

Aurum Pacific (China) Group Limited 奧栢中國集團有限公司

(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: 8148



AURUM PACIFIC
奧 栢 中 國 集 團
STOCK CODE 8148.HK

FIRST QUARTERLY REPORT

2019

第一季度業績報告

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

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

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

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This report, for which the directors (the “Directors”) of Aurum Pacific (China) Group Limited (the “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 (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: (1) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; (2) there are no other matters the omission of which would make any statement herein or this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are found on bases and assumptions that are fair and reasonable.

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，旨在提供有關奧栢中國集團有限公司(「本公司」)的資料；本公司的董事(「董事」)願就本報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：(1)本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分；(2)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；及(3)本報告所表達之一切意見乃經審慎周詳考慮後達致，並以公平合理之基準及假設為依據。

RESULTS

業績

The board of Directors (the “Board”) of the Company announces the condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months ended 31 March 2019 (the “Period”), together with the comparative figures for the corresponding period in 2018. The Group’s results for the Period are unaudited, but have been reviewed and approved by the audit committee of the Company (the “Audit Committee”).

本公司董事會（「董事會」）公佈本公司及其附屬公司（統稱「本集團」）截至二零一九年三月三十一日止三個月（「本期間」）之簡明綜合業績及二零一八年同期之比較數字。本集團於本期間之業績為未經審核，惟已獲本公司審核委員會（「審核委員會」）審閱及批准。

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

簡明綜合損益表

For the three months ended 31 March 2019 截至二零一九年三月三十一日止三個月
(Expressed in Hong Kong dollars) (以港元列示)

| | | Three months ended 31 March 截至三月三十一日止三個月 | |
|--|-------------------|--|---|
| | | 2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核) | 2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核) |
| | | Notes 附註 | |
| Revenue | 收益 | 3 | |
| – Provision of software platform | – 提供軟件平台 | | 4,911 |
| – Mobile gaming income | – 手機遊戲收入 | | 35 |
| – Interest income from money lending business | – 放債業務所得利息收入 | | 5,193 |
| | | | 10,139 |
| Cost of sales | 銷售成本 | | (1,044) |
| Gross profit | 毛利 | | 9,095 |
| Other income | 其他收入 | 4 | 6 |
| Changes in fair value of: | 公平值變動： | | |
| – prepayment option embedded in promissory note issued | – 已發行承兌票據附帶之提前還款權 | | – |
| – consideration payable for business combination | – 業務合併應付代價 | | (89) |
| Administrative expenses | 行政開支 | | – |
| Research and development expenses | 研發開支 | | (11,549) |
| Selling and distribution expenses | 銷售及分銷開支 | | (2,208) |
| | | | (604) |
| | | | 8,802 |
| | | | (1,018) |
| | | | 7,784 |
| | | | 6 |
| | | | (1,088) |
| | | | (11,307) |
| | | | (2,446) |
| | | | (652) |

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

簡明綜合損益表

For the three months ended 31 March 2019 截至二零一九年三月三十一日止三個月
(Expressed in Hong Kong dollars) (以港元列示)

| | | Three months ended 31 March 截至三月三十一日止三個月 | |
|--------------------------------|----------------|--|--|
| | | 2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核) | 2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核) |
| | | <i>Notes</i> 附註 | |
| Loss from operations | 經營虧損 | | (7,792) |
| Finance costs | 融資成本 | 5(a) | (605) |
| Share of profits of associates | 應佔聯營公司溢利 | | 356 |
| | | | (5,260) |
| Loss before taxation | 除稅前虧損 | 5 | (8,041) |
| Income tax credit | 所得稅抵免 | 6 | 530 |
| | | | (792) |
| | | | – |
| Loss for the period | 期內虧損 | | (5,523) |
| Attributable to: | 以下人士應佔： | | |
| – owners of the Company | – 本公司擁有人 | | (6,398) |
| – non-controlling interests | – 非控股權益 | | (1,113) |
| | | | (4,183) |
| | | | (1,340) |
| | | | (5,523) |
| | | | HK cents 港仙 |
| | | | (Unaudited) (未經審核) |
| | | | (Unaudited) (未經審核) |
| | | | (Unaudited) (未經審核) |
| Loss per share | 每股虧損 | | |
| Basic and diluted | 基本及攤薄 | 8 | (0.59) |
| | | | (0.33) |

