



# GET HOLDINGS LIMITED 智易控股有限公司\*

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

(於開曼群島註冊成立及於百慕達存續之有限公司)

Stock code 股份代號 : 8100

## 2017 Interim Report 中期業績報告



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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。

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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。

# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS – UNAUDITED

## 簡明綜合損益表 – 未經審核

The board of Directors (the “Board”) of GET Holdings Limited (the “Company”) is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months and six months ended 30 June 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」)截至二零一七年六月三十日止三個月及六個月的未經審核簡明綜合業績，連同二零一六年同期的未經審核比較數字如下：

For the three months and six months ended 30 June 2017  
(Expressed in Hong Kong dollars)

截至二零一七年六月三十日止三個月及六個月  
(以港元列示)

	Note 附註	Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Re-presented) (重新列報)	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Re-presented) (重新列報)
<b>Continuing operations</b>					
Turnover	4	44,046	39,092	99,754	95,712
Cost of sales and services rendered		(15,197)	(11,796)	(37,900)	(29,526)
<b>Gross profit</b>		<b>28,849</b>	<b>27,296</b>	<b>61,854</b>	<b>66,186</b>
Other revenue and other gains and losses, net	5	31,131	93,908	(5,628)	14,532
Selling and administrative expenses		(18,431)	(18,445)	(37,676)	(33,693)
<b>Profit from operations</b>		<b>41,549</b>	<b>102,759</b>	<b>18,550</b>	<b>47,025</b>
Finance costs	6(a)	(3,720)	(5,660)	(9,089)	(11,335)
Share of profit/(loss) of an associate		4,507	-	5,209	(4,199)
<b>Profit before taxation</b>	6	<b>42,336</b>	<b>97,099</b>	<b>14,670</b>	<b>31,491</b>
Income tax expense	7	(2,468)	(5,466)	(5,324)	(9,883)
Profit for the period from continuing operations		<b>39,868</b>	<b>91,633</b>	<b>9,346</b>	<b>21,608</b>
<b>Discontinued operation</b>					
Profit for the period from discontinued operation	8	-	654	3,123	1,318
<b>Profit for the period</b>		<b>39,868</b>	<b>92,287</b>	<b>12,469</b>	<b>22,926</b>
<b>Profit attributable to:</b>					
<b>Owners of the Company</b>					
Profit from continuing operations		35,698	87,172	483	11,064
Profit from discontinued operation		-	333	2,497	672
Profit attributable to owners of the Company		<b>35,698</b>	<b>87,505</b>	<b>2,980</b>	<b>11,736</b>
<b>Non-controlling interests</b>					
Profit from continuing operations		4,170	4,461	8,863	10,544
Profit from discontinued operation		-	321	626	646
Profit attributable to non-controlling interests		<b>4,170</b>	<b>4,782</b>	<b>9,489</b>	<b>11,190</b>
<b>Profit for the period</b>		<b>39,868</b>	<b>92,287</b>	<b>12,469</b>	<b>22,926</b>
<b>Earnings per share</b>	9		(Restated) (經重列)		(Restated) (經重列)
From continuing and discontinued operations					
Basic		HK8.03 cents港仙	HK35.00 cents港仙	HK0.73 cent港仙	HK4.69 cents港仙
Diluted		HK7.38 cents港仙	HK29.36 cents港仙	HK0.73 cent港仙	HK4.44 cents港仙
From continuing operations					
Basic		HK8.03 cents港仙	HK34.87 cents港仙	HK0.12 cent港仙	HK4.42 cents港仙
Diluted		HK7.38 cents港仙	HK29.25 cents港仙	HK0.12 cent港仙	HK4.22 cents港仙
From discontinued operation					
Basic		N/A 不適用	HK0.13 cent港仙	HK0.61 cent港仙	HK0.27 cent港仙
Diluted		N/A 不適用	HK0.11 cent港仙	HK0.55 cent港仙	HK0.22 cent港仙

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

## 簡明綜合損益及其他全面收益表 – 未經審核

For the three months and six months ended 30 June 2017  
(Expressed in Hong Kong dollars)

截至二零一七年六月三十日止三個月及六個月  
(以港元列示)

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		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
<b>Profit for the period</b>	本期間溢利	<b>39,868</b>	92,287	<b>12,469</b>	22,926
<b>Other comprehensive income for the period:</b>	本期間其他全面收益：				
<i>Items that may be reclassified to profit or loss:</i>	<i>可重新分類至損益的項目：</i>				
Fair value (loss)/gain on available-for-sale financial assets, net	可供出售金融資產的公平價值(虧損)/收益，淨額	(11,686)	(923)	2,484	(4,611)
Reclassification adjustment to profit or loss on disposal of available-for-sale financial assets	於出售可供出售金融資產時重新分類調整至損益	2,733	-	2,733	(980)
<b>Other comprehensive income for the period, net of tax</b>	本期間其他全面收益，扣除稅項	<b>(8,953)</b>	(923)	<b>5,217</b>	(5,591)
<b>Total comprehensive income for the period</b>	本期間全面收益總額	<b>30,915</b>	91,364	<b>17,686</b>	17,335
<b>Attributable to:</b>	以下人士應佔：				
Owners of the Company	本公司擁有人	26,745	86,582	8,197	6,145
Non-controlling interests	非控股權益	4,170	4,782	9,489	11,190
		<b>30,915</b>	91,364	<b>17,686</b>	17,335

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

As at 30 June 2017 and 31 December 2016  
(Expressed in Hong Kong dollars)

於二零一七年六月三十日及二零一六年十二月三十一日  
(以港元列示)

			30 June 2017 二零一七年 六月三十日 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)
		Note 附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備		1,288	2,482
Investment properties	投資物業	12	37,500	62,400
Intangible assets	無形資產		82,442	82,041
Goodwill	商譽		499,593	500,459
Investment in an associate	於一間聯營公司的投資		44,148	38,939
Investment in a joint venture	於一間合營企業的投資		-	-
Available-for-sale financial assets	可供出售金融資產	13	83,678	83,567
Contingent consideration receivable	應收或然代價		-	18,710
Trade and other receivables	貿易及其他應收款項	14	-	6,000
			<b>748,649</b>	<b>794,598</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		679	1,802
Trade and other receivables	貿易及其他應收款項	14	56,409	54,348
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	15	520,286	523,899
Derivative financial instruments	衍生金融工具	20	959	959
Contingent consideration receivable	應收或然代價		18,735	-
Loan receivable from an associate	應收一間聯營公司貸款	16	27,230	-
Tax recoverable	可收回稅項		408	3,918
Pledged bank deposits	已抵押銀行存款		2,642	2,638
Cash and cash equivalents	現金及現金等價物		70,122	87,350
			<b>697,470</b>	<b>674,914</b>
Assets of a disposal subsidiary classified as held for sale	分類為持作銷售之出售一間附屬公司資產	17	20,367	-
<b>Total current assets</b>	<b>總流動資產</b>		<b>717,837</b>	<b>674,914</b>

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明綜合財務狀況表

As at 30 June 2017 and 31 December 2016  
(Expressed in Hong Kong dollars)

於二零一七年六月三十日及二零一六年十二月三十一日  
(以港元列示)

			30 June 2017 二零一七年 六月三十日 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)
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	18	28,425	44,762
Loan notes	貸款票據	19	130,000	208,000
Convertible notes	可換股票據	20	73,499	71,789
Current tax liabilities	當期稅項負債		37,984	36,203
			<b>269,908</b>	<b>360,754</b>
Liabilities of a disposal subsidiary classified as held for sale	分類為持作銷售之出售一間附屬公司 負債	17	367	-
<b>Total current liabilities</b>	<b>總流動負債</b>		<b>270,275</b>	<b>360,754</b>
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>447,562</b>	<b>314,160</b>
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>1,196,211</b>	<b>1,108,758</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債		23,725	24,308
Loan notes	貸款票據	19	-	2,000
			<b>23,725</b>	<b>26,308</b>
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>1,172,486</b>	<b>1,082,450</b>
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	21	4,444	2,963
Reserves	儲備	22	1,125,628	1,044,572
Equity attributable to owners of the Company	本公司擁有人應佔權益		<b>1,130,072</b>	<b>1,047,535</b>
Non-controlling interests	非控股權益		42,414	34,915
<b>TOTAL EQUITY</b>	<b>總權益</b>		<b>1,172,486</b>	<b>1,082,450</b>

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY – UNAUDITED

## 簡明綜合權益變動表 – 未經審核

For the six months ended 30 June 2017 and 30 June 2016  
(Expressed in Hong Kong dollars)

截至二零一七年六月三十日及二零一六年六月三十日止六個月  
(以港元列示)

		Attributable to owners of the Company 本公司擁有人應佔								Non- controlling interests	Total equity	
		Share capital	Share premium	Contributed surplus	Share option reserve	Convertible note equity reserve 可換股票據 權益儲備	Exchange reserve 匯兌儲備	Investment revaluation reserve 投資重估 儲備	Accumulated losses 累計虧損			Total
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	實繳盈餘 HK\$'000 千港元	購股權儲備 HK\$'000 千港元	權益儲備 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	投資重估 儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	總計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	總權益 HK\$'000 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
Profit for the period	本期間溢利	-	-	-	-	-	-	-	11,736	11,736	11,190	22,926
Other comprehensive income for the period	本期間其他全面收益	-	-	-	-	-	-	(5,591)	-	(5,591)	-	(5,591)
Total comprehensive income for the period	本期間全面收益總額	-	-	-	-	-	-	(5,591)	11,736	6,145	11,190	17,335
Share consolidation and capital reduction on 24 May 2016	於二零一六年五月二十四日的股份合併及資本削減	(9,877)	-	9,877	-	-	-	-	-	-	-	-
Dividends paid to non-controlling interests	已派付非控股權益股息	-	-	-	-	-	-	-	-	-	(6,621)	(6,621)
Changes in equity for the period	本期間權益變動	(9,877)	-	9,877	-	-	-	-	-	-	(6,621)	(6,621)
At 30 June 2016	於二零一六年六月三十日	2,469	420,124	992,154	2,839	25,555	(45)	7,702	(428,700)	1,022,098	42,437	1,064,535
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
Profit for the Period	本期間溢利	-	-	-	-	-	-	-	2,980	2,980	9,489	12,469
Other comprehensive income for the Period	本期間其他全面收益	-	-	-	-	-	-	5,217	-	5,217	-	5,217
Total comprehensive income for the Period	本期間全面收益總額	-	-	-	-	-	-	5,217	2,980	8,197	9,489	17,686
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 21(a))	於二零一七年二月十五日的供股發行股份(附註21(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 30 June 2017	於二零一七年六月三十日	4,444	517,181	992,154	2,839	25,555	(26)	8,289	(420,364)	1,130,072	42,414	1,172,486

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS – UNAUDITED

## 簡明綜合現金流量表 – 未經審核

For the six months ended 30 June 2017 and 30 June 2016  
(Expressed in Hong Kong dollars)

截至二零一七年六月三十日及二零一六年六月三十日止六個月  
(以港元列示)

		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Net cash generated from/(used in) operating activities	經營業務所產生 / (所用)現金淨額	37,894	(81,748)
Net cash (used in)/generated from investing activities	投資活動(所用)/所產生現金淨額	(44,083)	5,923
Net cash used in financing activities	融資活動所用現金淨額	(11,039)	(5,965)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(17,228)	(81,790)
Cash and cash equivalents at 1 January	於一月一日的現金及現金等價物	87,350	214,277
Cash and cash equivalents at 30 June	於六月三十日的現金及現金等價物	70,122	132,487
<b>Analysis of cash and cash equivalents:</b>	<b>現金及現金等價物分析：</b>		
Cash and bank balances	現金及銀行結餘	70,122	132,487



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 June 2017  
(Expressed in Hong Kong dollars)

截至二零一七年六月三十日止六個月  
(以港元列示)

### 1. CORPORATE INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 30 July 2001 and continued in Bermuda on 9 January 2014 (Bermuda time). The address of its registered office of the Company is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The principal place of business in Hong Kong is located at Room 1703, 17/F, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong.

The Company is listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The principal activity of the Company is investment holding. The Group is principally engaged in (i) research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisements, (ii) securities investment, (iii) money lending, 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 interim financial information is presented in thousands of units of Hong Kong Dollars (“\$’000”), unless otherwise stated. Hong Kong dollars (“HK\$”) is the Company’s functional and the Group’s presentation currency.

### 2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

The unaudited condensed consolidated financial statements of the Company have been prepared in accordance with the Hong Kong Accounting Standard 34 “Interim Financing Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the Rules Governing the Listing of Securities on GEM (the “GEM Listing Rules”) of the Stock Exchange.

The Group’s 2017 interim 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。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，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。

於二零一七年三月二十一日，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本期間列作已終止經營業務。

除非另有說明，否則本未經審核簡明綜合中期財務資料以千港元（「千港元」）的單位列報。港元（「港元」）為本公司的功能貨幣及本集團的列報貨幣。

### 2. 財務報表的編製基準

本公司的未經審核簡明綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈的香港會計準則第34號「中期財務報告」、香港公認會計原則，以及聯交所創業板證券上市規則（「創業板上市規則」）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，本集團二零一七年年中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 unaudited 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.

### 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未經審核簡明綜合財務報表採納。本集團已著手評估(倘適用)所有將於未來期間生效的新訂及經修訂香港財務報告準則的潛在影響，但尚未能指出該等新訂及經修訂香港財務報告準則會否對其經營業務及財務狀況構成重大影響。

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### 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:

### 4. 營業額

營業額指向客戶供應貨品及服務的銷售價值。本集團各期間的營業額分析如下：

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Re-presented) (重新列報)	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Re-presented) (重新列報)
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(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	26,258	28,986	56,844	63,697
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	13,458	8,553	33,619	28,728
Provision of education and training programs	提供教育及培訓計劃	4,103	-	8,832	-
Loan interest income	貸款利息收入	222	1,297	449	3,031
Other	其他	5	256	10	256
		<b>44,046</b>	<b>39,092</b>	<b>99,754</b>	<b>95,712</b>

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

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Re-presented) (重新列報)	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Re-presented) (重新列報)
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
<b>Continuing operations</b>	<b>持續經營業務</b>				
<b>Other revenue</b>	<b>其他收入</b>				
Bank interest income	銀行利息收入	1	3	4	6
Other investment interest income	其他投資利息收入	-	1	-	1
Rental income	租金收入	480	465	960	490
Other loan interest income	其他貸款利息收入	207	-	412	-
Dividend income	股息收入	77	98	77	98
Others	其他	134	-	188	-
		899	567	1,641	595
<b>Other gains and losses, net</b>	<b>其他收益及虧損，淨額</b>				
(Loss)/gain on disposal of available-for-sale financial assets	出售可供出售金融資產的(虧損)/收益	(2,775)	491	(2,775)	(7,304)
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)	92	(68)	122	(502)
(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
Fair value gain on financial assets at fair value through profit or loss	透過損益以公平價值列賬的金融資產的公平價值收益	37,495	92,907	15	19,679
Fair value (loss)/gain on investment properties	投資物業的公平價值(虧損)/收益	(4,608)	-	(4,608)	2,052
Fair value gain on contingent consideration receivable	應收或然代價公平價值收益	25	-	25	-
Foreign exchange gains/(losses), net	匯兌收益/(虧損)，淨額	3	11	(47)	7
		30,232	93,341	(7,269)	13,937
<b>Other revenue and other gains and losses, net</b>	<b>其他收入以及其他收益及虧損，淨額</b>	<b>31,131</b>	<b>93,908</b>	<b>(5,628)</b>	<b>14,532</b>

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### 6. PROFIT BEFORE TAXATION

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

### 6. 除稅前溢利

除稅前溢利已(計入)/扣除下列各項：

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Re-presented) (重新列報)	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Re-presented) (重新列報)
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
<b>Continuing operations</b>	<b>持續經營業務</b>				
<b>(a) Finance costs:</b>	<b>(a) 融資成本：</b>				
Interest on other loans	其他貸款利息	-	11	-	32
Effective interest on convertible notes	可換股票據的實際利息	855	816	1,710	1,632
Interest on loan notes	貸款票據利息	2,865	4,830	7,379	9,668
Other interest expense	其他利息開支	-	3	-	3
		3,720	5,660	9,089	11,335
<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	6,679	5,897	14,171	11,620
Retirement scheme contributions	退休計劃供款	248	203	514	419
		6,927	6,100	14,685	12,039
<b>(c) Other items:</b>	<b>(c) 其他項目：</b>				
Amortisation of intangible assets	無形資產攤銷	5,238	4,857	10,924	9,361
Auditor's remuneration	核數師酬金	255	172	434	334
Depreciation	折舊	476	237	943	467
Operating lease charges:	經營租賃費用：				
minimum lease payments	最低租賃付款				
- hire of office premises	- 租賃辦公室物業	1,521	510	3,042	1,031
Loss/(gain) on disposal of available-for-sale financial assets*	出售可供出售金融資產的虧損/(收益)*	2,775	(491)	2,775	7,304
(Gain)/loss on disposal of financial assets at fair value through profit or loss*	出售透過損益按公平價值列賬的金融資產的(收益)/虧損*	(92)	68	(122)	502
Loss/(gain) on disposal of property, plant and equipment*	出售物業、廠房及設備虧損/(收益)*	-	-	1	(5)
Fair value gain on contingent consideration receivable*	應收或然代價公平價值收益*	(25)	-	(25)	-
Legal and professional fees	法律及專業費用	1,922	1,457	2,886	1,927
Reversal of impairment loss on trade receivables	貿易應收款項減值虧損撥回	(173)	-	(208)	-
Fair value loss/(gain) on investment properties*	投資物業之公平價值虧損/(收益)*	4,608	-	4,608	(2,052)

\* Included in other gains and losses.

