

香港交易及結算所有限公司及香港聯合交易所有限公司對本公告之內容概不負責，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公告全部或任何部份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。

## FINSOFT FINANCIAL INVESTMENT HOLDINGS LIMITED

### 匯財金融投資控股有限公司\*

(於開曼群島註冊成立的有限公司)

(股份代號：8018)

## 二零二一年第一季度業績公告

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」)董事(「董事」)會(「董事會」)謹此宣佈本集團截至二零二一年三月三十一日止三個月的未經審核簡明綜合業績。本公告列載本公司二零二一年第一季度報告全文，乃符合香港聯合交易所有限公司GEM證券上市規則(「GEM上市規則」)中有關季度業績初步公告附載之相關資料要求。

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，二零二一年五月十四日

於本公告日期，董事會成員包括執行董事兼董事會主席田一好女士，執行董事陳偉龍先生、林靜儀女士、林靈女士及蘇慧兒女士，以及獨立非執行董事韓銘生先生、李筠翎女士及羅詠詩女士銅紫荊星章，太平紳士。

本公告的資料乃遵照GEM上市規則而刊載，旨在提供有關本公司的資料；各董事願就本公告的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，本公告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何事項，足以令致本公告或其所載任何陳述產生誤導。

本公告將由刊登之日起在GEM網址[www.hkgem.com](http://www.hkgem.com)之「最新公司公告」網頁至少保存七日及於本公司網址[www.finsofthk.com](http://www.finsofthk.com)刊載。

\* 僅供識別

# 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



**2021** 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.

*Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, makes 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，沒有誤導或欺詐成分，且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。

## FIRST QUARTERLY RESULTS

The board of Directors (“Board”) announces the unaudited condensed consolidated results of Finsoft Financial Investment Holdings Limited (“Company”, together with its subsidiaries, referred to as “Group”) for the three months ended 31 March 2021 (“Period”), together with the unaudited comparative figures for the corresponding period in 2020, as follows:

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

For the three months ended 31 March 2021

## 第一季度業績

董事會（「董事會」）公佈，匯財金融投資控股有限公司（「本公司」，連同其附屬公司統稱「本集團」）截至二零二一年三月三十一日止三個月（「期內」）之未經審核簡明綜合業績，連同二零二零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

截至二零二一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	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註	
Revenue	收益	3	16,087
Cost of sales	銷售成本		(4,653)
Gross profit	毛利		11,434
Other income	其他收入	4	15
Other gains and losses	其他收益及虧損	5	(718)
Administrative expenses	行政開支		(11,550)
Loss from operations	經營虧損		(819)
Finance costs	財務成本	6	(145)
Share of loss of a joint venture	應佔一間合營公司虧損		(3)
Loss before tax	除稅前虧損		(967)
Income tax expense	所得稅開支	7	(551)
<b>Loss for the period</b>	<b>期內虧損</b>	8	<b>(1,518)</b>
<b>Other comprehensive loss</b>	<b>其他全面虧損</b>		
Item that will not be reclassified to profit or loss:	將不會重新分類至損益的項目：		
Fair value changes on financial assets at fair value through other comprehensive income	按公平價值計入其他全面收入的金融資產之公平價值變動		(662)
<b>Other comprehensive loss for the period</b>	<b>期內其他全面虧損</b>		<b>(662)</b>
<b>Total comprehensive loss for the period</b>	<b>期內全面虧損總額</b>		<b>(2,180)</b>
			16,483
			(4,708)
			11,775
			76
			(4,787)
			(8,741)
			(1,677)
			(47)
			(32)
			(1,756)
			(782)
			(2,538)
			(976)
			(976)
			(3,514)

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

		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Loss for the period attributable to:</b>	<b>應佔期內虧損：</b>		
Owners of the Company	本公司擁有人	(1,133)	(2,538)
Non-controlling interests	非控股權益	(385)	-
		<u>(1,518)</u>	<u>(2,538)</u>
<b>Total comprehensive loss for the period attributable to:</b>	<b>應佔期內全面虧損總額：</b>		
Owners of the Company	本公司擁有人	(1,795)	(3,514)
Non-controlling interests	非控股權益	(385)	-
		<u>(2,180)</u>	<u>(3,514)</u>

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

		2021 二零二一年 (Unaudited) (未經審核)	2020 二零二零年 (Unaudited) (未經審核)
<b>Loss per share</b>	<b>每股虧損</b>		
Basic (HK cents per share)	基本 (每股港仙)	(0.090)	(0.201)
Diluted (HK cents per share)	攤薄 (每股港仙)	(0.090)	(0.201)

Note  
附註

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## NOTES:

### 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 18 December 2012 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of the Company's registered office is Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of the Company's head office and principal place of business in Hong Kong is Unit 708, 7th Floor, Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong with effect from 20 April 2021. The Company's shares are listed on GEM of the 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. 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").

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.

## 附註：

### 1. 一般資料

本公司於二零一二年十二月十八日根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司。本公司之註冊辦事處地址為 Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands。由二零二一年四月二十日起，本公司的總辦事處及香港主要營業地點之地址為香港灣仔告士打道151號資本中心7樓708室。本公司股份於聯交所GEM上市。

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

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

## 2. BASIS OF PREPARATION

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

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

The accounting policies adopted in preparing the Results are consistent with those applied in the annual consolidated financial statements of the Group for the year ended 31 December 2020, with addition for the new HKFRSs and amendments to HKFRSs, that have become effective for the Group’s financial year beginning on 1 January 2021.