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the three months ended 31 March 2019 截至二零一九年三月三十一日止三個月
(Expressed in Hong Kong dollars) (以港元列示)

| | | Three months ended 31 March 截至三月三十一日止三個月 | |
|--|-----------------------------|---|---|
| | | 2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核) | 2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核) |
| Loss for the period | 期內虧損 | (5,523) | (7,511) |
| Other comprehensive income for the period, net of nil tax | 期內其他全面收入， 經扣除零稅項 | | |
| Items that may be classified subsequently to profit or loss: | 其後可能分類至損益之項目： | | |
| Exchange differences on translation of financial statements of foreign operations | 換算外國業務財務報表之 匯兌差額 | 4 | 2 |
| Share of exchange differences of associates | 應佔聯營公司匯兌差額 | - | 514 |
| | | 4 | 516 |
| Total comprehensive expense for the period | 期內全面開支總額 | (5,519) | (6,995) |
| Attributable to: | 以下人士應佔： | | |
| - owners of the Company | - 本公司擁有人 | (4,182) | (5,882) |
| - non-controlling interests | - 非控股權益 | (1,337) | (1,113) |
| | | (5,519) | (6,995) |

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合股東權益變動表

For the three months ended 31 March 2019 截至二零一九年三月三十一日止三個月
(Expressed in Hong Kong dollars) (以港元列示)

| | | Attributable to owners of the Company 本公司擁有人應佔 | | | | | | | Non-controlling interests 非控股權益 | | Total |
|---|-----------------------|---|-----------------------|-------------------------|-------------------------|--------------------------|-----------------------|----------------------------|------------------------------------|-----------------|-----------------|
| | | Share capital 股本 | Share premium 股份溢價 | Capital reserve 資本儲備 | Capital surplus 資本盈餘 | Exchange reserve 匯兌儲備 | Other reserve 其他儲備 | Accumulated losses 累計虧損 | Total 總計 | Total 總計 | Total 總計 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| At 1 January 2018 (audited) | 於二零一八年一月一日(經審核) | 43,546 | 356,513 | 2,427 | 16,699 | 1,258 | - | (163,336) | 257,107 | 25,273 | 282,380 |
| Impact on initial application of HKFRS 9 | 初始應用香港財務報告準則第9號之影響 | - | - | - | - | - | - | (467) | (467) | - | (467) |
| Adjusted balance at 1 January 2018 | 於二零一八年一月一日之經調整結餘 | 43,546 | 356,513 | 2,427 | 16,699 | 1,258 | - | (163,803) | 256,640 | 25,273 | 281,913 |
| Changes in equity for the period: | 期內之權益變動: | | | | | | | | | | |
| Loss for the period | 期內虧損 | - | - | - | - | - | - | (6,398) | (6,398) | (1,113) | (7,511) |
| Exchange differences on translation of financial statements of foreign operations | 換算外國業務財務報表之匯兌差額 | - | - | - | - | 2 | - | - | 2 | - | 2 |
| Share of exchange differences of associates | 應佔聯營公司匯兌差額 | - | - | - | - | 514 | - | - | 514 | - | 514 |
| Total comprehensive income/(expense) for the period, net of nil tax | 期內全面收入/(開支)總額，經扣除零稅項 | - | - | - | - | 516 | - | (6,398) | (5,882) | (1,113) | (6,995) |
| At 31 March 2018 (unaudited) | 於二零一八年三月三十一日(未經審核) | 43,546 | 356,513 | 2,427 | 16,699 | 1,774 | - | (170,201) | 250,758 | 24,160 | 274,918 |
| At 1 January 2019 (audited) | 於二零一九年一月一日(經審核) | 50,906 | 381,490 | 2,427 | 16,699 | (270) | (99) | (202,770) | 248,383 | 22,193 | 270,576 |
| Changes in equity for the Period: | 本期間之權益變動: | | | | | | | | | | |
| Loss for the Period | 本期間虧損 | - | - | - | - | - | - | (4,183) | (4,183) | (1,340) | (5,523) |
| Exchange differences on translation of financial statements of foreign operations | 換算外國業務財務報表之匯兌差額 | - | - | - | - | 1 | - | - | 1 | 3 | 4 |
| Total comprehensive income/(expense) for the Period, net of nil tax | 本期間全面收入/(開支)總額，經扣除零稅項 | - | - | - | - | 1 | - | (4,183) | (4,182) | (1,337) | (5,519) |
| At 31 March 2019 (unaudited) | 於二零一九年三月三十一日(未經審核) | 50,906 | 381,490 | 2,427 | 16,699 | (269) | (99) | (206,953) | 244,201 | 20,856 | 265,057 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

1. BASIS OF PREPARATION

The Group's unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong and complied with accounting standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The unaudited condensed consolidated financial statements also include the applicable disclosure requirements of the Hong Kong Companies Ordinances and GEM Listing Rules. They are prepared under the historical cost convention.

