

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

2023 INTERIM REPORT 中期報告



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。

香港交易及結算所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。

INTERIM 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 six months ended 30 June 2023, together with the unaudited comparative figures for the corresponding periods in 2022, as follows:

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

For the three months and six months ended 30 June 2023

中期業績

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」）截至二零二三年六月三十日止三個月及六個月之未經審核簡明綜合業績·連同二零二二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

截至二零二三年六月三十日止三個月及六個月

		Notes 附註	Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
			2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益	5	13,333	14,431	29,269	29,196
Cost of sales	銷售成本		(5,758)	(4,919)	(10,575)	(10,354)
Gross profit	毛利		7,575	9,512	18,694	18,842
Other income	其他收入	7	10	553	31	665
Other gains and (losses)	其他收益及(虧損)	8	(540)	388	(303)	(728)
Impairment loss on loan and interest receivables	應收貸款及利息的減值虧損		(538)	(268)	(1,218)	(695)
Administrative expenses	行政開支		(14,988)	(13,011)	(26,531)	(24,448)
Loss from operations	經營虧損		(8,481)	(2,826)	(9,327)	(6,364)
Finance costs	財務成本	9	(76)	(149)	(177)	(324)
Share of loss of associates	應佔聯營公司虧損		(1)	(84)	(210)	(167)
Share of loss of a joint venture	應佔一間合營公司虧損		(3)	(3)	(5)	(5)
Loss before tax	除稅前虧損		(8,561)	(3,062)	(9,719)	(6,860)
Income tax expense	所得稅開支	11	(298)	(791)	(964)	(1,190)
Loss for the period	期內虧損	10	(8,859)	(3,853)	(10,683)	(8,050)
Other comprehensive income for the period, net of tax:	期內其他全面收入·扣除稅項:					
Items 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 financial assets at fair value through other comprehensive income (“FVTOCI”)	按公平價值計入其他全面收入(「按公平價值計入其他全面收入」)的金融資產之公平價值變動		(235)	(314)	63	(281)
Other comprehensive income for the period, net of tax	期內其他全面收入·扣除稅項		(235)	(314)	63	(281)
Total comprehensive income for the period	期內全面收入總額		(9,094)	(4,167)	(10,620)	(8,331)

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
Loss for the period attributable to:	應佔期內虧損：				
Owners of the Company	本公司擁有人	(8,826)	(3,770)	(10,614)	(7,746)
Non-controlling interests	非控股權益	(33)	(83)	(69)	(304)
		<u>(8,859)</u>	<u>(3,853)</u>	<u>(10,683)</u>	<u>(8,050)</u>
Total comprehensive income for the period attributable to:	應佔期內全面收入總額：				
Owners of the Company	本公司擁有人	(9,061)	(4,084)	(10,551)	(8,027)
Non-controlling interests	非控股權益	(33)	(83)	(69)	(304)
		<u>(9,094)</u>	<u>(4,167)</u>	<u>(10,620)</u>	<u>(8,331)</u>

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 (Unaudited) (未經審核)	2022 二零二二年 (Unaudited) (未經審核)	2023 二零二三年 (Unaudited) (未經審核)	2022 二零二二年 (Unaudited) (未經審核)
Loss per share	每股虧損				
Basic (HK cents)	基本 (港仙)	(7.001)	(2.991)	(8.420)	(6.145)
Diluted (HK cents)	攤薄 (港仙)	(7.001)	(2.991)	(8.420)	(6.145)

Note
附註

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CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2023

簡明綜合財務狀況表

於二零二三年六月三十日

		Notes 附註	As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	1,951	2,584
Investment properties	投資物業	15	2,600	2,600
Right-of-use assets	使用權資產	16	5,244	8,897
Intangible assets	無形資產		-	-
Investment in a joint venture	於一間合營公司之投資		88	93
Investment in associates	於聯營公司之投資		66	276
Financial assets at FVTOCI	按公平價值計入 其他全面收入的金融資產		427	364
Club membership	會員會籍		230	-
Loan and interest receivables	應收貸款及利息	18	2,715	2,718
Other receivable	其他應收款項	17	4,634	-
Deferred tax assets	遞延稅項資產		177	148
			18,132	17,680
Current assets	流動資產			
Trade and other receivables	貿易及其他應收款項	17	9,092	8,764
Contract assets	合約資產		-	601
Loan and interest receivables	應收貸款及利息	18	30,900	36,559
Financial assets at fair value through profit or loss ("FVTPL")	按公平價值計入損益 (「按公平價值計入 損益」)的金融資產		6,317	5,303
Contingent consideration receivable	應收或然代價		-	6,977
Current tax assets	即期稅項資產		-	797
Bank and cash balances	銀行及現金結餘		17,109	26,945
			63,418	85,946
Current liabilities	流動負債			
Contract liabilities	合約負債		7,737	9,956
Accruals and other payables	應計費用及其他應付款項	19	15,344	21,023
Lease liabilities	租賃負債		4,098	6,871
Current tax liabilities	即期稅項負債		196	-
			27,375	37,850
Net current assets	流動資產淨值		36,043	48,096
Total assets less current liabilities	資產總值減流動負債		54,175	65,776

		Note 附註	As at 30 June 2023 於二零二三年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債		1,220	2,201
Deferred tax liabilities	遞延稅項負債		72	72
			<u>1,292</u>	<u>2,273</u>
NET ASSETS	資產淨值		<u>52,883</u>	<u>63,503</u>
Capital and reserves	股本及儲備			
Share capital	股本	20	6,303	6,303
Reserves	儲備		48,974	59,525
Equity attributable to owners of the Company	本公司擁有人應佔權益		55,277	65,828
Non-controlling interests	非控股權益		<u>(2,394)</u>	<u>(2,325)</u>
TOTAL EQUITY	權益總額		<u>52,883</u>	<u>63,503</u>

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2023

未經審核簡明綜合權益變動表

截至二零二三年六月三十日止六個月

		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 FVTOCI reserve	Accumulated losses	Subtotal	Non-controlling interests	Total equity
		股本	股份溢價	購股權儲備	合併儲備	按公平價值計入其他全面收入的金融資產儲備	累計虧損	小計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 31 December 2021 (audited)	於二零二一年十二月三十一日 (經審核)	6,303	229,281	1,613	78	(37,159)	(106,338)	93,778	(1,915)	91,863
Fair value changes on financial assets at FVTOCI	按公平價值計入其他全面收入的金融資產之公平價值變動	-	-	-	-	(281)	-	(281)	-	(281)
Loss for the period	期內虧損	-	-	-	-	-	(7,746)	(7,746)	(304)	(8,050)
Changes in equity for the period	期內權益變動	-	-	-	-	(281)	(7,746)	(8,027)	(304)	(8,331)
At 30 June 2022 (unaudited)	於二零二二年六月三十日 (未經審核)	6,303	229,281	1,613	78	(37,440)	(114,084)	85,751	(2,219)	83,532
At 31 December 2022 (audited)	於二零二二年十二月三十一日 (經審核)	6,303	229,281	-	78	(37,953)	(131,881)	65,828	(2,325)	63,503
Fair value changes on financial assets at FVTOCI	按公平價值計入其他全面收入的金融資產之公平價值變動	-	-	-	-	63	-	63	-	63
Loss for the period	期內虧損	-	-	-	-	-	(10,614)	(10,614)	(69)	(10,683)
Changes in equity for the period	期內權益變動	-	-	-	-	63	(10,614)	(10,551)	(69)	(10,620)
At 30 June 2023 (unaudited)	於二零二三年六月三十日 (未經審核)	6,303	229,281	-	78	(37,890)	(142,495)	55,277	(2,394)	52,883

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2023

簡明綜合現金流量表

截至二零二三年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
NET CASH (USED IN)/GENERATED FROM OPERATING ACTIVITIES	經營活動(所用)/所得的現金 淨額	(5,795)	2,821
Interest received	已收利息	8	1
Purchase of property, plant and equipment	購買物業、廠房及設備	(65)	(878)
Purchase of investment properties	購買投資物業	-	(3,960)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	-	15
Purchase of club membership	購買會員會籍	(230)	-
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用的現金淨額	(287)	(4,822)
Principal elements of lease payments	租賃付款之本金部分	(3,754)	(4,085)
NET CASH USED IN FINANCING ACTIVITIES	融資活動所用的現金淨額	(3,754)	(4,085)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物減少淨額	(9,836)	(6,086)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	期初現金及現金等價物	26,945	37,544
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	期末現金及現金等價物	17,109	31,458

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the six months ended 30 June 2023

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of its registered office is Windward 3, Regatta Office Park, 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 708, 7th Floor, Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong. The Company's shares are listed on GEM of the Stock Exchange ("Stock Exchange").

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.

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

These condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange.

These condensed consolidated financial statements should be read in conjunction with the Group's annual consolidated financial statements for the year ended 31 December 2022. The accounting policies (including the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty) and methods of computation used in the preparation of these condensed consolidated financial statements are consistent with those used in the Group's annual consolidated financial statements for the year ended 31 December 2022.

簡明綜合財務報表附註（未經審核）

截至二零二三年六月三十日止六個月

1. 一般資料

本公司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。本公司之註冊辦事處地址為Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands。本公司於香港的總辦事處及主要營業地點為香港灣仔告士打道151號資本中心7樓708室。本公司之股份於聯交所（「聯交所」）GEM上市。

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。

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

該等簡明綜合財務報表乃根據由香港會計師公會（「香港會計師公會」）頒佈之香港會計準則第34號「中期財務報告」及聯交所GEM證券上市規則規定之適用披露而編製。

該等簡明綜合財務報表應與本集團截至二零二二年十二月三十一日止年度的年度綜合財務報表一併閱讀。編製該等簡明綜合財務報表時所採用的會計政策（包括管理層於應用本集團會計政策時作出的重大判斷以及估計不確定性之主要來源）及計算方法與本集團截至二零二二年十二月三十一日止年度的年度綜合財務報表所採用者貫徹一致。

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

Deferred tax related to assets and liabilities arising from a single transaction

The Group has adopted Amendments to HKAS 12 “Deferred Tax related to Assets and Liabilities arising from a Single Transaction” from 1 January 2023. The amendments narrow the scope of the initial recognition exemption to exclude transactions that give rise to equal and offsetting temporary differences – e.g. leases. Prior to the adoption of Amendments to HKAS 12, the Group applied the initial recognition exemption under paragraphs 15 and 24 of HKAS 12 for leasing transactions that give rise to equal and offsetting temporary differences, and therefore no deferred tax has been recognised for temporary differences relating to right-of-use assets and lease liabilities at initial recognition, and also over the lease terms under paragraph 22(c) of HKAS 12. The Group has applied the transitional provisions under paragraphs 98K and 98L of Amendments to HKAS 12 to leasing transactions that occur on or after the beginning of the earliest comparative period presented and also, at the beginning of the earliest comparative period presented by: (i) Recognising a deferred tax asset to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised, and a deferred tax liability for all deductible and taxable temporary differences associated with right-of-use assets and lease liabilities; and (ii) Recognising the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at that date. Based on the management’s assessment, there was immaterial impact on the condensed consolidated statement of financial position as at 1 January 2022, 31 December 2022 and 30 June 2023, because the deferred tax assets and the deferred tax liabilities recognised as a result of the adoption of Amendments to HKAS 12 qualify for offset under paragraph 74 of HKAS 12. There was also immaterial impact on the opening retained earnings as at 1 January 2022 as a result of the change. The key impact for the Group relates to disclosure of the deferred tax assets and liabilities recognised. This disclosure will be provided in the annual financial statements. The change in accounting policy will also be reflected in the Group’s consolidated financial statements as at and for the year ending 31 December 2023.

