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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)

(Stock Code: 8018)

2023 THIRD QUARTERLY RESULTS ANNOUNCEMENT

The board (“**Board**”) of directors (“**Directors**”) of Finsoft Financial Investment Holdings Limited (“**Company**”, together with its subsidiaries, the “**Group**”) hereby announces the unaudited condensed consolidated results of the Group for the nine months ended 30 September 2023. This announcement, containing the full text of the 2023 third quarterly report of the Company, complies with the relevant requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”) in relation to information to accompany preliminary announcement of quarterly results.

On behalf of the Board
Finsoft Financial Investment Holdings Limited
Ms. Tin Yat Yu Carol
Chairman

Hong Kong, 10 November 2023

As at the date of this announcement, 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 of the Board, Ms. Liu Mung Ting being an executive Director and the chief executive officer of the Company, 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.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited at <https://www.hkexnews.hk> for a minimum period of seven days from the date of its publication and on the website of the Company at www.finsofthk.com.

* For identification purposes only

FINSOFT FINANCIAL INVESTMENT HOLDINGS LIMITED

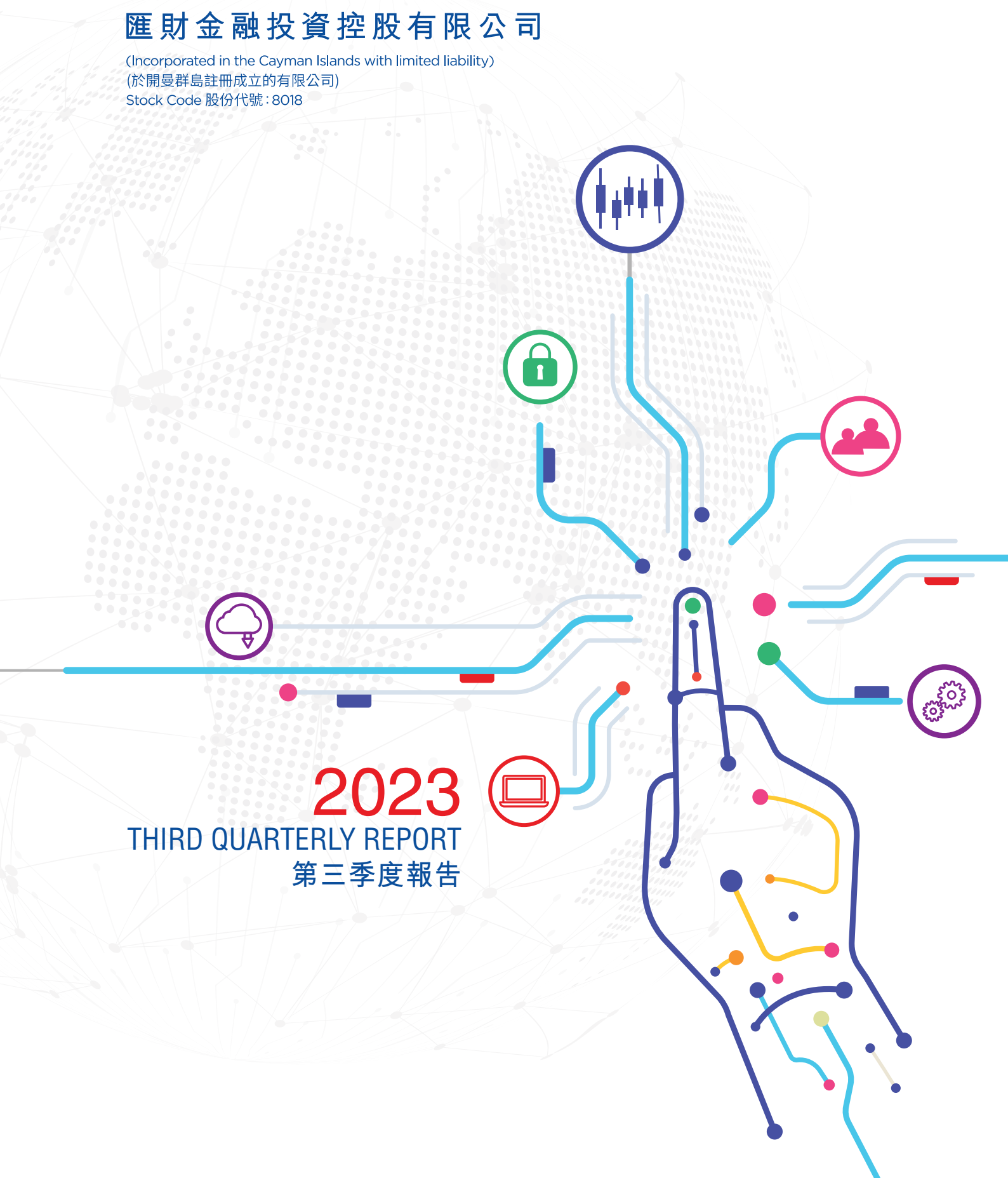
匯財金融投資控股有限公司

(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
THIRD QUARTERLY REPORT
第三季度報告





