

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



First Quarterly Report
第一季度報告

2020

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，沒有誤導或欺詐成分，且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。

FIRST 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 ended 31 March 2020 ("Period"), together with the unaudited comparative figures for the corresponding period in 2019, as follows:

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

For the three months ended 31 March 2020

第一季度業績

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」）截至二零二零年三月三十一日止三個月（「期內」）之未經審核簡明綜合業績，連同二零一九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

截至二零二零年三月三十一日止三個月

		Three months ended 31 March 截至三月三十一日止三個月	
		2020 二零二零年 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)
		Notes 附註	
Revenue	收益	3	21,112
Cost of sales	銷售成本		(5,006)
Gross profit	毛利		16,106
Other income	其他收入	4	49
Other gains and losses	其他收益及虧損	4	(8,148)
Administrative expenses	行政開支		(7,899)
Finance costs	財務成本	5	(9)
Share of loss of an associate	應佔一間聯營公司虧損		(104)
Share of loss of a joint venture	應佔一間合營公司虧損		(21)
Loss before tax	除稅前虧損	6	(26)
Income tax expense	所得稅開支	7	(1,507)
Loss for the period attributable to owners of the Company	本公司擁有人應佔期內虧損		(1,533)
Other comprehensive (loss)/income	其他全面（虧損）／收入		
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		661
Other comprehensive (loss)/income for the period	期內其他全面（虧損）／收入		661
Total comprehensive loss for the period attributable to owners of the Company	本公司擁有人應佔期內全面虧損總額		(872)

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

			2020 二零二零年 (Unaudited) (未經審核)	2019 二零一九年 (Unaudited) (未經審核)
		<i>Note</i> 附註		
Loss per share	每股虧損			
Basic and diluted (HK cents per share)	基本及攤薄 (每股港仙)	9	<u>(0.201)</u>	<u>(0.122)</u>

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, money lending business and assets investments in Hong Kong. One of the subsidiaries of the Company held 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.

2. BASIS OF PREPARATION

The unaudited condensed consolidated results of the Group for the Period ("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")), 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.

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、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. 編製基準

本集團期內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（下文統稱為「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。

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 2019, with addition for the new HKFRSs and amendments to HKFRSs, that have become effective for the Group's financial year beginning on 1 January 2020.

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.

3. REVENUE

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

		Three months ended 31 March 截至三月三十一日止三個月	
		2020 二零二零年 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)
Sales of hardware	銷售硬件	36	20
Sales of technology software systems	銷售技術軟件系統	1,130	860
System customisation and network support	系統訂製及網絡支援	1,381	4,346
Software licensing fee	軟件特許費	7,987	9,257
Software maintenance services	軟件保養服務	1,963	2,522
Hosting and related services fee	伺服器寄存及相關服務費	1,732	1,915
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	-	85
Interest income on loan financing	貸款融資之利息收入	2,239	2,080
Others	其他	15	27
		16,483	21,112

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，與本集團截至二零一九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，並已加入於二零二零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. 收益

期內本集團之主要產品及服務的收益分析如下：

		Three months ended 31 March 截至三月三十一日止三個月	
		2020 二零二零年 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)
Sales of hardware	銷售硬件	36	20
Sales of technology software systems	銷售技術軟件系統	1,130	860
System customisation and network support	系統訂製及網絡支援	1,381	4,346
Software licensing fee	軟件特許費	7,987	9,257
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Hosting and related services fee	伺服器寄存及相關服務費	1,732	1,915
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	-	85
Interest income on loan financing	貸款融資之利息收入	2,239	2,080
Others	其他	15	27
		16,483	21,112

Disaggregation of revenue

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

分拆收益

期內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 31 March 截至三月三十一日止三個月	
		2020 二零二零年 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)
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	36	20
- Sales of technology software systems	- 銷售技術軟件系統	1,130	860
- System customisation and network support	- 系統訂製及網絡支援	1,381	4,346
- Software licensing fee	- 軟件特許費	7,987	9,257
- Software maintenance services	- 軟件保養服務	1,963	2,522
- Hosting and related services fee	- 伺服器寄存及相關服務費	1,732	1,915
- 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	-	85
- Others	- 其他	15	27
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	2,239	2,080
		16,483	21,112

