



GET HOLDINGS LIMITED

智易控股有限公司*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(於開曼群島註冊成立及於百慕達存續之有限公司)

Stock code 股份代號: 8100

Interim Report
中期業績報告 **2018**

*For identification purposes only 僅供識別

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

香港聯合交易所有限公司（「聯交所」）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。

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CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS – UNAUDITED

簡明綜合損益表 – 未經審核

For the three months and six months ended 30 June 2018
(Expressed in Hong Kong dollars)

截至二零一八年六月三十日止三個月及六個月
(以港元列示)

The board of Directors (the “Board”) of GET Holdings Limited (the “Company”) is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months and six months ended 30 June 2018, together with the comparative unaudited figures for the corresponding periods 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」)截至二零一八年六月三十日止三個月及六個月的未經審核簡明綜合業績，連同二零一七年同期的未經審核比較數字如下：

		Note 附註	Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
			2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Continuing operations	持續經營業務					
Revenue	收入	4	32,414	44,046	69,438	99,754
Cost of sales and services rendered	銷售及所提供服務的成本		(12,450)	(15,197)	(26,048)	(37,900)
Gross profit	毛利		19,964	28,849	43,390	61,854
Other revenue and other gains and losses, net	其他收入以及其他收益及虧損，淨額	5	(170,111)	31,131	(169,488)	(5,628)
Selling and administrative expenses	銷售及行政開支		(17,871)	(18,431)	(39,079)	(37,676)
(Loss)/profit from operations	經營(虧損)/溢利		(168,018)	41,549	(165,177)	18,550
Finance costs	融資成本	6(a)	-	(3,720)	-	(9,089)
Share of (loss)/profit of an associate	應佔一間聯營公司(虧損)/溢利		(12,899)	4,507	(13,581)	5,209
Share of loss of a joint venture	應佔一間合營企業虧損		(765)	-	(1,174)	-
(Loss)/profit before taxation	除稅前(虧損)/溢利	6	(181,682)	42,336	(179,932)	14,670
Income tax expense	所得稅開支	7	(1,242)	(2,468)	(2,752)	(5,324)
(Loss)/profit for the period from continuing operations	本期間持續經營業務(虧損)/溢利		(182,924)	39,868	(182,684)	9,346
Discontinued operation	已終止經營業務					
Profit for the period from discontinued operation	本期間已終止經營業務溢利	8	-	-	-	3,123
(Loss)/profit for the period	本期間(虧損)/溢利		(182,924)	39,868	(182,684)	12,469

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS – UNAUDITED

簡明綜合損益表 – 未經審核

For the three months and six months ended 30 June 2018
(Expressed in Hong Kong dollars)

截至二零一八年六月三十日止三個月及六個月
(以港元列示)

	Note 附註	Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Attributable to:					
Owners of the Company	以下人士應佔： 本公司擁有人				
(Loss)/profit from continuing operations	持續經營業務(虧損)/溢利	(184,634)	35,698	(186,667)	483
Profit from discontinued operation	已終止經營業務溢利	-	-	-	2,497
(Loss)/profit attributable to owners of the Company	本公司擁有人應佔(虧損)/溢利	(184,634)	35,698	(186,667)	2,980
Non-controlling interests	非控股權益				
Profit from continuing operations	持續經營業務溢利	1,710	4,170	3,983	8,863
Profit from discontinued operation	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	1,710	4,170	3,983	9,489
(Loss)/profit for the period	本期間(虧損)/溢利	(182,924)	39,868	(182,684)	12,469
(Loss)/earnings per share	每股(虧損)/盈利				
From continuing and discontinued operations	來自持續經營及已終止經營業務				
Basic	基本	HK(41.54) cents 港仙	HK8.03 cents 港仙	HK(42.00) cents 港仙	HK0.73 cent 港仙
Diluted	攤薄	HK(41.54) cents 港仙	HK7.38 cents 港仙	HK(42.00) cents 港仙	HK0.73 cent 港仙
From continuing operations	來自持續經營業務				
Basic	基本	HK(41.54) cents 港仙	HK8.03 cents 港仙	HK(42.00) cents 港仙	HK0.12 cent 港仙
Diluted	攤薄	HK(41.54) cents 港仙	HK7.38 cents 港仙	HK(42.00) cents 港仙	HK0.12 cent 港仙
From discontinued operation	來自已終止經營業務				
Basic	基本	N/A 不適用	N/A 不適用	N/A 不適用	HK0.61 cent 港仙
Diluted	攤薄	N/A 不適用	N/A 不適用	N/A 不適用	HK0.55 cent 港仙

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

簡明綜合損益及其他全面收益表－未經審核

For the three months and six months ended 30 June 2018
(Expressed in Hong Kong dollars)

截至二零一八年六月三十日止三個月及六個月
(以港元列示)

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
(Loss)/profit for the period	本期間(虧損)/溢利	(182,924)	39,868	(182,684)	12,469
Other comprehensive income for the period:	本期間其他全面收益:				
<i>Items that will be reclassified to profit or loss:</i>	<i>將重新分類至損益的項目:</i>				
Fair value (loss)/gain on available-for-sale financial assets, net	可供出售金融資產的公平價值(虧損)/收益,淨額	-	(11,686)	-	2,484
Exchange difference on translation of financial statements of overseas subsidiaries and an associate	換算海外附屬公司及一間聯營公司財務報表之匯兌差額	(6,452)	-	(1,098)	-
Reclassification adjustment to profit or loss on disposal of available-for-sale financial assets	於出售可供出售金融資產時重新分類調整至損益	-	2,733	-	2,733
<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 equity investments at fair value through other comprehensive income	透過其他全面收益以公平價值列賬的股本投資公平價值變動	1,223	-	4,342	-
Disposal of equity investments at fair value through other comprehensive income	出售透過其他全面收益以公平價值列賬的股本投資	(16,322)	-	(16,322)	-
Reclassification adjustment to other comprehensive income on disposal of equity investments at fair value through other comprehensive income	於出售透過其他全面收益以公平價值列賬的股本投資時重新分類調整至其他全面收益	15,842	-	15,842	-
Other comprehensive income for the period, net of tax	本期間其他全面收益,扣除稅項	(5,709)	(8,953)	2,764	5,217
Total comprehensive income for the period	本期間全面收益總額	(188,633)	30,915	(179,920)	17,686
Attributable to:	以下人士應佔:				
Owners of the Company	本公司擁有人	(190,343)	26,745	(183,903)	8,197
Non-controlling interests	非控股權益	1,710	4,170	3,983	9,489
		(188,633)	30,915	(179,920)	17,686

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 June 2018
(Expressed in Hong Kong dollars)

於二零一八年六月三十日
(以港元列示)

		30 June 2018 二零一八年 六月三十日 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)
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	1,215	1,877
Investment properties	投資物業	38,000	38,300
Intangible assets	無形資產	81,427	79,777
Goodwill	商譽	150,775	318,356
Investment in an associate	於一間聯營公司的投資	13,503	28,182
Investment in a joint venture	於一間合營企業的投資	–	3,418
Available-for-sale financial assets	可供出售金融資產	–	37,149
Financial assets at fair value through other comprehensive income	透過其他全面收益 以公平價值列賬的金融資產	37,205	–
		322,125	507,059
Current assets	流動資產		
Inventories	存貨	1,757	535
Trade and other receivables	貿易及其他應收款項	67,866	78,846
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	6,466	9,656
Tax recoverable	可收回稅項	2,067	5,391
Pledged bank deposits	已抵押銀行存款	1,633	2,645
Cash and cash equivalents	現金及現金等價物	114,110	101,548
		193,899	198,621
Current liabilities	流動負債		
Trade and other payables	貿易及其他應付款項	16,785	17,721
Current tax liabilities	當期稅項負債	26,755	26,825
		43,540	44,546
Net current assets	流動資產淨值	150,359	154,075
Total assets less current liabilities	資產總值減流動負債	472,484	661,134
Non-current liabilities	非流動負債		
Deferred tax liabilities	遞延稅項負債	11,946	12,301
		11,946	12,301
NET ASSETS	資產淨值	460,538	648,833

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 June 2018
(Expressed in Hong Kong dollars)

於二零一八年六月三十日
(以港元列示)

			30 June 2018 二零一八年 六月三十日 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)
Capital and reserves	資本及儲備			
Share capital	股本	19	4,444	4,444
Reserves	儲備	20	423,016	606,919
Equity attributable to owners of the Company	本公司擁有人應佔權益		427,460	611,363
Non-controlling interests	非控股權益		33,078	37,470
TOTAL EQUITY	總權益		460,538	648,833

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY – UNAUDITED

簡明綜合權益變動表 – 未經審核

For the six months ended 30 June 2018
(Expressed in Hong Kong dollars)

截至二零一八年六月三十日止六個月
(以港元列示)

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Share premium	Contributed surplus	Share option reserve	Convertible note equity reserve	Exchange reserve	Investment revaluation reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價	實繳盈餘	購股權儲備	可換股票據權益儲備	匯兌儲備	投資重估儲備	累計虧損	總計	非控股權益	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2017	於二零一七年一月一日	2,963	444,322	992,154	2,839	25,555	(26)	3,072	(423,344)	1,047,535	34,915	1,082,450
Profit for the period	本期間溢利	-	-	-	-	-	-	-	2,980	2,980	9,489	12,469
Other comprehensive income for the period	本期間其他全面收益	-	-	-	-	-	-	5,217	-	5,217	-	5,217
Total comprehensive income for the period	本期間全面收益總額	-	-	-	-	-	-	5,217	2,980	8,197	9,489	17,686
Disposal of a subsidiary	出售一間附屬公司	-	-	-	-	-	-	-	-	-	(1,990)	(1,990)
Rights issue of shares on 15 February 2017	於二零一七年二月十五日的供股發行股份	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 30 June 2017	於二零一七年六月三十日	4,444	517,181	992,154	2,839	25,555	(26)	8,289	(420,364)	1,130,072	42,414	1,172,486
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
Adjustment on initial application of HKFRS 9 (Note 3)	首次應用香港財務報告準則第9號的調整(附註3)	-	-	-	-	-	-	(36,250)	36,250	-	-	-
Restated balance at 1 January 2018	於二零一八年一月一日的經重列結餘	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	-	-	-	-	-	-	-	(186,667)	(186,667)	3,983	(182,684)
Other comprehensive income for the Period	本期間其他全面收益	-	-	-	-	-	(1,098)	20,184	(16,322)	2,764	-	2,764
Total comprehensive income for the Period	本期間全面收益總額	-	-	-	-	-	(1,098)	20,184	(202,989)	(183,903)	3,983	(179,920)
Dividends paid to non-controlling interests	向非控股權益派付的股息	-	-	-	-	-	-	-	-	-	(9,458)	(9,458)
Deconsolidation of subsidiaries (note 18(a))	附屬公司取消綜合入賬(附註18(a))	-	-	-	-	-	-	-	-	-	1,083	1,083
Changes in equity for the Period	本期間權益變動	-	-	-	-	-	-	-	-	-	(8,375)	(8,375)
At 30 June 2018	於二零一八年六月三十日	4,444	517,181	992,154	1,420	-	3,763	(16,066)	(1,075,436)	427,460	33,078	460,538

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS – UNAUDITED

簡明綜合現金流量表 – 未經審核

For the six months ended 30 June 2018
(Expressed in Hong Kong dollars)

截至二零一八年六月三十日止六個月
(以港元列示)

		Six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Net cash generated from operating activities	經營業務所產生現金淨額	28,212	37,894
Net cash used in investing activities	投資活動所用現金淨額	(6,192)	(44,083)
Net cash used in financing activities	融資活動所用現金淨額	(9,458)	(11,039)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／(減少)淨額	12,562	(17,228)
Cash and cash equivalents at 1 January	於一月一日的現金及現金等價物	101,548	87,350
Cash and cash equivalents at 30 June	於六月三十日的現金及現金等價物	114,110	70,122
Analysis of cash and cash equivalents:	現金及現金等價物分析：		
Cash and bank balances	現金及銀行結餘	114,110	70,122

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2018
(Expressed in Hong Kong dollars)

截至二零一八年六月三十日止六個月
(以港元列示)

1. CORPORATE INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 30 July 2001 and continued in Bermuda on 9 January 2014 (Bermuda time). The registered office of the Company is 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 ("Stock Exchange"). The principal activity of the Company is investment holding. The Group is principally engaged in (i) research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisements; (ii) securities investment; (iii) money lending; and (iv) provision of corporate management solutions and information technology ("I.T.") contract services during the six months ended 30 June 2018 ("Period").

In view of the instabilities lurking in the global economy as well as the volatile financial market in Hong Kong, after careful consideration, the Board decided to suspend the operation of the Money Lending Business and the Securities Investment Business (both as defined below) with effect from 11 May 2018.

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 six months ended 30 June 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 interim financial information is presented in thousands of units of Hong Kong Dollars ("HK\$'000"), unless otherwise stated. Hong Kong dollars ("HK\$") is the Company's functional and the Group's presentation currency.

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。於截至二零一八年六月三十日止六個月（「本期間」），本集團主要從事(i)研發及分銷個人電腦性能軟件、防毒軟件、流動電話應用程式及工具欄廣告；(ii)證券投資；(iii)借貸；及(iv)提供企業管理解決方案及資訊科技（「資訊科技」）合約服務。

鑒於全球經濟前景不穩以及香港金融市場波動，經審慎考慮後，董事會決定暫停經營借貸業務及證券投資業務（定義均見下文），自二零一八年五月十一日起生效。

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六月三十日止六個月間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，否則本未經審核簡明綜合中期財務資料以千港元（「千港元」）的單位列報。港元（「港元」）為本公司的功能貨幣及本集團的列報貨幣。

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2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

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

The Group’s 2018 interim unaudited condensed consolidated financial statements should be read in conjunction with the annual consolidated financial statements for the year ended 31 December 2017 and have been prepared under the historical cost convention, except for investment properties, contingent consideration receivable and certain financial instruments that are measured at fair values. The principal accounting policies used in the preparation of these unaudited condensed consolidated financial statements are consistent with those used in the annual consolidated financial statements for the year ended 31 December 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 and the accounting treatment of deconsolidation as a result of the loss of control over AP Group Investment Holdings Limited (“AP Group Investment”, together with its subsidiaries, referred to as the “AP Group”) as mentioned below.

Deconsolidation

Reference is made to the announcements of the Company dated 27 July 2018 and 10 August 2018. As disclosed in the said announcements, legal action has been taken by the Group against Mr. Chan Sze Long (“1st Defendant”) as the 1st defendant and Ms. Lim Wah Elsa (“2nd Defendant”, together with the 1st Defendant, referred to as the “Defendants”) as the 2nd defendant. The 1st Defendant and the 2nd Defendant are former directors of AP Group Investment until their respective resignations on 18 July 2018. The 1st Defendant and/or his controlled company, and the controlled company of the 2nd Defendant, are also former directors of the other members of the AP Group at all material times.

After their resignations as director of AP Group Investment on 18 July 2018, the Defendants failed to deliver up all the accounting books and financial records of, and all businesses records in connection with, the running of the AP Group to the Group for it to prepare the condensed consolidated financial statements for the Period. Details relating to the Group’s loss of control over the AP Group are set out in note 23(b).

2. 財務報表的編製基準

本公司的未經審核簡明綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈的香港會計準則第34號「中期財務報告」、香港公認會計原則，以及聯交所GEM證券上市規則（「GEM上市規則」）編製。

本集團二零一八年中期未經審核簡明綜合財務報表應結合截至二零一七年十二月三十一日止年度之年度綜合財務報表一併閱讀，並已根據歷史成本慣例編製，惟以公平價值計量的投資物業、應收或然代價及若干金融工具除外。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以及下文所述因失去對愛拼集團控股有限公司（「愛拼集團控股」，連同其附屬公司統稱「愛拼集團」）控制權而作出取消綜合入賬之會計處理一致。

取消綜合入賬

茲提述本公司日期為二零一八年七月二十七日及二零一八年八月十日之公告。誠如上述公告所披露，本集團已向第一被告人陳思朗先生（「第一被告人」）及第二被告人林樺女士（「第二被告人」，連同第一被告人稱為「被告人」）採取法律訴訟。第一被告人及第二被告人為愛拼集團控股的前任董事，直至彼等各自於二零一八年七月十八日辭任。第一被告人及／或其受控公司以及第二被告人之受控公司，在所有關鍵時間亦為愛拼集團其他成員公司之前任董事。

在彼等於二零一八年七月十八日辭任愛拼集團控股董事後，被告人未能向本集團提供所有與愛拼集團營運有關之會計賬簿、財務記錄及所有業務記錄以編製本期間的簡明綜合財務報表。有關本集團失去對愛拼集團控制權之詳情載於附註23(b)。

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

Deconsolidation (continued)

No response has been received from the Defendants regarding the full business records of the AP Group. As such, the Company is not able to compile proper consolidated financial statements of the Group involving the financial information of the AP Group for the purpose of preparing the interim results announcement and the interim report of the Group for the Period by the prescribed deadline in compliance with the requirements of the GEM Listing Rules. Although legal action had been instituted against the Defendants, the management of the Company considered that control over the AP Group had been lost and therefore it is appropriate for these subsidiaries to be deconsolidated from the Group's condensed consolidated financial statements. The Board resolved to deconsolidate the financial results of the AP Group from the Group's condensed consolidated financial statements with effect from 1 April 2018.

Financial impact on deconsolidating the AP Group

The deconsolidation of the AP Group resulted in a net loss on deconsolidation of subsidiaries of approximately HK\$3,454,000 for the Period. As the Board was of the view that the amounts due from the AP Group were most likely not recoverable, an impairment loss on the amounts due from the AP Group of approximately HK\$570,000 was also incurred for the Period.