In addition to the adoption of the above amendments to standards, in the current period, the Group has adopted all other new and revised Hong Kong Financial Reporting Standards issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 January 2023. They do not have a material effect on the Group’s condensed consolidated interim financial statements (unaudited).

3. 採納新訂及經修訂香港財務報告準則

與單一交易中產生的資產及負債相關的遞延稅項

本集團自二零二三年一月一日起已採納香港會計準則第12號「單一交易中產生的資產及負債相關的遞延稅項」的修訂本。該等修訂本收窄初步確認豁免的範圍，將產生等值而互相對銷的暫時差額（例如租賃），採納香港會計準則第12號修訂本前，本集團根據香港會計準則第12號第15及24段對產生相等及抵銷暫時差額之租賃交易作出初步確認豁免，因此，並無根據香港會計準則第12號第22（c）段與使用權資產及租賃負債相關的暫時差額於初步確認時及於租賃期內確認遞延稅項。本集團已將香港會計準則第12號修訂本第98K及98L段之過渡條文應用於最早呈報之比較期期初或之後發生的租賃交易，並於最早呈報之比較期期初通過以下方式應用（i）倘有應課稅溢利可用於抵銷可抵扣暫時差額，則確認遞延稅項資產，並與使用權資產及租賃負債相關的所有可抵扣暫時差額及應課稅暫時差額確認遞延稅項負債；及（ii）將首次應用修訂的累計影響確認為對該日保留溢利之期初結餘（或權益之其他部分，倘適用）之調整。根據管理層評估，對二零二二年一月一日、二零二二年十二月三十一日及二零二三年六月三十日之簡明綜合財務狀況表影響不大，因為根據香港會計準則第12號第74段，因採用香港會計準則第12號修訂本而確認之遞延稅項資產及遞延稅項負債符合抵銷條件。該變動對截至二零二二年一月一日之期初保留溢利影響並不重大，對本集團的主要影響與披露已確認遞延稅項資產及負債有關。該披露將於年度財務報表中提供。會計政策變化亦將反映於反映於本集團截至二零二三年十二月三十一日之綜合財務報表中。

除採納上述準則修訂外，於本期間，本集團已採納香港會計師公會頒佈之與其業務相關及於二零二三年一月一日開始之會計年度生效之所有其他新訂及經修訂香港財務報告準則。其並無對本集團簡明綜合中期財務報表（未經審核）產生重大影響。

A number of new standards and amendments to standards are effective for annual periods beginning after 1 January 2023 and earlier application is permitted. The Group has not early adopted any of the forthcoming new or amended standards in preparing these condensed consolidated interim financial statements (unaudited).

4. FAIR VALUE MEASUREMENTS

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the condensed consolidated statement of financial position approximate their respective fair values.

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

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

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

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

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

The following table shows the carrying amounts and fair value of identifiable assets including their levels in the fair value hierarchy. It does not include fair value information for identifiable assets not measured at fair value if the carrying amount is a reasonable approximation of fair value.

多項新訂及經修訂準則於二零二三年一月一日之後開始的年度期間生效，並允許提前應用。本集團於編製本簡明綜合中期財務報表時並無提前採用任何即將實施的新準則或經修訂準則（未經審核）。

4. 公平價值計量

本集團計入簡明綜合財務狀況表中的金融資產及金融負債的賬面值與其各自的公平價值相若。

公平價值為市場參與者間於計量日期進行之有序交易所出售資產可收取或轉讓負債須支付之價格。以下公平價值計量披露使用之公平價值層級，將估值技術所用輸入數據分為三個等級，以計量公平價值：

第一級輸入數據：本集團於計量日期可取得相同資產或負債於活躍市場之報價（未經調整）。

第二級輸入數據：資產或負債可直接或間接觀察之輸入數據，第一級包括之報價除外。

第三級輸入數據：資產或負債之不可觀察輸入數據。

本集團之政策為確認截至於事項或狀況變動導致該轉移之日期止該等三個等級之任何轉入及轉出。

下表載列可識別資產之賬面值及公平價值，包括其於公平價值層級中之等級。倘賬面值為其公平價值的合理約數，則不載列未按公平價值計量的可識別資產的公平價值資料。

Disclosures of level in fair value hierarchy at:

於以下日期之公平價值層級披露：

At 30 June 2023
於二零二三年六月三十日

Fair value measurements using:
使用以下輸入數據之公平價值計量：

		Level 1 第一級 HK\$'000 千港元 (Unaudited) (未經審核)	Level 2 第二級 HK\$'000 千港元 (Unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (Unaudited) (未經審核)
Recurring fair value measurements:	經常性公平價值計量：			
Non-financial assets	非金融資產			
Investment properties	投資物業			
– Car parking spaces – Hong Kong	– 停車位 – 香港	–	2,600	2,600
Financial assets	金融資產			
Financial assets at FVTPL	按公平價值計入損益之金融資產			
– Listed equity investments	– 上市股本投資	6,317	–	6,317
Financial assets at FVTOCI	按公平價值計入其他全面收入之金融資產			
– Listed equity investment	– 上市股本投資	427	–	427
Total	總計	6,744	2,600	9,344

At 31 December 2022
於二零二二年十二月三十一日

Fair value measurements using:
使用以下輸入數據之公平價值計量：

		Level 1 第一級 HK\$'000 千港元 (Audited) (經審核)	Level 2 第二級 HK\$'000 千港元 (Audited) (經審核)	Total 總計 HK\$'000 千港元 (Audited) (經審核)
Recurring fair value measurements:	經常性公平價值計量：			
Non-financial assets	非金融資產			
Investment properties	投資物業			
– Car parking spaces – Hong Kong	– 停車位 – 香港	–	2,600	2,600
Financial assets	金融資產			
Financial assets at FVTPL	按公平價值計入損益之金融資產			
– Listed equity investments	– 上市股本投資	5,303	–	5,303
Financial assets at FVTOCI	按公平價值計入其他全面收入之金融資產			
– Listed equity investment	– 上市股本投資	364	–	364
Total	總計	5,667	2,600	8,267

There was no change in Level 3 of financial instruments for the six months ended 30 June 2023.

截至二零二三年六月三十日止六個月第三級金融工具並無任何變動。

5. REVENUE

Disaggregation of revenue from contracts with customers by major service lines for the period is as follows:

5. 收益

期內按主要服務線劃分的來自客戶合約之收益分拆如下：

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 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				
Disaggregated by major service lines	按主要服務線分拆				
Sales of merchandise	銷售商品	535	16	660	992
Sales of technology software systems	銷售技術軟件系統	1,602	2,305	2,746	2,785
System customisation and network support	系統訂製及網絡支援	2,184	1,682	7,589	3,983
Software licensing fee	軟件特許費	5,464	7,024	11,058	13,806
Software maintenance services	軟件保養服務	2,425	2,100	4,714	4,309
Hosting and related services fee	伺服器寄存及相關服務費	959	1,196	1,938	2,435
Others	其他	-	2	-	2
		13,169	14,325	28,705	28,312
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	164	106	564	884
		13,333	14,431	29,269	29,196

The Group derives revenue from the transfer of goods and services over time and at a point in time in the following major service lines:

本集團的收益來源於以下主要服務線在一段時間內及某一時間點的貨品及服務轉撥：

	For the six months ended 30 June (unaudited)	截至六月三十日止六個月 (未經審核)	Financial trading software solutions 金融交易軟件解決方案		Others 其他		Total 總計	
			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Timing of revenue recognition		確認收益時間						
Point in time		某一時間點	10,795	7,663	-	1	10,795	7,664
Over time		隨時間	17,910	20,647	-	1	17,910	20,648
Total		總計	28,705	28,310	-	2	28,705	28,312

	For the three months ended 30 June (unaudited)	截至六月三十日止三個月 (未經審核)	Financial trading software solutions 金融交易軟件解決方案		Others 其他		Total 總計	
			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Timing of revenue recognition		確認收益時間						
Point in time		某一時間點	4,214	3,954	-	1	4,214	3,955
Over time		隨時間	8,955	10,369	-	1	8,955	10,370
Total		總計	13,169	14,323	-	2	13,169	14,325

6. SEGMENT INFORMATION

The Group has five (six months ended 30 June 2022: five) operating segments as follows:

- (a) Financial trading software solutions – development, sale and provision of financial trading software solutions with the principal products being trading and settlement systems of financial products for financial institutions;
- (b) Other IT and internet financial platforms services – provision of e-commerce platforms, other online consultancy services and provision of IT services and other financial information;
- (c) Money lending – provision of loan financing;
- (d) Assets investments – trading of listed securities; and
- (e) Others – comprises the Group's trading of gaming products and the provision of related marketing services business and stored valued mastercards business.

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

The Group's other operating segments represent the Group's trading of gaming products and the provision of related marketing services business and stored valued mastercards business. None of these segments meets any of the quantitative thresholds for determining reportable segments. The information of these other operating segments is included in the "Others" column.

Segment profits or losses do not include unallocated administrative expenses and finance costs, interest income on bank deposits, certain government grants, rental income, certain sundry income, share of loss of a joint venture, share of loss of associates and income tax expense. Segment assets do not include investments in associates and a joint venture, club membership, investment properties, financial assets at FVTOCI, current and deferred tax assets, cash and cash equivalents and other corporate and unallocated assets as these assets are managed on a group basis. Segment liabilities do not include current and deferred tax liabilities and other corporate and unallocated liabilities as these liabilities are managed on group basis.