2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The accounting policies adopted in the preparation of the unaudited condensed consolidated financial statements are consistent with those used in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2018, except for the adoption of the following revised Hong Kong Financial Reporting Standards ("HKFRSs") (which also include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the HKICPA for the first time for the current period's unaudited condensed consolidated financial statements of the Group.

| | |
|---------------------|--|
| HKFRS 16 | Leases |
| HK (IFRIC) - Int 23 | Uncertainty over Income Tax Treatments |

Except for the changes in accounting policies relating to leases due to the adoption of HKFRS 16, the adoption of the above revised standards has had no significant financial effect on these unaudited condensed consolidated financial statements.

1. 編製基準

本集團未經審核簡明綜合財務報表乃根據香港公認會計原則及遵照香港會計師公會(「香港會計師公會」)頒佈之會計準則而編製。未經審核簡明綜合財務報表亦包括香港公司條例及GEM上市規則之適用披露規定。未經審核簡明綜合財務報表乃按歷史成本慣例編製。

2. 會計政策及披露之變動

編製未經審核簡明綜合財務報表所採納之會計政策與編製本集團截至二零一八年十二月三十一日止年度之年度綜合財務報表所使用者一致，惟於本期間於本集團未經審核簡明綜合財務報表首次採納以下由香港會計師公會頒佈之經修訂香港財務報告準則(「香港財務報告準則」)(亦包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)則除外。

| | |
|---------------------------------|----------------|
| 香港財務報告準則 第16號 | 租賃 |
| 香港(國際財務報告 詮釋委員會) — 詮釋第23號 | 所得稅處理的 不確定性 |

除由於採納香港財務報告準則第16號以致與租賃有關的會計政策有變外，採納上述經修訂準則並無對此等未經審核簡明綜合財務報表造成重大財務影響。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (CONTINUED)

Adoption of HKFRS 16 Leases

The Group applied HKFRS 16 with a date of initial application on 1 January 2019. As a result, the Group has changed its accounting policy for lease contracts as detailed below.

The Group has adopted HKFRS 16 retrospectively from 1 January 2019, but has not restated comparatives for the 2018 reporting period, as permitted under the specific transitional provisions in the standard. The reclassifications and the adjustments arising from the new and amended requirements with respect to lease accounting are therefore recognised in the opening statement of financial position on 1 January 2019.

(a) Adjustments recognised on adoption of HKFRS 16

Before the adoption of HKFRS 16, commitments under operating leases for future periods were not recognised by the Group as liabilities. Operating lease rental expenses were recognised in the consolidated statement of profit or loss over the lease period on a straight-line basis.

On adoption of HKFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of HKAS 17 Leases. These liabilities were measured at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate as of 1 January 2019. The difference between the present value and the total remaining lease payments represents the cost of financing. Such finance cost will be charged to the consolidated statement of profit or loss in the period in which it is incurred using effective interest method.

The associated right-of-use assets were measured at the amount equal to the initial measurement of lease liabilities, adjusted by certain items as set out in note 2(b). The right-of-use assets were recognised in the consolidated statement of financial position. Depreciation was charged on a straight-line basis over the shorter of the asset's useful life or the lease term.