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

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

## 2. 編製基準

本集團期內之未經審核簡明綜合業績（「本業績」）乃根據由香港會計師公會頒佈之所有適用香港財務報告準則（「香港財務報告準則」）編製。香港財務報告準則包括香港財務報告準則、香港會計準則及詮釋。本業績亦遵守GEM上市規則之適用披露條文及香港公司條例（香港法例第622章）之披露規定。

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

編製本業績時採納之會計政策，與本集團截至二零二零年十二月三十一日止年度之年度綜合財務報表所採用的會計政策一致，並已加入於二零二一年一月一日開始之本集團財政年度生效之新訂香港財務報告準則及香港財務報告準則修訂本。

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

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

### 3. DISAGGREGATION OF REVENUE

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

### 3. 收益分拆

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>Three months ended 31 March</b> 截至三月三十一日止三個月	
		<b>2021</b> 二零二一年 <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	2020 二零二零年 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	<b>23</b>	36
Sales of technology software systems	銷售技術軟件系統	<b>1,750</b>	1,130
System customisation and network support	系統訂製及網絡支援	<b>1,121</b>	1,381
Software licensing fee	軟件特許費	<b>7,355</b>	7,987
Software maintenance services	軟件保養服務	<b>2,324</b>	1,963
Hosting and related services fee	伺服器寄存及相關服務費	<b>1,524</b>	1,732
Others	其他	<b>284</b>	15
		<b>14,381</b>	14,244
<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	<b>1,706</b>	2,239
		<b>16,087</b>	16,483



#### 4. OTHER INCOME

#### 4. 其他收入

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

		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Interest income on bank deposits	銀行存款之利息收入	-	76
Sundry income	雜項收入	<u>15</u>	<u>-</u>
		<u>15</u>	<u>76</u>

#### 5. OTHER GAINS AND LOSSES

#### 5. 其他收益及虧損

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

		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Provision for impairment loss on loans receivable	應收貸款減值虧損撥備	<b>(3,811)</b>	(4,750)
Provision for impairment loss on interest receivables	應收利息減值虧損撥備	<b>(206)</b>	(253)
Provision for impairment loss on trade receivables	貿易應收款項減值虧損撥備	<b>(18)</b>	(224)
Foreign exchange differences, net	外匯差額淨額	-	(1)
Net fair value gain on financial assets at fair value through profit or loss	按公平價值計入損益的金融資產之公平價值收益淨額	<u>3,317</u>	<u>441</u>
		<u><b>(718)</b></u>	<u>(4,787)</u>

## 6. FINANCE COSTS

		Three months ended 31 March 截至三月三十一日止三個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Interest on lease liabilities	租賃負債利息	145	47

## 6. 財務成本

## 7. INCOME TAX EXPENSE

		Three months ended 31 March 截至三月三十一日止三個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Current – Hong Kong Profits Tax – Charge for the period	即期－香港利得稅 －期內計提	561	764
Deferred	遞延	(10)	18
Income tax expense	所得稅開支	551	782

## 7. 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, profits tax rate for the first HK\$2 million of assessable profits of qualifying corporations established in Hong Kong will be lowered to 8.25% (three months ended 31 March 2020: 8.25%), and profits above that amount will be subject to the tax rate of 16.5% (three months ended 31 March 2020: 16.5%). For the other Hong Kong established subsidiaries, Hong Kong Profit Tax has been provided at a rate of 16.5% (three months ended 31 March 2020: 16.5%) on the estimated assessable profits.

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 Period, no share of tax attributable to a joint venture (three months ended 31 March 2020: Nil) was included in “Share of loss of a joint venture”.

根據開曼群島及英屬處女群島的規則及法規，本集團毋須繳付該等地區的任何所得稅。

根據兩級利得稅制，於香港成立的合資格法團首2,000,000港元的應課稅溢利的利得稅稅率將下調至8.25%（截至二零二零年三月三十一日止三個月：8.25%），超過該金額的溢利將按16.5%（截至二零二零年三月三十一日止三個月：16.5%）稅率徵稅。就其他於香港成立之附屬公司而言，香港利得稅根據估計應課稅溢利按16.5%（截至二零二零年三月三十一日止三個月：16.5%）稅率計提。

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

於期內，並無計入「應佔一間合營公司虧損」的歸屬於一間合營公司的稅項（截至二零二零年三月三十一日止三個月：無）。

## 8. LOSS FOR THE PERIOD

Loss for the Period has been arrived at after charging the following:

## 8. 期內虧損

期內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	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
Cost of inventories sold	已售存貨成本	-	7
Depreciation of property, plant and equipment	物業、廠房及設備折舊	226	724
Depreciation of right-of-use assets	使用權資產折舊	1,416	531
Lease payments not included in the measurement of lease liabilities	未計入租賃負債計量的租賃付款	23	160
Employee benefits expense:	僱員福利開支：		
Salaries and other benefits	薪金及其他福利	9,712	7,517
Retirement benefits scheme contributions	退休福利計劃供款	257	227
Total employee benefits expense, including directors' emoluments	僱員福利開支總額，包括董事酬金	9,969	7,744

Cost of sales includes staff cost and depreciation of approximately HK\$3,165,000 (three months ended 31 March 2020: approximately HK\$3,138,000) which are included in the amounts disclosed separately.

銷售成本包括員工成本及折舊約3,165,000港元(截至二零二零年三月三十一日止三個月：約3,138,000港元)，計入獨立披露的金額。

## 9. DIVIDEND

The Board does not recommend the payment of any dividend in respect of the Period (three months ended 31 March 2020: Nil).