6. 分部資料

本集團有以下五個（截至二零二二年六月三十日止六個月：五個）經營分部：

- (a) 金融交易軟件解決方案－開發、銷售及提供金融交易軟件解決方案，主要產品為供金融機構專用的金融產品交易及結算系統；
- (b) 其他資訊科技及互聯網金融平台服務－提供電子商務平台、其他在線諮詢服務及提供資訊科技服務及其他財務資料；
- (c) 借貸－提供貸款融資；
- (d) 資產投資－買賣上市證券；及
- (e) 其他－包括本集團的買賣遊戲產品及提供相關推廣服務業務及萬事達儲值卡業務。

本集團之可呈報分部乃提供不同產品及服務之策略性業務單位。由於各項業務要求不同之技術及市場策略，因此該等可呈報分部分開獨立管理。

本集團其他經營分部指本集團的買賣遊戲產品及提供相關推廣服務業務及萬事達儲值卡業務。該等分部均不符合釐定可呈報分部的的定量關值。該等其他經營分部的信息納入「其他」一欄。

分部溢利或虧損不包括其未分配行政開支、及財務成本、銀行存款之利息收入、若干政府補助、租金收入、若干雜項收入、應佔一間合營公司虧損、應佔聯營公司虧損及所得稅開支。由於於聯營公司及一間合營公司之投資、會員會籍、投資物業、按公平價值計入其他全面收入的金融資產、即期及遞延稅項資產、現金及現金等價物以及其他公司及未分配資產乃按集團形式管理，故分部資產不包括該等資產。由於即期及遞延稅項負債及其他公司及未分配負債乃按集團形式管理，故分部負債不包括該等負債。

The Group accounts for intersegment sales and transfers as if the sales or transfers were to third parties, i.e. at current market prices.

本集團入賬分部間銷售及轉讓時猶如有關銷售或轉讓乃向第三方（即按現行市價）作出。

		Financial trading software solutions 金融交易軟件解決方案 HK\$'000 千港元	Other IT and internet financial platforms services 其他資訊科技及互聯網金融平台服務 HK\$'000 千港元	Money lending 借貸 HK\$'000 千港元	Assets investments 資產投資 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
For the six months ended 30 June 2023 (unaudited)	截至二零二三年六月三十日止六個月（未經審核）						
Revenue from external customers	源於外部客戶之收益	28,705	-	564	-	-	29,269
Segment profit/(loss)	分部溢利/（虧損）	6,816	(632)	(2,024)	(324)	(1,246)	2,590
At 30 June 2023 (unaudited)	於二零二三年六月三十日（未經審核）						
Segment assets	分部資產	9,538	2	33,953	6,317	1,750	51,560
Segment liabilities	分部負債	(22,394)	(119)	(301)	(53)	(2,172)	(25,039)

		Financial trading software solutions 金融交易軟件解決方案 HK\$'000 千港元	Other IT and internet financial platforms services 其他資訊科技及互聯網金融平台服務 HK\$'000 千港元	Money lending 借貸 HK\$'000 千港元	Assets investments 資產投資 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
For the six months ended 30 June 2022 (unaudited)	截至二零二二年六月三十日止六個月（未經審核）						
Revenue from external customers	源於外部客戶之收益	28,310	-	884	-	2	29,196
Segment profit/(loss)	分部溢利/（虧損）	8,213	(578)	(841)	(626)	(1,403)	4,765
At 31 December 2022 (audited)	於二零二二年十二月三十一日（經審核）						
Segment assets	分部資產	12,331	7	39,883	5,303	1,991	59,515
Segment liabilities	分部負債	(33,752)	(175)	(738)	(35)	(2,295)	(36,995)

**Reconciliations of reportable segments:
Revenue and profit or loss:**

**可呈報分部之對賬：
收益及溢利或虧損：**

		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益		
Consolidated revenue	綜合收益	29,269	29,196
Profit or loss	溢利或虧損		
Total profit of reportable segments	可呈報分部之溢利總額	2,590	4,765
Unallocated amounts:	未分配款項：		
Other income	其他收入	31	1
Share of loss of associates	應佔聯營公司虧損	(210)	(167)
Share of loss of a joint venture	應佔一間合營公司虧損	(5)	(5)
Administrative expenses	行政開支	(12,064)	(11,412)
Finance costs	財務成本	(61)	(42)
Consolidated loss before tax	綜合除稅前虧損	(9,719)	(6,860)

Assets and liabilities:

資產及負債：

		30 June 2023 二零二三年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 二零二二年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Assets	資產		
Total assets of reportable segments	可呈報分部之資產總值	51,560	59,515
Unallocated amounts:	未分配款項：		
Contingent consideration receivable	應收或然代價	-	6,977
Club membership	會員會籍	230	-
Investment in associates	於聯營公司之投資	66	276
Investment in a joint venture	於一間合營公司之投資	88	93
Investment properties	投資物業	2,600	2,600
Unallocated head office and corporate assets	未分配總辦事處及公司資產	27,006	34,165
Consolidated total assets	綜合資產總值	81,550	103,626
Liabilities	負債		
Total liabilities of reportable segments	可呈報分部之負債總額	25,039	36,995
Unallocated amounts:	未分配款項：		
Unallocated head office and corporate liabilities	未分配總辦事處及公司負債	3,628	3,128
Consolidated total liabilities	綜合負債總額	28,667	40,123

7. OTHER INCOME

7. 其他收入

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
Interest income on bank deposits	銀行存款的利息收入	2	1	8	1
Rental income	租金收入	8	-	19	-
Government grants (Note)	政府補助(附註)	-	550	-	610
Sundry income	雜項收入	-	2	4	54
		10	553	31	665

Note: During the six months ended 30 June 2022, the Group recognised government grants of HK\$496,000 in respect of the Employment Support Scheme 2022, HK\$90,000 in respect of the FinTech Anti-epidemic Scheme for Talent Development, and HK\$24,000 in respect of the Reimbursement of Maternity Leave Pay Scheme. All government grants were provided by the Hong Kong government.

附註：於截至二零二二年六月三十日止六個月內，本集團就二零二二年保就業計劃確認政府補助496,000港元、就抗疫基金金融科技人才計劃確認政府補助90,000港元以及就產假報銷計劃確認政府補助24,000港元。所有政府補助均由香港政府提供。

8. OTHER GAINS AND (LOSSES)

8. 其他收益及(虧損)

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
Net fair value (loss)/gain on financial assets at FVTPL	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				
- listed equity investments	- 上市股本投資	(539)	258	(282)	(610)
Foreign exchange differences, net	外匯差額淨額	-	(1)	(1)	(2)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	-	-	-	(126)
(Impairment loss)/reversal of impairment loss on trade receivables	貿易應收款項(減值虧損)/減值虧損撥回	(1)	131	(20)	10
		(540)	388	(303)	(728)

9. FINANCE COSTS

9. 財務成本

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
Interest on lease liabilities	租賃負債利息	76	149	177	324

10. LOSS FOR THE PERIOD

10. 期內虧損

Loss for the period is arrived at after charging:

期內虧損經扣除下列各項後得出：

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	350	172	698	310
Depreciation of right-of-use assets	使用權資產折舊	1,691	1,888	3,653	3,875
Lease payments not included in the measurement of lease liabilities	未計入租賃負債計量的租賃付款	345	-	345	-
Staff costs (including directors' emoluments)	員工成本(包括董事酬金)				
- Salaries, bonus and allowance	- 薪金、花紅及津貼	10,891	9,703	21,050	19,394
- Retirement benefit scheme contributions	- 退休福利計劃供款	262	268	524	528
		11,153	9,971	21,574	19,922

Cost of sales includes staff costs of HK\$8,018,000 (six months ended 30 June 2022: HK\$7,768,000) which are included in the amounts disclosed separately.

銷售成本包括員工成本8,018,000港元(截至二零二二年六月三十日止六個月：7,768,000港元)·其分別計入所披露之金額。

11. INCOME TAX EXPENSE

11. 所得稅開支

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
Current tax – Hong Kong	即期稅項—香港	309	767	993	1,075
Deferred tax	遞延稅項	(11)	24	(29)	115
Income tax expense	所得稅開支	<u>298</u>	<u>791</u>	<u>964</u>	<u>1,190</u>

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in these regions.

Under the two-tiered Profits Tax regime of Hong Kong, the first HK\$2 million of profits of the qualifying group entity established in Hong Kong will be taxed at 8.25% (six months ended 30 June 2022: 8.25%), and profits above that amount will be subject to the tax rate of 16.5% (six months ended 30 June 2022: 16.5%). The profits of the group entities established in Hong Kong but not qualifying for the two-tiered Profits Tax regime of Hong Kong will continue to be taxed at a rate of 16.5% (six months ended 30 June 2022: 16.5%).

Tax charge on profits assessable elsewhere has been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

During the six months ended 30 June 2023, no share of tax attributable to associates (six months ended 30 June 2022: Nil) and a joint venture (six months ended 30 June 2022: Nil) was included in “Share of loss of associates” and “Share of loss of a joint venture” respectively.

12. DIVIDEND

The Board does not recommend the payment of any dividend for the six months ended 30 June 2023 (six months ended 30 June 2022: Nil).

根據開曼群島及英屬處女群島之法規和條例，本集團毋須繳付開曼群島及英屬處女群島任何所得稅。

根據香港兩級利得稅制，於香港成立的合資格集團實體首2,000,000港元的應課稅溢利的利得稅將按8.25%稅率徵稅（截至二零二二年六月三十日止六個月：8.25%），超過該金額的溢利將按16.5%（截至二零二二年六月三十日止六個月：16.5%）稅率徵稅。於香港成立但不符合香港兩級利得稅制條件的集團實體的應課稅將按16.5%稅率（二零二二年六月三十日止六個月：16.5%）繼續徵稅。

其他地區應課稅盈利之稅項支出乃根據本集團經營所在國家的現行法例、詮釋及慣例按其現行稅率計算。

截至二零二三年六月三十日止六個月，概無應佔歸屬於聯營公司之稅項（截至二零二二年六月三十日止六個月：無）及歸屬於一間合營公司之稅項（截至二零二二年六月三十日止六個月：無）分別計入「應佔聯營公司虧損」及「應佔一間合營公司虧損」。

12. 股息

董事會並不建議就截至二零二三年六月三十日止六個月派付任何股息（截至二零二二年六月三十日止六個月：無）。

13. LOSS PER SHARE

13. 每股虧損

		Three months ended 30 June 截至六月三十日止三個月		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
Loss	虧損				
Loss attributable to owners of the Company, used in the basic and diluted loss per share calculation	用於計算每股基本及攤薄虧損之本公司擁有人應佔虧損	<u>(8,826)</u>	<u>(3,770)</u>	<u>(10,614)</u>	<u>(7,746)</u>
		'000 千股	'000 千股	'000 千股	'000 千股
Number of shares	股份數目				
Weighted average number of ordinary shares used in basic and diluted loss per share calculation	用於計算每股基本及攤薄虧損之普通股加權平均數	<u>126,058</u>	<u>126,058</u>	<u>126,058</u>	<u>126,058</u>

14. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2023, the Group acquired property, plant and equipment of HK\$65,000 (six months ended 30 June 2022: HK\$878,000). During the six months ended 30 June 2023, the Group did not dispose of any property, plant and equipment (six months ended 30 June 2022: HK\$141,000).