2. 會計政策及披露之變動(續)

採納香港財務報告準則第16號租賃

本集團於初步應用日期二零一九年一月一日起應用香港財務報告準則第16號。因此，本集團更改租賃合約的會計政策，詳情如下。

本集團自二零一九年一月一日起追溯採納香港財務報告準則第16號，但根據準則中的特定過渡性條款所允許而並無重列二零一八年報告期間的比較數字。因此，有關租賃會計的新訂及經修訂要求產生的重新分類及調整於二零一九年一月一日的期初財務狀況表中確認。

(a) 採納香港財務報告準則第16號時確認的調整

於採納香港財務報告準則第16號前，本集團並無將未來期間的經營租賃承擔確認為負債。經營租賃租金開支於租賃期間按直線法於綜合損益表確認。

於採納香港財務報告準則第16號時，本集團就先前根據香港會計準則第17號租賃的原則分類為「經營租賃」的租賃確認租賃負債。該等負債按租賃付款餘額的現值計量，並使用本集團截至二零一九年一月一日的增量借款利率進行貼現。現值與租賃付款總餘額的差額作為融資成本。有關融資成本將使用實際利息法於其產生期間於綜合損益表中扣除。

相關使用權資產按等同於租賃負債初步計量的金額計算，並按附註2(b)所載若干項目作出調整。使用權資產於綜合財務狀況表中確認。折舊乃根據資產可使用年期或租約年期(以較短者為準)按直線法扣除。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (CONTINUED)

Adoption of HKFRS 16 Leases (continued)

(b) Accounting policies adopted since 1 January 2019

The Group leases properties. Rental contracts are generally entered into for fixed period of 2 years.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

Until the year ended 31 December 2018, leases were classified as either finance or operating leases. Payments made under operating leases were recognised as an expense on a straight-line basis over the lease term.

From 1 January 2019 onwards, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable,
- variable lease payment that are based on an index or a rate,
- amounts expected to be payable by the lessee under residual value guarantees,

2. 會計政策及披露之變動(續)

採納香港財務報告準則第16號租賃(續)

(b) 自二零一九年一月一日起採納的會計政策

本集團租賃物業。租賃合約一般在兩年的固定期限內訂立。

租賃條款乃在個別基礎上協商，並包含各種不同的條款及條件。租賃協議並無施加任何契諾，惟租賃資產不得用作借款的抵押品。

截至二零一八年十二月三十一日止年度為止，租賃分為融資租賃或經營租賃。根據經營租賃支付的款項於租期內按直線法確認為開支。

自二零一九年一月一日起，租賃在租賃資產可供本集團使用之日確認為使用權資產並確認相應負債。每筆租賃付款乃分配至負債及融資成本。融資成本於租期內自損益扣除，以計算出各期間負債結餘的固定週期利率。使用權資產乃按資產可使用年期或租期(以較短者為準)以直線法折舊。

租約產生的資產及負債初步以現值進行計量。租賃負債包括以下租賃付款的淨現值：

- 固定付款(包括實質固定付款)減任何應收租賃獎勵；
- 基於指數或利率的可變租賃付款；
- 剩餘價值擔保下的承租人預期應付款項；

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (CONTINUED)

Adoption of HKFRS 16 Leases (continued)

(b) Accounting policies adopted since 1 January 2019 (continued)

- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability,
- any lease payments made at or before the commencement date less any lease incentives received,
- any initial direct costs, and
- restoration costs.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

2. 會計政策及披露之變動(續)

採納香港財務報告準則第16號租賃(續)

(b) 自二零一九年一月一日起採納的會計政策(續)

- 購買權的行使價格(倘承租人合理地確定行使該權利);及
- 支付終止租賃的罰款(倘租賃條款反映承租人行使權利終止租約)。

租賃付款採用租賃所隱含的利率予以貼現。倘無法釐定該利率,則使用承租人的增量借款利率,即承租人在類似條款和條件的類似經濟環境中借入獲得類似價值資產所需資金所必須支付的利率。

使用權資產按成本計量,包括以下各項:

- 租賃負債的初步計量金額;
- 於開始日期或之前所作的任何租賃付款,減去所得的任何租賃獎勵;
- 任何初始直接成本;及
- 修復成本。

與短期租賃相關的支付和低價值資產的租賃以直線法於損益中確認為開支。短期租賃指租賃期為12個月或少於12個月的租賃。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

(Expressed in Hong Kong dollars)

(以港元列示)

3. REVENUE

Revenue represents the sales value of goods and services supplied to customers from the provision of software platform, income generated from mobile games development and interest income earned from the money lending business, as follows:

| | | Three months ended 31 March 截至三月三十一日止三個月 | |
|---|------------|---|---|
| | | 2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核) | 2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核) |
| Provision of software platform | 提供軟件平台 | 4,911 | 3,849 |
| Mobile gaming income | 手機遊戲收入 | 35 | 2,037 |
| Interest income from money lending business | 放債業務所得利息收入 | 5,193 | 2,916 |
| | | 10,139 | 8,802 |