# 計入其他收益或虧損。

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### 7. INCOME TAX EXPENSE

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

### 7. 所得稅開支

未經審核簡明綜合損益表的所得稅指：

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Re-presented) (重新列報)	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)
<b>Continuing operations</b>	<b>持續經營業務</b>				
<b>Current tax</b>	<b>當期稅項</b>				
- Hong Kong Profits Tax	- 香港利得稅				
Provision for the period (Note 1)	本期間撥備(附註1)	2,675	5,685	5,761	10,315
Over-provision in respect of prior periods	過往期超額撥備	(148)	-	(158)	-
- Withholding tax for the period (Note 2)	- 本期間預扣稅(附註2)	126	37	169	80
<b>Deferred tax (Note 3)</b>	<b>遞延稅項(附註3)</b>	(185)	(256)	(448)	(512)
		<b>2,468</b>	<b>5,466</b>	<b>5,324</b>	<b>9,883</b>

Note 1: 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 2: 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 3: 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 profit (2016: loss) of an associate for the Period includes share of an associate's taxation of approximately HK\$26,000 (2016: approximately HK\$13,000).

附註1：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行法例、詮釋及慣例按照現行適用的稅率計算。

附註2：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3：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。

本期間內，本集團應佔一間聯營公司的溢利(二零一六年：虧損)包括應佔一間聯營公司稅項約26,000港元(二零一六年：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。

各期間的已終止經營業務業績列報如下：

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		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>Turnover</b>	<b>營業額</b>	-	14,207	29,940	33,319
Cost of sales and services rendered	銷售及所提供服務的成本	-	(11,041)	(23,768)	(25,735)
Gross profit	毛利	-	3,166	6,172	7,584
Other revenue and other gains and losses, net	其他收入以及其他收益及虧損，淨額	-	18	41	561
Selling and administrative expenses	銷售及行政開支	-	(2,598)	(4,935)	(6,827)
<b>Profit before taxation</b>	<b>除稅前溢利</b>	-	586	1,278	1,318
Income tax credit	所得稅抵免	-	68	-	-
		-	654	1,278	1,318
Gain on disposal of discontinued operation	出售已終止經營業務的收益	-	-	1,845	-
<b>Profit for the period from discontinued operation</b>	<b>本期間來自已終止經營業務的溢利</b>	-	654	3,123	1,318
Profit for the period from discontinued operation (attributable to owners of the Company)	本期間來自已終止經營業務的溢利(本公司擁有人應佔)	-	333	2,497	672
<b>Profit for the period from discontinued operation includes the following:</b>	<b>本期間來自已終止經營業務的溢利包括以下各項：</b>				
<b>Staff costs:</b>	<b>員工成本：</b>				
Salaries, wages and other benefits	薪金、工資及其他福利	-	2,217	2,041	4,118
Retirement scheme contributions	退休計劃供款	-	98	76	186
		-	2,315	2,117	4,304
<b>Other items:</b>	<b>其他項目：</b>				
Depreciation	折舊	-	93	101	177
Auditor's remuneration	核數師酬金	-	150	75	150
Operating lease charges:	經營租賃費用：				
minimum lease payments	最低租賃付款	-	-	-	-
- hire of office premises	- 租賃辦公室物業	-	366	1,094	733
Legal and professional fees	法律及專業費用	-	33	-	66
Reversal of commission clawback provision	撥回佣金回補撥備	-	(1,266)	-	(1,585)
<b>Cash flows from discontinued operation</b>	<b>來自已終止業務的現金流</b>				
Net cash inflows from operating activities	來自經營活動的現金流入淨額	-	-	5,229	5,851
Net cash outflows from investing activities	來自投資活動的現金流出淨額	-	-	(2,125)	(290)
Net cash inflows from financing activities	來自融資活動的現金流入淨額	-	-	-	-
Net cash inflows	現金流入淨額	-	-	3,104	5,561

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### 9. EARNINGS PER SHARE

#### (a) Basic earnings per share

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

### 9. 每股盈利

#### (a) 每股基本盈利

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

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		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)
(i) For continuing and discontinued operations	(i) 來自持續經營及已終止經營業務				
<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及用作計算每股基本盈利的盈利	35,698	87,505	2,980	11,736
		'000 千股	'000 千股 (Restated) (經重列)	'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股數	444,448	250,002	407,002	250,002
Basic earnings per share (HK cents)	每股基本盈利(港仙)	8.03	35.00	0.73	4.69



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### 9. EARNINGS PER SHARE (continued)

### 9. 每股盈利(續)

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

#### (a) 每股基本盈利(續)

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		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) (重新列報) (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 (Re-presented) (重新列報) (Unaudited) (未經審核)
<b>(ii) For continuing operations</b>	<b>(ii) 持續經營業務</b>				
<b>Earnings</b> Profit attributable to owners of the Company and earnings for the purpose of calculating basic earnings per share	<b>盈利</b> 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	35,698	87,172	483	11,064
		'000 千股	'000 千股 (Restated) (經重列)	'000 千股	'000 千股 (Restated) (經重列)
<b>Number of shares</b> Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	<b>股份數目</b> 用作計算每股基本盈利的普通股加權平均數	444,448	250,002	407,002	250,002
Basic earnings per share (HK cents)	每股基本盈利(港仙)	8.03	34.87	0.12	4.42
<b>(iii) For discontinued operation</b>	<b>(iii) 已終止經營業務</b>				
<b>Earnings</b> Profit attributable to owners of the Company and earnings for the purpose of calculating basic earnings per share	<b>盈利</b> 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	N/A 不適用	333	2,497	672
		'000 千股	'000 千股 (Restated) (經重列)	'000 千股	'000 千股 (Restated) (經重列)
<b>Number of shares</b> Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	<b>股份數目</b> 用作計算每股基本盈利的普通股加權平均數	N/A 不適用	250,002	407,002	250,002
Basic earnings per share (HK cent)	每股基本盈利(港仙)	N/A 不適用	0.13	0.61	0.27

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

附註：於二零一六年的普通股的加權平均股數已就於二零一七年二月十五日完成之二零一七年供股(定義見下文)而獲追溯調整。

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### 9. EARNINGS PER SHARE (continued)

#### (b) Diluted earnings per share

No adjustment has been made to the basic earnings per share presented for (i) continuing operations and discontinued operation and (ii) continuing operations for the six months ended 30 June 2017 in respect of a dilution as the share options outstanding as at 30 June 2017 had no dilutive effect and impact of the convertible notes outstanding as at 30 June 2017 had anti-dilutive effect.

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

### 9. 每股盈利(續)

#### (b) 每股攤薄盈利

並無對就截至二零一七年六月三十日止六個月呈列之(i)持續經營業務及已終止經營業務以及(ii)持續經營業務之每股基本盈利作出有關攤薄之調整，原因為截至二零一七年六月三十日之尚未行使之購股權並無攤薄效果及截至二零一七年六月三十日之尚未行使可換股票據具有反攤薄效果。

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

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		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) (重新列報) (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 (Re-presented) (重新列報) (Unaudited) (未經審核)
(i) For continuing and discontinued operations	(ii) 持續及已終止經營業務				
<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	35,698	87,505	2,980	11,736
Finance cost saving on conversion of convertible notes outstanding	因兌換尚未行使可換股票據而節省融資成本	855	816	-	1,632
Profit attributable to owners of the Company and earnings for the purpose of calculating diluted earnings per share	本公司擁有人應佔溢利及用作計算每股攤薄盈利的盈利	36,553	88,321	2,980	13,368
		'000 千股	'000 千股 (Restated) (經重列)	'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的加權平均股數	444,448	250,002	407,002	250,002
Effect of dilutive potential ordinary shares from: Convertible notes	潛在攤薄普通股之影響，來自： 可換股票據	50,766	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的加權平均股數	495,214	300,768	407,002	300,768
Diluted earnings per share (HK cents)	每股攤薄盈利(港仙)	7.38	29.36	0.73	4.44

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### 9. EARNINGS PER SHARE (continued)

### 9. 每股盈利(續)

#### (b) Diluted earnings per share (continued)

#### (b) 每股攤薄盈利(續)

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

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

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		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) (重新列報) (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 (Re-presented) (重新列報) (Unaudited) (未經審核)
(ii) For continuing operations	(ii) 持續經營業務				
<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	35,698	87,172	483	11,064
Finance cost saving on conversion of convertible notes outstanding	因兌換尚未行使可換股票據而節省融資成本	855	816	-	1,632
Profit attributable to owners of the Company and earnings for the purpose of calculating diluted earnings per share	本公司擁有人應佔溢利及用作計算每股攤薄盈利的盈利	36,553	87,988	483	12,696
		'000 千股	'000 千股 (Restated) (經重列)	'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的加權平均股數	444,448	250,002	407,002	250,002
Effect of dilutive potential ordinary shares from: Convertible notes	潛在攤薄普通股的影响，來自： 可換股票據	50,766	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的加權平均股數	495,214	300,768	407,002	300,768
Diluted earnings per share (HK cents)	每股攤薄盈利(港仙)	7.38	29.25	0.12	4.22

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### 9. EARNINGS PER SHARE (continued)

#### (b) Diluted earnings per share (continued)

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

### 9. 每股盈利(續)

#### (b) 每股攤薄盈利(續)

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

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Re-presented) (重新列報)	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Re-presented) (重新列報)
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
(iii) For discontinued operation	(iii) 已終止經營業務				
<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	-	333	2,497	672
		'000 千股	'000 千股 (Restated) (經重列)	'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的加權平均股數	N/A 不適用	250,002	407,002	250,002
Effect of dilutive potential ordinary shares from: Convertible notes	潛在攤薄普通股的影响，來自： 可換股票據	N/A 不適用	50,766	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的加權平均股數	N/A 不適用	300,768	457,768	300,768
Diluted earnings per share (HK cents)	每股攤薄盈利(港仙)	N/A 不適用	0.11	0.55	0.22

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

附註：於二零一六年之普通股的加權平均數已就於二零一七年二月十五日完成之二零一七年供股(定義見下文)而獲追溯調整。

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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 resources 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 segment information reported does not include any amount for discontinued operation which is described in more detail in note 8 to the unaudited condensed financial statements contained in this report.

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.

#### (a) Segment results

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

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

### 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。於各期間，本集團有五個(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、流動電話應用程式及工具欄廣告(「軟件業務」)
- 證券投資(「證券投資業務」)
- 借貸(「借貸業務」)
- 提供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：

- 提供保險及強制性公積金計劃經紀服務(「保險及強積金計劃經紀業務」)

所呈報之分部資料不包括涉及已終止經營業務之任何金額，更多詳情於本報告未經審核簡明財務報表所載附註8述明。

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。

#### (a) 分部業績

為監管分部表現及在分部間分配資源：

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

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### 10. SEGMENT REPORTING (continued)

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

Information regarding the Group's reportable segments from continuing operations for the six months ended 30 June 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六月三十日止六個月期間來自持續經營業務的報告分部資料載列如下。

		Six months ended 30 June 2017 截至二零一七年六月三十日止六個月					
		Software Business	Securities Investment Business	Money Lending Business	Corporate Management Solutions and I.T. Contract Services Business 企業管理解決方案及資訊科技合約服務業務	Others	Consolidated
		軟件業務 HK\$'000 千港元 (Unaudited) (未經審核)	證券投資業務 HK\$'000 千港元 (Unaudited) (未經審核)	借貸業務 HK\$'000 千港元 (Unaudited) (未經審核)	服務業務 HK\$'000 千港元 (Unaudited) (未經審核)	其他 HK\$'000 千港元 (Unaudited) (未經審核)	綜合 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Turnover</b>	<b>營業額</b>						
Revenue from external customers	外界客戶收入	56,844	-	449	33,619	8,842	99,754
Inter-segment revenue	分部間收入	-	-	-	109	-	109
Reportable segment revenue	報告分部收入	56,844	-	449	33,728	8,842	99,863
<b>Reconciliation:</b>	<b>對賬:</b>						
Elimination of inter-segment revenue	抵銷分部間收入						(109)
Revenue	收入						99,754
<b>Results</b>	<b>業績</b>						
Segment results	分部業績	28,339	(2,780)	538	2,348	1,967	30,412
<b>Reconciliation:</b>	<b>對賬:</b>						
Interest income	利息收入						4
Unallocated income	未分配收入						
- Rental income	- 租金收入						960
- Other loan interest income	- 其他貸款利息收入						412
- Fair value gain on contingent consideration receivable	- 應收或然代價之公平價值收益						25
- Fair value loss on investment properties	- 投資物業之公平價值虧損						(4,608)
Unallocated expenses	未分配開支						
- Corporate expenses	- 企業開支						(8,655)
Profit from operations	經營溢利						18,550
Finance costs	融資成本						(9,089)
Share of profit of an associate	應佔一間聯營公司溢利						5,209
Profit before taxation	除稅前溢利						14,670
Income tax expense	所得稅開支						(5,324)
Profit for the Period from continuing operations	本期間來自持續經營業務的溢利						9,346

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截至二零一七年六月三十日止六個月  
(以港元列示)

### 10. SEGMENT REPORTING (continued)

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

### 10. 分部報告(續)

#### (a) 分部業績(續)

		Six months ended 30 June 2017 截至二零一七年六月三十日止六個月					
		Software Business	Securities Investment Business	Money Lending Business	Corporate Management Solutions and I.T. Contract Services Business 企業管理解決方案及資訊科技合約服務業務	Others	Consolidated
		軟件業務 HK\$'000 千港元 (Unaudited) (未經審核)	證券投資業務 HK\$'000 千港元 (Unaudited) (未經審核)	借貸業務 HK\$'000 千港元 (Unaudited) (未經審核)	服務業務 HK\$'000 千港元 (Unaudited) (未經審核)	其他 HK\$'000 千港元 (Unaudited) (未經審核)	綜合 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Other segment information:</b>	<b>其他分部資料:</b>						
Amortisation of intangible assets	無形資產攤銷	(10,135)	-	-	(789)	-	(10,924)
Depreciation	折舊	-	(30)	-	(107)	(806)	(943)
Loss on disposal of available-for-sale financial assets	出售可供出售金融資產的虧損	-	(2,775)	-	-	-	(2,775)
Gain on disposal of financial assets at fair value through profit or loss	出售透過損益按公平價值列賬的金融資產的收益	-	122	-	-	-	122
Fair value gain on financial assets at fair value through profit or loss	透過損益按公平價值列賬的金融資產的公平價值收益	-	15	-	-	-	15
Loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損	-	-	-	-	(1)	(1)
Legal and professional fees	法律及專業費用	(570)	-	(36)	(2)	(2,278)	(2,886)

