

# FINSOFT FINANCIAL INVESTMENT HOLDINGS LIMITED

## 匯財金融投資控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號:8018



# 2019

Third Quarterly Report

第三季度報告



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

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

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

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*This report, for which the directors (“Directors”, each a “Director”) of Finsoft Financial Investment Holdings Limited (“Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (“GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

## 香港聯合交易所有限公司(「聯交所」) GEM的特色

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了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上市的公司普遍為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

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

本報告之資料乃遵照《聯交所GEM證券上市規則》(「GEM上市規則」)而刊載，旨在提供有關匯財金融投資控股有限公司(「本公司」)之資料。本公司之董事(「董事」，各為一名「董事」)願就本報告之資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確及完備，並無誤導或欺詐成分，且並無遺漏其他事項，足以令致本報告或其所載任何陳述產生誤導。

## THIRD QUARTERLY RESULTS

The board of Directors (“Board”) announces the unaudited condensed consolidated results of Finsoft Financial Investment Holdings Limited (“Company”, together with its subsidiaries, referred to as “Group”) for the three months and nine months ended 30 September 2019, together with the unaudited comparative figures for the corresponding periods in 2018, as follows:

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

For the three months and nine months ended 30 September 2019

## 第三季度業績

董事會(「董事會」)公佈，匯財金融投資控股有限公司(「本公司」，連同其附屬公司統稱「本集團」)截至二零一九年九月三十日止三個月及九個月之未經審核簡明綜合業績，連同二零一八年同期之未經審核比較數字載列如下：

### 未經審核簡明綜合損益及其他全面收入表

截至二零一九年九月三十日止三個月及九個月

		Notes 附註	Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
			2019 二零一九年 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)	2019 二零一九年 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)
Revenue	收益	3	18,101	19,145	55,421	49,196
Cost of sales	銷售成本		(4,930)	(5,319)	(14,687)	(13,755)
Gross profit	毛利		13,171	13,826	40,734	35,441
Other income	其他收入	4	66	74	245	165
Other gains and losses	其他收益及虧損	4	(609)	(85)	(8,947)	(147)
Administrative expenses	行政開支		(12,608)	(7,278)	(28,232)	(23,737)
Finance costs	財務成本	5	(7)	–	(23)	–
Share of loss of an associate	應佔一間聯營公司虧損		(272)	(128)	(856)	(1,192)
Share of loss of a joint venture	應佔一間合營公司虧損		(1)	(1,403)	(24)	(1,153)
(Loss)/profit before tax	除稅前(虧損)/溢利	6	(260)	5,006	2,897	9,377
Income tax expense	所得稅開支	7	(1,053)	(1,400)	(3,585)	(3,206)
<b>(Loss)/profit for the period attributable to owners of the Company</b>	<b>本公司擁有人應佔期內(虧損)/溢利</b>		<b>(1,313)</b>	<b>3,606</b>	<b>(688)</b>	<b>6,171</b>
<b>Other comprehensive (loss)/income</b>	<b>其他全面(虧損)/收入</b>					
Item that will not be reclassified to profit or loss:	將不會重新分類至損益的項目：					
Fair value changes on equity investments	股本投資的公平價值變動		(248)	2,811	(744)	(1,489)
<b>Other comprehensive (loss)/income for the period</b>	<b>期內其他全面(虧損)/收入</b>		<b>(248)</b>	<b>2,811</b>	<b>(744)</b>	<b>(1,489)</b>
<b>Total comprehensive (loss)/income for the period attributable to owners of the Company</b>	<b>本公司擁有人應佔期內全面(虧損)/收入總額</b>		<b>(1,561)</b>	<b>6,417</b>	<b>(1,432)</b>	<b>4,682</b>

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2019 二零一九年 (Unaudited) (未經審核)	2018 二零一八年 (Unaudited) (未經審核)	2019 二零一九年 (Unaudited) (未經審核)	2018 二零一八年 (Unaudited) (未經審核)
		Note 附註			
<b>(Loss)/earnings per share</b>	每股(虧損)/盈利				
Basic and diluted	基本及攤薄				
(HK cents per share)	(每股港仙)	9	(0.104)	0.286	(0.055)
					0.490

## NOTES:

### 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 18 December 2012 as an exempted company with limited liability under the Companies Law of the Cayman Islands and its shares have been listed on GEM of the Stock Exchange since 26 September 2013. The address of the Company's registered office is Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of the Company's head office and principal place of business in Hong Kong is Unit Nos. 1209-10, 12/F., Prosperity Millennia Plaza, No. 663 King's Road, North Point, Hong Kong.

The Group is principally engaged in the provision of financial trading software solutions, provision of other IT and internet financial platforms services, provision of referral services, money lending business and assets investments in Hong Kong. One of the subsidiaries of the Company holds the license in respect of type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) ("SFO").

The unaudited condensed consolidated results of the Group are presented in Hong Kong dollars ("HK\$"), which is also the functional currency of the Company, and all values are presented in thousands of units of Hong Kong dollars (HK\$'000), unless otherwise stated.

## 附註：

### 1. 一般資料

本公司於二零一二年十二月十八日根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司及其股份已於二零一三年九月二十六日起於聯交所GEM上市。本公司之註冊辦事處地址為Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands。本公司的總辦事處及香港主要營業地點位於香港北角英皇道663號泓富產業千禧廣場12樓1209-10室。

本集團主要在香港從事提供金融交易軟件解決方案、提供其他資訊科技及互聯網金融平台服務、提供轉介服務、借貸業務及資產投資。本公司其中一間附屬公司持有關於香港法例第571章證券及期貨條例(「證券及期貨條例」)項下第6類(就機構融資提供意見)受規管活動的牌照。

本集團之未經審核簡明綜合業績以港元(「港元」)呈列，港元亦為本公司之功能貨幣，而除另有註明外，所有數值均以千港元(千港元)呈列。

## 2. BASIS OF PREPARATION

The unaudited condensed consolidated results of the Group for the nine months ended 30 September 2019 (“Results”) have been prepared in accordance with Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (hereinafter collectively referred to as “Hong Kong Financial Reporting Standards” (“HKFRSs”)), the accounting principles generally accepted in Hong Kong, the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622 of the Laws of Hong Kong) and the applicable disclosure provisions of the GEM Listing Rules.

The Results have been prepared on the historical cost basis, except for certain financial instruments that are measured at fair values at the end of each reporting period.

The accounting policies adopted in preparing the Results are consistent with those applied in the annual consolidated financial statements of the Group for the year ended 31 December 2018, with addition for the new HKFRSs and amendments to HKFRSs that have become effective for the Group’s financial year beginning on 1 January 2019.

The Group has not early applied the new HKFRSs and amendments to HKFRSs that have been issued but are not yet effective. The Group is in the process of making an assessment of their impact on the Group’s results of operations and financial position.

