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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)**

### **2024 INTERIM RESULTS ANNOUNCEMENT**

The board (“**Board**”) of directors (“**Directors**”) of Finsoft Financial Investment Holdings Limited (“**Company**”, together with its subsidiaries, “**Group**”) hereby announces the unaudited condensed consolidated interim results of the Group for the six months ended 30 June 2024. This announcement, containing the full text of the 2024 interim 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 interim results.

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

Hong Kong, 27 August 2024

*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, Ms. Liu Mung Ting being an executive Director and the chief executive officer of the Company, Ms. Lin Ting being an executive Director, 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](http://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



# 2024

INTERIM REPORT 中期報告

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

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

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

*Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.*

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

## 香港聯合交易所有限公司（「聯交所」）GEM的特色

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

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

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

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

## INTERIM RESULTS

The board of Directors (“Board”) announces the unaudited condensed consolidated results of Finsoft Financial Investment Holdings Limited (“Company”, together with its subsidiaries, referred to as “Group”) for the six months ended 30 June 2024, together with the unaudited comparative figures for the corresponding periods in 2023, as follows:

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

For the six months ended 30 June 2024

## 中期業績

董事會（「董事會」）公佈·匯財金融投資控股有限公司（「本公司」·連同其附屬公司統稱「本集團」）截至二零二四年六月三十日止六個月之未經審核簡明綜合業績·連同二零二三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

截至二零二四年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 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)
		Notes 附註	
<b>Revenue</b>	<b>收益</b>	5	22,397
Cost of sales	銷售成本		(11,458)
<b>Gross profit</b>	<b>毛利</b>		10,939
Other income	其他收入	7	383
Other losses	其他虧損	8	(3,456)
Reversal of/(provision for) impairment loss on loan and interest receivables	應收貸款及利息的減值虧損撥回／（撥備）		808
Provision for impairment loss on consideration receivable	應收代價減值虧損撥備		(9)
Administrative expenses	行政開支		(18,323)
<b>Loss from operations</b>	<b>經營虧損</b>		(9,658)
Finance costs	財務成本	9	(148)
Share of loss of associates	應佔聯營公司虧損		-
Share of loss of a joint venture	應佔一間合營公司虧損		(13)
<b>Loss before tax</b>	<b>除稅前虧損</b>		(9,819)
Income tax expenses	所得稅開支	11	(69)
<b>Loss for the period</b>	<b>期內虧損</b>	10	(9,888)
<b>Other comprehensive income for the period, net of tax:</b>	<b>期內其他全面收入·扣除稅項:</b>		
Items that will not be reclassified to profit or loss:	將不會重新分類至損益的項目:		
Fair value changes on financial assets at fair value through other comprehensive income (“FVTOCI”)	按公平價值計入其他全面收入（「按公平價值計入其他全面收入」）的金融資產之公平價值變動		63
<b>Other comprehensive income for the period, net of tax</b>	<b>期內其他全面收入·扣除稅項</b>		63
<b>Total comprehensive income for the period</b>	<b>期內全面收入總額</b>		(9,938)
			(10,620)

**Six months ended 30 June**  
截至六月三十日止六個月

		2024 二零二四年 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)
<b>Loss for the period attributable to:</b> Owners of the Company Non-controlling interests	<b>應佔期內虧損：</b> 本公司擁有人 非控股權益	<b>(9,888)</b> — <b>(9,888)</b>	(10,614) (69) <b>(10,683)</b>
<b>Total comprehensive income for the period attributable to:</b> Owners of the Company Non-controlling interests	<b>應佔期內全面收入總額：</b> 本公司擁有人 非控股權益	<b>(9,938)</b> — <b>(9,938)</b>	(10,551) (69) <b>(10,620)</b>

**Six months ended 30 June**  
截至六月三十日止六個月

		2024 二零二四年 (Unaudited) (未經審核)	2023 二零二三年 (Unaudited) (Re-presented) (經重列)
<b>Loss per share</b> Basic (HK cents per share)	<b>每股虧損</b> 基本 (每股港仙)	<b>(6.34)</b>	(6.24)
Diluted (HK cents per share)	攤薄 (每股港仙)	<b>(6.34)</b>	(6.24)

Note  
附註

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## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2024

## 簡明綜合財務狀況表

於二零二四年六月三十日

			As at 30 June 2024 於二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
	<i>Notes</i> 附註			
<b>Non-current assets</b>		<b>非流動資產</b>		
Property, plant and equipment	14	物業、廠房及設備	1,111	1,601
Investment properties		投資物業	2,600	2,600
Right-of-use assets	15	使用權資產	5,416	5,325
Intangible assets		無形資產	230	230
Investment in a joint venture		於一間合營公司之投資	70	83
Financial assets at FVTOCI		按公平價值計入其他全面 收入的金融資產	215	265
Loan and interest receivables	17	應收貸款及利息	1,729	-
Consideration receivable		應收代價	4,751	4,759
Deferred tax assets		遞延稅項資產	159	135
			<b>16,281</b>	14,998
<b>Current assets</b>		<b>流動資產</b>		
Trade and other receivables	16	貿易及其他應收款項	7,001	8,257
Contract assets		合約資產	-	144
Loan and interest receivables	17	應收貸款及利息	26,559	25,509
Financial assets at fair value through profit or loss ("FVTPL")		按公平價值計入損益 (「按公平價值計入損益」) 的金融資產	8,433	9,789
Consideration receivable		應收代價	196	246
Current tax assets		即期稅項資產	347	440
Time deposit over three months		超過三個月定期存款	1,000	-
Bank and cash balances		銀行及現金結餘	23,369	9,214
			<b>66,905</b>	53,599
<b>Current liabilities</b>		<b>流動負債</b>		
Contract liabilities		合約負債	11,274	9,531
Accruals and other payables		應計費用及其他應付款項	12,416	16,303
Lease liabilities	18	租賃負債	3,397	3,056
			<b>27,087</b>	28,890
<b>Net current assets</b>		<b>流動資產淨值</b>	<b>39,818</b>	24,709
<b>Total assets less current liabilities</b>		<b>資產總值減流動負債</b>	<b>56,099</b>	39,707

		<i>Note</i> <i>附註</i>	<b>As at 30 June 2024</b> 於二零二四年 六月三十日 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	As at 31 December 2023 於二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債		<b>1,918</b>	2,099
Deferred tax liabilities	遞延稅項負債		<b>72</b>	72
			<b>1,990</b>	2,171
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>54,109</b>	37,536
<b>Capital and reserves</b>	<b>股本及儲備</b>			
Share capital	股本	19	<b>25,212</b>	6,303
Reserves	儲備		<b>28,897</b>	31,233
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>54,109</b>	37,536

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2024

# 未經審核簡明綜合權益變動表

截至二零二四年六月三十日止六個月

Attributable to owners of the Company  
本公司擁有人應佔

		Share capital	Share premium	Merger reserve	Financial assets at FVTOCI reserve	Accumulated losses	Subtotal	Non-controlling interests	Total equity
		股本	股份溢價	合併儲備	按公平價值計入其他全面收入的金融資產儲備	累計虧損	小計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 31 December 2022 (audited)	於二零二二年十二月三十一日 (經審核)	6,303	229,281	78	(37,953)	(131,881)	65,828	(2,325)	63,503
Fair value changes on financial assets at FVTOCI	按公平價值計入其他全面收入的金融資產之公平價值變動	-	-	-	63	-	63	-	63
Loss for the period	期內虧損	-	-	-	-	(10,614)	(10,614)	(69)	(10,683)
Changes in equity for the period	期內權益變動	-	-	-	63	(10,614)	(10,551)	(69)	(10,620)
At 30 June 2023 (unaudited)	於二零二三年六月三十日 (未經審核)	6,303	229,281	78	(37,890)	(142,495)	55,277	(2,394)	52,883
At 31 December 2023 (audited)	於二零二三年十二月三十一日 (經審核)	6,303	229,281	78	(38,052)	(160,074)	37,536	-	37,536
Issuance of shares by rights issue (note 19(ii))	透過供股發行股份 (附註19(ii))	18,909	7,602	-	-	-	26,511	-	26,511
Fair value changes on financial assets at FVTOCI	按公平價值計入其他全面收入的金融資產之公平價值變動	-	-	-	(50)	-	(50)	-	(50)
Loss for the period	期內虧損	-	-	-	-	(9,888)	(9,888)	-	(9,888)
Changes in equity for the period	期內權益變動	18,909	7,602	-	(50)	(9,888)	16,573	-	16,573
At 30 June 2024 (unaudited)	於二零二四年六月三十日 (未經審核)	25,212	236,883	78	(38,102)	(169,962)	54,109	-	54,109



## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2024

## 簡明綜合現金流量表

截至二零二四年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 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)
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>經營活動所用現金淨額</b>	<b>(9,493)</b>	<b>(5,795)</b>
Interest received	已收利息	109	8
Purchase of property, plant and equipment	購買物業、廠房及設備	(278)	(65)
Decrease in consideration receivable	應收代價減少	298	-
Purchase of club membership	購買會員會籍	-	(230)
Investment in time deposit over three months	超過三個月定期存款的投資	(1,000)	-
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>投資活動所用的現金淨額</b>	<b>(871)</b>	<b>(287)</b>
Net proceeds from issuance of shares	發行股份所得款項淨額	26,511	-
Principal elements of lease payments	租賃付款之本金部分	(1,992)	(3,754)
<b>NET CASH GENERATED FROM/(USED IN) FINANCING ACTIVITIES</b>	<b>融資活動產生/(所用)的現金淨額</b>	<b>24,519</b>	<b>(3,754)</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物增加/(減少)淨額</b>	<b>14,155</b>	<b>(9,836)</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD</b>	<b>期初現金及現金等價物</b>	<b>9,214</b>	<b>26,945</b>
<b>CASH AND CASH EQUIVALENTS AT END OF THE PERIOD</b>	<b>期末現金及現金等價物</b>	<b>23,369</b>	<b>17,109</b>

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the six months ended 30 June 2024

## 1. GENERAL INFORMATION

Finsoft Financial Investment Holdings Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of its registered office is Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of the Company’s head office and principal place of business in Hong Kong is Unit 708, 7th Floor, Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong. The Company’s shares are listed on GEM of The Stock Exchange of Hong Kong Limited (“Stock Exchange”).

