力降低信貸風險。為管理流動資金風險，董事密切監察本集團的流動資金狀況，以確保本集團資產、負債及承擔的流動資金結構可應付其資金需求。

### 重大交易

除本報告於「管理層討論及分析」一節下「業務回顧—已終止經營業務—保險及強積金計劃經紀服務」分節所披露者外，本集團於本期間內概無任何重大收購或出售事項。

### 僱員及薪酬政策

於二零一七年三月三十一日，本集團於香港及中國聘用約77名(二零一六年十二月三十一日：89名)僱員。本集團乃基於平等、激勵、績效為導向及市場競爭力的原則，並根據聘用僱員所在司法權區各自的法例規定制定薪酬政策。薪酬待遇通常每年檢討。除薪金付款外，其他員工福利包括公積金供款、醫療保險及與表現掛鉤之花紅。本集團亦設有購股權計劃以獎勵及激勵僱員。有關本公司購股權計劃的進一步詳情載於本報告「其他資料—購股權計劃」一節。

# MANAGEMENT DISCUSSIONS AND ANALYSIS

## 管理層討論及分析

### Contingent liabilities

As at 31 March 2017, the Group did not have any significant contingent liabilities (31 March 2016: Nil).

### Capital commitments

As at 31 March 2017, the capital commitments contributed but not provided for development costs of intangible assets and capital contribution to a joint venture were approximately HK\$20,458,000 (31 December 2016: approximately HK\$37,424,000). Please refer to note 14 to the condensed consolidated financial statements for details.

## OUTLOOK

Looking forward, the Group is committed to striving on its diverse business territories. Despite the keen market competition in the I.T. industry, the Group believes revenue from the Software Business will continue to contribute significantly to the Group's income. The Group will keep on enhancing its products' features so as to respond to changes in the industry.

The Group will carefully review business effectiveness and efficiency in all segments, allocating its resources in a flexible manner to businesses with sustainable development potential. With careful operation of the existing business, the Group will continue to enhance the quality of its current products, diversify its business and look for new potential investment opportunities to bring greater returns to its Shareholders.

### 或然負債

於二零一七年三月三十一日，本集團並無任何重大或然負債(二零一六年三月三十一日：零港元)。

### 資本承擔

於二零一七年三月三十一日，就無形資產的開發成本及向一間合營企業的注資已訂約但未撥備的資本承擔約為20,458,000港元(二零一六年十二月三十一日：約37,424,000港元)。詳情請參閱綜合財務報表附註14。

### 展望

展望未來，本集團銳意專注於其多元化業務版圖。儘管資訊科技行業的市場競爭激烈，本集團相信軟件業務未來將繼續貢獻本集團的主要收入。本集團將持續改善其產品特徵以回應行業的轉變。

本集團將審慎審視所有分部的業務的效益及效率，以及靈活分配資源於具可持續發展潛力的業務。藉著謹慎經營業務，本集團將持續提升其現有產品質素，使其業務更多元化，以及尋找新的潛在投資機遇，以為股東帶來更可觀的回報。

## 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 CONTRACTS OR ARRANGEMENTS

None of the Directors or an entity connected with a Director is or was materially interested, whether directly or indirectly, in any transaction, arrangement or contract of significance subsisting during or at the end of the Period which is significant in relation to the business of the Group, nor had any Director had direct or indirect interests in any assets which have been acquired or disposed of by or leased to, or are proposed to be acquired or disposed of by or leased to, any member of the Group at the end of the Period or at any time during the Period.