4. OTHER INCOME

| | | Three months ended 31 March 截至三月三十一日止三個月 | |
|----------------------|--------|---|---|
| | | 2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核) | 2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核) |
| Bank interest income | 銀行利息收入 | 1 | – |
| Sundry income | 雜項收入 | 5 | 6 |
| | | 6 | 6 |

3. 收益

收益指透過提供軟件平台而供應予客戶之貨品及服務之銷售價值、開發手機遊戲所產生之收入以及放債業務所賺取之利息收入如下：

4. 其他收入

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

5. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging:

(a) Finance costs:

| | | | |
|---|-------------|--|--|
| Finance charges on obligations under finance leases | 融資租賃承擔的財務費用 | | |
| Interest on lease liabilities | 租賃負債利息 | | |
| Interest on other borrowings | 其他借款利息 | | |

5. 除稅前虧損

除稅前虧損已扣除下列各項：

(a) 融資成本：

Three months ended 31 March

截至三月三十一日止三個月

| 2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核) | 2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核) |
|---|---|
| 34 | 45 |
| 12 | - |
| 746 | 560 |
| 792 | 605 |

(b) Staff costs (including directors' remuneration):

| | | | |
|---|------------|--|--|
| Salaries, wages and other benefits | 薪金、工資及其他福利 | | |
| Contributions to defined contribution retirement plan | 固定供款退休計劃供款 | | |

(b) 員工成本(包括董事酬金)：

Three months ended 31 March

截至三月三十一日止三個月

| 2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核) | 2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核) |
|---|---|
| 5,170 | 6,162 |
| 216 | 234 |
| 5,386 | 6,396 |

(c) Other items:

| | | | |
|---|---------------|--|--|
| Amortisation of intangible assets | 無形資產攤銷 | | |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | | |
| Depreciation of right-of-use assets | 使用權資產折舊 | | |
| Exchange loss, net | 匯兌虧損淨額 | | |
| Operating lease charges: minimum lease payments | 經營租約開支：最低租約款項 | | |
| Write-off of equipments | 撇銷設備 | | |

(c) 其他項目：

Three months ended 31 March

截至三月三十一日止三個月

| 2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核) | 2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核) |
|---|---|
| 3,209 | 3,209 |
| 1,907 | 1,827 |
| 93 | - |
| 5 | - |
| 1,225 | 1,261 |
| - | 113 |

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

6. INCOME TAX CREDIT

Taxation in the condensed consolidated statement of profit or loss represents:

| | | Three months ended 31 March 截至三月三十一日止三個月 | |
|---|---------------|---|---|
| | | 2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核) | 2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核) |
| Deferred tax credit | 遞延稅項抵免 | | |
| Origination and reversal of temporary differences | 產生及撥回暫時性差額 | 529 | 530 |
| Actual tax credit | 實際稅項抵免 | 529 | 530 |

(i) *Hong Kong Profits Tax*

No provision for Hong Kong Profits Tax has been made as the group companies have either tax losses brought forward in excess of the assessable profits for the period or did not have any estimated assessable profits subject to Hong Kong Profits Tax during the three months ended 31 March 2019 and 2018.

(ii) *PRC Enterprise Income Tax*

No provision for the PRC Enterprise Income Tax has been made as the subsidiaries incorporated in the People's Republic of China (the "PRC") have estimated tax losses for the three months ended 31 March 2019 and 2018.

(iii) *Income tax from other tax jurisdictions*

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

7. DIVIDEND

The Board does not recommend the payment of any dividend for the Period (2018: Nil).