The Group is principally engaged in the provision of financial trading software solutions, provision of other IT and internet financial platforms services, money lending business and assets investments in Hong Kong.

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

## 2. BASIS OF PREPARATION

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

These condensed consolidated financial statements should be read in conjunction with the Group’s annual consolidated financial statements for the year ended 31 December 2023. The accounting policies (including the significant judgements made by management in applying the Group’s accounting policies and the key sources of estimation uncertainty) and methods of computation used in the preparation of these condensed consolidated financial statements are consistent with those used in the Group’s annual consolidated financial statements for the year ended 31 December 2023.

# 簡明綜合財務報表附註（未經審核）

截至二零二四年六月三十日止六個月

## 1. 一般資料

匯財金融投資控股有限公司（「本公司」）根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司。本公司之註冊辦事處地址為Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands。本公司於香港的總辦事處及主要營業地點為香港灣仔告士打道151號資本中心7樓708室。本公司之股份於香港聯合交易所有限公司（「聯交所」）GEM上市。

本集團主要於香港從事提供金融交易軟件解決方案、提供其他資訊科技及互聯網金融平台服務、借貸業務及資產投資。

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

## 2. 編製基準

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

該等簡明綜合財務報表應與本集團截至二零二三年十二月三十一日止年度的年度綜合財務報表一併閱讀。編製該等簡明綜合財務報表時所採用的會計政策（包括管理層於應用本集團會計政策時作出的重大判斷以及估計不確定性之主要來源）及計算方法與本集團截至二零二三年十二月三十一日止年度的年度綜合財務報表所採用者貫徹一致。

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

#### (a) New and amended standards adopted by the Group

The Group has applied the following amendments for the first time from 1 January 2024:

- Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants – Amendments to HKAS 1;
- Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause – HK Int 5 (Revised);
- Lease Liability in Sale and Leaseback – Amendments to HKFRS 16;
- Supplier Finance Arrangements – Amendments to HKAS 7 and HKFRS 7.

These new and amended standards to HKFRSs in the current period had no material effect on the Group's condensed consolidated interim financial statements (unaudited) for the current and comparative periods and/or on the disclosures set out in these condensed consolidated financial statements (unaudited).

#### (b) Impact of new and amended standards issued but not yet adopted by the Group

In September 2023, HKICPA amended HKAS 21 to help entities to determine whether a currency is exchangeable into another currency, and which spot exchange rate to use when it is not. These new requirements will apply for annual reporting periods beginning on or after 1 January 2025. The management does not expect the amendment to have a material impact on the consolidated financial statements.

### 3. 採納新訂及經修訂香港財務報告準則

#### (a) 本集團採納的新訂及經修訂準則

本集團自二零二四年一月一日起首次應用以下修訂本：

- 負債分類為流動或非流動及附帶契諾的非流動負債－香港會計準則第1號（修訂本）；
- 財務報表的呈列－借款人對含有按要求償還條款的定期貸款的分類－香港詮釋第5號（修訂本）；
- 售後租回中的租賃負債－香港財務報告準則第16號（修訂本）；
- 供應商融資安排－香港會計準則第7號及香港財務報告準則第7號（修訂本）

本期間該等新訂及經修訂香港財務報告準則對本集團本期及比較期間的簡明綜合中期財務報表（未經審計）及／或該等簡明綜合財務報表（未經審計）所載的披露並無重大影響。

#### (b) 本集團已頒佈但尚未採納的新訂及經修訂準則的影響

於二零二三年九月，香港會計師公會修訂香港會計準則第21號，以協助實體確定一種貨幣是否可兌換成另一種貨幣，以及在不可兌換時使用哪種即期匯率。該等新規定將適用於二零二五年一月一日或之後開始的年度報告期間。管理層預計該修訂不會對綜合財務報表產生重大影響。



In July 2024, HKICPA issued HKFRS 18 which is effective for annual reporting periods beginning on or after 1 January 2027, with early application permitted. HKFRS 18 introduces significant changes to the presentation of financial statements, with a focus on information about financial performance present in the statement of profit or loss, which will affect how the Group present and disclose financial performance in the financial statements. The key changes introduced in HKFRS 18 relate to (i) the structure of the statement of profit or loss, (ii) required disclosures for management-defined performance measures (which are referred to alternative or non-GAAP performance measures), and (iii) enhanced requirements for aggregation and disaggregation of information. The management is currently assessing the impact of applying HKFRS 18 on the presentation and the disclosures of the consolidated financial statements.

於二零二四年七月，香港會計師公會頒佈香港財務報告準則第18號，該準則於二零二七年一月一日或之後開始的年度報告期間生效，並可提早應用。香港財務報告準則第18號對財務報表的呈列方式進行重大變動，重點在於損益表中呈列的財務表現資料，這將影響本集團在財務報表中呈列及披露財務表現的方式。香港財務報告準則第18號引入的主要變更涉及：(i)損益表的架構；(ii)管理層定義的績效指標（即替代或非公認會計準則績效指標）的披露要求；及(iii)強化資料匯總及分類的要求。管理層目前正在評估應用香港財務報告準則第18號對綜合財務報表的呈列及披露的影響。

#### 4. FAIR VALUE MEASUREMENTS

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

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

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

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

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

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

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

#### 4. 公平價值計量

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

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

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

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

第三級輸入數據：資產或負債之不可觀察輸入數據。

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

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

Disclosures of level in fair value hierarchy at:

於以下日期之公平價值層級披露：

At 30 June 2024

於二零二四年六月三十日

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

		Level 1 第一級 HK\$'000 千港元 (Unaudited) (未經審核)	Level 2 第二級 HK\$'000 千港元 (Unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Recurring fair value measurements:</b>	<b>經常性公平價值計量：</b>			
<b>Non-financial assets</b>	<b>非金融資產</b>			
Investment properties	投資物業			
– Car parking spaces – Hong Kong	– 停車位 – 香港	–	2,600	2,600
<b>Financial assets</b>	<b>金融資產</b>			
Financial assets at FVTPL	按公平價值計入損益之 金融資產			
– Listed equity investments	– 上市股本投資	8,433	–	8,433
Financial assets at FVTOCI	按公平價值計入其他 全面收入之金融資產			
– Listed equity investment	– 上市股本投資	215	–	215
<b>Total</b>	<b>總計</b>	<b>8,648</b>	<b>2,600</b>	<b>11,248</b>

At 31 December 2023

於二零二三年十二月三十一日

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

		Level 1 第一級 HK\$'000 千港元 (Audited) (經審核)	Level 2 第二級 HK\$'000 千港元 (Audited) (經審核)	Total 總計 HK\$'000 千港元 (Audited) (經審核)
<b>Recurring fair value measurements:</b>	<b>經常性公平價值計量：</b>			
<b>Non-financial assets</b>	<b>非金融資產</b>			
Investment properties	投資物業			
– Car parking spaces – Hong Kong	– 停車位 – 香港	–	2,600	2,600
<b>Financial assets</b>	<b>金融資產</b>			
Financial assets at FVTPL	按公平價值計入損益之 金融資產			
– Listed equity investments	– 上市股本投資	9,789	–	9,789
Financial assets at FVTOCI	按公平價值計入其他 全面收入之金融資產			
– Listed equity investment	– 上市股本投資	265	–	265
<b>Total</b>	<b>總計</b>	<b>10,054</b>	<b>2,600</b>	<b>12,654</b>



## 5. REVENUE

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

## 5. 收益

期內按主要服務線劃分的來自客戶合約之收益分拆如下：

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2024</b> 二零二四年 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Revenue from contracts with customers within the scope of HKFRS 15</b>	<b>香港財務報告準則第15號範圍內來自客戶合約之收益</b>		
Disaggregated by major service lines	按主要服務線分拆		
Sales of merchandise	銷售商品	857	660
Sales of technology software systems	銷售技術軟件系統	1,021	2,746
System customisation and network support	系統訂製及網絡支援	2,718	7,589
Software licensing fee	軟件特許費	9,571	11,058
Software maintenance services	軟件保養服務	4,971	4,714
Hosting and related services fee	伺服器寄存及相關服務費	1,771	1,938
Outsourcing services fee	外判服務費	566	-
		<b>21,475</b>	<b>28,705</b>
<b>Revenue from other sources</b>	<b>其他來源之收益</b>		
Interest income on loan financing	貸款融資之利息收入	922	564
		<b>22,397</b>	<b>29,269</b>

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

本集團的收益來源於以下主要服務線在一段時間內及某一時間點的貨品及服務轉撥：

		<b>Financial trading software solutions</b> 金融交易軟件解決方案	
		<b>2024</b> 二零二四年 <b>HK\$'000</b> 千港元	2023 二零二三年 HK\$'000 千港元
<b>For the six months ended 30 June (unaudited)</b>	<b>截至六月三十日止六個月 (未經審核)</b>		
<b>Timing of revenue recognition</b>	<b>確認收益時間</b>		
Point in time	某一時間點	4,375	10,795
Over time	隨時間	17,100	17,910
Total	總計	<b>21,475</b>	<b>28,705</b>

## 6. SEGMENT INFORMATION

The Group has five (six month ended 30 June 2023: five) operating segments as follows:

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

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

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

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

## 6. 分部資料

本集團有以下五個（截至二零二三年六月三十日止六個月：五個）經營分部：

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

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

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

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

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

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

		Financial trading software solutions 金融交易軟件解決方案 HK\$'000 千港元	Other IT and internet financial platforms services 其他資訊科技及互聯網金融平台服務 HK\$'000 千港元	Money lending 借貸 HK\$'000 千港元	Assets investments 資產投資 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>For the six months ended 30 June 2024 (unaudited)</b>	<b>截至二零二四年六月三十日止六個月（未經審核）</b>						
Revenue from external customers	源於外部客戶之收益	21,475	-	922	-	-	22,397
Segment profit/(loss)	分部溢利/（虧損）	948	(610)	784	(3,464)	(1,171)	(3,513)
<b>At 30 June 2024 (unaudited)</b>	<b>於二零二四年六月三十日（未經審核）</b>						
Segment assets	分部資產	8,030	2	30,560	10,319	1,055	49,966
Segment liabilities	分部負債	(24,241)	(42)	(2,094)	(69)	(950)	(27,396)

		Financial trading software solutions 金融交易軟件解決方案 HK\$'000 千港元	Other IT and internet financial platforms services 其他資訊科技及互聯網金融平台服務 HK\$'000 千港元	Money lending 借貸 HK\$'000 千港元	Assets investments 資產投資 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>For the six months ended 30 June 2023 (unaudited)</b>	<b>截至二零二三年六月三十日止六個月（未經審核）</b>						
Revenue from external customers	源於外部客戶之收益	28,705	-	564	-	-	29,269
Segment profit/(loss)	分部溢利/（虧損）	6,816	(632)	(2,024)	(324)	(1,246)	2,590
<b>At 31 December 2023 (audited)</b>	<b>於二零二三年十二月三十一日（經審核）</b>						
Segment assets	分部資產	11,092	5	25,890	9,789	1,299	48,075
Segment liabilities	分部負債	(26,944)	(86)	(337)	(29)	(1,109)	(28,505)

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

**可呈報分部之對賬：  
收益及溢利或虧損：**

		<b>Six months ended 30 June</b> 截至六月三十日止六個月	
		<b>2024</b> 二零二四年 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Revenue</b>	<b>收益</b>		
Consolidated revenue	綜合收益	<b>22,397</b>	29,269
<b>Profit or loss</b>	<b>溢利或虧損</b>		
Total (loss)/profit of reportable segments	可呈報分部之(虧損)/溢利總額	<b>(3,513)</b>	2,590
Unallocated amounts:	未分配款項：		
Other income	其他收入	<b>343</b>	31
Share of loss of associates	應佔聯營公司虧損	<b>-</b>	(210)
Share of loss of a joint venture	應佔一間合營公司虧損	<b>(13)</b>	(5)
Administrative expenses	行政開支	<b>(6,618)</b>	(12,064)
Finance costs	財務成本	<b>(18)</b>	(61)
Consolidated loss before tax	綜合除稅前虧損	<b>(9,819)</b>	(9,719)

**Assets and liabilities:**

**資產及負債：**

		<b>30 June</b> 二零二四年 六月三十日 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	31 December 2023 二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>Assets</b>	<b>資產</b>		
Total assets of reportable segments	可呈報分部之資產總值	<b>49,966</b>	48,075
Unallocated amounts:	未分配款項：		
Contingent consideration receivable	或然應收代價	<b>4,947</b>	5,005
Investment in a joint venture	於一間合營公司之投資	<b>70</b>	83
Investment properties	投資物業	<b>2,600</b>	2,600
Unallocated head office and corporate assets	未分配總辦事處及公司資產	<b>25,603</b>	12,834
Consolidated total assets	綜合資產總值	<b>83,186</b>	68,597
<b>Liabilities</b>	<b>負債</b>		
Total liabilities of reportable segments	可呈報分部之負債總額	<b>27,396</b>	28,505
Unallocated amounts:	未分配款項：		
Unallocated head office and corporate liabilities	未分配總辦事處及公司負債	<b>1,681</b>	2,556
Consolidated total liabilities	綜合負債總額	<b>29,077</b>	31,061



## 7. OTHER INCOME

## 7. 其他收入

Six months ended 30 June  
截至六月三十日止六個月

		2024 二零二四年 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)
Interest income on bank deposits	銀行存款的利息收入	109	8
Rental income	租金收入	25	19
Interest on consideration receivable	應收代價利息	249	-
Sundry income	雜項收入	-	4
		<b>383</b>	<b>31</b>

## 8. OTHER LOSSES

## 8. 其他虧損

Six months ended 30 June  
截至六月三十日止六個月

		2024 二零二四年 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)
Net fair value loss on financial assets at FVTPL	按公平價值計入損益的金融資產 之公平價值虧損淨額		
– listed equity investments	– 上市股本投資	(3,422)	(282)
Foreign exchange differences, net	外匯差額淨額	-	(1)
Impairment loss on trade receivables	貿易應收款項減值虧損	(34)	(20)
		<b>(3,456)</b>	<b>(303)</b>



## 9. FINANCE COSTS

## 9. 財務成本

Six months ended 30 June  
截至六月三十日止六個月

	2024 二零二四年 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)
Interest on lease liabilities 租賃負債利息	<b>148</b>	<b>177</b>

## 10. LOSS FOR THE PERIOD

## 10. 期內虧損

Loss for the period is arrived at after charging:

期內虧損經扣除下列各項後得出：

Six months ended 30 June  
截至六月三十日止六個月

	2024 二零二四年 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)
Depreciation of property, plant and equipment 物業、廠房及設備折舊	<b>768</b>	698
Depreciation of right-of-use assets 使用權資產折舊	<b>2,061</b>	3,653
Lease payments not included in the measurement of lease liabilities 未計入租賃負債計量的 租賃付款	<b>458</b>	345
Staff costs (including directors' emoluments) 員工成本(包括董事酬金)	<b>17,706</b>	21,050
– Salaries, bonus and allowance – 薪金、花紅及津貼	<b>473</b>	524
– Retirement benefit scheme contributions – 退休福利計劃供款		
	<b>18,179</b>	<b>21,574</b>

Cost of sales includes staff costs of HK\$8,170,000 (six months ended 30 June 2023: HK\$8,018,000) which are included in the amounts disclosed separately.

銷售成本包括員工成本8,170,000港元(截至二零二三年六月三十日止六個月：8,018,000港元)，其分別計入所披露之金額。

## 11. INCOME TAX EXPENSES

Current tax – Hong Kong	即期稅項—香港
Deferred tax	遞延稅項
Income tax expenses	所得稅開支

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

Under the two-tiered Profits Tax regime of Hong Kong, the first HK\$2 million profits of the qualifying group entity derived in Hong Kong will be taxed at 8.25% (six months ended 30 June 2023: 8.25%), and profits above that amount will be subject to the tax rate of 16.5% (six months ended 30 June 2023: 16.5%). The profits of the group entities derived in Hong Kong but not qualifying for the two-tiered Profits Tax regime of Hong Kong will continue to be taxed at a rate of 16.5% (six months ended 30 June 2023: 16.5%).

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

During the six months ended 30 June 2024, no share of tax attributable to associates (six months ended 30 June 2023: Nil) and a joint venture (six months ended 30 June 2023: Nil) was included in “Share of loss of associates” and “Share of loss of a joint venture” respectively.

## 12. DIVIDEND

The Board does not recommend the payment of any dividend for the six months ended 30 June 2024 (six months ended 30 June 2023: Nil).

## 11. 所得稅開支

Six months ended 30 June  
截至六月三十日止六個月

2024 二零二四年 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)
93	993
(24)	(29)
<b>69</b>	<b>964</b>

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

根據香港兩級利得稅制，源自香港的合資格集團實體首2,000,000港元的應課稅溢利的利得稅將按8.25%稅率徵稅（截至二零二三年六月三十日止六個月：8.25%），超過該金額的溢利將按16.5%（截至二零二三年六月三十日止六個月：16.5%）稅率徵稅。源自香港但不符合香港兩級利得稅制條件的集團實體的應課稅將按16.5%稅率（二零二三年六月三十日止六個月：16.5%）繼續徵稅。

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

截至二零二四年六月三十日止六個月，概無應佔歸屬於聯營公司之稅項（截至二零二三年六月三十日止六個月：無）及歸屬於一間合營公司之稅項（截至二零二三年六月三十日止六個月：無）分別計入「應佔聯營公司虧損」及「應佔一間合營公司虧損」。

## 12. 股息

董事會並不建議就截至二零二四年六月三十日止六個月派付任何股息（截至二零二三年六月三十日止六個月：無）。

## 13. LOSS PER SHARE

## 13. 每股虧損

Six months ended 30 June  
截至六月三十日止六個月

		2024 二零二四年 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)
<b>Loss</b>	<b>虧損</b>		
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	<b>(9,888)</b>	(10,614)
		'000 千股	'000 千股 (Re-presented) (經重列)
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares used in basic and diluted loss per share calculation (note)	用於計算每股基本及攤薄虧損之普通股加權平均數	<b>155,969</b>	170,085

Note: The weighted average number of ordinary shares for prior period has been adjusted retrospectively to reflect the effect of the bonus element of the rights issue as disclosed in note 19(ii).

附註：普通股加權平均數於過往期間已追溯調整以反映附註19(ii)所披露於供股所包含紅利部分的影響。

## 14. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2024, the Group acquired property, plant and equipment of HK\$278,000 (six months ended 30 June 2023: HK\$65,000).

## 14. 物業、廠房及設備

於截至二零二四年六月三十日止六個月，本集團收購物業、廠房及設備278,000港元（截至二零二三年六月三十日止六個月：65,000港元）。

## 15. RIGHT-OF-USE ASSETS

The Group entered into a new lease agreement for office premises for two years and recognised of right-of-use asset and lease liability of HK\$2,152,000 on lease commencement during the six months ended 30 June 2024 (six month ended 30 June 2023: HK\$2,169,000).

