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**GET HOLDINGS LIMITED**

**智易控股有限公司\***

(於開曼群島註冊成立及於百慕達存續之有限公司)

(股份代號：8100)

## 二零一八年第一季度業績公告

智易控股有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然宣佈，本公司及其附屬公司截至二零一八年三月三十一日止三個月之未經審核業績。本公告載列本公司二零一八年第一季度報告全文，乃符合香港聯合交易所有限公司(「聯交所」)GEM證券上市規則(「GEM上市規則」)有關季度業績初步公告附載之資料之相關規定。本公司之二零一八年第一季度報告將於二零一八年五月十五日在聯交所網站[www.hkexnews.hk](http://www.hkexnews.hk)及本公司網站[www.geth.com.hk](http://www.geth.com.hk)可供閱覽。

代表董事會  
智易控股有限公司\*  
代理主席兼執行董事  
洪綺婉

香港，二零一八年五月十一日

於本公告日期，董事會成員包括四名執行董事洪綺婉女士、潘啟才先生、李健輝先生及王顯碩先生；及五名獨立非執行董事陳勇先生、鄭康棋先生、徐燦傑教授、李天生教授及肖一鳴女士。

\* 僅供識別

本公告的資料乃遵照GEM上市規則而刊載，旨在提供有關本公司的資料。各董事願就本公告共同及個別地承擔全部責任。各董事在作出一切合理查詢後確認，就彼等所深知及確信，本公告所載資料在各重要方面均準確完備，並無誤導或欺詐成分，亦無遺漏其他事項，足以令致本公告所載任何陳述或本公告產生誤導。

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

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

**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

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

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

*This report, for which the directors (the “Directors”) of GET Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on 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」)GEM的特色

**GEM**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中小型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。

由於**GEM**上市公司通常為中小型公司，在**GEM**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**GEM**買賣的證券會有高流通量的市場。

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

本報告的資料乃遵照**GEM**證券上市規則(「**GEM**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 ended 31 March 2018 (“Period”), together with the comparative unaudited figures for the corresponding period in 2017, 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」)截至二零一八年三月三十一日止三個月(「本期間」)的未經審核簡明綜合業績·連同二零一七年同期的未經審核比較數字如下:

For the three months ended 31 March 2018  
(Expressed in Hong Kong dollars)

截至二零一八年三月三十一日止三個月  
(以港元列示)

		<b>Three months ended 31 March</b> 截至三月三十一日止三個月	
		<b>2018</b> 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
	Note 附註		
<b>Continuing operations</b>	<b>持續經營業務</b>		
<b>Turnover</b>	<b>營業額</b>	<b>37,024</b>	55,708
Cost of sales and services rendered	銷售成本及所提供服務	<b>(13,598)</b>	(22,703)
<b>Gross profit</b>	<b>毛利</b>	<b>23,426</b>	33,005
Other revenue and other gains and losses, net	其他收入以及其他收益及虧損·淨額	<b>623</b>	(36,759)
Selling and administrative expenses	銷售及行政開支	<b>(21,208)</b>	(19,245)
<b>Profit/(loss) from operations</b>	<b>經營溢利/(虧損)</b>	<b>2,841</b>	(22,999)
Finance costs	融資成本	-	(5,369)
Share of (loss)/profit of an associate	應佔一間聯營公司(虧損)/溢利	<b>(682)</b>	702
Share of loss of a joint venture	應佔一間合營企業虧損	<b>(409)</b>	-
<b>Profit/(loss) before taxation</b>	<b>除稅前溢利/(虧損)</b>	<b>1,750</b>	(27,666)
Income tax expense	所得稅開支	<b>(1,510)</b>	(2,856)
<b>Profit/(loss) for the period from continuing operations</b>	<b>期內來自持續經營業務的溢利/(虧損)</b>	<b>240</b>	(30,522)
<b>Discontinued operation</b>	<b>已終止經營業務</b>		
Profit for the period from discontinued operation	期內來自已終止經營業務的溢利	-	3,123
<b>Profit/(loss) for the period</b>	<b>期內溢利/(虧損)</b>	<b>240</b>	(27,399)
<b>Attributable to:</b>	<b>以下人士應佔:</b>		
<b>Owners of the Company</b>	<b>本公司擁有人</b>		
Loss from continuing operations	來自持續經營業務虧損	<b>(2,033)</b>	(35,215)
Profit from discontinued operation	來自已終止經營業務溢利	-	2,497
Loss attributable to owners of the Company	本公司擁有人應佔虧損	<b>(2,033)</b>	(32,718)
<b>Non-controlling interests</b>	<b>非控股權益</b>		
Profit from continuing operations	來自持續經營業務溢利	<b>2,273</b>	4,693
Profit from discontinued operation	來自已終止經營業務溢利	-	626
Profit attributable to non-controlling interests	非控股權益應佔溢利	<b>2,273</b>	5,319
		<b>240</b>	(27,399)

# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS – UNAUDITED

## 簡明綜合損益表 – 未經審核

Three months ended 31 March  
截至三月三十一日止三個月

		Note	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
<b>(Loss)/earnings per share</b>	<b>每股(虧損)/盈利</b>	9		
From continuing and discontinued operations	來自持續經營及已終止經營業務			
Basic	基本		<b>(HK0.46) cents</b> 港仙	(HK8.86) cents港仙
Diluted	攤薄		<b>N/A</b> 不適用	N/A不適用
From continuing operations	來自持續經營業務			
Basic	基本		<b>(HK0.46) cents</b> 港仙	(HK9.54) cents港仙
Diluted	攤薄		<b>N/A</b> 不適用	N/A不適用
From discontinued operation	來自已終止經營業務			
Basic	基本		<b>N/A</b> 不適用	HK0.68 cents港仙
Diluted	攤薄		<b>N/A</b> 不適用	HK0.59 cents港仙

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

## 簡明綜合損益及其他全面收益表－未經審核

For the three months ended 31 March 2018  
(Expressed in Hong Kong dollars)

截至二零一八年三月三十一日止三個月  
(以港元列示)

		<b>Three months ended 31 March</b>	
		截至三月三十一日止三個月	
		<b>2018</b>	2017
		二零一八年	二零一七年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
<b>Profit/(loss) for the period</b>	期內溢利／(虧損)	<b>240</b>	(27,399)
<b>Other comprehensive income for the period:</b>	期內其他全面收益：		
<i>Items that may be reclassified to profit or loss:</i>	<i>可能重新分類至損益的項目：</i>		
Fair value gain on available-for-sale financial assets, net	可供出售金融資產的公平價值收益淨額	-	14,170
Exchange difference on translation of financial statements of overseas subsidiaries and associate	換算海外附屬公司及聯營公司財務報表之匯兌差額	<b>5,354</b>	-
<i>Items that will not be reclassified to profit or loss:</i>	<i>不會重新分類至損益的項目：</i>		
Change in fair value of financial assets measured at fair value through other comprehensive income	透過其他全面收益以公平價值計量的金融資產公平價值變動	<b>3,119</b>	-
		<b>8,473</b>	14,170
<b>Other comprehensive income for the period, net of tax</b>	期內其他全面收益，扣除稅項	<b>8,473</b>	14,170
<b>Total comprehensive income for the period</b>	期內全面收益總額	<b>8,713</b>	(13,229)
<b>Attributable to:</b>	以下人士應佔：		
Owners of the Company	本公司擁有人	<b>6,440</b>	(18,548)
Non-controlling interests	非控股權益	<b>2,273</b>	5,319
		<b>8,713</b>	(13,229)

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY – UNAUDITED

## 簡明綜合權益變動表 – 未經審核

For the three months ended 31 March 2018  
(Expressed in Hong Kong dollars)

截至二零一八年三月三十一日止三個月  
(以港元列示)

		Attributable to owners of the Company 本公司擁有人應佔									Non-controlling interests	Total equity
		Share capital	Share premium	Contributed surplus	Share option reserve	Convertible note equity reserve	Exchange reserve	Investment revaluation reserve	Accumulated losses	Total		
		股本	股份溢價	實繳盈餘	購股權儲備	可換股票據權益儲備	匯兌儲備	投資重估儲備	累計虧損	總計	非控股權益	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2017	於二零一七年一月一日	2,963	444,322	992,154	2,839	25,555	(26)	3,072	(423,344)	1,047,535	34,915	1,082,450
Loss for the period	本期間虧損	-	-	-	-	-	-	-	(32,718)	(32,718)	5,319	(27,399)
Other comprehensive income for the period	本期間其他全面收益	-	-	-	-	-	-	14,170	-	14,170	-	14,170
Total comprehensive income for the period	本期間全面收益總額	-	-	-	-	-	-	14,170	(32,718)	(18,548)	5,319	(13,229)
Disposal of a subsidiary	出售一間附屬公司	-	-	-	-	-	-	-	-	-	(1,990)	(1,990)
Rights issue of shares on 15 February 2017	於二零一七年二月十五日的供股股份	1,481	72,859	-	-	-	-	-	-	74,340	-	74,340
Changes in equity for the period	本期間權益變動	1,481	72,859	-	-	-	-	-	-	74,340	(1,990)	72,350
At 31 March 2017	於二零一七年三月三十一日	4,444	517,181	992,154	2,839	25,555	(26)	17,242	(456,062)	1,103,327	38,244	1,141,571
At 1 January 2018	於二零一八年一月一日	4,444	517,181	992,154	1,420	-	4,861	-	(908,697)	611,363	37,470	648,833
Adoption of HKFRS 9	採納香港財務報告準則第9號	-	-	-	-	-	-	(36,250)	36,250	-	-	-
At 1 January 2018 (after adjustment)	於二零一八年一月一日(調整後)	4,444	517,181	992,154	1,420	-	4,861	(36,250)	(872,447)	611,363	37,470	648,833
Profit for the Period	本期間溢利	-	-	-	-	-	-	-	(2,033)	(2,033)	2,273	240
Other comprehensive income for the Period	本期間其他全面收益	-	-	-	-	-	5,354	3,119	-	8,473	-	8,473
Total comprehensive income for the Period	本期間全面收益總額	-	-	-	-	-	5,354	3,119	(2,033)	6,440	2,273	8,713
At 31 March 2018	於二零一八年三月三十一日	4,444	517,181	992,154	1,420	-	10,215	(33,131)	(874,480)	617,803	39,743	657,546

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the three months ended 31 March 2018  
(Expressed in Hong Kong dollars)

截至二零一八年三月三十一日止三個月  
(以港元列示)

### 1. CORPORATE INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 30 July 2001 and continued in Bermuda on 9 January 2014 (Bermuda time). The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The principal place of business of the Company in Hong Kong is located at 21/F, China Hong Kong Tower, 8-12 Hennessy Road, Wanchai, Hong Kong.

The Company is listed on GEM ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The principal activity of the Company is investment holding. The Group was principally engaged in (i) research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisements; (ii) securities investment; (iii) money lending; and (iv) provision of corporate management solutions and Information Technology ("I.T.") contract services during the Period.