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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截至二零一七年六月三十日止六個月  
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### 10. SEGMENT REPORTING (continued)

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

Information regarding the Group's reportable segments from continuing operations for the six months ended 30 June 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六月三十日止六個月期間來自持續經營業務的報告分部資料載列如下。

		Six months ended 30 June 2016 截至二零一六年六月三十日止六個月					
		Software Business	Securities Investment Business	Money Lending Business	Corporate Management Solutions and I.T. Contract Services Business	Others	Consolidated
		軟件業務 HK\$'000 千港元	證券投資業務 HK\$'000 千港元	借貸業務 HK\$'000 千港元	企業管理 解決方案及 資訊科技合約 服務業務 HK\$'000 千港元	其他 HK\$'000 千港元	綜合 HK\$'000 千港元 (Re-presented) (重新列報)
		(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>Turnover</b>	<b>營業額</b>						
Revenue from external customers	外界客戶收入	63,697	-	3,031	28,728	256	95,712
Inter-segment revenue	分部間收入	-	-	-	109	-	109
Reportable segment revenue	報告分部收入	63,697	-	3,031	28,837	256	95,821
<b>Reconciliation:</b>	<b>對賬:</b>						
Elimination of inter-segment revenue	抵銷分部間收入						(109)
Revenue	收入						95,712
<b>Results</b>	<b>業績</b>						
Segment results	分部業績	36,032	10,704	2,531	3,816	(206)	52,877
<b>Reconciliation:</b>	<b>對賬:</b>						
Interest income	利息收入						7
Unallocated income	未分配收入						
- Rental income	- 租金收入						490
- Gain on disposal of available-for-sale financial assets	- 出售可供出售金融資產的收益						491
- Fair value gain on investment property	- 投資物業的公平價值收益						2,052
Unallocated expenses	未分配開支						
- Corporate expenses	- 企業開支						(8,876)
- Foreign exchange losses, net	- 匯兌虧損, 淨額						(16)
Profit from operations	經營溢利						47,025
Finance costs	融資成本						(11,335)
Share of loss of an associate	應佔一間聯營公司虧損						(4,199)
Profit before taxation	除稅前溢利						31,491
Income tax expense	所得稅開支						(9,883)
Profit for the period from continuing operations	本期間來自持續經營業務的溢利						21,608



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### 10. SEGMENT REPORTING (continued)

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

		Six months ended 30 June 2016 截至二零一六年六月三十日止六個月					
		Software Business	Securities Investment Business	Money Lending Business	Corporate Management Solutions and I.T. Contract Services Business	Others	Consolidated
		軟件業務	證券投資業務	借貸業務	企業管理解決方案及資訊科技合約服務業務	其他	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
<b>Other segment information:</b>	<b>其他分部資料:</b>						
Amortisation of intangible assets	無形資產攤銷	(8,572)	-	-	(789)	-	(9,361)
Depreciation	折舊	-	(30)	(11)	(268)	(158)	(467)
(Loss)/gain on disposal of available-for-sale financial assets	出售可供出售金融資產的(虧損)/收益	-	(7,795)	-	-	491	(7,304)
Loss on disposal of financial assets at fair value through profit or loss	出售透過損益按公平價值列賬的金融資產的虧損	-	(502)	-	-	-	(502)
Fair value gain on financial assets at fair value through profit or loss	透過損益按公平價值列賬的金融資產的公平價值收益	-	19,679	-	-	-	19,679
Gain on disposal of property, plant and equipment	出售物業、廠房及設備的收益	-	-	-	5	-	5
Legal and professional fees	法律及專業費用	(95)	-	(37)	(56)	(1,739)	(1,927)

### 10. 分部報告(續)

#### (a) 分部業績(續)

#### (b) Segment assets and liabilities

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

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

#### (b) 分部資產及負債

為監管分部表現及分配分部之間的資源：

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

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### 10. SEGMENT REPORTING (continued)

### 10. 分部報告(續)

#### (b) Segment assets and liabilities (continued)

#### (b) 分部資產及負債(續)

Information regarding the Group's reportable segments as at 30 June 2017 is set out below.

本集團於二零一七年六月三十日的報告分部資料如下。

		30 June 2017 二零一七年六月三十日					
		Software Business	Securities Investment Business	Money Lending Business	Corporate Management Solutions and I.T. Contract Services Business	Others	Consolidated
		軟件業務 HK\$'000 千港元 (Unaudited) (未經審核)	證券投資業務 HK\$'000 千港元 (Unaudited) (未經審核)	借貸業務 HK\$'000 千港元 (Unaudited) (未經審核)	企業管理 解決方案及 資訊科技合約 服務業務 HK\$'000 千港元 (Unaudited) (未經審核)	其他 HK\$'000 千港元 (Unaudited) (未經審核)	綜合 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Assets</b>	<b>資產</b>						
Segment assets	分部資產	608,105	612,429	12,419	60,869	7,393	1,301,215
<b>Reconciliation:</b>	<b>對賬:</b>						
Assets of a disposal subsidiary classified as held for sale	分類為持作銷售之出售一間附屬公司資產						20,367
Unallocated assets	未分配資產						
- Property, plant and equipment	- 物業、廠房及設備						201
- Investment properties	- 投資物業						37,500
- Derivative financial instruments	- 衍生金融工具						959
- Investment in an associate	- 於一間聯營公司之投資						44,148
- Investment in a joint venture	- 於一間合營企業之投資						-
- Contingent consideration receivable	- 應收或然代價						18,735
- Loan receivable from an associate	- 應收一間聯營公司貸款						27,230
- Trade and other receivables	- 貿易及其他應收款項						10,600
- Cash and cash equivalents	- 現金及現金等價物						5,531
Total assets	資產總值						1,466,486
<b>Liabilities</b>	<b>負債</b>						
Segment liabilities	分部負債	37,617	22,877	229	15,014	4,285	80,022
<b>Reconciliation:</b>	<b>對賬:</b>						
Liabilities of a disposal subsidiary classified as held for sale	分類為持作銷售之出售一間附屬公司負債						367
Unallocated liabilities	未分配負債						
- Trade and other payables	- 貿易及其他應付款項						10,095
- Loan notes	- 貸款票據						130,000
- Convertible notes	- 可換股票據						73,499
- Current tax liabilities	- 當期稅項負債						17
Total liabilities	負債總額						294,000
<b>Other segment information:</b>	<b>其他分部資料:</b>						
Additions to property, plant and equipment	添置物業、廠房及設備	-	-	-	316	1	317
Development costs capitalised	開發成本資本化	11,325	-	-	-	-	11,325

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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### 10. SEGMENT REPORTING (continued)

#### (b) Segment assets and liabilities (continued)

Information regarding the Group's reportable segments as at 31 December 2016 is set out below.

### 10. 分部報告(續)

#### (b) 分部資產及負債(續)

31 December 2016  
二零一六年十二月三十一日

	Software Business	Securities Investment Business	Money Lending Business	Corporate Management Solutions and I.T. Contract Services Business	Others	Consolidated
	軟件業務 HK\$'000 千港元 (Re-presented) (重新列報) (Audited) (經審核)	證券投資業務 HK\$'000 千港元 (Re-presented) (重新列報) (Audited) (經審核)	借貸業務 HK\$'000 千港元 (Re-presented) (重新列報) (Audited) (經審核)	技合約服務業務 HK\$'000 千港元 (Re-presented) (重新列報) (Audited) (經審核)	企業管理解決方案及資訊科 其他 HK\$'000 千港元 (Re-presented) (重新列報) (Audited) (經審核)	綜合 HK\$'000 千港元 (Re-presented) (重新列報) (Audited) (經審核)
<b>Assets</b>	<b>資產</b>					
Segment assets	601,107	611,752	18,856	64,317	9,148	1,305,180
<b>Reconciliation:</b>	<b>對賬：</b>					
Assets relating to discontinued operation	與已終止經營業務相關的資產					18,786
Unallocated assets	未分配資產					
- Property, plant and equipment	- 物業、廠房及設備					361
- Investment properties	- 投資物業					62,400
- Derivative financial instruments	- 衍生金融工具					959
- Contingent consideration receivable	- 應收或然代價					18,710
- Investments in associates	- 於聯營公司的投資					38,939
- Investment in a joint venture	- 於一間合營企業的投資					-
- Trade and other receivables	- 貿易及其他應收款項					9,747
- Cash and cash equivalents	- 現金及現金等價物					14,430
Total assets	資產總值					1,469,512
<b>Liabilities</b>	<b>負債</b>					
Segment liabilities	39,003	23,367	204	13,749	7,079	83,402
<b>Reconciliation</b>	<b>對賬</b>					
Liabilities relating to discontinued operation	與已終止經營業務相關的負債					14,117
Unallocated liabilities	未分配負債					
- Trade and other payables	- 貿易及其他應付款項					7,618
- Deferred tax liabilities	- 遞延稅項負債					136
- Loan notes	- 貸款票據					210,000
- Convertible notes	- 可換股票據					71,789
Total liabilities	負債總額					387,062
<b>Other segment information:</b>	<b>其他分部資料：</b>					
Additions to property, plant and equipment	-	-	(23)	(313)	(7)	(343)
Development costs capitalised	(28,144)	-	-	-	-	(28,144)

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### 10. SEGMENT REPORTING (continued)

#### (c) Geographical information

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

### 10. 分部報告(續)

#### (c) 地區資料

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

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		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) (重新列報) (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 (Re-presented) (重新列報) (Unaudited) (未經審核)
<b>Continuing operations</b>	<b>持續經營業務</b>				
<b>Revenue from external customers</b>	<b>外界客戶收入</b>				
Hong Kong	香港	17,309	8,829	38,029	22,232
United States of America	美國	9,738	11,019	21,550	24,598
Russia	俄羅斯	1,692	2,358	7,324	11,840
Germany	德國	1,399	2,873	2,956	6,304
United Kingdom	英國	1,473	1,880	3,299	4,360
Japan	日本	1,676	1,724	3,389	3,521
Australia	澳洲	891	1,091	1,847	2,316
Canada	加拿大	790	963	1,766	2,133
Others (including Mainland China)	其他(包括中國內地)	9,078	8,355	19,594	18,408
		<b>44,046</b>	<b>39,092</b>	<b>99,754</b>	<b>95,712</b>
				<b>30 June 2017 二零一七年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)</b>	<b>31 December 2016 二零一六年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)</b>
<b>Specified non-current assets</b>	<b>指定非流動資產</b>				
Hong Kong	香港			<b>620,823</b>	<b>647,382</b>

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### 11. DIVIDENDS

The Board does not recommend the payment of any dividend for the Period (2016: HK\$ 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：零港元)。

### 12. INVESTMENT PROPERTIES

On 11 March 2016, the Group entered into a sale and purchase agreement with an independent third party to acquire 100% of the issued share capital of Million Worldwide Investment Limited (“Million Worldwide”), and a sum of HK\$26,899,220 owing from Million Worldwide and its subsidiary to the vendor at the cash consideration of HK\$20,000,000. Completion of the acquisition took place on 21 March 2016. Million Worldwide is principally engaged in investment holding and owns the entire issued shares of Talent Vision Limited (“Talent Vision”) which legally and beneficially owns a property located in Hong Kong. The property is located at Shop No. G28, Ground Floor, Commercial Podium, Sincere House, No. 83 Argyle Street, Kowloon, Hong Kong. In accordance with HKFRS 3 (Revised) “Business Combinations”, this transaction is accounted as an asset acquisition. Details of the acquisition are set out in the Company’s announcements dated 11 March 2016 and 21 March 2016.

On 29 March 2016, the Group entered into a sale and purchase agreement with an independent third party to acquire additional 51% interest of Dragon Oriental Investment Limited (“Dragon Oriental”) at the cash consideration of HK\$17,340,000. Completion of the acquisition took place on 31 March 2016. Immediately after completion of the acquisition, Dragon Oriental becomes an indirect wholly-owned subsidiary of the Company. Dragon Oriental is principally engaged in property investment and its principal asset is a property located in Hong Kong. The property is located at Shop F, Ground Floor, Yenfu Mansion, Nos. 121–125, 129–135, 139 and 141, Hip Wo Street and Nos. 92–112 Shui Wo Street, Kowloon, Hong Kong. In accordance with HKFRS 3 (Revised) “Business Combinations”, this transaction is accounted as an asset acquisition. Details of the acquisition are set out in the Company’s announcements dated 29 March 2016 and 31 March 2016.

On 31 July 2017, Million Worldwide (a wholly-owned subsidiary of the Company) as vendor, an independent third party as purchaser, and the Company as the vendor’s guarantor entered into a provisional agreement for the disposal of 100% of the issued shares of Talent Vision and all the loan owing by Talent Vision to Million Worldwide as at completion date at an aggregate cash consideration of HK\$20,000,000. The investment property held by Talent Vision was then reclassified as held for sale. As at the date of this report, the completion of the disposal of Talent Vision has not yet taken place. Details of the proposed disposal are set out in the Company’s announcement dated 31 July 2017 and notes 17 and 25 to the unaudited condensed consolidated financial statements contained in this report.

### 12. 投資物業

於二零一六年三月十一日，本集團與一名獨立第三方訂立買賣協議，以收購Million Worldwide Investment Limited(「Million Worldwide」)全部已發行股本以及Million Worldwide及其附屬公司結欠賣方為數26,899,220港元的款項，現金代價為20,000,000港元。收購事項已於二零一六年三月二十一日完成。Million Worldwide主要從事投資控股，擁有Talent Vision Limited(「Talent Vision」)全部已發行股份，而Talent Vision合法實益擁有一項位於香港的物業。該物業位於香港九龍亞皆老街83號先施大廈商場地下G28號舖。根據香港財務報告準則第3號(經修訂)「業務合併」，此項交易乃入賬列作資產收購。有關該收購的詳情載於本公司日期為二零一六年三月十一日及二零一六年三月二十一日的公告。

於二零一六年三月二十九日，本集團與一名獨立第三方訂立買賣協議，以收購Dragon Oriental Investment Limited(「Dragon Oriental」)額外51%權益，現金代價為17,340,000港元。收購事項已於二零一六年三月三十一日完成。緊隨收購完成後，Dragon Oriental成為本公司的間接全資附屬公司。Dragon Oriental主要從物業投資業務，其主要資產為一項位於香港的物業。該物業位於香港九龍協和街121–125、129–135、139及141號及瑞和街92–112號仁富大廈地下F號舖。根據香港財務報告準則第3號(經修訂)「業務合併」，此項交易乃入賬列作資產收購。有關該收購的詳情載於本公司日期為二零一六年三月二十九日及二零一六年三月三十一日的公告。

於二零一七年七月三十一日，Million Worldwide(本公司一家全資附屬公司，作為賣方)、一名獨立第三方(作為買方)及本公司(作為賣方擔保人)訂立一份臨時協議，以出售Talent Vision之100%已發行股份及截至完成日期Talent Vision結欠Million Worldwide的貸款總額，現金總代價為20,000,000港元。Talent Vision持有的投資物業其時已重新分類為持作出售。於本報告日期，出售Talent Vision之交易尚未完成。有關該建議出售事項的詳情載於本公司日期為二零一七年七月三十一日的公告及本報告所載未經審核簡明綜合財務報表附註17及25。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 June 2017  
(Expressed in Hong Kong dollars)

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(以港元列示)

### 13. AVAILABLE-FOR-SALE FINANCIAL ASSETS

### 13. 可供出售金融資產

		30 June 2017 二零一七年 六月三十日 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)
Listed investments, at fair value	按公平價值計量的上市投資		
Equity securities listed in Hong Kong	於香港上市的股本證券	80,502	81,420
Unlisted investment fund	非上市投資基金	1,395	2,147
Unlisted equity securities	非上市股本證券	1,781	–
		<b>83,678</b>	83,567
Analysed as:	分析為以下項目：		
Non-current assets	非流動資產	<b>83,678</b>	83,567

As at 30 June 2017, available-for-sale financial assets with carrying amount of approximately HK\$61,588,000 (31 December 2016: approximately HK\$40,441,000) have been charged in favour of brokerage firms as collateral for the Group's liabilities in respect of its margin trading accounts.

