

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



2018 第一季度報告
First Quarterly Report

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 (“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，同時亦無法保證在**GEM**買賣的證券會有高流通量的市場。

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本報告之資料乃遵照《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」，各自為一名「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，且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。

FIRST QUARTERLY RESULTS

The board of Directors (the “Board”) announces the unaudited condensed consolidated results of Finsoft Financial Investment Holdings Limited (the “Company”, together with its subsidiaries, referred to as the “Group”) for the three months ended 31 March 2018 (the “Period”), together with the unaudited comparative figures for the corresponding period in 2017, as follows:

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

For the three months ended 31 March 2018

第一季度業績

董事會(「董事會」)公佈，匯財金融投資控股有限公司(「本公司」，連同其附屬公司統稱「本集團」)截至二零一八年三月三十一日止三個月(「期內」)之未經審核簡明綜合業績，連同二零一七年同期之未經審核比較數字載列如下：

未經審核簡明綜合損益及其他全面收入表

截至二零一八年三月三十一日止三個月

		Three months ended 31 March 截至三月三十一日止三個月	
		2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註	
CONTINUING OPERATIONS	持續經營業務		
Revenue	收益	3	13,986
Cost of sales	銷售成本		(4,250)
			<u>9,736</u>
Gross profit	毛利		9,744
Other income	其他收入	4	17
Other gains and losses	其他收益及虧損	4	-
Administrative expenses	行政開支		(7,704)
Finance costs	財務成本	5	-
Share of profits of associates	應佔聯營公司溢利		257
Share of profit/(loss) of a joint venture	應佔一間合營公司溢利/(虧損)		210
			<u>(527)</u>
Profit/(loss) before tax from continuing operations	來自持續經營業務的除稅前溢利/(虧損)	6	2,516
Income tax expense	所得稅開支	7	(603)
			<u>(836)</u>
Profit/(loss) for the period from continuing operations	來自持續經營業務的期內溢利/(虧損)		<u>1,913</u>
			<u>(7,710)</u>

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

			2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註		
DISCONTINUED OPERATION	已終止經營業務			
Profit for the period from discontinued operation	來自已終止經營業務的期內溢利	8	-	28
Profit/(loss) for the period	期內溢利/(虧損)		1,913	(7,682)
Other comprehensive loss	其他全面虧損			
Item that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益的項目：			
- Fair value loss on available-for-sale investments	- 可供出售投資的公平價值虧損		-	(827)
Item that will not be reclassified to profit or loss:	將不再重新分類至損益的項目：			
- Fair value changes on equity investment	- 股權投資公平價值變動		(2,646)	-
Other comprehensive loss for the period	期內其他全面虧損		(2,646)	(827)
Total comprehensive loss for the period	期內全面虧損總額		(733)	(8,509)
Profit/(loss) for the period attributable to:	應佔期內溢利/(虧損)：			
Owners of the Company	本公司擁有人		1,913	(7,760)
Non-controlling interests	非控股權益		-	78
			1,913	(7,682)
Total comprehensive (loss)/income for the period attributable to:	應佔期內全面(虧損)/收入總額：			
Owners of the Company	本公司擁有人		(733)	(8,587)
Non-controlling interests	非控股權益		-	78
			(733)	(8,509)

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

		Notes 附註	2018 二零一八年 (Unaudited) (未經審核)	2017 二零一七年 (Unaudited) (未經審核) (Restated) (經重列)
Earnings/(loss) per share	每股盈利/(虧損)	10		
Basic (HK cents per share)	基本(每股港仙)			
- For profit/(loss) for the period	- 期內溢利/(虧損)		0.152	(0.678)
- For profit/(loss) from continuing operation	- 來自持續經營業務溢利/(虧損)		0.152	(0.680)
Diluted (HK cents per share)	攤薄(每股港仙)			
- For profit/(loss) for the period	- 期內溢利/(虧損)		0.152	(0.678)
- For profit/(loss) from continuing operation	- 來自持續經營業務溢利/(虧損)		0.152	(0.679)

NOTES:

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 18 December 2012 as an exempted company with limited liability under the Companies Law of the Cayman Islands and its shares have been listed on GEM of the Stock Exchange since 26 September 2013. The address of the Company's registered office is Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of the Company's head office and principal place of business in Hong Kong is Office P, 21/F., Kings Wing Plaza 1, No. 3 On Kwan Street, Shatin, New Territories, Hong Kong.

The Group is principally engaged in the provision of financial trading software solutions, provision of other IT and internet financial platforms services, provision of referral services, money lending business and assets investments in Hong Kong. During the Period, one of the subsidiaries of the Company held the license in respect of type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) ("SFO"). During the three months ended 31 March 2017, the Group's provision of design and fitting-out services was regarded as discontinued operations.

The unaudited condensed consolidated results of the Group are presented in Hong Kong dollars ("HK\$"), which is the same as 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 Company for the Period (the "Results") has been prepared in accordance with Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (hereinafter collectively referred to as "Hong Kong Financial Reporting Standards" ("HKFRSs")), accounting principles generally accepted in Hong Kong, the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622 of the Laws of Hong Kong) and the applicable disclosure provisions of the GEM Listing Rules.

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

附註：

1. 一般資料

本公司在二零一二年十二月十八日根據開曼群島公司法於開曼群島註冊成立為獲豁免有限公司及其股份已於二零一三年九月二十六日起於聯交所GEM上市。本公司之註冊辦事處地址為Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands。本公司的總辦事處及香港主要營業地點位於香港新界沙田安群街3號京瑞廣場1期21樓P室。

本集團主要在香港從事提供金融交易軟件解決方案、提供其他資訊科技及互聯網金融平台服務、提供轉介服務、借貸業務及資產投資。於期內，本公司其中一間附屬公司持有關於香港法例第571章證券及期貨條例（「證券及期貨條例」）項下第6類（就機構融資提供意見）受規管活動的牌照。截至二零一七年三月三十一日止三個月，本集團提供設計及裝修服務之業務已被視為已終止經營業務。

本集團之未經審核簡明綜合業績以港元（「港元」）呈列，港元同樣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

本公司於期內之未經審核簡明綜合業績（「本業績」）乃根據由香港會計師公會頒佈之香港財務報告準則、香港會計準則及詮釋（下文統稱為「香港財務報告準則」（「香港財務報告準則」））、香港公認會計原則、香港公司條例（香港法例第622章）之披露規定以及GEM上市規則之適用披露條文而編製。

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

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 2017, with addition for the new and revised standards and amendments to HKFRSs, that have become effective for the Group's financial year beginning on 1 January 2018.