It should be noted that accounting estimates and assumptions are used in the preparation of the Results. Although these estimates are based on the management’s best knowledge and judgement to current events and actions, actual results may ultimately differ from those estimates.

## 2. 編製基準

本集團於截至二零一九年九月三十日止九個月之未經審核簡明綜合業績(「本業績」)乃根據由香港會計師公會頒佈之香港財務報告準則、香港會計準則及詮釋(以下統稱為「香港財務報告準則」)(「香港財務報告準則」)、香港公認會計原則、香港公司條例(香港法例第622章)之披露規定以及GEM上市規則之適用披露條文而編製。

本業績已根據歷史成本基準編製，惟於各報告期末按公平價值計量的若干金融工具除外。

編製本業績時採納之會計政策，與本集團截至二零一八年十二月三十一日止年度之年度綜合財務報表所採用的會計政策一致，並已加入於二零一九年一月一日開始之本集團財政年度生效之新訂香港財務報告準則及香港財務報告準則修訂本。

本集團並無提早採用已頒佈惟尚未生效之新訂香港財務報告準則及香港財務報告準則修訂本。本集團現正評估其對本集團之營運業績及財務狀況之影響。

謹請注意編製本業績時使用之會計估算及假設。雖然此等估算乃基於管理層對目前事件及行動之全悉及判斷，惟實際結果最終或會與該等估算有差別。

### 3. REVENUE

An analysis of the Group's revenue from its major products and services is as follows:

### 3. 收益

本集團來自其主要產品及服務的收益分析如下：

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2019 二零一九年 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)	2019 二零一九年 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)
Sales of hardware	銷售硬件	9	1,034	45	1,612
Sales of technology software systems	銷售技術軟件系統	1,417	618	2,277	2,422
System customisation and network support	系統訂製及網絡支援	1,133	1,888	7,154	3,977
Software licensing fee	軟件特許費	8,200	8,117	25,868	22,631
Software maintenance services	軟件保養服務	2,210	2,534	6,919	7,677
Hosting and related services fee	伺服器寄存及相關服務費	1,742	1,777	5,456	3,707
Other IT and internet financial platforms services income	其他資訊科技及互聯網金融平台服務收入	13	277	114	486
Interest income on loan financing	貸款融資之利息收入	3,361	2,668	7,531	6,135
Rental income	租金收入	-	166	-	483
Dividend income	股息收入	-	25	-	25
Others	其他	16	41	57	41
		<b>18,101</b>	<b>19,145</b>	<b>55,421</b>	<b>49,196</b>

## Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products and services is as follows:

## 分拆收益

按主要產品及服務劃分的來自客戶合約之收益分拆如下：

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2019 二零一九年 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)	2019 二零一九年 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)
Revenue from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號範圍內來自客戶合約之收益				
- Sales of hardware	- 銷售硬件	9	1,034	45	1,612
- Sales of technology software systems	- 銷售技術軟件系統	1,417	618	2,277	2,422
- System customisation and network support	- 系統訂製及網絡支援	1,133	1,888	7,154	3,977
- Software licensing fee	- 軟件特許費	8,200	8,117	25,868	22,631
- Software maintenance services	- 軟件保養服務	2,210	2,534	6,919	7,677
- Hosting and related services fee	- 伺服器寄存及相關服務費	1,742	1,777	5,456	3,707
- Other IT and internet financial platforms services income	- 其他資訊科技及互聯網金融平台服務收入	13	277	114	486
- Others	- 其他	16	41	57	41
Revenue from other sources	其他來源之收益				
- Interest income on loan financing	- 貸款融資之利息收入	3,361	2,668	7,531	6,135
- Rental income	- 租金收入	-	166	-	483
- Dividend income	- 股息收入	-	25	-	25
		<b>18,101</b>	<b>19,145</b>	<b>55,421</b>	<b>49,196</b>



#### 4. OTHER INCOME, AND OTHER GAINS AND LOSSES

An analysis of other income, and other gains and losses is as follows:

#### 4. 其他收入，及其他收益及虧損

以下為其他收入，及其他收益及虧損的分析：

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2019 二零一九年 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)	2019 二零一九年 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)
<b>Other income:</b>	<b>其他收入：</b>				
Interest income on bank deposits	銀行存款之利息收入	66	74	244	165
Sundry income	雜項收入	—	—	1	—
		<u>66</u>	<u>74</u>	<u>245</u>	<u>165</u>
<b>Other gains and losses:</b>	<b>其他收益及虧損：</b>				
Provision for impairment loss on loan and interest receivables	應收貸款及利息減值虧損撥備	—	—	(7,703)	—
Foreign exchange difference	外匯差額	—	—	(1)	—
Gain arising from derecognition of an investment in an associate	終止確認一間聯營公司之投資產生的收益	352	—	352	—
Net fair value (loss)/gain on financial assets at fair value through profit or loss	按公平價值計入損益的金融資產之公平價值(虧損)/收益淨額	(938)	—	(1,683)	—
— listed equity investments	— 上市股本投資	—	—	75	—
— convertible bond	— 可換股債券	—	—	—	—
(Provision)/reversal of impairment loss on trade receivables	貿易應收款項的減值虧損(撥備)/撥回	(23)	(12)	13	(12)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	—	(13)	—	(75)
Net fair value loss on investment properties	投資物業的公平價值虧損淨額	—	(60)	—	(60)
		<u>(609)</u>	<u>(85)</u>	<u>(8,947)</u>	<u>(147)</u>

## 5. FINANCE COSTS

An analysis of finance costs is as follows:

## 5. 財務成本

以下為財務成本的分析：

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2019 二零一九年 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)	2019 二零一九年 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)
Interest on lease liabilities	租賃負債利息	<u>7</u>	<u>-</u>	<u>23</u>	<u>-</u>

## 6. (LOSS)/PROFIT BEFORE TAX

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

## 6. 除稅前(虧損)/溢利

除稅前(虧損)/溢利乃於扣除下列各項後得出：

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2019 二零一九年 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)	2019 二零一九年 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)
Amortisation of intangible assets (note (a))	無形資產攤銷(附註(a))	-	328	152	1,000
Cost of inventories sold	已售存貨成本	7	-	24	-
Depreciation of property, plant and equipment (note (b))	物業、廠房及設備折舊 (附註(b))	397	432	1,231	1,308
Depreciation of right-of-use assets	使用權資產折舊	109	-	327	-
Operating lease payments in respect of rented premises	租用物業的經營租賃款項	553	572	1,661	1,583
Employee benefits expense (note (c)):	僱員福利開支(附註(c)):				
Salaries and other benefits	薪金及其他福利	7,100	6,883	21,339	20,762
Contributions to retirement benefits scheme	退休福利計劃供款 scheme	221	196	677	593
Share-based payments	以股份支付款項	-	-	-	1,435
Total employee benefits expense, including directors' emoluments	僱員福利開支總額， 包括董事酬金	<b>7,321</b>	<b>7,079</b>	<b>22,016</b>	<b>22,790</b>

Notes:

- (a) The amortisation of intangible assets was included in cost of sales.
- (b) During the nine months ended 30 September 2019, depreciation of property, plant and equipment amounting to HK\$129,000 (nine months ended 30 September 2018: HK\$49,000) was included in cost of sales and that amounting to HK\$1,102,000 (nine months ended 30 September 2018: HK\$1,259,000) was included in administrative expenses.
- (c) During the nine months ended 30 September 2019, employee benefits expense amounting to HK\$8,961,000 (nine months ended 30 September 2018: HK\$7,833,000) was included in cost of sales and that amounting to HK\$13,055,000 (nine months ended 30 September 2018: HK\$14,957,000) was included in administrative expenses.