6. 所得稅抵免

簡明綜合損益表之稅項指：

| | | Three months ended 31 March 截至三月三十一日止三個月 | |
|---|---------------|---|---|
| | | 2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核) | 2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核) |
| Deferred tax credit | 遞延稅項抵免 | | |
| Origination and reversal of temporary differences | 產生及撥回暫時性差額 | 529 | 530 |
| Actual tax credit | 實際稅項抵免 | 529 | 530 |

(i) *香港利得稅*

由於集團旗下之公司於截至二零一九年及二零一八年三月三十一日止三個月承前稅項虧損超出期內應課稅溢利，或並無任何須繳納香港利得稅之估計應課稅溢利，故並無作出香港利得稅撥備。

(ii) *中國企業所得稅*

由於在中華人民共和國（「中國」）註冊成立之附屬公司於截至二零一九年及二零一八年三月三十一日止三個月估計將錄得稅項虧損，故並無作出中國企業所得稅撥備。

(iii) *其他稅務司法權區之所得稅*

根據所得稅規則及規例，本集團毋須繳納開曼群島及英屬處女群島所得稅。

7. 股息

董事會不建議就本期間派付任何股息（二零一八年：無）。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

8. LOSS PER SHARE

(a) Basic loss per share

The calculation is based on the loss for the Period attributable to owners of the Company of approximately HK\$4,183,000 (2018: approximately HK\$6,398,000) and the weighted average number of ordinary shares of 1,272,640,000 (2018: 1,088,640,000) in issue during the Period.

(b) Diluted loss per share

The diluted loss per share for the three months ended 31 March 2019 and 2018 is the same as the basic loss per share as there were no potential dilutive ordinary shares in issue.

9. SHARE CAPITAL

(i) Authorised and issued share capital

| | | Number of shares 股份數目 '000 千股 | Amount 金額 HK\$'000 千港元 |
|-------------------------------|----------------|---|---------------------------------|
| Authorised: | 法定： | | |
| Ordinary shares | 普通股 | | |
| At 1 January 2018, | 於二零一八年一月一日、 | | |
| 31 March 2018, | 二零一八年三月三十一日、 | | |
| 1 January 2019 and | 二零一九年一月一日及 | | |
| 31 March 2019 of | 二零一九年三月三十一日 | | |
| HK\$0.04 each | 每股面值0.04港元 | 3,000,000 | 120,000 |
| Issued and fully paid: | 已發行及繳足： | | |
| Ordinary shares | 普通股 | | |
| At 1 January 2018 and | 於二零一八年一月一日及 | | |
| 31 March 2018 of | 二零一八年三月三十一日 | | |
| HK\$0.04 each | 每股面值0.04港元 | 1,088,640 | 43,546 |
| Issue of shares (note (ii)) | 股份發行(附註(ii)) | 184,000 | 7,360 |
| At 1 January 2019 and | 於二零一九年一月一日及 | | |
| 31 March 2019 of | 二零一九年三月三十一日 | | |
| HK\$0.04 each | 每股面值0.04港元 | 1,272,640 | 50,906 |

(ii) Issue of shares

On 25 April 2018, the Company issued 184,000,000 ordinary shares of HK\$0.04 each pursuant to a placing under general mandate at a price of HK\$0.18 per ordinary share, resulting in net proceeds of approximately HK\$32,337,000.

8. 每股虧損

(a) 每股基本虧損

每股基本虧損乃按本公司擁有人於本期間之應佔虧損約4,183,000港元(二零一八年：約6,398,000港元)及於本期間已發行普通股之加權平均數1,272,640,000股(二零一八年：1,088,640,000股)計算。

(b) 每股攤薄虧損

由於概無任何潛在攤薄已發行普通股，截至二零一九年及二零一八年三月三十一日止三個月之每股攤薄虧損與每股基本虧損相同。

9. 股本

(i) 法定及已發行股本

| | Number of shares 股份數目 '000 千股 | Amount 金額 HK\$'000 千港元 |
|-------------------------------|---|---------------------------------|
| Authorised: | | |
| Ordinary shares | | |
| At 1 January 2018, | | |
| 31 March 2018, | | |
| 1 January 2019 and | | |
| 31 March 2019 of | | |
| HK\$0.04 each | 3,000,000 | 120,000 |
| Issued and fully paid: | | |
| Ordinary shares | | |
| At 1 January 2018 and | | |
| 31 March 2018 of | | |
| HK\$0.04 each | 1,088,640 | 43,546 |
| Issue of shares (note (ii)) | 184,000 | 7,360 |
| At 1 January 2019 and | | |
| 31 March 2019 of | | |
| HK\$0.04 each | 1,272,640 | 50,906 |

(ii) 股份發行

於二零一八年四月二十五日，本公司根據一般授權進行配售，按每股普通股0.18港元之價格發行184,000,000普通股(每股面值0.04港元)，所得款項淨額約32,337,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