## 9. 股息

董事會並不建議就期內派付任何股息(截至二零二零年三月三十一日止三個月：無)。

## 10. LOSS PER SHARE

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

		Three months ended 31 March 截至三月三十一日止三個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Loss</b>	<b>虧損</b>		
Loss for the purpose of calculating basic and diluted loss per share	就計算每股基本及攤薄虧損的虧損	<u>(1,133)</u>	<u>(2,538)</u>

		Three months ended 31 March 截至三月三十一日止三個月	
		2021 二零二一年 (Unaudited) (未經審核)	2020 二零二零年 (Unaudited) (未經審核)
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares in issue for the purpose of calculation of basic and diluted loss per share	就計算每股基本及攤薄虧損而言，已發行普通股加權平均數	<u>1,260,582,340</u>	<u>1,260,582,340</u>

The weighted average numbers of ordinary shares used as denominators in calculating the basic and diluted loss per share are the same.

## 10. 每股虧損

期內每股基本及攤薄虧損乃按以下數據計算：

		Three months ended 31 March 截至三月三十一日止三個月	
		2021 二零二一年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Loss</b>	<b>虧損</b>		
Loss for the purpose of calculating basic and diluted loss per share	就計算每股基本及攤薄虧損的虧損	<u>(1,133)</u>	<u>(2,538)</u>

		Three months ended 31 March 截至三月三十一日止三個月	
		2021 二零二一年 (Unaudited) (未經審核)	2020 二零二零年 (Unaudited) (未經審核)
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares in issue for the purpose of calculation of basic and diluted loss per share	就計算每股基本及攤薄虧損而言，已發行普通股加權平均數	<u>1,260,582,340</u>	<u>1,260,582,340</u>

計算每股基本及攤薄虧損時用作分母的普通股加權平均數相同。

## 11. UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 11. 未經審核簡明綜合權益變動表

		Attributable to owners of the Company 本公司擁有人應佔								
		Share capital	Share premium	Share options reserve	Merger reserve	Financial assets measured at fair value through other comprehensive income reserve 按公平價值計入其他全面收入的金融資產之儲備	Accumulated losses	Subtotal	Non-controlling interests	Total equity
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	購股權儲備 HK\$'000 千港元	合併儲備 HK\$'000 千港元	資產之儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	小計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	權益總額 HK\$'000 千港元
At 1 January 2020 (Audited)	於二零二零年一月一日 (經審核)	6,303	229,281	-	78	(34,429)	(32,254)	168,979	-	168,979
Fair value changes on financial assets at fair value through other comprehensive income	按公平價值計入其他全面收入的金融資產之公平價值變動	-	-	-	-	(976)	-	(976)	-	(976)
Loss for the period	期內虧損	-	-	-	-	-	(2,538)	(2,538)	-	(2,538)
Changes in equity for the period	期內權益變動	-	-	-	-	(976)	(2,538)	(3,514)	-	(3,514)
At 31 March 2020 (Unaudited)	於二零二零年三月三十一日 (未經審核)	6,303	229,281	-	78	(35,405)	(34,792)	165,465	-	165,465
At 1 January 2021 (Audited)	於二零二一年一月一日 (經審核)	6,303	229,281	1,858	78	(34,566)	(81,365)	121,589	(538)	121,051
Fair value changes on financial assets at fair value through other comprehensive income	按公平價值計入其他全面收入的金融資產之公平價值變動	-	-	-	-	(662)	-	(662)	-	(662)
Loss for the period	期內虧損	-	-	-	-	-	(1,133)	(1,133)	(385)	(1,518)
Changes in equity for the period	期內權益變動	-	-	-	-	(662)	(1,133)	(1,795)	(385)	(2,180)
At 31 March 2021 (Unaudited)	於二零二一年三月三十一日 (未經審核)	6,303	229,281	1,858	78	(35,228)	(82,498)	119,794	(923)	118,871

## 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, 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

The outbreak of the coronavirus disease 2019 (“COVID-19”) at the beginning of 2020 has brought about challenges and uncertainties to the economy of Hong Kong. The Group has taken the necessary and practicable measures to secure the health and safety of its staff such as adopting the work from home policy, and carefully monitored the ongoing development of the outbreak of COVID-19 to manage its risks and mitigate its impacts on the Group’s business and financial performance. The Group will continue to carry out the prevention procedures while maintaining its work efficiency with its clients under the pandemic.

### Provision of financial trading software solutions

During the Period, the financial trading software solutions business division remained as the key source of income of the Group. The segment revenue from external customers contributed by the Group’s principal operating subsidiary, iAsia Online Systems Limited (“iAsia”), amounted to approximately HK\$14,097,000 (three months ended 31 March 2020: approximately HK\$14,229,000), representing a decrease of approximately HK\$132,000 or 0.9%. Although the outbreak of COVID-19 has caused a certain level of disruptions to the Group’s operations, iAsia still keeps a steady intake of new projects from its clients. The Group believes that the slight decrease in iAsia’s revenue is manageable.