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

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

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

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

香港聯合交易所有限公司（「聯交所」）GEM的特色

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市的公司普遍為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

香港交易及結算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載任何陳述產生誤導。

THIRD QUARTERLY RESULTS

The board of Directors (“Board”) announces the unaudited condensed consolidated results of Finsoft Financial Investment Holdings Limited (“Company”, together with its subsidiaries, referred to as “Group”) for the three months and nine months ended 30 September 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 nine months ended 30 September 2023

第三季度業績

董事會（「董事會」）公佈·匯財金融投資控股有限公司（「本公司」·連同其附屬公司統稱「本集團」）截至二零二三年九月三十日止三個月及九個月之未經審核簡明綜合業績·連同二零二二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

截至二零二三年九月三十日止三個月及九個月

		Notes 附註	Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
			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	3	11,213	13,909	40,482	43,105
Cost of sales	銷售成本		(5,200)	(4,636)	(15,775)	(14,990)
Gross profit	毛利		6,013	9,273	24,707	28,115
Other income	其他收入	4	131	852	162	1,517
Other gains and (losses)	其他收益及(虧損)	5	(131)	(5,248)	(434)	(5,976)
Impairment loss on loan and interest receivables	應收貸款及利息的減值虧損		(233)	(258)	(1,451)	(953)
Administrative expenses	行政開支		(11,581)	(13,100)	(38,112)	(37,548)
Loss from operations	經營虧損		(5,801)	(8,481)	(15,128)	(14,845)
Finance costs	財務成本	6	(54)	(138)	(231)	(462)
Share of loss of associates	應佔聯營公司虧損		(80)	(102)	(290)	(269)
Share of loss of a joint venture	應佔一間合營公司虧損		(4)	(1)	(9)	(6)
Loss before tax	除稅前虧損		(5,939)	(8,722)	(15,658)	(15,582)
Income tax expense	所得稅開支	7	(52)	(654)	(1,016)	(1,844)
Loss for the period	期內虧損	8	(5,991)	(9,376)	(16,674)	(17,426)
Other comprehensive income, net of tax:	其他全面收入·扣除稅項:					
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 financial assets at fair value through other comprehensive income	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		(146)	(314)	(83)	(595)
Other comprehensive income for the period, net of tax	期內其他全面收入·扣除稅項		(146)	(314)	(83)	(595)
Total comprehensive income for the period	期內全面收入總額		(6,137)	(9,690)	(16,757)	(18,021)



		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		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	(5,950)	(9,329)	(16,564)	(17,075)
Non-controlling interests	非控股權益	(41)	(47)	(110)	(351)
		<u>(5,991)</u>	<u>(9,376)</u>	<u>(16,674)</u>	<u>(17,426)</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	(6,096)	(9,643)	(16,647)	(17,670)
Non-controlling interests	非控股權益	(41)	(47)	(110)	(351)
		<u>(6,137)</u>	<u>(9,690)</u>	<u>(16,757)</u>	<u>(18,021)</u>

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		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)	(4.720)	(7.400)	(13.140)	(13.545)
Diluted (HK cents)	攤薄 (港仙)	(4.720)	(7.400)	(13.140)	(13.545)

Note
附註

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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. The address of the Company's 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

The unaudited condensed consolidated results of the Group for the nine months ended 30 September 2023 ("Results") have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants. HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards; and Interpretations. The Results also comply with the applicable disclosure provision of the GEM Listing Rules and the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622 of the Laws of Hong Kong).

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

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。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

本集團截至二零二三年九月三十日止九個月之未經審核簡明綜合業績（「本業績」）乃根據由香港會計師公會頒佈之所有適用香港財務報告準則（「香港財務報告準則」）編製。香港財務報告準則包括香港財務報告準則；香港會計準則；及詮釋。本業績亦遵守GEM上市規則之適用披露條文及香港公司條例（香港法例第622章）之披露規定。

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



2. BASIS OF PREPARATION (CONTINUED)

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 2022, with addition for the new HKFRSs and amendments to HKFRSs that have become effective for the Group's financial year beginning on 1 January 2023.

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

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

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		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	20	26	680	1,018
Sales of technology software systems	銷售技術軟件系統	370	1,455	3,116	4,240
System customisation and network support	系統訂製及網絡支援	2,208	2,687	9,797	6,670
Software licensing fee	軟件特許費	5,097	6,289	16,155	20,095
Software maintenance services	軟件保養服務	2,308	2,156	7,022	6,465
Hosting and related services fee	伺服器寄存及相關服務費	960	1,147	2,898	3,582
Others	其他	1	-	1	2
		10,964	13,760	39,669	42,072
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	249	149	813	1,033
		11,213	13,909	40,482	43,105

2. 編製基準 (續)

編製本業績時採納之會計政策，與本集團截至二零二二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，並已加入於二零二三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

期內按主要服務線劃分的來自客戶合約之收益分拆如下：

4. OTHER INCOME

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		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	銀行存款之利息收入	1	-	9	1
Government grant	政府補助	-	841	-	1,451
Rental income	租金收入	6	-	25	-
Sundry income	雜項收入	124	11	128	65
		131	852	162	1,517