14. 物業、廠房及設備

於截至二零二三年六月三十日止六個月，本集團收購物業、廠房及設備65,000港元（截至二零二二年六月三十日止六個月：878,000港元）。於截至二零二三年六月三十日止六個月，本集團並無出售任何物業、廠房及設備（截至二零二二年六月三十日止六個月：141,000港元）。

15. INVESTMENT PROPERTIES

During the six months ended 30 June 2023, the Group did not acquire any investment properties (six months ended 30 June 2022: HK\$3,960,000).

15. 投資物業

於截至二零二三年六月三十日止六個月內，本集團並無收購任何投資物業（截至二零二二年六月三十日止六個月：3,960,000港元）。

16. RIGHT-OF-USE ASSETS

While the Group did not enter into any new lease agreement during the six months ended 30 June 2023, it entered into a new lease agreement for office premises for two years and recognised of right-of-use asset and lease liability of HK\$2,169,000 on lease commencement during the six months ended 30 June 2022.

16. 使用權資產

雖然本集團於截至二零二三年六月三十日止六個月內並無訂立任何新租賃協議，但於截至二零二二年六月三十日止六個月內，其就辦公室物業訂立新的為期兩年的租賃協議並於租賃開始時確認使用權資產及租賃負債2,169,000港元。

17. TRADE AND OTHER RECEIVABLES

17. 貿易及其他應收款項

		30 June 2023 二零二三年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 二零二二年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables	貿易應收款項	3,378	2,024
Less: allowance for doubtful debts	減：呆賬撥備	(113)	(94)
		3,265	1,930
Other receivables (Note)	其他應收款項(附註)	4,832	184
Deposits	按金	2,948	3,269
Prepayments	預付款項	2,681	3,381
		10,461	6,834
		13,726	8,764
Analysed as:	分析為：		
Current assets	流動資產	9,092	8,764
Non-current assets	非流動資產	4,634	-
		13,726	8,764

Note: Included the balance of HK\$4,634,000, which represents compensation receivable relating to the acquisition of Metrotec Limited and its subsidiary in 2020. Such balance bears interest of 10% per annum and is repayable on or before 29 June 2025.

The Group generally allows an average credit period of 30 days or not more than 90 days to its trade receivables customers and based on the negotiations between the Group and individual customers. No interest is charged on trade receivables.

附註：包括結餘4,634,000港元，為與於二零二零年收購Metrotec Limited及其附屬公司有關的應收補償。有關結餘按年利率10%計息，並須於二零二五年六月二十九日或之前償還。

本集團一般授予其貿易應收款項客戶平均為30天或不超過90天的信貸期，此乃根據本集團與個別客戶磋商釐定。概不會就貿易應收款項收取利息。

The aging analysis of trade receivables, based on the invoice date and net of allowance for doubtful debts, is as follows:

以發票日期及扣除呆賬撥備後的貿易應收款項的賬齡分析如下：

		30 June 2023 二零二三年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 二零二二年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
0 – 30 days	0至30日	1,321	1,068
31 – 60 days	31至60日	708	385
61 – 90 days	61至90日	654	30
91 – 120 days	91至120日	278	134
Over 120 days	超過120日	304	313
		3,265	1,930

18. LOAN AND INTEREST RECEIVABLES

18. 應收貸款及利息

		30 June 2023 二零二三年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 二零二二年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Loan receivables	應收貸款	89,479	93,960
Less: impairment losses	減：減值虧損	(57,608)	(56,385)
		31,871	37,575
Interest receivables	應收利息	4,138	4,101
Less: impairment losses	減：減值虧損	(2,394)	(2,399)
		1,744	1,702
Loan and interest receivables	應收貸款及利息	33,615	39,277
Less: non-current portion	減：非流動部分	(2,715)	(2,718)
Loan and interest receivables (current portion)	應收貸款及利息（流動部分）	30,900	36,559

The Group seeks to maintain strict control over its outstanding loan receivables so as to minimise credit risk. The granting of loan is subject to approval by the management, whilst overdue balances are reviewed regularly for recoverability.

本集團努力對尚未收回的應收貸款維持嚴格的控制，從而減少信貸風險。授出貸款須經管理層批准，而逾期結餘會定期檢討其可收回性。

As at 30 June 2023, the loan receivables were charged interests, with rates ranging from 8% to 21.6% per annum (31 December 2022: 8% to 21.6% per annum) and were repayable with fixed terms agreed with the contracting parties. The Group held collateral or other credit enhancement over its loan receivables balance of HK\$2,716,000 (net of provision of impairment loss of HK\$4,265,000) (31 December 2022: HK\$5,163,000 (net of provision of impairment loss of HK\$2,737,000)), while its loan receivables balance of HK\$29,155,000 (net of provision of impairment loss of HK\$53,343,000) was unsecured (31 December 2022: HK\$32,412,000 (net of provision of impairment loss of HK\$53,648,000)).

Included in the loan receivables is a loan with principal amount of HK\$2,800,000 (31 December 2022: HK\$2,800,000) lent to a related company of the Company, with the director of the borrower's ultimate holding company being also a Director. The loan bears interest of 8% per annum with maturity date on 22 December 2024. The loan is guaranteed by the ultimate holding company of the borrower. Details of such loan is set out in the Company's announcement dated 23 December 2022.

Movements in the Group's impairment on loan and interest receivables based on expected credit losses ("ECL") model are as follows:

		Stage 1 12-month ECL 階段1 12個月預期 信貸虧損 HK\$'000 千港元	Stage 2 Lifetime ECL 階段2 全期預期 信貸虧損 HK\$'000 千港元	Stage 3 Lifetime ECL 階段3 全期預期 信貸虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 December 2022 and 1 January 2023	於二零二二年 十二月三十一日及 二零二三年一月一日	94	2,706	55,984	58,784
Movements due to changes in credit risk	因信貸風險變動而產生之 變動	73	(331)	1,476	1,218
At 30 June 2023	於二零二三年六月三十日	167	2,375	57,460	60,002

For loan and interest receivables that are not credit-impaired without significant increase in credit risk since initial recognition ("Stage 1"), ECL is measured at an amount equal to the portion of lifetime ECL that results from default events possible within the next 12 months. If a significant increase in credit risk since initial recognition is identified ("Stage 2") but not yet deemed to be credit-impaired, ECL is measured based on lifetime ECL. If credit impaired is identified ("Stage 3"), ECL is measured based on lifetime ECL.

於二零二三年六月三十日，應收貸款按年利率介乎8%至21.6%（二零二二年十二月三十一日：年利率8%至21.6%）計息，須於合約方協定的固定期限內償還。本集團就其應收貸款結餘2,716,000港元（扣除減值虧損撥備4,265,000港元）持有抵押或其他信貸提升措施（二零二二年十二月三十一日：5,163,000港元（扣除減值虧損撥備2,737,000港元）），而應收貸款結餘29,155,000港元（扣除減值虧損撥備53,343,000港元）為無擔保（二零二二年十二月三十一日：32,412,000港元（扣除減值虧損撥備53,648,000港元））。

應收貸款中包括一筆本金額為2,800,000港元（二零二二年十二月三十一日：2,800,000港元）之貸款，借予本公司一間關連公司（而該借款人之最終控股公司之董事亦為本公司董事）。該貸款按年利率8%計息，到期日為二零二四年十二月二十二日。該貸款由借款人的最終控股公司擔保。有關貸款的詳情載於本公司日期為二零二二年十二月二十三日的公告。

根據預期信貸虧損（「預期信貸虧損」）模式，本集團之應收貸款及利息減值變動如下：

自初步確認以來信貸風險未顯著增加（「階段1」）而未發生信貸減值之應收貸款及利息，預期信貸虧損按相當於未來12個月內可能發生的違約事件導致的全期預期信貸虧損部分的金額計量。倘自初步確認以來信貸風險顯著增加（「階段2」），但尚未被視為信貸減值，則預期信貸虧損按全期預期信貸虧損計量。倘已識別為信貸減值（「階段3」），則預期信貸虧損按全期預期信貸虧損計量。

A maturity profile of the loan receivables as at the end of the reporting period, based on the remaining contractual maturity date and net of loss allowance, is as follow:

於報告期末，應收貸款根據剩餘合約到期日（扣除虧損撥備）的到期情況如下：

		30 June 2023 二零二三年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 二零二二年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Overdue	逾期	26,913	31,517
Due within 3 months	於3個月內到期	-	50
Due after 3 months but within 6 months	於3個月後至6個月內到期	2,242	2,343
Due after 6 months but within 12 months	於6個月後至12個月內到期	-	947
Due after 12 months	於12個月後到期	2,716	2,718
Total	總計	31,871	37,575

A maturity profile of the interest receivables as at the end of the reporting period, based on the remaining contractual maturity date and net of loss allowance, is as follow:

於報告期末，應收利息根據剩餘合約到期日（扣除虧損撥備）的到期情況如下：

		30 June 2023 二零二三年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 二零二二年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Overdue	逾期	1,744	1,698
Due within 3 months	於3個月內到期	-	4
Total	總計	1,744	1,702

19. ACCRUALS AND OTHER PAYABLES

19. 應計費用及其他應付款項

		30 June 2023 二零二三年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 二零二二年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Customers deposits	客戶按金	9,253	9,812
Provision for bonus	花紅撥備	2,202	6,789
Due to an associate	應付一間聯營公司款項	526	509
Accruals and other payables	應計費用及其他應付款項	3,363	3,913
		<u>15,344</u>	<u>21,023</u>

20. SHARE CAPITAL

20. 股本

		30 June 2023 二零二三年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 二零二二年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Authorised: 200,000,000 ordinary shares of HK\$0.05 each	法定： 200,000,000股每股面值 0.05港元之普通股	<u>10,000</u>	<u>10,000</u>
Issued and fully paid: 126,058,234 ordinary shares of HK\$0.05 each	已發行及繳足： 126,058,234股每股面值 0.05港元之普通股	<u>6,303</u>	<u>6,303</u>

21. RELATED PARTY TRANSACTIONS

In addition to those related party transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with its related parties during the period:

The remuneration of the directors of the Company during the period was as follows:

	30 June 2023 二零二三年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)
Short-term benefits	短期利益

21. 關連方交易

除綜合財務報表其他部分披露的關連方交易及結餘之外，於期內本集團與其關連方進行如下交易：

期內本公司董事薪酬如下：

	30 June 2023 二零二三年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2022 二零二二年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)
	3,426	1,502

22. OPERATING LEASE COMMITMENT

The Group as lessee

During the six months ended 30 June 2023, the Group entered into two short-term leases of office units. As at 30 June 2023, the outstanding balance of lease commitments relating to office units was HK\$1,031,000 (31 December 2022: Nil).

The Group as lessor

Operating leases relate to investment properties owned by the Group with lease terms of one year, with one year extension. The lessees do not have an option to purchase the properties at the expiry of the lease period.