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

## 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、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

於二零二零年初爆發的2019冠狀病毒病（「COVID-19」）已為香港經濟帶來挑戰及不明朗因素。本集團已採取必要及切實可行的措施（例如採納在家辦公政策）以確保其員工的健康及安全，並謹慎監控COVID-19疫情的持續發展以管理其風險以及減輕其對本集團業務及財務表現的影響。本集團將繼續實施預防措施，同時於疫情期間保持與客戶工作的效率。

### 提供金融交易軟件解決方案

於期內，金融交易軟件解決方案業務分部仍為本集團的主要收入來源。本集團主要營運附屬公司亞洲網上系統有限公司（「亞網」）貢獻的來自外部客戶的分部收益約為14,097,000港元（截至二零二零年三月三十一日止三個月：約14,229,000港元），減少約132,000港元或0.9%。儘管COVID-19的爆發對本集團營運造成一定程度的干擾，亞網仍保持穩定的客戶新項目。本集團認為亞網的收益輕微下降為可控。

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

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

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

During the Period, no revenue was generated from the provision of other IT and internet financial platforms services business division (three months ended 31 March 2020: 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\$1,706,000 (three months ended 31 March 2020: approximately HK\$2,239,000), representing a decrease of approximately HK\$533,000 or 23.8%. The interest rates charged to customers during the Period ranged from 8% per annum to 33.6% per annum. During the Period, the Group recorded the provision for impairment losses on loans receivable and interest receivables of approximately HK\$3,811,000 (three months ended 31 March 2020: approximately HK\$4,750,000) and approximately HK\$206,000 (three months ended 31 March 2020: approximately HK\$253,000) respectively, by taking into consideration the increase in loans receivable which have past due as at 31 March 2021.

The Group's money lending business will remain a sustainable business sector of the Group. The management monitors the loans receivable and interest receivables balances on an ongoing basis. In order to minimise the credit risks and default risks associated with the money lending business, the Group has maintained adequate internal control policies for the grant of loans, including the credit evaluations of the borrowers' financial positions, timely review of the ageing of loans receivable and interest receivables balances, and tight control of the overdue balances. A debts collection policy is also in place within the Group to collect borrowers' outstanding debts, which includes sending reminder letters or e-mails to borrowers for repayments, instructing the Group's legal advisers to issue demand letters for loans and interests overdue for a certain period of time, and meeting borrowers for negotiation of the repayment or settlement of loans.

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

#### **提供其他資訊科技及互聯網金融平台服務**

於期內，提供其他資訊科技及互聯網金融平台服務業務分部概無產生任何收益（截至二零二零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，本集團將繼續以多樣化方式提供其他資訊科技服務，如向新客戶提供系統遷移服務。本集團將把握機會豐富提供其他資訊科技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1,706,000港元（截至二零二零年三月三十一日止三個月：約2,239,000港元），相當於減少約533,000港元或23.8%。於期內向客戶收取之利率介乎每年8%至33.6%。於期內，本集團分別錄得應收貸款及應收利息減值虧損撥備約3,811,000港元（截至二零二零年三月三十一日止三個月：約4,750,000港元）及約206,000港元（截至二零二零年三月三十一日止三個月：約253,000港元），經計及於二零二一年三月三十一日已逾期之應收貸款增加。

本集團的借貸業務仍為本集團之可持續發展業務分部。管理層持續監察應收貸款及應收利息結餘。為降低借貸業務相關的信貸風險及違約風險，本集團已就授出貸款維持足夠的內部控制政策，包括對借款人的財務狀況進行信貸評估，及時檢討應收貸款及應收利息結餘的賬齡及嚴格控制逾期結餘。本集團亦訂有債務催收政策，以收回借款人的未償還債務，包括向借款人發送要求還款的催函或催收電郵、指示本集團的法律顧問就逾期一定期限的貸款及利息發出追討函以及與借款人會面以磋商償還或結清貸款。

### **Provision of corporate finance advisory services**

During the Period, the Group has been recruiting qualified staff to re-commence its provision of corporate finance advisory services business. During the Period, no contract was made under the corporate finance advisory services business division and no revenue was generated as a result (three months ended 31 March 2020: Nil).

### **Assets investments**

The portfolio of the Group's assets investments business during the Period consisted of investments in securities that are held for trading. The carrying amount of the Group's securities investments measured at fair value through profit or loss increased from approximately HK\$12,269,000 as at 31 December 2020 to approximately HK\$15,625,000 as at 31 March 2021 as the Group purchased and disposed of securities that are held for trading of approximately HK\$1,602,000 and approximately HK\$1,563,000 respectively during the Period and recognised a change in fair value reflecting a net gain of approximately HK\$3,317,000 (three months ended 31 March 2020: approximately HK\$441,000) from the Group's securities investments during the Period. As at 31 March 2021, no individual securities investments at fair value accounted for 5% or more of the Group's total assets as at 31 March 2021. During the Period, no dividend income was received by the Group from its investments in listed securities that are held for trading (three months ended 31 March 2020: Nil).

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

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

As at 31 March 2021, the Group's other investments that are not held for trading mainly included 16,538,000 ordinary shares of CPN (“CPN Shares”), the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1736), being approximately 1.61% of the total issued shares of CPN. CPN, together with its subsidiaries, operate an online platform focusing on the CBM (children, babies, and maternity) market in the People's Republic of China (“PRC”) and are mainly engaged in (i) the provision of marketing and promotional services through its platform; (ii) sale of goods; and (iii) e-commerce business in the PRC.

The CPN Shares were measured at fair value at approximately HK\$3,357,000 as at 31 March 2021. During the Period, the fair value loss of the CPN Shares transferred to the financial assets measured at fair value through other comprehensive income reserve of the Group was approximately HK\$662,000 (three months ended 31 March 2020: approximately HK\$976,000). During the Period, no dividend income was received from this investment (three months ended 31 March 2020: Nil).