4. 其他收入

5. OTHER GAINS AND (LOSSES)

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		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)
Foreign exchange differences, net	外匯差額淨額	-	1	(1)	(1)
Net fair value 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虧損淨額	(57)	(5,247)	(339)	(5,857)
- Listed equity investments	- 上市股本投資	(7)	(2)	(27)	8
(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	(67)	-	(67)	(126)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	(131)	(5,248)	(434)	(5,976)

5. 其他收益及(虧損)



6. FINANCE COSTS

6. 財務成本

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		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	54	138	231	462

7. INCOME TAX EXPENSE

7. 所得稅開支

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		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 – Charge for the period	即期稅項—香港 一期內計提	34	659	1,027	1,734
Deferred tax	遞延稅項	18	(5)	(11)	110
Income tax expense	所得稅開支	52	654	1,016	1,844

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.

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。

Under the two-tiered profits tax regime, Hong Kong profits tax rate for the first HK\$2 million of assessable profits of qualifying corporations was lowered to 8.25% for the nine months ended 30 September 2023 (nine months ended 30 September 2022: 8.25%), and profits above that amount was subject to the tax rate of 16.5% for the nine months ended 30 September 2023 (nine months ended 30 September 2022: 16.5%). For the other Hong Kong established subsidiaries of the Company, Hong Kong profits tax was provided at a rate of 16.5% for the nine months ended 30 September 2023 (nine months ended 30 September 2022: 16.5%) on the estimated assessable profits.

根據兩級利得稅制，截至二零二三年九月三十日止九個月，合資格法團首2,000,000港元的應課稅溢利的香港利得稅稅率下調至8.25%（截至二零二二年九月三十日止九個月：8.25%），而截至二零二三年九月三十日止九個月，超過該金額的溢利已按16.5%（截至二零二二年九月三十日止九個月：16.5%）稅率徵稅。就其他於香港成立之本公司附屬公司而言，截至二零二三年九月三十日止九個月，香港利得稅根據估計應課稅溢利已按16.5%（截至二零二二年九月三十日止九個月：16.5%）稅率計提。

7. INCOME TAX EXPENSE (CONTINUED)

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 nine months ended 30 September 2023, no share of tax attributable to associates (nine months ended 30 September 2022: Nil) and no share of tax attributable to a joint venture (nine months ended 30 September 2022: Nil) were included in "Share of loss of associates" and "Share of loss of a joint venture" respectively.

8. LOSS FOR THE PERIOD

Loss for the period is arrived at after charging:

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		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	353	177	1,051	487
Depreciation of right-of-use assets	使用權資產折舊	1,691	1,951	5,344	5,826
Lease payments not included in the measurement of lease liabilities	未計入租賃負債計量的租賃付款	342	-	687	-
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	9,702	9,986	30,752	29,380
- Retirement benefits scheme contributions	- 退休福利計劃供款	248	257	772	785
		9,950	10,243	31,524	30,165

During the nine months ended 30 September 2023, cost of sales included staff costs of HK\$12,042,000 (nine months ended 30 September 2022: HK\$11,548,000), which are included in the amounts disclosed respectively above.

7. 所得稅開支 (續)

其他地區應課稅溢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。

截至二零二三年九月三十日止九個月，概無應佔歸屬於聯營公司之稅項（截至二零二二年九月三十日止九個月：無）及概無應佔歸屬於一間合營公司之稅項（截至二零二二年九月三十日止九個月：無）分別計入「應佔聯營公司虧損」及「應佔一間合營公司虧損」。

8. 期內虧損

期內虧損經扣除下列各項後得出：

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		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	353	177	1,051	487
Depreciation of right-of-use assets	使用權資產折舊	1,691	1,951	5,344	5,826
Lease payments not included in the measurement of lease liabilities	未計入租賃負債計量的租賃付款	342	-	687	-
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	9,702	9,986	30,752	29,380
- Retirement benefits scheme contributions	- 退休福利計劃供款	248	257	772	785
		9,950	10,243	31,524	30,165

截至二零二三年九月三十日止九個月，銷售成本包括員工成本12,042,000港元（截至二零二二年九月三十日止九個月：11,548,000港元），分別計入上文所披露之金額。



9. DIVIDEND

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

10. LOSS PER SHARE

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

9. 股息

董事會並不建議就截至二零二三年九月三十日止九個月派付任何股息（截至二零二二年九月三十日止九個月：無）。

10. 每股虧損

每股基本及攤薄虧損乃按以下數據計算：

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		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>(5,950)</u>	<u>(9,329)</u>	<u>(16,564)</u>	<u>(17,075)</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 the 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>

11. UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

11. 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的金融資產之儲備	Accumulated losses	Subtotal	Non-controlling interests	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	金融資產之儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	小計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	權益總額 HK\$'000 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 fair value through other comprehensive income	按公平價值計入其他全面收入之金融資產之公平價值變動	-	-	-	-	(595)	-	(595)	-	(595)
Loss for the period	期內虧損	-	-	-	-	-	(17,075)	(17,075)	(351)	(17,426)
Changes in equity for the period	期內權益變動	-	-	-	-	(595)	(17,075)	(16,670)	(351)	(18,021)
At 30 September 2022 (Unaudited)	於二零二二年 九月三十日 (未經審核)	6,303	229,281	1,613	78	(37,754)	(123,413)	76,108	(2,266)	73,842
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 fair value through other comprehensive income	按公平價值計入其他全面收入之金融資產之公平價值變動	-	-	-	-	(83)	-	(83)	-	(83)
Loss for the period	期內虧損	-	-	-	-	-	(16,564)	(16,564)	(110)	(16,674)
Changes in equity for the period	期內權益變動	-	-	-	-	(83)	(16,564)	(16,647)	(110)	(16,757)
At 30 September 2023 (Unaudited)	於二零二三年 九月三十日 (未經審核)	6,303	229,281	-	78	(38,036)	(148,445)	49,181	(2,435)	46,746



MANAGEMENT DISCUSSION AND ANALYSIS

During the nine months ended 30 September 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 third quarter of 2023, though the momentum had softened following the strong rebound in the first half of 2023. Looking ahead, it is probable that inbound tourism and private consumption will remain the major drivers of local economic growth for the rest of the year. In view of “Night Vibes Hong Kong”, a campaign launched by the Hong Kong government in mid-September 2023 to promote tourism and stimulate the economy using night markets, visitor arrivals are expected to increase further.

The improving economic conditions and prospects of Hong Kong should bode well for domestic demand, though the weak external economic environment as a result of high global interest rates which is likely to prevail for the rest of this year may impose constraints on the domestic economy. Nevertheless, Hong Kong government’s various measures to boost the momentum of the recovery of the domestic economy would likely to provide additional support to private consumption. The Group will continue to closely monitor the overall economic environment and 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 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\$39,668,000 during the Period (nine months ended 30 September 2022: approximately HK\$42,070,000), representing a decrease of approximately 5.7%. Although a number of clients had terminated their software licensing services contracts with iAsia during the Period, iAsia still managed to keep a steady intake of new projects from its clients.

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 clients 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 clients throughout the Period.

管理層討論及分析

於截至二零二三年九月三十日止九個月（「期內」），本集團主要於香港從事提供金融交易軟件解決方案、提供其他資訊科技及互聯網金融平台服務、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，儘管香港經濟繼二零二三年上半年強勁反彈後復甦勢頭有所放緩，但其於二零二三年第三季度繼續復甦。展望未來，入境旅遊及私人消費將很可能仍為今年餘下時間本地經濟增長的主要動力。鑒於香港政府於二零二三年九月中旬推出「香港夜繽紛」活動，利用夜市促進旅遊及刺激經濟，預期訪港旅客會進一步增加。

不斷改善的香港經濟狀況及前景將有利於本地需求，但今年餘下時間全球利率很可能仍居高不下而導致的外圍經濟環境疲弱可能會對本地經濟造成制約。儘管如此，香港政府為增強本地經濟的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，竭誠服務客戶，利用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」）於期內貢獻的來自外部客戶的分部收益為約39,668,000港元（截至二零二二年九月三十日止九個月：約42,070,000港元），減少約5.7%。儘管期內若干客戶終止彼等與亞網的軟件特許服務合約，亞網仍設法保持穩定獲取客戶新項目。

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。於期內，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 a reputation in the financial trading software solutions industry in Hong Kong and has a well-established client 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.

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 (nine months ended 30 September 2022: Nil). In order to improve the sales performance of this business division, the Group will continue to diversify its provision of other IT services, such as providing system migration services to new clients. 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\$813,000 (nine months ended 30 September 2022: approximately HK\$1,033,000), representing a decrease of approximately 21.3%. The interest rate charged by the Group on loans granted to its clients during the Period ranged from 8% per annum to 21.6% per annum (nine months ended 30 September 2022: ranged from 8% per annum to 33.6% per annum). During the Period, the Group recorded a provision for impairment loss on loan and interest receivables of approximately HK\$1,451,000 (nine months ended 30 September 2022: approximately HK\$953,000). 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 September 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.

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。

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（截至二零二二年九月三十日止九個月：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813,000港元（截至二零二二年九月三十日止九個月：約1,033,000港元），減少約21.3%。於期內，本集團向客戶收取之授出貸款利率介乎每年8%至每年21.6%（截至二零二二年九月三十日止九個月：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的減值虧損撥備約1,451,000港元（截至二零二二年九月三十日止九個月：約953,000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)於二零二三年九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。

* For identification purposes only

* 僅供識別



The Group's money lending business will remain a sustainable business segment 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 their certificate of incorporation, registers of members and directors, articles of association, certificate of incumbency and/or certificate of good standing (where applicable).