## 15. 使用權資產

於截至二零二四年六月三十日止六個月內，本集團就辦公室物業訂立新的為期兩年的租賃協議並於租賃開始時確認使用權資產及租賃負債2,152,000港元（截至二零二三年六月三十日止六個月：2,169,000港元）。

## 16. TRADE AND OTHER RECEIVABLES

## 16. 貿易及其他應收款項

		30 June 2024 二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2023 二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables	貿易應收款項	2,708	2,362
Less: allowance for doubtful debts	減：呆賬撥備	(80)	(47)
		<b>2,628</b>	<b>2,315</b>
Other receivables	其他應收款項	710	4
Due from an associate	應收聯營公司款項	-	100
Deposits	按金	2,203	3,034
Prepayments	預付款項	1,460	2,804
		<b>7,001</b>	<b>8,257</b>

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

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

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

以發票日期及扣除呆賬撥備後的貿易應收款項的賬齡分析如下：

		30 June 2024 二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2023 二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
0 – 30 days	0至30日	1,116	1,094
31 – 60 days	31至60日	355	574
61 – 90 days	61至90日	304	-
91 – 120 days	91至120日	110	115
Over 120 days	超過120日	743	532
Total	總計	<b>2,628</b>	<b>2,315</b>



## 17. LOAN AND INTEREST RECEIVABLES

## 17. 應收貸款及利息

		30 June 2024 二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2023 二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Loan receivables	應收貸款	<b>82,471</b>	86,871
Less: impairment loss	減：減值虧損	<b>(55,344)</b>	(62,392)
		<b>27,127</b>	24,479
Interest receivables	應收利息	<b>3,320</b>	4,285
Less: impairment loss	減：減值虧損	<b>(2,159)</b>	(3,255)
		<b>1,161</b>	1,030
Loan and interest receivables	應收貸款及利息	<b>28,288</b>	25,509
Less: non-current portion	減：非流動部分	<b>(1,729)</b>	-
Loan and interest receivables (current portion)	應收貸款及利息（流動部分）	<b>26,559</b>	25,509

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

As at 30 June 2024, the loan receivables were charged interest with rates ranging from 8% to 35.5% per annum (31 December 2023: 8% to 21.6% per annum) and were repayable with fixed terms agreed with the contracting parties. The Group held collateral or other credit enhancement over its loan receivables balance of HK\$6,234,000 (net of provision of impairment loss of HK\$4,547,000) (31 December 2023: HK\$2,725,000 (net of provision of impairment loss of HK\$4,256,000)), while its loan receivables balance of HK\$20,893,000 (net of provision of impairment loss of HK\$50,797,000) was unsecured (31 December 2023: HK\$21,754,000 (net of provision of impairment loss of HK\$58,136,000)).

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

於二零二四年六月三十日，應收貸款按年利率介乎8%至35.5%（二零二三年十二月三十一日：年利率8%至21.6%）計息，須於合約方協定的固定期限內償還。本集團就其應收貸款結餘6,234,000港元（扣除減值虧損撥備4,547,000港元）持有抵押或其他信貸提升措施（二零二三年十二月三十一日：2,725,000港元（扣除減值虧損撥備4,256,000港元）），而應收貸款結餘20,893,000港元（扣除減值虧損撥備50,797,000港元）為無擔保（二零二三年十二月三十一日：21,754,000港元（扣除減值虧損撥備58,136,000港元））。



Included in loan receivables are loans with principal amount of HK\$300,000 and HK\$2,800,000 (31 December 2023: HK\$2,800,000) lent to a senior management personnel of the Group and a related company of the Company, with the director of the borrower's ultimate holding company being also a Director, respectively. The loans bear interest of 12% and 8% per annum with maturity date on 6 December 2024 and 22 December 2024 respectively. The loan to a related company of the Company is guaranteed by the ultimate holding company of the borrower while the loan to a senior management personnel of the Group is unsecured. Details of the loan to a related company of the Company is set out in the Company's announcement dated 23 December 2022.

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

應收貸款中包括一筆本金額分別為300,000港元及2,800,000港元(二零二三年十二月三十一日: 2,800,000港元)之貸款, 分別借予本集團一名高級管理人員及本公司一間關連公司(而該借款人之最終控股公司之董事亦為本公司董事)。該等貸款分別按年利率12%及8%計息, 到期日分別為二零二四年十二月六日及二零二四年十二月二十二日。借予本公司一間關連公司之貸款由借款人的最終控股公司擔保, 而借予本集團一名高級管理人員之貸款為無抵押。有關向本公司一間關連公司提供貸款的詳情載於本公司日期為二零二二年十二月二十三日的公告。

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

		<b>Stage 1</b> <b>12-month</b> <b>ECL</b> <b>階段1</b> <b>12個月預期</b> <b>信貸虧損</b> <b>HK\$'000</b> <b>千港元</b>	<b>Stage 2</b> <b>Lifetime</b> <b>ECL</b> <b>階段2</b> <b>全期預期</b> <b>信貸虧損</b> <b>HK\$'000</b> <b>千港元</b>	<b>Stage 3</b> <b>Lifetime</b> <b>ECL</b> <b>階段3</b> <b>全期預期</b> <b>信貸虧損</b> <b>HK\$'000</b> <b>千港元</b>	<b>Total</b>       <b>總計</b> <b>HK\$'000</b> <b>千港元</b>
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及 二零二四年一月一日	2	2,373	63,272	65,647
Movements due to changes in credit risk	因信貸風險變動而產生之變動	-	(42)	(3)	(45)
New loan originated	發放新貸款	158	244	-	402
Loans written off during the period	期內撇銷之貸款	-	-	(7,336)	(7,336)
Loans recovered or repaid during the period	期內收回或償還之貸款	-	(222)	(943)	(1,165)
At 30 June 2024	於二零二四年六月三十日	160	2,353	54,990	57,503

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

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

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

於報告期末，應收貸款根據剩餘合約到期日（扣除虧損撥備）的到期情況如下：

		30 June 2024 二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2023 二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Overdue	逾期	18,291	20,806
Due within 3 months	於3個月內到期	2,246	948
Due after 3 months but within 6 months	於3個月後至6個月內到期	3,012	-
Due after 6 months but within 12 months	於6個月後至12個月內到期	1,849	2,725
Due after 12 months	於12個月後到期	1,729	-
Total	總計	<b>27,127</b>	<b>24,479</b>

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

於報告期末，應收利息根據剩餘合約到期日（扣除虧損撥備）的到期情況如下：

		30 June 2024 二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2023 二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Overdue	逾期	1,161	1,030
Due within 3 months	於3個月內到期	-	-
Total	總計	<b>1,161</b>	<b>1,030</b>

## 18. ACCRUALS AND OTHER PAYABLES

## 18. 應計費用及其他應付款項

		30 June 2024 二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2023 二零二三年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Customers deposits	客戶按金	8,446	9,068
Provision for bonus	花紅撥備	1,016	3,566
Accruals and other payables	應計費用及其他應付款項	2,954	3,305
Retirement benefit obligation	退休福利責任	-	364
		<u>12,416</u>	<u>16,303</u>

## 19. SHARE CAPITAL

## 19. 股本

		Number of shares 股份數目 '000 千股	Nominal value of shares 股份之面值 HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>		
Ordinary shares of HK\$0.05 each At 1 January 2023, 31 December 2023	每股面值0.05港元之普通股 於二零二三年一月一日及 二零二三年十二月三十一日	200,000	10,000
Increase in authorised share capital (note (i))	增加法定股本 (附註(i))	<u>1,800,000</u>	<u>90,000</u>
At 30 June 2024	於二零二四年六月三十日	<u>2,000,000</u>	<u>100,000</u>
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
Ordinary shares of HK\$0.05 each At 1 January 2023 and 31 December 2023	每股面值0.05港元之普通股 於二零二三年一月一日及 二零二三年十二月三十一日	126,058	6,303
Issuance of shares by rights issue (note (iii))	透過供股發行股份 (附註(iii))	<u>378,175</u>	<u>18,909</u>
At 30 June 2024	於二零二四年六月三十日	<u>504,233</u>	<u>25,212</u>

Note:

- (i) An extraordinary general meeting was held by the Company on 16 January 2024 and the existing authorised share capital of the Company was approved to increase from HK\$10,000,000 divided into 200,000,000 ordinary shares with a par value of HK\$0.05 each to HK\$100,000,000 divided into 2,000,000,000 shares by creating an additional 1,800,000,000 unissued shares.
- (ii) An extraordinary general meeting was held by the Company on 16 January 2024 and the Company was approved to raise approximately HK\$27.98 million by issuing up to 378,174,702 new shares to the qualifying shareholders on the basis of three (3) rights shares for every one (1) share in issue (the "Rights Shares") at the subscription price of HK\$0.074 per share (the "Rights Issue"). Upon the completion of the Rights Issue, the number of shares of the Company in issue was increased by 378,174,702, resulting in a credit to share capital and share premium by HK\$18,909,000 and HK\$7,602,000, respectively after netting of the related cost of approximately HK\$1,474,000.

## 20. RELATED PARTY TRANSACTIONS

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

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

附註：

- (i) 本公司已於二零二四年一月十六日舉行股東特別大會並批准透過增設1,800,000,000股未發行股份，將本公司現有法定股本由10,000,000港元（分為200,000,000股每股面值0.05港元的普通股）增加至100,000,000港元（分為2,000,000,000股股份）。
- (ii) 本公司已於二零二四年一月十六日舉行股東特別大會，而本公司已獲批准按每一(1)股已發行股份獲發三(3)股供股股份（「供股股份」），以每股0.074港元的認購價向合資格股東發行最多378,174,702股新股，集資約27.98百萬港元（「供股」）。於供股完成後，本公司已發行股份增加378,174,702股，導致計入的股本及股份溢價分別為18,909,000港元及7,602,000港元（已扣除相關成本約1,474,000港元）。

## 20. 關連方交易

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

期內本公司董事薪酬如下：

	30 June 2024 二零二四年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2023 二零二三年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)
Short-term benefits 短期利益	1,961	3,426



## 21. OPERATING LEASE COMMITMENT

### The Group as lessee

As at 30 June 2024, there was no outstanding balance of lease commitments relating to office units not recognised (As at 31 December 2023: HK\$1,031,000).