4. OTHER INCOME, AND OTHER GAINS AND LOSSES

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

4. 其他收入，及其他收益及虧損

期內其他收入，及其他收益及虧損分析如下：

		Three months ended 31 March 截至三月三十一日止三個月	
		2020 二零二零年 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)
Other income:	其他收入：		
Interest income on bank deposits	銀行存款之利息收入	76	48
Sundry income	雜項收入	-	1
		<u>76</u>	<u>49</u>
Other gains and losses:	其他收益及虧損：		
Provision for impairment loss on loans receivable	應收貸款減值虧損撥備	(4,750)	(7,500)
Provision for impairment loss on interest receivables	應收利息減值虧損撥備	(253)	(203)
Provision for impairment loss on trade receivables	貿易應收款項減值虧損撥備	(224)	(18)
Foreign exchange differences, net	外匯差額淨額	(1)	(1)
Net fair value gain/(loss) 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收益／(虧損)淨額		
- listed equity investments	- 上市股本投資	441	(501)
- convertible bond	- 可換股債券	-	75
		<u>(4,787)</u>	<u>(8,148)</u>

5. FINANCE COSTS

An analysis of finance costs for the Period is as follows:

5. 財務成本

期內財務成本分析如下：

		Three months ended 31 March 截至三月三十一日止三個月	
		2020 二零二零年 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)
Interest on lease liabilities	租賃負債利息	47	9

6. LOSS BEFORE TAX

Loss before tax for the Period has been arrived at after charging:

6. 除稅前虧損

期內除稅前虧損於扣除下列各項後得出：

		Three months ended 31 March 截至三月三十一日止三個月	
		2020 二零二零年 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)
Amortisation of intangible assets (note (a))	無形資產攤銷 (附註(a))	-	109
Cost of inventories sold	已售存貨成本	7	12
Depreciation of property, plant and equipment (note (b))	物業、廠房及設備折舊 (附註(b))	724	425
Depreciation of right-of-use assets	使用權資產折舊	531	109
Lease payments not included in the measurement of lease liabilities	未計入租賃負債計量的租賃付款	160	554
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	7,517	7,197
Contributions to retirement benefits scheme	退休福利計劃供款	227	221
Total employee benefits expense, including directors' emoluments	僱員福利開支總額，包括董事酬金	7,744	7,418

Notes:

- (a) The amortisation of intangible assets was included in cost of sales.
- (b) During the Period, depreciation of property, plant and equipment amounting to HK\$31,000 (three months ended 31 March 2019: HK\$49,000) was included in cost of sales and that amounting to HK\$693,000 (three months ended 31 March 2019: HK\$376,000) was included in administrative expenses.
- (c) During the Period, employee benefits expense amounting to HK\$3,107,000 (three months ended 31 March 2019: HK\$2,927,000) was included in cost of sales and that amounting to HK\$4,637,000 (three months ended 31 March 2019: HK\$4,491,000) was included in administrative expenses.

附註:

- (a) 無形資產攤銷計入銷售成本。
- (b) 於期內，計入銷售成本之物業、廠房及設備折舊為31,000港元（截至二零一九年三月三十一日止三個月：49,000港元），而有693,000港元（截至二零一九年三月三十一日止三個月：376,000港元）計入行政開支。
- (c) 於期內，計入銷售成本之僱員福利開支為3,107,000港元（截至二零一九年三月三十一日止三個月：2,927,000港元），而有4,637,000港元（截至二零一九年三月三十一日止三個月：4,491,000港元）計入行政開支。

7. INCOME TAX EXPENSE

7. 所得稅開支

		Three months ended 31 March 截至三月三十一日止三個月	
		2020 二零二零年 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)
Current – Hong Kong	即期 – 香港		
– Charge for the period	– 期內計提	764	1,525
Deferred	遞延	18	(18)
Income tax expense	所得稅開支	782	1,507

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, except for a subsidiary of the Group which is a qualifying entity under the two-tiered profit tax rates regimes. The first HK\$2,000,000 of assessable profits of this subsidiary is taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.

於兩個期間，香港利得稅均按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，惟本集團的一間附屬公司為利得稅兩級制項下的合資格實體則除外。該附屬公司的應課稅溢利的首2,000,000港元按8.25%徵稅，而餘下應課稅溢利則按16.5%徵稅。

During the Period, no share of tax attributable to a joint venture (three months ended 31 March 2019: Nil) was included in “Share of loss of a joint venture”. During the three months ended 31 March 2019, no share of tax attributable to an associate was included in “Share of loss of an associate”.