附註：

- (a) 無形資產攤銷計入銷售成本。
- (b) 於截至二零一九年九月三十日止九個月，物業、廠房及設備折舊中有129,000港元(截至二零一八年九月三十日止九個月：49,000港元)計入銷售成本，而有1,102,000港元(截至二零一八年九月三十日止九個月：1,259,000港元)計入行政開支。
- (c) 於截至二零一九年九月三十日止九個月，僱員福利開支中有8,961,000港元(截至二零一八年九月三十日止九個月：7,833,000港元)計入銷售成本，而有13,055,000港元(截至二零一八年九月三十日止九個月：14,957,000港元)計入行政開支。

## 7. INCOME TAX EXPENSE

## 7. 所得稅開支

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2019 二零一九年 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)	2019 二零一九年 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)
Current – Hong Kong	即期 – 香港				
– Charge for the period	– 期內計提	1,053	1,484	3,610	3,401
– Overprovision in prior period	– 往期超額撥備	–	(30)	–	(30)
Deferred	遞延	–	(54)	(25)	(165)
Income tax expenses	所得稅開支	<u>1,053</u>	<u>1,400</u>	<u>3,585</u>	<u>3,206</u>

Hong Kong Profits Tax has been provided at the rate of 16.5% on the estimated assessable profit arising in or derived from Hong Kong for both periods.

香港利得稅均按各期內在香港產生或賺取的估計應課稅溢利以16.5%稅率計提撥備。

During the nine months ended 30 September 2019, no share of tax attributable to an associate (nine months ended 30 September 2018: Nil) and a joint venture (nine months ended 30 September 2018: Nil) was included in “Share of loss of an associate” and “Share of loss of a joint venture” respectively.

於截至二零一九年九月三十日止九個月，並無分別計入「應佔一間聯營公司虧損」及「應佔一間合營公司虧損」的歸屬於一間聯營公司(截至二零一八年九月三十日止九個月：無)及一間合營公司(截至二零一八年九月三十日止九個月：無)的稅項。

## 8. DIVIDEND

The Board does not recommend the payment of any dividend in respect of the nine months ended 30 September 2019 (nine months ended 30 September 2018: Nil).

## 8. 股息

董事會並不建議就截至二零一九年九月三十日止九個月派付任何股息(截至二零一八年九月三十日止九個月：無)。

## 9. (LOSS)/EARNINGS PER SHARE

The calculation of the basic and diluted (loss)/earnings per share is based on the following data:

## 9. 每股(虧損)/盈利

每股基本及攤薄(虧損)/盈利乃按以下數據計算：

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2019 二零一九年 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)	2019 二零一九年 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)
<b>(Loss)/earnings</b>	<b>(虧損)/盈利</b>				
(Loss)/profit for the period attributable to owners of the Company	本公司擁有人應佔期內(虧損)/溢利	<b>(1,313)</b>	3,606	<b>(688)</b>	6,171

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2019 二零一九年 (Unaudited) (未經審核)	2018 二零一八年 (Unaudited) (未經審核)	2019 二零一九年 (Unaudited) (未經審核)	2018 二零一八年 (Unaudited) (未經審核)
<b>Number of shares</b>	<b>股份數目</b>				
Weighted average number of ordinary shares in issue for the purpose of calculation of basic (loss)/earnings per share	就計算每股基本(虧損)/盈利而言，已發行普通股加權平均數	<b>1,260,582,340</b>	1,260,582,340	<b>1,260,582,340</b>	1,260,582,340
Effect of diluted potential ordinary shares as a result of the share options granted (note (a))	因授出購股權的潛在普通股攤薄影響(附註(a))	-	-	-	-
Weighted average number of ordinary shares in issue for the purpose of calculation of diluted (loss)/earnings per share	就計算每股攤薄(虧損)/盈利而言，已發行普通股加權平均數	<b>1,260,582,340</b>	1,260,582,340	<b>1,260,582,340</b>	1,260,582,340

Note:

- (a) During the periods, the diluted (loss)/earnings per share was equal to the basic (loss)/earnings per share as there were no dilutive potential ordinary shares in issue.

附註：

- (a) 於有關期間，由於並無潛在攤薄的已發行普通股，故每股攤薄(虧損)/盈利與每股基本(虧損)/盈利相等。

## 10. UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 10. 未經審核簡明綜合權益變動表

		Attributable to owners of the Company 本公司擁有人應佔							
		Share capital	Share premium	Share options reserve	Merger reserve	Investment revaluation reserve	Financial assets measured at fair value through other comprehensive income reserve	Retained earnings/(accumulated losses)	Total equity
		股本	股份溢價	購股權儲備	合併儲備	投資重估儲備	按公平價值計入其他全面收入的金融資產之儲備	保留盈利/(累計虧損)	權益總額
		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'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
At 31 December 2017 (Audited)	於二零一七年十二月三十一日 (經審核)	6,303	229,281	8,278	78	(1,654)	-	(34,512)	207,774
Effect of adoption of HKFRS 9	採納香港財務報告準則第9號之影響	-	-	-	-	1,654	(30,291)	28,637	-
At 1 January 2018 (After adjustment) (Unaudited)	於二零一八年一月一日(調整後) (未經審核)	6,303	229,281	8,278	78	-	(30,291)	(5,875)	207,774
Profit for the period	期內溢利	-	-	-	-	-	-	6,171	6,171
Other comprehensive loss for the period:	期內其他全面虧損:								
Fair value changes on equity investments	股本投資的公平價值變動	-	-	-	-	-	(1,489)	-	(1,489)
Total comprehensive (loss)/income for the period	期內全面(虧損)/收入總額	-	-	-	-	-	(1,489)	6,171	4,682
Transfer of share options reserve upon the expiry of share options	購股權屆滿時轉撥購股權儲備	-	-	(8,278)	-	-	-	8,278	-
Share-based payments	以股份支付款項	-	-	1,435	-	-	-	-	1,435
At 30 September 2018 (Unaudited)	於二零一八年九月三十日(未經審核)	6,303	229,281	1,435	78	-	(31,780)	8,574	213,891
At 31 December 2018 (Audited)	於二零一八年十二月三十一日 (經審核)	6,303	229,281	1,435	78	-	(33,602)	(12,800)	190,695
Effect of adoption of HKFRS 16	採納香港財務報告準則第16號之影響	-	-	-	-	-	-	(50)	(50)
At 1 January 2019 (After adjustment) (Unaudited)	於二零一九年一月一日(調整後) (未經審核)	6,303	229,281	1,435	78	-	(33,602)	(12,850)	190,645
Loss for the period	期內虧損	-	-	-	-	-	-	(688)	(688)
Other comprehensive loss for the period:	期內其他全面虧損:								
Fair value changes on equity investments	股本投資的公平價值變動	-	-	-	-	-	(744)	-	(744)
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	-	-	(744)	(688)	(1,432)
Transfer of share options reserve upon the expiry of share options	購股權屆滿時轉撥購股權儲備	-	-	(1,435)	-	-	-	1,435	-
At 30 September 2019 (Unaudited)	於二零一九年九月三十日(未經審核)	6,303	229,281	-	78	-	(34,346)	(12,103)	189,213