Minimum lease payments receivable on leases as at the end of the reporting period are as follows:

	30 June 2023 二零二三年 六月三十日 HK\$'000 千港元
Within one year	一年內

22. 經營租賃承擔

本集團作為承租人

於截至二零二三年六月三十日止六個月，本集團進行兩項辦公單元短期租賃。於二零二三年六月三十日，與辦公單元有關的尚未償還租賃承擔結餘為1,031,000港元（二零二二年十二月三十一日：無）。

本集團作為出租人

本集團所擁有投資物業相關之經營租賃的租期為1年，可延期一年。承租人無權在租期屆滿時購買物業。

於報告期間末租賃應收的最低租賃付款如下：

	30 June 2023 二零二三年 六月三十日 HK\$'000 千港元	31 December 2022 二零二二年 十二月三十一日 HK\$'000 千港元
	-	17

23. APPROVAL OF FINANCIAL STATEMENTS

The interim financial statements were approved and authorised for issue by the Board on 11 August 2023.

23. 批准財務報表

該中期財務報表已於二零二三年八月十一日獲董事會批准及授權發佈。

MANAGEMENT DISCUSSION AND ANALYSIS

During the six months ended 30 June 2023 (“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.

Business Review

Led by inbound tourism and private consumption, the Hong Kong economy continued to recover in the second quarter of 2023, though the momentum had softened following the strong rebound in the first quarter. Looking ahead, it is probable that inbound tourism and private consumption will remain the major drivers of economic growth for the rest of the year. As transportation and tourist handling capacity continue to recover, visitor arrivals should increase further. The improving economic situation and prospects should bode well for domestic demand, though weak external economic environment as a result of tight monetary policies adopted by central banks in the US and Europe may impose constraints on the domestic economy. Nevertheless, Hong Kong government’s various measures to boost the momentum of the recovery would likely to provide additional support to private consumption. The Group will continue to closely monitor the overall economic environment and continue to serve its clients diligently so as to secure more customers with its experience and reputation in the financial trading software solutions business.

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\$28,705,000 (six months ended 30 June 2022: approximately HK\$28,310,000), representing an increase of approximately 1.4% as a result of the increase in the revenue recognised from projects of system customisation and network support during the Period. While iAsia keeps a steady intake of new projects from its customers, the Group will explore new business opportunities and expand the Group’s income stream from both existing and potential customers.

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.

As iAsia has built up a reputation in the financial trading software solutions industry in Hong Kong and has a well-established customer base of sizeable banks and brokerage firms, the Group was able to generate stable sources of income during the Period. With respect to its provision of financial trading software solutions business, 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.

管理層討論及分析

於截至二零二三年六月三十日止六個月（「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、借貸業務及資產投資。

業務回顧

在入境旅遊業及私人消費的帶動下，香港經濟於二零二三年第二季度繼續復甦，儘管繼第一季度強勁反彈後，復甦勢頭有所放緩。展望未來，入境旅遊業及私人消費仍將很可能是今年餘下時間經濟增長的主要動力。隨著運輸及遊客接待能力的繼續恢復，遊客數量將進一步增加。不斷改善的經濟形勢及前景將有利於本地需求，但美國和歐洲的中央銀行實施緊縮貨幣政策而導致外圍經濟環境持續疲弱可能會對本地經濟造成制約。儘管如此，香港政府為增強復甦勢頭而採取的各種措施，將很可能為私人消費提供更多支持。本集團將繼續密切關注整體經濟環境，繼續竭誠服務客戶，以金融交易軟件解決方案業務的經驗及聲譽贏得更多客戶。

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28,705,000港元（截至二零二二年六月三十日止六個月：約28,310,000港元），增加約1.4%，乃由於期內系統定製及網絡支援項目確認的收益增加。在亞網不斷自客戶獲得新項目的同時，本集團將探索新的商機並擴展本集團來自現有及潛在客戶的收入來源。

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。於整個期內，亞網亦致力於為其客戶提供優質的軟件保養服務。

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。就提供金融交易軟件解決方案業務而言，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。

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 (six months ended 30 June 2022: Nil). 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.

In May 2023, the Company entered into a strategic cooperation framework agreement with Jinhuashi Fengde Baiwang Intelligent Technology Group Co., Ltd.* (金華市豐德百旺智能科技集團有限公司), to cooperate in developing an Internet of Things based electronic trading business service platform for agricultural products and introducing an international trading system for the sale of nationwide quality organic agricultural products.

Money lending business

During the Period, revenue derived from the money lending business division amounted to approximately HK\$564,000 (six months ended 30 June 2022: approximately HK\$884,000), representing a decrease of approximately 36.2%. The interest rate charged to customers during the Period ranged from 8% per annum to 21.6% per annum (six months ended 30 June 2022: ranged from 8% per annum to 33.6% per annum). During the Period, the Group recorded the provision for impairment losses on loan and interest receivables of approximately HK\$1,218,000 (six months ended 30 June 2022: approximately HK\$695,000). In assessing the expected credit loss ("ECL") allowance for loan and interest receivables, the Group considered (i) the loan receivables which have been past due as at 30 June 2023; (ii) the repayment history of loan and interest receivables of each borrower during the Period; and (iii) the probability of default rate due to the inability of the borrowers to make repayments to the Group when due.

The Group's money lending business will remain a sustainable business sector of the Group. The management of the Group monitors the loan 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 implemented adequate internal control policies and work procedure manual in relation to the provision of the loan financing services. When clients approach the Group for a request on loan financing, client identification procedures will take place with officers of the Group enquiring the potential clients' information. Individual clients are required to provide documents including but not limited to his/her Hong Kong identity card or passport and residential address proof and corporate clients are required to provide documents including but not limited to the certificate of incorporation, registers of members and directors, the articles of association, the certificate of incumbency and/or certificate of good standing (where applicable).

* For identification purposes only

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並無產生收益（截至二零二二年六月三十日止六個月：無）。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。

於二零二三年五月，本公司與金華市豐德百旺智能科技集團有限公司訂立戰略合作框架協議，就開發基於物聯網的農產品電子貿易業務服務平台及引進全國優質有機農產品銷售國際貿易系統進行合作。

借貸業務

於期內，借貸業務分部產生之收益約為564,000港元（截至二零二二年六月三十日止六個月：約884,000港元），減少約36.2%。於期內向客戶收取之利率介乎每年8%至每年21.6%（截至二零二二年六月三十日止六個月：介乎每年8%至每年33.6%）。於期內，本集團錄得應收貸款及利息減值虧損撥備約1,218,000港元（截至二零二二年六月三十日止六個月：約695,000港元）。於評估應收貸款及利息之預期信貸虧損（「預期信貸虧損」）撥備時，本集團已考慮(i)於二零二三年六月三十日已逾期之應收貸款；(ii)於期內各借款人的應收貸款及利息的還款記錄；及(iii)因借款人未能於到期時向本集團還款之違約率概率。

本集團的借貸業務仍將為本集團之可持續發展業務分部。本集團管理層持續監察應收貸款及利息結餘。為將與借貸業務相關的信貸風險及違約風險降至最低，本集團已就提供貸款融資服務實施充分的內部監控政策及工作程序手冊。倘客戶向本集團提出貸款融資請求，本集團將啟動客戶身份識別程序，本集團工作人員將查詢潛在客戶的資料。個人客戶須提供（包括但不限於）彼之香港身份證或護照及住址證明等文件，而企業客戶則須提供（包括但不限於）註冊證書、股東及董事名冊、組織章程細則、董事在職證明及／或公司存續證明（如適用）。

* 僅供識別

Generally, credit worthiness assessments will take place for potential individual and corporate clients by (i) doing financial assessments such as obtaining bank and security statements, income proof, property proof, its audited financial statements and/or the latest management account (if any); and (ii) conducting different searches such as bankruptcy or winding up search, land search and credit search.

The Group timely reviews its clients' credit risk and the extent required for its clients' due diligence and the ageing of loan and interest receivables balances. The Group also tightly controls the overdue balances by continuously monitoring the loan and interest payment according to the terms of the loan agreements and following up closely with the clients as to the deadlines in payment of the loan or interest.

A debts collection policy is also in place within the Group to collect borrowers' outstanding debts, which includes (i) sending reminder letters or e-mails or Whatsapp to borrowers for repayments; (ii) arranging for negotiations with borrowers for the repayment or settlement of loans; and (iii) requesting settlement of outstanding amount owed to the Group through telephone calls, from time to time. The Group may instruct legal advisers to issue demand letters for loans and interests having been overdue for a certain period of time and advise and assist in the potential legal actions required for the enforcement of the loans with default in repayment.

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 approximately HK\$5,303,000 as at 31 December 2022 to approximately HK\$6,317,000 as at 30 June 2023 as the Group purchased and disposed of securities that are held for trading of approximately HK\$4,596,000 and approximately HK\$3,300,000 respectively during the Period and recognised a change in fair value reflecting a net loss of approximately HK\$282,000 (six months ended 30 June 2022: approximately HK\$610,000) from the Group's securities investments during the Period. As at 30 June 2023, no individual securities investments at fair value accounted for 5% or more of the Group's total assets (31 December 2022: Nil). During the Period, no dividend income was received by the Group from its investments in listed securities that are held for trading (six months ended 30 June 2022: Nil).

The Directors expect that the stock market in Hong Kong will remain volatile, which may affect the performance of the Group's securities investments, which consist of mainly securities listed on the Hong Kong stock market. 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 on the Hong Kong stock market and closely monitor the performance of its securities investment portfolio.

一般而言，對潛在個人及企業客戶的信譽評估將透過以下方式進行：(i)進行財務評估，如獲取銀行及證券報表、收入證明、財產證明、其經審核財務報表及／或最新管理賬目（如有）；及(ii)進行多種調查，如破產或清盤調查、土地查冊及信用調查。

本集團及時審核其客戶的信貸風險、客戶盡職調查所需範圍以及應收貸款及利息結餘的賬齡。本集團亦根據貸款協議條款持續監察貸款及利息支付，並密切跟進客戶有關貸款或利息支付的期限，嚴格控制逾期結餘。

本集團亦制定債務收回政策以收回借款人的尚未償還債務，包括(i)向借款人發送要求還款的催繳函或催繳電郵或Whatsapp；(ii)就償還或結算貸款安排與借款人進行磋商；及(iii)不時透過電話催繳要求清償結欠本集團的尚未償還金額。本集團可指示法律顧問就逾期一定期限的貸款及利息發出催款函，並就強制執行拖欠還款之貸款須採取的潛在法律行動提供意見及協助。

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二零二二年十二月三十一日的約5,303,000港元增加至二零二三年六月三十日的約6,317,000港元，乃由於本集團於期內購入及出售持作買賣的證券分別約4,596,000港元及約3,300,000港元，並自本集團的證券投資確認於期內公平價值變動，反映虧損淨額約282,000港元（截至二零二二年六月三十日止六個月：約610,000港元）所致。於二零二三年六月三十日，概無按公平價值計量之個別證券投資佔本集團資產總值5%或以上（二零二二年十二月三十一日：無）。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（截至二零二二年六月三十日止六個月：無）。

董事預期香港股市將持續波動，其或會影響本集團證券（主要包括於香港股票市場上市的證券）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 investments: Equity investment (not held for trading) – China Parenting Network Holdings Limited (“CPN”)

As at 30 June 2023, the Group’s other investments that are not held for trading included 3,307,000 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 1.58% 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 (“PRC”) and are mainly engaged in (i) provision of marketing and promotional services through its platform; (ii) sale of goods in the PRC. The Group will continue to hold the CPN Shares for dividend income.