### The Group as lessor

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

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

Within one year

一年內

30 June 2024 二零二四年 六月三十日 HK\$'000 千港元	31 December 2023 二零二三年 十二月三十一日 HK\$'000 千港元
<u>11</u>	<u>24</u>

## 21. 經營租賃承擔

### 本集團作為承租人

於二零二四年六月三十日，並無與未確認辦公單元有關的尚未償還租賃承擔結餘（二零二三年十二月三十一日：1,031,000港元）。

### 本集團作為出租人

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

於報告期末租賃應收的最低租賃付款如下：

## 22. APPROVAL OF FINANCIAL STATEMENTS

The interim financial statements were approved and authorised for issue by the Board on 27 August 2024.

## 22. 批准財務報表

該中期財務報表已於二零二四年八月二十七日獲董事會批准及授權發佈。

## MANAGEMENT DISCUSSION AND ANALYSIS

During the six months ended 30 June 2024 (“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

The Hong Kong economy continued to record moderate growth in the second quarter of 2024. The real GDP grew by 3.3% in the second quarter of 2024 over a year earlier. Looking ahead, the economy is expected to continue to grow in the remainder of the year, but performance of the different economic segments may vary amid uncertainties on various fronts. Meanwhile, heightened geopolitical tensions, escalating trade conflicts, and US interest rate trajectory remaining not entirely clear may add uncertainties to economic sentiment and activities. The development of the global economic conditions will remain the key uncertainties in relation to the revival of the Hong Kong economy.

### 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\$21,475,000 (six months ended 30 June 2023: approximately HK\$28,705,000), representing an decrease of approximately 25.2% mainly as a result of the decrease in the revenue recognised from projects of system customisation and network support during the Period. The results of iAsia has inevitably been affected by the global economic sentiment as a result of the monetary tightening measures implemented by major central banks and the sluggish Hong Kong stock market.

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 and enhanced to cope with current market requirements and the growth and changing needs of customers’ businesses. iAsia was also committed to providing quality software maintenance services to its customers throughout the Period.

As iAsia has built up a reputation in the financial trading software solutions industry in Hong Kong and has a well-established customer base of sizeable banks and brokerage firms, the Group was able to generate stable sources of income during the Period. With respect to its provision of financial trading software solutions business, the Group will continue to keep up with the market trends and the industry requirements and focus on improving its operational efficiency to maintain its competitiveness in the markets.

## 管理層討論及分析

於截至二零二四年六月三十日止六個月（「期內」），本集團主要於香港從事提供金融交易軟件解決方案、提供其他資訊科技及互聯網金融平台服務、借貸業務及資產投資。

### 業務回顧

於二零二四年第二季度，香港經濟繼續錄得溫和增長。於二零二四年第二季度，本地生產總值較去年同期實質增長3.3%。展望未來，經濟在今年餘下時間預期會繼續增長，但不同經濟分部的表現或會因各方面的不明朗因素而有所差異。同時，地緣政治緊張局勢加劇、貿易衝突升級、美國加息軌迹仍不完全明朗，均可能為經濟情緒及活動增添不明朗因素。全球經濟狀況的發展將繼續為與香港經濟復甦有關的關鍵不明朗因素。

### 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21,475,000港元（截至二零二三年六月三十日止六個月：約28,705,000港元），減少約25.2%，主要乃由於期內系統定製及網絡支援項目確認的收益減少。因主要央行實施收緊貨幣措施及香港股市低迷，亞網的業績不可避免地受到全球經濟景氣度的影響。

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，優化及增強其金融交易軟件解決方案，以滿足當前市場要求以及客戶業務的增長及不斷變化的需求。於整個期內，亞網亦致力於為其客戶提供優質的軟件保養服務。

由於亞網已於香港的金融交易軟件解決方案行業建立聲譽及擁有具規模的銀行及經紀行的完善客戶群，本集團能夠於期內產生穩定的收入來源。就提供金融交易軟件解決方案業務而言，本集團將繼續緊跟市場趨勢及行業要求並著重提高其營運效率，以維持其於市場的競爭力。

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

During the Period, no revenue was generated from the provision of other IT and internet financial platforms services business division (six months ended 30 June 2023: Nil). In order to diversify the source of income, the Group will continue to seek for opportunities in providing other IT services, including but not limited to services related to artificial intelligence, blockchain technology, application development, etc.. 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\$922,000 (six months ended 30 June 2023: approximately HK\$564,000), representing an increase of approximately 63.5%. The interest rate charged to customers during the Period ranged from 8% per annum to 35.5% per annum (six months ended 30 June 2023: ranged from 8% per annum to 21.6% per annum). During the Period, the Group recorded a reversal of provision for impairment loss on loan and interest receivables of approximately HK\$808,000 (six months ended 30 June 2023: provision for impairment loss on loan and interest receivables of approximately HK\$1,218,000). In assessing the expected credit loss ("ECL") allowance for loan and interest receivables, the Group considered (i) the loan receivables which have been past due as at 30 June 2024; (ii) the repayment history of loan and interest receivables of each borrower during the Period; and (iii) the probability of default rate due to the inability of the borrowers to make repayments to the Group when due.

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

### **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（截至二零二三年六月三十日止六個月：無）。為了令收入來源多元化，本集團將繼續尋求機會提供其他資訊科技服務，包括但不限於與人工智能、區塊鏈技術、應用開發等相關的服務。本集團將把握機會多元化提供其他資訊科技及互聯網金融平台服務業務的客戶基礎，以提升其行業競爭力。

### **借貸業務**

於期內，借貸業務分部產生之收益約為922,000港元（截至二零二三年六月三十日止六個月：約564,000港元），增加約63.5%。於期內向客戶收取之利率介乎每年8%至每年35.5%（截至二零二三年六月三十日止六個月：介乎每年8%至每年21.6%）。於期內，本集團錄得應收貸款及利息減值虧損撥備撥回約808,000港元（截至二零二三年六月三十日止六個月：應收貸款及利息減值虧損撥備約1,218,000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)於二零二四年六月三十日已逾期之應收貸款；(ii)於期內各借款人的應收貸款及利息的還款記錄；及(iii)因借款人未能於到期時向本集團還款之違約率概率。

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



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

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

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

### **Assets investments**

The portfolio of the Group's assets investments business during the Period consisted of investments in securities that are held for trading. The carrying amount of the Group's securities investments measured at fair value through profit or loss decreased from approximately HK\$9,789,000 as at 31 December 2023 to approximately HK\$8,433,000 as at 30 June 2024 as the Group purchased and disposed of securities that are held for trading of approximately HK\$6,810,000 and approximately HK\$4,744,000 respectively during the Period and recognised a change in fair value reflecting a net loss of approximately HK\$3,422,000 (six months ended 30 June 2023: approximately HK\$282,000) from the Group's securities investments during the Period. As at 30 June 2024, no individual securities investments at fair value accounted for 5% or more of the Group's total assets (31 December 2023: Nil). During the Period, no dividend income was received by the Group from its investments in listed securities that are held for trading (six months ended 30 June 2023: Nil).

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

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

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

### **資產投資**

本集團於期內的資產投資業務組合包括持作買賣的證券投資。本集團按公平價值計入損益計量的證券投資賬面值由二零二三年十二月三十一日的約9,789,000港元減少至二零二四年六月三十日的約8,433,000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6,810,000港元及約4,744,000港元，並自本集團的證券投資確認於期內公平價值變動，反映虧損淨額約3,422,000港元（截至二零二三年六月三十日止六個月：約282,000港元）所致。於二零二四年六月三十日，概無按公平價值計量之個別證券投資佔本集團資產總值5%或以上（二零二三年十二月三十一日：無）。於期內，本集團並無收到持作買賣的上市證券投資的股息收入（截至二零二三年六月三十日止六個月：無）。



The Directors expect that the stock market in Hong Kong will remain volatile, which may affect the performance of the Group's securities investments, which consist of mainly securities listed on the Hong Kong stock market. The Board believes that the performance of the securities investments of the Group will be dependent on the financial and operating performance of the investee companies and market sentiment, which are affected by factors, such as interest rate movements and performance of the macro economy. The Group will continue to adopt a conservative investment approach in its trading of listed securities on the Hong Kong stock market and closely monitor the performance of its securities investment portfolio.

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

As at 30 June 2024, the Group's other investments that are not held for trading included 3,307,000 ordinary shares of CPN (“CPN Shares”), the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1736), being approximately 0.96% of the total issued shares of CPN. CPN, together with its subsidiaries, operate an online platform focusing on the CBM (children, babies, and maternity) market in the People's Republic of China (“PRC”) and are mainly engaged in (i) provision of marketing and promotional services through its platform; (ii) sale of goods in the PRC. The Group will continue to hold the CPN Shares for dividend income.

The CPN Shares were measured at fair value at approximately HK\$215,000 as at 30 June 2024 (31 December 2023: approximately HK\$265,000). 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\$50,000 (six months ended 30 June 2023: fair value gain of approximately HK\$63,000). During the Period, no dividend income was received from this investment (six months ended 30 June 2023: Nil).

### **Financial Review**

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

Revenue of the Group for the Period was approximately HK\$22,397,000 (six months ended 30 June 2023: approximately HK\$29,269,000), representing a decrease of approximately 23.5% as compared with that of the corresponding period in 2023. The decrease in revenue of the Group during the Period was mainly due to the decrease in revenue generated from the Group's financial trading software solutions business, which was affected by the global economic sentiment as a result of monetary tightening measures implemented by major central banks and the sluggish Hong Kong stock market.