On 21 March 2017, after the completion of disposal of approximately 32% of the issued shares of GET Mdream Wealth Management Limited ("GET Mdream"), the Group's shareholding in GET Mdream was reduced from approximately 51% to approximately 19%. Accordingly, GET Mdream became an investment of the Group without control and the provision of insurance and mandatory provident fund schemes brokerage services was classified as a discontinued operation during the three months ended 31 March 2017. On 1 February 2018, GET Mdream allotted and issued 5,882,353 new shares to another existing shareholder. Upon completion of this allotment, the Group held approximately 2.5% of the issued share capital of GET Mdream.

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

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

The unaudited condensed consolidated financial statements of the Company have been prepared in accordance with the Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong, the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622) and the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules").

### 1. 公司資料

本公司於二零零一年七月三十日在開曼群島註冊成立為獲豁免有限公司，並於二零一四年一月九日(百慕達時間)在百慕達存續。本公司註冊辦事處位於 Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。本公司的香港主要營業地點位於香港灣仔軒尼詩道8-12號中港大廈21樓。

本公司於香港聯合交易所有限公司(「聯交所」)GEM(「GEM」)上市。本公司的主要業務為投資控股。於本期內，本集團主要從事(i)研發及分銷個人電腦性能軟件、防毒軟件、流動電話應用程式及工具欄廣告；(ii)證券投資；(iii)借貸；及(iv)提供企業管理解決方案及資訊科技(「資訊科技」)合約服務。

於二零一七年三月二十一日，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截至二零一七年三月三十一日止三個月列作已終止經營業務。於二零一八年二月一日，聯夢智易配發及發行5,882,353股新股份予其他現有股東。是次配發完成後，本集團持有聯夢智易已發行股本約2.5%。

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

### 2. 財務報表的編製基準

本公司的未經審核簡明綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)、香港公認會計原則，以及香港公司條例(第622章)及聯交所GEM證券上市規則(「GEM上市規則」)的披露規定編製。



# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the three months ended 31 March 2018  
(Expressed in Hong Kong dollars)

截至二零一八年三月三十一日止三個月  
(以港元列示)

### 2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS (continued)

The Group's 2018 first quarterly unaudited financial statements have been prepared under the historical cost convention, except for investment properties, 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 2017 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.

### 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 2018. 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 and presentation of the Group's unaudited condensed consolidated financial statements, except for the adoption of HKFRS 9 Financial Instruments. Upon the adoption of HKFRS 9, the Group elected to classify all equity investments of the Group which were previously classified as available-for-sale financial assets ("AFS Financial Assets") into financial assets measured at fair value through other comprehensive income ("FVTOCI Financial Assets") because these investments have been held as long-term strategic investments that are not expected to be sold in the short term. As a result, the impairment loss on AFS Financial Assets previously recognised in profit or loss of approximately HK\$36,250,000 was reclassified from accumulated losses to accumulated investment revaluation reserve on 1 January 2018. The reserve will no longer be reclassified to profit or loss upon impairment or disposal of equity investments.

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 2018. 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.

### 2. 財務報表的編製基準(續)

除以公平價值計量的投資物業及若干金融工具外，本集團二零一八年第一季度未經審核財務報表乃根據歷史成本慣例編製。除本期間的財務報表首次採納香港會計師公會頒佈的新訂及經修訂準則、修訂及詮釋(「新訂及經修訂香港財務報告準則」)外，編製此等未經審核簡明綜合財務報表時採用的主要會計政策與編製截至二零一七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。

### 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，且於二零一八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呈列的未經審核簡明綜合財務報表出現重大變動，惟採納香港財務報告準則第9號金融工具除外。採納香港財務報告準則第9號後，本集團選擇將先前分類為可供出售金融資產(「可供出售金融資產」)的本集團全部股本投資分類為透過其他全面收益以公平價值計量的金融資產(「透過其他全面收益以公平價值計量的金融資產」)，因該等投資持作長期戰略投資，預期不會於短期內出售。因此，先前於損益確認的可供出售金融資產之減值虧損約36,250,000港元於二零一八年一月一日由累計虧損重新分類至累計投資重估儲備。股本投資減值或出售後，該儲備將不再重新分類至損益。

本集團並無提早應用已頒佈但尚未於二零一八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績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 from continuing operations 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。本集團各期間來自持續經營業務的營業額分析如下：

		Three months ended 31 March 截至三月三十一日止三個月	
		2018 二零一八年 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)
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	23,517	30,586
Provision of corporate management solutions and I.T. contract services	提供企業管理解決方案及資訊科技合約服務	8,962	20,161
Provision of kindergarten education	提供幼稚園教育	1,383	-
Provision of training programs for self-improvement and self-enhancement	提供自我提升及自我增值的培訓計劃	3,112	4,729
Loan interest income	貸款利息收入	50	227
Other	其他	-	5
		<b>37,024</b>	<b>55,708</b>

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

### 5. 其他收入以及其他收益及虧損，淨額

		Three months ended 31 March 截至三月三十一日止三個月	
		2018 二零一八年 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)
<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	67	3
Other loan interest income	其他貸款利息收入	-	205
Rental income	租賃收入	249	480
Dividend income	股息收入	175	-
Others	其他	17	54
		<b>508</b>	<b>742</b>
<b>Other gains and losses, net</b>	<b>其他收益及虧損，淨額</b>		
Gain on disposal of financial assets at fair value through profit or loss	出售透過損益以公平價值列賬的金融資產的收益	45	30
Loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損	-	(1)
Fair value gain/(loss) on financial assets at fair value through profit or loss	透過損益以公平價值列賬的金融資產的公平價值收益／(虧損)	40	(37,480)
Foreign exchange gains/(losses), net	匯兌收益／(虧損)，淨額	30	(50)
		<b>115</b>	<b>(37,501)</b>
<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>623</b>	<b>(36,759)</b>

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### 6. PROFIT/(LOSS) BEFORE TAXATION

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

### 6. 除稅前溢利／(虧損)

除稅前溢利／(虧損)已(計入)／扣除：

		<b>Three months ended 31 March</b> 截至三月三十一日止三個月	
		<b>2018</b> 二零一八年 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Continuing operations</b>			
<b>(a) Finance costs:</b>			
Interest on loan notes	貸款票據的利息	-	4,514
Effective interest on convertible notes	可換股票據的實際利息	-	855
		-	5,369
<b>(b) Staff costs (including directors' remuneration):</b>			
Salaries, wages and other benefits	薪金、工資及其他福利	<b>9,695</b>	7,492
Retirement scheme contributions	退休計劃供款	<b>347</b>	266
		<b>10,042</b>	7,758
<b>(c) Other items:</b>			
Amortisation of intangible assets	無形資產攤銷	<b>5,527</b>	5,686
Auditor's remuneration	核數師酬金	<b>155</b>	179
Depreciation	折舊	<b>286</b>	467
Operating lease charges:	經營租賃費用：		
Minimum lease payments	最低租賃付款額		
– hire of office premises	– 租賃辦公室物業	<b>2,324</b>	1,521
Loss on disposal of property, plant and equipment <sup>#</sup>	出售物業、廠房及設備的虧損 <sup>#</sup>	-	1
Gain on disposal of financial assets at fair value through profit or loss <sup>#</sup>	出售透過損益以公平價值列賬的金融資產的收益 <sup>#</sup>	<b>(45)</b>	(30)
Legal and professional fees	法律及專業費用	<b>217</b>	964
Reversal of impairment loss on trade receivables	撥回應收貿易賬款減值虧損	-	(35)

<sup>#</sup> included in other gains and losses

<sup>#</sup> 計入其他收益及虧損

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### 7. INCOME TAX EXPENSE

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

### 7. 所得稅開支

未經審核簡明綜合損益表的所得稅指：

		Three months ended 31 March 截至三月三十一日止三個月	
		2018 二零一八年 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)
<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 (i))	本期間撥備(附註(i))	1,823	3,086
Over-provision in respect of prior period	過往期間超額撥備	(189)	(10)
– Withholding tax for the period (Note (ii))	– 本期間預扣稅(附註(ii))	54	43
		<b>1,688</b>	<b>3,119</b>
<b>Deferred tax (Note (iii))</b>	<b>遞延稅項(附註(iii))</b>	<b>(178)</b>	<b>(263)</b>
		<b>1,510</b>	<b>2,856</b>

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

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

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

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

The Group's share of loss of an associate of approximately HK\$682,000 (2017: share of profit of approximately HK\$702,000) for the Period did not include any share of associate's taxation (2017: approximately HK\$14,000). The Group's share of loss of a joint venture of approximately HK\$409,000 for the Period also did not include any share of joint venture's taxation.

附註(i)：香港利得稅撥備乃就各期間的估計應評稅溢利按稅率16.5%計算。

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

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

附註(iii)：遞延稅項源自各期間本集團無形資產的暫時性差額的稅務影響。

本集團應佔本期間內一間聯營公司之虧損約682,000港元(二零一七年：應佔溢利約702,000港元)並不包括任何應佔聯營公司之稅項(二零一七年：約14,000港元)。本集團應佔本期間內一間合營企業之虧損約409,000港元並不包括任何應佔合營企業之稅項。

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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 retained 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.

On 1 February 2018, GET Mdream allotted and issued 5,882,353 new shares to another existing shareholder. Upon completion of this allotment, the Group held approximately 2.5% of the issued share capital of GET Mdream.

### 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。

於二零一八年二月一日，聯夢智易配發及發行5,882,353股新股份予其他現有股東。是次配發完成後，本集團持有聯夢智易已發行股本約2.5%。

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### 8. DISCONTINUED OPERATION (continued)

The results of the discontinued operation for the period ended 31 March 2017 are presented below:

### 8. 已終止經營業務(續)

截至二零一七年三月三十一日止期間的已終止經營業務業績列報如下：

		<b>Three months ended 31 March</b> 截至三月三十一日止三個月	
		<b>2018</b> 二零一八年 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)
Profit for the period from discontinued operation:	本期間來自已終止經營業務的溢利：		
<b>Turnover</b>	<b>營業額</b>	-	29,940
Cost of sales	銷售成本	-	(23,768)
<b>Gross profit</b>	<b>毛利</b>	-	6,172
Other revenue	其他收入	-	41
Selling and administrative expenses	銷售及行政開支	-	(4,935)
<b>Profit before taxation</b>	<b>除稅前溢利</b>	-	1,278
Gain on disposal of operation	出售經營業務的收益	-	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>	-	3,123
Profit for the period from discontinued operation attributable to owners of the Company	本公司擁有人應佔本期間來自已終止經營業務的溢利	-	2,497
<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	工資、薪金及其他福利	-	2,041
Retirement scheme contributions	退休計劃供款	-	76
		-	2,117
<b>Other items:</b>	<b>其他項目：</b>		
Depreciation	折舊	-	101
Auditor's remuneration	核數師酬金	-	75
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	-	1,094

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

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

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

### 9. 每股(虧損)/盈利

#### (a) 每股基本(虧損)/盈利

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

		<b>Three months ended 31 March</b> 截至三月三十一日止三個月	
		<b>2018</b> 二零一八年 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>(i) For continuing and discontinued operations</b>	<b>(i) 來自持續經營及已終止經營業務</b>		
<b>Loss</b> Loss attributable to owners of the Company and loss for the purpose of calculating basic loss per share	<b>虧損</b> 本公司擁有人應佔虧損及用作計算每股基本虧損的虧損	<b>(2,033)</b>	(32,718)
		<b>'000</b> 千股	'000 千股
<b>Number of shares</b> Weighted average number of ordinary shares for the purpose of calculating basic loss per share	<b>股份數目</b> 用作計算每股基本虧損的普通股加權平均股數	<b>444,448</b>	369,138
Basic loss per share (HK cents)	每股基本虧損(港仙)	<b>(0.46)</b>	(8.86)