於期內，並無計入「應佔一間合營公司虧損」的歸屬於一間合營公司的稅項（截至二零一九年三月三十一日止三個月：無）。截至二零一九年三月三十一日止三個月，並無計入「應佔一間聯營公司虧損」的歸屬於一間聯營公司的稅項。

8. DIVIDEND

The Board does not recommend the payment of any dividend in respect of the Period (three months ended 31 March 2019: Nil).

8. 股息

董事會並不建議就期內派付任何股息（截至二零一九年三月三十一日止三個月：無）。

9. LOSS PER SHARE

The calculation of the basic and diluted loss per share for the Period is based on the following data:

		Three months ended 31 March 截至三月三十一日止三個月	
		2020 二零二零年 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)
Loss	虧損		
Loss for the period attributable to owners of the Company	本公司擁有人應佔期內虧損	<u>(2,538)</u>	<u>(1,533)</u>

		Three months ended 31 March 截至三月三十一日止三個月	
		2020 二零二零年 (Unaudited) (未經審核)	2019 二零一九年 (Unaudited) (未經審核)
Number of shares	股份數目		
Weighted average number of ordinary shares in issue for the purpose of calculation of basic loss per share	就計算每股基本虧損而言，已發行普通股加權平均數	<u>1,260,582,340</u>	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))	<u>-</u>	<u>-</u>
Weighted average number of ordinary shares in issue for the purpose of calculation of diluted loss per share	就計算每股攤薄虧損而言，已發行普通股加權平均數	<u>1,260,582,340</u>	1,260,582,340

Note:

- (a) During the Period, the diluted loss per share is equal to the basic loss per share as there are no dilutive potential ordinary shares in issue. The computation of diluted loss per share for the three months ended 31 March 2019 did not assume the conversion of the Company's outstanding share options granted on 8 June 2018 because the adjusted exercise price of those share options was higher than the average market price of the shares for that period which was regarded as anti-dilutive.

9. 每股虧損

期內每股基本及攤薄虧損乃按以下數據計算：

		Three months ended 31 March 截至三月三十一日止三個月	
		2020 二零二零年 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)
Loss	虧損		
Loss for the period attributable to owners of the Company	本公司擁有人應佔期內虧損	<u>(2,538)</u>	<u>(1,533)</u>

		Three months ended 31 March 截至三月三十一日止三個月	
		2020 二零二零年 (Unaudited) (未經審核)	2019 二零一九年 (Unaudited) (未經審核)
Number of shares	股份數目		
Weighted average number of ordinary shares in issue for the purpose of calculation of basic loss per share	就計算每股基本虧損而言，已發行普通股加權平均數	<u>1,260,582,340</u>	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))	<u>-</u>	<u>-</u>
Weighted average number of ordinary shares in issue for the purpose of calculation of diluted loss per share	就計算每股攤薄虧損而言，已發行普通股加權平均數	<u>1,260,582,340</u>	1,260,582,340

附註：

- (a) 於期內，由於並無已發行潛在攤薄普通股，故每股攤薄虧損與每股基本虧損相等。計算截至二零一九年三月三十一日止三個月之每股攤薄虧損並無假設本公司於二零一八年六月八日授出之尚未行使購股權獲轉換，因為該等購股權之經調整行使價高於股份於期內之平均市價（被視為具反攤薄影響）。

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	Financial assets measured at fair value through other comprehensive income reserve 按公平價值計入其他全面收入之金融資產之儲備	Accumulated losses	Total equity
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	購股權儲備 HK\$'000 千港元	合併儲備 HK\$'000 千港元	HK\$'000 千港元	累計虧損 HK\$'000 千港元	權益總額 HK\$'000 千港元
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	-	-	-	-	-	(1,533)	(1,533)
Other comprehensive income for the period:	期內其他全面收入:							
Fair value changes on equity investments	股本投資的公平價值變動	-	-	-	-	661	-	661
Total comprehensive income/(loss) for the period	期內全面收入/(虧損)總額	-	-	-	-	661	(1,533)	(872)
At 31 March 2019 (Unaudited)	於二零一九年三月三十一日 (未經審核)	6,303	229,281	1,435	78	(32,941)	(14,383)	189,773
At 1 January 2020 (Audited)	於二零二零年一月一日 (經審核)	6,303	229,281	-	78	(34,429)	(32,254)	168,979
Loss for the period	期內虧損	-	-	-	-	-	(2,538)	(2,538)
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	-	-	-	-	(976)	-	(976)
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	-	(976)	(2,538)	(3,514)
At 31 March 2020 (Unaudited)	於二零二零年三月三十一日 (未經審核)	6,303	229,281	-	78	(35,405)	(34,792)	165,465

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

During the Period, the Group was principally engaged in the provision of financial trading software solutions, provision of other IT and internet financial platforms 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.