董事預期香港股市將持續波動，其或會影響本集團證券（主要包括於香港股票市場上市的證券）投資的表現。董事會相信，本集團證券投資的表現將取決於被投資公司的財務及營運表現以及市場氣氛，而該等方面受利率變動及宏觀經濟表現等因素影響。本集團將繼續採用謹慎的投資策略買賣香港股市的上市證券，並密切監控其證券投資組合的表現。

#### **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」）**

於二零二四年六月三十日，本集團並非持作買賣的其他投資包括中國育兒網絡（其已發行股份於聯交所主板上市，股份代號：1736）的3,307,000股普通股（「中國育兒網絡股份」），即中國育兒網絡全部已發行股份的約0.96%。中國育兒網絡及其附屬公司經營一個專注於中華人民共和國（「中國」）孕嬰童市場之網絡平台，主要在中國從事(i)透過其平台提供營銷及推廣服務；(ii)銷售商品。本集團將繼續持有中國育兒網絡股份以獲取股息收入。

於二零二四年六月三十日，中國育兒網絡股份按公平價值計量約為215,000港元（二零二三年十二月三十一日：約265,000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50,000港元（截至二零二三年六月三十日止六個月：公平價值收益約63,000港元）。於期內，並無從該投資收取股息收入（截至二零二三年六月三十日止六個月：無）。

### **財務回顧**

#### **收益、毛利及毛利率**

本集團於期內的收益約為22,397,000港元（截至二零二三年六月三十日止六個月：約29,269,000港元），較二零二三年同期的收益減少約23.5%。本集團期內收益減少主要是由於本集團的金融交易軟件解決方案業務收入減少，乃由於主要央行實施貨幣緊縮措施以及香港股市低迷對全球經濟情緒造成影響。

Gross profit of the Group for the Period was approximately HK\$10,939,000 (six months ended 30 June 2023: approximately HK\$18,694,000), representing a decrease of approximately 41.5% as compared with that of the corresponding period in 2023. Gross profit margin of the Group for the Period was approximately 48.8% (six months ended 30 June 2023: approximately 63.9%), representing a decrease of approximately 15.1% (in absolute amount) as compared with that of the corresponding period in 2023. Such decrease in the gross profit and the gross profit margin of the Group was mainly due to the decrease in the gross profit margin of the financial trading software solutions business.

#### **Provision for impairment loss on loan and interest receivables**

The Group has recorded a reversal of provision for impairment loss on loan and interest receivables of approximately HK\$808,000 during the Period (six months ended 30 June 2023: provision for impairment loss on loan and interest receivables of approximately HK\$1,218,000) by taking into consideration loan and interest receivables approximately HK\$943,000 recovered during the period, which fully impaired in prior year. 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 2023.

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. 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\$18,323,000 (six months ended 30 June 2023: approximately HK\$26,531,000), representing a decrease of approximately 30.9% as compared with that of the corresponding period in 2023. The decrease was primarily attributable to the decrease in the administrative staff costs during the Period.

本集團於期內的毛利約為10,939,000港元（截至二零二三年六月三十日止六個月：約18,694,000港元），較二零二三年同期的毛利減少約41.5%。本集團於期內的毛利率約為48.8%（截至二零二三年六月三十日止六個月：約63.9%），較二零二三年同期的毛利率減少約15.1%（按絕對數計算）。本集團毛利及毛利率下降主要是由於金融交易軟件解決方案業務的毛利率略有下降所致。

#### **應收貸款及利息的減值虧損撥備**

於期內，本集團錄得應收貸款及利息的減值虧損撥備撥回約808,000港元（經計及已於去年悉數減值的期內應收貸款及利息約943,000港元）（截至二零二三年六月三十日止六個月：應收貸款及利息減值虧損撥備約1,218,000港元）。本集團根據香港財務報告準則第9號金融工具項下之預期信貸虧損模型對於期內應收貸款及利息的減值虧損撥備進行評估。預期信貸虧損法之主要計量參數及輸入數據包括基於借款人經評估的信貸質素的違約概率、違約虧損率及違約風險。

與二零二三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。本公司將繼續定期審核及就償還或結算逾期結餘與借款人協商。

#### **行政開支**

本集團於期內的行政開支約為18,323,000港元（截至二零二三年六月三十日止六個月：約26,531,000港元），較二零二三年同期的行政開支減少約30.9%。減少乃主要由於期內行政員工成本減少。

### Loss for the Period

The Group recorded a net loss after tax of approximately HK\$9,888,000 for the Period (six months ended 30 June 2023: approximately HK\$10,683,000). The decrease in net loss was mainly due to (i) the decrease in the gross profit from approximately HK\$18,694,000 in the six months ended 30 June 2023 to approximately HK\$10,939,000 in the Period; (ii) the increase in the net fair value loss on financial assets at FVTPL from approximately HK\$282,000 in the six months ended 30 June 2023 to approximately HK\$3,422,000 in the Period; (iii) the reversal of provision for impairment loss on loan and interest receivables of approximately HK\$808,000 recorded in the Period (six months ended 30 June 2023: provision for impairment loss on loan and interest receivables of approximately HK\$1,218,000); and (iv) the decrease in the administrative expenses from approximately HK\$26,531,000 in the six months ended 30 June 2023 to approximately HK\$18,323,000 in the Period.

### Financial Resources, Liquidity and Capital Structure

As at 30 June 2024, the Group's bank and cash balances were approximately HK\$23,369,000 (31 December 2023: approximately HK\$9,214,000). The net current assets of the Group as at 30 June 2024 amounted to approximately HK\$39,818,000 (31 December 2023: approximately HK\$24,709,000). As at 30 June 2024, approximately 99.5% (31 December 2023: approximately 99.5%) of the Group's cash and cash equivalents were denominated in Hong Kong dollars, while the remaining balance was denominated in Renminbi and United States dollars. The current ratio of the Group, which was defined as total current assets divided by total current liabilities, was approximately 2.5 times as at 30 June 2024 (31 December 2023: approximately 1.9 times).

As at 30 June 2024, the Group's total borrowing was comprised solely of a bank finance lease amounting to approximately HK\$870,000 (31 December 2023: approximately HK\$1,045,000) with annual effective interest rate at 4.83% (31 December 2023: 4.83%) and denominated in Hong Kong dollars. The Group's bank finance lease will be matured and settled on 27 October 2026. As at 30 June 2024, the gearing ratio of the Group, which was defined as total borrowing divided by total assets, was approximately 0.01 (31 December 2023: 0.02).

As at 30 June 2024, the capital of the Company comprised ordinary shares only.

### 期內虧損

本集團於期內錄得除稅後虧損淨額約9,888,000港元(截至二零二三年六月三十日止六個月:約10,683,000港元)。淨虧損減少乃主要由於(i)毛利由截至二零二三年六月三十日止六個月約18,694,000港元減少至期內約10,939,000港元;(ii)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二零二三年六月三十日止六個月約282,000港元增加至期內約3,422,000港元;(iii)期內錄得撥回應收貸款及利息減值虧損撥備約808,000港元(截至二零二三年六月三十日止六個月:應收貸款及利息減值虧損撥備約1,218,000港元);及(iv)行政開支由截至二零二三年六月三十日止六個月約26,531,000港元減少至期內約18,323,000港元。

### 財務資源、流動資金及資本架構

於二零二四年六月三十日,本集團的銀行及現金結餘約為23,369,000港元(二零二三年十二月三十一日:約9,214,000港元)。於二零二四年六月三十日,本集團的流動資產淨值約為39,818,000港元(二零二三年十二月三十一日:約24,709,000港元)。於二零二四年六月三十日,本集團約99.5%(二零二三年十二月三十一日:約99.5%)的現金及現金等價物以港元計值,餘額則以人民幣及美元計值。於二零二四年六月三十日,本集團的流動比率(界定為流動資產總值除以流動負債總額)約為2.5倍(二零二三年十二月三十一日:約1.9倍)。

於二零二四年六月三十日,本集團借貸總額僅包括銀行融資租賃約870,000港元(二零二三年十二月三十一日:約1,045,000港元),年實際利率為4.83%(二零二三年十二月三十一日:4.83%),以港元計值。本集團的銀行融資租賃將於二零二六年十月二十七日期滿及結算。於二零二四年六月三十日,本集團的資產負債率(界定為借貸總額除以資產總值)約為0.01(二零二三年十二月三十一日:0.02)。

於二零二四年六月三十日,本公司的資本僅包括普通股。



### Treasury and Funding Policies

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

### Foreign Exchange Exposure

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

### Contingent Liabilities

As at 30 June 2024, the Group did not have any contingent liabilities (31 December 2023: Nil).

### Capital Commitments

As at 30 June 2024, the Group did not have any capital commitments (31 December 2023: Nil).

### Capital Structure and Fund Raising Activities

On 5 December 2023, the Board proposed to (i) increase the existing authorised share capital of the Company from HK\$10,000,000 divided into 200,000,000 ordinary shares with a par value of HK\$0.05 each to HK\$100,000,000 divided into 2,000,000,000 shares by creating additional 1,800,000,000 unissued shares (“Increase in Authorised Share Capital”); and (ii) raise approximately HK\$27.98 million by issuing up to 378,174,702 new ordinary shares to the qualifying Shareholders on the basis of three (3) rights shares (“Rights Shares”) for every one (1) share in issue at the subscription price of HK\$0.074 per share (“Rights Issue”).

The Company also entered into a placing agreement with a placing agent, pursuant to which the placing agent has conditionally agreed to procure placees, on a best effort basis, to subscribe for the unsubscribed Rights Shares and unsold Rights Shares as part of the compensatory arrangements (“Placing”).