### **提供企業財務諮詢服務**

於期內，本集團一直在招聘合資格人員以重新開始其提供企業財務諮詢服務的業務。於期內，由於企業財務諮詢服務業務分部並無簽訂合約，因此並無產生收益（截至二零二零年三月三十一日止三個月：無）。

### **資產投資**

本集團於期內的資產投資業務組合包括持作買賣的證券投資。本集團按公平價值計入損益計量的證券投資賬面值由二零二零年十二月三十一日的約12,269,000港元增加至二零二一年三月三十一日的約15,625,000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1,602,000港元及約1,563,000港元，並自本集團的證券投資確認於期內公平價值變動淨收益約3,317,000港元（截至二零二零年三月三十一日止三個月：約441,000港元）所致。於二零二一年三月三十一日，概無按公平價值計量之個別證券投資佔本集團於二零二一年三月三十一日資產總額5%或以上。於期內，本集團並無收到持作買賣的上市證券投資的股息收入（截至二零二零年三月三十一日止三個月：無）。

董事預期香港股市將持續波動，其或會影響本集團證券投資的表現。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」）**

於二零二一年三月三十一日，本集團的並非持作買賣的其他投資主要包括中國育兒網絡（其已發行股份於聯交所主板上市，股份代號：1736）16,538,000股普通股（「中國育兒網絡股份」），即中國育兒網絡全部已發行股份的約1.61%。中國育兒網絡及其附屬公司經營一個專注於中華人民共和國（「中國」）孕嬰童市場之網絡平台，主要於中國從事(i)透過其平台提供營銷及推廣服務；(ii)商品銷售；及(iii)電子商務業務。

於二零二一年三月三十一日，中國育兒網絡股份按公平價值計量約為3,357,000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662,000港元（截至二零二零年三月三十一日止三個月：約976,000港元）。於期內，並無從該投資收取股息收入（截至二零二零年三月三十一日止三個月：無）。



## Financial Review

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

Revenue of the Group for the Period was approximately HK\$16,087,000 (three months ended 31 March 2020: approximately HK\$16,483,000), representing a decrease of approximately HK\$396,000 or 2.4% as compared with that of the corresponding period in 2020. The decrease in revenue of the Group during the Period was mainly due to the decrease in revenue generated from the money lending business.

Gross profit of the Group for the Period was approximately HK\$11,434,000 (three months ended 31 March 2020: approximately HK\$11,775,000), representing a decrease of approximately HK\$341,000 or 2.9% as compared with that of the corresponding period in 2020, which is in line with the decrease in the revenue of the Group. Gross profit margin of the Group for the Period was approximately 71.1% (three months ended 31 March 2020: approximately 71.4%), representing a decrease of approximately 0.3% as compared with that of the corresponding period in 2020.

### **Administrative expenses**

The Group's administrative expenses for the Period amounted to approximately HK\$11,550,000 (three months ended 31 March 2020: approximately HK\$8,741,000), representing an increase of approximately HK\$2,809,000 or 32.1% as compared with that of the corresponding period in 2020. The increase was primarily attributable to the increase in staff costs as a result of the continuous expansion of the Group's business during the Period.

### **Loss for the Period**

The Group recorded a net loss after tax of approximately HK\$1,518,000 for the Period (three months ended 31 March 2020: approximately HK\$2,538,000). The decrease in net loss was mainly attributable to the combined effect of (i) the increase in the net fair value gain of approximately HK\$2,876,000 from the Group's listed securities investments during the Period; and (ii) the increase in administrative expenses as mentioned above.

## 財務回顧

### **收益、毛利及毛利率**

本集團於期內的收益約為16,087,000港元(截至二零二零年三月三十一日止三個月:約16,483,000港元),較二零二零年同期的收益減少約396,000港元或2.4%。於期內本集團的收益減少主要是由於借貸業務所得收益減少。

本集團於期內的毛利約為11,434,000港元(截至二零二零年三月三十一日止三個月:約11,775,000港元),較二零二零年同期的毛利減少約341,000港元或2.9%,與本集團的收益減少一致。本集團於期內的毛利率約為71.1%(截至二零二零年三月三十一日止三個月:約71.4%),較二零二零年同期的毛利率下降約0.3%。

### **行政開支**

本集團於期內的行政開支約為11,550,000港元(截至二零二零年三月三十一日止三個月:約8,741,000港元),較二零二零年同期的行政開支增加約2,809,000港元或32.1%。增加乃主要由於期內持續擴張本集團業務導致員工成本增加。

### **期內虧損**

本集團於期內錄得除稅後淨虧損約1,518,000港元(截至二零二零年三月三十一日止三個月:約2,538,000港元)。淨虧損減少乃主要由於以下各項的綜合影響:(i)期內本集團上市證券投資的公平價值收益淨額增加約2,876,000港元;及(ii)如上所述的行政開支增加。

## Material Acquisition and Disposal

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

## Capital Structure

As at 31 March 2021, the capital of the Company comprised ordinary shares only.

## Proposed Share Consolidation

The Board proposes to implement the share consolidation (“Share Consolidation”) on the basis that every ten (10) issued and unissued existing shares of par value of HK\$0.005 each in the share capital of the Company be consolidated into one (1) consolidated share of par value of HK\$0.05 each. The Share Consolidation is conditional upon, among other things, the approval of the Shareholders at the annual general meeting to be convened on 23 June 2021. Details of the Share Consolidation are set out in the Company’s announcement dated 26 April 2021.