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

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

3. REVENUE

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

編製本業績時採納之會計政策，與本集團截至二零一七年十二月三十一日止年度之年度綜合財務報表所採用的會計政策一致，並已加入於二零一八年一月一日開始之本集團財政年度生效之香港財務報告準則新訂及經修訂準則及修訂本。

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

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

3. 收益

期內本集團來自其持續經營業務之主要產品及服務的收益分析如下：

		Three months ended 31 March 截至三月三十一日止三個月	
		2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)
Sales of hardware	銷售硬件	528	525
Sales of technology software systems	銷售技術軟件系統	438	1,000
System customisation and network support	系統訂製及網絡支援	689	1,335
Software maintenance services	軟件保養服務	2,616	2,400
Software licensing fee	軟件特許費	7,187	6,413
Hosting and related services fee	伺服器寄存及相關服務費	943	842
Other IT and internet financial platforms services income	其他資訊科技及互聯網金融平台服務收入	11	-
Interest income on loan financing	貸款融資之利息收入	1,415	1,079
Rental income	租金收入	159	159
		13,986	13,753

4. OTHER INCOME, AND OTHER GAINS AND LOSSES

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

		Three months ended 31 March 截至三月三十一日止三個月	
		2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)
Other income:	其他收入：		
Interest income on bank deposits	銀行存款利息收入	17	-
Sundry income	雜項收入	-	88
		17	88
Other gains and losses:	其他收益及虧損：		
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	-	1,229
Reversal of impairment loss on trade receivables	貿易應收款項的減值虧損撥回	-	219
Loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損	-	(2)
Net fair value loss on financial assets at fair values 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	-	(1,959)
		-	(513)

以下為期內來自持續經營業務的其他收入，及其他收益及虧損的分析：

5. FINANCE COSTS

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

		Three months ended 31 March 截至三月三十一日止三個月	
		2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)
Interest expense on other borrowings	其他借貸利息開支	-	550
Other interest expense	其他利息開支	-	1
		-	551

以下為期內來自持續經營業務的財務成本的分析：

6. PROFIT/(LOSS) BEFORE TAX

Profit/(loss) before tax from continuing operations for the Period has been arrived at after charging:

6. 除稅前溢利／（虧損）

期內來自持續經營業務的除稅前溢利／（虧損）於扣除下列各項後得出：

		Three months ended 31 March 截至三月三十一日止三個月	
		2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)
Amortisation of intangible assets (note a)	無形資產攤銷(附註a)	336	543
Depreciation of property, plant and equipment (note b)	物業、廠房及設備折舊(附註b)	470	427
Operating lease payments in respect of rented premises	租用物業的經營租賃款項	510	779
Employee benefits expense (note c):	僱員福利開支(附註c)：		
Salaries and other benefits	薪金及其他福利	7,090	5,650
Contributions to retirement benefits scheme	退休福利計劃供款	194	179
Share-based payments	股份支付款項	-	8,278
Total employee benefits expense, including directors' emoluments	僱員福利開支總額，包括董事酬金	7,284	14,107

Notes:

- (a) During the Period, amortisation of intangible assets amounting to HK\$336,000 (three months ended 31 March 2017: HK\$543,000) was included in cost of sales.
- (b) During the Period, depreciation of property, plant and equipment amounting to HK\$11,000 (three months ended 31 March 2017: HK\$53,000) was included in cost of sales and amounting to HK\$459,000 (three months ended 31 March 2017: HK\$374,000) was included in administrative expenses.
- (c) During the Period, employee benefits expense amounting to HK\$2,334,000 (three months ended 31 March 2017: HK\$2,061,000) was included in cost of sales and amounting to HK\$4,950,000 (three months ended 31 March 2017: HK\$12,046,000) was included in administrative expenses.

附註：

- (a) 期內，計入銷售成本之無形資產攤銷為336,000港元(截至二零一七年三月三十一日止三個月：543,000港元)。
- (b) 期內，計入銷售成本之物業、廠房及設備折舊為11,000港元(截至二零一七年三月三十一日止三個月：53,000港元)，而有459,000港元(截至二零一七年三月三十一日止三個月：374,000港元)計入行政開支。
- (c) 期內，計入銷售成本之僱員福利開支為2,334,000港元(截至二零一七年三月三十一日止三個月：2,061,000港元)，而有4,950,000港元(截至二零一七年三月三十一日止三個月：12,046,000港元)計入行政開支。

7. INCOME TAX EXPENSE

		2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)
Continuing operations	持續經營業務		
Current – Hong Kong	即期 – 香港		
– Charge for the period	– 期內計提	658	926
Deferred	遞延	(55)	(90)
		603	836
Discontinued operation	已終止經營業務		
Current – Hong Kong	即期 – 香港		
– Charge for the period	– 期內計提	–	6
Income tax expense	所得稅開支	603	842

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

During the Period, no share of tax attributable to an associate (three months ended 31 March 2017: HK\$71,000) and a joint venture (three months ended 31 March 2017: Nil) was included in “Share of profits of associates” and “Share of profit/(loss) of a joint venture” respectively.

7. 所得稅開支

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

		2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)
Continuing operations	持續經營業務		
Current – Hong Kong	即期 – 香港		
– Charge for the period	– 期內計提	658	926
Deferred	遞延	(55)	(90)
		603	836
Discontinued operation	已終止經營業務		
Current – Hong Kong	即期 – 香港		
– Charge for the period	– 期內計提	–	6
Income tax expense	所得稅開支	603	842

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

期內並無分別計入「應佔聯營公司溢利」及「應佔一間合營公司溢利／(虧損)」的歸屬於一間聯營公司(截至二零一七年三月三十一日止三個月：71,000港元)及一間合營公司(截至二零一七年三月三十一日止三個月：無)的稅項。