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

### 9. 每股(虧損)/盈利(續)

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

#### (a) 每股基本(虧損)/盈利(續)

		Three months ended 31 March 截至三月三十一日止三個月	
		2018 二零一八年 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)
<b>(ii) For continuing operations</b>	<b>(ii) 持續經營業務</b>		
<b>Loss</b>	<b>虧損</b>		
Loss attributable to owners of the Company and loss for the purpose of calculating basic loss per share	本公司擁有人應佔虧損以及用作計算每股基本虧損的虧損	<b>(2,033)</b>	(35,215)
		'000 千股	'000 千股
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	用作計算每股基本虧損的普通股加權平均數	<b>444,448</b>	369,138
Basic loss per share (HK cents)	每股基本虧損(港仙)	<b>(0.46)</b>	(9.54)
		<b>HK\$'000 千港元 (Unaudited) (未經審核)</b>	HK\$'000 千港元 (Unaudited) (未經審核)
<b>(iii) For discontinued operation</b>	<b>(iii) 已終止經營業務</b>		
<b>Earnings</b>	<b>盈利</b>		
Profit attributable to owners of the Company and earnings for the purpose of calculating basic earnings per share	本公司擁有人應佔溢利以及用作計算每股基本盈利的盈利	N/A 不適用	2,497
		'000 千股	'000 千股
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	用作計算每股基本盈利的普通股加權平均數	N/A 不適用	369,138
Basic earnings per share (HK cents)	每股基本盈利(港仙)	N/A 不適用	0.68

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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

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

##### Continued operations

No adjustment has been made to the basic loss per share presented for the periods in respect of a dilution as the share options of the Company outstanding as at 31 March 2017 and 2018 had no dilutive effect and impact of the convertible notes of the Company outstanding as at 31 March 2017 had an anti-dilutive effect.

##### Discontinued operation

The calculation of diluted earnings per share for the three months ended 31 March 2017 was based on the profit attributable to owners of the Company and the weighted average number of ordinary shares in issue during the period.

### 9. 每股(虧損)/盈利(續)

#### (b) 每股攤薄(虧損)/盈利

##### 持續經營業務

並無對就期內呈列之每股基本虧損作出有關攤薄之調整，原因為於二零一七年及二零一八年三月三十一日之尚未行使之本公司購股權並無攤薄影響及於二零一七年三月三十一日之尚未行使本公司可換股票據具有反攤薄影響。

##### 已終止經營業務

截至二零一七年三月三十一日止三個月的每股攤薄盈利乃根據本期間本公司擁有人應佔溢利及已發行普通股的加權平均股數計算。

		Three months ended 31 March 截至三月三十一日止三個月	
		2018 二零一八年 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)
<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	N/A 不適用	2,497
		'000 千股	'000 千股
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	用作計算每股攤薄盈利的普通股加權平均股數	N/A 不適用	369,138
Effect of dilutive potential ordinary shares arising from: Convertible notes	來自以下各項的潛在攤薄普通股的影響： 可換股票據	N/A 不適用	50,766
Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	用作計算每股攤薄盈利的普通股加權平均股數	N/A 不適用	419,904
Diluted earnings per share (HK cents)	每股攤薄盈利(港仙)	N/A 不適用	0.59

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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### 10. SEGMENT REPORTING

The Group manages its businesses by divisions, which are organised by a mixture of both business lines and geographical locations. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group had five (2017: five) reportable segments during the Period:

Continuing operations:

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

Discontinued operation:

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

The Group's other operating segments include (i) the provision of online shopping platforms, (ii) the provision of training programs for self-improvement and self-enhancement, and (iii) the provision of kindergarten education, 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 between segments:

- Segment profit/(loss) represented profit earned by/(loss from) each segment without allocation of central administration costs, finance costs and income tax expense and did not include share of (loss)/profit of an associate and share of loss of a joint venture.
- Segment revenue reported below represented revenue generated from external customers. Inter-segment revenue was 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。於本期間，本集團呈列以下五個(二零一七年：五個)報告分部，列報方式與為分配資源及評估表現目的而向本集團最高級行政管理人員內部報告資料的方式貫徹一致：

持續經營業務：

- 研發及分銷個人電腦性能軟件、防毒軟件及流動電話應用程式以及工具欄廣告(「軟件業務」)
- 證券投資(「證券投資業務」)
- 借貸(「借貸業務」)
- 提供企業管理解決方案及資訊科技合約服務(「企業管理解決方案及資訊科技合約服務業務」)

已終止經營業務：

- 提供保險及強積金計劃經紀服務(「保險及強積金計劃經紀業務」)

本集團其他營運分部包括(i)提供網上購物平台；(ii)從事提供有關自我提升及自我增值的培訓計劃；及(iii)提供幼稚園教育，於釐定報告分部時有關業務並無達到任何量化最低要求。此等其他營運分部的資料計入「其他」一欄。

#### (a) 分部業績

為監管分部表現及分配分部之間的資源：

- 分部溢利/(虧損)指每個分部在並無分配中央行政成本、融資成本及所得稅開支下所賺取溢利/(出現虧損)，並不包括應佔一間聯營公司(虧損)/溢利及應佔一間合營企業虧損。
- 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。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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### 10. SEGMENT REPORTING (continued)

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

Information regarding the Group's reportable segments from continuing operations for the Period is set out below.

### 10. 分部報告(續)

#### (a) 分部業績(續)

有關本集團本期間的持續經營業務報告分部資料載列如下。

		Three months ended 31 March 2018 截至二零一八年三月三十一日止三個月					
		Software Business	Securities Investment Business	Money Lending Business	Corporate Management Solutions and I.T. Contract Service Business	Others	Consolidated
		軟件業務 HK\$'000 千港元 (Unaudited) (未經審核)	證券投資業務 HK\$'000 千港元 (Unaudited) (未經審核)	借貸業務 HK\$'000 千港元 (Unaudited) (未經審核)	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>Turnover</b>	<b>營業額</b>						
Revenue from external customers	外界客戶收入	23,517	-	50	8,962	4,495	37,024
Inter-segment revenue	分部間收入	-	-	-	56	-	56
Reportable segment revenue	報告分部收入	23,517	-	50	9,018	4,495	37,080
<b>Reconciliation:</b>	<b>對賬：</b>						
Elimination of inter-segment revenue	對銷分部間收入						(56)
Revenue	收入						37,024
<b>Results</b>	<b>業績</b>						
Segment results	分部業績	9,085	192	38	(2,703)	(626)	5,986
<b>Reconciliation:</b>	<b>對賬：</b>						
Interest income	利息收入						67
Unallocated income	未分配收入						249
- Rental income	- 租賃收入						
Unallocated expenses	未分配開支						(3,461)
- Corporate expenses	- 企業開支						
Profit from operations	經營溢利						2,841
Finance costs	融資成本						-
Share of loss of an associate	應佔一間聯營公司虧損						(682)
Share of loss of a joint venture	應佔一間合營企業虧損						(409)
Profit before taxation	除稅前溢利						1,750
Income tax expense	所得稅開支						(1,510)
Profit for the Period	本期間溢利						240
<b>Other segment information:</b>	<b>其他分部資料：</b>						
Amortisation of intangible assets	無形資產攤銷	(5,133)	-	-	(394)	-	(5,527)
Depreciation	折舊	-	(10)	-	(59)	(217)	(286)
Gain on disposal of financial assets at fair value through profit or loss	出售透過損益以公平價值列賬的金融資產的收益	-	45	-	-	-	45
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	-	40	-	-	-	40
Legal and professional fees	法律及專業費用	-	-	-	(5)	(212)	(217)

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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### 10. SEGMENT REPORTING (continued)

### 10. 分部報告(續)

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

#### (a) 分部業績(續)

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

有關本集團截至二零一七年三月三十一日止期間的持續經營業務報告分部資料載列如下。

		Three months ended 31 March 2017 截至二零一七年三月三十一日止三個月					
		Software Business	Securities Investment Business	Money Lending Business	Corporate Management Solutions and I.T. Contract Service Business 企業管理解決方案及資訊科技	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)	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>Turnover</b>	<b>營業額</b>						
Revenue from external customers	外界客戶收入	30,586	-	227	20,161	4,734	55,708
Inter-segment revenue	分部間收入	-	-	-	54	-	54
Reportable segment revenue	報告分部收入	30,586	-	227	20,215	4,734	57,762
<b>Reconciliation:</b>	<b>對賬:</b>						
Elimination of inter-segment revenue	對銷分部間收入						(54)
Revenue	收入						55,708
<b>Results</b>	<b>業績</b>						
Segment results	分部業績	15,238	(37,505)	243	2,345	696	(18,983)
<b>Reconciliation:</b>	<b>對賬:</b>						
Interest income	利息收入						3
Unallocated income	未分配收入						480
- Rental income	- 租賃收入						205
- Other loan interest income	- 其他貸款利息收入						(4,704)
Unallocated expenses	未分配開支						(4,704)
- Corporate expenses	- 企業開支						
Loss from operations	經營虧損						(22,999)
Finance costs	融資成本						(5,369)
Share of profit of an associate	應佔一間聯營公司溢利						702
Loss before taxation	除稅前虧損						(27,666)
Income tax expense	所得稅開支						(2,856)
Loss for the period	本期間虧損						(30,522)
<b>Other segment information:</b>	<b>其他分部資料:</b>						
Amortisation of intangible assets	無形資產攤銷	(5,292)	-	-	(394)	-	(5,686)
Depreciation	折舊	-	(15)	-	(49)	(403)	(467)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損	-	-	-	-	(1)	(1)
Gain on disposal of financial assets at fair value through profit or loss	出售透過損益以公平價值列賬的金融資產的收益	-	30	-	-	-	30
Fair value loss on financial assets at fair value through profit or loss	透過損益以公平價值列賬的金融資產的公平價值虧損	-	(37,480)	-	-	-	(37,480)
Legal and professional fees	法律及專業費用	-	-	(6)	(2)	(956)	(964)

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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### 10. SEGMENT REPORTING (continued)

#### (b) Geographical information

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

### 10. 分部報告(續)

#### (b) 地區資料

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

		<b>Three months ended 31 March</b>	
		截至三月三十一日止三個月	
		<b>2018</b>	2017
		二零一八年	二零一七年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
		<b>(Unaudited)</b>	(Unaudited)
		(未經審核)	(未經審核)
<b>Revenue from external customers</b>	<b>外界客戶收入</b>		
Hong Kong	香港	<b>13,046</b>	20,720
United States of America	美國	<b>7,881</b>	11,812
Russia	俄羅斯	<b>1,969</b>	5,632
Japan	日本	<b>1,904</b>	1,713
United Kingdom	英國	<b>1,244</b>	1,826
Canada	加拿大	<b>1,139</b>	976
Germany	德國	<b>1,015</b>	1,557
Australia	澳洲	<b>659</b>	956
Others (including Mainland China)	其他(包括中國內地)	<b>8,167</b>	10,516
		<b>37,024</b>	55,708

#### (c) Information about major customers

For the three months ended 31 March 2018 and 31 March 2017, no individual customer contributed over 10% of total revenue from continuing operations of the Group.