於二零一七年六月三十日，賬面值約為61,588,000港元(二零一六年十二月三十一日：約40,441,000港元)的可供出售金融資產已抵押予經紀行作為本集團就其保證金貿易賬戶所涉及負債的抵押品。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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### 14. TRADE AND OTHER RECEIVABLES

### 14. 貿易及其他應收款項

		30 June 2017 二零一七年 六月三十日 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)
Trade receivables (note (b))	貿易應收賬款(附註(b))	29,803	37,899
Less: Allowance for doubtful debt (note (c))	減：呆賬撥備(附註(c))	(20)	(304)
		<b>29,783</b>	37,595
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	<b>20,751</b>	17,430
Amounts due from brokers	應收經紀款項	<b>4,121</b>	4,029
Amount due from a joint venture	應收一間合營企業款項	<b>1,754</b>	1,249
Amounts due from non-controlling interests of a subsidiary	應收一間附屬公司之非控股權益款項	-	45
		<b>56,409</b>	60,348
Analysed as:	分析為以下項目：		
Current assets	流動資產	<b>56,409</b>	54,348
Non-current assets	非流動資產	-	6,000
		<b>56,409</b>	60,348

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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### 14. TRADE AND OTHER RECEIVABLES (continued)

#### (a) Ageing analysis

According to the credit rating of different customers and service providers, the Group normally allows credit periods ranged from 0 to 90 days (31 December 2016: 0 to 90 days) to its trade customers.

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

### 14. 貿易及其他應收款項(續)

#### (a) 賬齡分析

根據不同客戶及服務供應商的信貸評級，本集團給予其貿易客戶的信貸期一般介乎0至90日(二零一六年十二月三十一日：0至90日)。

本集團的貿易應收賬款(扣除減值虧損撥備)根據到期日的賬齡分析如下：

		30 June 2017 二零一七年 六月三十日 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)
Not due	未逾期	22,450	31,458
Less than 1 month past due	逾期少於1個月	2,495	1,331
More than 1 month but less than 3 months past due	逾期超過1個月但少於3個月	4,143	3,928
More than 3 months but less than 12 months past due	逾期超過3個月但少於12個月	583	749
More than 12 months past due	逾期超過12個月	112	129
Amounts past due	逾期金額	7,333	6,137
		<b>29,783</b>	<b>37,595</b>



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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### 14. TRADE AND OTHER RECEIVABLES (continued)

#### (b) Loan receivables

As of 30 June 2017, included in the Group's trade receivables were loans to customers of approximately HK\$11,339,000 (31 December 2016: HK\$11,673,000) for the Money Lending Business. The detailed analysis of loan receivables is as follows:

		Secured 已抵押		Unsecured 無抵押		Total 總計	
		30 June 2017 二零一七年 六月三十日 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)	30 June 2017 二零一七年 六月三十日 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)	30 June 2017 二零一七年 六月三十日 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)
Current	即期	11,339	5,484	-	189	11,339	5,673
Non-current	非即期	-	6,000	-	-	-	6,000
Balance at 30 June 2017/ 31 December 2016	於二零一七年六月三十日/ 二零一六年十二月三十一日 之結餘	11,339	11,484	-	189	11,339	11,673

As at 30 June 2017, the loan receivables of approximately HK\$11,339,000 (31 December 2016: HK\$11,484,000) were secured by the collaterals.

#### (c) Impairment of trade receivables

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

### 14. 貿易及其他應收款項(續)

#### (b) 應收貸款

截至二零一七年六月三十日，本集團的貿易應收賬款包括就借貸業務向客戶貸款約11,339,000港元(二零一六年十二月三十一日：11,673,000港元)。應收貸款詳細分析如下：

於二零一七年六月三十日，應收貸款約11,339,000港元(二零一六年十二月三十一日：11,484,000港元)乃由抵押品作抵押。

#### (c) 貿易應收賬款的減值

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

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### 15. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

### 15. 透過損益以公平價值列賬的金融資產

	30 June 2017 二零一七年 六月三十日 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)
Equity securities held for trading, at fair value, Listed in Hong Kong	520,286	523,899
Analysed as: Current assets	520,286	523,899

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

As at 30 June 2017, financial assets at fair value through profit or loss with carrying amount of approximately HK\$134,013,000 (31 December 2016: HK\$146,770,000) have been charged in favour of brokerage firm as collateral for the Group's liabilities in respect of its margin trading account.

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

### 16. LOAN RECEIVABLE FROM AN ASSOCIATE

The loan is unsecured, non-interest bearing and repayable on demand.

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

於二零一七年六月三十日，賬面值約為134,013,000港元(二零一六年十二月三十一日：146,770,000港元)的透過損益以公平價值列賬的金融資產已抵押予經紀行作為本集團就其保證金貿易賬戶所涉及負債的抵押品。

透過損益以公平價值列賬的金融資產以港元列值。

### 16. 應收一間聯營公司貸款

有關貸款為無抵押、免息以及須按要求償還。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

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### 17. ASSETS AND LIABILITIES OF A DISPOSAL SUBSIDIARY CLASSIFIED AS HELD FOR SALE

On 31 July 2017, Million Worldwide as vendor, the Company as the vendor's guarantor and an independent third party as purchaser entered into a provisional agreement pursuant to which the Group will dispose of 100% of the issued shares of Talent Vision and all the loan owing by Talent Vision to Million Worldwide as at completion date at an aggregate cash consideration of HK\$20,000,000. The details of the proposed disposal are set out in the Company's announcement dated 31 July 2017. The completion of the disposal has not yet taken place as at the date of this report.

The assets and liabilities of Talent Vision classified as held for sale as at 30 June 2017 are as follows:

### 17. 分類為持作銷售之出售附屬公司資產及負債

於二零一七年七月三十一日，Million Worldwide(作為賣方)、本公司(作為賣方的擔保人)與一名獨立第三方(作為買方)訂立一份臨時協議，據此，本集團將出售Talent Vision之100%已發行股份及截至完成日期Talent Vision結欠Million Worldwide的貸款總額，總現金代價為20,000,000港元。有關該建議出售的詳情載於本公司日期為二零一七年七月三十一日的公告。於本報告日期，該出售事項尚未完成。

於二零一七年六月三十日，Talent Vision分類為持有待售的資產及負債如下：

		30 June 2017 二零一七年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)
Investment property	投資物業	20,292
Tax recoverable	可收回稅項	75
<b>Total assets classified as held for sale</b>	<b>分類為持有待售的資產總值</b>	<b>20,367</b>
Other payables	其他應付款項	231
Deferred tax liabilities	遞延稅務負債	136
<b>Total liabilities classified as held for sale</b>	<b>分類為持有待售的負債總額</b>	<b>367</b>

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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### 18. TRADE AND OTHER PAYABLES

### 18. 貿易及其他應付款項

		30 June 2017 二零一七年 六月三十日 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)
Trade payables	貿易應付賬款	5,291	5,016
Deferred income	遞延收入	3,634	3,889
Amounts due to non-controlling interests of a subsidiary	應付一間附屬公司之非控股權益款項	669	3,972
Loan notes interest payables	應付貸款票據利息	8,778	4,983
Accrued expenses and other payables	應計費用及其他應付款項	10,053	26,902
		<b>28,425</b>	<b>44,762</b>

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

貿易應付賬款根據收取貨品／服務日期的賬齡分析如下：

		30 June 2017 二零一七年 六月三十日 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)
Less than 3 months	少於3個月	1,140	2,399
More than 3 months but less than 12 months	超過3個月但少於12個月	3,864	1,847
More than 12 months	超過12個月	287	770
		<b>5,291</b>	<b>5,016</b>

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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### 19. LOAN NOTES

			30 June 2017 二零一七年 六月三十日 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)
Jun 2015 Notes	二零一五年六月票據	(a)	–	19,000
Aug 2015 Notes	二零一五年八月票據	(b)	130,000	191,000
			130,000	210,000
Analysed as:	分析為以下項目：			
Current liabilities	流動負債		130,000	208,000
Non-current liabilities	非流動負債		–	2,000
			130,000	210,000

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

Pursuant to a note placing agreement dated 26 June 2015, the Company issued 10% unconditional, unsubordinated and unsecured loan notes in an aggregate principal amount of HK\$19,000,000 to certain subscribers during the period commencing on the date of the placing agreement and up to (and including) the date falling on the 15th day of the sixth month after the date of the placing agreement. The Jun 2015 Notes are denominated in HK\$ and will mature on the second anniversary of the issue dates of the Jun 2015 Notes. As at 30 June 2017, the Jun 2015 Notes in an aggregate principal amount of HK\$19,000,000 have been early redeemed in full by the Company.

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

Pursuant to a note placing agreement dated 20 August 2015, the Company issued 9% unconditional, unsubordinated and unsecured loan notes in an aggregate principal amount of HK\$191,000,000 to certain subscribers during the period commencing on the date of the placing agreement and up to (and including) the date falling on the 15th day of the sixth month after the date of the placing agreement. The Aug 2015 Notes are denominated in HK\$. As at 30 June 2017, the Aug 2015 Notes in an aggregate principal amount of HK\$130,000,000 remained outstanding. The outstanding Aug 2015 Notes will become mature in October 2017.

### 19. 貸款票據

			30 June 2017 二零一七年 六月三十日 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)
Jun 2015 Notes	二零一五年六月票據	(a)	–	19,000
Aug 2015 Notes	二零一五年八月票據	(b)	130,000	191,000
			130,000	210,000
Analysed as:	分析為以下項目：			
Current liabilities	流動負債		130,000	208,000
Non-current liabilities	非流動負債		–	2,000
			130,000	210,000

#### (a) 10厘年息票據(「二零一五年六月票據」)

根據日期為二零一五年六月二十六日的票據配售協議，自配售協議日期起直至配售協議日期後第六個月的第15日當日(包括該日)止期間，本公司向若干認購人發行10厘本金總額為19,000,000港元的無條件、非後償及無抵押貸款票據。二零一五年六月票據以港元列值，並將於二零一五年六月票據發行日期第二週年到期。於二零一七年六月三十日，本公司已悉數提早贖回本金總額為19,000,000港元的二零一五年六月票據。

#### (b) 9厘年息票據(「二零一五年八月票據」)

根據日期為二零一五年八月二十日的票據配售協議，自配售協議日期起直至配售協議日期後第六個月的第15日當日(包括該日)止期間，本公司向若干認購人發行9厘本金總額為191,000,000港元的無條件、非後償及無抵押貸款票據。二零一五年八月票據以港元列值。於二零一七年六月三十日，本金總額130,000,000港元的二零一五年八月票據仍未償還。尚未償還的二零一五年八月票據將於二零一七年十月到期。

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(以港元列示)

### 20. CONVERTIBLE NOTES

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

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

### 20. 可換股票據

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

可換股票據包含權益、負債及衍生工具三個部分。

	Equity component 權益部分 HK\$'000 千港元	Liability component 負債部分 HK\$'000 千港元	Derivative component 衍生工具部分 HK\$'000 千港元	Total 總計 HK\$'000 千港元	
At 1 January 2016 (unaudited), at 31 December 2016 (audited) and at 1 January 2017 (unaudited)	於二零一六年一月一日 (未經審核)、 於二零一六年十二月三十一日 (經審核) 及於二零一七年一月一日 (未經審核)	25,555	71,789	(959)	96,385
Effective interest expenses for the Period	本期間實際利息開支	-	1,710	-	1,710
At 30 June 2017 (unaudited)	於二零一七年六月三十日 (未經審核)	25,555	73,499	(959)	98,095

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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(以港元列示)

### 21. SHARE CAPITAL

### 21. 股本

		Nominal value per share 每股面值	Number of shares 股份數目	Amount 金額
	Note 附註	HK\$ 港元	'000 千股	HK\$'000 千港元
<b>Authorised:</b>				
<b>Ordinary shares</b>				
At 1 January 2017 (Unaudited)		0.01	80,000,000	800,000
At 30 June 2017 (Unaudited)		0.01	80,000,000	800,000
<b>Issued and fully paid:</b>				
<b>Ordinary shares</b>				
At 1 January 2017 (Unaudited)		0.01	296,299	2,963
Rights issue of shares	21(a)	0.01	148,149	1,481
At 30 June 2017 (Unaudited)		0.01	444,448	4,444

#### (a) Rights Issue

On 21 December 2016, the Board proposed the rights issue ("2017 Rights 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 completion of the 2017 Rights Issue took place on 15 February 2017, on which 148,149,412 rights shares were issued. The aggregate nominal value of the rights shares was approximately HK\$1,481,000. 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）。

二零一七年供股已於二零一七年二月十五日完成，據此已發行148,149,412股供股股份，該等供股股份的總面值約為1,481,000港元。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。

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### 22. RESERVES

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

### 23. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

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

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

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

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

### 22. 儲備

本集團於本期間及去年同期的儲備金額及變動於未經審核簡明綜合權益變動表列報。

### 23. 金融工具的公平價值計量

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

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

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

第三級輸入數據：資產或負債的不可觀察輸入數據。



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### 23. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (continued)

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

(a) Disclosures of level in fair value hierarchy at 30 June 2017 and 31 December 2016:

### 23. 金融工具的公平價值計量(續)

本集團的政策為確認截至事件或變化日期導致轉撥的任何三個級別轉入及轉出情況。

(a) 於二零一七年六月三十日及二零一六年十二月三十一日的公平價值等級披露：

DESCRIPTION	詳情	Fair value measurements using: 公平價值計量所用層級：			Total 總計
		Level 1 第一級 HK\$'000 千港元 (Unaudited) (未經審核)	Level 2 第二級 HK\$'000 千港元 (Unaudited) (未經審核)	Level 3 第三級 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2017 二零一七年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Recurring fair value measurements:</b> 經常性公平價值計量：					
<b>Financial assets</b> 金融資產					
Financial assets at fair value through profit or loss 透過損益以公平價值列賬的金融資產					
Listed securities 上市證券		520,286	-	-	520,286
Derivative financial instruments 衍生金融工具		-	-	959	959
Available-for-sale financial assets 可供出售金融資產					
Listed securities 上市證券		80,502	-	-	80,502
Unlisted equity securities 非上市股本證券		-	-	1,781	1,781
Unlisted investment fund 非上市投資基金		-	-	1,395	1,395
Contingent consideration receivable 應收或然代價		-	-	18,735	18,735
<b>Investment properties</b> 投資物業					
Commercial unit – Hong Kong 商業單位 – 香港		-	37,500	-	37,500
<b>Total</b>	<b>總計</b>	<b>600,788</b>	<b>37,500</b>	<b>22,870</b>	<b>661,158</b>

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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### 23. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (continued)

### 23. 金融工具的公平價值計量(續)

(a) Disclosures of level in fair value hierarchy at 30 June 2017 and 31 December 2016: (continued)

(a) 於二零一七年六月三十日及二零一六年十二月三十一日的公平價值等級披露：(續)

DESCRIPTION	詳情	Fair value measurements using: 公平價值計量所用層級：			Total 總計
		Level 1	Level 2	Level 3	31 December 2016 二零一六年 十二月三十一日
		第一級 HK\$'000 千港元 (Audited) (經審核)	第二級 HK\$'000 千港元 (Audited) (經審核)	第三級 HK\$'000 千港元 (Audited) (經審核)	十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>Recurring fair value measurements:</b> 經常性公平價值計量：					
<b>Financial assets</b> 金融資產					
Financial assets at fair value through profit or loss 透過損益以公平價值列賬的					
Listed securities 上市證券					
		523,899	-	-	523,899
Derivative financial instruments 衍生金融工具					
		-	-	959	959
Available-for-sale financial assets 可供出售金融資產					
Listed securities 上市證券					
		81,420	-	-	81,420
Unlisted investment fund 非上市投資基金					
		-	-	2,147	2,147
Contingent consideration receivable 應收或然代價					
		-	-	18,710	18,710
<b>Investment properties</b> 投資物業					
Commercial units-Hong Kong 商業單位-香港					
		-	62,400	-	62,400
<b>Total</b>	<b>總計</b>	<b>605,319</b>	<b>62,400</b>	<b>21,816</b>	<b>689,535</b>

There were no transfers between levels 1, 2 and 3 during the Period/the year in 2016.