The CPN Shares were measured at fair value at approximately HK\$427,000 as at 30 June 2023 (31 December 2022: approximately HK\$364,000). During the Period, the fair value gain of CPN Shares transferred to the financial assets measured at fair value through other comprehensive income reserve of the Group was approximately HK\$63,000 (six months ended 30 June 2022: fair value loss of approximately HK\$281,000). During the Period, no dividend income was received from this investment (six months ended 30 June 2022: Nil).

Financial Review

Revenue, gross profit and gross profit margin

Revenue of the Group for the Period was approximately HK\$29,269,000 (six months ended 30 June 2022: approximately HK\$29,196,000), representing an increase of approximately 0.3% as compared with that of the corresponding period in 2022. The increase in revenue of the Group during the Period was mainly due to the increase in the revenue generated from its financial trading software solutions business as a result of the increase in the revenue recognised from projects of system customisation and network support during the Period.

Gross profit of the Group for the Period was approximately HK\$18,694,000 (six months ended 30 June 2022: approximately HK\$18,842,000), representing a decrease of approximately 0.8% as compared with that of the corresponding period in 2022. Gross profit margin of the Group for the Period was approximately 63.9% (six months ended 30 June 2022: approximately 64.5%), representing a decrease of approximately 0.6% (in absolute amount) as compared with that of the corresponding period in 2022. Such decrease in the gross profit and the gross profit margin of the Group was mainly due to the slight decrease in the gross profit margin of the financial trading software solutions business.

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」）

於二零二三年六月三十日，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）的3,307,000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1.58%。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（「中國」）孕嬰童市場之網絡平台，主要在中國從事(i)透過其平台提供營銷及推廣服務；(ii)銷售商品。本集團將繼續持有中國育兒網絡股份以獲取股息收入。

於二零二三年六月三十日，中國育兒網絡股份按公平價值計量約為427,000港元（二零二二年十二月三十一日：約364,000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收益約為63,000港元（截至二零二二年六月三十日止六個月：公平價值虧損約281,000港元）。於期內，並無從該投資收取股息收入（截至二零二二年六月三十日止六個月：無）。

財務回顧

收益、毛利及毛利率

本集團於期內的收益約為29,269,000港元（截至二零二二年六月三十日止六個月：約29,196,000港元），較二零二二年同期的收益增加約0.3%。本集團期內收益增加主要是由於期內系統定製及網絡支援項目確認的收益增加，導致金融交易軟件解決方案業務收益增加。

本集團於期內的毛利約為18,694,000港元（截至二零二二年六月三十日止六個月：約18,842,000港元），較二零二二年同期的毛利減少約0.8%。本集團於期內的毛利率約為63.9%（截至二零二二年六月三十日止六個月：約64.5%），較二零二二年同期的毛利率減少約0.6%（按絕對數計算）。本集團毛利及毛利率下降主要是由於金融交易軟件解決方案業務的毛利率略有下降所致。

Provision for impairment loss on loan and interest receivables

The Group has recorded a provision for impairment loss on loan and interest receivables of approximately HK\$1,218,000 during the Period (six months ended 30 June 2022: approximately HK\$695,000) by taking into consideration the increase in loan receivables which have past due as at 30 June 2023. The assessment of the Group's provision for impairment loss on loan and interest receivables for the Period was performed under the ECL model in accordance with HKFRS 9 Financial Instruments. The key measuring parameters and inputs of the ECL approach include probability of default, loss given default and exposure at default, which are based on the assessed creditworthiness of the borrowers.

There was no significant change to the bases, assumptions and inputs adopted in the ECL assessment for the Period from those adopted in the corresponding period in 2022.

The Company has instructed its legal advisers to issue demand letters to the borrowers who have overdue loans for more than 90 days, demanding immediate repayment of the outstanding loan principals and interests. Legal advice has been sought for potential further legal actions including but not limited to issuing statutory demands. Some of the overdue borrowers who are currently staying in the Mainland promise to repay the outstanding balances as soon as they return to Hong Kong. The Company will carry on ongoing periodic review and negotiations with the borrowers for repayment or settlement of their overdue balances.

Administrative expenses

The Group's administrative expenses for the Period amounted to approximately HK\$26,531,000 (six months ended 30 June 2022: approximately HK\$24,448,000), representing an increase of approximately 8.5% as compared with that of the corresponding period in 2022. The increase was primarily attributable to the increase in the staff costs during the Period.

Loss for the Period

The Group recorded a net loss after tax of approximately HK\$10,683,000 for the Period (six months ended 30 June 2022: approximately HK\$8,050,000). The increase in net loss was mainly due to (i) the increase in the administrative expenses from approximately HK\$24,448,000 in the six months ended 30 June 2022 to approximately HK\$26,531,000 in the Period; and (ii) the decrease in the Group's other income from approximately HK\$665,000 in the six months ended 30 June 2022 to approximately HK\$31,000 in the Period, which was primarily attributable to the recognition of government grants of approximately HK\$610,000 by the Group in the corresponding period in 2022 as compared to nil for the Period.

應收貸款及利息的減值虧損撥備

於期內，本集團錄得應收貸款及利息的減值虧損撥備約1,218,000港元（經計及於二零二三年六月三十日已逾期的應收貸款增加）（截至二零二二年六月三十日止六個月：約695,000港元）。本集團根據香港財務報告準則第9號金融工具項下之預期信貸虧損模型對於期內應收貸款及利息的減值虧損撥備進行評估。預期信貸虧損法之主要計量參數及輸入數據包括基於借款人經評估的信貸質素的違約概率、違約虧損率及違約風險。

與二零二二年相應期間所採納者相比，於期內預期信貸虧損評估所採納的基準、假設及輸入數據並無重大變化。

本公司已指示法律顧問向貸款逾期超過90天的借款人發出催款函，要求彼等立即償還未償還貸款本金及利息。本公司已就可能進一步採取的法律行動尋求法律意見，包括但不限於發出法定償債書。部分目前位於內地的逾期借款人已承諾於返港後盡快償還未償還結餘。本公司將繼續定期審核及就償還或結算逾期結餘與借款人協商。

行政開支

本集團於期內的行政開支約為26,531,000港元（截至二零二二年六月三十日止六個月：約24,448,000港元），較二零二二年同期的行政開支增加約8.5%。增加乃主要由於期內員工成本增加。

期內虧損

本集團於期內錄得除稅後虧損淨額約10,683,000港元（截至二零二二年六月三十日止六個月：約8,050,000港元）。虧損淨額增加乃主要由於(i)行政開支由截至二零二二年六月三十日止六個月的約24,448,000港元增加至期內的約26,531,000港元；及(ii)本集團的其他收入由截至二零二二年六月三十日止六個月的約665,000港元減少至期內約31,000港元，乃主要由於本集團於二零二二年同期確認政府補助約610,000港元，而期內並無確認有關收入。

Financial Resources, Liquidity and Capital Structure

As at 30 June 2023, the Group's bank and cash balances were approximately HK\$17,109,000 (31 December 2022: approximately HK\$26,945,000). The net current assets of the Group as at 30 June 2023 amounted to approximately HK\$36,043,000 (31 December 2022: approximately HK\$48,096,000). As at 30 June 2023, approximately 99.7% (31 December 2022: approximately 99.8%) of the Group's cash and cash equivalents were denominated in Hong Kong dollars, while the remaining balance was denominated in Renminbi and United States dollars. The current ratio of the Group, which was defined as total current assets divided by total current liabilities, was approximately 2.3 times as at 30 June 2023 (31 December 2022: approximately 2.3 times).

As at 30 June 2023, the Group's total borrowing was comprised solely of a bank finance lease amounting to approximately HK\$1,214,000 (31 December 2022: approximately HK\$1,380,000) with annual effective interest rate at 4.83% (31 December 2022: 4.83%) and denominated in Hong Kong dollars. The Group's bank finance lease will be matured and settled on 27 October 2026. As at 30 June 2023, the gearing ratio of the Group, which was defined as total borrowing divided by total assets, was approximately 0.01 (31 December 2022: 0.01).

As at 30 June 2023, the capital of the Company comprised ordinary shares only.

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 advisors 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. Following the amendments to Chapter 23 of the GEM Listing Rules which took effect on 1 January 2023, the Group will only grant options to such eligible participants which are permitted under the GEM Listing Rules. 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.

The number of options available for grant under the existing Scheme limit as at 1 January 2023 and 30 June 2023 was 12,605,823 shares of HK\$0.05 each, representing approximately 10% of the Company's issued share capital as at the date of this report.

During the Period, no share options were granted, exercised, cancelled or lapsed.

財務資源、流動資金及資本架構

於二零二三年六月三十日，本集團的銀行及現金結餘約為17,109,000港元（二零二二年十二月三十一日：約26,945,000港元）。於二零二三年六月三十日，本集團的流動資產淨值約為36,043,000港元（二零二二年十二月三十一日：約48,096,000港元）。於二零二三年六月三十日，本集團約99.7%（二零二二年十二月三十一日：約99.8%）的現金及現金等價物以港元計值，餘額則以人民幣及美元計值。於二零二三年六月三十日，本集團的流動比率（界定為流動資產總值除以流動負債總額）約為2.3倍（二零二二年十二月三十一日：約2.3倍）。

於二零二三年六月三十日，本集團借貸總額僅包括銀行融資租賃約1,214,000港元（二零二二年十二月三十一日：約1,380,000港元），年實際利率為4.83%（二零二二年十二月三十一日：4.83%），以港元計值。本集團的銀行融資租賃將於二零二六年十月二十七日期到及結算。於二零二三年六月三十日，本集團的資產負債率（界定為借貸總額除以資產總值）約為0.01（二零二二年十二月三十一日：0.01）。

於二零二三年六月三十日，本公司的資本僅包括普通股。

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」），以吸引及挽留最佳員工，並向該計劃下的合資格參與者提供額外獎勵。根據該計劃，董事會獲授權，按全權酌情基準及根據該計劃的條款，向本集團任何僱員（全職或兼職）、董事、顧問或諮詢人、或本集團任何主要股東、或本集團任何分銷商、承包商、供應商、代理、客戶、業務夥伴或服務供應商授出可認購本公司股份（以當時之形式並可予調整）的購股權。於修訂GEM上市規則第23章（於二零二三年一月一日生效）後，本集團將僅會向該等合資格參與者授出GEM上市規則准許之購股權。該計劃由二零一三年九月十日起計十年內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，惟可根據該計劃所載的條文提早終止。

於二零二三年一月一日及二零二三年六月三十日，根據現有計劃上限可供授出的購股權數目為12,605,823股每股面值0.05港元的股份，佔本公司於本報告日期已發行股本約10%。

於期內，概無購股權獲授予、行使、註銷或失效。

Treasury and Funding Policies

The Group adopts a prudent approach with respect to its treasury and funding policies, and its financial and fundraising activities are subject to effective management and supervision. The Group manages its capital to ensure that the entities in the Group will be able to continue as a going concern while maximising the return to the shareholders (“Shareholders”) of the Company through optimisation of the debt and equity balance.