#### (c) 有關主要客戶的資料

截至二零一八年三月三十一日及二零一七年三月三十一日止三個月，並無單一客戶貢獻超過本集團來自持續經營業務總收入的10%。

### 11. DIVIDENDS

The Board does not recommend any payment of dividend in respect of the Period (2017: Nil).

### 11. 股息

董事會不建議就本期間派付任何股息(二零一七年：無)。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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### 12. SHARE CAPITAL

### 12. 股本

	Nominal value per share 每股面值	Number of share 股份數目	Amount 金額
	HK\$ 港元	'000 千股	HK\$'000 千港元
<b>Authorised:</b>			
Ordinary shares			
At 1 January 2018 and 31 March 2018 (Unaudited)	法定： 普通股 於二零一八年一月一日及 二零一八年三月三十一日 (未經審核)	80,000,000	800,000
<b>Issued and fully paid:</b>			
Ordinary shares			
At 1 January 2018 and 31 March 2018 (Unaudited)	已發行及繳足： 普通股 於二零一八年一月一日及 二零一八年三月三十一日 (未經審核)	444,448	4,444

### 13. RESERVES

The amounts of the Group's reserves and the movements therein for the Period and the same period in 2017 are presented in the unaudited condensed consolidated statement of changes in equity in this report.

### 13. 儲備

本集團於本期間及二零一七年同期的儲備金額及相應變動於本報告未經審核簡明綜合權益變動表列報。

### 14. CAPITAL COMMITMENTS

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

### 14. 資本承擔

於報告期末資本承擔如下：

	31 March 2018 二零一八年 三月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>Contracted but not provided for:</b>		
– development costs for intangible assets	19,318	25,757
– capital contribution to a joint venture	–	645
	<b>19,318</b>	<b>26,402</b>

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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### 15. SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

On 11 May 2018, having carefully considered and assessed the current circumstances and uncertainties in the industry, the Board decided to suspend the Money Lending Business and the Securities Investment Business.

### 15. 報告期後的重大事項

於二零一八年五月十一日，經仔細考慮及評估業內的目前情況及不確定因素，董事會決定暫停借貸業務及證券投資業務。

### 16. COMPARATIVE FIGURES

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

### 16. 比較數字

若干比較數字已重新分類及／或重列，使之符合本期間的呈列方式。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW

#### Continuing Operations

##### *Software Business*

During the Period, the Group's Software Business, encompassing research, development and distribution of personal computer ("PC") performance software, anti-virus software, mobile phone applications and toolbar advertisements, recorded a turnover of approximately HK\$23,517,000 (2017: approximately HK\$30,586,000), representing a decrease of approximately 23.1% as compared to that of the corresponding period in 2017. Profit of the segment has dropped by approximately 40.4% from approximately HK\$15,238,000 for the three months ended 31 March 2017 to approximately HK\$9,085,000 for the Period. The declining performance of this segment was mainly caused by the more and more intense competition in the I.T. market.

In recent years, while rapid improvement of Artificial Intelligence (AI) Technology, wider utilisation of Blockchain Technology and expanding global network of Internet of Things (IoT) have indeed facilitated industrial advancement, such developments have also triggered critical internet security issues. Building on extensive industry experience accumulated over years, Boom Max International Limited ("Boom Max") and its subsidiaries (collectively referred to as, "Boom Max Group") strive to upgrade and enhance the overall performance and security of smart devices including PC, mobile and tablet. In terms of PC softwares, Boom Max endeavours to develop existing high-performance optimisation softwares including optimisation software namely Advanced SystemCare, optimisation and anti-virus software namely Advanced SystemCare Ultimate and anti-hacker software namely IObit Malware Fighter, and in the meantime continues to perfect driver update software namely Driver Booster, automatic hard disk defrag software namely Smart Defrag, Mac system cleaning and maintenance software namely MacBooster, as well as random password software namely Random Password Generator. The aim of all these efforts is to deliver exceptional user experience to customers. In addition, to accommodate the exponential growth of the game industry, the Boom Max Group launched Driver Booster 5.0 version last year, offering automatic PC driver update service to users and enhancing gaming experience for users. Regarding mobile software, the Boom Max Group launched a new version of Advanced Mobile Care Security to meet the huge market demand fuelled by the growing popularity of mobile devices. All aforementioned softwares are now available for global users to download at [www.iobit.com](http://www.iobit.com), or other software downloading directory websites and affiliate websites.

#### 業務回顧

##### 持續經營業務

##### *軟件業務*

於本期間，本集團研發及分銷個人電腦（「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的軟件業務錄得營業額約23,517,000港元（二零一七年：約30,586,000港元），較二零一七年同期減少約23.1%。分部溢利由截至二零一七年三月三十一日止三個月約15,238,000港元減少約40.4%至本期間約9,085,000港元。此分部疲軟表現主要由於資訊科技市場競爭日趨白熱化。

近年，人工智能技術快速發展、區塊鏈技術的廣泛應用以及物聯網擴展全球網絡，新科技發展一方面促進產業進步，另一方面衍生出的網絡安全問題亦不容小覷。Boom Max International Limited（「Boom Max」）及其附屬公司（統稱「Boom Max集團」）憑藉多年的行業沉澱，致力保障及提升個人電腦、手機及平板電腦等智能裝置的整體性能與安全。在個人電腦軟件方面，Boom Max主力發展現有的高性能優化軟件，包括性能優化軟件Advanced SystemCare、性能優化及病毒防護軟件Advanced SystemCare Ultimate及駭客抵禦軟件IObit Malware Fighter，並持續優化驅動程式更新軟件Driver Booster、自動磁碟重組軟件Smart Defrag、Mac作業系統優化清理軟件MacBooster，以及隨機密碼生成軟件Random Password Generator，力求為客戶提供卓越使用體驗。除此之外，為迎合遊戲行業的高速增長，Boom Max集團亦已於去年正式推出Driver Booster 5.0版本，為用戶提供個人電腦驅動裝置自動更新服務，進一步改善用戶的遊戲體驗。在手機軟件方面，隨著移動裝置用戶群持續增長，Boom Max集團推出Advanced Mobile Care Security新版本以滿足市場的龐大需求。目前，全球使用者均可以透過網站[www.iobit.com](http://www.iobit.com)或其他軟件下載目錄網站及聯盟網站下載上述所有軟件。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

According to Boom Max Group's internal sales data, as at 31 March 2018, Boom Max Group's products had more than 14 million users in total, including new non-paying and active paying users (users who had subscribed the product for at least once during the Period) (2017: 14 million). The Boom Max Group has been extending its business footprint from the U.S. and Europe to Asia markets, with continuous effort in searching business opportunities in countries along the "Belt and Road" like Philippines, Myanmar and Thailand, selling the software products through the distribution channels established by the local dealers and affiliates, keeping a close eye on user's experience as well as actively launching upgraded versions to meet users' expectations. The Boom Max Group has continued to proactively expand existing distribution channels, develop more strategic distribution models and adopt diversified marketing strategies including adding languages of Hindi, Malay and Bahasa Indonesia to product websites in April 2018 and enhancing brand exposure and product exposure to online search engine, in a bid to steadily enlarge the Boom Max Group's market share in Asia.

### *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 services to corporate clients mainly in Hong Kong through its indirect wholly-owned subsidiaries e-Perfect IT Limited and Wafer Systems (Hong Kong) Limited. During the Period, turnover derived from this business segment was approximately HK\$8,962,000 (2017: approximately HK\$20,161,000), decreased by approximately 55.5% as compared to that of the same period last year. This business segment also recorded a change from a segment profit of approximately HK\$2,345,000 for the three months ended 31 March 2017 to a segment loss of approximately HK\$2,703,000 for the Period. The plunge was primarily the outcome of the completion of some sizeable contract projects in last year and keen competition in the I.T. market. The Group keeps on going to great lengths to bid for government and corporate contract projects so as to maintain its competitiveness.

### *Money Lending Business*

Citi Profit Finance Limited, an indirect wholly-owned subsidiary of the Group, holds a money lender licence granted under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). The Group has in place a money lending policy and a procedural manual, both of which serve as a guidance in handling and/or monitoring money lending procedures in accordance with the Money Lenders Ordinance.

Boom Max集團的內部銷售數據顯示，截至二零一八年三月三十一日，Boom Max集團產品總用戶量，包括新免費及付費活躍用戶（指於本期間最少訂購一次產品之用戶）逾14,000,000名（二零一七年：14,000,000名）。Boom Max集團一直將業務從美國及歐洲擴展至亞洲市場，並在菲律賓、緬甸和泰國等「一帶一路」沿線國家不斷挖掘機遇，通過在該些國家與地方經銷商及聯屬人士合作開拓的分銷渠道銷售軟件產品，並密切留意用戶的使用體驗，主動推出升級版本以滿足客戶的期望。Boom Max集團已積極拓展現有分銷渠道，建立更合適的分銷模式，並採取多樣化市場營銷手段，包括於二零一八年四月新增印地語、馬來語及印尼語等版本產品網站及加強品牌及產品於網上搜尋器的曝光率，冀望穩步增強Boom Max集團於亞洲市場的滲透率。

### *企業管理解決方案及資訊科技合約服務業務*

本集團透過其間接全資附屬公司普暉科技有限公司及威發系統（香港）有限公司向主要位於香港的企業客戶提供企業管理解決方案、資訊科技合約服務、網絡基建解決方案、網絡專業服務及資訊科技項目推行業務。於本期間，來自此業務分部的營業額約8,962,000港元（二零一七年：約20,161,000港元），較去年同期減少約55.5%。該業務分部亦錄得由截至二零一七年三月三十一日止三個月之溢利約2,345,000港元至本期間虧損約2,703,000港元。該衰退主要是由於一些大型合約專案已於去年完成及資訊科技市場競爭激烈。本集團將積極競投政府及企業合約專案，務求保持其競爭力。

### *借貸業務*

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

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

The Money Lending Business recorded an interest income of approximately HK\$50,000 for the Period (2017: approximately HK\$227,000), representing a decrease of approximately 78.0% as compared to that of the same period in 2017. During the Period, profit of this segment was approximately HK\$38,000 (2017: approximately HK\$243,000), representing a drop of approximately 84.4% from that of the same period last year. The decline was mainly attributable to the scale-down of this business. As at 31 March 2018, the Group did not have any loan receivables. During the Period, the Group did not record any doubtful or bad debt in relation to the Money Lending Business.

In light of all sorts of instabilities lurking in the global economy and potential risks of the Money Lending Business, after careful consideration, the Board has circumspectly decided to suspend the operation of the Money Lending Business with effect from 11 May 2018.

### Securities Investment Business

During the Period, the Security Investment Business recorded a segment profit of approximately HK\$192,000 (2017: loss of approximately HK\$37,505,000). Such profit was mainly attributable to the dividend income of approximately HK\$175,000 recognised during the Period (2017: Nil).