## MANAGEMENT DISCUSSION AND ANALYSIS

During the nine months ended 30 September 2019 ("Period"), the Group was principally engaged in the provision of financial trading software solutions, provision of other IT and internet financial platforms services, provision of referral services, money lending business and assets investments in Hong Kong. During the Period, one of the subsidiaries of the Company held the license in respect of type 6 (advising on corporate finance) regulated activity under the SFO.

### Business Review

#### **Provision of financial trading software solutions**

During the Period, the financial trading software solutions business division remained as the key source of income of the Group. The segment revenue from external customers contributed by the Group's principal operating subsidiary, iAsia Online Systems Limited ("iAsia"), amounted to approximately HK\$47,719,000 (nine months ended 30 September 2018: approximately HK\$42,026,000), representing an increase of approximately HK\$5,693,000 or 13.5%.

Benefiting from the increasing trading volumes attributable to the Stock Connect, iAsia has maintained a stable growth in its revenue from the provision of multi-functional and comprehensive financial trading software solutions. During the Period, iAsia has continuously enhanced its financial trading software solutions to keep pace with the regulatory and new industry requirements. In addition, briefing and training were also provided to iAsia's customers to ensure they kept up-to-date with the industry's latest regulations and technology. Apart from the above, iAsia has also provided quality after-sales services to its customers, i.e. regular software licensing and maintenance services, so that iAsia would be able to keep abreast of the latest needs of its customers and maintain on-going relationships with its existing customers.

The Group will continue to keep up with the market trends and the industry requirements. The Group will also explore new business opportunities and expand its income stream from both existing and potential customers.

## 管理層討論及分析

於截至二零一九年九月三十日止九個月(「期內」)，本集團主要於香港從事提供金融交易軟件解決方案、提供其他資訊科技及互聯網金融平台服務、提供轉介服務、借貸業務及資產投資。於期內，本公司其中一間附屬公司持有關於證券及期貨條例項下第6類(就機構融資提供意見)受規管活動的牌照。

### 業務回顧

#### **提供金融交易軟件解決方案**

於期內，金融交易軟件解決方案業務分部仍為本集團的主要收入來源。本集團主要營運附屬公司亞洲網上系統有限公司(「亞網」)貢獻的來自外部客戶的分部收益約為47,719,000港元(截至二零一八年九月三十日止九個月：約42,026,000港元)，增加約5,693,000港元或13.5%。

受惠於滬深港通所帶來的交易量增長，亞網通過提供多功能及綜合金融交易軟件解決方案以維持收益的穩定增長。於期內，亞網不斷加強其金融交易軟件解決方案，以與監管及新行業規定保持同步。此外，亞網亦向其客戶提供簡報及培訓，確保彼等了解行業的最新法規及技術。除上述者外，亞網亦為其客戶提供優質的售後服務，即定期的軟件特許及保養服務以便亞網能夠及時了解客戶的最新需求並維持與現有客戶的持續關係。

本集團將繼續跟上市場趨勢及行業要求。本集團亦將開拓新的商機並擴大來自本集團現有及潛在客戶的收入流。

### **Provision of other IT and internet financial platforms services**

During the Period, the provision of other IT and internet financial platforms services business division contributed revenue of approximately HK\$114,000 (nine months ended 30 September 2018: approximately HK\$486,000), representing a decrease of approximately HK\$372,000 or 76.5%.

In order to improve the sales performance of this business division, the Group will continue to diversify the provision of other IT services, such as providing system migration services to new customers. The Group will seize opportunities to diversify the client base of its provision of other IT and internet financial platforms services business in order to strengthen its competitiveness in the industry.

### **Money lending business**

During the Period, revenue derived from the money lending business division amounted to approximately HK\$7,531,000 (nine months ended 30 September 2018: approximately HK\$6,135,000), representing an increase of approximately HK\$1,396,000 or 22.8%. The interest rate charged to customers during the Period ranged from 10% per annum to 15% per annum (nine months ended 30 September 2018: ranged from 8.5% per annum to 13% per annum).

The Group has advanced to an individual who is an independent third party of the Company (“Borrower”) a loan (“Loan”) in the principal amount of HK\$7,500,000, bearing interest ranging from 10% per annum to 11% per annum throughout its term and maturing on 2 July 2019. It came to the notice of the Company that a bankruptcy petition (“Petition”) had been filed with the Hong Kong courts against the Borrower. Taking into consideration the Petition and the facts that (i) the Borrower has defaulted in paying the interests on the Loan; (ii) the Loan is unsecured; and (iii) the Borrower is unable to provide satisfactory evidence to the Group in respect of his ability to repay the Loan and interests accrued thereon, collection of the Loan and interests would not be likely and accordingly, the Group recorded an impairment loss on loan and interest receivables of approximately HK\$7,703,000 for the Period. Notwithstanding that the Petition was withdrawn in July 2019, such impairment loss is still considered necessary given that the Borrower has not repaid the Loan on the maturity date. The Group is in the course of seeking legal advice on the above matter and will continue to pursue repayment of the Loan and the interests accrued thereon from the Borrower. The Company will keep the shareholders (“Shareholders”) of the Company informed of any further material developments in connection with the above matter by way of further announcement(s) as and when appropriate.

The Group reviews its credit control strategy from time to time so as to maintain a balance between the growth and risk management of its money lending business.