## Share Option Scheme

The Company adopted a share option scheme (“Scheme”) on 10 September 2013 so as to attract and retain the best available personnel and to provide additional incentive to the eligible participants under the Scheme. Pursuant to the Scheme, the Board is authorised, at its absolute discretion and subject to the terms of the Scheme, to grant options to subscribe for the ordinary shares of the Company (in such form then existing and subject to adjustment) to any employees (full-time or part-time), directors, consultants or advisors of the Group, or any substantial shareholders of the Group, or any distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group. 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.

## 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本公司股東（「股東」）整體有利的情況下籌備實施計劃。

## 資本架構

於二零二一年三月三十一日，本公司的資本僅包括普通股。

## 建議股份合併

董事會建議進行股份合併（「股份合併」），基準為本公司股本中每十(10)股每股面值0.005港元的已發行及未發行現有股份合併為一(1)股每股面值0.05港元的合併股份。股份合併須待（其中包括）於將於二零二一年六月二十三日召開的股東週年大會上獲股東批准後，方可作實。股份合併詳情載於本公司日期為二零二一年四月二十六日的公告內。

## 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普通股（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計十年內有效及生效並於緊接該計劃第十個週年日的前一個營業日（即二零二三年九月八日）屆滿，惟可根據該計劃所載的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 options (HK\$ per share) 購股權之行使價 (每股港元)	Number of share options 購股權數目			Outstanding as at 31 March 2021 於二零二一年三月三十一日 尚未行使
				At 1 January 2021 於二零二一年一月一日	Granted during the Period 於期內授出	Lapsed during the Period 於期內失效	
<b>Executive Directors</b> 執行董事							
Tin Yat Yu Carol 田一好	10 December 2020 二零二零年十二月十日	10 December 2020 – 9 December 2022 二零二零年十二月十日 至二零二二年十二月九日	0.049	1,260,000	-	-	1,260,000
So Wai Yee Betty 蘇慧兒	10 December 2020 二零二零年十二月十日	10 December 2020 – 9 December 2022 二零二零年十二月十日 至二零二二年十二月九日	0.049	12,600,000	-	-	12,600,000
<b>Employee</b> 僱員	10 December 2020 二零二零年十二月十日	10 December 2020 – 9 December 2022 二零二零年十二月十日 至二零二二年十二月九日	0.049	12,600,000	-	-	12,600,000
<b>Other participants</b> 其他參與者	10 December 2020 二零二零年十二月十日	10 December 2020 – 9 December 2022 二零二零年十二月十日 至二零二二年十二月九日	0.049	74,300,000	-	-	74,300,000
				<u>100,760,000</u>	<u>-</u>	<u>-</u>	<u>100,760,000</u>

Note: Consideration of HK\$1 was paid by each of the grantees on their acceptance of the share options granted.

附註：各承授人於彼等接納已授出之購股權時支付1港元之代價。

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

於期內，概無購股權獲授出、行使、註銷或失效。

## Prospect

As an open economy highly dependent on the service sector, Hong Kong is suffering severely from the COVID-19 epidemic. Hong Kong's GDP shrinks the most in last 60 years and Hong Kong's unemployment rate rises rapidly. With the widely usage of vaccines and supported by the economy rebound in mainland China, Hong Kong's GDP is expected to resume a positive growth rate of 5% in current year.

Fortunately, the business of iAsia, which is the Group's principal operating subsidiary, has not been affected much by the COVID-19 pandemic as its customers are mainly medium to large brokerage firms and banks. The stock market trading volume in Hong Kong remains high due to the Stock Connect and the demand for iAsia's financial trading software solutions remains strong. It is expected that the Group's financial trading software solutions business will continue to serve its clients and the Group hopes to attract more customers with its experience and reputation and explore different business opportunities in order to expand the Group's business and generate more revenue for the Group.

The money lending business is another core business segment of the Group. In view of the instability of the financial market and economic environment in Hong Kong, the Group will implement a prudent approach to grant new loans and actively collect loans and interest receivables in 2021.

The global economic outlook in 2021 is still uncertain and full of challenges which may exacerbate the financial market volatility in Hong Kong. The Group believes diversifying its business segments can help maintain a healthy financial position and promote a sustainable growth of the Group. In the future, the Group will continue to seize cooperation and acquisition opportunities with more business partners in various fields to expand its business scales and bring higher returns to the Shareholders. The Group will continue to strive for excellence in order to maintain its international competitiveness and enhance its growth potential in the fintech industry.

## 展望

作為高度依賴服務業的開放型經濟體，香港遭受了COVID-19疫情的嚴重影響，香港地區生產總值呈現近60年來的最大收縮，且香港失業率迅速上升。於本年度，在疫苗的廣泛使用以及中國內地經濟復甦的支持下，預期香港的地區生產總值將恢復5%的正增長。

幸運的是，由於本集團主要經營附屬公司亞網客戶主要為大中型經紀行及銀行，故COVID-19疫情對其業務產生的影響並不大。藉助滬深港通，香港股票市場交易量仍然較高，且市場對亞網金融交易軟件解決方案的需求依然強勁。預期本集團的金融交易軟件解決方案業務將繼續為客戶服務，而本集團希望憑藉其經驗及聲譽吸引更多客戶，並尋求不同的商機以拓展本集團業務及為本集團創造更多的收益。

借貸業務為本集團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，本集團將於二零二一年採取審慎的方式授出新貸款，並積極收回應收貸款及利息。

二零二一年的全球經濟前景仍充滿不確定性並面臨著諸多挑戰，或會加劇香港金融市場的動盪局勢。本集團認為，業務分部多元化可維持穩健的財務狀況並促進本集團可持續發展。日後，本集團將繼續把握與各領域的更多商業夥伴進行合作與收購的機會，以擴大其業務規模並為股東帶來更高的回報。本集團將繼續追求卓越，以保持其國際競爭力，增強其在金融科技行業的增長潛力。