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 the loan and interest receivables balances. The Group also tightly controls the overdue balances by continuously monitoring the loan and interest payments 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 the borrowers' outstanding debts, which includes (i) sending reminder letters or e-mails or Whatsapp messages to the borrowers for repayments; (ii) arranging for negotiations with the borrowers for the repayment or settlement of loans; and (iii) requesting settlement of outstanding amounts 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.

本集團的借貸業務將仍為本集團之可持續發展業務分部。本集團的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，本集團在提供貸款融資服務方面實施了適當的內部控制政策及工作程序手冊。倘客戶向本集團提出貸款融資要求，本集團高級職員將執行程序識別客戶身份，詢問潛在客戶信息。個人客戶須提供的文件包括但不限於其香港身份證（或護照）及住址證明，公司客戶須提供的文件包括但不限於其公司註冊證書、股東及董事名冊、公司章程、在職證明及／或良好存續證明（如適用）。

一般而言，我們會透過下列方式對有關潛在個人及公司客戶展開信用評估：(i)進行財務評估，如獲得銀行及證券對賬單、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)開展不同的查詢，如破產或清算調查、土地查冊及信用調查。

本集團及時審查客戶的信貸風險、客戶盡職調查的範圍以及應收貸款及利息結餘的賬齡。本集團亦嚴格控制逾期結餘，根據貸款協議條款持續監控貸款及利息的支付情況，並與客戶密切跟進貸款或利息的支付期限。

本集團亦訂有債務催收政策，以收回借款人的未償還債務，包括(i)向借款人發送要求還款的催函或催收電郵或Whatsapp消息；(ii)安排與借款人協商還款或清償貸款；及(iii)不時通過電話要求結清欠付本集團的未償還款項。本集團可指示法律顧問就已逾期一定期限的貸款及利息發出追討函並就強制執行涉及拖欠償還之貸款而可能採取的法律行動提供意見及協助。



Assets investments

The portfolio of the Group's assets investments business during the Period consisted of investments in securities that were 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\$6,260,000 as at 30 September 2023 as the Group purchased and disposed of securities that were held for trading of approximately HK\$4,596,000 and approximately HK\$3,300,000 during the Period respectively and recognised a change in fair value reflecting a net loss of approximately HK\$339,000 (nine months ended 30 September 2022: approximately HK\$5,857,000) from the Group's securities investments during the Period. As at 30 September 2023, no individual securities investments at fair value accounted for 5% or more of the Group's total assets. During the Period, no dividend income was received by the Group from its investments in listed securities that were held for trading (nine months ended 30 September 2022: Nil).

The Directors expect that the stock market in Hong Kong will remain volatile and it may affect the performance of the Group's securities investments, which consist of mainly securities listed on the Stock Exchange. 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 investments: Equity investment (not held for trading) – China Parenting Network Holdings Limited (“CPN”)

As at 30 September 2023, the Group's other investments that were not held for trading included 3,307,600 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 1.15% 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) the provision of marketing and promotional services through its platform; and (ii) the sale of goods in the PRC.

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九月三十日的約6,260,000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，並於期內自本集團的證券投資確認反映虧損淨額約339,000港元的公平價值變動（截至二零二二年九月三十日止九個月：約5,857,000港元）所致。於二零二三年九月三十日，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。於期內，本集團並無收到其持作買賣的上市證券投資的股息收入（截至二零二二年九月三十日止九個月：無）。

董事預期香港股市將持續波動，其或會影響本集團證券（主要包括於聯交所上市的證券）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。

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」）

於二零二三年九月三十日，本集團並非持作買賣的其他投資包括中國育兒網絡（其已發行股份於聯交所主板上市，股份代號：1736）3,307,600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1.15%。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，主要於中國從事(i)透過其平台提供營銷及推廣服務；及(ii)銷售商品。



The CPN Shares were measured at fair value at approximately HK\$281,000 as at 30 September 2023, based on their last closing price quoted on the Stock Exchange. During the Period, the fair value loss of CPN Shares transferred to the financial assets measured at fair value through other comprehensive income reserve of the Group was approximately HK\$83,000 (nine months ended 30 September 2022: approximately HK\$595,000). During the Period, no dividend income was received from this investment (nine months ended 30 September 2022: Nil).

Financial Review

Revenue, gross profit and gross profit margin

Revenue of the Group for the Period was approximately HK\$40,482,000 (nine months ended 30 September 2022: approximately HK\$43,105,000), representing a decrease of approximately 6.1% as compared with that of the corresponding period in 2022. The decrease in the revenue of the Group during the Period was due to (i) the decrease in the revenue generated from the Group's financial software solutions business, which was affected by the volatility of the Hong Kong stock market, as certain customers terminated their software licensing services contracts with iAsia during the Period; and (ii) the decrease in the revenue generated from the money lending business during the Period. In view of the instability of the financial market and the economic environment in Hong Kong during the Period, the Group had adopted a more prudent approach in approving new loans, resulting in a reduction in the number of new borrowers and a decrease in the interest income generated by the Group from loan financing.