### **提供其他資訊科技及互聯網金融平台服務**

於期內，提供其他資訊科技及互聯網金融平台服務業務分部錄得收益約114,000港元(截至二零一八年九月三十日止九個月：約486,000港元)，減少約372,000港元或76.5%。

為改善本業務分部的銷售表現，本集團將繼續多元化提供其他資訊科技服務，如向新客戶提供系統遷移服務。本集團將把握機會多元化提供其他資訊科技及互聯網金融平台服務業務的客戶基礎，以提升其行業競爭力。

### **借貸業務**

於期內，借貸業務分部產生之收益約為7,531,000港元(截至二零一八年九月三十日止九個月：約6,135,000港元)，增加約1,396,000港元或22.8%。於期內向客戶收取之利率介乎每年10%至15%(截至二零一八年九月三十日止九個月：介乎每年8.5%至13%)。

本集團已向一名屬於本公司獨立第三方的個人(「借款人」)授出本金為7,500,000港元的貸款(「貸款」)，於貸款期內按年利率介乎10%至11%計息及於二零一九年七月二日到期。本公司得知，一項針對借款人的破產呈請(「呈請」)已提交香港法院。考慮到呈請及(i)借款人在支付貸款利息方面違約；(ii)貸款為無抵押；及(iii)借款人無法向本集團提供令人信納其有能力償還貸款及其應計利息的憑證之事實，收回貸款及應計利息的可能性不大，因此本集團於期內入賬應收貸款及利息減值虧損約7,703,000港元。儘管呈請已於二零一九年七月被撤回，但鑒於借款人於到期日並未償還貸款，有關減值虧損仍被認為屬必要。本集團正就上述事項尋求法律意見並將繼續追繳借款人償還貸款及其應計利息。本公司將適時通過進一步公告知會本公司股東(「股東」)有關上述事項的任何進一步重大進展。

本集團不時檢討其信貸控制策略，以保持其借貸業務的增長與風險管理之間的平衡。



### **Provision of referral services and provision of corporate finance advisory services**

During the Period, no contract was made under the provision of referral services business division and no revenue was generated as a result (nine months ended 30 September 2018: Nil).

During the Period, the Group has been recruiting qualified staff to re-commence its provision of corporate finance advisory services business. No contract was made under the corporate finance advisory services business division and no revenue was generated for the Period as a result (nine months ended 30 September 2018: Nil).

### **Assets investments**

The portfolio of the Group's assets investments business during the Period consisted of investments in securities that are held for trading. During the Period, no dividend income was received by the Group from its investments in listed securities that are held for trading (nine months ended 30 September 2018: Nil). During the Period, no addition or disposal of securities investments by the Group was recorded. Resulting from the volatile conditions of the Hong Kong stock market during the Period, a net fair value loss on financial assets at fair value through profit or loss of approximately HK\$1,683,000 (nine months ended 30 September 2018: Nil) was recognised from the Group's securities investments. The Directors expect that the stock market in Hong Kong will remain volatile which may affect the performance of the Group's securities investments. The Board believes that the performance of the securities investments of the Group will be dependent on the financial and operating performance of the investee companies and market sentiment, which are affected by factors, such as interest rate movements and performance of the macro economy. The Group will continue to adopt a conservative investment approach in its trading of listed securities in the Hong Kong stock market and closely monitor the performance of its securities investment portfolio.

### **提供轉介服務及提供企業財務諮詢服務**

於期內，提供轉介服務業務分部並無簽訂合約，因此並無產生收益(截至二零一八年九月三十日止九個月：無)。

於期內，本集團一直在招聘合資格人員重新開始其從事提供企業財務諮詢服務業務。企業財務諮詢服務業務分部並無簽訂合約，因此期內並無產生收益(截至二零一八年九月三十日止九個月：無)。

### **資產投資**

本集團於期內的資產投資業務組合包括持作買賣的證券投資。於期內，本集團並無收到持作買賣的上市證券投資的股息收入(截至二零一八年九月三十日止九個月：無)。於期內，本集團概無錄得有關證券投資的新增或出售。由於期內香港股市波動，已就本集團的證券投資確認按公平價值計入損益的金融資產的公平價值淨虧損約1,683,000港元(截至二零一八年九月三十日止九個月：無)。董事預期香港股市將持續波動，其或會影響本集團證券投資的表現。董事會相信，本集團證券投資的表現將取決於被投資公司的財務及營運表現以及市場氣氛，而該等方面受利率變動及宏觀經濟表現等因素影響。本集團將繼續採用謹慎的投資策略買賣香港股市的上市證券，並密切監控其證券投資組合的表現。

**Other investment: Equity investment (not held for trading)  
— China Parenting Network Holdings Limited (“CPN”)**

As at 30 September 2019, the Group’s other investments that are not held for trading included 16,538,000 ordinary shares of CPN (“CPN Shares”), the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1736), being approximately 1.61% of the total issued shares of CPN. CPN, together with its subsidiaries, operate an online platform focusing on the CBM (children, babies, and maternity) market in the People’s Republic of China and are mainly engaged in (i) provision of marketing and promotional services; and (ii) e-commerce business. The CPN Shares were measured at fair value at approximately HK\$3,887,000 as at 30 September 2019, based on their last closing price quoted on the Stock Exchange. During the Period, the fair value loss of CPN Shares transferred to the financial assets measured at fair value through other comprehensive income reserve of the Group was approximately HK\$744,000. During the Period, no dividend income was received from this investment (nine months ended 30 September 2018: approximately HK\$25,000).

**Financial Review**

**Revenue, gross profit and gross profit margin**

Revenue of the Group for the Period was approximately HK\$55,421,000 (nine months ended 30 September 2018: approximately HK\$49,196,000), representing an increase of approximately HK\$6,225,000 or 12.7% as compared with that of the corresponding period in 2018. The increase in revenue of the Group during the Period was mainly due to the increase in revenue generated from the financial trading software solutions business.

Gross profit of the Group for the Period was approximately HK\$40,734,000 (nine months ended 30 September 2018: approximately HK\$35,441,000), representing an increase of approximately HK\$5,293,000 or 14.9% as compared with that of the corresponding period in 2018, which is in line with the increase in revenue of the Group. Gross profit margin of the Group for the Period was approximately 73.5% (nine months ended 30 September 2018: approximately 72.0%), representing an increase of approximately 1.5% as compared with that of the corresponding period in 2018.