於本期間/二零一六年內，第一、二及三級之間並無轉撥。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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### 23. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (continued)

### 23. 金融工具的公平價值計量(續)

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

(b) 根據第三級按公平價值計量的資產/(負債)對賬：

		30 June 2017 二零一七年六月三十日			
		Derivative financial instruments	Unlisted equity securities	Unlisted investment fund	Contingent consideration receivable
		衍生金融工具	非上市股本證券	非上市投資基金	應收或然代價
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
At 1 January 2017	於二零一七年一月一日	959	-	2,147	18,710
Purchases/additions	購買/添置	-	1,781	-	-
Total gains/(loss) recognised	於下列項目確認的 收益/(虧損)總額				
- in profit or loss <sup>(#)</sup>	- 損益 <sup>(#)</sup>	-	-	-	25
- in other comprehensive income	- 其他全面收益	-	-	(752)	-
At 30 June 2017	於二零一七年六月三十日	959	1,781	1,395	18,735

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### 23. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (continued)

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

### 23. 金融工具的公平價值計量(續)

(b) 根據第三級按公平價值計量的資產/(負債)對賬：(續)

		31 December 2016 二零一六年十二月三十一日		
		Derivative financial instruments 衍生金融工具	Unlisted investment funds 非上市投資基金	Contingent consideration receivable 應收或然代價
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
		(Audited) (經審核)	(Audited) (經審核)	(Audited) (經審核)
At 1 January 2016	於二零一六年一月一日	21,564	30,613	-
Purchases/additions	購買/添置	-	-	17,593
Settlements	結付	-	(21,000)	-
Total gains/(losses) recognised	於下列項目確認的收益/ (虧損)總額			
- in profit or loss <sup>(#)</sup>	- 損益 <sup>(#)</sup>	(20,605)	-	1,117
- in other comprehensive income	- 其他全面收益	-	(7,466)	-
At 31 December 2016	於二零一六年十二月三十一日	959	2,147	18,710

<sup>(#)</sup> Included in other gains or losses

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

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

<sup>(#)</sup> 計入其他收益或虧損

於其他全面收益確認的虧損總額於未經審核簡明綜合損益及其他全面收益表中以可供出售金融資產公平價值虧損呈列。

於損益確認的收益/(虧損)總額包括於報告期末所持資產，並於未經審核簡明綜合損益表中以「其他收入以及其他收益及虧損」呈列。

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### 24. CAPITAL COMMITMENTS

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

Contracted but not provided for:

- capital contribution to a joint venture
- development cost for intangible assets

已訂約但未撥備：

- 向一間合營企業的注資
- 無形資產的開發成本

### 24. 資本承擔

於報告期末的資本承擔如下：

30 June 2017 二零一七年 六月三十日 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)
5,246	7,000
11,895	30,424
<b>17,141</b>	<b>37,424</b>

### 25. SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

#### (a) Proposed subscription of shares

On 19 July 2017, the Group entered into a subscription agreement with an independent third party which is a company incorporated in Hong Kong ("Target Company") in relation to the subscription of 9,000,000 new ordinary shares of the Target Company, representing 50% of the issued shares of the Target Company as at completion, at a cash consideration of HK\$3,000,000. The Target Company is principally engaged in the provision of children education and preschool services and operation of child care centre in Hong Kong. As at the date of this report, the completion of the subscription has not yet taken place. The subscription did not constitute a notifiable transaction of the Company under Chapter 19 of the GEM Listing Rules.

#### (b) Proposed disposal of a subsidiary and loan

On 31 July 2017, Million Worldwide (a wholly-owned subsidiary of the Company) as vendor, an independent third party as purchaser, and the Company as the vendor's guarantor entered into a provisional agreement for the disposal of 100% of the issued shares of Talent Vision and all the loan owing by Talent Vision to Million Worldwide as at completion at an aggregate cash consideration of HK\$20,000,000. Talent Vision legally and beneficially owns a property located in Hong Kong. As at the date of this report, the completion of the disposal has not taken place. Details of the proposed disposal are set out in the Company's announcement dated 31 July 2017.

### 26. COMPARATIVE FIGURES

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

### 25. 報告期後重大事項

#### (a) 建議認購股份

於二零一七年七月十九日，本集團與一名獨立第三方（為一間於香港註冊成立之公司）（「目標公司」）訂立一項認購協議，內容有關認購9,000,000股目標公司的新普通股，佔目標公司於交易完成時已發行股份的50%，現金代價3,000,000港元。目標公司主要從事在香港提供兒童教育及學前服務及經營幼兒中心。於本報告日期，該認購事項尚未完成。根據創業板上市規則第19章，該認購事項並不構成本公司一項須予公佈交易。

#### (b) 建議出售一間附屬公司及貸款

於二零一七年七月三十一日，本公司之全資附屬公司Million Worldwide（作為賣方）、一名獨立第三方（作為買方）及本公司（作為賣方擔保人）訂立一份臨時協議，以出售Talent Vision之100%已發行股份及截至完成交易時Talent Vision結欠Million Worldwide的貸款總額，總現金代價為20,000,000港元。Talent Vision合法實益擁有位於香港的一項物業。於本報告日期，出售事項尚未完成。建議出售事項的詳情披露於本公司日期為二零一七年七月三十一日之公告。

### 26. 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, Boom Max International Limited and its subsidiaries (“Boom Max Group”) continued to provide consumers with innovative system utilities and anti-virus software for superior personal computer performance and security as well as mobile phone applications and toolbar advertisement. The Group’s Software Business recorded a turnover of approximately HK\$56,844,000 for the Period (2016: approximately HK\$63,697,000), representing a decrease of approximately 10.8% as compared with that for the same period last year, and the segment profit for the Software Business amounted to approximately HK\$28,339,000 for the Period (2016: approximately HK\$36,032,000), representing a decrease of approximately 21.4% for the same period last year. The declining performance of the Software Business was mainly due to the decrease in turnover caused by the decline in the demand for personal computers (“PCs”) and keen competition in the market.

As mobile device including smartphones and tablets can provide more advanced functions, a continued decline in the popularity of PCs is expected. This has been adversely affecting the sales of Advanced SystemCare, the flagship product of the Group which is a system utility software helping users to protect their PCs from spyware and virus and detect and solve issues regarding computer security and performance.

The mobile device market is one of the fast growing markets and the Group predicts that more people connect to the internet through mobile device and expects the Group’s mobile app product, Advanced Mobile Care Security (“AMC Security”), which is a mobile security and booster app for Android phones and tablets, will satisfy the market needs and customers’ expectation.

Besides, in the computer security industry, advanced persistent threat attack has plagued the entire world continuously. In addition, ransomware has become a hot topic recently. With growing dependence on the internet, increase in number of online transactions, and rise in cyber-crime, the demand for anti-virus software is predicted to increase further. The Directors expect the users of the Group’s product, IObit Malware Fighter, which focuses mainly on protecting PCs from infection by ransomware, will be increasing in the second half of 2017.

In the past, the principal markets of the Software Business were mainly the U.S. and European countries. Expanding into Asia can be an attractive and a key long-term market strategy of the Group. In June 2017, the Group had launched new version of the product websites in different languages, including Thai, Burmese and Korean. The Group also plans to increase the coverage of its distribution channels through sales agents and resellers located in Japan, the Philippines, Myanmar, Thailand, Korea and other Asian countries in the second half of 2017.

#### 業務回顧

#### 持續經營業務：

##### 軟件業務

於本期間，Boom Max International Limited及其附屬公司(「Boom Max集團」)繼續為消費者提供可實現卓越個人電腦性能及安全的創新系統公用程式和防毒軟件，以及移動應用程式及工具列廣告。本集團的軟件業務於本期間錄得營業額約56,844,000港元(二零一六年：約63,697,000港元)，與去年同期相比減少約10.8%，而軟件業務的本期間分部溢利約為28,339,000港元(二零一六年：約36,032,000港元)，與去年同期相比減少約21.4%。軟件業務表現下滑乃主要由於個人電腦(「個人電腦」)需求回落及市場競爭激烈，因而導致營業額減少。

由於移動裝置(包括智能電話和平板電腦)可提供的功能越來越先進，預期個人電腦的普及性將持續減退，對本集團旗艦產品Advanced SystemCare(為一個幫助用戶保護個人電腦不受間諜軟件及病毒入侵和偵測及解決有關電腦安全及表現問題的系統功能軟件)的銷售造成了負面影響。

移動設備市場為快速發展市場之一，本集團預計更多人透過移動設備連接網絡，並預期本集團的移動應用程式產品及為安卓手機及平板而設的移動安全及加速應用程式Advanced Mobile Care Security(「AMC Security」)將可滿足市場的需要與客戶的期望。

此外，對電腦保安行業而言，全球不斷受進階持續性威脅的網絡攻擊困擾。其次，勒索軟件近來成為熱門話題。隨著人們越來越依賴網絡、網上交易數量急升及網路罪行抬頭，預期防毒軟件的需求將進一步增長。董事預期本集團的IObit Malware Fighter產品(主要專為保障個人電腦免受到勒索軟件干擾)的用戶數目將於二零一七年下半年增加。

過往軟件業務的主要市場大致為美國及歐洲各國。對本集團而言，進軍亞洲是一項具吸引力及關鍵的長遠市場策略。於二零一七年六月，本集團推出產品網站的新版本，提供不同語言包括泰語、緬甸語及韓語。本集團亦計劃於二零一七年下半年透過位於日本、菲律賓、緬甸、泰國、韓國及其他亞洲國家的銷售代理及經銷商增加分銷渠道的覆蓋範圍。

# MANAGEMENT DISCUSSIONS AND ANALYSIS

## 管理層討論及分析

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 alliance websites. The Boom Max Group plans to launch a new version of Advanced SystemCare at the end of 2017. Based on the internal database of the Boom Max Group, the Boom Max Group's products have over 28 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: over 33 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.

The Money Lending Business recorded an interest income of approximately HK\$449,000 for the Period (2016: approximately HK\$3,031,000), representing a decrease of approximately 85.2% as compared with that for the same period last year, and the segment profit for the Money Lending Business amounted to approximately HK\$538,000 for the Period (2016: approximately HK\$2,531,000), representing a decrease of approximately 78.7% over the same period last year. The decrease was mainly attributable to the withdrawal from the subordinate property mortgage loan business. The outstanding principal amount of loan receivables as at 30 June 2017 was approximately HK\$11,339,000. During the Period, the Group did not record any doubtful or bad debt in its Money Lending Business. Considered the recent volatile economy, the Directors will continue to operate this business in a prudent manner.

### *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 ("e-Perfect IT") and Wafer Systems (Hong Kong) Limited. The turnover and segment profit derived from this business segment for the Period were approximately HK\$33,619,000 (2016: approximately HK\$28,728,000) and approximately HK\$2,348,000 (2016: approximately HK\$3,816,000) respectively.

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聯盟網站下載。Boom Max 集團計畫於二零一七年末推出新版 Advanced SystemCare。根據 Boom Max 集團之內部數據，Boom Max 集團之產品擁有超過 28,000,000 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：超過 33,000,000 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。

本期間借貸業務錄得利息收入約 449,000 港元（二零一六年：約 3,031,000 港元），較去年同期減少約 85.2%，而本期間借貸業務之分部溢利達約 538,000 港元（二零一六年：約 2,531,000 港元），較去年同期減少約 78.7%。有關減幅乃主要由於撤回第二物業按揭貸款業務。於二零一七年六月三十日，應收貸款之未清償本金額約為 11,339,000 港元。本期間內，本集團借貸業務概無錄得任何呆賬或壞賬。考慮到近期經濟較波動，董事將繼續以審慎方針經營此業務。

### *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（「普暉科技」）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 33,619,000 港元（二零一六年：約 28,728,000 港元）及約 2,348,000 港元（二零一六年：約 3,816,000 港元）。

# MANAGEMENT DISCUSSIONS AND ANALYSIS

## 管理層討論及分析

e-Perfect IT and its subsidiaries (collectively referred to as “e-Perfect Group”) aims at becoming a comprehensive one-stop turnkey I.T. solution provider. During the Period, e-Perfect IT is one of the sub-contractors under the Standing Offer Agreement for Quality Professional Services (“SOA-QPS”) 3, which is part of the Hong Kong Government’s I.T. outsourcing strategy, aiming to enlarge the delivery capacity for I.T. services, accelerate the delivery of I.T. solutions and create a market of sufficient size to encourage the further development of the local I.T. industry. In addition, e-Perfect IT has been recently awarded as one of the main contractors of the Supply of the Services for Major Group of Category 2 to Government bureau/departments under SOA-QPS 4 for the period from 31 July 2017 to 30 July 2021. To enhance the financial performance of the Group, the e-Perfect Group will continue to bid certain projects announced by the government and bid more government projects from time to time in the future.

On 8 February 2017, the Company submitted a proposal to the Stock Exchange in respect of the proposed spin-off (the “Proposed Spin-off”) and separate listing of the Corporate Management Solutions and I.T. Contract Services Business on GEM pursuant to Practice Note 3 of the GEM Listing Rules. On 18 May 2017, the Stock Exchange confirmed that the Company may proceed with the Proposed Spin-off. In light of the volatility of the capital market and having carefully considered and assessed all circumstances, the Company has decided to put the Proposed Spin-off on hold. The Board considers that such decision will not have any material adverse impact on the existing business operations and financial positions of the Group. Details of the Proposed Spin-off are set out in the Company’s announcements dated 8 February 2017 and 22 May 2017.

### Securities Investment Business

During the Period, the segment loss for the Securities Investment Business amounted to approximately HK\$2,780,000 (2016: profit of approximately HK\$10,704,000). Such loss was mainly attributable to the combined effects of (i) the loss on disposal of the available-for-sale financial assets (“AFS Financial Assets”) of approximately HK\$2,775,000 and (ii) the net fair value gain on financial assets at fair value through profit or loss (“FVTPL Financial Assets”) of approximately HK\$15,000 (the “Fair Value Gain”) during the Period. The Fair Value Gain was mainly attributable to the combined effects of the fair value gain on the investment in First Credit Finance Group Limited (“First Credit”) (Stock Code: 8215), fair value loss on the investment in Convoy Global Holdings Limited (“Convoy Global”) (Stock Code: 1019) and the net fair value gain on other FVTPL Financial Assets of approximately HK\$1,449,000. The Fair Value Gain is a non-cash accounting treatment which did not affect the working capital sufficiency of the Group during the Period.

As at 30 June 2017, the FVTPL Financial Assets and the AFS Financial Assets of the Group with fair value of approximately HK\$520,286,000 (as at 31 December 2016: approximately HK\$523,899,000) and approximately HK\$83,678,000 (as at 31 December 2016: approximately HK\$83,567,000) respectively consisted of 11 investment items (2016: 12 items), 9 of which are shares of companies listed on the Stock Exchange, 1 of which is unlisted shares of a company while the remaining one is an unlisted investment fund.