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

As at 31 March 2017, the interests or short positions of the Directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO") (chapter 571 of the Laws of Hong Kong) as recorded in the register required to be kept under section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rule 5.46 of the GEM Listing Rules, were as follows:

## 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

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。

## 董事及主要行政人員於本公司或任何相聯法團的股份、相關股份或債券的權益或淡倉

於二零一七年三月三十一日，董事及本公司主要行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份或債券中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：

## OTHER INFORMATION

### 其他資料

#### 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 underlying shares of the Company held	Approximate percentage of the total issued share capital of the Company (Note 1)
董事姓名	身分	所持本公司相關股份數目	佔本公司全部已發行股本概約百分比 (附註1)
Lee Kin Fai ("Mr. Lee") 李健輝先生(「李先生」)	Beneficial owner 實益擁有人	623,193 (Note 2) (附註2)	0.14%

Notes:

1. The total number of 444,448,237 shares of the Company in issue as at 31 March 2017 has been used for the calculation of the approximate percentage.
2. Based on the Director's/Chief Executive's Notice – Interests in Shares of Listed Corporation filed by Mr. Lee dated 20 February 2017, these 623,193 underlying shares of the Company have an exercise period from 15 July 2015 to 14 July 2018 with an exercise price of HK\$2.721 per share.

附註：

1. 概約百分比按本公司於二零一七年三月三十一日的已發行股份總數444,448,237股計算。
2. 根據李先生提呈的日期為二零一七年二月二十日的董事／主要行政人員通知－上市法團股份權益，該等623,193股本公司相關股份的行使期由二零一五年七月十五日起至二零一八年七月十四日止，行使價為每股2.721港元。

Save as disclosed above, as at 31 March 2017, 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，於二零一七年三月三十一日，董事或本公司主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中，擁有或被視作擁有任何根據證券及期貨條例第352條須記錄於所存置登記冊內的權益或淡倉，或根據創業板上市規則第5.46條所述有關董事進行交易的規定標準須另行知會本公司及聯交所的權益或淡倉。

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

Mr. Kuang Hao Kun, Giovanni, a former executive Director and Chairman of the Board who resigned on 31 March 2017, was interested in the share option entitling him to subscribe for 1,246,387 ordinary shares of the Company which had an exercise period from 15 July 2015 to 14 July 2018 with an exercise price of HK\$2.721 per share.

Save as disclosed above and in the sections headed "Directors' and Chief Executive's Interests or Short Positions in the Shares, Underlying Shares or Debentures of the Company or any Associated Corporations" and "Share Option Scheme" in this report, 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, their respective spouses or children under the age of 18 to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

## SHARE OPTION SCHEME

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

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.

## 董事及主要行政人員收購股份或債務證券的權利

鄭豪鋨先生(董事會之前執行董事兼主席，於二零一七年三月三十一日辭任)擁有購股權權益，有權認購1,246,387股本公司普通股，行使期由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2.721港元。

除上文及本報告「董事及主要行政人員於本公司或任何相聯法團的股份、相關股份或債券的權益或淡倉」一節及「購股權計劃」一節所披露者外，於本期間任何時間，本公司或其任何附屬公司概無訂立任何安排，致使董事及主要行政人員、彼等各自的配偶或18歲以下子女可藉著購入本公司或任何其他法團的股份或債券而獲利。

## 購股權計劃

於二零零七年十二月二十四日，股東於本公司股東特別大會批准本公司購股權計劃(「購股權計劃」)。購股權計劃旨在讓本公司可向董事或本集團僱員授出購股權以作為肯定及鼓勵彼等為本集團所作貢獻的獎勵，以助本集團留聘其現有僱員及增聘優秀僱員，讓彼等直接分享本集團達成長遠業務目標帶來的經濟成果。

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

## OTHER INFORMATION

### 其他資料

The maximum number of shares which may be issued upon exercise of all options may be granted at any time under the Share Option Scheme together with options which may be granted under any other share option schemes for the time being of the Company shall not exceed such number of shares as equals 10% of the issued shares of the Company as at the date of approval of the Scheme or the date of a refreshment of such limit by the Shareholders at the general meeting of the Company (the "Scheme Mandate Limit"). Options lapsed in accordance with the terms of the Share Option Scheme will not be counted for the purpose of calculating the Scheme Mandate Limit.

The limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the total shares in issue from time to time. No options may be granted under Share Option Scheme or any other share option schemes of the Company if this will result in this limit being exceeded. Each grant of options to any director, chief executive of the Company, substantial Shareholder (as defined in the GEM Listing Rules) or any of their respective associates under the Share Option Scheme must be approved by independent non-executive directors (excluding an independent non-executive Director who is the proposed grantee). Where any grant of options to a substantial Shareholder (as defined in the GEM Listing Rules) or an independent non-executive Director of the Company, or any of their respective associates, would result in the shares of the Company issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant: (a) representing in aggregate over 0.1% of the shares in issue; and (b) having an aggregate value, based on the closing price of the shares at the date of each grant, in excess of HK\$5,000,000, such further grant of options must be approved by the Shareholders.

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 on 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.

因購股權計劃項下隨時可能授出的所有購股權獲行使而可予發行的股份最高數目，連同根據本公司當時的任何其他購股權計劃可能授出的購股權，不得超過相等於批准該計劃日期或股東於本公司股東大會上更新有關限額日期本公司已發行股份10%的有關股份數目（「計劃授權限額」）。於計算計劃授權限額時，根據購股權計劃的條款已失效的購股權將不予計算。

因根據購股權計劃及本公司任何其他購股權計劃所授出惟尚未行使的所有尚未行使購股權獲行使而可予發行的股份數目上限，不得超過不時已發行股份總數的30%。若有關授出將導致此限額被超逾，則不得根據購股權計劃或本公司任何其他購股權計劃授出購股權。根據購股權計劃向本公司任何董事、行政人員、主要股東（定義見創業板上市規則）或彼等各自的任何聯繫人士授出任何購股權，須經獨立非執行董事（不包括身為建議承授人的獨立非執行董事）的批准。倘向本公司主要股東（定義見創業板上市規則）或獨立非執行董事或彼等各自的任何聯繫人士授出任何購股權將導致截至有關授出日期（包括該日）止十二個月期間內行使已授出及將予授出的所有購股權（包括已行使、已註銷及尚未行使的購股權）而向有關人士發行及將予發行的本公司股份：(a)佔已發行股份合共超過0.1%；及(b)按股份於各授出日期的收市價計算的總值超過5,000,000港元，則進一步授出購股權須獲股東批准。

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。



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

Date of grant	Grantees	Exercise period	Exercise price per Share	Outstanding as at 1 January 2017 於二零一七年一月一日尚未行使	Granted during the Period	Exercised during the Period	Cancelled/lapsed during the Period 本期間註銷/失效	Outstanding as at 31 March 2017 於二零一七年三月三十一日尚未行使
授出日期	承授人	行使期	每股行使價 HK\$ 港元		本期間授出	本期間行使		
2 July 2015 二零一五年七月二日	Mr. Kuang Hao Kun, Giovanni 鄭豪鎰先生	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	2.721*	1,231,000	-	-	-	1,246,387*
2 July 2015 二零一五年七月二日	Mr. Lee 李先生	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	2.721*	615,500	-	-	-	623,193*
2 July 2015 二零一五年七月二日	the company secretary, financial controller and a director of subsidiaries of the Company 本公司附屬公司之公司秘書、財務總監及附屬公司之董事	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	2.721*	615,500	-	-	-	623,193*
			Total 總計	2,462,000	-	-	-	2,492,773*

\* After the adjustment for the capital reorganisation ("2016 Capital Reorganisation") and the 2017 Rights Issue effective on 24 May 2016 and 15 February 2017 respectively.

\* 經於二零一六年五月二十四日及二零一七年二月十五日生效之股本重組(「二零一六年股本重組」)及二零一七年供股分別調整後。

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 under the Share Option Scheme 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. Details of the 2017 Rights Issue are set out in the Company's announcements dated 21 December 2016, 10 January 2017, 17 January 2017, 14 February 2017 and 17 February 2017 and the Company's prospectus dated 20 January 2017 and note 12(a) to the condensed consolidated financial statements in this report.