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 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)

取消綜合入賬 (續)

本公司並無收到被告有關愛拼集團完整業務記錄的回應。因此，本公司無法編纂涉及愛拼集團財務資料的本集團適當綜合財務報表，以便遵照GEM上市規則的規定於指定期限內編製本集團於本期間的中期業績公告及中期報告。儘管對被告人提出法律訴訟，本公司管理層認為，已失去對愛拼集團之控制權，因此該等附屬公司取消綜合入賬至本集團之簡明綜合財務報表屬合宜。董事會議決自二零一八年四月一日起在本集團簡明綜合財務報表中取消綜合入賬愛拼集團之財務業績。

取消綜合入賬愛拼集團的財務影響

取消綜合入賬愛拼集團已導致本期間因取消綜合入賬附屬公司而產生虧損淨額約3,454,000港元。由於董事會認為應收受拼集團款項最可能無法收回，本期間亦產生應收受拼集團款項之減值虧損約570,000港元。

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列賬的金融資產（「透過其他全面收益以公平價值列賬的金融資產」），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將會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. REVENUE

Revenue represents the sales value of goods supplied and services provided to customers. An analysis of the Group's revenue for the periods is as follows:

4. 收入

收入指向客戶供應貨品及提供服務的銷售價值。本集團各期間的收入分析如下：

	Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
	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)	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)
Continuing operations				
Sales of computer and mobile phone software and toolbar advertisement	19,598	26,258	43,115	56,844
Provision of corporate management solutions and I.T. contract services	11,372	13,458	20,334	33,619
Provision of kindergarten education	1,444	-	2,827	-
Provision of self-improvement and self-enhancement training programs	-	4,103	3,112	8,832
Loan interest income	-	222	50	449
Other	-	5	-	10
	32,414	44,046	69,438	99,754

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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 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		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)	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)
Continuing operations	持續經營業務				
Other revenue	其他收入				
Bank interest income	銀行利息收入	54	1	121	4
Rental income	租金收入	249	480	498	960
Other loan interest income	其他貸款利息收入	-	207	-	412
Dividend income	股息收入	41	77	216	77
Others	其他	3	134	20	188
		347	899	855	1,641
Other gains and losses, net	其他收益及虧損，淨額				
Loss on disposal of available-for-sale financial assets	出售可供出售金融資產的虧損	-	(2,775)	-	(2,775)
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	24	92	69	122
Loss on disposal of a joint venture	出售一間合營企業的虧損	(1,144)	-	(1,144)	-
Loss on deconsolidation of subsidiaries (Note 18(a))	取消綜合入賬附屬公司的虧損 (附註18(a))	(3,454)	-	(3,454)	-
Loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損	-	-	-	(1)
Fair value (loss)/gain on financial assets at fair value through profit or loss	透過損益以公平價值列賬的金融資產的公平價值(虧損)/收益	(2,207)	37,495	(2,167)	15
Fair value loss on investment properties	投資物業的公平價值虧損	(300)	(4,608)	(300)	(4,608)
Fair value gain on contingent consideration receivable	應收或然代價公平價值收益	-	25	-	25
Impairment loss on amount due from deconsolidated subsidiaries	應收取取消綜合入賬附屬公司款項的減值虧損	(570)	-	(570)	-
Impairment loss on goodwill (Note 13)	商譽減值虧損(附註13)	(163,000)	-	(163,000)	-
Foreign exchange gains/(losses), net	匯兌收益/(虧損)，淨額	193	3	223	(47)
		(170,458)	30,232	(170,343)	(7,269)
Other revenue and other gains and losses, net	其他收入以及其他收益及虧損，淨額	(170,111)	31,131	(169,488)	(5,628)

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6. (LOSS)/PROFIT BEFORE TAXATION

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

6. 除稅前(虧損)/溢利

除稅前(虧損)/溢利已(計入)/扣除下列各項:

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		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)	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)
Continuing operations	持續經營業務				
(a) Finance costs:	(a) 融資成本:				
Effective interest on convertible notes	可換股票據的實際利息	-	855	-	1,710
Interest on loan notes	貸款票據利息	-	2,865	-	7,379
		-	3,720	-	9,089
(b) Staff costs (including directors' remuneration):	(b) 員工成本(包括董事酬金):				
Salaries, wages and other benefits	薪金、工資及其他福利	7,681	6,679	17,376	14,171
Retirement scheme contributions	退休計劃供款	291	248	638	514
		7,972	6,927	18,014	14,685
(c) Other items:	(c) 其他項目:				
Amortisation of intangible assets	無形資產攤銷	5,701	5,238	11,228	10,924
Auditor's remuneration	核數師酬金	263	255	418	434
Depreciation	折舊	256	476	542	943
Operating lease charges:	經營租賃費用:				
- hire of office premises	- 租賃辦公室物業	1,350	1,521	3,674	3,042
Loss on disposal of available-for-sale financial assets [#]	出售可供出售金融資產的虧損 [#]	-	2,775	-	2,775
Loss on deconsolidation of subsidiaries [#] (Note 18(a))	取消綜合入賬附屬公司的虧損 [#] (附註18(a))	3,454	-	3,454	-
Loss on disposal of a joint venture	出售一間合營企業的虧損	1,144	-	1,144	-
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 [#]	(24)	(92)	(69)	(122)
Loss on disposal of property, plant and equipment [#]	出售物業、廠房及設備虧損 [#]	-	-	-	1
Fair value gain on contingent consideration receivable [#]	應收或然代價公平價值收益 [#]	-	(25)	-	(25)
Impairment loss on goodwill [#] (Note 13)	商譽減值虧損 [#] (附註13)	163,000	-	163,000	-
Impairment loss on amount due from deconsolidated subsidiaries [#]	應收取消綜合入賬附屬公司款項的減值虧損 [#]	570	-	570	-
Legal and professional fees	法律及專業費用	1,322	1,922	1,539	2,886
Provision for/(Reversal) of impairment loss on trade receivables	貿易應收款項減值虧損撥備/(撥回)	40	(173)	40	(208)
Fair value loss on investment properties [#]	投資物業之公平價值虧損 [#]	300	4,608	300	4,608

[#] Included in other gains and losses.

[#] 計入其他收益或虧損。

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7. INCOME TAX EXPENSE

7. 所得稅開支

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

未經審核簡明綜合損益表的所得稅指：

	Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
	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)	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)
Continuing operations				
Current tax				
- Hong Kong Profits Tax				
Provision for the period (Note 1)	1,371	2,675	3,194	5,761
Over-provision in respect of prior periods	-	(148)	(189)	(158)
- Withholding tax for the period (Note 2)	47	126	101	169
Deferred tax (Note 3)	(176)	(185)	(354)	(448)
	1,242	2,468	2,752	5,324

Note 1: The provision for Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for the periods.

附註1：香港利得稅撥備乃就各期間的估計應評稅溢利按稅率16.5%計算。

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.

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。

Note 2: Withholding tax regarding the external sales for which customers are located outside Hong Kong, is charged at the appropriate current rates of taxation ruling in relevant countries.

附註2：向位於香港境外的客戶進行外界銷售所涉及預扣稅乃按照有關國家現行適用的稅率計算。

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

附註3：遞延稅項源自各期間本集團無形資產的暫時性差額的稅務影響。

The Group's share of loss of an associate of approximately HK\$13,581,000 (2017: share of profit of approximately HK\$5,209,000) for the Period included share of the associate's taxation of approximately HK\$151,000 (2017: approximately HK\$26,000). The Group's share of loss of a joint venture of approximately HK\$1,174,000 for the Period did not include any share of the joint venture's taxation.

本期間內，本集團應佔一間聯營公司的虧損約13,581,000港元（二零一七年：應佔溢利約5,209,000港元）包括應佔一間聯營公司稅項約151,000港元（二零一七年：約26,000港元）。本期間內，本集團應佔一間合營企業虧損約1,174,000港元並不包括任何應佔合營企業稅項。

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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 was 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.

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

8. 已終止經營業務

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

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%。

各期間的已終止經營業務業績列報如下：

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		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)	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)
Revenue	收入	-	-	-	29,940
Cost of sales and services rendered	銷售及所提供服務的成本	-	-	-	(23,768)
Gross profit	毛利	-	-	-	6,172
Other revenue and other gains and losses, net	其他收入以及其他收益及虧損，淨額	-	-	-	41
Selling and administrative expenses	銷售及行政開支	-	-	-	(4,935)
Profit before taxation	除稅前溢利	-	-	-	1,278
Gain on disposal of discontinued operation	出售已終止經營業務的收益	-	-	-	1,845
Profit for the period from discontinued operation	本期間來自已終止經營業務的溢利	-	-	-	3,123
Profit for the period from discontinued operation (attributable to owners of the Company)	本期間來自已終止經營業務的溢利（本公司擁有人應佔）	-	-	-	2,497

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8. DISCONTINUED OPERATION (continued)

8. 已終止經營業務 (續)

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		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)	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)
Profit for the period from discontinued operation includes the following:	本期間來自已終止經營業務的溢利包括以下各項：				
Staff costs:	員工成本：				
Salaries, wages and other benefits	薪金、工資及其他福利	-	-	-	2,041
Retirement scheme contributions	退休計劃供款	-	-	-	76
		-	-	-	2,117
Other items:	其他項目：				
Depreciation	折舊	-	-	-	101
Auditor's remuneration	核數師酬金	-	-	-	75
Operating lease charges:	經營租賃費用：				
- hire of office premises	- 租賃辦公室物業	-	-	-	1,094
Cash flows from discontinued operation	來自已終止經營業務的現金流				
Net cash inflows from operating activities	來自經營活動的現金流入淨額			-	5,229
Net cash outflows from investing activities	來自投資活動的現金流出淨額			-	(2,125)
Net cash inflows	現金流入淨額			-	3,104

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9. (LOSS)/EARNINGS PER SHARE

(a) Basic (loss)/earnings per share

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

9. 每股(虧損)/盈利

(a) 每股基本(虧損)/盈利

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

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		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)	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)
(i) For continuing and discontinued operations	(i) 來自持續經營及已終止經營業務				
(Loss)/earnings	(虧損)/盈利				
(Loss)/profit attributable to owners of the Company and (loss)/earnings for the purpose of calculating basic (loss)/earnings per share	本公司擁有人應佔(虧損)/溢利及用作計算每股基本(虧損)/盈利的(虧損)/盈利	(184,634)	35,698	(186,667)	2,980
		'000 千股	'000 千股	'000 千股	'000 千股
Number of shares	股份數目				
Weighted average number of ordinary shares for the purpose of calculating basic (loss)/earnings per share	用作計算每股基本(虧損)/盈利的普通股加權平均股數	444,448	444,448	444,448	407,002
Basic (loss)/earnings per share (HK cents)	每股基本(虧損)/盈利(港仙)	(41.54)	8.03	(42.00)	0.73

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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 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		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)	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)
(ii) For continuing operations	(ii) 持續經營業務				
(Loss)/earnings (Loss)/profit attributable to owners of the Company and (loss)/earnings for the purpose of calculating basic (loss)/earnings per share	(虧損)/盈利 本公司擁有人應佔(虧損)/溢利以及用作計算每股基本(虧損)/盈利的(虧損)/盈利	(184,634)	35,698	(186,667)	483
		'000 千股	'000 千股	'000 千股	'000 千股
Number of shares Weighted average number of ordinary shares for the purpose of calculating basic (loss)/earnings per share	股份數目 用作計算每股基本(虧損)/盈利的普通股加權平均股數	444,448	444,448	444,448	407,002
Basic (loss)/earnings per share (HK cents)	每股基本(虧損)/盈利(港仙)	(41.54)	8.03	(42.00)	0.12
(iii) For discontinued operation	(iii) 已終止經營業務				
Earnings Profit attributable to owners of the Company and earnings for the purpose of calculating basic earnings per share	盈利 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	N/A不適用	N/A不適用	2,497
		'000 千股	'000 千股	'000 千股	'000 千股
Number of shares Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	股份數目 用作計算每股基本盈利的普通股加權平均股數	N/A不適用	N/A不適用	N/A不適用	407,002
Basic earnings per share (HK cents)	每股基本盈利(港仙)	N/A不適用	N/A不適用	N/A不適用	0.61

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9. EARNINGS PER SHARE (continued)

(b) Diluted earnings per share

No adjustment has been made to the basic (loss)/earnings per share presented for (i) continuing operations and discontinued operation and (ii) continuing operations for the six months ended 30 June 2018 and 2017 and three months ended 30 June 2018 in respect of a dilution as the share options outstanding as at 30 June 2018 and 2017 had no dilutive effect and impact of the convertible notes outstanding as at 30 June 2017 had anti-dilutive effect.

The calculation of diluted earnings per share (i) continuing and discontinued operations and (ii) continuing operations for the three months ended 30 June 2017; and discontinued operation for the six months ended 30 June 2017 was based on the profit attributable to owners of the Company and the weighted average number of ordinary shares in issue during the periods.

9. 每股盈利(續)

(b) 每股攤薄盈利

並無對就截至二零一八年及二零一七年六月三十日止六個月及截至二零一八年六月三十日止三個月呈列之(i)持續經營業務及已終止經營業務以及(ii)持續經營業務之每股基本(虧損)/盈利作出有關攤薄之調整,原因為於二零一八年及二零一七年六月三十日之尚未行使之購股權並無攤薄效果及於二零一七年六月三十日之尚未行使可換股票據具有反攤薄效果。

截至二零一七年六月三十日止三個月(i)持續及已終止經營業務及(ii)持續經營業務;及截至二零一七年六月三十日止六個月的已終止經營業務的每股攤薄盈利乃根據各期間本公司擁有人應佔溢利及已發行普通股的加權平均股數計算。

**Three months
ended
30 June 2017**
截至二零一七年
六月三十日
止三個月
HK\$'000
千港元
(Unaudited)
(未經審核)

(i) For continuing and discontinued operations	(i) 持續及已終止經營業務	
Earnings	盈利	
Profit attributable to owners of the Company and earnings for the purpose of calculating diluted earnings per share	本公司擁有人應佔溢利及用作計算每股攤薄盈利的盈利	35,698
Finance cost saving on conversion of convertible notes outstanding	因兌換尚未行使可換股票據而節省融資成本	855
		<hr/>
Profit attributable to owners of the Company and earnings for the purpose of calculating diluted earnings per share	本公司擁有人應佔溢利及用作計算每股攤薄盈利的盈利	36,553
		<hr/>

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9. EARNINGS PER SHARE (continued)

9. 每股盈利(續)

(b) Diluted earnings per share (continued)

(b) 每股攤薄盈利(續)

		'000 千股
(i) For continuing and discontinued operations (continued)	(i) 持續及已終止經營業務(續)	
Number of shares	股份數目	
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	用作計算每股基本盈利的普通股的加權平均股數	444,448
Effect of dilutive potential ordinary shares from:	潛在攤薄普通股的影响·來自:	
Convertible notes	可換股票據	50,766
Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	用作計算每股攤薄盈利的普通股的加權平均股數	495,214
Diluted earnings per share (HK cents)	每股攤薄盈利(港仙)	7.38

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9. EARNINGS PER SHARE (continued)

(b) Diluted earnings per share (continued)

9. 每股盈利(續)

(b) 每股攤薄盈利(續)

		Three months ended 30 June 2017 截至二零一七年 六月三十日 止三個月 HK\$'000 千港元 (Unaudited) (未經審核)
(ii) For continuing operations	(ii) 持續經營業務	
Earnings		
Profit attributable to owners of the Company and earnings for the purpose of calculating diluted earnings per share	盈利 本公司擁有人應佔溢利及用作計算每股攤薄盈利的盈利	35,698
Finance cost saving on conversion of convertible notes outstanding	因兌換尚未行使可換股票據而節省融資成本	855
		<hr/>
Profit attributable to owners of the Company and earnings for the purpose of calculating diluted earnings per share	本公司擁有人應佔溢利及用作計算每股攤薄盈利的盈利	36,553
		<hr/>
		'000 千股
Number of shares		
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	股份數目 用作計算每股基本盈利的普通股的加權平均股數	444,448
Effect of dilutive potential ordinary shares from:	潛在攤薄普通股的影响，來自：	
Convertible notes	可換股票據	50,766
		<hr/>
Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	用作計算每股攤薄盈利的普通股的加權平均股數	495,214
		<hr/>
Diluted earnings per share (HK cents)	每股攤薄盈利(港仙)	7.38
		<hr/>

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9. EARNINGS PER SHARE (continued)

9. 每股盈利(續)

(b) Diluted earnings per share (continued)

(b) 每股攤薄盈利(續)

		Six months ended 30 June 2017 截至二零一七年 六月三十日 止六個月 HK\$'000 千港元 (Unaudited) (未經審核)
(iii) For discontinued operation	(iii) 已終止經營業務	
Earnings	盈利	
Profit attributable to owners of the Company and earnings for the purpose of calculating diluted earnings per share	本公司擁有人應佔溢利及用作計算每股攤薄盈利的盈利	2,497
		'000 千股
Number of shares	股份數目	
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	用作計算每股基本盈利的普通股的加權平均股數	407,002
Effect of dilutive potential ordinary shares from:	潛在攤薄普通股的影响，來自：	
Convertible notes	可換股票據	50,766
Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	用作計算每股攤薄盈利的普通股的加權平均股數	457,768
Diluted earnings per share (HK cents)	每股攤薄盈利(港仙)	0.55

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10. SEGMENT REPORTING

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

Continuing operations:

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

Discontinued operation:

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

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

The Group's other operating segments include (i) the provision of online shopping business; (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 among segments:

- Segment profit/(loss) represents profit earned by/(loss from) each segment without allocation of central administration costs, finance costs and income tax expense and did not include share of (loss)/profit of an associate and share of loss of a joint venture.
- Segment revenue reported below represents revenue generated from external customers. Inter-segment revenue is priced with reference to prices charged to external customers for similar orders.

10. 分部報告

本集團按部門管理其業務，由業務類別及地區混合組織而成。於本期間，本集團有五個報告分部（二零一七年：五個），列報方式與為分配資源及評估表現目的而向本集團最高級行政管理人員內部報告資料的方式貫徹一致：

持續經營業務：

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

已終止經營業務：

- 提供保險及強制性公積金計劃經紀服務（「保險及強積金計劃經紀業務」）

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

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

(a) 分部業績

為監管分部表現及在分部間分配資源：

- 分部溢利／（虧損）指每個分部在並無分配中央行政成本、融資成本及所得稅開支下所賺取溢利／（出現虧損），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。

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10. SEGMENT REPORTING (continued)

(a) Segment results (continued)

Information regarding the Group's reportable segments from continuing operations for the six months ended 30 June 2018 is set out below.

10. 分部報告 (續)

(a) 分部業績 (續)

有關本集團截至二零一八年六月三十日止六個月來自持續經營業務的報告分部資料載列如下。

		Six months ended 30 June 2018 截至二零一八年六月三十日止六個月					
		Software Business	Securities Investment Business	Money Lending Business	Corporate Management Solutions and I.T. Contract Services Business 企業管理解決方案及資訊科技合約服務業務	Others	Consolidated
		軟件業務 HK\$'000 千港元 (Unaudited) (未經審核)	證券投資業務 HK\$'000 千港元 (Unaudited) (未經審核)	借貸業務 HK\$'000 千港元 (Unaudited) (未經審核)	服務業務 HK\$'000 千港元 (Unaudited) (未經審核)	其他 HK\$'000 千港元 (Unaudited) (未經審核)	綜合 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收入						
Revenue from external customers	外界客戶收入	43,115	-	50	20,334	5,939	69,438
Inter-segment revenue	分部間收入	-	-	-	96	-	96
Reportable segment revenue	報告分部收入	43,115	-	50	20,430	5,939	69,534
Reconciliation:	對賬:						
Elimination of inter-segment revenue	抵銷分部間收入						(96)
Revenue	收入						69,438
Results	業績						
Segment results	分部業績	(146,354)	(2,005)	23	(3,539)	(1,521)	(153,396)
Reconciliation:	對賬:						
Interest income	利息收入						121
Unallocated income	未分配收入						498
- Rental income	- 租金收入						(1,144)
- Loss on disposal of a joint venture	- 出售一間合營企業的虧損						(3,454)
- Loss on deconsolidation of subsidiaries	- 取消綜合入賬附屬公司的虧損						(300)
- Fair value loss on investment property	- 投資物業的公平價值虧損						(7,502)
Unallocated expenses	未分配開支						(165,177)
- Corporate expenses	- 企業開支						-
Loss from operations	經營虧損						(13,581)
Finance costs	融資成本						(1,174)
Share of loss of an associate	應佔一間聯營公司虧損						(179,932)
Share of loss of a joint venture	應佔一間合營企業虧損						(2,752)
Loss before taxation	除稅前虧損						(182,684)
Income tax expense	所得稅開支						
Loss for the Period from continuing operations	本期間來自持續經營業務的虧損						

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10. SEGMENT REPORTING (continued)

(a) Segment results (continued)

10. 分部報告 (續)

(a) 分部業績 (續)

Six months ended 30 June 2018 截至二零一八年六月三十日止六個月						
Software Business	Securities Investment Business	Money Lending Business	Corporate Management Solutions and I.T. Contract Services Business	Others	Consolidated	
軟件業務	證券投資業務	借貸業務	企業管理解決方案及資訊科技合約服務業務	其他	綜合	
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
千港元	千港元	千港元	千港元	千港元	千港元	
(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	
(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	
Other segment information:	其他分部資料:					
Amortisation of intangible assets	無形資產攤銷	(10,439)	-	(789)	-	(11,228)
Depreciation	折舊	-	(10)	(118)	(414)	(542)
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	-	69	-	-	69
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	-	(2,167)	-	-	(2,167)
Impairment loss on amount due from deconsolidated subsidiaries	應收取消綜合入賬附屬公司款項的減值虧損	-	-	-	(570)	(570)
Impairment loss on goodwill (Note 13(a))	商譽減值虧損(附註13(a))	(163,000)	-	-	-	(163,000)
Legal and professional fees	法律及專業費用	-	-	(17)	(1,522)	(1,539)
Loss on deconsolidation of subsidiaries	取消綜合入賬附屬公司的虧損	-	-	-	(3,454)	(3,454)

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10. SEGMENT REPORTING (continued)

10. 分部報告 (續)

(a) Segment results (continued)

Information regarding the Group's reportable segments from continuing operations for the six months ended 30 June 2017 is set out below.