普暉科技及其附屬公司(統稱為「普暉科技集團」)致力成為一間一站式全套資訊科技解決方案的供應商。於本期內，普暉科技為香港政府資訊科技服務外判策略的其中一部分—「優質資訊科技專業服務常備承辦協議(「SOA-QPS」)3」下的分包商之一，該協議旨在增強提供資訊科技服務的能力、加快推出資訊科技解決方案，以及開拓規模足以刺激本地資訊科技業發展的市場。此外，普暉科技最近獲頒授SOA-QPS 4下為政府辦公室／部門提供大型項目(組別二)服務之其中一位主要分包商，合約期由二零一七年七月三十一日至二零二一年七月三十日。就促進本集團的財務業績而言，普暉科技集團會繼續就政府宣佈的項目投標，日後不時競投更多政府項目。

於二零一七年二月八日，本公司根據創業板上市規則第3項應用指引向聯交所提交建議書，其有關建議分拆(「建議分拆」)企業管理解決方案及資訊科技合約服務業務並安排在創業板獨立上市。聯交所已於二零一七年五月十八日確認本公司可進行建議分拆。鑒於資本市場波動，經審慎考慮和評估所有情況，本公司決定暫緩進行建議分拆。董事會認為該決定將不會對本集團現有業務經營及財政狀況造成任何重大不利影響。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及二零一七年五月二十二日的公告。

### 證券投資業務

本期內，證券投資業務之分部虧損達約2,780,000港元(二零一六年：溢利約10,704,000港元)。有關虧損主要是綜合以下各項影響後的結果：(i)於本期內出售可供出售金融資產(「可供出售金融資產」)的虧損約2,775,000港元及(ii)透過損益以公平價值列賬的金融資產(「透過損益以公平價值列賬的金融資產」)之公平價值收益淨額約15,000港元(「公平價值收益」)。公平價值收益乃主要由於以下各項的綜合影響：投資第一信用金融集團有限公司(「第一信用」)(股份代號：8215)之公平價值收益、投資康宏環球控股有限公司(「康宏環球」)(股份代號：1019)之公平價值虧損及其他透過損益以公平價值列賬的金融資產之公平價值收益淨額約1,449,000港元所致。公平價值收益乃一項非現金會計處理，並不影響本集團本期內之營運資金充足性。

於二零一七年六月三十日，本集團透過損益以公平價值列賬的金融資產及可供出售金融資產的公平價值分別約為520,286,000港元(於二零一六年十二月三十一日：約523,899,000港元)及約83,678,000港元(於二零一六年十二月三十一日：約83,567,000港元)，由11個投資項目(二零一六年：12個)組成，其中9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 30 June 2017:

以下為本集團於二零一七年六月三十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 30 June 2017 (Note 1)	Market value as at 30 June 2017 (Unaudited)	Percentage to the Group's net assets as at 30 June 2017 (Unaudited)	Percentage to the Group's total assets as at 30 June 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六月三十日之已發行股本總額之百分比 (附註1)	於二零一七年六月三十日之市值 (未經審核) (HK\$'000) (千港元)	於二零一七年六月三十日估本集團之資產淨值百分比 (未經審核)	於二零一七年六月三十日估本集團之資產總值百分比 (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) (HK\$'000) (千港元)	本期間內股息收入 (未經審核) (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%	21,305	1.82%	1.45%	(5,703)	-
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	-	1,395	0.12%	0.10%	(751)	-
Convoy Global 康宏環球	4	Cayman Islands 開曼群島	13,512,000	0.09%	1,554	0.13%	0.11%	(1,567)	-
Target Insurance (Holdings) Limited ("Target Insurance") 泰加保險(控股)有限公司(「泰加保險」)	5	Hong Kong 香港	3,500,000	0.67%	5,425	0.46%	0.37%	(1,260)	-
Finsoft Financial Investment Holdings Limited ("Finsoft") 匯財金融投資控股有限公司(「匯財」)	6	Cayman Islands 開曼群島	186,492,340	14.79%	52,218	4.45%	3.56%	14,360	-
GET Mdream 聯夢智易	7	Hong Kong 香港	167,647	19%	1,781	0.15%	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	4	Cayman Islands 開曼群島	787,118,000	5.27%	90,519	7.72%	6.17%	(91,306)	-
First Credit 第一信用	8	Bermuda 百慕達	718,000,000	19.79%	423,620	36.13%	28.69%	89,750	-
CK Hutchison Holdings Limited ("CK Hutchison") 長江和記實業有限公司(「長江和記」)	9	Cayman Islands 開曼群島	20,000	0.0005%	1,960	0.17%	0.13%	202	39
AIA Group Limited ("AIA") 友邦保險控股有限公司(「友邦保險」)	10	Hong Kong 香港	30,000	0.0002%	1,712	0.15%	0.12%	399	19
Lenovo Group Limited ("Lenovo") 聯想集團有限公司(「聯想」)	11	Hong Kong 香港	300,000	0.0027%	1,479	0.13%	0.10%	69	-
Kingsoft Corporation Limited ("Kingsoft") 金山軟件有限公司(「金山軟件」)	12	Cayman Islands 開曼群島	49,000	0.0037%	996	0.09%	0.07%	5	-

# 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 principally engaged in (i) the provision of marketing and promotional services through the China Parenting Group's platform, including CI Web, mobile CI Web, Mobile Application Software ("APPs") and IPTV APPs; and (ii) e-commerce business in the People's Republic of China (the "PRC"). As disclosed in the first quarterly report of China Parenting for the three months ended 31 March 2017, it will continue to provide users with diversified services and be committed to upgrade in the mother-child industry based on smart family lifestyle. China Parenting submitted a formal application to the Stock Exchange on 30 March 2017 for the transfer of listing of shares from GEM to the Main Board of the Stock Exchange pursuant to Chapter 9A of the Listing Rules.
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. As disclosed in the newsletter of Hydra Capital SPC dated 3 February 2017, the main focus of Hydra Capital SPC in 2017 would be the revamp of the 2 flagship games: SanGuo Mobile and NBA Heroes. SanGuo Mobile 2 was already launched in August 2016 and NBA Heroes 2 is expected to be launched in October 2017. As a result, the management of Hydra Capital SPC expected to stabilise Hydra Capital SPC's revenue in 2017 and 2018. Hydra Capital SPC will continue to closely monitor its revamp and transition progress.
4. Convoy Global (stock code: 1019) and its subsidiaries (collectively referred to as the "Convoy Group") were principally engaged in the independent financial advisory business, money lending business, proprietary investment business, asset management business, corporate finance advisory business and securities dealing business. As disclosed in the annual report of Convoy Global for the year ended 31 December 2016, in order to pursue the Convoy Group's vision of becoming one of the leading financial groups across Asia, the Convoy 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 Convoy Group.
5. 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.
6. 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 and provision of corporate finance advisory services. As disclosed in the interim results announcement of Finsoft for the six months ended 30 June 2017, in consideration of the slow economic recovery and volatile global financial market, the Finsoft Group believes diversification of its business segments will allow it to maintain a healthy financial profile and secure sustainable growth. Looking ahead, the Finsoft Group will seize opportunities to expand the scale of its 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 the shareholders of Finsoft.
7. GET Mdream is an unlisted company, which was incorporated and registered in Hong Kong. GET Mdream is a member of Professional Insurance Brokers Association and a registered MPF Intermediary of Mandatory Provident Fund Schemes Authority, 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. As disclosed

### 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「中國育兒集團」)主要於中華人民共和國(「中國」)從事(i)透過中國育兒集團的平台(包括育兒網、移動育兒網、手機應用程式軟件(「APPs」)及IPTV APPs)提供營銷及推廣服務;及(ii)電子商務業務。詳情披露於中國育兒截至二零一七年三月三十一日止三個月之第一季度報告。該集團將會繼續向用戶提供多元服務,並會因應智能家居生活模式,致力提升母嬰行業。於二零一七年三月三十日,中國育兒集團根據上市規則第9A章正式向聯交所遞交申請,將股份由聯交所創業板轉移至主板上市。
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。誠如Hydra Capital SPC日期為二零一七年二月三日的簡訊所披露,Hydra Capital SPC於二零一七年的焦點為翻新兩款旗艦遊戲:手機三國及NBA英雄。手機三國2代已於二零一六年八月推出,預期NBA英雄2代將於二零一七年十月推出。故此,Hydra Capital SPC管理層預期,Hydra Capital SPC的收入於二零一七年及二零一八年漸趨穩定。Hydra Capital SPC將會密切監察旗下遊戲的翻新及變革過程。
4. 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、企業融資顧問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。
5. 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鉤。
6. 匯財(股份代號: 8018)及其附屬公司(統稱為「匯財集團」)主要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、資產投資及提供企業財務諮詢服務。誠如匯財截至二零一七年六月三十日止六個月之中期業績公告所披露,鑒於經濟復甦緩慢及全球金融市場波動,匯財集團相信,多元化匯財集團業務分部將令其能維持穩健財務狀況及取得可持續增長。展望未來,匯財集團將把握機會擴大其業務規模,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,為匯財股東帶來可持續回報。
7. 聯夢智易為非上市公司,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會員及強制性公積金計劃管理局之註冊積金公司中介人,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。誠如聯夢智易於二零一七年七月刊發之手冊所披露,其高舉以客為本及創造價值之精神,致

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in the booklet of GET Mdream published in July 2017, it upholds the spirit of putting customers first and creating values and strives to expand new business, and expects to build a triple-win situation among customers, company and colleagues in the next ten years.

8. 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 interim results announcement of First Credit for the six months ended 30 June 2017, looking ahead, the First Credit Group will maintain healthy development of different business segments to consolidate its business portfolio and diversify its source of income, with the ultimate aim to maximise value for shareholders. While leveraging its experience in money lending business, the First Credit Group also strives to develop its securities related business. Meanwhile, the First Credit Group will also closely monitor its capital base and ensure sufficient funding is maintained through various means to seize different potential opportunities.
  9. 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 interim results announcement of CK Hutchison for the six months ended 30 June 2017, there have been increasing signs in the first half of a modest recovery in business and consumer confidence in most major economies as well as improvements in trade flows. However, geopolitical risks, renewed uncertainty on commodity prices outlook and market concerns on interest rates and currencies movements, together with the acceleration of technological advancements, continue to pose considerable challenges to the operating environment of the CK Hutchison Group's businesses globally. The "One Belt, One Road" strategic initiative of Mainland China is expected to create ample business opportunities for the region. With its close economic connectivity and geographical proximity to the Mainland, as well as its advance economic development and diversity, Hong Kong is in a unique position to benefit from potential growth opportunities ahead. Despite certain macro challenges, the CK Hutchison Group continues to build on its strong fundamentals of diversification and resilience and has delivered good growth in profitability for the period. Prudent capital management on all investment activities, strict financial discipline in managing its core businesses, as well as maintaining a healthy liquidity and debt profile, will allow the CK Hutchison Group to pursue its growth initiatives and continue to deliver a steady return to the shareholders.
  10. 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 interim results announcement of AIA for the six months ended 31 May 2017, AIA's business is very strongly supported by major economic drivers of growth. The compounding benefits of growing economies and increasing wealth are leading to higher life insurance penetration rates and significant future growth potential for AIA. AIA's significant competitive advantages developed over long history in the region place AIA in a highly advantaged position. AIA remains confident in the AIA Group's long-term prospects ability to deliver sustainable value for AIA's shareholders.
  11. Lenovo (stock code: 992) and its subsidiaries 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 annual report of Lenovo for the year ended 31 March 2017, although Lenovo expects trading conditions to remain tough in many areas, Lenovo remains confident and positive about the future. Lenovo's focus this year, has been to maintain Lenovo industry leading profitability in personal computers while building its mobile and data center businesses into new growth and profit engines. This focus means Lenovo is accelerating its transformation from merely a 'device' player to a "Device + Cloud" one.
  12. Kingsoft (stock code: 3888) and its subsidiaries were principally engaged in the research and development of games, and provision of online games, mobile games and casual game services; provision of cloud storage and cloud computation services; and design, research and development and sales and marketing of the office software products and services of WPS Office. As disclosed in the quarterly results announcement of Kingsoft for the three months ended 31 March 2017, in the future, Kingsoft will continue focusing on the development of its games, cloud services and office software and services businesses.
- 力擴展新業務並期望未來十年在客戶、公司及同事之間創造三贏局面。
8. 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六月三十日止六個月之中期業績公告所披露, 展望將來, 為追求股東價值最大化, 第一信用集團將維持不同業務分部的健康發展, 鞏固旗下業務組合, 開拓收入來源。憑藉對借貸業務擁有豐富經驗的基礎上, 第一信用集團亦會竭力發展旗下證券相關業務。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, 以抓緊不同潛在機遇。
  9. 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。誠如長江和記截至二零一七年六月三十日止六個月之中期業績公告所披露, 上半年度, 大部分於主要經濟體的業務及消費者信心逐漸呈現溫和復甦跡象, 同時交易量有所改善。然而, 地緣政治、新的商品價格前景不明朗因素, 以及市場對利率及貨幣流動的關注, 加上技術發展加速, 均對長江和記環球業務的經營環境構成重大挑戰。中國大陸的「一帶一路」策略, 預期將能為區內帶來大量業務機遇。香港與內地經濟連繫緊密, 位置相近, 加上其經濟發展發達多元, 故具備獨特優勢, 能受惠於未來的潛在增長機遇。儘管面對若干宏觀挑戰, 長江和記集團繼續建基於其業務多元及適應能力所帶來的堅實基礎, 期內的盈利能力亦呈現良好增長。長江和記集團所有投資活動均有明智的資本管理, 管理其核心業務時遵守嚴謹財務守則, 並維持健康的流動資金及債務組合, 故能積極追求增長, 並持續為股東帶來穩定回報。
  10. 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。詳情披露於友邦保險截至二零一七年五月三十一日止六個月之中期業績公告, 友邦保險的業務得到經濟增長動力的強大支持。經濟增長及財富上升所帶來的複合利益, 為友邦保險帶來更高的人壽保險滲透率及重大未來增長潛力。友邦保險在區內擁有悠久歷史, 從而建立了重大競爭優勢, 使友邦保險處於非常有利位置。友邦保險依然深信友邦保險集團的長遠前景理想, 其有能力為友邦保險股東帶來可持續價值。
  11. 聯想(股份代號: 992)及其附屬公司主要從事個人電腦、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。詳情披露於聯想截至二零一七年三月三十一日止年度之年報。儘管聯想預期貿易條件將於多方面維持嚴峻, 聯想對未來維持信心樂觀。聯想的年內焦點, 乃維持其於個人電腦行業的領先盈利能力, 並同時將流動及數據中心業務建立為新的增長及盈利動力。此焦點意味聯想正加速其轉型, 由僅為「裝置」供應商轉型至「裝置+雲」供應商。
  12. 金山軟件(股份代號: 3888)及其附屬公司主要從事研究、開發遊戲, 以及提供網絡遊戲、手機遊戲及休閒遊戲服務; 提供雲存儲及雲計算服務; 及設計、研發及銷售及推廣辦公軟件產品及WPS Office的服務。詳情披露於金山軟件截至二零一七年三月三十一日止三個月之季度業績公告, 未來, 金山將繼續著重發展其遊戲、雲服務及辦公軟件與服務業務。

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Hong Kong stock market is expected to remain highly volatile. Under such market conditions, 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.

### AP Group

Reference is made to the announcements of the Company dated 13 June 2016, 23 June 2016 and 1 July 2016 in relation to the acquisition of 51% equity interest in AP Group Investment Holdings Limited (愛拼集團控股有限公司) (“AP” together with its subsidiaries, referred to as the “AP Group”).

On 13 June 2016, the Group entered into a sale and purchase agreement (“SP Agreement”) with Fragrant River Entertainment Culture (Holdings) Limited as vendor and Universe International Holdings Limited as guarantor pursuant to which the Group has conditionally agreed to acquire, and the vendor has conditionally agreed to sell 51% equity interest of AP, at the consideration of HK\$20,400,000, subject to downward adjustments as described below, which shall be settled by way of allotment and issue of 40,800,000 new ordinary shares of the Company, credited as fully paid, at an issue price of HK\$0.50 per share to the vendor (or its nominee), on the date of completion. The AP Group is principally engaged in the provision of education and training programs in relation to self-improvement and self-enhancement in Hong Kong. Completion of the acquisition took place on 1 July 2016.

In accordance with the SP Agreement, in the event that the audited consolidated profit after tax of AP attributable to the owners of AP from 1 January 2016 to 31 December 2017 (the “FY 2016 & 2017”) (which will only include income or gain generated by activities in the ordinary and usual course of business of the AP Group) (the “FY 2016 & 2017 Net Profit”) is less than HK\$16,000,000, the vendor shall and the guarantor shall procure the vendor to pay to the Group the Adjustment Amount (as defined below) in cash within 14 business days after the audited consolidated financial statements of AP for FY 2016 & 2017 are available.