**其他投資：股本投資(並非持作買賣)－中國育兒網絡控股有限公司(「中國育兒網絡」)**

於二零一九年九月三十日，本集團並非持作買賣的其他投資包括中國育兒網絡(其已發行股份於聯交所主板上市，股份代號：1736)16,538,000股普通股(「中國育兒網絡股份」)，即中國育兒網絡全部已發行股份的約1.61%。中國育兒網絡及其附屬公司經營一個專注於中華人民共和國孕嬰童市場之網絡平台，主要從事(i)提供營銷及推廣服務；及(ii)電子商務業務。於二零一九年九月三十日，中國育兒網絡股份按公平價值計量約為3,887,000港元，乃基於其於聯交所所報最後收市價。於期內，轉撥至本集團按公平價值計入其他全面收入的金融資產之儲備的中國育兒網絡股份的公平價值虧損約為744,000港元。於期內，並無從該投資收取股息收入(截至二零一八年九月三十日止九個月：約25,000港元)。

**財務回顧**

**收益、毛利及毛利率**

本集團於期內的收益約為55,421,000港元(截至二零一八年九月三十日止九個月：約49,196,000港元)，較二零一八年同期的收益增加約6,225,000港元或12.7%。於期內本集團的收益增加主要是由於金融交易軟件解決方案業務所得收益增加。

本集團於期內的毛利約為40,734,000港元(截至二零一八年九月三十日止九個月：約35,441,000港元)，較二零一八年同期的毛利增加約5,293,000港元或14.9%，與本集團收益增加一致。本集團於期內的毛利率約為73.5%(截至二零一八年九月三十日止九個月：約72.0%)，較二零一八年同期的毛利率上升約1.5%。

### **Administrative expenses**

The Group's administrative expenses for the Period amounted to approximately HK\$28,232,000 (nine months ended 30 September 2018: approximately HK\$23,737,000), representing an increase of approximately HK\$4,495,000 or 18.9% as compared with that of the corresponding period in 2018. The increase was primarily attributable to (i) the overall increase in operating expenses as a result of the continuous expansion of the Group's business; and (ii) additional spending on promotion and marketing.

### **Loss for the Period**

The Group recorded a net loss after tax of approximately HK\$688,000 for the Period (nine months ended 30 September 2018: net profit after tax of approximately HK\$6,171,000). The unfavorable financial results of the Period was mainly attributable to the provision for impairment loss on loan and interest receivables of approximately HK\$7,703,000 recognised in the Period (nine months ended 30 September 2018: Nil).

### **Material Acquisition and Disposal**

During the Period, the Group did not have any material acquisition or disposal transaction. As at the date of this report, the Group did not have any concrete plans for material investments or capital assets in the coming future. Nonetheless, if any potential investment opportunity arises and is identified, the Group will conduct a feasibility study and prepare implementation plans to consider whether it is beneficial to the Company and the Shareholders as a whole.

### **Capital Structure**

As at 30 September 2019, the capital of the Company comprised ordinary shares only.

### **行政開支**

本集團於期內的行政開支約為28,232,000港元(截至二零一八年九月三十日止九個月：約23,737,000港元)，較二零一八年同期的行政開支增加約4,495,000港元或18.9%。有關增加主要由於(i)本集團業務持續擴張導致經營開支整體上升；及(ii)推廣及營銷的額外支出。

### **期內虧損**

本集團於期內錄得除稅後淨虧損約688,000港元(截至二零一八年九月三十日止九個月：除稅後淨溢利約6,171,000港元)。期內財務業績欠佳主要由於期內確認應收貸款及利息減值虧損撥備約7,703,000港元(截至二零一八年九月三十日止九個月：無)。

### **重大收購及出售**

於期內，本集團並無任何重大收購或出售交易。於本報告日期，本集團並無關於未來之重大投資或資本資產的任何具體計劃。儘管如此，倘任何潛在投資機會來臨及得以識別時，本集團將進行可行性研究並編製實施計劃，以考慮有關機會是否符合本公司及股東的整體利益。

### **資本架構**

於二零一九年九月三十日，本公司的資本僅包括普通股。

## Share Option Scheme

The Company adopted a share option scheme ("Scheme") on 10 September 2013 so as to attract and retain the best available personnel and to provide additional incentive to the eligible participants under the Scheme. Pursuant to the Scheme, the Board is authorised, at its absolute discretion and subject to the terms of the Scheme, to grant options to subscribe for the shares of the Company (in such form then existing and subject to adjustment) to any employees (full-time or part-time), directors, consultants or advisor of the Group, or any substantial shareholders of the Group, or any distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group. The Scheme shall be valid and effective for a period of ten years commencing on 10 September 2013 and expiring on the business day immediately preceding the 10th anniversary thereof, i.e. 8 September 2023, subject to early termination provisions contained in the Scheme.

Details of the movements in the share options of the Company pursuant to the Scheme during the Period are as follows:

Name or category of participants	Date of grant and vesting date of share options	Exercise period of share options granted	Exercise price of share options	Number of share options			Outstanding as at 30 September 2019 於二零一九年九月三十日尚未行使
				At 1 January 2019 於二零一九年一月一日	Granted during the Period 於期內授出	Lapsed during the Period 於期內失效	
<b>Executive Director</b> 執行董事							
Chan Wai Lung 陳偉龍	8 June 2018 二零一八年六月八日	8 June 2018 – 7 June 2019 二零一八年六月八日至 二零一九年六月七日	0.197	12,600,000	-	(12,600,000)	-
<b>Employee</b> 僱員							
	8 June 2018 二零一八年六月八日	8 June 2018 – 7 June 2019 二零一八年六月八日至 二零一九年六月七日	0.197	12,600,000	-	(12,600,000)	-
				<b>25,200,000</b>	<b>-</b>	<b>(25,200,000)</b>	<b>-</b>

Note: Consideration of HK\$1 was paid by each of the grantees on their acceptance of the share options granted.

During the Period, no share options were granted, exercised or cancelled, and 25,200,000 share options have lapsed.

## 購股權計劃

本公司於二零一三年九月十日採納購股權計劃(「該計劃」)，以吸引及挽留優秀人才，並根據該計劃向合資格參與者提供額外獎勵。根據該計劃，董事會獲授權全權酌情及根據該計劃條款授出購股權予本集團任何僱員(全職或兼職)、董事、顧問或諮詢人、或本集團任何主要股東、或本集團任何經銷商、承包商、供應商、代理、客戶、業務夥伴或服務供應商以認購本公司之股份(以當時之形式及可予調整)。該計劃由二零一三年九月十日起計十年期間有效及生效，並於緊接該計劃第十個週年日的前一個營業日(即二零二三年九月八日)屆滿，惟受限於該計劃所載之提早終止條文。

於期內，本公司根據該計劃之購股權變動詳情載列如下：

Name or category of participants	Date of grant and vesting date of share options	Exercise period of share options granted	Exercise price of share options	Number of share options			Outstanding as at 30 September 2019 於二零一九年九月三十日尚未行使
				At 1 January 2019 於二零一九年一月一日	Granted during the Period 於期內授出	Lapsed during the Period 於期內失效	
<b>Executive Director</b> 執行董事							
Chan Wai Lung 陳偉龍	8 June 2018 二零一八年六月八日	8 June 2018 – 7 June 2019 二零一八年六月八日至 二零一九年六月七日	0.197	12,600,000	-	(12,600,000)	-
<b>Employee</b> 僱員							
	8 June 2018 二零一八年六月八日	8 June 2018 – 7 June 2019 二零一八年六月八日至 二零一九年六月七日	0.197	12,600,000	-	(12,600,000)	-
				<b>25,200,000</b>	<b>-</b>	<b>(25,200,000)</b>	<b>-</b>

附註：各承授人於彼等接納授出之購股權時支付1港元之代價。

於期內，概無購股權獲授出、行使或註銷，以及25,200,000份購股權已失效。

## Prospect

Following the development of the Guangdong-Hong Kong-Macao Greater Bay Area, Hong Kong will continue to be the best platform for fundraising and creating promising value to the financial services sector in Hong Kong. In view of the above, the Group foresees a prospering advantage of information technology to the provision of financial services. With the auspicious opportunities arising from innovative trading solutions inventions in the market, the Group will strive to further strengthen its business in the provision of financial trading software solutions. The Group's principal operating subsidiary, iAsia, will continue running the core business of the Group. By being financially prepared to enhance iAsia's system, the Group hopes to attract more customers with an enhanced system to seize opportunities for business expansion and create higher returns.