As at 31 March 2018, the financial assets at fair value through profit or loss ("FVTPL Financial Assets") and FVTOCI Financial Assets of the Group of fair value of approximately HK\$9,594,000 (as at 31 December 2017: approximately HK\$9,656,000) and approximately HK\$40,112,000 (AFS Financial Assets as at 31 December 2017: approximately HK\$37,149,000) respectively consisted of nine investment items (2017: nine items), seven of which are shares listed on the Stock Exchange, one of which is shares of an unlisted company while the remaining one is unlisted investment fund.

As reported in the 2017 annual report of the Company, in view of the unstable equity market and volatile financial market in Hong Kong, this business segment carries material price risk in its nature. In light of an escalating trade conflict between the U.S. and China which brings all sorts of instabilities to the stock market as well as the potential price risk of the Securities Investment Business, the Board has, after careful consideration, decided to suspend the operation of the Securities Investment Business with effect from 11 May 2018, and will, taking into account the market situation, seek to dispose of the assets entailed in the business in due course.

本期間借貸業務錄得利息收入約50,000港元(二零一七年:約227,000港元),較二零一七年同期減少約78.0%,而本期間之分部溢利約38,000港元(二零一七年:約243,000港元),較去年同期減少約84.4%。有關減幅主要由於縮減有關業務規模。於二零一八年三月三十一日,本集團並無任何應收貸款。本期間內,本集團並無於借貸業務錄得任何呆帳或壞帳。

考慮到環球經濟的各種不穩定性及借貸業務的潛在風險,經審慎考慮,董事會慎重決定本集團自二零一八年五月十一日起暫停經營借貸業務。

### 證券投資業務

本期間內,證券投資業務錄得分部溢利約192,000港元(二零一七年:虧損約37,505,000港元)。有關溢利主要由於期內確認股息收入約175,000港元(二零一七年:無)。

於二零一八年三月三十一日,本集團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」)及透過其他全面收益以公平價值列賬的金融資產的公平價值分別約為9,594,000港元(二零一七年十二月三十一日:約9,656,000港元)及約為40,112,000港元(二零一七年十二月三十一日可供出售金融資產:約37,149,000港元),其由九個投資項目(二零一七年:九個項目)組成,其中七個項目為於聯交所上市的公司股份,其中一個項目為一間非上市公司之股份,而餘下一個項目為非上市投資基金。

誠如本公司二零一七年年報所報告,考慮到香港證券市場不穩及金融市場持續波動,該業務分部存在重大價格風險。考慮到近期中美貿易戰升級為股票市場帶來各種不穩定性以及證券投資業務的潛在價格風險,經董事會審慎考慮,決定自二零一八年五月十一日起暫停經營證券投資業務,並根據市況尋求適當時機沽售該項業務持有之資產。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Below are the securities investments held by the Group as at 31 March 2018: 以下為本集團於二零一八年三月三十一日所持有之證券投資：

Name of investee company	Notes	Place of incorporation	Number of shares held by the Group	Percentage of total issued share capital of the investee company as at 31 March 2018 佔被投資公司於二零一八年三月三十一日之已發行股本總額之百分比 (Note 1) (附註1)	Fair value as at 31 March 2018 於二零一八年三月三十一日之公平價值 (Unaudited) (未經審核)	Percentage to the Group's net assets as at 31 March 2018 於二零一八年三月三十一日佔本集團之資產淨值百分比 (Unaudited) (未經審核)	Percentage to the Group's total assets as at 31 March 2018 於二零一八年三月三十一日佔本集團之資產總值百分比 (Unaudited) (未經審核)	Unrealised gain/(loss) on change in fair value for the Period 本期間內公平價值變動之未變現收益/(虧損) (Unaudited) (未經審核)	Dividend income for the Period 本期間內股息收入 (Unaudited) (未經審核)
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	(Approximately) (概約)	(HK\$'000) (千港元) (Approximately) (概約)	(Approximately) (概約)	(Approximately) (概約)	(HK\$'000) (千港元) (Approximately) (概約)	(HK\$'000) (千港元) (Approximately) (概約)

### FVTOCI Financial Assets

透過其他全面收益以公平價值列賬的金融資產

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%	4,735	0.72%	0.66%	(1,722)	-
Convoy Global Holdings Limited ("Convoy Global") 康宏環球控股有限公司(「康宏環球」)	3	Cayman Islands 開曼群島	13,512,000	0.09%	1,581	0.24%	0.22%	(54)	-
Target Insurance (Holdings) Limited ("Target Insurance") 泰加保險(控股)有限公司(「泰加保險」)	4	Hong Kong 香港	3,500,000	0.67%	3,815	0.58%	0.53%	(1,260)	175
Finsoft Financial Investment Holdings Limited ("Finsoft") 匯財金融投資控股有限公司(「匯財」)	5	Cayman Islands 開曼群島	186,492,340	14.79%	29,839	4.54%	4.16%	6,155	-
GET Mdream 聯夢智易	6	Hong Kong 香港	167,647	2.48%	142	0.022%	0.02%	-	-

### FVTPL Financial Assets

透過損益以公平價值列賬的金融資產

Convoy Global 康宏環球	3	Cayman Islands 開曼群島	10,000	0.000067%	1	0.00015%	0.00014%	-	-
Hydra Capital SPC – SP #1 ("Hydra Capital SPC") Hydra Capital SPC – SP #1(「Hydra Capital SPC」)	7	Cayman Islands 開曼群島	1,110	4.91%	156	0.02%	0.02%	-	-
First Credit Finance Group Limited ("First Credit") 第一信用金融集團有限公司(「第一信用」)	8	Bermuda 百慕達	84,460,000	2.33%	6,588	1.00%	0.92%	169	-
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%	1,878	0.29%	0.26%	(85)	-
Kingsoft Corporation Limited ("Kingsoft") 金山軟件有限公司(「金山軟件」)	10	Cayman Islands 開曼群島	39,000	0.0028%	971	0.15%	0.14%	(44)	-

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Notes :

1. The percentages were calculated taking reference of the then latest monthly return or next day disclosure of return of the investee companies 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") operate an online platform focusing on the Children-Babies-Maternity market in the People's Republic of China (the "PRC" or "China") and are mainly engaged in the provision of marketing and promotional services and e-commerce business. As stated in the annual report of China Parenting for the year ended 31 December 2017, in the future, China Parenting Group will improve the interactive experience with its users multi-dimensionally and continue to intensify its efforts to integrate high-quality and smart services into users' life. Moreover, China Parenting Group will continue to strengthen connections between brands and users and empower its brand owners by giving full play to their unparalleled tech-development capacity, powerful manufacturing competence and leading operating innovation ability. China Parenting Group will keep on making breakthroughs in business boundaries, accelerate the integration of online with offline and create enormous values for the industry and users together with brand owners.
3. Convoy Global (stock code: 1019) and its subsidiaries (collectively referred to as the "Convoy Group") are primarily engaged in the independent financial advisory business, money lending business, proprietary investment business, assets management business, corporate finance business and securities dealing business. As disclosed in the interim report of Convoy Global for the six months ended 30 June 2017, to pursue the vision of becoming one of the leading financial groups in Asia, it had set out 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 working capital sufficiency. As disclosed in the profit warning announcement of Convoy Global dated 19 March 2018, it was expected that the Convoy Group might record a substantial loss for the year ended 31 December 2017 which was approximately eight times of the loss for the year ended 31 December 2016. At the request of Convoy Global, trading in its shares on the Stock Exchange was suspended with effect from 7 December 2017.
4. Target Insurance (stock code: 6161) and its subsidiaries (collectively referred to as the "Target Insurance Group") are principally engaged in the writing of general insurance business. As disclosed in the annual report of Target Insurance for the year ended 31 December 2017, Target Insurance Group will continue to direct effort towards development of business covering other types of motor vehicles. In addition to having online business platforms for private cars and commercial vehicles, which serve as a channel to reach out to customers directly, Target Insurance Group will also explore different distribution channels to further grow its car insurance business. Target Insurance Group is proactively forming alliances with business partners to provide all-round services to customers and extend reach to target customers. The company has a dedicated customer service team which can promptly attend to all customer enquiries and provide a better experience to customers.
5. Finsoft (stock code: 8018) and its subsidiaries (collectively referred to as the "Finsoft Group") are 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 stated in Finsoft's annual report for the year ended 31 December 2017, global economic recovery has strengthened and economic activities will continue to prosper. The Finsoft Group expects that the strong momentum of growth in the financial market will carry on into 2018. In the future, the Finsoft Group will actively seize cooperation and acquisition opportunities with more business partners in various fields to expand its business scales and bring sustainable returns to the shareholders. The Finsoft Group will continue to strive for excellence in its products and services so to maintain its international competitiveness and enhance growth potential in the fintech industry.

### 附註 :

1. 百分比乃參考可在聯交所網站公開可得的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」)從事透過中國育兒集團的線上平台提供營銷及推廣服務及電子商務業務。誠如中國育兒截至二零一七年十二月三十一日止年度之年報所披露,未來中國育兒集團將多維提升與用戶的交互體驗,進一步將高品質及智能化服務融入用戶生活場景,繼續強化品牌和用戶之間的連接,應用卓越的技術開發能力、強大的內容製造能力及領先的運營創新能力為品牌賦能,不斷突破業務邊界、加速線上線下融合,與品牌擁有者聯手為行業及用戶創造更多價值。
3. 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。誠如康宏環球截至二零一七年六月三十日止六個月之中期報告所披露,為實現躋身亞洲領先財務集團巨頭之願景,該企業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)提升資本結構的效益。誠如康宏環球日期為二零一八年三月十九日之盈利警告公告所披露,預期康宏集團於截至二零一七年十二月三十一日止年度可能錄得重大虧損,約為截至二零一六年十二月三十一日止年度虧損的八倍。應康宏環球要求,其股份自二零一七年十二月七日起暫停於聯交所買賣。
4. 泰加保險(股份代號:6161)及其附屬公司(統稱「泰加保險集團」)主要從事一般保險業務。誠如泰加保險截至二零一七年十二月三十一日止年度之年報所披露,泰加保險集團將繼續全力集中發展其他汽車類型業務。除了私家車和商用車的網上業務平台可為泰加保險集團提供直接接觸客戶的渠道外,泰加保險集團亦將拓展不同分銷渠道以進一步壯大汽車業務。泰加保險集團積極與其他業務夥伴組成結盟以向客戶提供全方位服務及進一步接觸目標客戶。泰加保險集團的專責客戶服務團隊可即時回答客戶查詢及為客戶提供更佳體驗。
5. 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十二月三十一日止年度之年報所披露,環球經濟復甦增強,經濟活動亦繼續興旺。匯財集團預期金融市場增長勢頭將於二零一八年持續強勁。未來,匯財集團將主動抓緊與不同領域更多業務夥伴的合作及收購機會,以擴展其業務規模及為股東帶來可持續回報。匯財集團將持續追求卓越的產品及服務,以保持國際競爭力,增強金融科技行業的增長潛力。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