有關本集團截至二零一七年六月三十日止六個月來自持續經營業務的報告分部資料載列如下。

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

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10. SEGMENT REPORTING (continued)

(a) Segment results (continued)

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

(b) Segment assets and liabilities

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

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

(b) 分部資產及負債

為監管分部表現及分配分部之間的資源：

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

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10. SEGMENT REPORTING (continued)

10. 分部報告 (續)

(b) Segment assets and liabilities (continued)

(b) 分部資產及負債 (續)

Information regarding the Group's reportable segments as at 30 June 2018 is set out below.

有關本集團於二零一八年六月三十日的報告分部資料載列如下。

		30 June 2018 二零一八年六月三十日					
		Software Business	Securities Investment Business	Money Lending Business	Corporate Management Solutions and I.T. Contract Services Business 企業管理解決方案及資訊科技	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)
Assets	資產						
Segment assets	分部資產	232,737	51,314	223	58,858	2,572	345,704
Reconciliation:	對賬:						
Unallocated assets	未分配資產						
- Property, plant and equipment	- 物業、廠房及設備						144
- Investment property	- 投資物業						38,000
- Investment in an associate	- 於一間聯營公司之投資						13,503
- Trade and other receivables	- 貿易及其他應收款項						48,175
- Cash and cash equivalents	- 現金及現金等價物						70,498
Total assets	資產總值						516,024
Liabilities	負債						
Segment liabilities	分部負債	38,215	300	189	14,201	578	53,483
Reconciliation:	對賬:						
Unallocated liabilities	未分配負債						
- Trade and other payables	- 貿易及其他應付款項						1,815
- Current tax liabilities	- 當期稅項負債						188
Total liabilities	負債總額						55,486
Other segment information:	其他分部資料:						
Additions to property, plant and equipment	添置物業、廠房及設備	-	-	-	(4)	-	(4)
Development costs capitalised	開發成本資本化	(12,878)	-	-	-	-	(12,878)

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10. SEGMENT REPORTING (continued)

(b) Segment assets and liabilities (continued)

Information regarding the Group's reportable segments as at 31 December 2017 is set out below.

10. 分部報告 (續)

(b) 分部資產及負債 (續)

31 December 2017

二零一七年十二月三十一日

		Software Business	Securities Investment Business	Money Lending Business	Corporate Management Solutions and I.T. Contract Services Business 企業管理 解決方案及 資訊科技	Others	Consolidated
		軟件業務 HK\$'000 千港元 (Audited) (經審核)	證券投資業務 HK\$'000 千港元 (Audited) (經審核)	借貸業務 HK\$'000 千港元 (Audited) (經審核)	合約服務業務 HK\$'000 千港元 (Audited) (經審核)	其他 HK\$'000 千港元 (Audited) (經審核)	綜合 HK\$'000 千港元 (Audited) (經審核)
Assets	資產						
Segment assets	分部資產	410,170	47,358	12,775	57,313	11,937	539,553
Reconciliation:	對賬:						
Unallocated assets	未分配資產						
- Property, plant and equipment	- 物業、廠房及設備						190
- Investment properties	- 投資物業						38,300
- Investments in associates	- 於聯營公司的投資						28,182
- Investment in a joint venture	- 於一間合營企業的投資						3,418
- Trade and other receivables	- 貿易及其他應收款項						48,474
- Cash and cash equivalents	- 現金及現金等價物						47,563
Total assets	資產總值						705,680
Liabilities	負債						
Segment liabilities	分部負債	39,279	200	164	9,313	5,713	54,669
Reconciliation	對賬						
Unallocated liabilities	未分配負債						
- Trade and other payables	- 貿易及其他應付款項						2,178
Total liabilities	負債總額						56,847
Other segment information:	其他分部資料:						
Additions to property, plant and equipment	添置物業、廠房及設備	-	-	-	(354)	(127)	(481)
Development costs capitalised	開發成本資本化	(27,107)	-	-	-	-	(27,107)

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10. SEGMENT REPORTING (continued)

10. 分部報告 (續)

(c) Geographical information

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

(c) 地區資料

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

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		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)	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)
Continuing operations	持續經營業務				
Revenue from external customers	外界客戶收入				
Hong Kong	香港	12,256	17,309	25,302	38,029
United States of America	美國	6,621	9,738	14,502	21,550
Russia	俄羅斯	1,784	1,692	3,753	7,324
Germany	德國	992	1,399	2,007	2,956
United Kingdom	英國	1,027	1,473	2,271	3,299
Japan	日本	1,657	1,676	3,561	3,389
Australia	澳洲	607	891	1,266	1,847
Canada	加拿大	834	790	1,973	1,766
Others (including Mainland China)	其他(包括中國內地)	6,636	9,078	14,803	19,594
		32,414	44,046	69,438	99,754

		30 June 2018 二零一八年 六月三十日 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)	
		Specified non-current assets	指定非流動資產		
Hong Kong	香港	271,417		438,310	

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10. SEGMENT REPORTING (continued)

(d) Information about major customers

For the six months ended 30 June 2018 and 30 June 2017, no individual customer contributed over 10% of total revenue from continuing operations of the Group.

11. DIVIDENDS

The Board does not recommend the payment of any dividend for the Period (2017: HK\$ nil).

12. INVESTMENT PROPERTIES

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

The investment property was revalued at 30 June 2018 on the market value basis by making reference to recent transactions of similar properties by an external independent valuer.

10. 分部報告 (續)

(d) 有關主要客戶的資料

截至二零一八年六月三十日及二零一七年六月三十日止六個月，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. 股息

董事會不建議就本期間派付任何股息(二零一七年：零港元)。

12. 投資物業

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

該投資物業已獲外聘獨立估值師於二零一八年六月三十日按市值基準參照類似物業的近期交易進行重估。

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13. GOODWILL

13. 商譽

		Total 總計 HK\$'000 千港元
Cost	成本	
At 1 January 2017	於二零一七年一月一日	787,955
Arising on acquisition of a subsidiary	收購一間附屬公司時產生	762
Derecognised on disposal of a subsidiary	於出售一間附屬公司時取消確認	(865)
		<hr/>
At 31 December 2017	於二零一七年十二月三十一日	787,852
Derecognised on deconsolidation of subsidiaries	於取消綜合入賬附屬公司時取消確認	(4,581)
		<hr/>
At 30 June 2018	於二零一八年六月三十日	783,271
		<hr/>
Accumulated impairment losses	累計減值虧損	
At 1 January 2017	於二零一七年一月一日	287,496
Impairment loss recognised	已確認減值虧損	182,000
		<hr/>
At 31 December 2017	於二零一七年十二月三十一日	469,496
Impairment loss recognised (Note 5/6(c))	已確認減值虧損(附註5/6(c))	163,000
		<hr/>
At 30 June 2018	於二零一八年六月三十日	632,496
		<hr/>
Carrying amount	賬面值	
At 30 June 2018	於二零一八年六月三十日	150,775
		<hr/>
At 31 December 2017	於二零一七年十二月三十一日	318,356
		<hr/>

Impairment on goodwill

In accordance with Hong Kong Accounting Standard 36, an impairment loss shall be recognised for the cash-generating unit ("CGU") if the recoverable amount of the CGU is less than the carrying amount of the CGU. The Company should conduct goodwill impairment review annually or more frequently if events or changes in circumstances indicate a potential impairment.

Subsequent to the publication of the first quarterly results of the Company for the three months ended 31 March 2018, the Board noted that the financial performance of the Software Business did not pick up as expected and has further declined. In view of the decrease in revenue from the Software Business of approximately HK\$43.1 million for the Period as compared to that of approximately HK\$56.8 million for the corresponding period in 2017, representing a decrease of approximately 24.2%, the Board considered that this may be an indicator of potential impairment on the carrying amount of the goodwill of Boom Max International Limited and its subsidiaries ("Boom Max Group"), the CGU of the Software Business. Accordingly, the Company appointed Ascent Partners Valuation Service Limited as independent valuer in assisting in the valuation of the CGU in relation to the Boom Max Group as at 30 June 2018 ("Valuation Date").

商譽減值

根據香港會計準則第36號，倘現金產出單元（「現金產出單元」）之可收回金額少於現金產出單元之賬面值，則須就現金產出單元確認減值虧損。本公司應每年進行商譽減值審查，若有事件發生或情況改變顯示可能發生減值時，則應更頻密地進行審查。

刊發本公司截至二零一八年三月三十一日止三個月的第一季業績後，董事會注意到軟件業務的財務表現並無如預期般復甦並進一步下跌。鑑於本期間來自軟件業務的收益較二零一七年同期約56,800,000港元減少至約43,100,000港元，減少約24.2%，董事會認為這可能是軟件業務現金產出單元Boom Max International Limited及其附屬公司（「Boom Max集團」）之商譽賬面值潛在減值之跡象。因此，本公司已委任艾升評估諮詢有限公司作為獨立估值師，以協助就二零一八年六月三十日（「估值日期」）之Boom Max集團現金產出單元進行估值。

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13. GOODWILL (continued)

Impairment on goodwill (continued)

During the Period, the Group recorded an impairment loss on goodwill (the "Impairment Loss on Goodwill") of approximately HK\$163 million (2017: nil) in relation to the Boom Max Group. The Impairment Loss on Goodwill, which was non-cash in nature, did not affect the Group's working capital condition during the Period.

Calculation of impairment loss

As at 30 June 2018, the carrying amount of the Boom Max Group before impairment was approximately HK\$521 million (31 December 2017: HK\$521 million) which comprised (i) goodwill of approximately HK\$288 million (31 December 2017: HK\$288 million) attributable to the Group's 65.177% interest in the Boom Max Group; (ii) goodwill of approximately HK\$154 million (31 December 2017: HK\$154 million) attributable to the non-controlling interests in the Boom Max Group; and (iii) net operating assets of approximately HK\$79 million (31 December 2017: HK\$79 million) of the Boom Max Group.

As at 30 June 2018, the recoverable amount of the Boom Max Group was approximately HK\$271 million (31 December 2017: HK\$584 million) (equivalent to approximately US\$34.9 million (31 December 2017: US\$75.3 million)), being an amount shown in the valuation report on the Boom Max Group as at 30 June 2018 prepared by the independent valuer, which was determined based on the value in use ("VIU") using the valuation method of discounted cash flow. It requires estimates concerning future cash flows and associated discount rate and growth rate assumptions which are based on the management's expectation of future business performance and prospects of the Boom Max Group.

The impairment loss on goodwill of 100% interest of the Boom Max Group of approximately HK\$250 million for the Period reduces the carrying amount of the Boom Max Group from approximately HK\$521 million as at 30 June 2018 to its recoverable amount of approximately HK\$271 million as at 30 June 2018. After the allocation of impairment loss to non-controlling interests, the Group recognised the Impairment Loss on Goodwill of approximately HK\$163 million in relation to the Boom Max Group for the Period with reference to its holding of 65.177% interest in the Boom Max Group.

13. 商譽 (續)

商譽減值 (續)

於本期間內，本集團錄得與Boom Max集團相關之商譽減值虧損（「商譽減值虧損」）約163,000,000港元（二零一七年：零）。商譽減值虧損為非現金性質，並不影響本集團於本期間之營運資金狀況。

計算減值虧損

於二零一八年六月三十日，減值前之Boom Max集團賬面值約為521,000,000港元（二零一七年十二月三十一日：521,000,000港元），當中包括(i)本集團於Boom Max集團之65.177%權益應佔商譽約為288,000,000港元（二零一七年十二月三十一日：288,000,000港元）；(ii)於Boom Max集團之非控股權益應佔商譽約為154,000,000港元（二零一七年十二月三十一日：154,000,000港元）；及(iii) Boom Max集團營運資產淨值約為79,000,000港元（二零一七年十二月三十一日：79,000,000港元）。

於二零一八年六月三十日，Boom Max集團之可收回金額約為271,000,000港元（二零一七年十二月三十一日：584,000,000港元）（相當於約34,900,000美元（二零一七年十二月三十一日：75,300,000美元）），即獨立估值師所編製Boom Max集團於二零一八年六月三十日的估值報告所示金額，此乃根據使用價值（「使用價值」），採用貼現現金流量法釐定。該方法需要對未來現金流量進行估計，並對相關貼現率及增長率進行假設，此乃基於管理層對Boom Max集團未來業務表現及前景的預期。

於本期間內，Boom Max集團之100%權益之商譽減值虧損約250,000,000港元，並將Boom Max集團於二零一八年六月三十日之賬面值約521,000,000港元減至其於二零一八年六月三十日可收回金額約271,000,000港元。於本期間內，將減值虧損分配至非控股權益後，本集團參考其於Boom Max集團持有之65.177%權益就Boom Max集團確認商譽減值虧損約為163,000,000港元。

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13. GOODWILL (continued)

Impairment on goodwill (continued)

Key basis and assumptions adopted for projected cash flow of the Software Business

The expected average sales growth rate during the forecast period from 2019 to 2023 (“Forecast Period”) in 2018 was approximately 5.51% while the expected average sales growth rate during the forecast period from 2018 to 2022 (“Previous Forecast Period”) in 2017 was approximately 13.77%. As a result of the declining financial performance and the decrease in the revenue of the Software Business for the Period by approximately 24.2% as compared to that for the corresponding period in 2017 due to various factors which included the slower-than-expected development pace in the Asian market, the volatility of the global economy, the keen market competition in the I.T. market, the decline in the demand for personal computers (“PCs”), the management of the Group revised the 5-year cash flow forecast of the Boom Max Group with reference to the actual financial results of the Boom Max Group for the Period and the projected financial results of the Boom Max Group for the six months ending 31 December 2018, which resulted in the decrease in the recoverable amount of the CGU of the Software Business. As a result, the projected average sales growth rate for the Forecast Period in 2018 was lower than the projection for the Previous Forecast Period made in 2017.

There were no significant changes in the basis adopted in the preparation of the projected cash flow for the Forecast Period in 2018 as compared with those adopted for the Previous Forecast Period in 2017, except for the application of the declining revenue of the Boom Max Group in the Period as a base for the projected cash flow for the Forecast Period in 2018. The expected average sales growth rate during the Forecast Period was determined with reference to a research on software industry conducted on an international research platform for companies, industries and M&A deals analysis while similar approach was adopted for determining the expected average sales growth rate during the Previous Forecast Period in 2017. The expected annual gross profit margins and annual net profit margins during the Forecast Period in 2018 were predicted to be maintained at the historical levels in 2017 and 2018 given that the I.T. market and the global economy have not changed significantly.

13. 商譽 (續)

商譽減值 (續)

軟件業務現金流量預測採用之主要基準及假設

於二零一八年預測二零一九年至二零二三年預測期間(「預測期間」)的預期平均銷售增長率約為5.51%，而於二零一七年預測二零一八年至二零二二年預測期間(「上一個預測期間」)的預期平均銷售增長率約為13.77%。因亞洲市場的發展步伐慢於預期、全球經濟波動、資訊科技市場競爭激烈、個人電腦(「個人電腦」)的需求回落等多個因素，導致本期間內財務表現下滑及軟件業務的收入較二零一七年同期減少約24.2%。本集團管理層已參考Boom Max集團於本期間之實際財務業績及Boom Max集團截至二零一八年十二月三十一日止六個月之預計財務業績，以修訂Boom Max集團的五年現金流量預測，從而導致軟件業務現金產出單元的可收回金額減少。因此，於二零一八年預測期間的預期平均銷售增長率低於二零一七年就上一個預測期間所作的預測。

與二零一七年編製的上一個預測期間的現金流量預測所採用的基準相比，於二零一八年編製預測期間的現金流量預測所採用基準並無重大變動，惟於二零一八年就預測期間的預測現金流量採用Boom Max集團之本期間下跌收入作為基礎除外。預測期間內的預期平均銷售增長率參考一所分析公司、行業及併購交易的國際調研平台所進行的軟件行業調研而釐定，而於二零一七年時釐定上一個預測期間之預期平均銷售增長率亦採用類似方法。預計於二零一八年預測期間的預期年度毛利率及年度純利率將維持二零一七年及二零一八年的歷史水平，假設資訊科技市場及全球經濟並無發生顯著轉變。

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13. GOODWILL (continued)

Impairment on goodwill (continued)

Key basis and assumptions adopted for projected cash flow of the Software Business (continued)

The VIU of the CGU of the Software Business was developed through the application of the weighted-average-cost-of-capital ("WACC") to discount the free cash flows to the CGU. The WACC was calculated by taking into account the cost of equity and the cost of debt. The cost of equity was calculated according to the Capital Asset Pricing Model.

13. 商譽 (續)

商譽減值 (續)

軟件業務現金流量預測採用之主要基準及假設 (續)

軟件業務現金產出單元的使用價值透過應用加權平均資本成本(「加權平均資本成本」)以貼現自由現金流量至現金產出單元。加權平均資本成本乃經計及權益成本及債務成本計算。權益成本乃根據資本資產定價模型計算。

		30 June 2018 二零一八年 六月三十日	31 December 2017 二零一七年 十二月三十一日
Risk-free Rate	無風險利率	2.25%	1.83%
Levered Beta	槓桿化貝塔值	0.766	0.963
Market Risk Premium	市場風險溢價	11.81%	12.56%
Size Premium	規模溢價	5.59%	5.60%
Cost of Equity	權益成本	16.89%	19.52%

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13. GOODWILL (continued)

Impairment on goodwill (continued)

Key basis and assumptions adopted for projected cash flow of the Software Business (continued)

The 10-year Hong Kong Sovereign Bond Yield as at 30 June 2018, (i.e. the Valuation Date), was used as the risk-free rate of Hong Kong because government bonds are regarded as risk-free. This rate, as obtained from an international research database, was approximately 2.25% (31 December 2017: 1.83%). As the Company is listed on the Stock Exchange and the principal operating subsidiaries of the Boom Max Group are located in Hong Kong, reference was made to the Hang Seng Index annualised expected return when determining the expected market return of Hong Kong. The expected market return of Hong Kong, a forward-looking rate, was approximately 14.05% (31 December 2017: 14.39%). It is the annualised expected rate of return of Hong Kong equity market proxied as the market capitalisation weighted average of the expected internal rate of return of each company in the Hang Seng Index. The internal rate of return is derived by using the dividend discount model based on estimates from market consensus taking into account the dividend yield, growth rate and payout ratio by an international research database. Therefore, the market risk premium, which was the difference between the expected market return and the risk-free rate, was taken to be approximately 11.81% (31 December 2017: 12.56%) based on the rate quoted from an international research database. The market risk premium is the additional required return over the risk free rate when investing in equity market. A small company risk premium of 5.59% (31 December 2017: 5.60%), suggested by an international consulting firm based on its research and database, was applied to the relatively small size of the Boom Max Group. The small company risk premium can be added to cost of capital estimation models as an adjustment for the additional risk of smaller companies relative to large companies. The research done by the international consulting firm provides different size premiums for different companies with various range of market capitalisation. In the research, all companies on the New York Stock Exchange ("NYSE") were ranked by the combined market capitalisation of their eligible equity securities. The companies were then split into 10 equally populated groups or deciles. Eligible companies traded on the NYSE and the Nasdaq National Market ("NASDAQ") were then assigned to the appropriate deciles according to their capitalisation in relation to the NYSE breakpoints. The market capitalisation of the Boom Max Group falls within the smallest range stated in the research and the small company risk premium was accordingly applied. The small company risk premium was calculated over the years from 1926 to 2016 during which the actual return in excess of risk free rate minus the return in excess of risk free rate as predicted by Capital Asset Pricing Model. The levered beta of approximately 0.766 (31 December 2017: 0.963) was derived from the average of unlevered beta of approximately 0.698 (31 December 2017: 0.852) guideline public companies in similar industries.