於期內，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、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。

Business Review

The outbreak of the coronavirus disease 2019 (“COVID-19”) at the beginning of 2020 has brought about challenges and uncertainties to the economy of Hong Kong, which have also affected the Group’s business and operations. To combat the COVID-19 pandemic, the Group has taken the necessary and practicable measures to secure the health and safety of its staff and carefully monitored the ongoing development of the outbreak to manage the risks arising from the disease and mitigate its impacts on the Group’s business and financial performance.

業務回顧

於二零二零年初爆發的2019冠狀病毒病（「COVID-19」）已為香港經濟帶來挑戰及不明朗因素，其亦對本集團的業務及營運構成影響。為抗擊COVID-19疫情，本集團已採取必要及切實可行的措施以確保其員工的健康及安全並謹慎監控疫情的持續發展以管理疾病引起的風險以及減輕其對本集團業務及財務表現的影響。

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\$14,229,000 (three months ended 31 March 2019: approximately HK\$18,920,000), representing a decrease of approximately HK\$4,691,000 or 24.8%. The outbreak of COVID-19 has slowed down commercial and business activities in the first quarter of 2020. The social distancing, work-from-home practice and quarantine measures have caused a certain level of disruptions to the Group’s operations and affected the progress of the Group’s ongoing solutions projects for clients, resulting in a delay in the recognition of revenue generated from system customisation works and maintenance services by the Group and leading to a decrease in overall sales of this business division recorded for the Period.

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14,229,000港元（截至二零一九年三月三十一日止三個月：約18,920,000港元），減少約4,691,000港元或24.8%。COVID-19的爆發已延緩了二零二零年第一季度的商業及商務活動。減少社交接觸、在家辦公做法及檢疫措施已導致本集團營運出現不同程度的干擾，亦對本集團為客戶進行的解決方案項目的進度造成影響，導致來自本集團的系統訂製項目及保養服務的收益確認延遲，並導致錄得該業務分部於期內的銷售整體減少。

During the Period, iAsia continued to strive for excellence in its products and services with its experienced fintech workforce. Its financial trading software solutions were optimised to cope with the regime and current market requirements. In addition, modular design was applied to the system which enhanced the flexibility for the Group’s customers to expand their usage capacity in accordance with the growth and changing needs of their businesses. iAsia was also committed to providing quality software maintenance services to its customers throughout the Period.

於期內，亞網與其經驗豐富的金融科技人才繼續追求卓越產品及服務，優化其金融交易軟件解決方案，以滿足制度及當前市場要求。此外，系統已採用模塊設計，其提升了本集團客戶根據彼等的業務增長及需求變動擴展其使用能力的靈活性。於整個期間，亞網亦致力於為其客戶提供優質的軟件保養服務。

As iAsia has built up reputation in the financial trading software solutions industry in Hong Kong and has a well-established customer base with sizeable banks and brokerage firms, the Group is able to generate stable source of income during the Period, despite the outbreak of COVID-19 which has further deteriorated the Hong Kong economy. The Group will continue to keep up with the market trends and the industry requirements and focus on improving its operational efficiency with rationalised costs to maintain its competitiveness in the markets.

Provision of other IT and internet financial platforms services

During the Period, no revenue was generated from the provision of other IT and internet financial platforms services business division (three months ended 31 March 2019: approximately HK\$85,000).

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\$2,239,000 (three months ended 31 March 2019: approximately HK\$2,080,000), representing an increase of approximately HK\$159,000 or 7.6%. The interest rates charged to customers during the Period ranged from 10% per annum to 15% per annum. During the Period, the Group recorded the provision for impairment losses on loans receivable and interest receivables of approximately HK\$4,750,000 and approximately HK\$253,000 respectively, by taking into consideration (i) the increase in loans receivable which have past due as at 31 March 2020; and (ii) the increase in the probability of default rate.

The Group's money lending business will remain a sustainable business sector of the Group. The management monitors the loans receivable and interest receivables balances on an ongoing basis. In order to minimise the credit risks and default risks associated with the money lending business, the Group has maintained adequate internal control policies for the grant of loans. A debts collection policy is also in place within the Group to collect the borrowers' outstanding debts.