### 財政及資金政策

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

### 外匯風險

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

### 或然負債

於二零二四年六月三十日，本集團並無任何或然負債（二零二三年十二月三十一日：無）。

### 資本承擔

於二零二四年六月三十日，本集團並無任何資本承擔（二零二三年十二月三十一日：無）。

### 資本架構及籌資活動

於二零二三年十二月五日，董事會建議(i)透過增設1,800,000,000股未發行股份，將本公司現有法定股本由10,000,000港元（分為200,000,000股每股面值0.05港元的普通股）增加至100,000,000港元（分為2,000,000,000股股份）（「增加法定股本」）；及(ii)按每持有一(1)股已發行股份獲發三(3)股供股股份（「供股股份」）之基準，以認購價每股0.074港元向本公司合資格股東發行最多378,174,702股新普通股，藉以籌集金額約27.98百萬港元（「供股」）。

本公司亦與配售代理訂立配售協定，據此，配售代理有條件同意按盡力基準促使承配人認購未獲認購供股股份及未售出供股股份，作為補償安排的一部分（「配售事項」）。



An extraordinary general meeting was held by the Company on 16 January 2024, and the above proposed events were approved by the shareholders of the Company. Upon the completion of the Rights Issue and the Placing, the number of shares of the Company in issue was increased by 378,174,702, resulting in a credit to share capital and share premium by HK\$18,909,000 and HK\$7,602,000, respectively after netting of the related cost of approximately HK\$1,474,000. Details of the Increase in Authorised Share Capital, the Rights Issue and the Placing are disclosed in the Company's announcements dated 5 December 2023, 18 December 2023, 19 December 2023, 16 January 2024, 16 February 2024 and 27 February 2024, the Company's circular dated 28 December 2023 and the Company's prospectus dated 29 January 2024.

The Directors are of the view that the Rights Issue is in the best interests of the Company and the Shareholders as a whole and that the Rights Issue is an appropriate fundraising method to strengthen the capital base of the Company, which in turn will support the Company's continuing development and business growth, while allowing the qualifying Shareholders to maintain their proportional shareholdings in the Company.

The Company intends to apply the net proceeds from the Rights Issue (i) to support the research and development centre in Shenzhen Futian District, PRC, instead of Qianhai, PRC as stated in the Company's prospectus dated 29 January 2024 due to better terms of the tenancy of promises in such location secured by the Group ("Shenzhen R&D Center"), (ii) to expand the customer support, product development, and research and compliance teams in Hong Kong, and support these teams with relevant equipment and infrastructure, (iii) to develop new IT system products to explore business opportunities in other geographical locations, such as Southeast Asia, and (iv) as general working capital of the Group. For further details of the Rights Issue, please refer to the announcement of the Company dated 5 December 2023 and the Company's circular dated 28 December 2023 and the Company's prospectus dated 29 January 2024.

The Rights Issue was completed on 28 February 2024. As such, 378,174,702 ordinary share with par value of HK\$0.05 each (with aggregate nominal value of HK\$18,908,735.1), were issued and allotted under the Rights Issue with net proceeds (after deduction of expenses) of approximately HK\$26.51 million raised. The issue price and net price per Rights Share were HK\$0.074 and approximately HK\$0.069 respectively. The closing price of the share of the Company as quoted on the Stock Exchange on 5 December 2023 was HK\$0.103 per share. Reference is made to the announcement of the Company dated 27 February 2024.

本公司已於二零二四年一月十六日舉行股東特別大會，而上述建議事項已獲本公司股東批准。供股及配售事項完成後，本公司已發行股份數目增加378,174,702股，扣除相關成本約1,474,000港元後，致使股本及股份溢價分別進賬18,909,000港元及7,602,000港元。有關增加法定股本、供股及配售事項的詳情披露於本公司日期為二零二三年十二月五日、二零二三年十二月十八日、二零二三年十二月十九日、二零二四年一月十六日、二零二四年二月十六日及二零二四年二月二十七日的公告、本公司日期為二零二三年十二月二十八日的通函及本公司日期為二零二四年一月二十九日的供股章程。

董事認為供股符合本公司及本公司股東的整體最佳利益，且供股為鞏固本公司資本基礎的合適集資方式，進而將支持本公司的持續發展及業務增長，並讓本公司合資格股東維持彼等於本公司的股權比例。

本公司擬將供股所得款項淨額用於(i)由於本集團於該地點獲得的承諾租約（「深圳研發中心」）具有更好的條款，故支持位於中國深圳市福田區的研發中心，而非本公司於二零二四年一月二十九日刊發的供股章程中所述的中國前海，(ii)擴大香港的客戶支持、產品開發、研究及合規團隊，並為該等團隊提供相關設備及基礎設施，(iii)開發新資訊科技系統產品，以發掘東南亞等其他地域之商機及(iv)作為本集團的一般營運資金。有關供股之進一步詳情，請參閱本公司日期為二零二三年十二月五日之公告及本公司日期為二零二三年十二月二十八日之通函及本公司日期為二零二四年一月二十九日之供股章程。

供股於二零二四年二月二十八日完成。因此，378,174,702股每股面值0.05港元的普通股（總面值為18,908,735.1港元）已根據供股發行及配售，籌集所得款項淨額（扣除開支後）約26.51百萬港元。發行價及每股供股股份淨價分別為0.074港元及約0.069港元。本公司於二零二三年十二月五日在聯交所所報的股份收市價為每股股份0.103港元。請參閱本公司日期為二零二四年二月二十七日的公告。

As at 30 June 2024, the utilisation of the net proceeds from the Rights Issue was as follows:

於二零二四年六月三十日，供股所得款項淨額動用情況如下：

		<b>Planned use of net proceeds</b>	<b>Utilised net proceeds as at 30 June 2024</b>	<b>Unutilised proceeds as at 30 June 2024</b>
		所得款項淨額之計劃用途	已動用所得款項淨額	未動用所得款項
		HK\$ million	HK\$ million	HK\$ million
		百萬港元	百萬港元	百萬港元
Net proceeds from the Rights Issue	供股所得款項淨額			
(i) To support Shenzhen R&D Center	(i) 支持深圳研發中心	9.40	3.31	6.09
(ii) To expand and support the Hong Kong teams as mentioned above	(ii) 用於擴大及支持上述香港團隊	7.10	2.36	4.74
(iii) To develop new IT system products as mentioned above	(iii) 開發上述新資訊科技系統產品	7.20	2.88	4.32
(iv) General working capital	(iv) 一般營運資金	2.81	2.81	-
<b>Total</b>	<b>總計</b>	<b>26.51</b>	<b>11.36</b>	<b>15.15</b>

The net proceeds of the Rights Issue were used and are proposed to be used according to the intentions previously disclosed, save as mentioned above.

除上述情況外，供股所得款項淨額的用途及計劃用途符合之前所披露的計劃。

### Charges on the Group's Assets

As at 30 June 2024, the Group did not have any material charge on its assets (31 December 2023: Nil).

### 本集團之資產抵押

於二零二四年六月三十日，本集團並無任何重大資產抵押（二零二三年十二月三十一日：無）。

### Material Acquisition and Disposal

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

### 重大收購及出售

於期內，本集團並無進行任何重大收購或出售交易。於本報告日期，本集團並無關於未來之重大投資或資本資產的任何具體計劃。然而，如出現及確定任何潛在投資機會，本集團將進行可行性研究並於其對本公司及股東整體有利的情況下籌備實施計劃。

### Dividend

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

### 股息

董事會並不建議期內派付任何中期股息（截至二零二三年六月三十日止六個月：無）。

## Employees and Remuneration Policy

As at 30 June 2024, the Group had 55 employees (31 December 2023: 69). The Group continues to maintain and upgrade the capabilities of its workforce by providing them with adequate and regular training. The Group remunerates its employees mainly based on industry practices and individual performance and experience. On top of regular remuneration, discretionary bonus and share options may be granted to eligible staff by reference to the Group's performance as well as the individual performance. Total employee benefits expense, including directors' emoluments, was approximately HK\$18,179,000 for the Period (six months ended 30 June 2023: approximately HK\$21,574,000).

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

## Prospect

Under the persistently high interest rates adopted by the major economies in the world, followed by the sluggish securities market and weak property market in Hong Kong, the risk appetite for corporate investment, business expansion and personal consumption is expected to remain conservative in the near future.

The Group will continue to stay resilient and strengthen its footprint in the IT industry, with an aim to providing customers with the greatest service and technology. The Group will also continue to pursue business diversification to capture new gain and growth prospects. The Group will capitalise on its strong business foundation and network to actively explore suitable investment opportunities with an appropriate balance between risks and opportunities so as to generate returns for the Shareholders.

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.

## 僱員及薪酬政策

於二零二四年六月三十日，本集團有55名僱員（二零二三年十二月三十一日：69名）。本集團繼續透過向彼等提供足夠及定期培訓，以維持及提升僱員的工作能力。本集團向僱員提供之薪酬乃主要基於業內慣例以及個人表現及經驗釐定。除一般薪酬外，本集團亦會參考本集團的表現及僱員的個人表現向合資格僱員授出酌情花紅及購股權。期內，僱員福利開支總額（包括董事酬金）約為18,179,000港元（截至二零二三年六月三十日止六個月：約21,574,000港元）。

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

## 展望

於全球主要經濟持續高利率的情況下，香港證券市場低迷，房地產市場疲軟，預計短期內企業投資、業務擴張及個人消費的風險偏好仍趨於保守。

本集團將繼續保持堅韌不拔的精神，鞏固其在信息技術行業的地位，為客戶提供最優質的服務和技術。本集團亦會繼續追求業務多元化，以把握新的收益及增長前景。本集團將依託紮實的業務基礎及網絡，積極探索合適的投資良機，並在風險和機遇之間取得適當的平衡，為股東帶來回報。

借貸業務為本集團的另一項核心業務分部。鑒於香港金融市場及經濟環境的不穩定局面，本集團將以審慎的態度授出新貸款，並積極收回其授出的貸款及應收借款人的相關利息。



## OTHER INFORMATION

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

As at 30 June 2024, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (i) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (ii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Name of Director	Capacity/nature of interest	Number of shares interested	Approximate percentage of shareholding as at 30 June 2024
董事姓名	身份／權益性質	擁有權益的股份數目 (note (a)) (附註(a))	於二零二四年六月三十日 股權概約百分比 (note (b)) (附註(b))
Ms. Tin Yat Yu Carol 田一孖女士	Beneficial owner 實益擁有人	145,868,000 (L)	28.93

Notes:

- (a) "L" denotes long position in the ordinary shares of the Company.
- (b) The total number of the issued shares of the Company as at 30 June 2024 (i.e. 504,232,936 shares) had been used for the calculation of the approximate percentage shareholdings in the Company.