Foreign Exchange Exposure

During the Period, the business activities of the Group were mainly denominated in Hong Kong dollars. The Directors did not consider that the Group was exposed to any significant foreign currency exchange risks. During the Period, the Group did not adopt any financial instruments for hedging purposes.

Contingent Liabilities

As at 30 June 2023, the Group did not have any contingent liabilities (31 December 2022: Nil).

Capital Commitments

As at 30 June 2023, the Group did not have any capital commitments (31 December 2022: Nil).

Charges on the Group’s Assets

As at 30 June 2023, the Group did not have any material charge on its assets (31 December 2022: 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.

Deed of Settlement

Pursuant to the sale and purchase agreement entered in relation to the acquisition of Metrotec Limited (“Target Company”) by the Company on 8 July 2020, Oceanic Elite Holdings Limited (“Vendor”) unconditionally and irrevocably guaranteed and warranted to the Company that the aggregate of audited earnings before interest, tax depreciation and amortisation of the Target Company and its subsidiaries (“Metrotec Group”) for the three financial years ended 31 December 2020, 2021 and 2022 as reflected in its audited financial statements (“Audited EBITDA”) shall be of no less than the total sum of HK\$8,000,000 (“Guaranteed EBITDA”).

財政及資金政策

本集團對其財政及資金政策採取審慎的態度，且其財務及籌資活動均受到有效管理及監督。本集團管理其資本以確保本集團實體將能夠持續經營，同時透過優化債務及權益結餘，為本公司股東（「股東」）回報實現最大化。

外匯風險

於期內，本集團之業務活動主要以港元計值。董事認為本集團並無承受任何重大外匯風險。於期內，本集團並無採納任何金融工具作為對沖用途。

或然負債

於二零二三年六月三十日，本集團並無任何或然負債（二零二二年十二月三十一日：無）。

資本承擔

於二零二三年六月三十日，本集團並無任何資本承擔（二零二二年十二月三十一日：無）。

本集團之資產抵押

於二零二三年六月三十日，本集團並無任何重大資產抵押（二零二二年十二月三十一日：無）。

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對本公司及股東整體有利的情況下籌備實施計劃。

結算契據

根據就於二零二零年七月八日本公司收購 Metrotec Limited（「目標公司」）訂立之買賣協議，海豪控股有限公司（「賣方」）無條件及不可撤回地向本公司擔保及保證於目標公司及其附屬公司（「Metrotec集團」）之經審核財務報表中反映的其截至二零二零年、二零二一年及二零二二年十二月三十一日止三個財政年度之扣除利息、稅項折舊及攤銷前的經審核盈利總額（「經審核 EBITDA」）須不低於總金額8,000,000港元（「保證 EBITDA」）。

If the Audited EBITDA is less than the Guaranteed EBITDA and lower than the sum of HK\$3,600,000, the Vendor shall compensate the Company in the amount (“Compensation Sum”) calculated based on the following: (i) where the Audited EBITDA is a positive figure and less than the sum of HK\$3,600,000, the Compensation Sum = HK\$7,344,000 – (Audited EBITDA X 4 X 51%); or (ii) where the Audited EBITDA is a negative figure, the Compensation Sum will be equal to HK\$7,344,000.

As the Metrotec Group did not perform as expected and recorded losses before interest, tax, depreciation and amortisation of approximately HK\$3,705,000, HK\$2,284,000 and HK\$572,000 for the years ended 31 December 2020, 2021 and 2022 respectively, the Vendor shall compensate the Company a sum in cash of HK\$7,344,000.

On 30 June 2023, the Company, the Vendor and Ms. Chung Elizabeth Ching Yee (“Guarantor”) entered into a deed of settlement (“Deed of Settlement”) in relation to the settlement arrangement of the Compensation Sum pursuant to which the Compensation Sum shall be settled in the following manner: (i) HK\$2,344,000 shall be paid to the Company upon execution of the Deed of Settlement; and (ii) the remaining sum of HK\$5,000,000 (“Deferred Payment”) together with all interest accrued at the rate 10% per annum thereon shall be paid to the Company within 2 years upon execution of the Deed of Settlement. Interest shall accrue daily and be calculated on the basis of the actual number of days elapsed and a 365-day year and shall be payable on a quarterly basis. Pursuant to the Deed of Settlement, the Guarantor unconditionally and irrevocably guarantees to the Company the due and punctual performance of all obligations of the Vendor. The arrangement of the Deferred Payment under the Deed of Settlement constitutes provision of financial assistance by the Company to the Vendor. As at the date of the Deed of Settlement, the Target Company, a non-wholly owned subsidiary of the Company, was owned as to 49% by the Vendor and 51% by the Company. Accordingly, the Vendor was a substantial shareholder of the Target Company and a connected person of the Company at subsidiary level, and the transaction contemplated under the Deed of Settlement constituted a connected transaction under Chapter 20 of the GEM Listing Rules.

Details of the Deed of Settlement are set out in the announcement of the Company dated 30 June 2023.

Dividend

The Board does not recommend the payment of any interim dividend for the Period (six months ended 30 June 2022: Nil).

倘經審核EBITDA少於保證EBITDA且低於3,600,000港元，賣方須向本公司作出補償，金額（「補償金額」）按以下方式計算：(i)倘經審核EBITDA為正數且少於3,600,000港元：補償金額=7,344,000港元-（經審核EBITDA X 4 X 51%）；或(ii)倘經審核EBITDA為負數，則補償金額將相等於7,344,000港元。

由於Metrotec集團的表現不如預期，截至二零二零年、二零二一年及二零二二年十二月三十一日止年度分別錄得除利息、稅項、折舊及攤銷前虧損約3,705,000港元、2,284,000港元及572,000港元，賣方將補償本公司現金金額7,344,000港元。

於二零二三年六月三十日，本公司、賣方及鍾靜儀女士（「擔保人」）就補償金額的結算安排訂立結算契據（「結算契據」），據此，賠償金額將按以下方式結算：(i)2,344,000港元將於簽立結算契據後支付予本公司；及(ii)餘下的5,000,000港元（「延期付款」）連同所有按年利率10%計算的應計利息將於簽立結算契據後兩年內支付予本公司。利息將按照實際過去日數及一年365日每日計算且須每季度支付一次。根據結算契據，擔保人已無條件及不可撤銷地向本公司保證賣方妥為及準時履行其所有責任。結算契據項下的延期付款安排構成本公司向賣方提供財務資助。於結算契據日期，目標公司（本公司的非全資附屬公司）由賣方及本公司分別擁有49%及51%權益。因此，賣方為目標公司的主要股東及本公司於附屬公司層面的關連人士，而結算契據項下擬進行的交易構成GEM上市規則第20章項下的一項關連交易。

結算契據的詳情載於本公司日期為二零二三年六月三十日的公告。

股息

董事會並不建議期內派付任何中期股息（截至二零二二年六月三十日止六個月：無）。

Employees and Remuneration Policy

As at 30 June 2023, the Group had 71 employees (31 December 2022: 74). The Group continues to maintain and upgrade the capabilities of its workforce by providing them with adequate and regular training. The Group remunerates its employees mainly based on industry practices and individual performance and experience. On top of regular remuneration, discretionary bonus and share options may be granted to eligible staff by reference to the Group's performance as well as the individual performance. Total employee benefits expense, including directors' emoluments, was approximately HK\$21,574,000 for the Period (six months ended 30 June 2022: approximately HK\$19,922,000).

The remuneration of the Directors is determined by the Board, under the recommendation from the remuneration committee of the Company, with reference to the background, qualification, experience, duties and responsibilities of the respective Directors within the Group and the prevailing market conditions.

The Company adopted a share option scheme pursuant to an ordinary resolution of all the then Shareholders passed on 10 September 2013 and the Board is authorised, at its absolute discretion, to grant options to eligible participants including (a) any full-time or part-time employee of any member of the Group; (b) any consultant or adviser of any member of the Group; (c) any director (including executive, non-executive and independent non-executive directors) of any member of the Group; (d) any substantial shareholder of the Group; or (e) any distributor, contractor, supplier, agent, customer, business partner or service provider of any member of the Group. Following the amendments to Chapter 23 of the GEM Listing Rules which took effect on 1 January 2023, the Group will only grant options to such eligible participants which are permitted under the GEM Listing Rules.

Prospect

Looking ahead, the economy of Hong Kong is expected to return to a positive growth. Hong Kong has relaxed its quarantine controls and reopened its borders with the Mainland in the first quarter of 2023, which led to a strong recovery of inbound tourism and domestic demand. The disbursement of the latest round of consumption vouchers in July 2023 and the improved labour market conditions will boost domestic consumption demand. However, such positive effect will likely be offset to a certain extent by the quantitative tightening measures adopted by the major economies. The development of the global economic conditions will remain the key uncertainties in relation to the revival of the Hong Kong economy.

The Group will continue to serve its clients diligently so as to secure more customers with its experience and reputation in the financial trading software solutions business. The money lending business is another core business segment of the Group. In view of the instability of the financial market and the economic environment in Hong Kong, the Group will implement a prudent approach in granting new loans and collect the loans it has granted and the related interest receivables from the borrowers in an active manner. In addition, the Group will also explore different business opportunities in order to expand its businesses and generate more revenue.