13. 商譽 (續)

商譽減值 (續)

軟件業務現金流量預測採用之主要基準及假設 (續)

香港的無風險利率為二零一八年六月三十日(即估值日期)之10年期香港政府債券收益率,因政府債券被視為無風險。根據國際調研數據庫所取得資料,該利率約為2.25%(二零一七年十二月三十一日:1.83%)。由於本公司於聯交所上市及Boom Max集團的主要營運附屬公司位於香港,故於釐定香港預期市場回報率時乃參考恒生指數預期年率化回報。香港預期市場回報率(具前瞻性的指標)約為14.05%(二零一七年十二月三十一日:14.39%)。香港股票市場之預期年率化回報率,由恒生指數中各公司之加權平均市值預期內部回報率來代表。內部回報率乃根據市場共識所得估計使用股息貼現模型計算得出,當中計及國際調研數據庫所提供之股息收益率、增長率及股息支付率。故此,市場風險溢價(即預期市場回報率及無風險利率之差額)約為11.81%(二零一七年十二月三十一日:12.56%),乃基於國際研究數據庫所報利率而採用。市場風險溢價為投資股票市場時較無風險利率高出的額外要求回報。國際顧問公司根據其研究及數據庫所建議之小型公司風險溢價為5.59%(二零一七年十二月三十一日:5.60%)並應用至規模較小的Boom Max集團。小型公司風險溢價可添加至資本評估模型之成本,作為調整小型公司較大型公司可能產生之額外風險。國際顧問公司作出之研究為不同市值之公司提供不同規模之溢價。該研究中,紐約證券交易所(「紐約證交所」)的所有公司乃按其合資格股本證券的合併市值排列。該等公司其後分為十個數量平均的群組或至十分位數。於紐約證交所及納斯達克全國市場(「納斯達克」)進行買賣的合資格公司,根據紐約證交所所有關的市值轉折點納入相應的十分位數。Boom Max集團之市值屬研究中之最小範圍並因此使用小型公司風險溢價。小型公司風險溢價是根據於一九二六年至二零一六年期間,高於無風險利率的實際回報減按照資本資產定價模型所預測的高於無風險利率回報計算得出。槓桿化貝塔值約0.766(二零一七年十二月三十一日:0.963)乃從類似行業上市可比公司的平均無槓桿貝塔值約0.698(二零一七年十二月三十一日:0.852)得出。

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13. GOODWILL (continued)

Impairment on goodwill (continued)

Key basis and assumptions adopted for projected cash flow of the Software Business (continued)

13. 商譽 (續)

商譽減值 (續)

軟件業務現金流量預測採用之主要基準及假設 (續)

		Unlevered Beta 無槓桿貝塔值	
		30 June 2018 二零一八年 六月三十日	31 December 2017 二零一七年 十二月三十一日
Guideline Public Companies	上市可比公司		
Absolute Software Corp	Absolute Software Corp	0.826	1.053
F-Secure OYJ	F-Secure OYJ	0.753	0.887
Trend Micro Inc	Trend Micro Inc	1.016	0.950
Advenica AB	Advenica AB	0.433	0.624
Check Point Software Technologies Ltd.	Check Point Software Technologies Ltd.	0.752	0.876
Link Motion Inc. (NQ Mobile Inc. previous name)	Link Motion Inc. (前稱NQ Mobile Inc.)	0.340	0.759
Symantec Corporation	Symantec Corporation	0.762	0.813
Average of unlevered beta	平均無槓桿貝塔值	0.698	0.852

The levered beta is calculated by multiplying the unlevered beta to the multiple of (1 minus 16.50% of Hong Kong tax rate) and the ratio of debt to equity and then plus 1. As at the Valuation Date, the average debt to equity ratio of the comparable companies of approximately 11.82% (31 December 2017: 15.60%) was adopted as proxy to estimate the debt to equity ratio of the Boom Max Group. The amount of cost of debt adopted was 7.00% (31 December 2017: 7.00%) which was the sum of International Monetary Fund (IMF) Hong Kong lending rate as at the Valuation Date of 5.00% (31 December 2017: 5.00%) and an additional percentage of 2.00% (31 December 2017: 2.00%). International Monetary Fund (IMF) Hong Kong lending rate of 5.00% was Hong Kong prime lending rate that banks generally charged the most creditworthy clients as at the Valuation Date. An additional percentage of 2.00% was added to the cost of debt because of the credit risk for lending money to the Group. The WACC of the Boom Max Group as at 30 June 2018 was approximately 15.72% (31 December 2017: 17.67%). The terminal growth rate of approximately 3.08% (31 December 2017: 3.08%), which was the average of the inflation rates of Hong Kong from 2008 to 2017, was applied in the valuation as of the Valuation Date.

槓桿化貝塔值的計算方法為無槓桿貝塔值乘以(1減香港稅率16.50%)與債務權益比率再加1的積。於估值日期,上市可比公司之平均債務權益比率約為11.82%(二零一七年十二月三十一日:15.60%),該比率被採納用來估計Boom Max集團債務權益比率。所採納之債務成本為7.00%(二零一七年十二月三十一日:7.00%),即國際貨幣基金組織(IMF)香港貸款利率於估值日期5.00%(二零一七年十二月三十一日:5.00%)及額外百分比2.00%(二零一七年十二月三十一日:2.00%)之和。國際貨幣基金組織(IMF)香港貸款利率5.00%乃於估值日期銀行一般向最佳信用客戶提供的香港最優惠貸款利率。額外百分比2.00%的債務成本是因為本集團借款的信貸風險。Boom Max集團於二零一八年六月三十日的加權平均資本成本為約15.72%(二零一七年十二月三十一日:17.67%)。於估值日期應用於估值的長期增長率約為3.08%(二零一七年十二月三十一日:3.08%),即香港自二零零八年至二零一七年之平均通脹率。

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13. GOODWILL (continued)

Impairment on goodwill (continued)

Key basis and assumptions adopted for projected cash flow of the Software Business (continued)

There are no significant changes in the methodology and sources of market data applied in the valuation for the Period except for the market risk premium of approximately 11.81% as at 30 June 2018 dropped from approximately 12.56% as at 31 December 2017. Such change in the market risk premium led to a decrease in the WACC from approximately 17.67% as at 31 December 2017 to approximately 15.72% as at 30 June 2018. Companies satisfying the following criteria, are adopted as comparable companies for the valuation: (1) the comparable company is principally engaged in corporate management solutions and I.T. contract services related business; (2) the principal business of the comparable company is diversified geographically; (3) the shares of the comparable company are listed on major stock exchange and have been actively traded for a reasonable period of time; and (4) detailed financial and operational information in respect of the comparable company are publicly available.

The valuation method of discounted cash flow was adopted for the calculation of the VIU of the CGU of the Software Business. In accordance with Hong Kong Accounting Standard 36 Impairment of Assets, a CGU to which goodwill has been allocated shall be tested for impairment annually, and whenever there is an indication that the CGU may be impaired, by comparing the carrying amount of the CGU, including the goodwill, with the recoverable amount of the CGU, which is the higher of the VIU and the fair value less costs of disposal. The valuation method of fair value less costs of disposal was not adopted as there were limited transactions of comparable CGU available in the market for the determination of fair value after having researched on an international research database, all announcements on the websites of the Stock Exchange, the Shenzhen Stock Exchange and the Shanghai Stock Exchange and the financial reports and publicly available information of listed companies in Hong Kong. In accordance with Hong Kong Accounting Standard 36, it will not be possible to measure fair value less costs of disposal because there is no reasonable basis for making a reliable estimate of the price at which an orderly transaction to sell the CGU would take place between market participants at the measurement date under the then prevailing current market condition. On the other hand, costs of disposal of transactions can be various on a case-by-case basis and such information is not easily assessable. As such, VIU was adopted as the recoverable amount of the CGU. The valuation method of discounted cash flow has been consistently applied in the valuation on the CGU of the Software Business since 2014.

13. 商譽 (續)

商譽減值 (續)

軟件業務現金流量預測採用之主要基準及假設 (續)

本期間評估所用的方法及市場的數據來源概無重大變動，惟(i)移除一間上市可比公司，即AVG Technologies，該公司於二零一七年九月在紐約證交所除牌，彼時起概無有關該公司之公開可得資料；及(ii)市場風險溢價由二零一七年十二月三十一日的約12.56%下跌至二零一八年六月三十日的約11.81%。市場風險溢價的有關變動導致加權平均資本成本由二零一七年十二月三十一日的約17.67%下降至二零一八年六月三十日的約15.72%。二零一八年預測期間的預期現金流量不受上市可比公司的變動影響。符合以下準則的公司採納為估值的上市可比公司：(1)上市可比公司主要從事企業管理解決方案及資訊科技合約服務的相關業務；(2)上市可比公司的主要業務位於全球各地；(3)上市可比公司的股份於主要證券交易所上市，並於合理時間內活躍交投；及(4)上市可比公司的詳盡財務及營運資料屬公開可得。

貼現現金流量法已獲採納，用以計算軟件業務現金產出單元的使用價值。根據香港會計準則第36號資產減值，商譽分配之現金產出單元須每年進行減值測試，及在有跡象顯示現金產出單元可能減值時，則透過對比現金產出單元之賬面值（包括商譽）與現金產出單元之可收回金額（使用價值及公平價值減出售成本之較高者）。公平價值減出售成本之評估方法未獲採納，因為經過搜尋國際研究數據庫、聯交所、深圳證券交易所及上海證券交易所網站的所有公告及香港上市公司的財務報告及公開可得的資料後，我們發現市場上可供釐定公平價值之可比較現金產出單元的交易有限。根據香港會計準則第36號，由於並無合理基準作為可靠估算於計量日期依照當時現行市況下市場參與者可能進行有序交易出售現金產出單元的價格，因此將無法計量公平價值減出售成本。另一方面，交易的出售成本可能因不同情況而各不相同，且有關資訊不易取得。據此，使用價值獲採用作為現金產出單元的可收回金額。貼現現金流量評估方法自二零一四年起一直沿用於軟件業務現金產出單元的評估。

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13. GOODWILL (continued)

Impairment on goodwill (continued)

Key basis and assumptions adopted for projected cash flow of the Software Business (continued)

The Company engaged Ascent Partners Valuation Service Limited, an independent valuer, as the valuer to perform the valuation on the CGU of the Software Business of the Group as at 31 December 2017 and 30 June 2018.

14. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

Listed investments, at fair value	按公平價值計量的上市投資
Equity securities listed in Hong Kong	於香港上市的股本證券
Unlisted equity securities	非上市股本證券
Analysed as:	分析為以下項目：
Non-current assets	非流動資產

The fair values of listed equity securities traded in active market are based on current closing prices on the Stock Exchange. The fair value of listed equity securities which were suspended or halted in trading in an active market were estimated by using the index return method by an independent valuer which was consistent with method adopted as at 31 December 2017.

These investments were classified as available-for-sale financial assets as at 31 December 2017.

13. 商譽 (續)

商譽減值 (續)

軟件業務現金流量預測採用之主要基準及假設 (續)

本公司已委聘艾升評估諮詢有限公司(獨立估值師)為估值師,對本集團於二零一七年十二月三十一日及二零一八年六月三十日的軟件業務現金產出單元進行評估。

14. 透過其他全面收益以公平價值列賬的金融資產

30 June 2018 二零一八年 六月三十日 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)
37,063	–
142	–
37,205	–
37,205	–

在活躍市場買賣的上市股本證券的公平價值乃根據聯交所現行收市價釐定。在活躍市場上暫停買賣或短暫停止買賣的上市股本證券的公平價值,由一名獨立估值師使用指數回報法作為估值技術估算。此方法與二零一七年十二月三十一日所採用之方法一致。

此等投資於二零一七年十二月三十一日獲分類為可供出售金融資產。

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15. TRADE AND OTHER RECEIVABLES

15. 貿易及其他應收款項

		30 June 2018 二零一八年 六月三十日 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)
Trade receivables (Note (b))	貿易應收賬款 (附註(b))	13,181	24,133
Less: Allowance for doubtful debt (Note (c))	減: 呆賬撥備 (附註(c))	(60)	(20)
		13,121	24,113
Prepayments, deposits and other receivables (Note (d))	預付款項、按金及其他應收款項 (附註(d))	27,376	27,286
Amounts due from brokers	應收經紀款項	17	140
Amounts due from non-controlling interests of a subsidiary (Note (e))	應收一間附屬公司之非控股權益款項 (附註(e))	122	77
Loan receivable from an associate (Note (f))	應收一間聯營公司貸款 (附註(f))	27,230	27,230
		67,866	78,846

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15. TRADE AND OTHER RECEIVABLES (continued)

(a) Ageing analysis

According to the credit rating of different customers and service providers, the Group normally allows credit periods ranged from 0 to 90 days (31 December 2017: 0 to 90 days) to its trade customers and service providers.

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

15. 貿易及其他應收款項 (續)

(a) 賬齡分析

根據不同客戶及服務供應商的信貸評級，本集團給予其貿易客戶及服務供應商的信貸期一般介乎0至90日（二零一七年十二月三十一日：0至90日）。

本集團的貿易應收賬款（扣除減值虧損撥備）根據到期日的賬齡分析如下：

		30 June 2018 二零一八年 六月三十日 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)
Not due	未逾期	10,387	19,715
Less than 1 month past due	逾期少於1個月	1,437	1,561
More than 1 month but less than 3 months past due	逾期超過1個月但少於3個月	1,130	1,796
More than 3 months but less than 12 months past due	逾期超過3個月但少於12個月	167	939
More than 12 months past due	逾期超過12個月	-	102
Amounts past due	逾期金額	2,734	4,398
		13,121	24,113

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15. TRADE AND OTHER RECEIVABLES (continued)

15. 貿易及其他應收款項 (續)

(b) Loan receivables

As of 30 June 2018, included in the Group's trade receivables were loans to customers of HK\$nil (31 December 2017: approximately HK\$6,177,000) for the Money Lending Business. The detailed analysis of loan receivables is as follows:

(b) 應收貸款

截至二零一八年六月三十日，本集團的貿易應收賬款包括就借貸業務向客戶貸款零港元（二零一七年十二月三十一日：約6,177,000港元）。應收貸款詳細分析如下：

		Secured 已抵押		Unsecured 無抵押		Total 總計	
		30 June 2018 二零一八年 六月三十日 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)	30 June 2018 二零一八年 六月三十日 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)	30 June 2018 二零一八年 六月三十日 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)
Current	即期	-	6,177	-	-	-	6,177

As at 31 December 2017, the loan receivables of approximately HK\$6,177,000 were secured by the personal guarantees given by a director of a former subsidiary of the Company.

於二零一七年十二月三十一日，應收貸款約6,177,000港元乃由本公司前附屬公司之一名董事作出的個人擔保作抵押。

(c) Impairment

The Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

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

(c) 減值

本集團採用香港財務報告準則第9號允許的簡化方法，其規定自初步確認應收賬款起確認整個存續期內的預期虧損。

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

(d) Other receivables

As of 30 June 2018, the Group's prepayments, deposits and other receivables included the contingent consideration receivables of HK\$20,400,000 (31 December 2017: HK\$20,400,000) arising from the profit guarantee for the acquisition of AP Group Investment during the year ended 31 December 2016.

(d) 其他應收款項

於二零一八年六月三十日，本集團預付款項、按金及其他應收款項包括截至二零一六年十二月三十一日止年度有關收購愛拼集團控股的溢利保證所產生的或然應收代價20,400,000港元（二零一七年十二月三十一日：20,400,000港元）。

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15. TRADE AND OTHER RECEIVABLES (continued)

(e) Amounts due from non-controlling interests of a subsidiary

The amounts due are unsecured, interest free and with no fixed repayment terms.

(f) Loan receivables from an associate

The loan due from Jun Yang Energy Holdings Limited (“Jun Yang Energy”) is unsecured, interest free and is repayable upon demand subject to the consent of all shareholders of Jun Yang Energy.

15. 貿易及其他應收款項 (續)

(e) 應收一間附屬公司的非控股權益款項

有關款項為無抵押、免息且無固定還款期限。

(f) 應收一間聯營公司貸款

應收君陽能源控股有限公司(「君陽能源」)貸款為無抵押、免息且應按要求償還，惟獲君陽能源全體股東同意後方告作實。

16. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

16. 透過損益以公平價值列賬的金融資產

		30 June 2018 二零一八年 六月三十日 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)
Equity securities held for trading, at fair value, listed in Hong Kong	按公平價值計量於香港上市 持作買賣股本證券	6,310	9,656
Unlisted investment fund	非上市投資基金	156	-
Analysed as:	分析為以下項目：		
Current assets	流動資產	6,466	9,656

The investments represent listed equity securities investments that offer the Group the opportunity for return through dividend income and fair value gains. They have no fixed maturity or coupon rate. The fair values of listed securities were based on market prices at the end of reporting period. The fair value of listed equity securities which are suspended or halted in trading in an active market were estimated by using the index return method by an independent valuer.

The fair value of the unlisted investment fund has been determined by reference to the latest quotation provided by the administrator of the investment fund on the reporting date. The directors believe that the estimated fair value provided by the administrator of the investment fund is reasonable, and that is the most appropriate value at the end of the reporting period.

有關投資指為本集團提供機會透過收取股息收入及公平價值收益作為回報的上市股本證券投資。該等投資並無固定到期日或息票率。上市證券的公平價值乃根據於報告期末的市價得出。暫停於活躍市場買賣或短暫停止買賣的上市股本證券之公平價值由一名獨立估值師使用指數回報法作為估值技術估計。

非上市投資基金的公平價值已參考投資基金管理人於報告日期提供的最近期報價而釐定。董事相信，投資基金管理人所提供的估計公平價值屬合理，於報告期末為最恰當的價值。

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16. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

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

As a result of the adoption of the HKFRS 9, unlisted investment fund of approximately HK\$156,000 which had been previously classified as available-for-sale financial assets was reclassified to financial assets at fair value through profit or loss on 1 January 2018.

16. 透過損益以公平價值列賬的金融資產 (續)

透過損益以公平價值列賬的金融資產以港元列值。

由於採納香港財務報告準則第9號，先前已分類為可供出售金額資產的非上市投資基金約156,000港元已於二零一八年一月一日重新分類為透過損益以公平價值列賬的金融資產。

17. TRADE AND OTHER PAYABLES

17. 貿易及其他應付款項

		30 June 2018 二零一八年 六月三十日 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)
Trade payables	貿易應付賬款	3,391	3,366
Deferred income	遞延收入	6,834	2,672
Amounts due to non-controlling interests of a subsidiary	應付一間附屬公司之非控股權益款項	-	971
Accrued expenses and other payables	應計費用及其他應付款項	6,560	10,712
		16,785	17,721

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

貿易應付賬款根據收取貨品／服務日期的賬齡分析如下：

		30 June 2018 二零一八年 六月三十日 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)
Less than 3 months	少於3個月	3,347	3,316
More than 3 months but less than 12 months	超過3個月但少於12個月	17	42
More than 12 months	超過12個月	27	8
		3,391	3,366

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18. DECONSOLIDATION OF SUBSIDIARIES

Due to the circumstances that the Group was unable to locate complete set of books and records of the AP Group ("Deconsolidated Subsidiaries"), in the opinion of the Board, the control over the Deconsolidated Subsidiaries was lost. Accordingly, the financial results, assets and liabilities of the Deconsolidated Subsidiaries have been deconsolidated from the condensed consolidated financial statements of the Group with effective from 1 April 2018 and the Group recorded a loss on deconsolidation of the Deconsolidated Subsidiaries of approximately HK\$3,454,000 for the Period.

The following is the financial information, before intra-group balances and transactions elimination, of the Deconsolidated Subsidiaries.