儘管COVID-19爆發致使香港經濟進一步惡化，但由於亞網已於香港的金融交易軟件解決方案行業建立聲譽及擁有具規模的銀行及經紀行的完善客戶群，本集團能夠於期內產生穩定的收入來源。本集團將繼續緊跟市場趨勢及行業要求並著重憑藉合理成本提高其營運效率，以維持其於市場的競爭力。

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概無產生任何收益（截至二零一九年三月三十一日止三個月：約85,000港元）。

為改善本業務分部的銷售表現，本集團將繼續以多樣化方式提供其他資訊科技服務，如向新客戶提供系統遷移服務。本集團將把握機會豐富提供其他資訊科技服務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2,239,000港元（截至二零一九年三月三十一日止三個月：約2,080,000港元），相當於增加約159,000港元或7.6%。於期內向客戶收取之利率介乎每年10%至15%。於期內，本集團分別錄得應收貸款及應收利息減值虧損撥備約4,750,000港元及約253,000港元，經計及(i)於二零二零年三月三十一日已逾期之應收貸款增加；及(ii)違約率概率增加。

本集團的借貸業務仍為本集團之可持續發展業務分部。管理層持續監察應收貸款及應收利息結餘。為降低借貸業務相關的信貸風險及違約風險，本集團已就授出貸款維持足夠的內部控制政策。本集團亦訂有債務催收政策，以收回借款人的未償還債務。

Provision of corporate finance advisory services

During the Period and up to the date of this report, the Group has been recruiting qualified staff to re-commence its provision of corporate finance advisory services business. During the Period, no contract was made under the corporate finance advisory services business division and no revenue was generated as a result (three months ended 31 March 2019: 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. The carrying amount of the Group's securities investments measured at fair value through profit or loss increased from HK\$6,231,000 as at 31 December 2019 to approximately HK\$15,465,000 as at 31 March 2020, resulting from the effect of (i) the change in fair value reflecting a net gain of approximately HK\$441,000 during the Period; and (ii) the purchases of securities that are held for trading of approximately HK\$8,793,000 during the Period. As at 31 March 2020, no individual securities investments at fair value accounted for 5% or more of the Group's total assets as at 31 March 2020. During the Period, no dividend income was received by the Group from its investments in listed securities that are held for trading (three months ended 31 March 2019: Nil), and no disposal transaction of the securities investments was recorded.

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.

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

As at 31 March 2020, the Group's other investments that are not held for trading mainly 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 through its platform; and (ii) e-commerce business.

The CPN Shares were measured at fair value at approximately HK\$2,828,000 as at 31 March 2020. During the Period, the fair value loss of the CPN Shares transferred to the financial assets measured at fair value through other comprehensive income reserve of the Group was approximately HK\$976,000. During the Period, no dividend income was received from this investment (three months ended 31 March 2019: Nil).

提供企業財務諮詢服務

於期內及直至本報告日期，本集團一直在招聘合資格人員以重新開始其從事提供企業財務諮詢服務的業務。於期內，由於企業財務諮詢服務業務分部並無簽訂合約，因此並無產生收益（截至二零一九年三月三十一日止三個月：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。本集團按公平價值計入損益計量的證券投資賬面值由二零一九年十二月三十一日的6,231,000港元增加至二零二零年三月三十一日約15,465,000港元，乃由於以下各項的影響所致：(i)期內公平價值變動淨收益約441,000港元；及(ii)於期內購入持作買賣的證券約8,793,000港元。於二零二零年三月三十一日，概無按公平價值計量之個別證券投資佔本集團於二零二零年三月三十一日資產總額5%或以上。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（截至二零一九年三月三十一日止三個月：無），亦無錄得證券投資出售交易。

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。

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」）

於二零二零年三月三十一日，本集團的並非持作買賣的其他投資主要包括中國育兒網絡（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嬰童市場之網絡平台，主要從事(i)透過其平台提供營銷及推廣服務；及(ii)電子商務業務。

於二零二零年三月三十一日，中國育兒網絡股份按公平價值計量約為2,828,000港元。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976,000港元。於期內，並無從該投資收取股息收入（截至二零一九年三月三十一日止三個月：無）。

Financial Review

Revenue, gross profit and gross profit margin

Revenue of the Group for the Period was approximately HK\$16,483,000 (three months ended 31 March 2019: approximately HK\$21,112,000), representing a decrease of approximately HK\$4,629,000 or 21.9% as compared with that of the corresponding period in 2019. The decrease in revenue of the Group during the Period was mainly due to the decrease in revenue generated from the financial trading software solutions business.