Gross profit of the Group for the Period was approximately HK\$24,707,000 (nine months ended 30 September 2022: approximately HK\$28,115,000), representing a decrease of approximately 12.1% as compared with that of the corresponding period in 2022. Gross profit margin of the Group for the Period was approximately 61.0% (nine months ended 30 September 2022: approximately 65.2%), representing a decrease of approximately 4.2% (in absolute amount) as compared with that of the corresponding period in 2022. Such decreases in the gross profit and the gross profit margin of the Group were mainly due to the slight decrease in the gross profit margin of the financial trading software solutions business during the Period.

於二零二三年九月三十日，基於聯交所所報最近收市價，中國育兒網絡股份按公平價值計量約為281,000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83,000港元（截至二零二二年九月三十日止九個月：約595,000港元）。於期內，並無從該投資收取股息收入（截至二零二二年九月三十日止九個月：無）。

財務回顧

收益、毛利及毛利率

本集團於期內的收益約為40,482,000港元（截至二零二二年九月三十日止九個月：約43,105,000港元），較二零二二年同期的收益減少約6.1%。本集團於期內的收益減少乃由於(i)受香港股市波動影響，若干客戶於期內終止與亞網簽訂的軟件特許服務合約，令本集團金融軟件解決方案業務的收益減少；及(ii)期內借貸業務所得收益減少。鑒於期內香港金融市場及經濟環境的不穩定局面，本集團在審批新貸款時已採取更為審慎的方針，導致新借款人數量減少及本集團自貸款融資產生之利息收入減少。

本集團於期內的毛利約為24,707,000港元（截至二零二二年九月三十日止九個月：約28,115,000港元），較二零二二年同期的毛利減少約12.1%。本集團於期內的毛利率約為61.0%（截至二零二二年九月三十日止九個月：約65.2%），較二零二二年同期的毛利率減少約4.2%（按絕對數額計算）。於期內，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微下降。



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\$1,451,000 during the Period (nine months ended 30 September 2022: approximately HK\$953,000) by taking into consideration the increase in loan receivables which have past due as at 30 September 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\$38,112,000 (nine months ended 30 September 2022: approximately HK\$37,548,000), representing an increase of approximately 1.5% as compared with that of the corresponding period in 2022. The increase was primarily attributable to the increase in the staff costs incurred by the Group during the Period.

應收貸款及利息的減值虧損撥備

考慮到於二零二三年九月三十日已逾期的應收貸款增加額，於期內，本集團錄得應收貸款及利息的減值虧損撥備約1,451,000港元（截至二零二二年九月三十日止九個月：約953,000港元）。根據香港財務報告準則第9號金融工具，本集團於期內應收貸款及利息的減值虧損撥備乃根據預期信貸虧損模式進行評估。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。部分目前位於中國內地的逾期借款人已承諾於返港後盡快償還未償還結餘。本公司將就償還或結算逾期結餘與借款人進行持續的定期審查及磋商。

行政開支

本集團於期內的行政開支約為38,112,000港元（截至二零二二年九月三十日止九個月：約37,548,000港元），較二零二二年同期的行政開支增加約1.5%。增加乃主要由於期內本集團產生的員工成本增加。



Loss for the Period

The Group recorded a net loss after tax of approximately HK\$16,674,000 for the Period (nine months ended 30 September 2022: approximately HK\$17,426,000). The decrease in net loss was mainly due to the net effect of (i) the decrease in the gross profit of the Group for the Period from approximately HK\$28,115,000 for the nine months ended 30 September 2022 to approximately HK\$24,707,000 for the Period; (ii) the increase in the provision for impairment loss on loan and interest receivables for the Period from approximately HK\$953,000 for the nine months ended 30 September 2022 to approximately HK\$1,451,000 for the Period; (iii) the decrease in the net fair value loss on financial assets at fair value through profit or loss for the Period from approximately HK\$5,857,000 for the nine months ended 30 September 2022 to approximately HK\$339,000 for the Period; and (iv) the increase in the administrative expenses incurred by the Group for the Period from approximately HK\$37,548,000 for the nine months ended 30 September 2022 to approximately HK\$38,112,000 for the Period as mentioned above.

Material Acquisition and Disposal

During the Period, the Group did not have any material acquisition or disposal transaction.

On 4 October 2023, iAsia, a wholly-owned subsidiary of the Company, as the tenant, and Capital Deal Limited as the landlord, entered into a renewal offer letter ("Offer Letter") to renew the existing tenancy agreement dated 15 October 2021 in respect of the lease of Units No. 811 and No. 812, 8/F, New Kowloon Plaza, 38 Tai Kok Tsui Road, Kowloon, Hong Kong ("Premises") for a term of two years from 1 November 2023 to 31 October 2025 (both days inclusive). In accordance with HKFRS 16 "Leases", the Company was required to recognise the value of the right-of-use asset in connection with the lease of the Premises under the Offer Letter in the Company's consolidated statement of financial position. Accordingly, the transaction contemplated under the Offer Letter was regarded as an acquisition of assets by the Group for the purpose of the GEM Listing Rules. Further details of the Offer Letter are set out in the announcement of the Company dated 4 October 2023.