8. DISCONTINUED OPERATION

- (a) On 23 February 2017, the Group and Billion Centrium Group Holdings Limited (“Billion”) entered into a sale and purchase agreement, pursuant to which Billion has conditionally agreed to purchase and the Group has conditionally agreed to sell the Group’s entire 51% interest in Wise Link International Limited (“Wise Link”) at the consideration of HK\$9,800,000 (“Wise Link Group Disposal”). Wise Link and its subsidiaries were principally engaged in the provision of design and fitting-out services in Hong Kong. Upon the completion of the Wise Link Group Disposal on 28 April 2017, the Group discontinued the business of provision of design and fitting-out services. The results from the discontinued operation for the three months ended 31 March 2017 are as follows:

8. 已終止經營業務

- (a) 於二零一七年二月二十三日，本集團與億中集團控股有限公司(「億中」)訂立買賣協議，據此，億中已有條件同意收購及本集團已有條件同意出售本集團所持有智領國際有限公司(「智領」)的全部51%權益，代價為9,800,000港元(「智領集團出售事項」)。智領及其附屬公司主要在香港從事提供設計及裝修服務。智領集團出售事項於二零一七年四月二十八日完成後，本集團已終止經營提供設計及裝修服務業務。截至二零一七年三月三十一日止三個月，已終止經營業務的業績如下：

		Three months ended 31 March 2017 截至二零一七年 三月三十一日 止三個月 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益	2,522
Cost of sales	銷售成本	(2,108)
Gross profit	毛利	414
Administrative expenses	行政開支	(380)
Profit before tax from discontinued operation	來自已終止經營業務的除稅前溢利	34
Income tax expense	所得稅開支	(6)
Profit and total comprehensive income for the period from discontinued operation	期內來自已終止經營業務的溢利及全面收入總額	28
Profit and total comprehensive income for the period from discontinued operation attributable to:	應佔期內來自已終止經營業務的溢利及全面收入總額：	
Owners of the Company	本公司擁有人	14
Non-controlling interests	非控股權益	14
		28

Three months ended
31 March 2017
截至二零一七年
三月三十一日
止三個月
(Unaudited)
(未經審核)
(Restated)
(經重列)

Earnings per share

Earnings per share	每股盈利	
Basic (HK cents per share), from discontinued operation	基本(每股港仙), 來自已終止經營業務	0.001
Diluted (HK cents per share), from discontinued operation	攤薄(每股港仙), 來自已終止經營業務	0.001

- (b) The Group decided to cease its corporate finance advisory services and on 13 October 2016, the Group and an independent third party purchaser entered into a sale and purchase agreement pursuant to which the Group conditionally agreed to dispose of its entire equity interest, being the entire issued share capital of Brilliant Corporate Finance Limited (formerly known as "Nine Rivers Corporate Finance Limited"), at a consideration of HK\$2,300,000, subject to adjustment according to the sale and purchase agreement. Following the lapse of the sale and purchase agreement, the Group has decided to re-commence its provision of corporate finance advisory services business. The Group is recruiting qualified staff to re-commence this business, and the results of operations of this business segment previously presented in discontinued operations are re-classified and included in income from continuing operations for all financial periods presented.

- (b) 本集團決定終止提供企業財務諮詢服務，且於二零一六年十月十三日本集團與一名獨立第三方買家訂立買賣協議，據此，本集團已有條件同意出售其全部股權，即宏立企業財資有限公司(前稱「方立企業財資有限公司」)的全部已發行股本，代價為2,300,000港元，並可根據買賣協議予以調整。於買賣協議失效後，本集團決定重新開始提供企業財務諮詢服務業務。本集團正招聘合資格人員重新開始提供企業財務諮詢服務業務，過往於已終止經營業務呈列的該業務分部經營業績將予重新分類並納入所呈列所有財政期間的持續經營業務收入。

9. DIVIDEND

The Board does not recommend the payment of any dividend in respect of the Period (three months ended 31 March 2017: Nil).

9. 股息

董事會並不建議就期內派付任何股息(截至二零一七年三月三十一日止三個月：無)。

10. EARNINGS/(LOSS) PER SHARE

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

		2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)
Profit/(loss) for the period attributable to owners of the Company	本公司擁有人應佔期內溢利／(虧損)		
From continuing operations	來自持續經營業務	1,913	(7,774)
From discontinued operation	來自已終止經營業務	-	14
Profit/(loss) for the period attributable to owners of the Company	本公司擁有人應佔期內溢利／(虧損)	<u>1,913</u>	<u>(7,760)</u>

10. 每股盈利／(虧損)

期內每股基本及攤薄盈利／(虧損)乃按以下數據計算：

		2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)
Profit/(loss) for the period attributable to owners of the Company	本公司擁有人應佔期內溢利／(虧損)		
From continuing operations	來自持續經營業務	1,913	(7,774)
From discontinued operation	來自已終止經營業務	-	14
Profit/(loss) for the period attributable to owners of the Company	本公司擁有人應佔期內溢利／(虧損)	<u>1,913</u>	<u>(7,760)</u>

		2018 二零一八年 (Unaudited) (未經審核)	2017 二零一七年 (Unaudited) (未經審核)
Number of shares	股份數目		
Weighted average number of ordinary shares in issue for the purpose of calculation of basic earnings/(loss) per share	就計算每股基本盈利／(虧損)而言，已發行普通股加權平均數	1,260,582,340	1,143,865,673
Effect of diluted potential ordinary shares as a result of the share options granted (note a)	因授出購股權的潛在普通股攤薄影響(附註a)	-	1,391,748
Weighted average number of ordinary shares in issue for the purpose of calculation of diluted earnings/(loss) per share	就計算每股攤薄盈利／(虧損)而言，已發行普通股加權平均數	<u>1,260,582,340</u>	<u>1,145,257,421</u>

		2018 二零一八年 (Unaudited) (未經審核)	2017 二零一七年 (Unaudited) (未經審核)
Number of shares	股份數目		
Weighted average number of ordinary shares in issue for the purpose of calculation of basic earnings/(loss) per share	就計算每股基本盈利／(虧損)而言，已發行普通股加權平均數	1,260,582,340	1,143,865,673
Effect of diluted potential ordinary shares as a result of the share options granted (note a)	因授出購股權的潛在普通股攤薄影響(附註a)	-	1,391,748
Weighted average number of ordinary shares in issue for the purpose of calculation of diluted earnings/(loss) per share	就計算每股攤薄盈利／(虧損)而言，已發行普通股加權平均數	<u>1,260,582,340</u>	<u>1,145,257,421</u>

Note:

- (a) The computation of diluted loss per share for the period ended 31 March 2017 does not assume the conversion of the Company's outstanding share options granted on 28 March 2017 because the adjusted exercise price of those share options is higher than the average market price of the shares for the period which is regarded as anti-dilutive.