## OTHER INFORMATION

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

As at 31 March 2021, the interests and short positions of the Directors or 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 into 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 Directors	Capacity/ nature of interest	Number of shares interested	Approximate percentage of shareholding as at 31 March 2021 於二零二一年 三月三十一日 股權概約百分比	Number of underlying shares interested	Approximate percentage of shareholding as at 31 March 2021 於二零二一年 三月三十一日 股權概約百分比
董事名稱	身份／權益性質	擁有權益的 股份數目 (note (b)) (附註(b))	(note (c)) (附註(c))	擁有權益的 相關股份數目 (note (b)) (附註(b))	(note (c)) (附註(c))
Ms. Tin Yat Yu Carol	Beneficial owner	131,690,000(L)	10.45	1,260,000(L)	0.10
田一好女士	實益擁有人			(note (a)) (附註(a))	
Ms. So Wai Yee Betty	Beneficial owner	-	-	12,600,000(L)	1.00
蘇慧兒女士	實益擁有人			(note (a)) (附註(a))	

Notes:

- (a) On 10 December 2020, Ms. Tin Yat Yu Carol, being an executive Director and the chairman of the Board and Ms. So Wai Yee Betty, being an executive Director, were granted options to subscribe for 1,260,000 and 12,600,000 ordinary shares of the Company under the Scheme respectively. Such options can be exercised by Ms. Tin Yat Yu Carol and Ms. So Wai Yee Betty from 10 December 2020 to 9 December 2022 at the exercise price of HK\$0.049 per share.
- (b) "L" denotes long position in the ordinary shares and the underlying ordinary shares of the Company.
- (c) The total number of the issued shares of the Company as at 31 March 2021 (i.e. 1,260,582,340 shares) has been used for the calculation of the approximate percentage shareholdings in the Company.

## 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

於二零二一年三月三十一日，董事或本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中，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：

附註：

- (a) 於二零二零年十二月十日，執行董事兼董事會主席田一好女士及執行董事蘇慧兒女士根據該計劃分別獲授購股權以認購本公司1,260,000股及12,600,000股普通股。田一好女士及蘇慧兒女士可於二零二零年十二月十日及二零二二年十二月九日按行使價每股0.049港元行使該等購股權。
- (b) 「L」指本公司普通股及相關普通股之好倉。
- (c) 於二零二一年三月三十一日的本公司已發行股份總數（即1,260,582,340股股份）用於計算本公司的股權概約百分比。

Save as disclosed above, as at 31 March 2021, none of the Directors or the chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (i) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (ii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

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

So far as is known to the Directors, as at 31 March 2021, the following substantial Shareholders and persons (not being a Director or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares and underlying shares of the Company which were recorded in the register required to be kept by the Company under section 336 of the SFO:

#### A. Substantial Shareholders

Name of Shareholders	Capacity/nature of interest	Number of shares held/ interested	Approximate percentage of shareholding as at 31 March 2021
股東名稱	身份／權益性質	持有／擁有權益的股份數目 (note (a)) (附註(a))	於二零二一年三月三十一日 股權概約百分比 (note (b)) (附註(b))
Ever Robust Holdings Limited (note (c)) 連捷控股有限公司 (附註(c))	Beneficial owner 實益擁有人	136,800,000(L)	10.85
Whole Kind Investments Limited (note (c)) 豪佳投資有限公司 (附註(c))	Interest in a controlled corporation 受控法團權益	136,800,000(L)	10.85
Hang Tai Yue Group Holdings Limited (note (c)) 恆泰裕集團控股有限公司 (附註(c))	Interest in controlled corporations 受控法團權益	136,800,000(L)	10.85
Zhu Liang Hui Hui 朱梁慧慧	Beneficial owner 實益擁有人	183,000,000(L)	14.52

除上文所披露者外，於二零二一年三月三十一日，董事或本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中，概無擁有(i)根據證券及期貨條例第352條須登記於該條所指的登記冊內；或(ii)根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的任何權益或淡倉。

### 主要股東及其他人士於股份及相關股份中的權益及淡倉

據董事所知，於二零二一年三月三十一日，下列主要股東及人士（並非董事或本公司主要行政人員）在本公司股份及相關股份中擁有或視為擁有須根據證券及期貨條例第336條記錄於本公司存置的登記冊內的權益或淡倉：

#### A. 主要股東

## B. Other persons

Name of Shareholders	Capacity/ nature of interest	Number of shares interested
股東名稱	身份／權益性質	擁有權益的 股份數目
		(note (a)) (附註(a))
China New Economy Fund Limited 中國新經濟投資有限公司	Beneficial owner 實益擁有人	70,330,000(L)
Mr. Chan Sek Keung Ringo 陳錫強先生	Beneficial owner 實益擁有人	59,620,000(L)
	Interest of a controlled corporation 受控法團權益	6,000,000(L) (note (e)) (附註(e))