期內虧損

本集團於期內錄得除稅後虧損淨額約16,674,000港元(截至二零二二年九月三十日止九個月:約17,426,000港元)。淨虧損減少乃主要由於(i)於期內本集團的毛利由截至二零二二年九月三十日止九個月的約28,115,000港元減少至約24,707,000港元;(ii)於期內應收貸款及利息減值虧損撥備由截至二零二二年九月三十日止九個月的約953,000港元增加至約1,451,000港元;(iii)於期內按公平價值計入損益的金融資產之公平價值虧損淨額由截至二零二二年九月三十日止九個月的約5,857,000港元減少至約339,000港元;及(iv)如上文所述,本集團於期內產生的行政開支由截至二零二二年九月三十日止九個月的約37,548,000港元增加至約38,112,000港元的淨影響。

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。

於二零二三年十月四日,本公司之全資附屬公司亞網(作為租戶)與時運來有限公司(作為業主)就香港九龍大角咀道38號新九龍廣場8樓811室及812室(「物業」)的租賃訂立重續要約函件(「要約函件」),以重續日期為二零二一年十月十五日的現有租賃協議,租期為二零二三年十一月一日至二零二五年十月三十一日(包括首尾兩日),為期兩年。根據香港財務報告準則第16號「租賃」,本公司須於其綜合財務狀況表中確認要約函件項下與租賃物業有關之使用權資產價值。因此,就GEM上市規則而言,要約函件項下擬進行之交易被視為本集團一項資產收購。要約函件的進一步詳情載於本公司日期為二零二三年十月四日的公告。



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 its shareholders (“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 the 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”).

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.

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其股東（「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」）。

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。



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.

Capital Structure

As at 30 September 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 would 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 Scheme expired on 8 September 2023.

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。

資本架構

於二零二三年九月三十日，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」），以吸引及挽留優秀人才，並根據該計劃向合資格參與者提供額外獎勵。根據該計劃，董事會獲授權全權酌情及根據該計劃條款授出購股權予本集團任何僱員（全職或兼職）、董事、顧問或諮詢人、或本集團任何主要股東、或本集團任何經銷商、承包商、供應商、代理、客戶、業務夥伴或服務供應商以認購本公司之股份（以當時之形式並可予調整）。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期間有效及生效，並於緊接該計劃第十個週年日的前一個營業日（即二零二三年九月八日）屆滿，惟受限於該計劃所載之提早終止條文。該計劃已於二零二三年九月八日屆滿。



During the period from 1 January 2023 to 8 September 2023, no share options were granted, exercised, cancelled or lapsed and the number of options available for grant under the Scheme as at 1 January 2023 and 8 September 2023 was 12,605,823 shares of HK\$0.05 each, representing approximately 10% of the Company's issued share capital as at 8 September 2023.

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 early 2023, which led to a strong recovery of inbound tourism and domestic demand. Under the "Night Vibes Hong Kong" campaign, which was launched by the Hong Kong government during the Mid-Autumn Festival, night markets as well as many other entertainment, cultural and artistic activities have been and will be held on the Hong Kong Island and in the Kowloon area, which will boost domestic consumption demand. However, such a positive effect will likely be offset to a certain extent by the quantitative tightening measures adopted by the major economies in the world. 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. In particular, to expand the reach of this business in the PRC, especially in the Greater Bay Area, the Group plans to establish a research and development centre in Qianhai, Shenzhen to leverage on the supportive government policies, innovative ecosystem and talent pool in the area. This centre will drive the Group's innovation and research and development of new technologies, and enhance the service quality of the Group. By collaborating with the local tech communities and partners, the Group aims to increase its market competitiveness. The goal of the Group is to foster cross-boundary innovation and leverage on the top-tier talents and advanced facilities in the area so as to accelerate the Group's product development and provision of high-quality solutions to its clients.

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.

於二零二三年一月一日至二零二三年九月八日期間，概無購股權獲授予、行使、註銷或失效，於二零二三年一月一日及二零二三年九月八日根據該計劃可授出數目為12,605,823股股份（每股0.05港元）（相當於二零二三年九月八日本公司已發行股本的約10%）的購股權。

展望

展望未來，香港經濟有望恢復至正增長。香港已放寬隔離管制，並於二零二三年初重新開放與內地的邊界，此令入境旅遊及本地需求強勁復蘇。香港特區政府於中秋節期間推出了「香港夜繽紛」活動，已經並將在港島及九龍各區舉行夜市、其他娛樂、文化及藝術活動，這將促進本地消費需求。然而，世界主要經濟體採取的量化緊縮措施可能在一定程度上抵銷其正面影響。全球經濟狀況的發展仍為與香港經濟復甦有關的關鍵不明朗因素。

本集團將繼續勤勉地為客戶服務，以憑藉其在金融交易軟件解決方案業務方面的經驗及聲譽獲得更多客戶。尤其是，為擴大中國（尤其是大灣區）的業務，本集團計劃在深圳前海成立研發中心，以便利用該地區政府支持政策、創新生態系統及人才儲備。該中心將推動本集團的創新及新技術研發，並提高本集團的服務質量。通過與當地科技社區及合作夥伴的合作，本集團旨在提高其市場競爭力。本集團的目標是促進跨界創新，並利用該區域的一流人才及先進設施來加快本集團的產品開發及向其客戶提供高質量的解決方案。