附註：

- (a) 計算截至二零一七年三月三十一日止期間之每股攤薄虧損並無假設於二零一七年三月二十八日授出之本公司之尚未行使購股權獲轉換，因為該等購股權之經調整行使價高於股份於期內平均市價(被視為具反攤薄影響)。

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	Capital reserve	Investment revaluation reserve	Financial assets measured at fair value through other comprehensive income reserve 按公平價值計入其他全面收入之金融資產之儲備	Retained earnings/(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	資本儲備 HK\$'000 千港元	投資重估儲備 HK\$'000 千港元	按公平價值計入其他全面收入之金融資產之儲備 HK\$'000 千港元	保留盈利/(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 1 January 2017 (Audited)	於二零一七年一月一日 (經審核)	5,252	200,642	2,111	78	67	4,796	-	9,880	222,826	3,563	226,389
(Loss)/profit for the period	期內(虧損)/溢利	-	-	-	-	-	-	-	(7,760)	(7,760)	78	(7,682)
Other comprehensive loss for the period:	期內其他全面虧損:											
Fair value loss on available-for-sale investments	可供出售投資公平價值虧損	-	-	-	-	-	(827)	-	-	(827)	-	(827)
Total comprehensive (loss)/income for the period	期內全面(虧損)/收入總額	-	-	-	-	-	(827)	-	(7,760)	(8,587)	78	(8,509)
Shares issued	已發行股份	1,051	29,623	-	-	-	-	-	-	30,674	-	30,674
Shares issuing expenses	股份發行開支	-	(984)	-	-	-	-	-	-	(984)	-	(984)
Share-based payments	以股份支付款項	-	-	8,278	-	-	-	-	-	8,278	-	8,278
Acquisition of non-controlling interests	收購非控股權益	-	-	-	-	-	-	-	-	-	(1,763)	(1,763)
At 31 March 2017 (Unaudited)	於二零一七年三月三十一日 (未經審核)	6,303	229,281	10,389	78	67	3,969	-	2,120	252,207	1,878	254,085
At 1 January 2018 (Audited)	於二零一八年一月一日 (經審核)	6,303	229,281	8,278	78	-	(1,654)	-	(34,512)	207,774	-	207,774
Adjustment on adoption of HKFRS 9	採納香港財務報告準則第9號的調整	-	-	-	-	-	1,654	(30,291)	28,637	-	-	-
At 1 January 2018 (Unaudited) (After adjustment)	於二零一八年一月一日 (未經審核) (調整後)	6,303	229,281	8,278	78	-	-	(30,291)	(5,875)	207,774	-	207,774
Profit for the period	期內溢利	-	-	-	-	-	-	-	1,913	1,913	-	1,913
Other comprehensive loss for the period:	期內其他全面虧損:											
Fair value changes on equity investment	股權投資公平價值變動	-	-	-	-	-	-	(2,646)	-	(2,646)	-	(2,646)
Total comprehensive (loss)/income for the period	期內全面(虧損)/收入總額	-	-	-	-	-	-	(2,646)	1,913	(733)	-	(733)
Transfer of share options reserve upon the expiry of share options	於購股權屆滿時轉撥購股權儲備	-	-	(8,278)	-	-	-	-	8,278	-	-	-
At 31 March 2018 (Unaudited)	於二零一八年三月三十一日 (未經審核)	6,303	229,281	-	78	-	-	(32,937)	4,316	207,041	-	207,041

12. COMPARATIVE AMOUNTS

12. 比較數額

The comparative statement of profit or loss and other comprehensive income for the three months ended 31 March 2017 has been re-presented as an operation previously presented in discontinued operations was ceased to be classified as held for sale (note 8(b)).

截至二零一七年三月三十一日止三個月的比較性的損益及其他全面收入表已進行重新呈列，原因在於先前於已終止經營業務所呈列的營運不再分類為持作出售(附註8(b))。

MANAGEMENT DISCUSSION AND ANALYSIS

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

Business review

Provision of financial trading software solutions

During the Period, the financial trading software solutions business division remained as the key source of income of the Group. The segment revenue from external customers contributed by the Group's principal operating subsidiary, iAsia Online Systems Limited ("iAsia") amounted to approximately HK\$12,401,000 (three months ended 31 March 2017: approximately HK\$12,515,000), representing a decrease of approximately HK\$114,000 or 0.9%.

Under the Standard for Automatic Exchange of Financial Account Information (AEOI) in Tax Matters as promulgated by the Organisation for Economic Cooperation and Development ("OECD"), financial institutions are required to identify financial accounts held by tax residents of reportable jurisdictions or held by passive non-financial entities whose controlling persons are tax residents of reportable jurisdictions in accordance with due diligence procedures. Required information of these accounts has to be collected and furnished to the Hong Kong Inland Revenue Department ("IRD") in 2018. With the implementation of the Common Reporting Standard ("CRS") by OECD, iAsia has taken the opportunity to enhance its system to comply with the CRS requirement and facilitate the tax reporting to the IRD.

To mitigate hacking risks associated with internet trading, the Securities and Futures Commission requires financial institutions to implement a two-factor authentication for login to their client's internet trading accounts in the second quarter of 2018. iAsia will keep pace with the new industry requirement to introduce one-time password via short message service (SMS) and provide software token solution to our customers. The implementation of the two-factor authentication to our customers will enhance their confidence against the cyber security threats and place more trust on our services.

Apart from system development and innovation, the Group will continue to keep up with the market trend and update itself on the industry requirement. The Group will explore new business opportunities and expand the Group's income stream from both existing and potential customers.