The adjustment amount (the “Adjustment Amount”) will be determined in accordance with the formula set out below:

Adjustment Amount = HK\$20,400,000 – (FY 2016 & 2017 Net Profit/2) x 5 x 51%

For the purpose of adjustment, where the FY 2016 & 2017 Net Profit is a negative figure, the FY 2016 & 2017 Net Profit shall be deemed to be zero.

預期香港股市維持非常波動。於此市況下，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。

### 愛拼集團

茲提述本公司日期為二零一六年六月十三日、二零一六年六月二十三日及二零一六年七月一日的公告，內容有關收購愛拼集團控股有限公司(「愛拼」)，連同其附屬公司統稱「愛拼集團」)51%股權。

於二零一六年六月十三日，本集團與香江娛樂文化(控股)有限公司(作為賣方)及寰宇國際控股有限公司(作為擔保人)訂立一份買賣協議(「買賣協議」)，據此，本集團有條件同意收購而賣方有條件同意出售愛拼的51%股權，代價為20,400,000港元(可按下文所述進行下調)，將通過於完成日期按每股0.50港元之發行價，向賣方(或其代名人)配發及發行40,800,000股入賬列作繳足之本公司新普通股之方式支付。愛拼集團主要於香港從事提供有關自我提升及自我增值的教育及培訓計劃。有關收購事項於二零一六年七月一日完成。

根據買賣協議，倘愛拼自二零一六年一月一日至二零一七年十二月三十一日止(「二零一六及二零一七財政年度」)的愛拼股東應佔經審核除稅後綜合溢利(將僅包括愛拼集團於一般日常業務過程中之活動所得收入或收益)(「二零一六及二零一七財政年度溢利淨額」)少於16,000,000港元，賣方須於愛拼之二零一六及二零一七財政年度之經審核綜合財務報表備妥可供省覽後14個營業日內，以現金向本集團支付經調整金額(定義見下文)，而擔保人有責任促使賣方作出上述支付。

經調整金額(「經調整金額」)將按以下公式釐定：

經調整金額 = 20,400,000港元 – (二零一六及二零一七財政年度溢利淨額 / 2) x 5 x 51%

就調整而言，倘二零一六及二零一七財政年度溢利淨額為負數，則二零一六及二零一七財政年度溢利淨額應被視為零。

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The unaudited consolidated loss after tax of AP for the period from 1 January 2016 to 30 June 2017 amounted to approximately HK\$981,000. The unexpected financial performance of AP Group was mainly due to keen competition in the industry and the implementation of business plan lagging behind. The turnover and net profit derived from the AP Group for the Period were approximately HK\$8,832,000 and approximately HK\$1,550,000 respectively. The Board will closely monitor the financial performance of the AP Group.

### Investment in Jun Yang Energy

In 2016, Lucky Famous Limited (a wholly-owned subsidiary of the Company) acquired approximately 35% of the issued share capital of Jun Yang Energy Holdings Limited (君陽能源控股有限公司) (formerly known as Jun Yang Solar Power Investment Limited) (“Jun Yang Energy”) at an aggregate cash consideration of HK\$40,290,000. On 24 February 2017, the Group entered into a shareholder loan agreement in relation to the provision of a loan in the principal amount of US\$3.5 million (equivalent to approximately HK\$27,230,000) to Jun Yang Energy. The loan is unsecured, non-interest bearing and repayable on demand. The loan is in proportion to the Group’s shareholding in Jun Yang Energy when compared with those made by the other shareholders of Jun Yang Energy. Jun Yang Energy and its subsidiaries (collectively, the “Jun Yang Energy Group”) are principally engaged in the solar energy business with a focus on development, construction, operation and maintenance of power station projects in the PRC. During the Period, the Group recorded a share of profit of associate form the investment in Jun Yang Energy of approximately HK\$5,209,000.

The Chinese government has been implementing supportive policies to create a favourable economic environment that fuels the economic boom in the PRC since the last few decades and the Chinese economy is expected to grow despite the weakened global economy. In recent years, the Chinese government initiated advantageous policies that help the distributed solar power generation to combat air pollution and encourage the development of renewable energy. As announced by the National Energy Administration, the PRC is the biggest country with total solar power generation capacity at 43 gigawatts. Meanwhile, the Jun Yang Energy Group’s photovoltaic projects in the PRC have been under stable operation and generating electricity at a growing rate. In view of the supportive Chinese government and the steady development of the Jun Yang Energy Group, the Directors believe that the solar market in the PRC is sustainable and such acquisition presents the Group with a good opportunity to diversify its investment portfolio.

愛拼由二零一六年一月一日至二零一七年六月三十日之未經審核除稅後綜合虧損約達981,000港元。愛拼集團出現始料不及的財務業績，主要因為行業競爭激烈及執行業務計劃有所滯後。於本期間來自愛拼集團之營業額及溢利淨額分別約為8,832,000港元及約1,550,000港元。董事會將密切監測愛拼集團的財務表現。

### 投資於君陽能源

於二零一六年，Lucky Famous Limited(本公司一間全資附屬公司)以總現金代價40,290,000港元收購君陽能源控股有限公司(前稱君陽光電投資控股有限公司)(「君陽能源」)約35%已發行股本。於二零一七年二月二十四日，本集團訂立一份股東貸款協議，內容有關向君陽能源提供一筆本金額為3,500,000美元(相等於約27,230,000港元)的貸款。貸款為無抵押、免息及須按要求償還。貸款乃按本集團於君陽能源之股權比例，對照君陽能源其他股東所提供之貸款作出。君陽能源及其附屬公司(統稱「君陽能源集團」)主要於中國從事太陽能業務(專注於發電站項目之開發、建設、營運及維護)。本集團來自投資君陽能源之本期間應佔聯營公司溢利約為5,209,000港元。

過去幾十年，中國政府一直推行扶持政策，為中國之經濟蓬勃發展創造有利經濟環境，儘管全球經濟不振，惟中國經濟預期會有增長。近年，中國政府出台利好政策，有助分佈式太陽能發電抵禦空氣污染並鼓勵開發再生能源。誠如中國國家能源局所公佈，中國為全球太陽能發電總量最大之國家，達43吉瓦。同時，君陽能源集團於中國之光伏項目下持續穩步運營，其發電量不斷增加。鑑於中國政府之扶持政策以及君陽能源集團之穩步發展，董事相信，中國之太陽能市場有可持續發展性及該收購事項為本集團帶來多元化發展其投資組合之良機。

### Discontinued operation:

#### Insurance and MPF Schemes Brokerage Business

For the Period, the turnover and net profit of this business were approximately HK\$29,940,000 and approximately HK\$3,123,000 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 cash 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 was then accounted for as an AFS Financial Assets in the unaudited consolidated financial statements of the Group, and GET Mdream ceased to be a subsidiary of the Company. Meanwhile, the Insurance and MPF Schemes Brokerage Business ceased 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 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 the disposal are set out in the Company's announcement dated 21 March 2017.

## FINANCIAL REVIEW

### Turnover

During the Period, the turnover from continuing operations of the Group was approximately HK\$99,754,000, representing an increase of approximately 4.2% compared to the turnover of approximately HK\$95,712,000 for the six months ended 30 June 2016. The turnover from continuing operations for the Period was mainly contributed by the turnover from (i) the Software Business of approximately HK\$56,844,000, (ii) the Corporate Management Solutions and I.T. Contract Services Business of approximately HK\$33,619,000 and (iii) the provision of education and training programs of approximately HK\$8,832,000.

### 已終止經營業務：

#### 保險及強積金計劃經紀服務

本期間內，此業務之營業額及溢利淨額分別約為29,940,000港元及約3,123,000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港元之現金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（其後作為可供出售金融資產列賬於本集團之未經審核綜合財務報表內），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，以及把握機會，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。

### 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99,754,000港元，較截至二零一六年六月三十日止六個月營業額約95,712,000港元增加約4.2%。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56,844,000港元、(ii) 企業管理解決方案及資訊科技合約服務業務貢獻約33,619,000港元及(iii) 提供教育及培訓計劃貢獻約8,832,000港元。

# MANAGEMENT DISCUSSIONS AND ANALYSIS

## 管理層討論及分析

### Gross profit

The gross profit from continuing operations of the Group for the Period decreased by approximately 6.5% to approximately HK\$61,854,000 from approximately HK\$66,186,000 for the corresponding period in 2016.

### Finance costs

The finance costs for continuing operations of the Group decreased from approximately HK\$11,335,000 for the six months ended 30 June 2016 to approximately HK\$9,089,000 for the Period. The finance costs for continuing operations during the Period was mainly related to the loan notes issued by the Company during the period from April 2015 to January 2016.

### Profit for the Period

The Group recorded a net profit from continuing and discontinued operations of approximately HK\$12,469,000 for the Period (2016: approximately HK\$22,926,000). The net profit for the Period was mainly attributable to the combined effects of (i) the segment profit of approximately HK\$28,339,000 contributed by the Software Business, (ii) the segment loss of approximately HK\$2,780,000 contributed by the Securities Investment Business, (iii) the segment profit of approximately HK\$2,348,000 contributed by the Corporate Management Solutions and I.T. Contract Services Business, (iv) the segment profit of approximately HK\$3,122,000 contributed by the Insurance and MPF Schemes Brokerage Business, and (v) the share of profit of an associate of approximately HK\$5,209,000.

The profit attributable to owners of the Company was approximately HK\$2,980,000 for the Period as compared with the profit attributable to owners of the Company of approximately HK\$11,736,000 for the corresponding period in 2016.

### Liquidity, financial resources and capital structure

As at 30 June 2017, the Group's cash and cash equivalents and pledged deposit amounted to approximately HK\$72,764,000 (31 December 2016: approximately HK\$89,988,000), which were principally denominated in Renminbi, United States dollar and Hong Kong dollar (2016: Renminbi, United States dollar and Hong Kong dollar). As at 30 June 2017, the aggregate principal amount (excluding loan interest payable) of the Aug 2015 Notes with a fixed interest rate of 9% per annum with a maturity date falling in October 2017 and the non-interest bearing convertible notes ("Convertible Notes") with a maturity date falling in December 2017 were HK\$130,000,000 and approximately HK\$75,208,000 respectively. The Company has a right to redeem the Convertible Notes by the issue and delivery by the Company of an interest-bearing promissory note in favour of the noteholders in a principal amount equal to 100% of the then outstanding principal amount of the Convertible Notes upon their maturity. Details of the Aug 2015 Notes and the Convertible Notes are disclosed in notes 19 and 20 to the unaudited condensed consolidated financial statements in this report respectively.

### 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66,186,000港元下跌約6.5%至約61,854,000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六月三十日止六個月約11,335,000港元減少至本期間約9,089,000港元。本期間持續經營業務之融資成本主要涉及本公司於二零一五年四月至二零一六年一月期間發行的貸款票據。

### 本期間溢利

於本期間，本集團錄得來自持續經營及已終止經營業務的溢利淨額約12,469,000港元(二零一六年：約22,926,000港元)。於本期間錄得溢利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28,339,000港元，(ii)證券投資業務所帶來的分部虧損約2,780,000港元，(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2,348,000港元，(iv)保險及強積金計劃經紀業務所貢獻的分部溢利約3,122,000港元，及(v)應佔一間聯營公司溢利約5,209,000港元。

於本期間，本公司擁有人應佔溢利約為2,980,000港元，而二零一六年同期的本公司擁有人應佔溢利則約為11,736,000港元。

### 流動資金、財務資源及資本架構

於二零一七年六月三十日，本集團的現金及現金等價物以及已抵押存款約為72,764,000港元(二零一六年十二月三十一日：約89,988,000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。於二零一七年六月三十日，按9%固定年利率計息及到期日為於二零一七年十月的二零一五年八月票據及免息而到期日為二零一七年十二月的可換股票據(「可換股票據」)的本金總額(撇除應付貸款利息)，分別為130,000,000港元及約75,208,000港元。本公司有權透過本公司發行並交付一項計息承兌票據以贖回可換股票據，而該承兌票據將以票據持有人為受益人，其本金額等同於尚餘之可換股票據到期時之本金額100%。有關二零一五年八月票據及可換股票據的詳情，分別披露於本報告未經審核簡明綜合財務報表附註19及20。

# MANAGEMENT DISCUSSIONS AND ANALYSIS

## 管理層討論及分析

Taking into account the current financial position of the Group and funding needs to repay the Aug 2015 Notes and the Convertible Notes in full upon their respective maturity, the Board has resolved to dispose of part of its securities investment and properties owned by the Group. As regards the Convertible Notes, the Company may exercise its right to redeem such Convertible Notes by issuing and delivering the promissory notes to the noteholders, where the Board deems appropriate. On 31 July 2017, the Group entered into a provisional agreement pursuant to which the Group has conditionally agreed to dispose of 100% of the issued shares of Talent Vision and all the loan owing by Talent Vision to the Group as at completion at an aggregate consideration of HK\$20,000,000 in cash. The principal asset of Talent Vision is a property located in Hong Kong. Completion of the disposal of Talent Vision has not yet taken place as at the date of this report. Details of the proposed disposal are disclosed in notes 12, 17 and 25(b) to the unaudited condensed consolidated financial statements contained in this report and in the Company's announcement dated 31 July 2017.

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 Aug 2015 Notes in an aggregate principal amount of HK\$61,000,000 and the Jun 2015 Notes in an 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 2017 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 21(a) to the unaudited condensed consolidated financial statements contained in this report.

經計及本集團現時的財務狀況以及當二零一五年八月票據及可換股票據分別到期的時候悉數償付該等票據的資金需要，董事會議決出售部分本集團擁有的證券投資及物業。對於可換股票據，本公司可在董事會認為適當時，行使其權利藉發行承兌票據並將之交付予票據持有人以贖回該等可換股票據。於二零一七年七月三十一日，本集團訂立一項臨時協議，據此，本集團有條件同意出售Talent Vision的100%已發行股份以及截至完成交易時Talent Vision結欠本集團的貸款，總代價為20,000,000港元現金。Talent Vision的主要資產為一個位於香港的物業。截至本報告日期，出售Talent Vision交易尚未完成。有關該建議出售事項的詳情披露於本報告內的未經審核簡明綜合財務報表附註12、17及25(b)及本公司日期為二零一七年七月三十一日之公告。

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，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全部所得款項淨額及其內部資源以贖回一部分本金總額61,000,000港元的二零一五年八月票據及悉數贖回本金總額10,000,000港元的二零一五年六月票據，以減少本集團的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。二零一七年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21(a)。



# MANAGEMENT DISCUSSIONS AND ANALYSIS

## 管理層討論及分析

With all the net proceeds of the 2017 Rights Issue and internal resources of the Group, the Company early redeemed the Jun 2015 Notes in full and the Aug 2015 Notes partially on 21 March 2017 in an 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 30 June 2017, the total assets of the Group were approximately HK\$1,466,486,000 (31 December 2016: approximately HK\$1,469,512,000), whereas the total liabilities were approximately HK\$294,000,000 (31 December 2016: approximately HK\$387,062,000). The gearing ratio of the Group, calculated as total liabilities over total assets, was approximately 20.0% as at 30 June 2017 (31 December 2016: approximately 26.3%).

### Dividend

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

### Charges on the Group's Assets

As at 30 June 2017, the Group's pledged bank deposits of approximately US\$80,000, HK\$1,015,000 and HK\$1,006,000 (in aggregate, approximately HK\$2,643,000) (31 December 2016: in aggregate, approximately HK\$2,638,000) represented deposits pledged to banks to secure banking facilities to the extent of HK\$2,500,000 (31 December 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 0.3% per annum respectively.

As at 30 June 2017, the Group had undrawn banking facilities of approximately HK\$2,877,000 (31 December 2016: approximately HK\$2,902,000).