借貸業務為本集團另一項核心業務分部。鑑於香港金融市場及經濟環境的不穩定局面，本集團將採取審慎的方式授出新貸款，並以積極的方式收回其授出的貸款及應收借款人的相關利息。此外，本集團亦將挖掘擴大其業務及產生更多收益的不同商機。



OTHER INFORMATION

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

As at 30 September 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 Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) ("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 September 2023
董事名稱	身份／權益性質	擁有權益的股份數目 (note (a)) (附註(a))	於二零二三年九月三十日 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 September 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 September 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

於二零二三年九月三十日，董事及本公司主要行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中，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 September 2023
董事名稱	身份／權益性質	擁有權益的股份數目 (note (a)) (附註(a))	於二零二三年九月三十日 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) 於二零二三年九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，於二零二三年九月三十日，董事或本公司主要行政人員概無於本公司或其任何相聯法團（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 Person's Interests and Short Positions in Shares and Underlying Shares

So far as is known to the Directors, as at 30 September 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 股東名稱	Capacity/nature of interest 身份／權益性質	Approximate percentage of shareholding as at 30 September 2023 於二零二三年九月三十日股權概約百分比	
		Number of shares interested 擁有權益的股份數目 (note (a)) (附註(a))	(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 September 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 September 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中之權益及淡倉

據董事所知，於二零二三年九月三十日，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

Name of Shareholder 股東名稱	Capacity/nature of interest 身份／權益性質	Approximate percentage of shareholding as at 30 September 2023 於二零二三年九月三十日股權概約百分比	
		Number of shares interested 擁有權益的股份數目 (note (a)) (附註(a))	(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

附註：

- (a) 「L」指本公司普通股及相關普通股之好倉。
- (b) 於二零二三年九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被當作於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，於二零二三年九月三十日，董事並不知悉任何其他人士（並非本公司董事或主要行政人員）於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 and the chairman of the Board, is also a director of Delta Wealth Finance Limited (which was principally engaged in money lending business from 1 January 2023 to 12 June 2023) and Delta Wealth Credit 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 September 2023, the Company did not have any controlling Shareholder.

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 the Directors.

Mr. Chan Wai Lung, an executive Director and the vice chairman of the Board, has been re-designated from an independent non-executive director to an executive director of China Bozza Development Holdings Limited ("China Bozza") (a company listed on the Main Board of the Stock Exchange with Stock Code: 1069) with effect from 14 August 2023. He ceased to be the chairman of the remuneration committee and a member of each of the audit committee and the nomination committee of China Bozza with effect from 14 August 2023.

購買、出售或贖回上市證券

於期內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

董事進行證券交易

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

企業管治常規

於期內，本公司一直遵守GEM上市規則附錄15所載的企業管治守則（「企業管治守則」）所有適用守則條文。

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）為恆泰裕集團一間附屬公司（即百利財務有限公司，主要於香港從事借貸業務的公司）及恆泰裕集團其他附屬公司（主要從事資產投資業務）的董事。


執行董事兼董事會主席田一好女士（曾用名：田琬善）亦為融富財務有限公司（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）及融富信貸有限公司（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）擁有與本集團業務直接或間接構成或可能構成競爭的任何業務或於有關業務中擁有權益。於二零二三年九月三十日，本公司並無任何控股股東。

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)段規定須予披露的資料變動。

執行董事兼董事會副主席陳偉龍先生已由中國寶沙發展控股有限公司（「中國寶沙」，一家於聯交所主板上市的公司，股份代號：1069）獨立非執行董事調任為執行董事，自二零二三年八月十四日起生效。彼自二零二三年八月十四日起不再擔任中國寶沙薪酬委員會主席、審核委員會及提名委員會成員。



Ms. Lee Kwun Ling, May Jean, an independent non-executive Director, resigned as an independent non-executive director, the chairman of the nomination committee and a member of each of the audit committee and the remuneration committee of China Brilliant Global Limited (a company listed on GEM with Stock Code: 8026) with effect from 1 October 2023.

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

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, 10 November 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 of the Board, Ms. Liu Mung Ting being an executive Director and the chief executive officer of the Company, 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.

獨立非執行董事李筠翎女士已辭任朗華國際集團有限公司（一間於聯交所GEM上市的公司，股份代號：8026）的獨立非執行董事、提名委員會主席、審核委員會及薪酬委員會成員，自二零二三年十月一日起生效。

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

審核委員會

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

於本報告日期，審核委員會由三名獨立非執行董事組成，即韓銘生先生（主席）、李筠翎女士及鄧澍煒先生。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，並已作出足夠披露。

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，二零二三年十一月十日

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，執行董事兼董事會副主席陳偉龍先生，執行董事兼本公司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、李筠翎女士及鄧澍煒先生。



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HOLDINGS LIMITED**
匯財金融投資控股有限公司