管理層討論及分析

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

業務回顧

提供金融交易軟件解決方案

於期內，金融交易軟件解決方案業務分部仍為本集團的主要收入來源。本集團主要營運附屬公司亞洲網上系統有限公司(「亞網」)貢獻的來自外部客戶的分部收益約為12,401,000港元(截至二零一七年三月三十一日止三個月：約12,515,000港元)，減少約114,000港元或0.9%。

在經濟合作與發展組織(「OECD」)頒佈的稅務事項自動交換財務賬戶資料(AEOI)標準下，財務機構須根據盡職審查程序，以識辨申報稅務管轄區的稅務居民所持有的財務賬戶或是其控權人為申報稅務管轄區的稅務居民的被動非財務實體所持有的帳戶。於二零一八年，財務機構須收集並向香港稅務局(「稅務局」)提交該些賬戶的所需資料。隨著OECD實施共同匯報標準(「共同匯報標準」)，亞網已抓緊機會升級其系統，以遵守共同匯報標準規定及促進向稅務局的稅務申報。

為減少與互聯網交易有關的黑客攻擊風險，證券及期貨事務監察委員會於二零一八年第二季度規定金融機構就登入其客戶網上交易賬戶實施雙重認證。亞網將緊跟新的行業規定推出透過短訊服務(SMS)向客戶發送一次性密碼的服務及提供軟件代碼解決方案。為客戶實施雙重認證將增強彼等對付網絡安全威脅的信心及更加信任我們的服務。

除系統發展及創新外，本集團將繼續跟上市場趨勢及更新行業要求。本集團將開拓新的商機並擴大來自本集團現有及潛在客戶的收入流。

Provision of other IT and internet financial platforms services

During the Period, sales of approximately HK\$11,000 was recognised from the provision of other IT services (three months ended 31 March 2017: 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.

Money lending business

During the Period, revenue derived from the money lending business division amounted to approximately HK\$1,415,000 (three months ended 31 March 2017: approximately HK\$1,079,000), representing an increase of approximately HK\$336,000 or 31.1%. The interest rate charged to customers during the Period ranged from 8.5% per annum to 12.0% per annum.

The management believes that the money lending business can generate stable revenue and profit to the Group and it is in the interests of the Company and its shareholders ("Shareholders") as a whole to expand the money lending business and devote more financial resources to this business division. The Group will continue to maintain a prudent credit control strategy so as to balance the growth and risk management of its money lending business. The management believes that money lending business will remain a sustainable business sector of the Group.

Provision of referral services

During the Period, no contract was made under the provision of referral services business division and no revenue was generated as a result (three months ended 31 March 2017: Nil). Given that the Group had not conducted any sales under this business division since 2017, the management of the Company is considering to devote more of its resources to other business divisions of the Group and reduce the internal resources to be allocated to this business division in this year.

Provision of corporate finance advisory services

During the Period, the Group is recruiting qualified staff to re-commence its provision of corporate finance advisory services business. No contract was made under the corporate finance advisory services business division and no revenue was generated for the Period as a result (three months ended 31 March 2017: Nil).

提供其他資訊科技及互聯網金融平台服務

於期內，本集團確認提供其他資訊科技服務的銷售額約11,000港元(截至二零一七年三月三十一日止三個月：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。本集團將把握機會分散提供其他資訊科技服務及互聯網金融平台服務業務的客戶基礎，以提升其行業競爭力。

借貸業務

於期內，借貸業務分部產生之收益金額約為1,415,000港元(截至二零一七年三月三十一日止三個月：約1,079,000港元)，相當於增加約336,000港元或31.1%。期內向客戶收取之利率介乎每年8.5%至12.0%。

管理層認為，借貸業務可為本集團帶來穩定的收益及溢利，拓展借貸業務及加大此項業務分部的財務資源投入符合本公司及其股東(「股東」)整體的利益。本集團將繼續採用審慎的信貸控制策略，以保持其借貸業務增長與風險管理之間的平衡。管理層相信，借貸業務將繼續為本集團的可持續發展業務。

提供轉介服務

於期內，提供轉介服務業務分部並無簽訂合約，因此並無產生任何收益(截至二零一七年三月三十一日止三個月：無)。鑒於本集團自二零一七年以來未在此業務分部進行任何銷售，本公司管理層正考慮今年將其資源投放更多至本集團的其他業務分部，減少分配至此業務分部的內部資源。

提供企業財務諮詢服務

於期內，本集團正招聘合資格人員重新開始其從事提供企業財務諮詢服務業務。企業財務諮詢服務業務分部並無簽訂合約，因此期內並無取得收益(截至二零一七年三月三十一日止三個月：無)。

Assets investments

The Group's assets investments business during the Period consisted of (a) investments in properties; and (b) investments in securities that are held for trading.

(a) Properties investments

During the Period, the principal properties investments of the Group were two retail shops located in the residential area of Siu Sai Wan, Hong Kong. During the Period, rental income of HK\$159,000 was generated (three months ended 31 March 2017: HK\$159,000).

In the future, it is expected that the portfolio of the Group's properties investment will generate stable recurring income and cash flows to the Group.

(b) Securities investments that are held for trading

During the Period, the Group did not hold any listed securities investments that are held for trading.

Other investments

During the Period, the Group had the following material investments:

(a) Investment in an associate – Four Directions Investment Limited (“FDIL”)

As at 31 March 2018, the Group held 100% interests in DSE Cayman Limited (“DSE”), which in turn held approximately 26.87% equity interest in FDIL (together with its subsidiaries, the “FDIL Group”). Through the investment in the FDIL Group which are principally engaged in the provision of services in relation to information technology, smartphone applications development and digital marketing and the development of information technology applications, the Group has expanded and diversified its investment into the information technology industry. During the Period, the profit of FDIL shared by the Group amounted to approximately HK\$257,000 (three months ended 31 March 2017: approximately HK\$888,000). Looking ahead, the Group will continue to monitor the operations of FDIL for the improvement of its financial performance.

(b) Investment in a joint venture – Sky View Investment Limited (“Sky View”)

As at 31 March 2018, the Group held 49% interest in Sky View, which is the holding company of approximately 22% interests in Rolaner International Limited (“Rolaner”). Rolaner, through an operating company in the People's Republic of China (“PRC”), is operating a mobile application “Mei Li Shen Qi (美麗神器)”, one of the largest online communities and e-commerce platforms with millions of users for the medical beauty industry in the PRC, in which the Directors consider to have great market potentials. During the Period, the Group shared the profit of Sky View which amounted to approximately HK\$210,000 (three months ended 31 March 2017: share of loss of approximately HK\$527,000).