6. GET Mdream is an unlisted company, which was incorporated and registered in Hong Kong. GET Mdream is a member of the Professional Insurance Brokers Association and a registered MPF Intermediary of Mandatory Provident Fund Schemes Authority. It is principally engaged in long term (including investment linked long term) insurance and general insurance lines of business and also MPF schemes brokerage business in Hong Kong. As disclosed in the GET Mdream's booklet published in July 2017, the company upholds the spirit of putting customers first and creating value and strives to develop new business, in the hope of building triple-win for customers, the company and colleagues in the next decade.
7. 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 29 March 2018, Hydra Capital SPC plans to dispose of its investment and distribute available proceeds to its investors, and be wound up after settlement of all accrued liabilities.
8. First Credit (stock code: 8215) and its subsidiaries (collectively referred to as the "First Credit Group") are principally engaged in the money lending business. As disclosed in the annual report of First Credit for the year ended 31 December 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 would like to develop its business and to further enlarge its customer base in different territories including Mainland China and Macau in light of the keen competition in the ever-changing local market. Meanwhile, the First Credit Group will also closely monitor its capital base from time to time and will pursue corresponding solutions where necessary in order to maintain sufficient funding for different potential opportunities. The Securities and Futures Commission has directed the Stock Exchange to suspend all dealings in the shares of First Credit with effect from 24 November 2017 under Rule 8(1) of the Securities and Futures (Stock Market Listing) Rules (Chapter 571V of the Laws of Hong Kong).
9. CK Hutchison (stock code: 1) and its subsidiaries (collectively referred to as the "CK Hutchison Group") are principally engaged in five core businesses: ports and related services, retail, infrastructure, energy, and telecommunications. As disclosed in the annual report of CK Hutchison for the year ended 31 December 2017, the CK Hutchison Group built on its strong foundations of business diversification and resilience and will continue to pursue its fundamental objectives and exercise prudent capital management on all investment activities and strict financial discipline in managing its businesses. The CK Hutchison Group will also maintain a healthy liquidity and debt profile consistent with its current investment grade ratings.
10. Kingsoft (stock code: 3888) and its subsidiaries (collectively referred to as the "Kingsoft Group") are 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 its annual report for the year ended 31 December 2017, Kingsoft Group will continue to enhance WPS technology and product innovation incorporating AI features and cloud computing functions to provide better and more productive solutions to users. Meanwhile, Kingsoft Group will also set their eyes on global presence seeking to broaden its international reach by capitalising on WPS' competitive edge in the mobile arena. Kingsoft Group believes it will maintain strong growth momentum and achieve more breakthroughs in 2018, marking its 30th anniversary with triumphant performance.
6. 聯夢智易為非上市公司，該公司於香港成立及註冊。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強積金公司中介人，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。
7. 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線上遊戲。誠如Hydra Capital SPC日期為二零一八年三月二十九日的簡訊所披露，Hydra Capital SPC擬出售其投資，以及將於結付所有應計負債後向投資者分派所得款項及清盤。
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十二月三十一日止年度之年報所披露，展望未來，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。憑藉於借貸業務的豐富經驗，鑒於不斷變化的本地市場競爭激烈，第一信用集團有意發展其業務，並進一步擴大不同區域(包括中國內地及澳門)的客戶基礎。同時，第一信用集團亦將不時緊密監察其資本基礎，並將於有需要時爭取制定相應方案以維持充裕的資金把握不同潛在機遇。證券及期貨事務監察委員會已根據香港法例第571V章證券及期貨(在證券市場上市)規則第8(1)條指示聯交所，自二零一七年十一月二十四日起暫停第一信用股份之全部交易。
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。誠如長江和記於截至二零一七年十二月三十一日止年度之年報所披露，長江和記集團建基於業務多元化之紮實根基及營運韌力，並將繼續實行此等基本目標，並就所有投資活動採取審慎之資本管理及實施嚴謹之財務政策管理業務。長江和記集團亦將維持與其目前投資評級一致之穩健流動資金及健全債務狀況。
10. 金山軟件(股份代號：3888)及其附屬公司(統稱「金山軟件集團」)主要從事遊戲研究及開發，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、研發及開發及銷售及推廣WPS Office辦公軟件產品及服務。誠如金山軟件截至二零一七年十二月三十一日止年度之年報所披露，金山軟件集團將繼續提升WPS技術及加入創新AI功能及雲計算功能的產品，以提供更好及更有用的解決方案予用戶。同時，金山軟件集團亦將放眼於全球發展，冀借助WPS在移動領域的競爭優勢擴大國際版圖。金山軟件集團相信於二零一八年將維持強勁增長勢頭及取得更多突破，金山軟件集團將以亮麗業績標誌其30周年誌慶。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### 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 (now known as Universe International Financial Holdings Limited) as guarantor pursuant to which the Group conditionally agreed to acquire, and the vendor 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 self-improvement and self-enhancement training programmes 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 its owners 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 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 (“Adjustment Amount”) will be determined in accordance with the formula set out below:

$$\text{Adjustment Amount} = \text{HK\$20,400,000} - (\text{FY 2016 \& 2017 Net Profit}/2) \times 5 \times 51\%$$

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.

### 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(現稱為寰宇國際金融控股有限公司)(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：

$$\text{經調整金額} = 20,400,000 \text{ 港元} - (\text{二零一六及二零一七財政年度溢利淨額}/2) \times 5 \times 51\%$$

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。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

The audited consolidated financial statements of AP for FY 2016 & 2017 are being prepared in accordance with the HKFRSs (“Special Audit”), at the cost of AP Group, by an accounting firm as approved by the Group, subject to adjustment for any non-recurring items. Based on preliminary review and analysis on the latest available unaudited financial information of AP, it is likely that AP will record a consolidated loss after tax for FY 2016 & 2017. The unsatisfactory financial performance of AP Group was mainly due to the keen competition in the industry and implementation of business plans falling behind schedule. AP Group appointed the Group’s auditor, RSM Hong Kong, to conduct the Special Audit which is still in progress and has not yet been finalised at the date of this report. Upon completion of the Special Audit, the Group will, in case the FY 2016 & 2017 Net Profit is less than HK\$16,000,000, request the vendor to pay the Adjustment Amount pursuant to the terms and conditions of the SP Agreement. Further announcement will be made as soon as possible by the Company in relation to the Adjustment Amount once it is ascertained.

In view of the unsatisfactory performance of the AP Group, the Board will consider the possibility of termination of the operation of the AP Group or disposal of its equity interest in AP which would allow the Group to streamline its businesses for better utilisation of resources in pursuing the development of its core businesses.

### *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 Holdings 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\$3,500,000 (equivalent to approximately HK\$27,230,000) to Jun Yang Energy. The loan was unsecured, non-interest bearing and repayable on demand. The loan was in proportion to the Group’s shareholding in Jun Yang Energy when compared with those made by the other shareholders of Jun Yang Energy. Details of this shareholder loan agreement are set out in the Company’s announcement dated 24 February 2017.

Jun Yang Energy and its subsidiaries (collectively “Jun Yang Energy Group”) are principally engaged in solar energy business with a focus on development, construction, operation and maintenance of power station projects in China. During the Period, the Group recorded a share of loss of an associate of approximately HK\$682,000 from the investment in Jun Yang Energy. Such loss was mainly attributable to the drop in gross profit and an increase in operating expenses. The liquidity of the business of Jun Yang Energy has recently become a pressing issue for the Board as the PRC government had delayed the payment of subsidies to the Jun Yang Energy Group. The management of Jun Yang Energy will continue to keep a close watch on the situation and development.

愛拼於二零一六及二零一七財政年度之經審核綜合財務報表正根據香港財務報告準則編製(「特別審核」)，並由一間經本集團認可的會計師事務所審核(費用由愛拼集團承擔)，並就任何非經常項目作出調整。根據就愛拼最新可得未經審核財務資料的初步審閱及分析，愛拼於二零一六及二零一七財政年度將會錄得除稅後綜合虧損。愛拼集團財務業績未如預期，主要因為行業競爭激烈及執行業務計劃有所滯後。愛拼集團委聘本集團核數師中瑞岳華(香港)會計師事務所進行特別審核，而在本報告日期，此特別審核仍在編製及進行中。待完成特別審核後，如二零一六及二零一七財政年度的溢利少於16,000,000港元，本集團將會要求賣方根據買賣協議的條款及條件支付經調整金額。本公司將於經調整金額確定時盡快刊發公告。

鑒於愛拼集團的表現欠佳，董事會將考慮終止愛拼集團的營運或出售其於愛拼的股權，以便本集團精簡其業務，更好地利用資源發展其核心業務。

### *投資於君陽能源*

本公司全資附屬公司Lucky Famous Limited於二零一六年以總現金代價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。該股東貸款協議之詳情載於本公司日期為二零一七年二月二十四日之公告。

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)。於本期間內，來自投資君陽能源應佔一間聯營公司虧損約為682,000港元，有關虧損主要由於毛利減少及經營費用增加。君陽能源業務之流動資金最近成為董事會一項迫切問題，因中國政府延遲向君陽能源支付補貼。君陽能源管理層將繼續緊密留意情況及事態發展。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW

#### Turnover

During the Period, the turnover of the Group's continuing operations was approximately HK\$37,024,000, representing a decrease of approximately 33.5% as compared to the turnover of approximately HK\$55,708,000 for the three months ended 31 March 2017. The turnover from continuing operations of the Group for the Period was mainly contributed by the turnover of (i) Software Business of approximately HK\$23,517,000; (ii) Corporate Management Solutions and I.T. Contract Services Business of approximately HK\$8,962,000; and (iii) other operating segments of approximately HK\$4,495,000.

#### Gross Profit

The gross profit from continuing operations of the Group for the Period decreased by approximately 29.0% from approximately HK\$33,005,000 for the three months ended 31 March 2017 to approximately HK\$23,426,000.

#### Finance Costs

The finance costs incurred from continuing operations of the Group decreased from approximately HK\$5,369,000 for the three months ended 31 March 2017 to nil for the Period. The decrease was attributable to the absence of finance costs in the Period, while the Group recorded finance costs incurred from the convertible notes and loan notes issued by the Company of approximately HK\$5,369,000 in the corresponding period in 2017.

#### Profit for the Period

The Group recorded a profit of approximately HK\$240,000 from continuing operations for the Period (2017: loss of approximately HK\$30,522,000).

Loss attributable to owners of the Company was approximately HK\$2,033,000 for the Period whereas that for the three months ended 31 March 2017 was approximately HK\$ 32,718,000. Such decrease in loss attributable to owners of the Company for the Period was primarily attributable to the combined effects of (i) the decrease in segment profit of the Software Business from approximately HK\$15,238,000 for the three months ended 31 March 2017 to approximately HK\$9,085,000 for the Period; (ii) the change from a segment loss of the Securities Investment Business of approximately HK\$37,505,000 for the three months ended 31 March 2017 to a segment profit of approximately HK\$192,000 for the Period; (iii) the segment loss of the Corporate Management Solutions and I.T. Contract Service Business of approximately HK\$2,703,000 for the Period as compared to a segment profit of approximately HK\$2,345,000 for the corresponding period in 2017; and (iv) the absence of finance costs in the Period, while the Group recorded finance costs of approximately HK\$5,369,000 incurred from the convertible notes and loan notes issued by the Company in the corresponding period in 2017.