本公司授出的購股權及購股權計劃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。有關二零一七年供股的詳情載於本公司日期為二零一六年十二月二十一日、二零一七年一月十日、二零一七年一月十七日、二零一七年二月十四日及二零一七年二月十七日的公告及本公司日期為二零一七年一月二十日的供股章程，以及本報告內的簡明綜合財務報表附註12(a)。

As at 31 March 2017 and the date of this report, the total number of shares available for issue under the Share Option Scheme is 24,691,582, representing approximately 5.56% of the issued share capital of the Company as at the date of this report.

於二零一七年三月三十一日及本報告日期，根據購股權計劃可供發行之股份總數為24,691,582股，相當於本公司於本報告日期之已發行股本之約5.56%。

## OTHER INFORMATION

### 其他資料

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

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

##### Substantial Shareholders

##### 主要股東

As at 31 March 2017, 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 the SFO:

於二零一七年三月三十一日，除董事或本公司主要行政人員外，以下人士於本公司股份或相關股份中，擁有或被視為或當作擁有須根據證券及期貨條例第XV部第2及3分部條文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：

##### Long positions in the ordinary shares of the Company

##### 於本公司普通股的好倉

Name	Capacity	Number of shares and/or underlying shares of the Company held (Note 1)	Approximate percentage of the total issued share capital of the Company (Note 2)	Notes
姓名／名稱	身份	所持本公司股份及／或相關股份數目 (附註1)	佔本公司全部已發行股本之概約百分比 (附註2)	附註
Fastek Investments Limited ("Fastek") Fastek Investments Limited (「Fastek」)	Beneficial owner 實益擁有人	35,580,000 (L)	8.01%	3
Rosy Lane Investments Limited ("Rosy Lane") Rosy Lane Investments Limited (「Rosy Lane」)	Interest of controlled corporations 受控法團權益	47,868,235 (L)	10.77%	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	47,868,235 (L)	10.77%	3
Access Magic Limited ("Access Magic") Access Magic Limited(「Access Magic」)	Beneficial owner 實益擁有人	35,219,879 (L)	7.92%	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)	7.92%	4,5
Universe International Financial Holdings Limited ("Universe") 寰宇國際金融控股有限公司(「寰宇」)	Interest of controlled corporations 受控法團權益	74,074,500 (L)	16.67%	6

# OTHER INFORMATION

## 其他資料

Name	Capacity	Number of shares and/or underlying shares of the Company held (Note 1)	Approximate percentage of the total issued share capital of the Company (Note 2)	Notes
姓名／名稱	身份	所持本公司股份及／或相關股份數目 (附註1)	佔本公司全部已發行股本之概約百分比 (附註2)	附註
Ace Source International Limited ("Ace Source")	Beneficial owner	59,342,036 (L)	13.35%	7
Ace Source International Limited (「Ace Source」)	實益擁有人			
Xue Qiushi ("Mr. Xue") 薛秋實(「薛先生」)	Interest of a controlled corporation 受控法團權益	59,342,036 (L)	13.35%	7
First Credit Limited 第一信用財務有限公司	Person having a security interest in shares 擁有股份抵押權益之人士	50,138,799 (L)	11.28%	8
First Credit Finance Group Limited ("First Credit") 第一信用金融集團有限公司(「第一信用」)	Interest of controlled corporations 受控法團權益	50,138,799 (L)	11.28%	8
Notes:		附註：		
1. "L" denotes a long position.		1. 「L」代表好倉。		
2. The total number of 444,448,237 shares of the Company in issue as at the 31 March 2017 has been used for the calculation for the approximate percentage.		2. 計算概約百分比時採用於二零一七年三月三十一日之本公司已發行股份總數444,448,237股。		
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 (the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1082)). Each of Rosy Lane and Hong Kong Education (Int'l) Investments Limited was deemed to be interested in 12,288,235 shares and 35,580,000 shares held by Wise Action and Fastek respectively pursuant to Part XV of the SFO.		3. 智僑有限公司(「智僑」)及Fastek均由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(其股份於聯交所主板上市(股份代號：1082))全資擁有。根據證券及期貨條例第XV部，Rosy Lane及香港教育(國際)投資集團有限公司各自被視為於智僑及Fastek所持有之12,288,235股股份及35,580,000股股份中擁有權益。		
4. Access Magic was interested in 35,219,879 shares/underlying shares in the capacity of beneficial owner. Among these 35,219,879 shares/underlying shares, 17,285,215 of which were underlying shares.		4. Access Magic以實益擁有人身份擁有35,219,879股股份／相關股份之權益。於該等35,219,879股股份／相關股份中，其中17,285,215股為相關股份。		
5. Access Magic is wholly and beneficially owned by Mr. Dong, a director of some of the subsidiaries of the Company. As such, Mr. Dong was deemed to be interested in all the shares/underlying shares held by Access Magic pursuant to Part XV of the SFO.		5. Access Magic由擔任本公司若干附屬公司董事之董先生全資實益擁有。因此，根據證券及期貨條例第XV部，董先生被視為於Access Magic持有之全部股份／相關股份中擁有權益。		