資產投資

本集團於期內的資產投資業務包括(a)物業投資；及(b)持作買賣的證券投資。

(a) 物業投資

於期內，本集團的主要物業投資為位於香港小西灣住宅區的两間零售商舖。於期內產生租金收入159,000港元(截至二零一七年三月三十一日止三個月：159,000港元)。

預期日後本集團的物業投資組合將為本集團帶來穩定的經常性收入及現金流。

(b) 持作買賣的證券投資

於期內，本集團並無持有任何持作買賣的上市證券投資。

其他投資

於期內，本集團有下列重大投資：

(a) 於一間聯營公司之投資 – Four Directions Investment Limited (“FDIL”)

於二零一八年三月三十一日，本集團持有DSE Cayman Limited(「DSE」)的100%股權，而該公司持有FDIL(連同其附屬公司統稱「FDIL集團」)股權之約26.87%。透過投資FDIL集團(主要從事提供有關資訊科技、智能手機應用程式開發及數碼營銷之服務以及開發資訊科技應用程式)，本集團可擴大及豐富其於資訊科技行業的投資。於期內，本集團應佔FDIL溢利約為257,000港元(截至二零一七年三月三十一日止三個月：約888,000港元)。展望未來，本集團將繼續監控FDIL的營運以改善其財務表現。

(b) 於一間合營公司之投資 – 天匯投資有限公司(「天匯」)

於二零一八年三月三十一日，本集團持有天匯49%權益，而天匯為Rolaner International Limited(「Rolaner」)約22%權益的控股公司。Rolaner透過一間中華人民共和國(「中國」)營運公司經營一項手機應用程式「美麗神器」，該應用程式為中國最大的醫療美容行業在線社區及電子商務平台之一，擁有數百萬用戶，董事認為該市場頗具潛力。於期內，本集團應佔天匯溢利約210,000港元(截至二零一七年三月三十一日止三個月：應佔虧損約527,000港元)。

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

As at 31 March 2018, the Group held 16,538,000 ordinary shares of CPN (“CPN Shares”), the issued shares of which are listed on GEM (Stock Code: 8361), being approximately 1.61% of the total issued shares of CPN. CPN, together with its subsidiaries, operate an online platform focusing on the CBM (children, babies, and maternity) market in the PRC and is mainly engaged in (i) provision of marketing and promotional service and (ii) e-commerce business.

The CPN Shares are measured at fair value at approximately HK\$7,277,000 as at 31 March 2018. 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\$2,646,000.

Financial review

Revenue, gross profit and gross profit margin

Revenue of the Group for the Period was approximately HK\$13,986,000 (three months ended 31 March 2017: approximately HK\$13,753,000), representing an increase of approximately HK\$233,000 or 1.7% as compared with that of the corresponding period in 2017. The slight increase in revenue of the Group during the Period was mainly due to the increase in interest income generated from the money lending business.

Gross profit of the Group for the Period was approximately HK\$9,736,000 (three months ended 31 March 2017: approximately HK\$9,744,000), representing a decrease of approximately HK\$8,000 or 0.1% as compared with that of the corresponding period in 2017. Despite the increase in the Group’s revenue for the Period, the Group’s gross profit decreased, which was mainly attributable to the increase in staff cost in the provision of financial trading software solutions business division. As a result, the gross profit margin of the Group for the Period was approximately 69.6% (three months ended 31 March 2017: approximately 70.8%), representing a decrease of approximately 1.2% as compared with that of the corresponding period in 2017.

Administrative expenses

The Group’s administrative expenses for the Period amounted to approximately HK\$7,704,000 (three months ended 31 March 2017: approximately HK\$16,025,000), representing a decrease of approximately HK\$8,321,000 or 51.9% as compared with that of the corresponding period in 2017. The significant decrease was primarily attributable to the absence of any equity-settled share-based payments for the Period, while the Group recognised equity-settled share-based payments for the share options granted by the Company of approximately HK\$8,278,000 in the corresponding period in 2017.

(c) *股權投資(並非持作買賣) – 中國育兒網絡控股有限公司(「中國育兒網絡」)*

於二零一八年三月三十一日，本集團持有中國育兒網絡(其已發行股份於GEM上市，股份代號：8361)16,538,000股普通股(「中國育兒網絡股份」)，即中國育兒網絡全部已發行股份的約1.61%。中國育兒網絡及其附屬公司經營一個專注於中國孕嬰童市場之網絡平台，主要從事(i)提供營銷及推廣服務及(ii)電子商務業務。

於二零一八年三月三十一日，中國育兒網絡股份按公平價值計量約為7,277,000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2,646,000港元。

財務回顧

收益、毛利及毛利率

本集團於期內的收益約為13,986,000港元(截至二零一七年三月三十一日止三個月：約13,753,000港元)，較二零一七年同期的收益增加約233,000港元或1.7%。期內本集團的收益略增主要是由於借貸業務所產生的利息收入增加。

本集團於期內的毛利約為9,736,000港元(截至二零一七年三月三十一日止三個月：約9,744,000港元)，較二零一七年同期的毛利減少約8,000港元或0.1%。儘管期內本集團收益增加，本集團的毛利減少，主要是由於提供金融交易軟件解決方案業務分部的員工成本增加。因此，本集團於期內的毛利率約為69.6%(截至二零一七年三月三十一日止三個月：約70.8%)，較二零一七年同期的毛利率下降約1.2%。

行政開支

本集團於期內的行政開支約為7,704,000港元(截至二零一七年三月三十一日止三個月：約16,025,000港元)，較二零一七年同期的行政開支減少約8,321,000港元或51.9%。行政開支大幅減少主要歸因於期內並無任何以股權結算以股份支付款項，而本集團於二零一七年同期就本公司授出的購股權確認以股權結算以股份支付款項約8,278,000港元。

Profit for the Period

The Group recorded a net profit after tax of approximately HK\$1,913,000 for the Period (three months ended 31 March 2017: net loss of approximately HK\$7,682,000). The improvement in the financial performance of the Group was mainly attributable to the decrease in administrative expenses as mentioned above.

Material acquisition and disposal

During the Period, the Group did not have any material acquisition or disposal transaction. The Group did not have any other concrete plans for material investments or capital assets in the coming future. Nonetheless, if any acquisition 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 as a whole.

Capital structure

As at 31 March 2018, the capital of the Company comprised ordinary shares only.