#### 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37,024,000港元，較截至二零一七年三月三十一日止三個月營業額約55,708,000港元減少約33.5%。本期間本集團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23,517,000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8,962,000港元；及(iii)其他經營分部貢獻約4,495,000港元。

##### 毛利

於本期間，本集團持續經營業務的毛利由截至二零一七年三月三十一日止三個月約33,005,000港元減少約29.0%至約23,426,000港元。

##### 融資成本

本集團持續經營業務的融資成本由截至二零一七年三月三十一日止三個月約5,369,000港元減少至本期間零港元。融資成本減少乃由於本集團本期間並無產生融資成本，而本集團於二零一七年同期就本公司發行的可換股票據及貸款票據錄得融資成本約5,369,000港元。

##### 本期間溢利

於本期間，本集團錄得來自持續經營業務的溢利約240,000港元(二零一七年：虧損約30,522,000港元)。

於本期間，本公司擁有人應佔虧損約為2,033,000港元，而截至二零一七年三月三十一日止三個月則約為32,718,000港元。本期間，本公司擁有人應佔虧損減少乃主要由於以下各項的綜合影響：(i)軟件業務之分部溢利由截至二零一七年三月三十一日止三個月的約15,238,000港元減至本期間約9,085,000港元；(ii)證券投資業務由截至二零一七年三月三十一日止三個月的分部虧損約37,505,000港元轉變為本期間分部溢利約192,000港元；(iii)企業管理解決方案及資訊科技合約服務業務本期間分部虧損約為2,703,000港元，而二零一七年同期則為分部溢利約2,345,000港元；及(iv)本期間並無產生融資成本，而本集團於二零一七年同期就本公司發行的可換股票據及貸款票據錄得融資成本約5,369,000港元。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Liquidity, Financial Resources and Capital Structure

As at 31 March 2018, the Group's cash and cash equivalents and pledged bank deposit amounted to approximately HK\$112,561,000 (31 March 2017: approximately HK\$53,354,000), which were principally denominated in United States dollars and Hong Kong dollars (2017: Renminbi, United States dollars and Hong Kong dollars). During the Period, the Group generally financed its operations by internally generated resources. There was no significant change in the capital structure of the Company during the Period.

### Gearing Ratio

As at 31 March 2018, the total assets of the Group amounted to approximately HK\$716,435,000 (31 March 2017: approximately HK\$1,445,350,000) and its total liabilities were approximately HK\$58,889,000 (31 March 2017: approximately HK\$303,779,000). The gearing ratio of the Group, calculated as total liabilities over total assets, was approximately 8.2% as at 31 March 2018 (31 March 2017: approximately 21.0%).

### Dividend

The Board does not recommend any payment of dividend for the Period (2017: Nil).

### Charges on the Group's Assets

As at 31 March 2018, the Group pledged bank deposits of approximately US\$80,000 and HK\$1,008,000 (in aggregate approximately HK\$1,632,000) (31 March 2017: approximately HK\$2,641,000) for securing banking facilities of up to HK\$1,500,000 (31 March 2017: HK\$2,500,000). The bank deposits were pledged in United States dollars and Hong Kong dollars respectively for six months and 31 days and at fixed per annum interest rate of 0.2% and 0.3%.

As at 31 March 2018, the Group had undrawn banking facilities of approximately HK\$1,867,000 (31 March 2017: approximately HK\$2,914,000).

As at 31 March 2018, the Group did not hold any margin trading account. As at 31 March 2017, listed securities in the total carrying amount of approximately HK\$209,458,000 held by the Group were charged in favour of a brokerage firm as collateral for the Group's liabilities in respect of its margin trading account, and the Group did not utilise the credit facilities.

### 流動資金、財務資源及資本架構

於二零一八年三月三十一日，本集團的現金及現金等價物以及已抵押銀行存款約為112,561,000港元（於二零一七年三月三十一日：約53,354,000港元），其主要以美元及港元（二零一七年：人民幣、美元及港元）列值。於本期間，本集團一般以內部資源為其營運提供資金。本公司之資本架構於本期間概無重大變動。

### 資產負債比率

於二零一八年三月三十一日，本集團的資產總值約為716,435,000港元（於二零一七年三月三十一日：約1,445,350,000港元），而負債總額則約為58,889,000港元（於二零一七年三月三十一日：約303,779,000港元）。本集團於二零一八年三月三十一日的資產負債比率（即負債總額除以資產總值）約為8.2%（於二零一七年三月三十一日：約21.0%）。

### 股息

董事會並不建議派付本期間內的任何股息（二零一七年：零港元）。

### 本集團資產抵押

於二零一八年三月三十一日，本集團的已抵押銀行存款約80,000美元及1,008,000港元（合共約1,632,000港元）（二零一七年三月三十一日：約2,641,000港元）指抵押作為高達1,500,000港元（於二零一七年三月三十一日：2,500,000港元）銀行融資的存款。有關存款分別以美元及港元列值，分別為期六個月及三十一天，並按固定年利率0.2厘及0.3厘計息。

於二零一八年三月三十一日，本集團有未提取銀行融資約1,867,000港元（於二零一七年三月三十一日：約2,914,000港元）。

於二零一八年三月三十一日，本集團並無持有任何保證金貿易帳戶。於二零一七年三月三十一日，本集團持有賬面總值約209,458,000港元之上市證券已抵押予一間證券商，作為本集團保證金貿易帳戶所涉及負債的抵押品，本集團並無使用信貸融資。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### RISK FACTORS

#### Foreign Exchange Exposure

During the Period, the business activities of the Group were mainly denominated in Hong Kong dollars and United States dollars. The United States dollar is the main currency for transactions made by the Group. Since the 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 therefore has not entered into any foreign exchange contract as hedging measures. The Directors did not consider the Group as being 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 foreign currency rates and may use hedging derivatives, such as foreign currency forward contracts, to manage its foreign currency risk as appropriate.

#### Financial Risk

The total assets of the Group of approximately HK\$716,435,000 as at 31 March 2018 mainly included FVTOCI Financial Assets of approximately HK\$40,112,000, FVTPL Financial Assets of approximately HK\$9,594,000, goodwill of approximately HK\$318,356,000 and intangible assets of approximately HK\$80,689,000. The Group's FVTOCI 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 fluctuations on the fair value of FVTOCI Financial Assets and FVTPL Financial Assets. The Directors regularly review the exposure of the Group's FVTOCI Financial Assets and FVTPL Financial Assets to equity security price risk. Moreover, the Directors closely monitor the financial performance and operation of cash generating units containing goodwill and intangible assets, and conduct impairment review on goodwill and intangible assets annually and more frequently should there be any unforeseeable events or changes in circumstances pointing to potential impairment.

#### Operation Risk

The Group is exposed to the operational risks in relation to each of its business division. To manage those operational risks, 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 projects to the Directors and seek direction.

### 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，因此並無訂立任何外匯合約作為對沖措施。董事認為，本集團概無承受任何重大外匯風險。儘管如此，本集團亦已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，並可能於適當的時候利用對沖衍生工具(如外幣遠期合約)管理其外幣風險。

#### 財務風險

本集團於二零一八年三月三十一日的總資產約716,435,000港元主要包括透過其他全面收益以公平價值列賬的金融資產約40,112,000港元、透過損益以公平價值列賬的金融資產約9,594,000港元、商譽約318,356,000港元及無形資產約80,689,000港元。本集團的透過其他全面收益以公平價值列賬的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，本集團由於透過其他全面收益以公平價值列賬的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透過其他全面收益以公平價值列賬的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，董事密切監察包含商譽及無形資產的現金產出單元之財務表現及營運，且每年進行商譽及無形資產減值檢討，或倘任何突發事件或環境變化導致潛在減值時更頻密進行。

#### 營運風險

本集團面臨與本集團各業務分部相關的經營風險。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。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Credit Risk

To minimise credit risk, the Directors closely monitor the overall level of credit exposure and the management is responsible for determining credit approvals and monitoring the implementation of collection procedure to ensure 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 a reporting period to ensure adequate impairment losses are made for irrecoverable amounts. As at 31 March 2018, the trade receivables of the Group amounted to approximately HK\$14,184,000, representing approximately 2.2% of the net assets of the Group. The Group considered that the risk would not have material impact on the Group's financial position.

### TREASURY POLICY

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

### MATERIAL TRANSACTION

The Group did not make any material acquisition or disposal during the Period.

### Employees and remuneration policies

As at 31 March 2018, the Group had approximately 85 employees (31 December 2017: 95 employees) located in Hong Kong. Its remuneration policy emphasises equality, motivation and performance, and the principle of helping it strengthen competitiveness in the market in order to comply with statutory requirements of the respective jurisdictions where the employees are engaged. Remuneration packages are normally reviewed annually. Apart from salary payments, other staff benefits include provident fund contributions, medical insurance coverage and performance-related bonuses. The Group also has a share option scheme in place to reward and motivate employees. Details of the share option scheme of the Company are set out in the section "Other Information – Share Option Scheme" in this report.

### Contingent liabilities

As at 31 March 2018, the Group did not have any significant contingent liabilities (31 March 2017: Nil).

### 信貸風險

為最小化信貸風險，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落實監察收款程序，確立收回逾期債項的跟進舉措。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處理。於二零一八年三月三十一日，本集團之貿易應收款項約為14,184,000港元，佔本集團資產淨值之約2.2%。本集團認為有關風險將不會對本集團的財務狀況產生重大影響。

### 庫務政策

本集團採取保守庫務政策。庫務活動較為集中，且本集團傾向投資多元化產品組合及不同行業。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

本集團於本期間內概無進行任何重大收購或出售事項。

### 僱員及薪酬政策

於二零一八年三月三十一日，本集團於香港聘用約85名僱員(二零一七年十二月三十一日：95名僱員)。本集團以平等、激勵、績效為導向，深化市場競爭力為原則，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

於二零一八年三月三十一日，本集團並無任何重大或然負債(二零一七年三月三十一日：零港元)。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Capital commitments

As at 31 March 2018, the capital commitments contracted but not provided for the development costs of intangible assets and capital contribution to a joint venture were approximately HK\$19,318,000 (31 December 2017: approximately HK\$26,402,000). Please refer to note 14 to the unaudited condensed consolidated financial statements for details.

### OUTLOOK

Looking forward, the Group will continue its business diversification strategy and focus on fostering software business to become a principal income source. Heeding the development trend of the I.T. industry and given the enormous business opportunities the Belt and Road Initiative will bring, the Group will keep accelerating technological innovation to support research and development of new products, press on at full thrust with the development of mobile applications to create a new impetus for income growth, consolidate its presence in the U.S. and Europe markets, as well as expand its marketing footprint in Asian markets to achieve the diversified income sources.

The Group will timely assess the profitability and efficiency of its business segments and flexibly allocate resources to businesses with sustainable development potential. Capitalising on its extensive business network and solid industry experience, the Group will actively explore investment opportunities to the ends of optimising capital efficiency and bringing more impressive returns to shareholders of the Company.