## OTHER INFORMATION

### 其他資料

6. Based on the records of the Company and to the Directors' best knowledge, information and belief having made all reasonable enquiries, Weluck Development Limited held 74,074,500 shares. Weluck Development Limited is wholly owned by Fragrant River Entertainment Culture (Holdings) Limited ("Fragrant River") which is in turn wholly owned by Universe (the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1046)). Accordingly, each of Fragrant River and Universe was deemed to be interested in all the shares held by Weluck Development Limited pursuant to Part XV of the SFO.
7. Ace Source was interested in 59,342,036 shares/underlying shares in the capacity of beneficial owner. Among these 59,342,036 shares/underlying shares, 29,210,976 of which were underlying shares. 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 held by Ace Source. Mr. Xue is a director of certain subsidiaries of the Company.
8. Based on the corporate substantial shareholder notice filed on 18 November 2016 by First Credit Limited and First Credit respectively, First Credit Limited was interested in 50,138,799 underlying shares in the capacity of person having a security interest. First Credit Limited is wholly owned by First Holdings Consortium Limited, which is in turn wholly owned by First Credit, the shares of which are listed on GEM (Stock Code: 8215). As such, each of First Holdings Consortium Limited and First Credit was deemed to be interested in all the underlying shares held by First Credit Limited pursuant to Part XV of the SFO.
6. 根據本公司記錄及經董事作出一切合理查詢後所深知、盡悉及確信，永能發展有限公司持有74,074,500股股份。永能發展有限公司由香江娛樂文化(控股)有限公司(「香江」)全資擁有，而香江由寰宇(其股份於聯交所主板上市(股份代號：1046))全資擁有。因此，根據證券及期貨條例第XV部，香江及寰宇各自被視作於永能發展有限公司所持有之全部股份中擁有權益。
7. Ace Source以實益擁有人身份於59,342,036股股份／相關股份中擁有權益。於該等59,342,036股股份／相關股份中，其中29,210,976股為相關股份。Ace Source由薛先生全資實益擁有。因此，薛先生被視作於Ace Source持有之全部股份／相關股份中擁有權益。薛先生為本公司若干附屬公司之董事。
8. 根據第一信用財務有限公司及第一信用於二零一六年十一月十八日分別提交之公司主要股東通知，第一信用財務有限公司以擁有抵押權益之人士之身份於50,138,799股相關股份中擁有權益。第一信用財務有限公司由First Holdings Consortium Limited全資擁有，而First Holdings Consortium Limited由第一信用(其股份於創業板上市(股份代號：8215))全資擁有。因此，根據證券及期貨條例第XV部，First Holdings Consortium Limited及第一信用各自被視作於第一信用財務有限公司持有之全部相關股份中擁有權益。

Save as disclosed above, the Directors were not aware of any other person (other than Directors or chief executive of the Company) who, as at 31 March 2017, 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.