Gross profit of the Group for the Period was approximately HK\$11,775,000 (three months ended 31 March 2019: approximately HK\$16,106,000), representing a decrease of approximately HK\$4,331,000 or 26.9% as compared with that of the corresponding period in 2019. The decrease in gross profit was mainly attributable to the decrease in the overall revenue and the increase in direct labour costs. Gross profit margin of the Group for the Period was approximately 71.4% (three months ended 31 March 2019: approximately 76.3%), representing a decrease of approximately 4.9% as compared with that of the corresponding period in 2019.

Administrative expenses

The Group's administrative expenses for the Period amounted to approximately HK\$8,741,000 (three months ended 31 March 2019: approximately HK\$7,899,000), representing an increase of approximately HK\$842,000 or 10.7% as compared with that of the corresponding period in 2019. The increase was primarily attributable to (i) the increase in staff costs due to the salary increment during the Period; and (ii) the increase in expenditure on research and development works.

Loss for the Period

The Group recorded a net loss after tax of approximately HK\$2,538,000 for the Period (three months ended 31 March 2019: approximately HK\$1,533,000). The increase in net loss was mainly attributable to the combined effect of (i) the decrease in the segment profit for the provision of financial trading software solutions business; and (ii) the decrease of an aggregate amount of approximately HK\$2,700,000 in the provision for the impairment losses on loans receivable and interest receivables.

財務回顧

收益、毛利及毛利率

本集團於期內的收益約為16,483,000港元（截至二零一九年三月三十一日止三個月：約21,112,000港元），較二零一九年同期的收益減少約4,629,000港元或21.9%。於期內本集團的收益減少主要是由於金融交易軟件解決方案業務所得收益減少。

本集團於期內的毛利約為11,775,000港元（截至二零一九年三月三十一日止三個月：約16,106,000港元），較二零一九年同期的毛利減少約4,331,000港元或26.9%。毛利減少乃主要由於整體收益減少及直接人工成本增加所致。本集團於期內的毛利率約為71.4%（截至二零一九年三月三十一日止三個月：約76.3%），較二零一九年同期的毛利率下降約4.9%。

行政開支

本集團於期內的行政開支約為8,741,000港元（截至二零一九年三月三十一日止三個月：約7,899,000港元），較二零一九年同期的行政開支增加約842,000港元或10.7%。增加乃主要由於(i)因於期內薪酬上調、員工成本增加；及(ii)研發項目支出增加。

期內虧損

本集團於期內錄得除稅後淨虧損約2,538,000港元（截至二零一九年三月三十一日止三個月：約1,533,000港元）。淨虧損增加乃主要由於以下各項的綜合影響：(i)提供金融交易軟件解決方案業務的分部溢利減少；及(ii)應收貸款及應收利息的減值虧損撥備合共減少約2,700,000港元。

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 ("Shareholders") of the Company as a whole.

Capital Structure

As at 31 March 2020, the capital of the Company comprised ordinary shares only.

Prospect

Taking into consideration the stress on the economy caused by the outbreak of COVID-19, the general sentiment of the financial market in Hong Kong tends to be pessimistic in 2020. It is expected that the overall business environment and operations of banks and brokerage firms will be adversely affected. Nevertheless, the general impact to the customers of iAsia, which are mainly medium to large brokerage firms and banks, may be limited, and their demand for iAsia's financial trading software solutions will remain strong. 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 of the Group. In view of the instability of the financial market and economic environment in Hong Kong as a result of the outbreak of COVID-19, the Group will implement a prudent approach to grant new loans and actively and effectively collect loans and interest receivables in 2020.

The global economic outlook for 2020 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 focus on improving its operational efficiency with rationalised costs to maintain its competitiveness in the markets and will continue to strive for excellence in its products and services with its experienced fintech workforce. 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.