### Notes:

- (a) "L" denotes long position in the ordinary shares and the underlying ordinary shares of the Company.
- (b) The total number of the issued shares of the Company as at 31 March 2021 (i.e. 1,260,582,340 shares) has been used for the calculation of the approximate percentage shareholdings in the Company.
- (c) These 136,800,000 ordinary shares of the Company are held by Ever Robust Holdings Limited ("Ever Robust"), which is wholly-owned by Whole Kind Investments Limited ("Whole Kind"), which is in turn wholly-owned by Hang Tai Yue Group Holdings Limited ("HTY Group"). By virtue of the SFO, each of Whole Kind and HTY Group is deemed or taken to be interested in all the ordinary shares of the Company held by Ever Robust.
- (d) On 10 December 2020, Mr. Chan Sek Keung Ringo, being a director of a subsidiary of the Company, was granted options to subscribe for 12,600,000 ordinary shares of the Company under the Scheme. Such options can be exercised by Mr. Chan Sek Keung Ringo from 10 December 2020 to 9 December 2022 at the exercise price of HK\$0.049 per share.
- (e) These 6,000,000 ordinary shares of the Company are held by Woodstock Management Limited, which is wholly-owned by Mr. Chan Sek Keung Ringo. By virtue of the SFO, Mr. Chan Sek Keung Ringo is deemed or taken to be interested in all the ordinary shares of the Company held by Woodstock Management Limited.

## B. 其他人士

Approximate percentage of shareholding as at 31 March 2021 於二零二一年三月三十一日 股權概約百分比	Number of underlying shares interested 擁有權益的 相關股份數目	Approximate percentage of shareholding as at 31 March 2021 於二零二一年三月三十一日 股權概約百分比
(note (b)) (附註(b))	(note (a)) (附註(a))	(note (b)) (附註(b))

5.58	-	-
4.73	12,600,000(L) (note (d)) (附註(d))	1.00
0.48	-	-

### 附註：

- (a) 「L」指本公司普通股及相關普通股之好倉。
- (b) 於二零二一年三月三十一日的本公司已發行股份總數(即1,260,582,340股股份)用於計算本公司的股權概約百分比。
- (c) 該等136,800,000股本公司普通股由連捷控股有限公司(「連捷」)持有，連捷由豪佳投資有限公司(「豪佳」)全資擁有，而豪佳則由恆泰裕集團控股有限公司(「恆泰裕集團」)全資擁有。根據證券及期貨條例，豪佳及恆泰裕集團各自被視為或相當於連捷持有之全部本公司普通股中擁有權益。
- (d) 於二零二零年十二月十日，本公司一間附屬公司之董事陳錫強先生根據該計劃獲授予購股權以認購本公司12,600,000股普通股。陳錫強先生可於二零二零年十二月十日及二零二二年十二月九日按行使價每股0.049港元行使該等購股權。
- (e) 該等6,000,000股本公司普通股由Woodstock Management Limited持有，Woodstock Management Limited由陳錫強先生全資擁有。根據證券及期貨條例，陳錫強先生被視為或被當作於Woodstock Management Limited持有之全部本公司普通股中擁有權益。

Save as disclosed above, as at 31 March 2021, the Directors were not aware of any other persons who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and recorded in the register required to be kept by the Company under section 336 of the SFO.

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

### **Corporate Governance Practices**

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

According to code provision A.2.1 of the CG Code, the roles of the chairman and the chief executive officer should be separate and should not be performed by the same individual. During the Period, the role of the chairman of the Board was performed by Ms. Tin Yat Yu Carol (former name as Tin Yuen Sin Carol). During the Period, the office of the chief executive officer of the Company remained vacated since the Company has not been able to identify a suitable candidate for the position.

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

除上文披露者外，於二零二一年三月三十一日，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**

本公司或其任何附屬公司於期內概無購買、出售或贖回本公司任何上市證券。

### **董事進行證券交易**

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

### **企業管治常規**

於期內，本公司已遵守GEM上市規則附錄15內企業管治守則（「企業管治守則」）所載之所有適用守則條文，惟下段所述之偏離除外。

根據企業管治守則守則條文第A.2.1條，主席及行政總裁之職責應予以區分，並不應由同一人兼任。於期內，董事會主席角色由田一湄女士（前度名字為田琬善）擔任。於期內，由於本公司未能物色到該職位的合適人選，故本公司行政總裁一職仍然懸空。

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



## Competing Interests

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

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

Save as disclosed above, none of the Directors or their respective close associates as defined in the GEM Listing Rules had any business or interests in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group during the Period. As at 31 March 2021, the Company did not have any controlling Shareholder.

## 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 Ms. Lo Wing Sze *BBS, JP*. Each committee meeting was chaired by an independent non-executive Director.

## 競爭權益

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

執行董事田一好女士（前度名字為田琬善）亦為融富財務有限公司及融富信貸有限公司（該兩間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。於二零二一年三月三十一日，本公司並無任何控股股東。

## 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）、李筠翎女士及羅詠詩女士 *銅紫荊星章，太平紳士*。每次委員會會議均由一名獨立非執行董事擔任主席。

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, 14 May 2021

*As at the date of this report, the Board consists of Ms. Tin Yat Yu Carol being an executive Director and the chairman of the Board, Mr. Chan Wai Lung, Ms. Lam Ching Yee, Ms. Lin Ting and Ms. So Wai Yee Betty being the executive Directors, and Mr. Hon Ming Sang, Ms. Lee Kwun Ling, May Jean and Ms. Lo Wing Sze BBS, JP being the independent non-executive Directors.*

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

代表董事會  
**匯財金融投資控股有限公司**  
主席  
**田一杼女士**

香港，二零二一年五月十四日

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杼女士，執行董事陳偉龍先生、林靜儀女士、林靈女士及蘇慧兒女士，以及獨立非執行董事韓銘生先生、李筠翎女士及羅詠詩女士銅紫荊星章，太平紳士。

**FINSOFT FINANCIAL INVESTMENT  
HOLDINGS LIMITED**

匯財金融投資控股有限公司