The money lending business is another core business segment which has steadily generated income for the Group. The Group will continuously implement a prudent credit control policy and pay attention to credit risks in connection with corporate debts to balance the risk management and growth of the Group's money lending business.

The global economic outlook for 2019 faces multiple challenges which could exacerbate the financial market volatility in Hong Kong. To overcome the possible unfavorable economic environment in Hong Kong, the Group 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. The Group believes diversification of its business segments can maintain a healthy financial profile and promote a sustainable growth of the Group. In the future, the Group will actively seize cooperation and acquisition opportunities with more business partners in various fields to expand its business scales and bring sustainable returns to the Shareholders.

## 展望

隨著粵港澳大灣區的發展，香港將繼續成為彼等籌集資金的最佳平台，為香港的金融服務業創造有前途的價值。鑑於上述情況，本集團預見資訊科技對提供金融服務的強大優勢。憑藉創新交易解決方案發明於市場產生的良機，本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。本集團的主要營運附屬公司亞網將持續經營本集團的核心業務。透過在資金方面準備提升亞網系統，本集團希望憑藉升級後的系統吸引更多客戶以抓住業務擴張的機會並創造更高回報。

借貸業務是另一項核心業務分部，為本集團產生穩定收入。本集團將繼續堅持實施審慎的信貸控制政策並關注公司債務的相關信貸風險以平衡本集團借貸業務的風險管理及發展。

二零一九年的全球經濟前景面臨多重挑戰，加劇香港金融市場的動盪。為克服香港可能出現的不利經濟環境，本集團將持續追求卓越的產品及服務，以保持國際競爭力，增強其於金融科技行業的增長潛力。本集團認為，業務分部多元化可維持穩健的財務狀況，促進本集團可持續增長。日後，本集團將積極把握與各領域的更多商業夥伴的合作及收購機會，以擴大其業務規模並為股東帶來可持續的回報。

## OTHER INFORMATION

### Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 30 September 2019, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (i) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (ii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

### Substantial Shareholders' and Other Person's Interests and Short Positions in Shares and Underlying Shares

So far as is known to the Directors, as at 30 September 2019, the following substantial Shareholders and person (not being a Director or the chief executive of the Company) had, or were deemed to have, interests or short positions in the shares and underlying shares of the Company which were recorded in the register required to be kept by the Company under section 336 of the SFO:

#### A. Substantial Shareholders

Name of Shareholders	Capacity/ nature of interest	Number of shares held/ interested	Approximate percentage of shareholding as at 30 September 2019
股東名稱	身份／權益性質	持有／擁有權益 的股份數目 (note (a)) (附註(a))	於二零一九年 九月三十日 股權概約百分比 (note (b)) (附註(b))
Ever Robust Holdings Limited (note (c)) 連捷控股有限公司(附註(c))	Beneficial owner 實益擁有人	136,800,000 (L)	10.85
Whole Kind Investments Limited (note (c)) 豪佳投資有限公司(附註(c))	Interest in a controlled corporation 受控法團權益	136,800,000 (L)	10.85
Hang Tai Yue Group Holdings Limited (note (c)) 恆泰裕集團控股有限公司(附註(c))	Interest in controlled corporations 受控法團權益	136,800,000 (L)	10.85
Leung Kwok Pong 梁國邦	Beneficial owner 實益擁有人	207,180,000 (L)	16.44
Zhu Liang Hui Hui 朱梁慧慧	Beneficial owner 實益擁有人	183,000,000 (L)	14.52

## 其他資料

### 董事及主要行政人員於股份、相關股份及債權證中之權益及淡倉

於二零一九年九月三十日，董事或本公司主要行政人員概無於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中，擁有(i)根據證券及期貨條例第352條須登記於該條所指的登記冊內的權益或淡倉；或(ii)根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益或淡倉。

### 主要股東及其他人士於股份及相關股份中之權益及淡倉

據董事所知，於二零一九年九月三十日，下列主要股東及人士(並非董事或本公司主要行政人員)在本公司股份及相關股份中擁有或視為擁有須根據證券及期貨條例第336條記錄於本公司存置的登記冊內的權益或淡倉：

#### A. 主要股東

## B. Other person

Name of Shareholder	Capacity/ nature of interest	Number of shares held/ interested	Approximate percentage of shareholding as at 30 September 2019
股東名稱	身份／權益性質	持有／擁有權益 的股份數目 (note (a)) (附註(a))	於二零一九年 九月三十日 股權概約百分比 (note (b)) (附註(b))
Zhang Xiongfeng 張雄峰	Beneficial owner 實益擁有人	76,340,000 (L)	6.06

*Notes:*

- (a) "L" denotes long position in the ordinary shares of the Company.
- (b) The total number of the issued shares of the Company as at 30 September 2019 (i.e. 1,260,582,340 shares) had been used for the calculation of the approximate percentage shareholdings in the Company.
- (c) These 136,800,000 ordinary shares of the Company are held by Ever Robust Holdings Limited ("Ever Robust"), which is wholly-owned by Whole Kind Investments Limited ("Whole Kind"), which is in turn wholly-owned by Hang Tai Yue Group Holdings Limited ("HTY Group", formerly known as Interactive Entertainment China Cultural Technology Investments Limited). By virtue of the SFO, each of Whole Kind and HTY Group is deemed or taken to be, interested in all the ordinary shares of the Company held by Ever Robust.

Save as disclosed above, as at 30 September 2019, the Directors were not aware of any other persons who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and recorded in the register required to be kept by the Company under section 336 of the SFO.