### 資本承擔

於二零一八年三月三十一日，就無形資產的開發成本之已訂約但未撥備的資本承擔及向一間合營企業注資約為19,318,000港元(二零一七年十二月三十一日：約26,402,000港元)。詳情請參閱未經審核簡明綜合財務報表附註14。

### 前景

展望未來，本集團將持續採取業務多元化發展策略，並聚焦培育軟件業務成為本集團的主要收入來源。順應資訊科技行業的發展勢頭，以及一帶一路政策引伸的無限商機，本集團將繼續加速推進技術創新以助力產品研發，全面推進移動端應用程式的開發以為收入增長增添新動力，鞏固歐美市場並擴大亞洲市場營銷版圖以開拓收入來源。

本集團將適時評估業務分部的收益及有效性，靈活分配資源於具可持續發展潛力的業務。本集團會依託強大的業務網絡及扎實的行業經驗，積極探索合適的投資良機，以優化資本效益，為本公司股東帶來更可觀的回報。

## 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 31 March 2018, the interests or short positions of the Directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO") (Chapter 571 of the Laws of Hong Kong) as recorded in the register required to be kept under section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rule 5.46 of the GEM Listing Rules, were as follows:

### 董事進行證券交易

本公司已採納GEM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GEM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

於二零一八年三月三十一日，董事及本公司主要行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份或債券中擁有根據證券及期貨條例第352條須記錄於所存置登記冊內的權益或淡倉，或根據GEM上市規則第5.46條所述有關董事進行交易的規定標準須另行知會本公司及聯交所的權益或淡倉如下：

## OTHER INFORMATION 其他資料

### Long positions in the ordinary shares (“Shares”) of the Company and underlying Shares

於本公司普通股(「股份」)及相關股份的好倉

Name of Director 董事姓名	Capacity 身分	Number of underlying Shares interested 擁有權益的相關股份數目	Approximate percentage of the total issued share capital of the Company 佔本公司全部已發行股本概約百分比 (Note 1) (附註1)
Lee Kin Fai (“Mr. Lee”) 李健輝(「李先生」)	Beneficial owner 實益擁有人	623,193 (Note 2) (附註2)	0.14%

Notes:

- The total number of 444,448,237 Shares in issue as at 31 March 2018 has been used for the calculation of the approximate percentage.
- 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 had an exercise period from 15 July 2015 to 14 July 2018 with an exercise price of HK\$2.721 per Share.

附註：

- 概約百分比按於二零一八年三月三十一日的已發行股份總數444,448,237股計算。
- 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股相關股份的行使期由二零一五年七月十五日起至二零一八年七月十四日止，行使價為每股2.721港元。

Save as disclosed above, as at 31 March 2018, none of the Directors nor chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rule 5.46 of the GEM Listing Rules.

除上述所披露外，於二零一八年三月三十一日，董事或本公司主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中，擁有或被視作擁有任何根據證券及期貨條例第352條須記錄於所存置登記冊內的權益或淡倉，或根據GEM上市規則第5.46條所述有關董事進行交易的規定標準須另行知會本公司及聯交所的權益或淡倉。

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

Save as disclosed in the 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.

### 董事及主要行政人員收購股份或債務證券的權利

除本報告「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。

## OTHER INFORMATION 其他資料

### SHARE OPTION SCHEME

The share option scheme (“2007 Share Option Scheme”) of the Company adopted pursuant to a shareholders’ resolution of the Company 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 of the Company (“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.

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 Directors may subject to the provisions of the Share Option Scheme and the GEM Listing Rules, invite any person belonging to any of the following classes of eligible participants, to take up share options to subscribe for Shares: (a) any eligible employee (whether full time or part time, including any executive Director but excluding any non-executive Director) of the Company, any of its subsidiaries or any entity in which any member of the Group holds any equity interest (“invested entity”); (b) any non-executive Director (including independent non-executive Directors) of the Company, any of its subsidiaries or any invested entity; and (c) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any invested entity.

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 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.

### 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本公司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本公司股東(「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。

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。

因應購股權計劃的條文及GEM上市規則，董事可邀請任何屬於下列合資格參與者類別的人士接納可認購股份的購股權：(a)本公司、其任何附屬公司或本集團任何成員公司持有任何權益的任何實體(「受投資實體」)的任何合資格僱員(不論屬全職或兼職，包括任何執行董事，惟非執行董事除外)；(b)本公司、其任何附屬公司或任何受投資實體的任何非執行董事(包括獨立非執行董事)；及(c)本集團任何成員公司或任何受投資實體在任何業務或業務發展範疇的任何顧問(專業或其他類型)或諮詢人。

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。



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 (including the 2007 Share Option Scheme) 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 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.

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.

因根據購股權計劃及本集團任何其他購股權計劃(包括二零零七年購股權計劃)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GEM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GEM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。

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。

## OTHER INFORMATION 其他資料

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 2018 於二零一八年一月一日尚未行使	Granted during the Period	Exercised during the Period	Cancelled/lapsed/forfeited during the Period	Outstanding as at 31 March 2018 於二零一八年三月三十一日尚未行使
授出日期	承授人	行使期	每股行使價 HK\$ 港元		本期間授出	本期間行使	本期間註銷/ 失效/沒收	
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	623,193	-	-	-	623,193
2 July 2015 二零一五年七月二日	the company secretary, financial controller of the Company and a director of subsidiaries of the Company 本公司之公司秘書、財務總監及本公司附屬公司之董事	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	623,193	-	-	-	623,193
			Total 總計	1,246,386	-	-	-	1,246,386

Notes:

附註：

- The vesting period of the options is from the date of grant until the commencement of the exercise period.
- The number of Shares of 1,246,386 that may be issued upon full exercise of the outstanding share options represents approximately 0.3% of the total issued share capital of the Company as at 31 March 2018 and the date of this report, which will not have a material dilutive impact on the issued Shares, the respective shareholdings of the substantial Shareholders and earnings per Share.

- 購股權的歸屬期為自授出日期起計直至行使期開始為止。
- 悉數行使尚未行使的購股權而可能發行的1,246,386股股份，佔本公司於二零一八年三月三十一日及本報告日期全部已發行股份約0.3%，將不會對已發行股份、主要股東相關股權及每股股份盈利造成重大攤薄影響。

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.

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。

As at 31 March 2018 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.

於二零一八年三月三十一日及本報告日期，根據購股權計劃可供發行之股份總數為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%。

## OTHER INFORMATION 其他資料

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

根據證券及期貨條例須予披露的權益以及主要股東及其他人士於證券的權益

#### Substantial Shareholders

As at 31 March 2018, 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 which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, which were recorded in the register required to be kept by the Company under Section 336 of the SFO:

#### Long positions in the ordinary Shares

#### 主要股東

於二零一八年三月三十一日，除董事或本公司主要行政人員外，以下人士於股份或相關股份中，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：

#### 於普通股的好倉

Name	Capacity	Number of Shares interested	Approximate percentage of the total issued share capital of the Company	Notes
姓名／名稱	身份	擁有權益的 股份數目 (Note 1) (附註1)	佔本公司 全部已發行 股本之概約 百分比 (Note 2) (附註2)	附註
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	70,318,500 (L)	15.82%	3
Ace Source International Limited ("Ace Source") Ace Source International Limited (「Ace Source」)	Beneficial owner 實益擁有人	30,131,060 (L)	6.78%	4
Xue Qiushi ("Mr. Xue") 薛秋實(「薛先生」)	Interest of a controlled corporation 受控法團權益	30,131,060 (L)	6.78%	4
Wong Jing Shong 黃靖淳	Beneficial owner 實益擁有人	23,694,000 (L)	5.33%	

## 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 31 March 2018 has been used for the calculation of the approximate percentage.
3. Based on the corporate substantial shareholder notice filed by Universe on 29 March 2018, Weluck Development Limited held 70,318,500 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.
4. Ace Source was interested in 30,131,060 Shares in the capacity of beneficial owner. Ace Source is wholly and beneficially owned by Mr. Xue. As such, Mr. Xue was deemed to be interested in all the Shares held by Ace Source pursuant to Part XV of the SFO. Mr. Xue is a director of Ace Source and certain subsidiaries of the Company.

Save as disclosed above, the Directors were not aware of any other person (other than Directors or chief executive of the Company) who, as at 31 March 2018, had or was deemed or taken to have interests or short positions in the Shares or underlying Shares, 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二零一八年三月三十一日之本公司已發行股份總數444,448,237股。
3. 根據寰宇於二零一八年三月二十九日提交之公司主要股東通知，永能發展有限公司持有70,318,500股股份。永能發展有限公司由香江娛樂文化(控股)有限公司(「香江」)全資擁有，而香江由寰宇(其股份於聯交所主板上市(股份代號：1046))全資擁有。因此，根據證券及期貨條例第XV部，香江及寰宇各自被視作於永能發展有限公司所持有之全部股份中擁有權益。
4. Ace Source以實益擁有人身份於30,131,060股股份中擁有權益。Ace Source由薛先生全資實益擁有。因此，根據證券及期貨條例第XV部，薛先生被視作於Ace Source持有之全部股份中擁有權益。薛先生為Ace Source及本公司若干附屬公司之董事。

除上文披露者外，據董事所知，於二零一八年三月三十一日，概無任何其他人士(董事或本公司主要行政人員除外)於股份或相關股份中，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。

### 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.

### 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's principal duties are to review and supervise the financial reporting process, risk management and internal control procedures of the Group. The Audit Committee currently comprises four independent non-executive Directors, namely, Mr. Cheng Hong Kei (the chairman of the Audit Committee), Mr. Chan Yung, Ms. Xiao Yiming and Professor Chui Tsan Kit. The Audit Committee meets at least quarterly each year. The Group's unaudited consolidated results for the Period have been reviewed by the Audit Committee.

### 購買、出售或贖回股份

於本期間內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

### 競爭權益

於本期間內，概無董事或彼等各自的緊密聯繫人士(定義見GEM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GEM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，主席及行政總裁的角色應有所區分，不應由一人同時兼任。由於董事會前主席鄭豪錕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代理主席，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GEM上市規則附錄十五所載守則條文。

### 審核委員會

根據GEM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。審核委員會的主要職責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。審核委員會目前由四名獨立非執行董事組成，即鄭康棋先生(審核委員會主席)、陳勇先生、肖一鳴女士及徐燦傑教授。審核委員會每年至少按季度舉行會議。審核委員會已審閱本集團本期間的未經審核綜合業績。

## OTHER INFORMATION 其他資料

### SUFFICIENCY OF PUBLIC FLOAT

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

### 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 May 2018

*As at the date of this report, the Board consists of four executive Directors, namely Ms. Hung Yvonne, Mr. Pon Kai Choi Phemey, Mr. Lee Kin Fai and Mr. Wong Hin Shek; and five independent non-executive Directors, namely Mr. Chan Yung, Mr. Cheng Hong Kei, Professor Chui Tsan Kit, Professor Lee T. S. and Ms. Xiao Yiming.*

### 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GEM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**

*代理主席兼執行董事*

**洪綺婉**

二零一八年五月十一日

於本報告日期，董事會成員包括四名執行董事洪綺婉女士、潘啟才先生、李健輝先生及王顯碩先生；及五名獨立非執行董事陳勇先生、鄭康棋先生、徐燦傑教授、李天生教授及肖一鳴女士。