重大收購及出售

於期內，本集團並無進行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。然而，如出現及確定任何潛在投資機會，本集團將進行可行性研究並於其有利於本公司及本公司股東（「股東」）之整體利益的情況下籌備實施計劃。

資本架構

於二零二零年三月三十一日，本公司的資本僅包括普通股。

展望

經考慮COVID-19爆發所導致的經濟壓力，香港金融市場的整體情緒於二零二零年趨於黯淡。預計整體營商環境以及銀行及經紀行運營將受到不利影響。然而，對亞網客戶（主要為中型至大型經紀行及銀行）的整體影響可能有限，且彼等對亞網的金融交易軟件解決方案的需求仍然強烈。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。

借貸業務為本集團另一項核心業務分部。鑒於COVID-19爆發導致香港金融市場及經濟環境的不穩定局面，本集團於二零二零年將採取審慎的方式授出新貸款，積極及有效地收回應收貸款及利息。

二零二零年的全球經濟前景面臨著諸多挑戰，該等挑戰或會加劇香港金融市場的動盪局勢。為應對香港的潛在不利經濟環境，本集團將致力於透過合理精簡成本以提高其營運效率，從而維持彼於市場的競爭力，並將與本集團經驗豐富的金融科技人才繼續追求卓越產品及服務。本集團認為，業務分部多元化可維持穩健的財務狀況並促進本集團可持續發展。日後，本集團將積極把握與各領域的更多商業夥伴進行合作與收購的機會，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 31 March 2020, none of the Directors or the chief executive of the Company had 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) 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 Persons' Interests and Short Positions in Shares and Underlying Shares

So far as is known to the Directors, as at 31 March 2020, the following substantial Shareholders and persons (not being a Director or 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 31 March 2020
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))	於二零二零年三月三十一日股權概約百分比 (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
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

於二零二零年三月三十一日，董事或本公司主要行政人員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、相關股份及債權證中，概無擁有(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；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任何權益或淡倉。

主要股東及其他人士於股份及相關股份中的權益及淡倉

據董事所知，於二零二零年三月三十一日，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 persons

B. 其他人士

Name of Shareholders	Capacity/nature of interest	Number of shares held/ interested	Approximate percentage of shareholding as at 31 March 2020
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))	於二零二零年三月三十一日 股權概約百分比 (note (b)) (附註(b))
Leung Kwok Pong 梁國邦	Beneficial owner 實益擁有人	102,520,000 (L)	8.13
Zhang Xiongfeng 張雄峰	Beneficial owner 實益擁有人	88,290,000 (L)	7.00

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 31 March 2020 (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"). 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.

附註:

- (a) 「L」指本公司普通股之好倉。
- (b) 於二零二零年三月三十一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」)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。

Save as disclosed above, as at 31 March 2020, 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.

除上文披露者外,於二零二零年三月三十一日,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.

購買、出售或贖回上市證券

本公司或其任何附屬公司於期內概無購買、出售或贖回本公司任何上市證券。

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 complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company during the Period.

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已遵守規定交易準則及本公司就董事進行證券交易所採納之行為守則。

Corporate Governance Practices

During the Period, the Company 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.

Change of Directors

With effect from 5 May 2020, Mr. Lo Yu Man has resigned as a non-executive Director due to his other commitments which required more of his time and Ms. Tin Yat Yu Carol has been appointed as an executive Director.

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.

Ms. Tin Yat Yu Carol, an executive Director, is also a director of Delta Wealth Finance Limited and Delta Wealth Credit Limited, which are principally engaged in money lending 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 31 March 2020, the Company did not have any controlling Shareholder.

企業管治常規

於期內，本公司已遵守GEM上市規則附錄15內企業管治守則（「企業管治守則」）所載之所有適用守則條文，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，主席及行政總裁之職責應予以區分，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，由於本公司未能物色到該職位的合適人選，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。

董事變動

自二零二零年五月五日起，羅宇聞先生因其他事務須投入更多時間而辭任非執行董事，而田一好女士獲委任為執行董事。

競爭權益

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

執行董事田一好女士亦為融富財務有限公司及融富信貸有限公司（其主要從事借貸業務）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）於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。於二零二零年三月三十一日，本公司並無任何控股股東。

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, 11 May 2020

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, Mr. Lam Ho Pong, Ms. Lin Ting, Mr. Shi Shaowu and Ms. Tin Yat Yu Carol being the executive Directors, and Mr. Lam Kai Yeung, Ms. Lee Kwun Ling, May Jean and Mr. Zhong Shi being the independent non-executive Directors.

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，審核委員會包括三名獨立非執行董事，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，並已作出充分披露。

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，二零二零年五月十一日

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、林浩邦先生、林靈女士、史少武先生及田一姪女士，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