## B. 其他人士

Name of Shareholder	Capacity/ nature of interest	Number of shares held/ interested	Approximate percentage of shareholding as at 30 September 2019
股東名稱	身份／權益性質	持有／擁有權益 的股份數目 (note (a)) (附註(a))	於二零一九年 九月三十日 股權概約百分比 (note (b)) (附註(b))
Zhang Xiongfeng 張雄峰	Beneficial owner 實益擁有人	76,340,000 (L)	6.06

*附註：*

- (a) 「L」指本公司普通股之好倉。
- (b) 於二零一九年九月三十日的本公司已發行股份總數(即1,260,582,340股股份)用於計算本公司的股權概約百分比。
- (c) 該等136,800,000股本公司普通股由連捷控股有限公司(「連捷」)持有，連捷由豪佳投資有限公司(「豪佳」)全資擁有，而豪佳則由恆泰裕集團控股有限公司(「恆泰裕集團」，前稱互娛中國文化科技投資有限公司)全資擁有。根據證券及期貨條例，豪佳及恆泰裕集團各自被視為或被當作於連捷持有之全部本公司普通股中擁有權益。

除上文披露者外，於二零一九年九月三十日，董事並不知悉任何其他人士在本公司股份或相關股份中擁有須根據證券及期貨條例第336條向本公司披露及記錄於本公司所存置登記冊內的權益或淡倉。

### **Purchase, Sale or Redemption of Listed Securities**

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the Period.

### **Directors' Securities Transactions**

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all Directors have confirmed that they have complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company during the Period.

### **Corporate Governance Practices**

During the Period, the Company has complied with all the applicable code provisions contained in the Corporate Governance Code ("CG Code") set out in Appendix 15 to the GEM Listing Rules, except for the deviation mentioned in the following paragraph.

According to code provision A.2.1 of the CG Code, the roles of the chairman and the chief executive officer should be separate and should not be performed by the same individual. During the Period, the role of the chairman of the Board was performed by Mr. Chan Wai Lung. During the Period, the office of the chief executive officer of the Company remained vacated since the Company has not been able to identify a suitable candidate for the position.

However, the Board will keep reviewing the current structure of the Board from time to time and should any candidate with suitable knowledge, skills and experience be identified, the Company will make appointment to fill the position as appropriate.

### **購買、出售或贖回上市證券**

於期內，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。

### **董事進行證券交易**

本公司已就董事進行證券交易採納行為守則，其條款之嚴格程度不遜於GEM上市規則第5.48至5.67條所載之規定交易準則。經向全體董事作出特定查詢後，全體董事已確認彼等於期內一直遵守規定交易準則及本公司所採納之董事進行證券交易行為守則。

### **企業管治常規**

於期內，本公司一直遵守GEM上市規則附錄15所載的企業管治守則（「企業管治守則」）所有適用守則條文，惟下段所述之偏離除外。

根據企業管治守則守則條文第A.2.1條，主席及行政總裁之角色應予區分，並不應由同一人兼任。於期內，董事會主席角色由陳偉龍先生擔任。於期內，由於本公司尚未能物色到合適人選擔任該職，故本公司行政總裁一職仍然懸空。

然而，董事會將持續不時檢討董事會現有架構，倘物色到任何擁有適合知識、技能及經驗之人選，本公司將適時委任有關人士擔任行政總裁一職。



## Competing Interests

Ms. Lam Ching Yee, an executive Director, also being an executive director and the chief executive officer of HTY Group (a substantial Shareholder), is a director of a subsidiary of HTY Group, i.e. Mark Profit Finance Limited (which is a company principally engaged in money lending business in Hong Kong) and other subsidiaries of HTY Group which are principally engaged in assets investments business.

Save as disclosed above, none of the Directors or their respective close associates as defined in the GEM Listing Rules had any business or interests in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group during the Period. As at 30 September 2019, the Company did not have any controlling Shareholder.

## Audit Committee

The Company established the audit committee ("Audit Committee") on 10 September 2013 with written terms of reference posted on the websites of the GEM and of the Company. Such written terms of reference were revised and adopted by the Board on 29 December 2015 in accordance with the revised CG Code taking effect on 1 January 2016. The primary duties of the Audit Committee are, among other matters, to review the Company's financial information and monitor the Company's financial reporting system, risk management and internal control systems.

At the date of this report, the Audit Committee comprises three independent non-executive Directors, namely Mr. Lam Kai Yeung (chairman), Ms. Lee Kwun Ling, May Jean and Mr. Zhong Shi. Each committee meeting was chaired by an independent non-executive Director.

The unaudited condensed consolidated results of the Group for the Period and this report have been reviewed by the Audit Committee, which was of the opinion that the preparation of such results and report complied with the applicable accounting standards and requirements and that adequate disclosures have been made.

On behalf of the Board  
**Finsoft Financial Investment Holdings Limited**  
**Mr. Chan Wai Lung**  
Chairman

Hong Kong, 12 November 2019

*As at the date of this report, the Board consists of Mr. Chan Wai Lung being an executive Director and the chairman of the Board, Ms. Lam Ching Yee, Ms. Lin Ting and Mr. Shi Shaowu being the executive Directors, Mr. Lo Yu Man being the non-executive Director, and Mr. Lam Kai Yeung, Ms. Lee Kwun Ling, May Jean and Mr. Zhong Shi being the independent non-executive Directors.*

## 競爭權益

執行董事林靜儀女士(亦為恆泰裕集團(一名主要股東)的執行董事及行政總裁)為恆泰裕集團一間附屬公司(即百利財務有限公司, 主要於香港從事借貸業務的公司)及恆泰裕集團其他附屬公司(主要從事資產投資業務)的董事。

除上文所披露者外, 於期內, 概無董事或彼等各自之緊密聯繫人(定義見GEM上市規則)擁有與本集團業務直接或間接構成或可能構成競爭的任何業務或於有關業務中擁有權益。於二零一九年九月三十日, 本公司並無任何控股股東。

## 審核委員會

本公司於二零一三年九月十日成立審核委員會(「審核委員會」), 其書面職權範圍刊載於GEM及本公司網站。該等書面職權範圍已由董事會根據自二零一六年一月一日起生效之經修訂企業管治守則於二零一五年十二月二十九日修訂及採納。審核委員會之主要職責為(其中包括)審閱本公司財務資料及監察本公司財務報告系統、風險管理及內部監控系統。

於本報告日期, 審核委員會由三名獨立非執行董事組成, 即林繼陽先生(主席)、李筠翎女士及鍾實先生。每次委員會會議均由一名獨立非執行董事擔任主席。

本集團於期內之未經審核簡明綜合業績及本報告已經由審核委員會審閱, 而審核委員會認為該業績及報告乃遵照適用會計準則及規定而編製, 並已作出足夠披露。

代表董事會  
**匯財金融投資控股有限公司**  
主席  
陳偉龍先生

香港, 二零一九年十一月十二日

於本報告日期, 董事會成員包括執行董事兼董事會主席陳偉龍先生, 執行董事林靜儀女士、林靈女士及史少武先生, 非執行董事羅宇聞先生, 以及獨立非執行董事林繼陽先生、李筠翎女士及鍾實先生。



**FINSOFT FINANCIAL INVESTMENT  
HOLDINGS LIMITED**  
匯財金融投資控股有限公司