(a) Loss on deconsolidation of the Deconsolidated Subsidiaries

Net liabilities of AP Group at the date of deconsolidation were as follows:

Property, plant and equipment	物業、廠房及設備	124
Trade and other receivables	貿易及其他應收款項	1,599
Tax recoverable	可收回稅款	267
Inventories	存貨	612
Cash and bank balances	現金及銀行結餘	409
Trade and other payables	貿易及其他應付款項	(4,865)
Amount due to group companies	應付集團公司款項	(356)
Non-controlling interests	非控制權益	1,083
Net liabilities of the Deconsolidated Subsidiaries	取消綜合入賬附屬公司負債淨額	(1,127)
Goodwill	商譽	4,581
Loss on deconsolidation	取消綜合入賬虧損	3,454

18. 附屬公司取消綜合入賬

鑒於本集團無法取得愛拼集團(「取消綜合入賬附屬公司」)之完整賬冊及記錄，董事會認為，本集團失去對取消綜合入賬附屬公司之控制權。因此，取消綜合入賬附屬公司之財務業績、資產及負債已自二零一八年四月一日起於本集團簡明綜合財務報表中取消綜合入賬，而本集團於本期間就取消綜合入賬附屬公司錄得虧損約3,454,000港元。

以下為取消綜合入賬附屬公司扣除集團間結餘及交易撇銷前之財務資料。

(a) 附屬公司取消綜合入賬之虧損

愛拼集團於取消綜合入賬日期的負債淨額如下：

	HK\$'000 千港元 (Unaudited) (未經審核)
Property, plant and equipment	124
Trade and other receivables	1,599
Tax recoverable	267
Inventories	612
Cash and bank balances	409
Trade and other payables	(4,865)
Amount due to group companies	(356)
Non-controlling interests	1,083
Net liabilities of the Deconsolidated Subsidiaries	(1,127)
Goodwill	4,581
Loss on deconsolidation	3,454

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18. DECONSOLIDATION OF SUBSIDIARIES (continued)

- (b) Transactions of the Deconsolidated Subsidiaries included in the condensed consolidated statement of profit or loss of the Group for the three months ended 31 March 2018

18. 附屬公司取消綜合入賬(續)

- (b) 計入截至二零一八年三月三十一日止三個月本集團簡明綜合損益表之取消綜合入賬附屬公司交易

		Deconsolidated Subsidiaries 取消綜合 入賬附屬公司 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收入	3,112
Cost of sales	銷售成本	(350)
Other revenue and the other gains and losses, net	其他收入及其他收益與虧損淨額	13
Administrative expenses	行政開支	(2,548)
Income tax expense	所得稅開支	(12)
Profit for the period	期內溢利	215

19. SHARE CAPITAL

19. 股本

		Nominal value per share 每股面值 HK\$ 港元	Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
Authorised:	法定：			
Ordinary shares	普通股			
At 1 January 2018 and 30 June 2018 (Unaudited)	於二零一八年一月一日及 二零一八年六月三十日(未經審核)	0.01	80,000,000	800,000
Issued and fully paid:	已發行及繳足：			
Ordinary shares	普通股			
At 1 January 2018 and 30 June 2018 (Unaudited)	於二零一八年一月一日及 二零一八年六月三十日(未經審核)	0.01	444,448	4,444

20. RESERVES

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

20. 儲備

本集團於本期間及去年同期的儲備金額及變動於未經審核簡明綜合權益變動表列報。

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21. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

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

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

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

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

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

(a) Disclosures of level in fair value hierarchy at 30 June 2018 and 31 December 2017:

21. 金融工具的公平價值計量

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

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

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

第三級輸入數據：資產或負債的不可觀察輸入數據。

本集團的政策為確認截至事件或變化日期導致轉撥的任何三個級別轉入及轉出情況。

(a) 於二零一八年六月三十日及二零一七年十二月三十一日的公平價值等級披露：

DESCRIPTION	詳情	Fair value measurements using: 公平價值計量所用層級：			Total 總計
		Level 1 第一級 HK\$'000 千港元 (Unaudited) (未經審核)	Level 2 第二級 HK\$'000 千港元 (Unaudited) (未經審核)	Level 3 第三級 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2018 二零一八年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)
Recurring fair value measurements: 經常性公平價值計量：					
Financial assets 金融資產					
Financial assets at fair value through profit or loss	透過損益以公平價值列賬的金融資產				
Listed equity securities	上市股本證券	1,664	-	4,646	6,310
Unlisted investment fund	非上市投資基金	-	-	156	156
Financial assets at fair value through other comprehensive income	透過其他全面收益以公平價值列賬的金融資產				
Listed equity securities	上市股本證券	35,590	-	1,473	37,063
Unlisted equity securities	非上市股本證券	-	-	142	142
Investment properties 投資物業					
Commercial unit - Hong Kong	商業單位—香港	-	38,000	-	38,000
Total	總計	37,254	38,000	6,417	81,671

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21. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (continued)

21. 金融工具的公平價值計量 (續)

(a) Disclosures of level in fair value hierarchy at 30 June 2018 and 31 December 2017: (continued)

(a) 於二零一八年六月三十日及二零一七年十二月三十一日的公平價值等級披露：(續)

DESCRIPTION	詳情	Fair value measurements using: 公平價值計量所用層級：			Total 總計
		Level 1 第一級 HK\$'000 千港元 (Audited) (經審核)	Level 2 第二級 HK\$'000 千港元 (Audited) (經審核)	Level 3 第三級 HK\$'000 千港元 (Audited) (經審核)	31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Recurring fair value measurements: 經常性公平價值計量：					
Financial assets 金融資產					
Financial assets at fair value through profit or loss 透過損益以公平價值列賬的金融資產					
Listed equity securities 上市股本證券		3,236	-	6,420	9,656
Available-for-sale financial assets 可供出售金融資產					
Listed equity securities 上市股本證券		35,216	-	1,635	36,851
Unlisted equity securities 非上市股本證券		-	-	142	142
Unlisted investment fund 非上市投資基金		-	-	156	156
Investment properties 投資物業					
Commercial unit – Hong Kong 商業單位—香港		-	38,300	-	38,300
Total	總計	38,452	38,300	8,353	85,105

There were no transfers between levels 1, 2 and 3 during the Period.

於本期間內，第一、二及三級之間並無轉撥。

During the year ended 31 December 2017, two listed equity securities which were classified as financial assets at fair value through profit or loss and available-for-sale financial assets were transferred from measurement based on Level 1 to Level 3 as these listed equity securities were suspended or halted in trading on the Stock Exchange and the Group no longer possible to determine the fair value of these equity securities using quoted prices or observable market data.

於截至二零一七年十二月三十一日止年度，兩項上市股本證券被分類為透過損益以公平價值列賬的金融資產及可供出售金融資產，已由第一級轉移至第三級計量，因為該等上市股本證券於聯交所暫停買賣或短暫停止買賣，而本集團不再可能使用所報價格或可觀察市場數據釐定該等股本證券的公平價值。

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21. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (continued)

21. 金融工具的公平價值計量 (續)

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

(b) 根據第三級按公平價值計量的資產對賬：

		30 June 2018 二零一八年六月三十日			
		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		Financial assets at fair value through other comprehensive income 透過其他全面收益按公平價值列賬的金融資產	
		Listed equity securities 上市股本證券 HK\$'000 千港元 (Unaudited) (未經審核)	Unlisted investment funds 非上市投資基金 HK\$'000 千港元 (Unaudited) (未經審核)	Listed equity securities 上市股本證券 HK\$'000 千港元 (Unaudited) (未經審核)	Unlisted equity securities 非上市股本證券 HK\$'000 千港元 (Unaudited) (未經審核)
At 1 January 2018	於二零一八年一月一日	6,420	-	-	-
Adjustment on initial application of HKFRS 9	首次應用香港財務報告準則第9號的調整	-	156	1,635	142
Restated balance at 1 January 2018	於二零一八年一月一日的經重列結餘	6,420	156	1,635	142
Total gains/(losses) recognised	於下列項目確認的收益/(虧損)總額				
- in profit or loss ^(a)	- 損益 ^(a)	(1,774)	-	-	-
- in other comprehensive income	- 其他全面收益	-	-	(162)	-
At 30 June 2018	於二零一八年六月三十日	4,646	156	1,473	142

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21. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (continued)

21. 金融工具的公平價值計量 (續)

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

(b) 根據第三級按公平價值計量的資產對賬：
(續)

		31 December 2017 二零一七年十二月三十一日					Contingent consideration receivables	
		Derivative financial instruments	Financial assets at fair value through profit or loss	Available-for-sale financial assets				
				Listed equity securities	Unlisted equity securities	Unlisted investment funds		
				透過損益 以公平價值 列賬的 金融資產	可供出售金融資產			
				上市 股本證券	非上市 股本證券	非上 市投資基金		
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			
(Audited)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)			
(經審核)	(經審核)	(經審核)	(經審核)	(經審核)	(經審核)			
At 1 January 2017	於二零一七年一月一日	959	-	-	-	2,147	18,710	
Purchases/additions	購買/添置	-	-	-	1,781	-	-	
Transfer into Level 3	轉至第三級	-	6,420	1,635	-	-	-	
Transfer to other receivables	轉撥至其他應收款項	-	-	-	-	-	(20,400)	
Total gains/(losses) recognised	於下列項目確認的 收益/(虧損)總額							
- in profit or loss ^(a)	- 損益 ^(a)	(959)	-	-	-	-	1,690	
- in other comprehensive income	- 其他全面收益	-	-	-	(1,639)	(1,991)	-	
At 31 December 2017	於二零一七年十二月三十一日	-	6,420	1,635	142	156	-	

^(a) Included in other gains or losses

^(a) 計入其他收益或虧損

The total losses recognised in other comprehensive income are presented in fair value losses on financial assets at fair value through other comprehensive income (2017: available-for-sale financial assets) in the unaudited condensed consolidated statement of profit or loss and other comprehensive income.

於其他全面收益確認的虧損總額於未經審核簡明綜合損益及其他全面收益表中以透過其他全面收益以公平價值列賬的金融資產(二零一七年:可供出售金融資產)公平價值虧損呈列。

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

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

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22. CAPITAL COMMITMENTS

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

		30 June 2018	31 December 2017
		二零一八年 六月三十日	二零一七年 十二月三十一日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Contracted but not provided for:	已訂約但未撥備：		
- capital contribution to a joint venture	- 向一間合營企業的注資	-	645
- development cost for intangible assets	- 無形資產的開發成本	12,878	25,757
		12,878	26,402

22. 資本承擔

於報告期末的資本承擔如下：

23. SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

(a) AP Acquisition Litigation

Reference is made to the announcements of Company dated 13 June 2016, 23 June 2016 and 1 July 2016 in relation to, among other matters, the acquisition of 51% equity interest in AP Group Investment ("Acquisition") and the announcements of the Company dated 12 June 2018, 26 June 2018 and 16 July 2018 in relation to the adjustment to consideration for the Acquisition.

On 13 June 2016, Lucky Famous Limited ("Lucky Famous") ("Purchaser"), a wholly-owned subsidiary of the Company, entered into a sale and purchase agreement ("SP Agreement") with Fragrant River Entertainment Culture (Holdings) Limited ("Vendor") and Universe International Holdings Limited (now known as Universe International Financial Holdings Limited) ("Guarantor"), pursuant to which the Group conditionally agreed to acquire, and the Vendor conditionally agreed to sell 51% equity interest of AP Group Investment, 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 the issue price of HK\$0.50 per share to the Vendor (or its nominee), on the date of completion. The AP Group was 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.

23. 報告期後重大事項

(a) 愛拼收購訴訟

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（其中包括）收購愛拼集團控股51%股權（「收購事項」）及本公司日期為二零一八年六月十二日、二零一八年六月二十六日及二零一八年七月十六日之公告，內容有關就收購事項調整代價。

於二零一六年六月十三日，本公司全資附屬公司Lucky Famous Limited（「Lucky Famous」）（「買方」）與香江娛樂文化（控股）有限公司（「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）（「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集團控股的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。

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23. SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD (continued)

(a) AP Acquisition Litigation (continued)

In accordance with the terms and conditions of the SP Agreement, in the event that the audited consolidated profit after tax of AP Group Investment attributable to its owners from 1 January 2016 to 31 December 2017 ("FY 2016 & 2017") (which will only include income or gain generated by activities in the ordinary and usual course of business of the AP Group) ("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 Purchaser (or to its order) an adjustment amount ("Adjustment Amount") in cash within 14 days after the audited consolidated financial statements of AP Group Investment for FY2016 & 2017 ("FY2016 & 2017 Audited Accounts") are available. The Adjustment Amount shall be determined in accordance with the formula set out below:

$$A = \text{HK}\$20,400,000 - (\text{NP}/2) \times 5 \times 51\%$$

Where:

"A" means the amount of the Adjustment Amount in HK\$; and

"NP" means the FY2016 & 2017 Net Profit. Where the FY2016 & 2017 Net Profit is a negative figure, "NP" shall be deemed to be zero.

The FY2016 & 2017 Net Profit shall be based on the FY2016 & 2017 Audited Accounts which shall be prepared in accordance with the Hong Kong Financial Reporting Standards and audited, adjusted for any non-recurring items.

Based on the FY2016 & 2017 Audited Accounts, the AP Group recorded a net loss of HK\$189,799. In accordance with the SP Agreement, the FY2016 & 2017 Net Profit of the AP Group shall be deemed to be zero. Accordingly, the Group has requested the Vendor and the Guarantor to pay the Adjustment Amount of HK\$20,400,000 on or before 26 June 2018 according to the terms and conditions of the SP Agreement. On 22 June 2018, the Group received a letter from the legal adviser acting for the Vendor and the Guarantor that they will defend the purported claim of the Group for the payment of the Adjustment Amount alleged by the Group.

23. 報告期後重大事項 (續)

(a) 愛拼收購訴訟 (續)

根據買賣協議的條款及條件，倘於二零一六年一月一日至二零一七年十二月三十一日（「二零一六財年及二零一七財年」）愛拼集團控股擁有人應佔其經審核綜合除稅後溢利（將僅包括於愛拼集團正常及日常業務過程中的活動所產生的收入或收益）（「二零一六財年及二零一七財年純利」）低於16,000,000港元，賣方將且擔保人將促使賣方在愛拼集團控股於二零一六財年及二零一七財年經審核綜合財務報表（「二零一六財年及二零一七財年經審核賬目」）刊發後十四日內以現金向買方（或根據其指令）支付調整金額（「調整金額」）。調整金額將根據下列公式釐定：

$$A = 20,400,000 \text{ 港元} - (\text{NP}/2) \times 5 \times 51\%$$

其中：

「A」指調整金額（港元）；及

「NP」指二零一六財年及二零一七財年純利。倘二零一六財年及二零一七財年純利為負數，則「NP」將視作零。

二零一六財年及二零一七財年純利應根據二零一六財年及二零一七財年經審核賬目釐定，而該等賬目應根據香港財務報告準則編製及審核，並就任何非經常性項目調整。

基於二零一六財年及二零一七財年經審核賬目，愛拼集團錄得淨虧損189,799港元。根據買賣協議，愛拼集團二零一六財年及二零一七財年純利應視作零。據此，本集團已要求賣方及擔保人於二零一八年六月二十六日或之前按照買賣協議的條款及條件支付調整金額20,400,000港元。於二零一八年六月二十二日，本集團接獲代表賣方及擔保人的法律顧問函件，表示彼等將就本集團指稱支付調整金額的宣稱索賠作出抗辯。

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23. SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD (continued)

(a) AP Acquisition Litigation (continued)

Up to 26 June 2018, i.e. the last date on which the Vendor and the Guarantor shall pay the Adjustment Account after the FY2016 & 2017 Audited Accounts were made available to them, the Group had not received any payment of the Adjustment Amount from any of the Vendor and the Guarantor.

The Board considered that the Vendor and the Guarantor have potentially breached their contractual obligations by failing to repay the Group the Adjustment Amount in accordance with the terms and conditions of the SP Agreement. In order to safeguard the legitimate rights and interests of the Group, after seeking legal advice, the Group has commenced legal proceeding (“AP Acquisition Litigation”) against the Vendor as the 1st defendant and the Guarantor as the 2nd defendant. A writ of summons with an indorsement of claim were filed by Lucky Famous as plaintiff at the Court of First Instance of the High Court of Hong Kong on 16 July 2018. Based on the writ, the Group claimed against the Vendor and the Guarantor for (a) the Adjustment Amount of HK\$20,400,000; (b) interests; (c) costs; and (d) further and/or other reliefs.

Details of the AP Acquisition Litigation are set out in the Company’s announcements dated 12 June 2018, 26 June 2018 and 16 July 2018.

(b) AP Management Litigation

On 26 July 2018, the Company as the 1st plaintiff and AP Group Investment as the 2nd plaintiff, issued a writ of summons in the High Court of Hong Kong against Mr. Chan Sze Long (i.e. 1st Defendant) as the 1st defendant and Ms. Lim Wah Elsa (i.e. 2nd Defendant) as the 2nd defendant for the matters as detailed below (“AP Management Litigation”). The 1st Defendant and the 2nd Defendant are former directors of AP Group Investment until their respective resignations on 18 July 2018. The 1st Defendant and/or his controlled company, and the controlled company of the 2nd Defendant, are also former directors of the other members of the AP Group at all material times.

23. 報告期後重大事項 (續)

(a) 愛拼收購訴訟 (續)

截至二零一八年六月二十六日 (即賣方及擔保人於二零一六財年及二零一七財年經審核賬目發出後支付調整金額的最後日期), 本集團並未收到任何賣方及擔保人支付的調整金額。

董事會認為, 根據買賣協議的條款及條件, 賣方及擔保人可能因未能向本集團償還調整金額而違反彼等合約責任。為保障本集團的合法權益, 於尋求法律意見後, 本集團已向賣方 (作為第一被告人) 及擔保人 (作為第二被告人) 開展法律訴訟 (「愛拼收購訴訟」)。於二零一八年七月十六日, Lucky Famous (作為原告人) 於香港高等法院原訴法庭發出一份傳訊令狀及一份申索背書。根據令狀, 本集團就(a)調整金額 20,400,000港元; (b)利息; (c)訟費; 及(d)進一步及/或其他濟助向賣方及擔保人提出索償。

愛拼收購訴訟之詳情載於本公司日期為二零一八年六月十二日、二零一八年六月二十六日及二零一八年七月十六日之公告內。

(b) 愛拼管理人員訴訟

於二零一八年七月二十六日, 本公司 (作為第一原告人) 與愛拼集團控股 (作為第二原告人) 入稟香港高等法院, 向第一被告人陳思朗先生 (即第一被告人) 及第二被告人林樺女士 (即第二被告人) 就以下詳述之事項發出傳訊令狀 (「愛拼管理人員訴訟」)。第一被告人及第二被告人為愛拼集團控股的前任董事, 直至彼等各自於二零一八年七月十八日辭任。第一被告人及/或其受控公司以及第二被告人之受控公司, 在所有關鍵時間亦為愛拼集團其他成員公司之前任董事。

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23. SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD (continued)

(b) AP Management Litigation (continued)

The Company is a majority shareholder holding 51% interest in AP Group Investment through its wholly-owned subsidiary, Lucky Famous. As a result of the 51% shareholding in AP Group Investment, all members of the AP Group are subsidiaries of the Company and their financial results have been consolidated into the Group's consolidated financial statements prior to the deconsolidation of the AP Group becoming effective on 1 April 2018. The AP Group was principally engaged in the provision of education and training programs in relation to self-improvement and self-enhancement in Hong Kong at all material times.

At all material times and during the tenure of office of the Defendants as directors of AP Group Investment, in reliance of the experience and expertise of the Defendants in running the AP Group, it was agreed by the parties that the Defendants were wholly responsible for the efficient and proper management and operation of the AP Group, including but not limited to, the efficient daily operations of the AP Group, keeping proper books and records of the AP Group at all times for inspection by the Group and the provision of weekly cash and bank balance reports, annual budget and monthly financial reports of AP Group Investment including that of all the other members of the AP Group to the Company within 15 days after each month's end. After the resignations of the Defendants as directors of AP Group Investment on 18 July 2018 and up to the date of this report, the Defendants failed to deliver up all the accounting books and financial records of, and all businesses records in connection with, the running of the AP Group, including but not limited to records in relation to the students' records, instructors' records and information on potential litigations, for the period of seven years immediately prior to the date of their resignations as director of AP Group Investment on 18 July 2018 ("Full Business Records") to the Group.