除上文披露者外，據董事所知，於二零一七年三月三十一日，概無任何其他人士(董事或本公司主要行政人員除外)於本公司股份或相關股份中，擁有或被視為擁有須根據證券及期貨條例第XV部第2及3分部條文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。

### RESIGNATION OF CHAIRMAN AND EXECUTIVE DIRECTOR

Mr. Kuang Hao Kun Giovanni resigned as an executive Director, Chairman of the Board, the compliance officer and authorised representative for the purpose of the GEM Listing Rules with effect from 31 March 2017 to pursue his personal endeavours overseas. Ms. Hung Yvonne has been appointed as the acting Chairman of the Board with effect from 31 March 2017. Mr. Lee Kin Fai, an executive Director, has also been appointed as the compliance officer and an authorised representative for the purpose of the GEM Listing Rules with effect from 31 March 2017. The powers and responsibilities of an acting Chairman are same as those of the Chairman of the Board derived from the bye-laws of the Company

### 主席及執行董事辭任

鄺豪鋹先生由於尋求個人海外業務的需要，辭任執行董事、董事會主席、合規主任及創業板上市規則下法定代表之職務，自二零一七年三月三十一日起生效。洪綺婉女士獲委任為董事會署理主席，自二零一七年三月三十一日起生效。根據創業板上市規則，執行董事李健輝先生亦獲委任為合規主任及法定代表，自二零一七年三月三十一日起生效。署理主席之權力及職責與公司細則所述董事會主席之權力及職責相同。

### 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

Under code provision A.2.1 of the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Since the former Chairman of the Board, Mr. Kuang Hao Kun Giovanni, resigned on 31 March 2017, Ms. Hung Yvonne, the chief executive officer and executive Director, has been appointed as the acting Chairman of the Board and temporarily taken up the responsibilities as the chairman of the Board for a transitional period while the Company may identify a suitable candidate.

Save as disclosed above, 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 of the Board ("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, Professor Chui Tsan Kit (the chairman of the Audit Committee), Ms. Xiao Yiming and Professor Lee T.S.. 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.

### 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，概無董事或彼等各自的緊密聯繫人士於任何與本集團業務直接或間接構成或可能構成競爭的業務（本集團業務除外）中擁有任何權益。

### 企業管治

根據創業板上市規則附錄十五載列的企業管治守則的守則條文第A.2.1條，主席及行政總裁之角色應有所區分，不應由一人同時兼任。由於董事會前主席鄭豪銀先生於二零一七年三月三十一日辭任，行政總裁兼執行董事洪綺婉女士已獲委任為董事會署理主席，並於過渡期內暫時負責董事會主席職務，而本公司可能物色合適人選。

除上述披露者外，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，本公司已成立董事會審核委員會（「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，即徐燦傑教授（審核委員會主席）、肖一鳴女士及李天生教授。審核委員會的主要工作為檢討與監督本集團的財務申報程序、風險管理及內部監控程序。審核委員會已審閱本集團本期間的未經審核綜合業績。

## OTHER INFORMATION

### 其他資料

#### SUFFICIENCY OF PUBLIC FLOAT

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

**Hung Yvonne**

*Acting Chairman and Executive Director*

12 May 2017

*As at the date of this report, the Board consists of two executive Directors, namely Ms. Hung Yvonne and Mr. Lee Kin Fai; and three independent non-executive Directors, namely Professor Lee T.S., Ms. Xiao Yiming and Professor Chui Tsan Kit.*

#### 足夠公眾持股量

根據本公司所取得公開資料及據董事所知，於本報告日期，本公司的公眾持股量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

署理主席兼執行董事

洪綺婉

二零一七年五月十二日

於本報告日期，董事會成員包括兩名執行董事洪綺婉女士及李健輝先生；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。