As at 30 June 2017, listed securities held by the Group with a total carrying amount of approximately HK\$195,601,000 (31 December 2016: approximately HK\$187,211,000) were charged in favour of brokerage firms as collateral for the Group's liabilities in respect of its margin trading accounts. As at 30 June 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提早贖回全數二零一五年六月票據及二零一五年八月票據其中一部分，涉及本金總額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）。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

於二零一七年六月三十日，本集團的資產總值約為1,466,486,000港元（二零一六年十二月三十一日：約1,469,512,000港元），而負債總額則約為294,000,000港元（二零一六年十二月三十一日：約387,062,000港元）。本集團於二零一七年六月三十日的資產負債比率（即負債總額除以資產總值）約為20.0%（二零一六年十二月三十一日：約26.3%）。

### 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

於二零一七年六月三十日，本集團的已抵押銀行存款約80,000美元、1,015,000港元及1,006,000港元（合共約2,643,000港元（二零一六年十二月三十一日：合共約2,638,000港元））指抵押予銀行作為本集團獲授高達2,500,000港元（二零一六年十二月三十一日：2,500,000港元）銀行融資擔保的存款。有關存款分別以美元、港元及港元列值，分別為期六個月、六個月及一個月，並分別按固定年利率0.05厘、0.25厘及0.3厘計息。

於二零一七年六月三十日，本集團有未提取銀行融資約2,877,000港元（二零一六年十二月三十一日：約2,902,000港元）。

於二零一七年六月三十日，本集團所持賬面總值約195,601,000港元（二零一六年十二月三十一日：約187,211,000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。於二零一七年六月三十日，本集團並無動用信貸額度。

### 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 total assets of the Group during the Period mainly comprised FVTPL Financial Assets and goodwill. 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 the AFS Financial Assets and the FVTPL Financial Assets. The Directors regularly review the exposure of the Group to the equity security price risk on the AFS Financial Assets and the FVTPL Financial Assets. Besides the Directors closely monitor the financial performance and operation of each cash-generating unit containing goodwill. Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment.

#### 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

本集團於本期間的總資產主要包括透過損益以公平價值列賬的金融資產及商譽。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。董事定期檢討本集團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。此外，董事密切監察各包含商譽的現金產生單位之財務表現及營運。商譽減值檢討將每年作出，或倘發生事件或環境變化，反映潛在減值時，將更頻密作出。

#### 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。

# MANAGEMENT DISCUSSIONS AND ANALYSIS

## 管理層討論及分析

### Liquidity risk

The Group faces the risk of failing to fulfill its redemption obligation under the Aug 2015 Notes and the Convertible Notes. The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

### TREASURY POLICIES

The Group adopts a conservative approach towards its treasury policy. The treasury activities are centralised and the investments of the Group are normally in diversified portfolio of products and in different industries. Guidelines are in place to monitor and control the investment risk exposure and the capital management. The Board closely reviews the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities, and other commitments can meet its funding requirements all the time.

### 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 30 June 2017, the Group had approximately 71 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.

### Contingent liabilities

As at 30 June 2017, the Group did not have any significant contingent liabilities (31 December 2016: Nil).

### 流動資金風險

本集團面對未能履行其於二零一五年八月票據及可換股票據下之贖回責任之風險。本集團的政策為定期監控現時和預計的流動資金需要，以確保其維持足夠現金儲備，可應付短期及長期流動資金需要。

### 庫務政策

本集團就其庫務政策採取穩健方針。庫務活動較為集中且本集團傾向投資不同行業的多元化產品組合。本集團訂有監察及管制投資風險及資本管理之指引。董事會密切檢討本集團的流動資金狀況，以確保本集團之資產、負債及其他承擔之流動資金架構在所有時間均能應付其資金需求。

### 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

於二零一七年六月三十日，本集團於香港及中國聘用約71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鈎之花紅。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。

### 或然負債

於二零一七年六月三十日，本集團並無任何重大或然負債(二零一六年十二月三十一日：無)。

# MANAGEMENT DISCUSSIONS AND ANALYSIS

## 管理層討論及分析

### Capital commitments

As at 30 June 2017, the capital commitments contributed but not provided for development costs of intangible assets and capital contribution to a joint venture were approximately HK\$17,141,000 (31 December 2016: approximately HK\$37,424,000). Please refer to note 24 to the unaudited condensed consolidated financial statements for details.

### OUTLOOK

The Board considers that the Software Business will continue to become one of the principal sources of income of the Group in the future. In the face of the ever-changing I.T. environment, the Group will closely monitor the I.T. trend and continuously upgrade its existing products and enhance its product mix to suit the market needs and customers' expectation. Besides, market diversification is the Group's key marketing strategy in the second half of 2017. Under the strategy, the Group will continue to maintain its market presence in the U.S. and Europe markets and try to expand its sales channels and strengthen its presence in Asian countries by introducing products to potential customers.

Looking forward, the market is expected to remain volatile and competitive. In response to the challenging environment, the Group will continue to strive on its diverse business territories and further advance the development of all business segments to further diversify its business portfolio by adhering to prudent business development strategies. The Board will also continue to maintain a healthy and conservative level of liquidity and closely monitor the market situation and keep an eye on opportunities in the increasingly competitive operating environment to enhance the Group's profitability and the shareholders' value in the long run.

### 資本承擔

於二零一七年六月三十日，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17,141,000港元(二零一六年十二月三十一日：約37,424,000港元)。詳情請參閱未經審核簡明綜合財務報表附註24。

### 展望

董事會相信，未來軟件業務將繼續成為本集團其中一個主要收入來源。面對不斷轉變的資訊科技業環境，本集團將密切監察資訊科技趨勢並持續進行現有產品的升級，以及豐富產品組合，適應市場需求及客戶的期望。此外，市場邁向多元化為本集團二零一七年下半年的關鍵營銷戰略。根據此戰略，本集團將繼續維持其在歐美市場的據點，並會透過向潛在客戶介紹我們的產品，嘗試在亞洲國家拓展銷售渠道及鞏固其版圖。

展望未來，相信市場仍會相當波動及競爭激烈。因應嚴峻的環境，本集團將繼續致力各個業務領域的經營，按照審慎的業務發展戰略，進一步推動所有業務向前發展，使業務組合更多元化。董事會亦將繼續確保流動資金維持在健康穩妥的水平，並會密切注視市場狀況，留意在競爭日益劇烈的經營環境下任何機遇，以期長遠促進本集團的盈利能力和股東價值。

## OTHER INFORMATION

### 其他資料

#### 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. 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 30 June 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:

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

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%

#### 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

於二零一七年六月三十日，董事及本公司主要行政人員於本公司或其任何相聯法團(定義見香港法例第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：

#### 於本公司普通股及相關股份的好倉

### Notes:

1. The total number of 444,448,237 shares of the Company in issue as at 30 June 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.

Save as disclosed above, as at 30 June 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.

## 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. The share option lapsed on 1 July 2017 after three months following the date of his resignation in accordance with the terms and conditions of the 2007 Share Option Scheme (as defined below).

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

The share option scheme ("2007 Share Option Scheme") of the Company adopted pursuant to a Shareholders' resolution passed on 24 December 2007 has been terminated on 13 June 2017. A new share option scheme ("Share Option Scheme") was approved by the Shareholders in the annual general meeting of the Company on 13 June 2017 and adopted on 15 June 2017. Upon termination of the 2007 Share Option Scheme, no further options shall be granted pursuant to the 2007 Share Option Scheme but the scheme shall in all other respects remain in force to the extent necessary to give effect to the exercise of any outstanding options granted prior to its termination. The existing options shall continue to be valid and exercisable in accordance with the terms and conditions of the 2007 Share Option Scheme.

### 附註：

1. 概約百分比按本公司於二零一七年六月三十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。

除上述所披露外，於二零一七年六月三十日，董事或本公司主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中，擁有或被視作擁有任何根據證券及期貨條例第352條須記錄於所存置登記冊內的權益或淡倉，或根據創業板上市規則第5.46條所述有關董事進行交易的規定標準須另行知會本公司及聯交所的權益或淡倉。

## 董事及主要行政人員收購股份或債務證券的權利

鄺豪銀先生(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。該購股權已按照二零零七年購股權計劃(定義見下文)的條款及條件於彼辭任日期後滿三個月後，於二零一七年七月一日失效。

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

本公司根據於二零零七年十二月二十四日通過的股東決議案採納的購股權計劃(「二零零七年購股權計劃」)已於二零一七年六月十三日終止。一項新購股權計劃(「購股權計劃」)已在二零一七年六月十三日的本公司股東週年大會上獲股東批准並於二零一七年六月十五日採納。於二零零七年購股權計劃終止後，不可再根據二零零七年購股權計劃授出任何購股權，但僅為了令計劃終止前授出之任何未行使購股權可有效獲得行使，計劃在所有必要之其他方面仍將繼續生效。現有購股權將繼續有效並可按照二零零七年購股權計劃的條款及條件予以行使。

## OTHER INFORMATION

### 其他資料

The Share Option Scheme is to enable the Company to grant options to the eligible participants as incentives or rewards for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any entities in which any member of the Group holds equity interest.

The Share Option Scheme shall continue in force for a period of 10 years commencing on its adoption date. The Share Option Scheme will remain in force until 15 June 2027 and after such date no further options shall be offered but the provisions of the Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any options granted before its expiry or termination but not yet exercised.

The maximum number of shares which may be allotted and issued upon exercise of all options to be granted at any time under the Share Option Scheme and any other share option schemes of the Group must not in aggregate exceed 10% of the issued shares of the Company on the date of Shareholders' approval of the Share Option Scheme or the date of Shareholders' approval of a refreshment of such limit in a general meeting of the Company ("General Scheme Limit"). Previously granted options which may be outstanding, cancelled, lapsed or exercised will not be counted for the purpose of calculating the General Scheme Limit.

The limit on the number of shares which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Group must not in aggregate exceed 30% of the total shares in issue from time to time.

Each grant of options under the Share Option Scheme to any Director, chief executive of the Company or substantial Shareholder (as defined in the GEM Listing Rules) or any of their respective associates must be approved by independent non-executive Directors (excluding independent non-executive Director who or whose associate 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, 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 as at the date of each grant, in excess of HK\$5,000,000, such further grant of options must be approved by the Shareholders in general meeting.

Upon acceptance of an option granted under the Share Option Scheme, the eligible participant shall pay HK\$1.00 to the Company as consideration for the grant. Such option will be offered for acceptance within such time specified in the offer which shall not be later than 21 days from the date on which the offer is made.

購股權計劃乃為本公司向合資格參與者授予購股權作為獎勵或嘉許彼等替本集團所立下的貢獻及／或為本集團招攬並挽留優秀幹練的員工和吸納對本集團以致其任何成員公司持有股權的任何實體而言極具價值的人力資源而設。

購股權計劃自其採納日期起持續有效十年。購股權計劃將有效至二零二七年六月十五日，於該日期後，將不會進一步提呈任何購股權，惟購股權計劃的條文仍具十足效力及效用，致使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得以行使。

因根據購股權計劃及本集團任何其他購股權計劃項下隨時授出的所有購股權獲行使而可予配發及發行的股份最高數目，合共不得超過於股東批准購股權計劃日期或股東於本公司股東大會上批准更新有關限額日期之本公司已發行股份10%（「一般計劃限額」）。於計算一般計劃限額時，未行使、已註銷、失效或行使的過往授出購股權將不予計算。

因根據購股權計劃及本集團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配發及發行的股份數目上限，合共不得超過不時已發行股份總數的30%。

根據購股權計劃向本公司任何董事、行政人員或主要股東（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（不包括身為或其聯繫人為建議承授人的獨立非執行董事）的批准。倘向主要股東（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）止十二個月期間因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在股東大會上批准。

於接納根據購股權計劃授出的購股權時，合資格參與者須向本公司支付1.00港元作為授出的代價。該等購股權於提呈所述時限內可供接納，不得遲於提呈當日起計21日。

The total number of shares issued and to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of the Group (including exercised and outstanding options) to each participant in any 12-month period shall not exceed 1% of the shares in issue. The exercise price for the options granted under the Share Option Scheme shall be determined at the discretion of the Board but in any event shall be at least 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 business day; (ii) the average closing price of the shares as stated in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of the share.

於任何12個月期間，因根據購股權計劃及本集團任何其他購股權計劃授予各參與者的購股權(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酌情釐定，惟於任何情況下須最少達到以下各項的最高者：(i)股份於授出日期(必須為營業日)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營業日在聯交所每日報價表中的平均收市價；及(iii)股份的面值。

Details of the movements in the options granted under the 2007 Share Option Scheme and the Share Option Scheme during the Period are as follows:

根據二零零七年購股權計劃及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	Granted during the Period	Exercised during the Period	Cancelled/lapsed during the Period	Outstanding as at 30 June 2017
授出日期	承授人	行使期	每股行使價 HK\$ 港元	於二零一七年一月一日尚未行使	本期間授出	本期間行使	本期間註銷/失效	於二零一七年六月三十日尚未行使
2 July 2015 二零一五年七月二日	Mr. Kuang Hao Kun Giovanni (Note 2) 鄭豪銀先生(附註2)	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 adjustment for the 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二零一六年股本重組及二零一七年供股分別調整後。

Notes:

附註：

- The vesting period of the options is from the date of grant until the commencement of the exercise period.
- Mr. Kuang Hao Kun Giovanni resigned as an executive Director and the Chairman of the Board on 31 March 2017. His share option lapsed on 1 July 2017 after three months following the date of his resignation in accordance with the terms and conditions of the 2007 Share Option Scheme.

- 購股權的歸屬期為自授出日期起計直至行使期開始為止。
- 鄭豪銀先生於二零一七年三月三十一日辭任執行董事兼董事會主席，其購股權已按照二零零七年購股權計劃的條款及條件於彼辭任日期後滿三個月後，於二零一七年七月一日失效。



## OTHER INFORMATION

### 其他資料

Details of the options granted by the Company under the 2007 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 21(a) to the unaudited condensed consolidated financial statements contained in this report.

As at 30 June 2017 and the date of this report, the total number of shares available for issue under the Share Option Scheme is 44,444,823, representing approximately 10% of the issued share capital of the Company as at the date of this report.

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

#### Substantial Shareholders

As at 30 June 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:

本公司授出的購股權及二零零七年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，以及本報告內的未經審核簡明綜合財務報表附註21(a)。

於二零一七年六月三十日及本報告日期，根據購股權計劃可供發行之股份總數為44,444,823股，相當於本公司於本報告日期之已發行股本之約10%。

根據證券及期貨條例須予披露的權益以及主要股東及其他人士於證券的權益

#### 主要股東

於二零一七年六月三十日，除董事或本公司主要行政人員外，以下人士於本公司股份或相關股份中，擁有或被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：

## OTHER INFORMATION 其他資料

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
Ace Source International Limited (「Ace Source」) Ace Source International Limited (「Ace Source」)	Beneficial owner 實益擁有人	59,342,036 (L)	13.35%	7
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 第一信用	Interest of controlled corporations 受控法團權益	50,138,799 (L)	11.28%	8

## OTHER INFORMATION

### 其他資料

#### Notes:

1. "L" denotes a long position.
2. The total number of 444,448,237 shares of the Company in issue as at the 30 June 2017 has been used for the calculation of the approximate percentage.
3. Wise Action Limited ("Wise Action") and Fastek are wholly and beneficially owned by Rosy Lane. Rosy Lane is wholly owned by Hong Kong Education (Int'l) Investments Limited, 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.
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.
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.
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.

Save as disclosed above, the Directors were not aware of any other person (other than Directors or chief executive of the Company) who, as at 30 June 2017, had or was 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.

#### 附註：

1. 「L」代表好倉。
2. 計算概約百分比時採用於二零一七年六月三十日之本公司已發行股份總數444,448,237股。
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。
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為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，薛先生被視為於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為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。

除上文披露者外，據董事所知，於二零一七年六月三十日，概無任何其他人士(董事或本公司主要行政人員除外)於本公司股份或相關股份中，擁有或被視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。

## RESIGNATION OF CHAIRMAN AND EXECUTIVE DIRECTOR

Mr. Kuang Hao Kun Giovanni resigned as an executive Director, the Chairman of the Board, the compliance officer and an 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.

## 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 an 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.

## 主席及執行董事辭任

鄭豪鋨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。執行董事李健輝先生亦獲委任為創業板上市規則下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。

## 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(定義見創業板上市規則)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鋨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。

## OTHER INFORMATION

### 其他資料

#### 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.

#### 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.

#### APPRECIATION

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*

11 August 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.*

#### 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。

#### 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。

#### 致謝

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**

二零一七年八月十一日

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。