23. 報告期後重大事項 (續)

(b) 愛拼管理人員訴訟 (續)

本公司為透過其全資附屬公司 Lucky Famous 持有愛拼集團控股 51% 股權之主要股東，由於持有愛拼集團控股 51% 股權，愛拼集團之所有成員公司均為本公司之附屬公司，其財務業績已於愛拼集團取消綜合入賬於二零一八年四月一日生效前於本集團之綜合財務報表綜合入賬。愛拼集團在所有關鍵時間主要從事在香港提供有關自我增值及自我提升之教育及培訓計劃。

在所有關鍵時間及被告人作為愛拼集團控股董事的任期內，依據被告人營運愛拼集團的經驗及專業知識，訂約方同意由被告人全權負責愛拼集團有效及妥善之管理及營運，包括但不限於愛拼集團之有效日常營運，無論何時均保存愛拼集團適當之賬簿及記錄以供本集團查閱，提供每週現金及銀行結餘報告、年度預算及於各月結日後 15 天內向本公司提供愛拼集團控股（包括愛拼集團所有其他成員公司）之月度財務報告。於二零一八年七月十八日被告人辭任愛拼集團控股董事後直至本報告日期，被告人未能向本集團提供緊接二零一八年七月十八日被告人辭任愛拼集團控股董事前七年期間所有與愛拼集團營運有關之會計賬簿、財務記錄及所有業務記錄，包括但不限於有關學生記錄、講師記錄及潛在訴訟資料之記錄（「完整商業記錄」）。

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23. SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD (continued)

(b) AP Management Litigation (continued)

In order to safeguard the legitimate rights and interests of the Group, after seeking legal advice, the Group has commenced legal proceeding against the Defendants. The Group claimed against the Defendants for the reliefs, including but not limited to, delivering up of the Full Business Records, accounting for the assets of the AP Group for the period from 1 April 2018 to 18 July 2018 that were in the power, possession or control of the Defendants and damages to be assessed.

Details of the AP Management Litigation are set out in the Company's announcement dated 27 July 2018.

(c) Perfect Growth Litigation

On 3 July 2018, Perfect Growth Limited ("Perfect Growth"), a wholly-owned subsidiary of the Company, received an amended writ of summons ("Amended Writ") with an amended statement of claim ("Amended Statement of Claim") issued in the Court of First Instance of the High Court of Hong Kong by Convoy Global Holdings Limited ("1st Plaintiff"), Convoy Collateral Limited ("2nd Plaintiff") and CSL Securities Limited ("3rd Plaintiff") (1st Plaintiff, 2nd Plaintiff and 3rd Plaintiff collectively referred to as the "Plaintiffs") against, among other defendants, Perfect Growth as one of the defendants ("Perfect Growth Litigation"). Perfect Growth was joined as one of the defendants by way of the Amended Writ.

Pursuant to the Amended Statement of Claim attached to the Amended Writ, Perfect Growth is named as one of the Alleged Independent Placees (being placees of the placing of shares of the 1st Plaintiff carried out in around October 2015 ("October 2015 Placing")) and has been allotted with some of the Wrongfully Allotted Shares (being shares of the 1st Plaintiff allotted in the October 2015 Placing).

23. 報告期後重大事項 (續)

(b) 愛拼管理人員訴訟 (續)

為保障本集團的合法權益，經尋求法律意見後本集團已向被告人展開法律訴訟。本集團向被告人提出濟助索償，包括但不限於遞交完整商業記錄、屬被告人權力、管有或控制之愛拼集團於二零一八年四月一日至二零一八年七月十八日期間的資產核算以及待評估之損害賠償。

愛拼管理人員訴訟之詳情載於本公司日期為二零一八年七月二十七日之公告內。

(c) 肇堅訴訟

於二零一八年七月三日，本公司之全資附屬公司肇堅有限公司（「肇堅」）接獲由康宏環球控股有限公司（「第一原告人」）、康宏財務有限公司（「第二原告人」）及康證有限公司（「第三原告人」）（第一原告人、第二原告人及第三原告人統稱為「該等原告人」）入稟香港高等法院原訟法庭向包括肇堅（為被告人之一）在內的被告人發出之經修訂傳訊令狀（「經修訂令狀」）連同經修訂申索陳述書（「經修訂申索陳述書」）（「肇堅訴訟」）。肇堅因經修訂令狀而被加入成為其中一名被告人。

根據經修訂令狀隨附之經修訂申索陳述書，肇堅被列為聲稱獨立承配人之一（即第一原告人於二零一五年十月前後進行之股份配售（「二零一五年十月配售」）之承配人），並曾獲配發若干不當配發股份（即於二零一五年十月配售中配發之第一原告人股份）。

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23. SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD (continued)

(c) Perfect Growth Litigation (continued)

Pursuant to the Amended Writ, the reliefs claimed by the Plaintiffs against Perfect Growth are as follows:

- (1) the 1st Plaintiff seeks a declaration and an order as against, among others, Perfect Growth, that the allotment of the Wrongfully Allotted Shares by the 1st Plaintiff to, among others, Perfect Growth is null and void, or has been rescinded and be set aside;
- (2) the 1st Plaintiff seeks an account of profits and an order for payment of any sums found to be due, equitable compensation to be assessed and/or damages to be assessed for dishonest assistance, unlawful means conspiracy and/or lawful means conspiracy as against, among others, Perfect Growth, in relation to, among other matters, the October 2015 Placing and the allotment of the Wrongfully Allotted Shares; and
- (3) the Plaintiffs seek as against, among others, Perfect Growth (a) general or special damages; (b) interests; (c) costs; (d) further and/or other reliefs.

Details of Perfect Growth Litigation are set out in the Company's announcement dated 5 July 2018.

24. COMPARATIVE FIGURES

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

23. 報告期後重大事項 (續)

(c) 肇堅訴訟 (續)

根據經修訂令狀，該等原告人針對肇堅而申索的濟助如下：

- (1) 第一原告人尋求 (其中包括) 針對肇堅宣佈及頒令，使第一原告人向 (其中包括) 肇堅配發之不當配發股份應告無效及不再具有效力，或予以撤回及撤銷；
- (2) 第一原告人尋求，就 (其中包括) 二零一五年十月配售及配發不當配發股份而 (其中包括) 針對肇堅作出頒令，要求交出利潤及支付被發現到期的款項，因不誠實協助、非法及/或合法手段串謀而將予評定之衡平補償及/或將予評定之損害賠償；及
- (3) 該等原告人尋求，針對 (其中包括) 肇堅申索 (a) 一般或特定損害賠償；(b) 利息；(c) 訟費；(d) 進一步及/或其他濟助。

肇堅訴訟之詳情載於本公司日期為二零一八年七月五日之公告內。

24. 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 recorded a revenue of approximately HK\$43,115,000 (2017: approximately HK\$56,844,000), representing a decrease of approximately 24.2% as compared to that of the corresponding period in 2017. This business segment also recorded a change from a segment profit of approximately HK\$28,339,000 for the six months ended 30 June 2017 to a segment loss of approximately HK\$146,354,000 for the same period in 2018, including the Impairment Loss on Goodwill of approximately HK\$163,000,000 (2017: nil) in relation to the CGU of the Software Business. Details of the Impairment Loss on Goodwill are set out in note 13 to the condensed consolidated financial statements. The macro-environment also had a key role to play in the performance of the Software Business. In the first half of 2018, the volatility and uncertainties of global economy doubled, including the U.S. Federal Reserve's two interest rate hikes, the outbreak of Sino-US trade wars, and the political instability in Europe. Such volatility and uncertainties carried the global economy into smoggy atmosphere, which not only slowed down the pace of recovery in the Euro-zone countries, but also shook the business environment of China and other countries in Asia. In addition, the continued global downtrend in demand for personal computers ("PC") as well as the escalating competition in the I.T. market resulted in a decrease in the sales volume of the Software Business. Taking all aforementioned into conclusion, the Group's continuous weak performance of the Software Business was mainly due to the growth of business expansion in the emerging markets failing to meet expectation, coupled with the decline of sales in the traditional market like the Europe and the U.S..

In recent years, the cyber world is engulfed in a quiet revolution, with growing popularity of Artificial Intelligence ("AI") technologies re-defining the order of the cyberspace. With various electronic devices, such as PC, mobile and tablet, extensively penetrating every part of people's daily life and work, humans and the cyber world are never as closely tied together. Boom Max International Limited ("Boom Max") and its subsidiaries (collectively known as "Boom Max Group") has continuously paid close attention to the development trend of the I.T. market, developed the core software business and accelerated research and development ("R&D") process to plug the security breaches in a bid to defend the user's network security. During the Period, the Boom Max Group endeavoured to launch updates on optimisation software namely Advanced SystemCare, optimisation and anti-virus software namely Advanced SystemCare Ultimate, mobile optimisation and protection software namely Advanced Mobile Care Security and random password software namely Random Password Generator in an effort to step up to pervasive internet security threats across the board. In addition, the Boom Max Group launched a new version of the anti-hacker software namely IObit Malware Fighter 6 during the Period. At the same time, computer users and fans of computer games have more and more discerning requirements. Such needs for smooth and quality experience are met by the Boom Max Group's softwares, including the automatic PC driver updater namely Driver Booster, the automatic hard disk defrag software namely Smart Defrag, and MAC system cleaning and maintenance software namely MacBooster.

業務回顧

持續經營業務

軟件業務

於本期間，本集團的軟件業務錄得收入約43,115,000港元（二零一七年：約56,844,000港元），與去年同期相比減少約24.2%。該業務分部亦錄得截至二零一七年六月三十日止六個月的分部溢利約28,339,000港元轉變為今年同期約分部虧損約146,354,000港元，包括有關軟件業務現金產生單位的商譽減值虧損約163,000,000港元（二零一七年：無）。有關商譽減值虧損之詳情載於簡明綜合財務報表附註13。宏觀環境亦在軟件業務的表現中扮演重要角色。二零一八年上半年，環球經濟經歷了倍增的波動性及不明朗因素，其中包括美國聯儲局兩度加息，加上中美貿易戰爆發，以及歐洲政局不穩，有關波動性及不明朗因素為全球經濟增長添上霧霾，不但拖慢歐元區國家的復甦步伐，更動搖中國以至亞洲多國的營商環境。此外，個人電腦（「個人電腦」）需求的全球持續放緩以及資訊科技市場競爭不斷升溫導致軟件業務銷售量下跌。綜合以上所述，本集團軟件業務表現持續疲軟，主要由於新興亞洲市場的業務增長速度未如預期，加上傳統歐美市場的銷量跌幅。

近年，網絡世界正在悄然掀起一場革命，人工智能（「人工智能」）技術的普及，重新定義網絡世界的秩序。伴隨著各種電子設備，如個人電腦、智能手機及平板電腦等設備廣泛滲透於日常生活及工作的方方面面，人們與網絡世界更加密不可分。Boom Max International Limited（「Boom Max」）及其附屬公司（統稱「Boom Max集團」）持續密切關注資訊科技的發展動向，發展核心軟件業務，加快研發及開發（「研發」）步伐填補安全漏洞，致力捍衛用戶的網絡安全。於本期間，Boom Max集團持續響應用戶不斷升級的需求，不時升級其電腦性能優化軟件Advanced SystemCare、電腦性能優化和病毒防護軟件Advanced SystemCare Ultimate、手機性能優化和防護軟件Advanced Mobile Care Security及隨機密碼生成軟件Random Password Generator，全方位應對無孔不入的網絡安全威脅。Boom Max集團更於本期間推出了駭客抵禦軟件IObit Malware Fighter 6的新版本。隨著用戶對於電腦使用及遊戲娛樂的要求日益提高，Boom Max集團的驅動程式更新軟件Driver Booster和自動磁碟重組軟件Smart Defrag，以及MAC作業系統優化清理軟件MacBooster，亦為用戶帶來順暢和穩定的高品質體驗。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

All aforementioned softwares are now available for users worldwide at www.iobit.com, or other software downloading directory websites and affiliate websites. Dedicated to building and reinforcing distribution channels, the Boom Max Group has been extending its distribution and sales channels from the U.S. and Europe to Asian markets, building distribution channels in countries along the “Belt and Road” like the Philippines, Myanmar and Thailand and selling software products through distribution channels of local dealers and affiliates. To attract users in Asian regions to download and use its products, in April 2018, the Boom Max Group has launched product websites in Hindi, Malay and Bahasa Indonesia to tap the huge demand of the emerging markets. However, while the European and American Markets have been greatly affected by the downtrend of global economy, the growth in the emerging markets was also not as good as expected. The overall performance of this segment was not satisfactory.

As at 30 June 2018, according to Boom Max Group’s internal sales data, Boom Max Group’s products had more than 29 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: over 28 million).

Over the years, the Boom Max Group has amassed profound hands-on experience in network security, groomed a professional and creative R&D team, built a mature and diversified software business system and established cross-border and effective marketing channels. Looking ahead, the Boom Max Group will keep abreast of the information technology development trend, proactively explore new technological application realm and seek a sustainable development mode.

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, revenue derived from this business segment was approximately HK\$20,334,000 (2017: approximately HK\$33,619,000), decreased by approximately 39.5% as compared to that of the same period last year. This business segment result also recorded a change from a segment profit of approximately HK\$2,348,000 for the six months ended 30 June 2017 to a segment loss of approximately HK\$3,539,000 for the Period. The plunge was primarily attributable to the completion of some sizeable contract projects in 2017 and the increasing competition in the I.T. market. The Group shall keep enhancing its competitiveness, boosting its technological capability, maintaining its service quality standards, and actively bidding for government and corporate contract projects, so as to overcome adversity and challenges in the industry.

目前，全球用戶可透過網站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。Boom Max集團亦致力於分銷渠道的建設及鞏固，將發行及銷售渠道自美國及歐洲擴展至亞洲市場，於菲律賓、緬甸和泰國等「一帶一路」沿線國家建立了分銷渠道，與地方經銷商及聯屬人士合作銷售軟件產品。為吸引亞洲地區用戶下載及使用產品，Boom Max集團於二零一八年四月全新推出印地語、馬來語及印尼語等版本產品網站，以響應新興市場的龐大需求。然而，歐美市場受全球經濟下行趨勢極大影響，同時新興市場的增長亦未如逾期。該分部的整體表現不盡人意。

截至二零一八年六月三十日，根據Boom Max集團的內部銷售數據，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29,000,000名（二零一七年：逾28,000,000名）。

多年來，Boom Max集團已於網絡安全領域累積了豐富的實戰經驗，培育了具專業知識及力求創新的研發團隊，建立了成熟而多元化的軟件業務體系並築建了跨地域且恒之有效的營銷管道。未來，Boom Max集團將繼續緊貼資訊科技發展的趨勢，積極探索新科技應用領域，尋求可持續發展模式。

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，來自此業務分部的收入約為20,334,000港元（二零一七年：約33,619,000港元），較去年同期減少約39.5%。該業務分部業績亦錄得由截至二零一七年六月三十日止六個月之溢利約2,348,000港元至本期間分部虧損約3,539,000港元。虧損主要是由於一些大型合約項目已於二零一七年完成，同時資訊科技市場競爭越演越烈。本集團將不斷增強自身競爭力、持續提升技術能力、維持服務質素水平，更積極地競投政府及企業合約項目，以克服行業中的逆境及挑戰。

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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.

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

The Money Lending Business recorded an interest income of approximately HK\$50,000 for the Period (2017: approximately HK\$449,000), representing a decrease of approximately 88.9% as compared with that of the same period in 2017. During the Period, the Money Lending Business recorded a profit of approximately HK\$23,000 (2017: approximately HK\$538,000), representing a drop of approximately 95.7% as compared to that of the same period in 2017. The decline was mainly attributable to scale-down of the business. As at 30 June 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.

Securities Investment Business

As stated in the 2017 annual report of the Company, in view of the volatile financial market in Hong Kong, the business segment carries material price risk in its nature. As further reported in the 2018 first quarterly report of the Company, due to the escalating trade conflicts between the U.S. and China which brought all sorts of instabilities to the stock market and the potential price risk of this business segment, the Board, after careful consideration, decided to suspend operation of the Securities Investment Business with effect from 11 May 2018, and will, taking into account market situations, seek to dispose of assets entailed in the business in due course.

During the Period, the Securities Investment Business recorded a segment loss of approximately HK\$2,005,000 (2017: loss of approximately HK\$2,780,000), representing a decrease of approximately 27.9% as compared with that of the corresponding period in 2017. Such loss was mainly attributable to the reduced returns from the Group's securities investment in the volatile financial market.

As at 30 June 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\$6,466,000 (as at 31 December 2017: approximately HK\$9,656,000) and approximately HK\$37,205,000 (as at 31 December 2017: AFS Financial Assets of approximately HK\$37,149,000) respectively consisted of eight investment items (2017: nine items), of which six are shares listed on the Stock Exchange, one is shares of an unlisted company and the remaining one is an unlisted investment fund.

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式手冊,作為根據放債人條例處理及/或監察借貸程式的指引。

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借貸業務。

於本期間,借貸業務錄得利息收入約50,000港元(二零一七年:約449,000港元),較去年同期減少約88.9%。於本期間,借貸業務錄得溢利約23,000港元(二零一七年:約538,000港元),較去年同期減少約95.7%。有關減幅乃主要由於業務規模縮減。於二零一八年六月三十日,本集團並無任何應收貸款。於本期間,本集團借貸業務概無錄得任何呆賬或壞賬。

證券投資業務

誠如本公司二零一七年年報所報告,考慮到香港金融市場持續波動,該業務分部存在重大價格風險。誠如本公司二零一八年第一季度報告中進一步呈報,由於中美之間的貿易衝突升級,為股市帶來各種不穩定因素及該業務分部的潛在價格風險,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。

於本期間,證券投資業務錄得分部虧損約2,005,000港元(二零一七年:虧損約2,780,000港元),較二零一七年同期減少約27.9%。有關虧損主要由於金融市場持續波動拖累本集團證券投資的獲利回報。

於二零一八年六月三十日,本集團透過損益以公平價值列賬的金融資產(「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6,466,000港元(二零一七年十二月三十一日:約9,656,000港元)及約為37,205,000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),其由八個投資項目(二零一七年:九個項目)組成,其中六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。

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Below are the securities investments held by the Group as at 30 June 2018:

以下為本集團於二零一八年六月三十日所持有之證券投資：

Name of investee company	Notes	Place of incorporation	Number of shares held by the Group	Percentage of total issued share capital of the investee company as at 30 June 2018	Fair value as at 30 June 2018	Percentage to the Group's net assets as at 30 June 2018	Percentage to the Group's total assets as at 30 June 2018	Unrealised gain/(loss) on change in fair value for the Period	Dividend income for the Period
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	佔被投資公司於二零一八年六月三十日之已發行股本總額之百分比 (Note 1) (附註1)	於二零一八年六月三十日之公平價值 (Unaudited) (未經審核) (HK\$'000) (千港元) (Approximately) (概約)	於二零一八年六月三十日佔本集團之資產淨值百分比 (Unaudited) (未經審核)	於二零一八年六月三十日佔本集團之資產總值百分比 (Unaudited) (未經審核)	本期間內公平價值變動之未變現收益/(虧損) (Unaudited) (未經審核) (HK\$'000) (千港元) (Approximately) (概約)	本期間內股息收入 (Unaudited) (未經審核) (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	450,000	0.04%	153	0.03%	0.03%	(2,174)	-
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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%	1,473	0.32%	0.29%	(162)	-
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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%	3,360	0.73%	0.65%	(1,715)	175
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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%	32,077	6.97%	6.22%	8,393	-
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聯夢智易	6	Hong Kong 香港	167,647	2.48%	142	0.031%	0.028%	-	-
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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	0.00022%	0.00019%	-	-
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Hydra Capital SPC – SP#1

("Hydra Capital SPC") Hydra Capital SPC – SP#1 (「Hydra Capital SPC」)	7	Cayman Islands 開曼群島	1,100	4.91%	156	0.03%	0.03%	-	-
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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%	4,645	1.01%	0.90%	(1,774)	-
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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%	1,664	0.36%	0.32%	(298)	41
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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 disclosed in the annual report of China Parenting for the year ended 31 December 2017 published on 2 April 2018, for the year ended 31 December 2017, the revenue of the China Parenting Group was approximately RMB91.1 million (2016: RMB84.9 million), representing an increase of approximately 7.3% compared to that of last year. The China Parenting Group recorded a net profit of approximately RMB37.9 million for the year ended 31 December 2017 (2016: net profit of approximately RMB42.0 million), representing a decrease of approximately 9.8% compared to that of last year. As stated in the first quarterly report of China Parenting for the three months ended 31 March 2018, China Parenting Group will continue to position itself as a smart family lifestyle service provider and expand the types of family services so as to meet the long tail demands of the increasingly expanded CBM group. On 27 April 2018, China Parenting Group resubmitted the application for transfer of listing to the Main Board of the Stock Exchange pursuant to Chapter 9A of the Rules Governing the Listing of Securities on the Stock Exchange and the definitive timetable for the transfer of listing has yet to be finalized.
3. Convoy Global (stock code: 1019) and its subsidiaries (collectively referred to as the "Convoy Group") primarily engage in independent financial advisory business, money lending business, proprietary investment business, assets management business, corporate finance business and securities dealing business. Based on the annual report of Convoy Global for the year ended 31 December 2016 published on 27 April 2017, the Convoy Group's revenue for the year ended 31 December 2016 was approximately HK\$1,205.1 million (2015: HK\$604.6 million), representing an increase of approximately 99.3%. The Convoy Group recorded a net loss of approximately HK\$104.2 million for the year ended 31 December 2016 (2015: net loss of approximately HK\$484.1 million), representing a decrease of approximately 78.5% as compared to that of last year. 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 service platform in Asia, with special focus on Hong Kong and Mainland China; (ii) to realise synergies among its different business segments and regions of operation; and (iii) to improve the effectiveness of its capital structure. As disclosed in the profit warning announcement of Convoy Global dated 19 March 2018, Convoy Group expected to record substantial loss for the year ended 31 December 2017, approximately eight times the loss for the year ended 31 December 2016. At the request of Convoy Global, trading in its shares on the Stock Exchange was halted since 7 December 2017.