僱員及薪酬政策

於二零二三年六月三十日，本集團有71名僱員（二零二二年十二月三十一日：74名）。本集團繼續透過向彼等提供足夠及定期培訓，以維持及提升僱員的工作能力。本集團向僱員提供之薪酬乃主要基於業內慣例以及個人表現及經驗釐定。除一般薪酬外，本集團亦會參考本集團的表現及僱員的個人表現向合資格僱員授出酌情花紅及購股權。期內，僱員福利開支總額（包括董事酬金）約為21,574,000港元（截至二零二二年六月三十日止六個月：約19,922,000港元）。

董事薪酬乃由董事會根據本公司薪酬委員會的推薦建議，參考有關董事的背景、資歷、經驗以及於本集團的職務及職責以及現行市況釐定。

本公司根據當時全體股東於二零一三年九月十日通過的普通決議案採納購股權計劃，董事會獲授權全權酌情將購股權授予合資格參與人士，包括(a)本集團任何成員公司之任何全職或兼職僱員；(b)本集團任何成員公司之任何諮詢人或顧問；(c)本集團任何成員公司之任何董事（包括執行董事、非執行董事及獨立非執行董事）；(d)本集團任何主要股東；或(e)本集團任何成員公司之任何經銷商、承包商、供應商、代理、客戶、業務夥伴或服務供應商。於修訂GEM上市規則第23章（於二零二三年一月一日生效）後，本集團將僅會向該等合資格參與者授出GEM上市規則准許之購股權。

展望

展望未來，香港經濟預期將恢復正增長。於二零二三年第一季度香港已放寬檢疫管制，與內地重開邊境，此帶動赴港旅遊業及內部需求強勁復甦。新一輪消費券於二零二三年七月發放，加上勞工市場情況有所改善，均會刺激本地消費需求。然而，主要經濟體的量化緊縮措施可能會在一定程度上抵銷該等正面影響。全球經濟狀況發展仍將是香港經濟復甦的主要不確定因素。

本集團將繼續竭誠為客戶服務，憑藉其在金融交易軟件解決方案業務領域的經驗及聲譽，爭取更多客戶。借貸業務為本集團的另一項核心業務分部。鑒於香港金融市場及經濟環境的不穩定局面，本集團將以審慎的態度授出新貸款，並積極向借款人收回應收貸款及相關利息。此外，本集團亦將探索不同的商業機會，以擴大業務範圍，創造更多收入。

OTHER INFORMATION

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

As at 30 June 2023, the interests and short positions of the Directors and the chief executive of the Company 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, were as follows:

Name of Director	Capacity/nature of interest	Number of shares interested	Approximate percentage of shareholding as at 30 June 2023
董事姓名	身份／權益性質	擁有權益的股份數目 (note (a)) (附註(a))	於二零二三年六月三十日 股權概約百分比 (note (b)) (附註(b))
Ms. Tin Yat Yu Carol 田一好女士	Beneficial owner 實益擁有人	36,467,000 (L)	28.93

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 June 2023 (i.e. 126,058,234 shares) had been used for the calculation of the approximate percentage shareholdings in the Company.

Save as disclosed above, as at 30 June 2023, 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.

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

於二零二三年六月三十日，董事及本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第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；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及淡倉如下：

Name of Director	Capacity/nature of interest	Number of shares interested	Approximate percentage of shareholding as at 30 June 2023
董事姓名	身份／權益性質	擁有權益的股份數目 (note (a)) (附註(a))	於二零二三年六月三十日 股權概約百分比 (note (b)) (附註(b))
Ms. Tin Yat Yu Carol 田一好女士	Beneficial owner 實益擁有人	36,467,000 (L)	28.93

附註：

- (a) 「L」指本公司普通股之好倉。
- (b) 於二零二三年六月三十日的本公司已發行股份總數（即126,058,234股股份）用於計算本公司的股權概約百分比。

除上文所披露者外，於二零二三年六月三十日，董事或本公司主要行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有(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任何權益或淡倉；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任何權益或淡倉。

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares

So far as is known to the Directors, as at 30 June 2023, the following person (not being a Director or the chief executive of the Company) had, or was 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:

Other person

Name of Shareholder	Capacity/nature of interest	Number of shares interested	Approximate percentage of shareholding as at 30 June 2023
股東名稱	身份／權益性質	擁有權益的股份數目 (note (a)) (附註(a))	於二零二三年六月三十日 股權概約百分比 (note (b)) (附註(b))
Mr. Chan Sek Keung Ringo 陳錫強先生	Beneficial owner 實益擁有人	6,168,000 (L)	4.89
	Interest of a controlled corporation 受控法團權益	600,000 (L) (note (c)) (附註(c))	0.48

Notes:

- (a) "L" denotes long position in the ordinary shares and the underlying ordinary shares of the Company.
- (b) The total number of the issued shares of the Company as at 30 June 2023 (i.e. 126,058,234 shares) had been used for the calculation of the approximate percentage shareholdings in the Company.
- (c) These 600,000 ordinary shares of the Company are held by Woodstock Management Limited, which is wholly-owned by Mr. Chan Sek Keung Ringo. By virtue of the SFO, Mr. Chan Sek Keung Ringo is deemed or taken to be interested in all the ordinary shares of the Company held by Woodstock Management Limited.

Save as disclosed above, as at 30 June 2023, the Directors were not aware of any other persons (not being a Director or the chief executive of the Company) 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.

主要股東及其他人士於股份及相關股份的權益及淡倉

據董事所知，於二零二三年六月三十日，下列人士（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：

其他人士

附註：

- (a) 「L」指本公司普通股及相關普通股之好倉。
- (b) 於二零二三年六月三十日的本公司已發行股份總數（即126,058,234股股份）用於計算本公司的股權概約百分比。
- (c) 該等600,000股本公司普通股由Woodstock Management Limited持有，Woodstock Management Limited由陳錫強先生全資擁有。根據證券及期貨條例，陳錫強先生被視為或當當作於Woodstock Management Limited持有之全部本公司普通股中擁有權益。

除上文披露者外，於二零二三年六月三十日，董事並不知悉任何其他人士（並非董事或本公司主要行政人員）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 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.

Competing Interests

Ms. Lam Ching Yee, an executive Director, also being an executive director and the chief executive officer of Hang Tai Yue Group Holdings Limited ("HTY Group"), 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 (former name as Tin Yuen Sin Carol), an executive Director, is also a director of Delta Wealth Credit Limited (which was principally engaged in money lending business from 1 January 2023 to 12 June 2023) and Delta Wealth Finance Limited (which is 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 30 June 2023, the Company did not have any controlling Shareholder.

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。

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。

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。

競爭權益

執行董事林靜儀女士亦為恆泰裕集團控股有限公司（「恆泰裕集團」）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（曾用名為田琬善）亦為融富信貸有限公司（自二零二三年一月一日至二零二三年六月十二日該公司主要從事借貸業務）及融富財務有限公司（該公司主要從事借貸業務）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。於二零二三年六月三十日，本公司並無任何控股股東。

Change of Directors

With effect from 7 July 2023, (1) Ms. Liu Mung Ting has been appointed as an executive Director; (2) Mr. Chan Wai Lung has resigned as the chief executive officer of the Company (“Chief Executive Officer”) and Ms. Liu Mung Ting has been appointed as the Chief Executive Officer; (3) Mr. Chan Wai Lung has been appointed as the vice chairman of the Board (“Vice Chairman”); (4) Ms. Lo Wing Sze *BBS, JP* has resigned as an independent non-executive Director and a member of each of the audit committee (“Audit Committee”), the nomination committee (“Nomination Committee”) and the remuneration committee (“Remuneration Committee”) of the Board; and (5) Mr. Tang Shu Pui Simon has been appointed as an independent non-executive Director and a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee.

Changes in Directors’ Information

Pursuant to Rule 17.50A(1) of the GEM Listing Rules, there were changes in the information required to be disclosed pursuant to paragraphs (a) to (e) and (g) of Rule 17.50(2) of the GEM Listing Rules in the course of the term of office of a Director.

Mr. Chan Wai Lung, an executive Director and the Vice Chairman, has been appointed as an independent non-executive director, the chairman of the remuneration committee and a member of each of the audit committee and the nomination committee of China Bozza Development Holdings Limited (a company listed on the Main Board of the Stock Exchange with Stock Code: 1069) with effect from 19 May 2023.

Ms. Tin Yat Yu Carol (former name as Tin Yuen Sin Carol), an executive Director and the chairman of the Board, has been appointed as the vice chairman of InvesTech Holdings Limited (a company listed on the Main Board of the Stock Exchange with Stock Code: 1087) with effect from 15 June 2023.

Save as disclosed above, there are no other matters that need to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules.

董事變更

自二零二三年七月七日起，(1)廖夢婷女士獲委任為執行董事；(2)陳偉龍先生已辭任本公司行政總裁（「行政總裁」），而廖夢婷女士獲委任為行政總裁；(3)陳偉龍先生獲委任為董事會副主席（「副主席」）；(4)羅詠詩女士 *銅紫荊星章·太平紳士* 辭任獨立非執行董事及董事會審核委員會（「審核委員會」）、提名委員會（「提名委員會」）及薪酬委員會（「薪酬委員會」）各自之成員；及(5)鄧澍焯先生獲委任為獨立非執行董事及審核委員會、提名委員會及薪酬委員會各自之成員。

董事資料變動

根據GEM上市規則第17.50A(1)條，在董事任期內發生根據GEM上市規則第17.50(2)條(a)至(e)及(g)段規定須予披露資料的變動。

執行董事兼副主席陳偉龍先生已獲委任為中國寶沙發展控股有限公司（一間於聯交所主板上市的公司，股份代號：1069）獨立非執行董事、薪酬委員會主席、審核委員會及提名委員會成員，自二零二三年五月十九日起生效。

執行董事兼董事會主席田一好女士（前度名字為田琬善）已獲委任為威訊控股有限公司（一間於聯交所主板上市的公司，股份代號：1087）的副主席，自二零二三年六月十五日起生效。

除上文所披露者外，概無其他事宜須根據GEM上市規則第17.50A(1)條予以披露。

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. Hon Ming Sang (chairman), Ms. Lee Kwun Ling, May Jean and Mr. Tang Shu Pui Simon. 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
Ms. Tin Yat Yu Carol
Chairman

Hong Kong, 11 August 2023

As at the date of this report, the Board consists of Ms. Tin Yat Yu Carol being an executive Director and the chairman of the Board, Mr. Chan Wai Lung being an executive Director and the Vice Chairman, Ms. Liu Mung Ting being an executive Director and the Chief Executive Officer, Ms. Lam Ching Yee and Ms. Lin Ting being the executive Directors, and Mr. Hon Ming Sang, Ms. Lee Kwun Ling, May Jean and Mr. Tang Shu Pui Simon 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，即韓銘生先生（主席）、李筠翎女士及鄧澍焙先生。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
田一好女士

香港，二零二三年八月十一日

於本報告日期，董事會成員包括執行董事兼董事會主席田一好女士，執行董事兼副主席陳偉龍先生，執行董事兼行政總裁廖夢婷女士，執行董事林靜儀女士及林靈女士，以及獨立非執行董事韓銘生先生、李筠翎女士及鄧澍焙先生。



**FINSOFT FINANCIAL INVESTMENT
HOLDINGS LIMITED**

匯財金融投資控股有限公司