Save as disclosed above, as at 30 June 2024, 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

於二零二四年六月三十日，董事及本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中，擁有(i)根據證券及期貨條例第352條須登記於該條所指的登記冊內；或(ii)根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉如下：

Name of Director	Capacity/nature of interest	Number of shares interested	Approximate percentage of shareholding as at 30 June 2024
董事姓名	身份／權益性質	擁有權益的股份數目 (note (a)) (附註(a))	於二零二四年六月三十日 股權概約百分比 (note (b)) (附註(b))
Ms. Tin Yat Yu Carol 田一孖女士	Beneficial owner 實益擁有人	145,868,000 (L)	28.93

附註：

- (a) 「L」指本公司普通股之好倉。
- (b) 於二零二四年六月三十日的本公司已發行股份總數（即504,232,936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，於二零二四年六月三十日，董事或本公司主要行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有(i)根據證券及期貨條例第352條須登記於該條所指的登記冊內的任何權益或淡倉；或(ii)根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的任何權益或淡倉。



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

So far as is known to the Directors, as at 30 June 2024, the following persons (not being a Director or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares and underlying shares of the Company which were recorded in the register required to be kept by the Company under section 336 of the SFO:

### Other person

Name of shareholder	Capacity/nature of interest	Number of shares interested	Approximate percentage of shareholding as at 30 June 2024
股東名稱	身份／權益性質	擁有權益的股份數目 (note (a)) (附註(a))	股權概約百分比 (note (b)) (附註(b))
Zhang Xiongfeng 張雄峰	Beneficial owner 實益擁有人	33,104,000 (L)	6.56

Notes:

- (a) "L" denotes long position in the ordinary shares of the Company.
- (b) The total number of the issued shares of the Company as at 30 June 2024 (i.e. 504,232,936 shares) has been used for the calculation of the approximate percentage shareholdings in the Company.

Save as disclosed above, as at 30 June 2024, 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.

## 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.

## 主要股東及其他人士於股份及相關股份的權益及淡倉

據董事所知，於二零二四年六月三十日，下列人士（並非董事或本公司主要行政人員）在本公司股份及相關股份中擁有或視為擁有須根據證券及期貨條例第336條記錄於本公司存置的登記冊內的權益或淡倉：

### 其他人士

Name of shareholder	Capacity/nature of interest	Number of shares interested	Approximate percentage of shareholding as at 30 June 2024
股東名稱	身份／權益性質	擁有權益的股份數目 (note (a)) (附註(a))	股權概約百分比 (note (b)) (附註(b))
Zhang Xiongfeng 張雄峰	Beneficial owner 實益擁有人	33,104,000 (L)	6.56

附註：

- (a) 「L」指本公司普通股之好倉。
- (b) 於二零二四年六月三十日的本公司已發行股份總數（即504,232,936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，於二零二四年六月三十日，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。

## 購買、出售或贖回上市證券

本公司或其任何附屬公司於期內概無購買、出售或贖回本公司任何上市證券。

### Directors' Securities Transactions

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all Directors have confirmed that they 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 Part 2 of Appendix C1 to the GEM Listing Rules.

### Competing Interests

Ms. Tin Yat Yu Carol (former name as Tin Yuen Sin Carol), an executive Director, is a director of Delta Wealth Finance Limited, which is principally engaged in money lending business.

Save as disclosed above, none of the Directors or their respective close associates as defined in the GEM Listing Rules had any business or interests in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group during the Period. As at 30 June 2024, the Company did not have any controlling Shareholder.

### Changes in Directors' Information

Pursuant to Rule 17.50A(1) of the GEM Listing Rules, there was no change in the information required to be disclosed pursuant to paragraphs (a) to (e) and (g) of Rule 17.50(2) of the GEM Listing Rules in the course of the term of office of a Director.

### 董事進行證券交易

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

### 企業管治常規

於期內，本公司已遵守GEM上市規則附錄C1第2部分內企業管治守則（「企業管治守則」）所載之所有適用守則條文。

### 競爭權益

執行董事田一好女士（曾用名為田琬善）為融富財務有限公司（該公司主要從事借貸業務）的董事。

除上文所披露者外，於期內，概無董事或彼等各自之緊密聯繫人（定義見GEM上市規則）於與本集團業務直接或間接構成或可能構成競爭的任何業務或於有關業務中擁有權益。於二零二四年六月三十日，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，在董事任期內並無發生根據GEM上市規則第17.50(2)條(a)至(e)及(g)段規定須予披露資料的變動。

## 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, 27 August 2024

*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, Ms. Liu Mung Ting being an executive Director and the chief executive officer of the Company and Ms. Lin Ting being an executive Director, and Mr. Hon Ming Sang, Ms. Lee Kwun Ling, May Jean and Mr. Tang Shu Pui Simon being the independent non-executive Directors.*

## 審核委員會

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

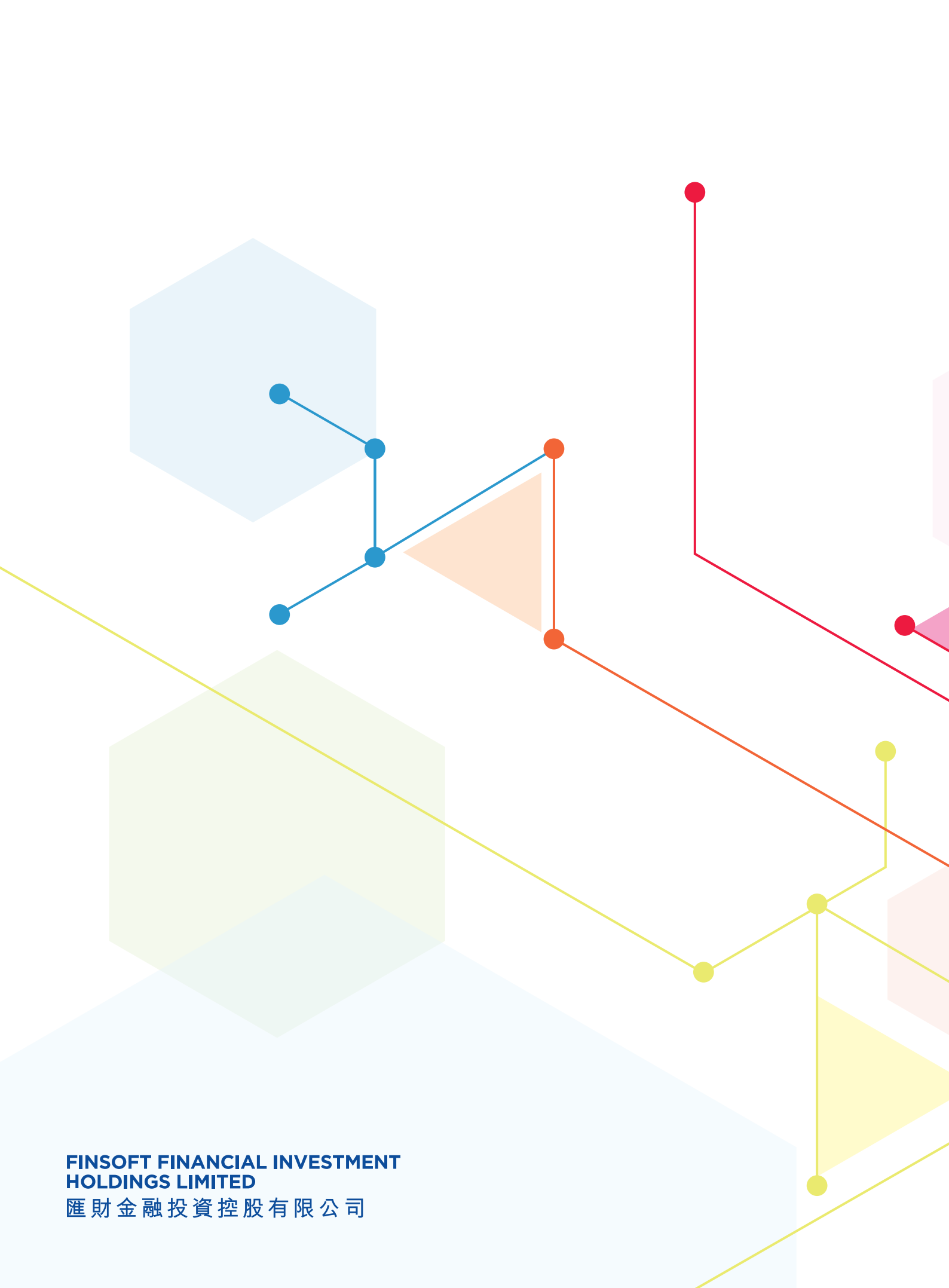
於本報告日期，審核委員會包括三名獨立非執行董事，即韓銘生先生（主席）、李筠翎女士及鄧澍焙先生。每次委員會會議均由一名獨立非執行董事擔任主席。

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

代表董事會  
**匯財金融投資控股有限公司**  
主席  
田一好女士

香港，二零二四年八月二十七日

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，執行董事兼行政總裁廖夢婷女士，執行董事林霆女士，以及獨立非執行董事韓銘生先生、李筠翎女士及鄧澍焙先生。



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