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」)運營孕嬰童網絡市場平台,主要從事提供營銷及推廣服務和電子商務業務。誠如中國育兒於二零一八年四月二日就截至二零一七年十二月三十一日止年度所刊發之年報所披露,截至二零一七年十二月三十一日止年度,中國育兒集團之收益為約人民幣91.1百萬元(二零一六年:人民幣84.9百萬元),較上一年上升約7.3%。中國育兒集團於截至二零一七年十二月三十一日止年度錄得純利約人民幣37.9百萬元(二零一六年:純利約人民幣42.0百萬元),較去年減少約9.8%。誠如中國育兒截至二零一八年三月三十一日止三個月之第一季度報告所披露,中國育兒集團將會繼續以智慧家庭生活方式服務供應商為定位,持續擴充家庭服務類型,以滿足母嬰人群不斷擴展的長尾需求。於二零一八年四月二十七日,中國育兒集團根據聯交所證券上市規則第9A章再次向聯交所遞交申請,將股份轉移至聯交所主板上市,而轉移上市的最終時間表尚未確定。
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、企業融資業務及證券買賣業務。根據康宏環球於二零一七年四月二十七日就截至二零一六年十二月三十一日止年度所刊發之年報,康宏集團於截至二零一六年十二月三十一日止年度之收入為約1,205.1百萬港元(二零一五年:604.6百萬港元),相當於增加約99.3%。康宏集團就截至二零一六年十二月三十一日止年度錄得虧損淨額約104.2百萬港元(二零一五年:虧損淨額約484.1百萬港元),較去年減少約78.5%。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於聯交所短暫停止買賣。

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4. Target Insurance (stock code: 6161) and its subsidiaries (collectively referred to as the "Target Insurance Group") principally engage in the writing of motor and other general insurance business in Hong Kong. As disclosed in the annual report of Target Insurance for the year ended 31 December 2017 published on 19 April 2018, the Target Insurance Group recorded the net insurance premium revenue of approximately HK\$361.6 million for the year ended 31 December 2017 (2016: HK\$345.3 million), representing an increase of approximately 4.7% as compared to that of last year. The net profit of the Target Insurance Group for the year ended 31 December 2017 was approximately HK\$20.1 million (2016: net loss of approximately HK\$5.0 million). 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, allowing it to reach out to customers directly, Target Insurance Group will also explore different distribution channels to grow its car insurance business. Target Insurance Group has been active in 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 respond to all customer enquiries and provide better customer experience.
5. Finsoft (stock code: 8018) and its subsidiaries (collectively referred to as the "Finsoft Group") principally engage in the businesses of provision of financial trading software solutions and other internet financial platforms, referral services, money lending, assets investments and provision of corporate finance advisory services. Based on the annual report of Finsoft for the year ended 31 December 2017 published on 29 March 2018, the Finsoft Group recorded the revenue from its continuing operations of approximately HK\$56.9 million for the year ended 31 December 2017 (2016: HK\$58.5 million), representing a decrease of 2.8% as compared to that of last year. The net loss of the Finsoft Group from its continuing operations for the year ended 31 December 2017 reached approximately HK\$54.4 million, which has substantially increased as compared to a net loss of approximately HK\$10.4 million for last year. As disclosed in the interim results announcement of Finsoft for the six months ended 30 June 2018, Finsoft Group will strive to further strengthen its business in the provision of financial trading software solutions and devote more financial resources to its money lending business and aim for a better revenue growth, and will continue to strive for excellence in its products and services, in order to maintain its international competitiveness and enhance its growth potential in the fintech industry.
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 principally engages in long term (including investment linked long term) insurance and general insurance lines of business and also MPF scheme brokerage business in Hong Kong. As disclosed in the annual report of GET Mdream for the year ended 31 December 2017, the GET Mdream recorded the revenue for the year ended 31 December 2017 of approximately HK\$73.0 million (2016: approximately HK\$69.5 million), representing an increase of approximately 5.0% as compared to that of last year. The net loss of GET Mdream for the year ended 31 December 2017 amounted to approximately HK\$4.0 million (2016: net profit of approximately HK\$1.2 million). 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.
4. 泰加保險(股份代號:6161)及其附屬公司(統稱「泰加保險集團」)主要於香港從事汽車保險承購及其他一般保險業務。誠如泰加保險於二零一八年四月十九日就截至二零一七年十二月三十一日止年度所刊發之年報所披露,泰加保險集團於截至二零一七年十二月三十一日止年度錄得之保費收入淨額為約361.6百萬港元(二零一六年:345.3百萬港元),較上一年增加約4.7%。泰加保險集團於截至二零一七年十二月三十一日止年度之純利為約20.1百萬港元(二零一六年:淨虧損約5.0百萬港元)。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保險業務。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業務。根據匯財於二零一八年三月二十九日就截至二零一七年十二月三十一日止年度所刊發之年報,匯財集團於截至二零一七年十二月三十一日止年度錄得來自其持續經營業務之收益約56.9百萬港元(二零一六年:58.5百萬港元),較上一年減少2.8%。匯財集團於截至二零一七年十二月三十一日止年度來自其持續經營業務之淨虧損為約54.4百萬港元,較上一年淨虧損約10.4百萬港元大幅增加。誠如匯財截至二零一八年六月三十日止六個月的中期業績公告所披露,匯財集團將致力於進一步加強其提供金融交易軟件解決方案的業務並謀求更好的收入增長,並將持續追求卓越的產品及服務,以保持國際競爭力,增強其於金融科技行業的增長潛力。
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。誠如聯夢智易截至二零一七年十二月三十一日止年度之年報所披露,聯夢智易就截至二零一七年十二月三十一日止年度錄得收入約73.0百萬港元(二零一六年:約69.5百萬港元),較去年增加約5.0%。聯夢智易截至二零一七年十二月三十一日止年度之淨虧損為約4.0百萬港元(二零一六年:純利約1.2百萬港元)。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。

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7. Hydra Capital SPC is an unlisted investment fund, which was incorporated in the Cayman Island and registered as a segregated portfolio company permitted to implement its investment strategy, and its investment portfolio included certain online games. Referring to the newsletter of Hydra Capital SPC dated 3 February 2017, Hydra Capital SPC held 20.2% interests in Something Big Technology Holdings Limited, which is a company carrying on the business to publish self-developed games, games licensed from third-party game distributors and/or developers in the PRC as well as overseas locations including Hong Kong, Taiwan, Malaysia, Singapore, Japan and Republic of Korea. The revenue and net loss for the year ended 31 December 2017 of Hydra Capital SPC was RMB16.5 million and RMB16.8 million respectively, representing a decrease of 74.1% and an increase of 123% compared to those of last year. As disclosed in the Hydra Capital SPC newsletter 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 all accrued liabilities are settled.
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。參照 Hydra Capital SPC 日期為二零一七年二月三日之通訊，Hydra Capital SPC 持有 Something Big Technology Holdings Limited 之 20.2% 權益，後者為一家開展業務發佈自行開發遊戲、來自第三方分銷商及／或中國以及海外地點（包括香港、台灣、馬來西亞、新加坡、日本及大韓民國）開發商授權的許可遊戲。Hydra Capital SPC 截至二零一七年十二月三十一日止年度的收益及淨虧損分別為人民幣 16.5 百萬港元及人民幣 16.8 百萬港元，分別較上一年減少 74.1% 及增加 123%。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. First Credit (stock code: 8215) and its subsidiaries (collectively referred to as the "First Credit Group") engage mainly in money lending business. Based on the annual report of First Credit for the year ended 31 December 2017 published on 28 March 2018, the First Credit's revenue for the year ended 31 December 2017 was approximately HK\$116.2 million (2016: HK\$81.6 million), representing an increase of approximately 42.4%. The Convoy Group recorded a net profit of approximately HK\$52.9 million for the year ended 31 December 2017 (2016: HK\$33.6 million), representing an increase of approximately 57.2% as compared to that of last year. As disclosed in the interim results announcement of First Credit for the six months ended 30 June 2018, the First Credit Group will continue to strive for maintaining revenue growth and credit quality on the basis of its experience in money lending business. In consideration of the potential development of the securities market, the First Credit Group will consider exploring the possibility of other securities related business apart from the provision of securities brokerage services. Meanwhile, the First Credit Group will closely monitor its capital base and ensure sufficient funding is maintained through various means to capture and support different potential opportunities. At the direction of the Securities and Futures Commission, the Stock Exchange had suspended 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).
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。根據第一信用於二零一八年三月二十八日就截至二零一七年十二月三十一日止年度所刊發之年報，第一信用於截至二零一七年十二月三十一日止年度之收益為約 116.2 百萬港元（二零一六年：81.6 百萬港元），相當於增加約 42.4%。康宏集團於截至二零一七年十二月三十一日止年度錄得純利約 52.9 百萬港元（二零一六年：33.6 百萬港元），較上一年增加約 57.2%。誠如第一信用於截至二零一八年六月三十日止六個月之中期業績公告所披露，第一信用集團將憑藉對放債業務擁有經驗的基礎上，繼續致力維持收益增長及信貸質素。除提供證券經紀服務外，考慮到證券市場的發展潛力，第一信用集團將考慮發掘其他證券相關業務的機會。與此同時，第一信用集團將緊密監察其資本基礎，通過各種方式確保維持充裕的資金以獲取及支持不同潛在機遇。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. CK Hutchison (stock code: 1) and its subsidiaries (collectively referred to as the "CK Hutchison Group") operate 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 published on 6 April 2018, the revenue of the CK Hutchison Group was approximately HK\$248,515 million (2016: HK\$259,842 million), representing a decrease of approximately 4.4% compared to that of last year. The CK Hutchison Group recorded a net profit of approximately HK\$43,602 million for the year ended 31 December 2017 (2016: net profit of approximately HK\$41,912 million), representing an increase of approximately 4.0% compared to that of last year. As disclosed in the interim results announcement of CK Hutchison for the six months ended 30 June 2018, building on its strong foundations of business and geographic diversification, CK Hutchison Group will continue to follow the fundamental objectives of achieving strong earnings and cash flow growth without compromising financial stability and strength. CK Hutchison Group will remain its core disciplines and strategic directions for prudent capital management on all investment activities, strict financial management, as well as a healthy liquidity and debt profile which supports its current investment grade ratings.
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。誠如長江和記於二零一八年四月六日就截至二零一七年十二月三十一日止年度刊發之年報所披露，長江和記集團之收入為約 248,515 百萬港元（二零一六年：259,842 百萬港元），較上一年減少約 4.4%。長江和記集團就截至二零一七年十二月三十一日止年度錄得純利約 43,602 百萬港元（二零一六年：純利約 41,912 百萬港元），較上一年增加約 4.0%。誠如長江和記於截至二零一八年六月三十日止六個月的中期業績公告所披露，建基於業務及地理多元化之紮實根基，長江和記集團將繼續謹守達致理想盈利及現金流增長而不影響財政穩定與實力之基本目標。就所有投資活動採取審慎之資本管理、嚴謹之財務政策以及支持其目前投資評級的穩健流動資金及健全債務狀況而言，長江和記集團將維持其核心原則及戰略方針。

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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 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 upon demand, subject to the consent of all shareholders of Jun Yang Energy. 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\$13,581,000 from the investment in Jun Yang Energy (2017: share of profit of an associate from the investment in Jun Yang Energy of approximately HK\$5,209,000). Such loss was mainly attributable to the drop in gross profit and an increase in operating expenses and an impairment loss on the subsidies receivables from the China government. Such impairment was caused by the uncertainty in the collection time of the subsidies receivables of certain solar power stations. The liquidity of the business of Jun Yang Energy Group has recently become a pressing issue for the Board as the China 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.

On 31 May 2018, the National Development and Reform Commission and the Ministry of Finance and National Energy Administration jointly released the "Notice on matters relevant to photovoltaic power generation in 2018", which states that construction of general solar power stations will be suspended in 2018 and development of distributed solar power generation projects will be subject to standardised management. Also, guide pole on-grid power tariffs as well as subsidies to the solar power industry have been lowered. Thus, in the short term, the solar power industry supply chain will face difficult times with shrinking demand and narrowing profit. In view of the plight of delayed payment of subsidies by the PRC government to the solar power companies including Jun Yang Energy Group, the management of Jun Yang Energy will continue to keep a close watch on the situation and development and go to great lengths to solve the liquidity issue. In the long term, the industry will go through a new round of consolidation in favour of the stronger players and those less competitive players with weaker transforming and financial capability will be acquired or ousted. The management of Jun Yang Energy will watch closely on policy direction and any changes in situation and respond by adopting measures which are in line with its own pace of development.

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，惟須待君陽能源全體股東同意後方可作實。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，來自投資君陽能源應佔一間聯營公司虧損約為13,581,000港元（二零一七年：來自投資君陽能源應佔一間聯營公司溢利約5,209,000港元）。有關虧損主要由於毛利減少及經營費用增加以及附屬公司應收中國政府補貼的減值虧損。有關減值乃由幾家太陽能電站應收補貼的收取時間懸而未定所導致。君陽能源集團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集團支付補貼。君陽能源管理層將繼續緊密留意情況及事態發展。

二零一八年五月三十一日，國家發展和改革委員會、財政部及國家能源局聯合印發《關於2018年光伏發電有關事項的通知》，宣佈暫停安排二零一八年普通太陽能電站建設規模並將規範管理分佈式太陽能發電項目發展。同時，降低太陽能標桿上網電價及補貼強度。故此，短期而言，太陽能產業供應鏈將面臨需求緊縮及盈利收窄的困難局面。鑒於中國政府延遲向太陽能企業（包括君陽能源集團）發放補貼的困局，君陽能源管理層將繼續密切留意最新事態發展，並盡一切辦法全力解決流動資金問題。長遠而言，太陽能產業將進入新一輪的整合期，強者恆強態勢將趨於明顯，形成競爭力、轉換效率或財務情況較差的業者被併購或淘汰的局面。君陽能源管理層將繼續關注政策動向和事態發展，配合自身發展步伐適時採取應對措施。

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FINANCIAL REVIEW

Revenue

During the Period, the revenue of the Group's continuing operations was approximately HK\$69,438,000, representing a decrease of approximately 30.4% as compared to the revenue of approximately HK\$99,754,000 for the six months ended 30 June 2017. The revenue from continuing operations of the Group for the Period was mainly contributed by the revenue of (i) Software Business of approximately HK\$43,115,000; (ii) Corporate Management Solutions and I.T. Contract Services Business of approximately HK\$20,334,000; and (iii) other operating segments of approximately HK\$5,939,000.

Gross Profit

The gross profit from continuing operations of the Group for the Period decreased by approximately 29.9% from approximately HK\$61,854,000 for the six months ended 30 June 2017 to approximately HK\$43,390,000 for the Period.

Finance Costs

The finance costs incurred from continuing operations of the Group decreased from approximately HK\$9,089,000 for the six months ended 30 June 2017 to nil for the Period.

Loss for the Period

The Group recorded a loss of approximately HK\$182,684,000 from continuing and discontinued operations for the Period (2017: profit of approximately HK\$12,469,000). The loss for the Period was primarily attributable to (i) the segment loss of the Software Business of approximately HK\$146,354,000 (2017: profit of approximately HK\$28,339,000), including the Impairment Loss on Goodwill of approximately HK\$163,000,000 (2017: HK\$Nil) for the Period; (ii) the share of loss of an associate of the Company of approximately HK\$13,581,000 for the Period (2017: share of profit of an associate of approximately HK\$5,209,000); (iii) the segment loss of the Corporate Management Solutions and I.T. Contract Services Business of approximately HK\$3,539,000 for the Period (2017: profit of approximately HK\$2,348,000); and (iv) the loss on deconsolidation of the Deconsolidated Subsidiaries of approximately HK\$3,454,000 (2017: nil) for the Period.

The loss attributable to owners of the Company was approximately HK\$186,667,000 for the Period as compared with the profit attributable to owners of the Company of approximately HK\$2,980,000 for the corresponding period in 2017.

財務回顧

收入

於本期間，來自本集團持續經營業務的收入約為69,438,000港元，較截至二零一七年六月三十日止六個月收入約99,754,000港元減少約30.4%。本期間本集團持續經營業務的收入主要來自以下各項的收入：(i)軟件業務貢獻約43,115,000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20,334,000港元；及(iii)其他經營分部貢獻約5,939,000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六月三十日止六個月約61,854,000港元減少約29.9%至本期間約43,390,000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六月三十日止六個月約9,089,000港元減少至本期間的零。

本期間虧損

於本期間，本集團錄得來自持續經營及已終止經營業務的虧損約182,684,000港元（二零一七年：溢利約12,469,000港元）。於本期間虧損主要歸因於(i)軟件業務的分部虧損約146,354,000港元（二零一七年：溢利約28,339,000港元），包括本期間商譽減值虧損約163,000,000港元（二零一七年：零港元）；(ii)本期間應佔本公司一間聯營公司虧損約13,581,000港元（二零一七年：應佔一間聯營公司溢利約5,209,000港元）；(iii)本期間企業管理解決方案及資訊科技合約服務業務的分部虧損約3,539,000港元（二零一七年：溢利約2,348,000港元）；及(iv)本期間取消綜合入賬附屬公司取消綜合入賬的虧損約3,454,000港元（二零一七年：零港元）。

於本期間，本公司擁有人應佔虧損約為186,667,000港元，而二零一七年同期的本公司擁有人應佔溢利則約為2,980,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Liquidity, financial resources and capital structure

As at 30 June 2018, the Group's cash and cash equivalents and pledged bank deposit amounted to approximately HK\$115,743,000 (31 December 2017: approximately HK\$104,193,000), 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 with internally generated resources. There was no significant change in the capital structure of the Company during the Period.

Gearing Ratio

As at 30 June 2018, the Group had total assets amounting to approximately HK\$516,024,000 (31 December 2017: approximately HK\$705,680,000) and total liabilities of approximately HK\$55,486,000 (31 December 2017: approximately HK\$56,847,000). The gearing ratio of the Group, calculated as total liabilities over total assets, was approximately 10.8% as at 30 June 2018 (31 December 2017: approximately 8.1%).

Dividend

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

Charges on the Group's Assets

As at 30 June 2018, the Group pledged bank deposits of approximately US\$80,000 and HK\$1,009,000 (in aggregate equivalent to approximately HK\$1,633,000) (31 December 2017: approximately US\$80,000, HK\$1,016,000 and HK\$1,008,000 (in aggregate equivalent to approximately HK\$2,645,000)) for securing banking facilities of HK\$1,500,000 (31 December 2017: HK\$2,500,000). The bank deposits were denominated in United States dollars with a term of six months and Hong Kong dollars with a term of 30 days and at fixed interest rates of 0.2% per annum and 0.5% per annum respectively.

As at 30 June 2018, the Group had undrawn secured and unsecured banking facilities of approximately HK\$1,846,000 (31 December 2017: approximately HK\$2,908,000).