Share option scheme

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

期內溢利

本集團於期內錄得除稅後淨溢利約1,913,000港元(截至二零一七年三月三十一日止三個月：虧損淨額約7,682,000港元)。本集團財務表現有所改善的主要原因在於如上文所述行政開支有所減少。

重大收購及出售事項

期內，本集團並無進行任何重大收購或出售交易。本集團並無有關未來重大投資或資本資產的任何其他具體計劃。然而，如出現或發現任何收購機會，則本集團將進行可行性研究及編製實施計劃以考慮其是否對本公司及其股東整體有利。

資本架構

於二零一八年三月三十一日，本公司的股本僅包括普通股。

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人提供額外獎勵。根據該計劃，董事會獲授權，按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。該計劃由二零一三年九月十日起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提早終止條文提早終止。

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

於期內本公司根據該計劃之購股權變動詳情載列如下：

Name or category of participants	Date of grant and vesting date of share options	Exercise period of share options granted	Exercise price of share option (HK\$ per share)	Number of share options		
				At 1 January 2018	Lapsed during the Period	Outstanding as at 31 March 2018
參與者姓名或類別	授出及歸屬購股權日期	授出購股權之行使期	購股權之行使價 (每股港元)	於二零一八年一月一日	於期內失效	於二零一八年三月三十一日尚未行使
Executive Directors						
執行董事						
Lam Ching Yee 林靜儀	28 March 2017 二零一七年三月二十八日	28 March 2017 – 27 March 2018 二零一七年三月二十八日至 二零一八年三月二十七日	0.315	4,510,000	(4,510,000)	-
Lin Ting 林霆	28 March 2017 二零一七年三月二十八日	28 March 2017 – 27 March 2018 二零一七年三月二十八日至 二零一八年三月二十七日	0.315	4,510,000	(4,510,000)	-
Non-executive Director						
非執行董事						
Ng Wing Cheong Stephen 吳榮祥	28 March 2017 二零一七年三月二十八日	28 March 2017 – 27 March 2018 二零一七年三月二十八日至 二零一八年三月二十七日	0.315	4,510,000	(4,510,000)	-
Employee						
僱員						
	28 March 2017 二零一七年三月二十八日	28 March 2017 – 27 March 2018 二零一七年三月二十八日至 二零一八年三月二十七日	0.315	4,510,000	(4,510,000)	-
Other participants						
其他參與者						
	28 March 2017 二零一七年三月二十八日	28 March 2017 – 27 March 2018 二零一七年三月二十八日至 二零一八年三月二十七日	0.315	86,970,000	(86,970,000)	-
				105,010,000	(105,010,000)	-

Note:

(a) Consideration of HK\$1 was paid by each of the grantees on their acceptance of the share options granted.

During the Period, no share options were exercised or cancelled, and 105,010,000 share options have been lapsed.

附註：

(a) 各承授人於彼等接納授出之購股權時支付1港元之代價。

於期內，並無行使或注銷任何購股權，且105,010,000份購股權已失效。

Outlook

The Hong Kong government has pledged tremendous support to the local fintech (financial technology) start-ups, encouraged investments in the industry in order to develop a more vibrant innovation and technology ecosystem in Hong Kong. Benefitting from such benign economic conditions, the Group foresees a prospering advantage of information technology to the provision of financial services. The Group notices the immense interest of innovative trading solutions inventions in the market, and will thus strive to further strengthen its business in the provision of financial trading software solutions. The Group's principal operating subsidiary, iAsia, will continue running the core business of the Group. By being financially prepared to enhance iAsia's system, the Group hopes to attract more customers with an enhanced system to seize opportunities for business expansion and create higher returns.

The money lending business is another core business segment which constantly generates income for the Group. In the coming future, the Group will devote more financial resources to its money lending business and aim for a better revenue growth, while implementing a prudent credit control policy and paying attention to credit risk in connection with corporate debts to balance the risk management and growth of the Group's money lending business.

The Group believes diversification of its business segments can maintain a healthy financial profile and promote a sustainable growth of the Group. In the future, the Group will actively seize cooperation and acquisition opportunities with more business partners in various fields to expand its business scales and bring sustainable returns to the Shareholders. The Group will continue to strive for excellence in its products and services, in order to maintain its international competitiveness and enhance its growth potential in the fintech industry.

OTHER INFORMATION

Directors' and chief executive's interests and short positions in shares, underlying shares and debentures

As at 31 March 2018, none of the Directors or chief executive of the Company had any interests and short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (ii) which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

展望

香港政府已承諾全力支持本地金融科技(金融科技)初創企業，鼓勵產業投資，以在香港發展更具活力的創新及科技生態系統。受惠於良好的經濟狀況，本集團預見資訊科技對提供金融服務的強大優勢。本集團發現市場對創新交易解決方案發明的興趣濃厚，因此，本集團將致力於進一步加強其提供金融交易軟件解決方案的業務。本集團的主要營運附屬公司亞網將持續經營本集團的核心業務。透過在資金方面準備提升亞網系統，本集團希望憑藉升級後的系統吸引更多客戶以抓住業務擴張的機會並創造更高回報。

放債業務為另一項不斷為本集團創造收入的核心業務分部。在不久的將來，本集團將向其放債業務投入更多財務資源，並謀求更好的收入增長，同時堅持實施審慎的信貸控制政策並關注公司債務的相關信貸風險以平衡本集團放債業務的風險管理及發展。

本集團認為，業務分部多元化可維持穩健的財務狀況，促進本集團可持續增長。日後，本集團將積極把握與各領域的更多商業夥伴的合作及收購機會，以擴大其業務規模並為股東帶來可持續的回報。本集團將持續追求卓越的產品及服務，以保持國際競爭力，增強其於金融科技行業的增長潛力。

其他資料

董事及主要行政人員於股份、相關股份及債權證中之權益及淡倉

於二零一八年三月三十一日，董事或本公司主要行政人員概無於本公司及其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中，擁有(i)根據證券及期貨條例第352條須登記於該條所指的登記冊內的權益及淡倉；或(ii)根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉。

Substantial shareholders' interests and short positions in shares and underlying shares

So far as is known to the Directors, as at 31 March 2018, the following Shareholders and persons (not being a Director or chief executive of the Company) had, or was deemed to have, interests or short positions in the shares or underlying shares of the Company which were recorded in the register required to be kept by the Company under section 336 of the SFO:

主要股東於股份及相關股份中之權益及淡倉

據董事所知，於二零一八年三月三十一日，下列股東及人士（並非董事或本公司主要行政人員）在本公司股份或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：

Name of Shareholder	Capacity/nature of interest	Number of shares held/ interested	Approximate percentage of shareholding as at 31 March 2018
股東名稱	身份／權益性質	持有／擁有權益的股份數目 (note c) (附註c)	於二零一八年三月三十一日 股權概約百分比 (note d) (附註d)
Ever Robust Holdings Limited (note a) 連捷控股有限公司(附註a)	Beneficial owner 實益擁有人	136,800,000 (L)	10.85
Whole Kind Investments Limited (note a) 豪佳投資有限公司(附註a)	Interest in controlled corporation 受控法團權益	136,800,000 (L)	10.85
Interactive Entertainment China Cultural Technology Investments Limited (note a) 互娛中國文化科技投資有限公司 (附註a)	Interest in controlled corporations 受控法團權益	136,800,000 (L)	10.85
Perfect Growth Limited (note b) 肇堅有限公司(附註b)	Beneficial owner 實益擁有人	186,492,340 (L)	14.79
Lucky Famous Limited (note b) Lucky Famous Limited(附註b)	Interest in controlled corporation 受控法團權益	186,492,340 (L)	14.79
GET Holdings Limited (note b) 智易控股有限公司(附註b)	Interest in controlled corporations 受控法團權益	186,492,340 (L)	14.79
Leung Kwok Pong 梁國邦	Beneficial owner 實益擁有人	148,690,000 (L)	11.80

Notes:

- (a) These 136,800,000 ordinary shares of the Company are held by Ever Robust Holdings Limited (“Ever Robust”), which is wholly-owned by Whole Kind Investments Limited (“Whole Kind”), which is in turn wholly-owned by Interactive Entertainment China Cultural Technology Investments Limited (“IE China”). By virtue of the SFO, each of Whole Kind and IE China is deemed, or taken to be, interested in all the ordinary shares of the Company held by Ever Robust.
- (b) These 186,492,340 ordinary shares of the Company are held by Perfect Growth Limited (“Perfect Growth”), which is wholly-owned by Lucky Famous Limited (“Lucky Famous”), which is in turn wholly-owned by GET Holdings Limited (“GET”). By virtue of the SFO, each of Lucky Famous and GET is deemed, or taken to be, interested in all the ordinary shares of the Company held by Perfect Growth.
- (c) “L” denotes long position in the ordinary shares of the Company.
- (d) The total number of the issued shares as at 31 March 2018 (i.e. 1,260,582,340 shares) had been used for the calculation of the approximate percentage shareholdings in the Company.

Save as disclosed above, as at 31 March 2018, the Directors are not aware of any other persons who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and recorded in the register required to be kept by the Company under section 336 of the SFO.

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.

附註：

- (a) 該等136,800,000股本公司普通股由連捷控股有限公司(「連捷」)持有，連捷由豪佳投資有限公司(「豪佳」)全資擁有，而豪佳則由互娛中國文化科技投資有限公司(「互娛中國」)全資擁有。根據證券及期貨條例，豪佳及互娛中國各自被視為或被當作於連捷持有之全部本公司普通股中擁有權益。
- (b) 該等186,492,340股本公司普通股由肇堅有限公司(「肇堅」)持有，肇堅由Lucky Famous Limited(「Lucky Famous」)全資擁有，而Lucky Famous則由智易控股有限公司(「智易」)全資擁有。根據證券及期貨條例，Lucky Famous及智易各自被視為或被當作於肇堅持有之全部本公司普通股中擁有權益。
- (c) 「L」指本公司普通股之好倉。
- (d) 於二零一八年三月三十一日的已發行股份總數(即1,260,582,340股股份)用於計算本公司的股權概約百分比。

除上文披露者外，於二零一八年三月三十一日，董事並不知悉任何其他人士在本公司股份或相關股份中擁有須根據證券及期貨條例第336條向本公司披露及記錄於本公司所存置登記冊內的權益或淡倉。

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。

Corporate governance practices

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

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

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

Competing interests

Mr. Fung Ka Lok Adams, an independent non-executive Director, is also a director and a non-controlling shareholder of Innovest Finance Limited, which is a company principally engaged in money lending business in Hong Kong.

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

Save as disclosed above, none of the Directors or their respective close associates as defined in the GEM Listing Rules had any business or interests in a business which competes or is likely to complete, either directly or indirectly, with the business of the Group during the Period. As at 31 March 2018, the Company did not have any controlling Shareholder.

企業管治常規

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

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

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

競爭權益

獨立非執行董事馮嘉諾先生亦為粵創財務有限公司之董事及非控股股東，粵創財務有限公司為一間主要於香港從事借貸業務之公司。

執行董事林靜儀女士亦為本公司主要股東互娛中國若干附屬公司（即百利財務有限公司，主要於香港從事借貸業務的公司）及互娛中國主要從事資產投資業務的其他附屬公司的董事。

除上文所披露者外，於期內，概無董事或彼等各自之緊密聯繫人（定義見GEM上市規則）擁有與本集團業務直接或間接構成或可能構成競爭的任何業務或於有關業務中擁有權益。於二零一八年三月三十一日，本公司並無任何控股股東。

Audit committee

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

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

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

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

Hong Kong, 11 May 2018

As at the date of this report, the Board consists of Mr. Chan Wai Lung being an executive Director and the chairman of the Board, Ms. Lam Ching Yee and Ms. Lin Ting being the executive Directors, Mr. Fung Ka Lok Adams and Mr. Ng Wing Cheong Stephen being the non-executive Directors, and Mr. Lam Kai Yeung, Ms. Lee Kwun Ling, May Jean and Mr. Zhong Shi being the independent non-executive Directors.

審核委員會

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

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

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

代表董事會
匯財金融投資控股有限公司
主席
陳偉龍先生

香港，二零一八年五月十一日

於本報告日期，董事會成員包括執行董事兼董事會主席陳偉龍先生，執行董事林靜儀女士及林霆女士，非執行董事馮嘉諾先生及吳榮祥先生，以及獨立非執行董事林繼陽先生、李筠翎女士及鍾實先生。



**FINSOFT FINANCIAL INVESTMENT
HOLDINGS LIMITED**

匯財金融投資控股有限公司