As at 30 June 2018 and 31 December 2017, the Group did not hold any margin trading account.

流動資金、財務資源及資本架構

於二零一八年六月三十日，本集團的現金及現金等價物以及已抵押銀行存款約為115,743,000港元（二零一七年十二月三十一日：約104,193,000港元），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，本集團一般應用內部產生資源為營運基金。本公司之資本架構於本期間概無重大變動。

資產負債比率

於二零一八年六月三十日，本集團的資產總值約為516,024,000港元（二零一七年十二月三十一日：約705,680,000港元），而負債總額則約為55,486,000港元（二零一七年十二月三十一日：約56,847,000港元）。本集團於二零一八年六月三十日的資產負債比率（即負債總額除以資產總值）約為10.8%（二零一七年十二月三十一日：約8.1%）。

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

於二零一八年六月三十日，本集團的已抵押銀行存款約80,000美元及1,009,000港元（合共相當於約1,633,000港元）（二零一七年十二月三十一日：約80,000美元、1,016,000港元及1,008,000港元（合共相當於約2,645,000港元））指抵押作為1,500,000港元（二零一七年十二月三十一日：2,500,000港元）銀行融資擔保的存款。有關銀行存款分別以美元及港元列值，分別為期六個月及三十天，並分別按固定年利率0.2厘及0.5厘計息。

於二零一八年六月三十日，本集團有未提取有抵押及無抵押銀行融資約1,846,000港元（二零一七年十二月三十一日：約2,908,000港元）。

於二零一八年六月三十日及二零一七年十二月三十一日，本集團並無持有任何保證金貿易賬戶。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

RISK FACTORS

Foreign Exchange Exposure

During the Period, 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\$516,024,000 as at 30 June 2018 mainly included FVTOCI Financial Assets of approximately HK\$37,205,000, FVTPL Financial Assets of approximately HK\$6,466,000, goodwill of approximately HK\$150,775,000 and intangible assets of approximately HK\$81,427,000. 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 fluctuation of the fair value of FVTOCI Financial Assets and FVTPL Financial Assets. The Directors regularly review 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 corresponding operation risks in each of its business divisions. To manage those risks, the management of each business division is responsible for monitoring the operation of their respective divisions and assessing related operation risks. They are responsible for implementing the Group's risk management policies and procedures and shall report any irregularities in connection with 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，因此無訂立任何外匯合約作為對沖措施。董事認為，本集團並無承受任何重大外匯風險。儘管存在上述情況，本集團仍透過密切監察外幣匯率走勢管理兌換其他貨幣的外幣風險，並可能於適當情況下利用對沖衍生工具（如外幣遠期合約）管理其外幣風險。

財務風險

本集團於二零一八年六月三十日止六個月的總資產約516,024,000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37,205,000港元、透過損益以公平價值列賬的金融資產約6,466,000港元、商譽約150,775,000港元及無形資產約81,427,000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，董事密切監察各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有關的經營風險。為管理經營風險，各業務分部的管理層負責監控彼等各自業務分部的業務經營及評估有關經營風險。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。

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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.

LITIGATIONS

As at the date of this report, the Group was involved in three civil legal proceedings, namely, the AP Acquisition Litigation, the AP Management Litigation and the Perfect Growth Litigation. The details of the above litigations are set out in note 23 to the condensed consolidated financial statements.

TREASURY POLICY

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

UPDATES ON MATERIAL ASSET IMPAIRMENT

During the Period, the Group recorded the Impairment Loss on Goodwill in relation to the Software Business. Details of the Impairment Loss on Goodwill are set out in the note 13(a) to the condensed consolidated financial statements.

UPDATES ON RESULTS OF PERFORMANCE GUARANTEE

Details of results of performance guarantee in relation to the acquisition of 51% equity interest in AP Group Investment are set out in the note 23(a) to the condensed consolidated financial statements.

MATERIAL TRANSACTION

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

信貸風險

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

訴訟

於本報告日期，本集團涉及三宗民事法律訴訟，即愛拼收購訴訟、愛拼管理人員訴訟及肇堅訴訟。上述訴訟之詳情載於簡明綜合財務報表附註23。

庫務政策

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

有關重大資產減值的更新資料

於本期間內，本集團錄得有關軟件業務的商譽減值虧損。有關商譽減值虧損的詳情載於簡明綜合財務報表附註13(a)。

有關表現擔保結果的更新資料

有關收購愛拼集團控股51%股權的表現擔保結果的詳情載於簡明綜合財務報表附註23(a)。

重大交易

本集團於本期間內並無作出任何重大收購或出售。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

MANDATORY CONDITIONAL CASH OFFERS

Reference is made to the announcement jointly issued by the Company and Mr. Wong Jing Shong (“Offeror”) dated 13 June 2018 (“Joint Announcement”) in relation to, among others, the mandatory conditional cash offers to acquire all the issued shares of the Company (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with him) and to cancel all the outstanding share options of the Company (“Offers”). Unless otherwise specified herein, capitalised terms used in this paragraph shall have the same meanings as those defined in the Joint Announcement.

On 6 June 2018, the Company was informed by the Offeror that the Offeror had on 6 June 2018 purchased 3,600,000 Shares at prices ranging from HK\$0.415 to HK\$0.420 per Share from open market (“Purchase”). Immediately prior to the Purchase, the Offeror was interested in 130,680,000 Shares, representing approximately 29.40% of the issued share capital of the Company. Upon completion of the Purchase on 6 June 2018 and as at 30 June 2018, the Offeror held 134,280,000 Shares, representing approximately 30.21% of the voting rights of the Company.

Pursuant to Rule 26.1 of the Takeovers Code, the Purchase triggered the obligation of the Offeror to make a mandatory conditional cash offer for all issued Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with him). Pursuant to Rule 13.5 of the Takeovers Code, the Option Offer should also be made to cancel all the outstanding Share Options. The Share Offer Price for each Offer Share is HK\$0.42 while the Option Offer Price for the cancellation of each outstanding Share Option is HK\$0.01.

As disclosed in the Joint Announcement, there were outstanding Share Options carrying rights to subscribe for 1,246,386 new Shares. Pursuant to the terms and conditions of the Shares Options, all the outstanding Share Options were exercisable until 14 July 2018 and have lapsed thereafter automatically (to the extent not already exercised). As at the date of this report, the Company has no other outstanding Share Options and the Company has no intention to grant any share options before the close of the Offers. Accordingly, it is not necessary for the Offeror to make the Option Offer and Get Nice Securities, for and on behalf of the Offeror, will continue to make the mandatory conditional cash offer to acquire all issued Shares in the share capital of the Company (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with him) pursuant to Rule 26.1 of the Takeovers Code. As at the date of this report, the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company comprised 444,448,237 Shares in issue.

強制性有條件現金要約

茲提述本公司及黃靖淳先生(「要約人」)所聯合刊發日期為二零一八年六月十三日的公告(「該聯合公告」),內容有關(其中包括)就收購本公司全部已發行股份(要約人及其一致行動人士已擁有或同意將予收購者除外)及註銷本公司全部尚未行使購股權提出之強制性有條件現金要約(「要約」)。除本報告文義另有所指外,本段所用詞彙與該聯合公告界所定者具有相同涵義。

於二零一八年六月六日,本公司獲要約人告知,其於二零一八年六月六日自公開市場以介乎每股股份0.415港元至0.420港元的價格購買3,600,000股股份(「購買」)。緊接購買前,要約人於130,680,000股股份中擁有權益,相當於本公司已發行股本約29.40%。於二零一八年六月六日完成購買後及於二零一八年六月三十日,要約人擁有134,280,000股股份,相當於本公司投票權約30.21%。

根據收購守則規則26.1,購買引發要約人須對全部已發行股份(要約人及其一致行動人士已擁有或同意將予收購者除外)提出強制性有條件現金要約的責任。根據收購守則規則13.5,購股權要約亦應提出以註銷全部尚未行使購股權。每股要約股份之股份要約價為0.42港元,而註銷每份尚未行使購股權之購股權要約價為0.01港元。

誠如該聯合公告所披露,存在附帶權利可認購1,246,386股新股份之尚未行使購股權。根據購股權之條款及條件,所有尚未行使購股權可於二零一八年七月十四日前獲行使並於此後自動失效(以尚未獲行使者為限)。於本報告日期,本公司並無其他尚未行使之購股權且本公司無意於要約截止前授出任何購股權。因此,要約人無需提出購股權要約,而結好證券(為及代表要約人)將繼續根據收購守則規則26.1提出強制性有條件現金要約以收購本公司股本中之全部已發行股份(要約人及其一致行動人士已經擁有或同意收購之該等股份除外)。於本報告日期,本公司相關證券(定義見收購守則規則22註釋4)包括444,448,237股已發行股份。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In compliance with Rule 2.1 of the Takeovers Code, the Board has set up the Independent Board Committee, comprising all independent non-executive Directors, namely Mr. Chan Yung, Mr. Cheng Hong Kei, Professor Chui Tsan Kit, Professor Lee T.S. and Ms. Xiao Yiming, to advise the Independent Shareholders in respect of the Share Offer. Veda Capital has been appointed as the financial adviser to advise the Company in respect of the Share Offer. Veda Capital is a corporation licensed to carry on Type 6 (advising on corporate finance) regulated activity under the SFO. Hooray Capital Limited, a corporation licensed to carry on Type 6 (advising on corporate finance) regulated activity under the SFO, has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Share Offer and, in particular, on as to whether the Share Offer is fair and reasonable and as to acceptance of the Share Offer.

As at the date of this report, the Company and the Offeror are still in the process of finalising the information in the Composite Document and the same will be published in accordance with the requirements of the Takeovers Code and the GEM Listing Rules as and when appropriate. Details of the mandatory conditional cash offers are set out in the Company's announcements dated 13 June 2018, 19 June 2018, 4 July 2018, 6 August 2018 and 9 August 2018.

Employees and remuneration policies

As at 30 June 2018, the Group had approximately 76 employees (31 December 2017: 95 employees) 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 stationed. 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 30 June 2018, the Group did not have any significant contingent liabilities (31 December 2017: nil).

Capital commitments

As at 30 June 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\$12,878,000 (31 December 2017: approximately HK\$26,402,000). Please refer to note 22 to the unaudited condensed consolidated financial statements for details.

遵照收購守則規則2.1，董事會已成立由全體獨立非執行董事，即陳勇先生、鄭康祺先生、徐燦傑教授、李天生教授及肖一鳴女士組成之獨立董事委員會，以就股份要約向獨立股東提供意見。智略資本已獲委任為財務顧問，以就股份要約向本公司提供意見。智略資本為一間根據證券及期貨條例可從事第6類（就機構融資提供意見）受規管活動的持牌法團。好盈融資有限公司為一間根據證券及期貨條例可從事第6類（就機構融資提供意見）受規管活動的持牌法團，已獲委任為獨立財務顧問，以就股份要約及（特別是）股份要約是否公平合理及是否接納股份要約向獨立董事委員會及獨立股東提供意見。

於本報告日期，本公司與要約人仍在落實綜合文件之資料，而綜合文件將根據收購守則及GEM上市規則之規定適時刊發。有關強制性有條件現金要約之詳情載於本公司日期為二零一八年六月十三日、二零一八年六月十九日、二零一八年七月四日、二零一八年八月六日及二零一八年八月九日之公告。

僱員及薪酬政策

於二零一八年六月三十日，本集團於香港聘用約76名（二零一七年十二月三十一日：95名）僱員。本集團乃基於平等、激勵、績效為導向及市場競爭力的原則，並根據聘用僱員所在司法權區各自的法例規定制定薪酬政策。薪酬待遇通常每年檢討。除薪金付款外，其他員工福利包括公積金供款、醫療保險及與表現掛鈎之花紅。本集團亦設有購股權計劃以獎勵及激勵僱員。有關本公司購股權計劃的詳情載於本報告「其他資料 — 購股權計劃」一節。

或然負債

於二零一八年六月三十日，本集團並無任何重大或然負債（二零一七年十二月三十一日：零港元）。

資本承擔

於二零一八年六月三十日，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的注資約為12,878,000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22。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OUTLOOK

In the cyber world, security threats have been a continuous concern. New industries using AI technologies are emerging, and viruses and attack methods adopted by hackers come up incessantly with the evolving technological advancement. The phenomena creates a large unmet security gap which represents huge future development opportunities for the Group. Riding the evolving I.T. industry tide, the Group will actively develop and improve its diverse PC performance optimisation and anti-virus softwares, increase the variety of the products of the Software Business, focus on developing new technologies and exploring brand new realms, as well as nurture potential business drivers. Furthermore, capitalising on China's "Belt and Road" strategy, the Group will strive to let the Software Business "go global" to reach countries such as the Philippines, Myanmar and Thailand along the Belt and Road, as well as expand its marketing coverage to emerging markets in the Asia-Pacific region. The Group will also continue to consolidate and expand its software product sales channels in the European countries and the U.S. in the hope of enhancing its profitability in the long run.

Other than giving major attention to the Software Business, the Group will also continue to pursue business diversification, assess at appropriate time the gain and growth prospects of different business segments, allocate resources flexibly to business segments with high operational efficiency and sustainable development. The Group will capitalise on its strong business foundation and extensive business scope to actively explore suitable investment opportunities, so as to generate more lucrative investment returns for shareholders of the Company ("Shareholders").

前景

網絡世界安全威脅無日無之，應用人工智能技術的新興產業崛起，病毒、駭客攻擊手法亦隨著不斷演變的科技發展層出不窮，龐大保安需求的缺口為本集團未來發展創造了充裕的發展機會。本集團將依據資訊科技行業革新的浪潮順勢而為，更積極地研發與提升多元化的電腦性能優化和病毒防護軟件，增加軟件業務的產品種類，重點開發新技術及探索全新領域以及培育潛在業務增長點。此外，本集團將借助中國的「一帶一路」戰略，使軟件業務朝菲律賓、緬甸和泰國等沿線國家實現「走出去」，以及圍繞亞太區新興市場拓展營銷版圖，另一方面本集團亦將持續鞏固及擴大於歐美國家的軟件產品銷售渠道，冀長遠促進本集團的盈利能力。

在聚焦發展軟件業務的同時，本集團會繼續採取多元化發展方針，適時評估各個業務分部的收益及增長前景，靈活地調配資源於經營效益高、可持續發展的業務分部。本集團將依託紮實的業務基礎及廣泛的業務範疇，持續探索合適的投資良機，為本公司股東（「股東」）帶來更豐碩的投資回報。

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 30 June 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

於二零一八年六月三十日，董事及本公司主要行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份或債券中擁有根據證券及期貨條例第352條須記錄於所存置登記冊內的權益或淡倉，或根據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 身份	Number of underlying Shares held 持有的相關股份數目	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 30 June 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六月三十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，行使價為每股股份2.721港元。

Save as disclosed above, as at 30 June 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，於二零一八年六月三十日，董事或本公司主要行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中，擁有或被視作擁有任何根據證券及期貨條例第352條須記錄於所存置登記冊內的權益或淡倉，或根據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。

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 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. Any 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。任何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，以獎勵或嘉許彼等為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至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股權的任何實體（「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。

OTHER INFORMATION 其他資料

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、主要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:

於本期間內根據二零零七年購股權計劃及購股權計劃授出的購股權變動詳情如下：

Date of grant	Grantees	Exercise period	Exercise price per Share	Outstanding as at 1 January 2018	Granted during the Period	Exercised during the Period	Cancelled/ lapsed/ forfeited during the Period	Outstanding as at 30 June 2018
授出日期	承授人	行使期	每股行使價 HK\$ 港元	於二零一八年一月一日 尚未行使	本期間授出	本期間行使	本期間註銷/ 失效/沒收	於二零一八年六月三十日 尚未行使
2 July 2015	Mr. Lee	15 July 2015 to 14 July 2018	2.721	623,193	-	-	-	623,193
二零一五年七月二日	李先生	二零一五年七月十五日至二零一八年七月十四日						
2 July 2015	the company secretary and the financial controller of the Company and a director of a subsidiary of the Company	15 July 2015 to 14 July 2018	2.721	623,193	-	-	-	623,193
二零一五年七月二日	本公司之公司秘書、財務總監及本公司一間附屬公司之董事	二零一五年七月十五日至二零一八年七月十四日						
			Total	1,246,386	-	-	-	1,246,386
			總計					

Notes:

- The vesting period of the options is from the date of grant until the commencement of the exercise period.
- As at 30 June 2018, the number of Shares of 1,246,386 that may be issued upon full exercise of the then outstanding share options represented approximately 0.3% of the then total issued share capital of the Company, and did not have a material dilutive impact on the issued Shares, the respective shareholdings of the substantial Shareholders and earnings per Share on that date.

附註：

- 購股權的歸屬期為自授出日期起計直至行使期開始為止。
- 於二零一八年六月三十日，悉數行使當時尚未行使的購股權而可能發行的1,246,386股股份，佔本公司當時全部已發行股份約0.3%，且並無對該日已發行股份、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. As at the date of this report, all outstanding share options had lapsed.

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。於本報告日期，所有尚未行使購股權已失效。

As at 30 June 2018 and the date of this report, the total number of Shares available for issue under the Share Option Scheme was 44,444,823, representing approximately 10% of the issued share capital of the Company as at the date of this report.

於二零一八年六月三十日及本報告日期，根據購股權計劃可供發行之股份總數為44,444,823股，相當於本公司於本報告日期之已發行股本之約10%。

OTHER INFORMATION

其他資料

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

Substantial Shareholders

As at 30 June 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

根據證券及期貨條例須予披露的權益以及主要股東及其他人士於證券的權益

主要股東

於二零一八年六月三十日，除董事或本公司主要行政人員外，以下人士於股份或相關股份中，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
Ace Source International Limited ("Ace Source")	Beneficial owner	30,131,060 (L)	6.78%	3
Ace Source International Limited ("Ace Source")	實益擁有人			
Xue Qiushi ("Mr. Xue") 薛秋實 ("薛先生")	Interest of a controlled corporation	30,131,060 (L)	6.78%	3
	受控法團權益			
Wong Jing Shong 黃靖淳	Beneficial owner	134,280,000 (L)	30.21%	
	實益擁有人			

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 30 June 2018 has been used for the calculation of the approximate percentage.
3. 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 30 June 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.

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 ("Ms. Hung"), the then chief executive officer of the Company ("Chief Executive Officer") and executive Director, was appointed as the acting chairman of the Board and had temporarily taken up the responsibilities as the chairman of the Board for a transitional period while the Company might identify a suitable candidate.

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六月三十日之本公司已發行股份總數444,448,237股。
3. 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，於二零一八年六月三十日，概無任何其他人士（董事或本公司主要行政人員除外）於股份或相關股份中，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。

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，主席及行政總裁之角色應有所區分，不應由一人同時兼任。由於董事會前主席鄭豪鋌先生於二零一七年三月三十一日辭任，本公司時任行政總裁（「行政總裁」）兼執行董事洪綺婉女士（「洪女士」）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。

OTHER INFORMATION 其他資料

On 12 June 2018, Ms. Hung retired as an executive Director and ceased to be the acting chairman of the Board at the annual general meeting of the Company and resigned as the Chief Executive Officer. Mr. Pon Kai Choi Phemey, an executive Director, has been appointed as the chairman of the Board in place of Ms. Hung on the same day. The Company is actively looking for suitable candidate to take up the role of the Chief Executive Officer.

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.

On behalf of the Board
GET Holdings Limited
Pon Kai Choi Phemey
Chairman and Executive Director

13 August 2018

As at the date of this report, the Board consists of three executive Directors, namely 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.

於二零一八年六月十二日，洪女士於本公司股東週年大會上退任執行董事職務且不再擔任董事會代理主席且亦辭任行政總裁職務。執行董事潘啟才先生已於同日獲委任為董事會主席以取代洪女士。本公司正積極物色合適人選接替行政總裁職務。

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。

代表董事會
智易控股有限公司
主席兼執行董事
潘啟才

二零一八年八月十三日

於本報告日期，董事會成員包括三名執行董事，即潘啟才先生、李健輝先生及王顯碩先生；及五名獨立非執行董事，即陳勇先生、鄭康棋先生、徐燦傑教授、李天生教授及肖一鳴女士。