FINANCIAL REVIEW

Revenue

For the Period, the Group recorded a total revenue of approximately HK\$10,139,000, representing an increase of approximately 15.2% as compared with that of approximately HK\$8,802,000 for the same period in 2018. The increase in revenue was mainly due to an uptrend of the interest income from the money lending business (the “Money Lending Business”). The interest income from Money Lending Business had grown rapidly to approximately HK\$5,193,000 for the Period as compared with that of approximately HK\$2,916,000 for the same period in 2018. Continuous business growth of the developing and marketing of the patented server-based technology and the provision of communications software platform, software related services and the custom-made software development services (the “Software Platform Business”) also made a contribution for the increase in revenue of the Group. The Software Platform Business generated a segment revenue of approximately HK\$4,911,000 for the Period as compared with that of approximately HK\$3,849,000 for the same period in 2018.

Cost of Sales

For the Period, the cost of sales of the Group amounted to approximately HK\$1,044,000 (2018: approximately HK\$1,018,000), which mainly comprised purchases and staff costs. The change was not material as there was no significant change in cost structure of the Group during the Period.

Gross Profit

Gross profit for the Period improved by approximately 16.8% from approximately HK\$7,784,000 for the same period in 2018 to approximately HK\$9,095,000 as a result of the increase in revenue as discussed as above, while the Group maintained a high gross profit margin of approximately 89.7% for the Period (2018: approximately 88.4%).

Administrative and other operating expenses

The administrative and other operating expenses of the Group for the Period amounted to approximately HK\$14,361,000 (2018: approximately HK\$14,405,000), which mainly comprised administrative expenses, research and development expenses and sales and distribution expenses and was remained stable.

財務回顧

收益

於本期間，本集團錄得總收益約10,139,000港元，較二零一八年同期約8,802,000港元增加約15.2%。收益增加主要由於放債業務（「放債業務」）的利息收入持續上升。放債業務的利息收入於本期間迅速增長至約5,193,000港元，二零一八年同期則約2,916,000港元。開發及營銷以伺服器為基礎之專利技術及提供通訊軟件平台、軟件相關服務及定制軟件開發服務（「軟件平台業務」）之持續業務增長亦對本集團之收益增長作出貢獻。軟件平台業務於本期間錄得分部收益約4,911,000港元，二零一八年同期則約3,849,000港元。

銷售成本

於本期間，本集團之銷售成本約1,044,000港元（二零一八年：約1,018,000港元），主要包括採購及員工成本。由於本集團的成本架構於本期間並無顯著轉變，故其變化並不重大。

毛利

由於上述收益增加，本期間之毛利由二零一八年同期約7,784,000港元改善約16.8%至約9,095,000港元，而本集團於本期間維持約89.7%之高毛利率（二零一八年：約88.4%）。

行政及其他經營開支

本集團於本期間之行政及其他經營開支約14,361,000港元（二零一八年：約14,405,000港元），主要包括行政開支、研發開支及銷售及分銷開支，並維持穩定。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Finance Costs

Finance costs was approximately HK\$792,000 for the Period (2018: approximately HK\$605,000). The increase in finance costs was mainly due to an increase in general level of borrowing.

Loss for the Period

The loss attributable to owners of the Company for the Period amounted to approximately HK\$4,183,000 representing a decrease of approximately 34.6% as compared with that of approximately HK\$6,398,000 for the same period in 2018. The decrease in loss was mainly due to (i) an improvement in business performance of the Money Lending Business and the Software Platform Business as compared to the same period in 2018; and (ii) that the recognition of estimated changes in fair value of consideration payable for business combination that was recorded in the same period in 2018 was not required for this year subsequent to the redemption of the promissory note in the fourth quarter in 2018.

Dividend

The Board does not recommend the payment of any dividend for the Period (2018: Nil).

BUSINESS REVIEW AND PROSPECT

For the Period, the Group engaged in (i) Software Platform Business, (ii) mobile gaming business (the "Mobile Gaming Business") and (iii) Money Lending Business.

Software Platform Business

Software Platform Business has performed encouragingly and continued to be a major source of revenue for the Group which accounted for approximately 48.4% (2018: approximately 43.7%) of total revenue for the Period. In addition to continuous development of new applications and enhancement of existing products in order to fulfil the evolving industry standards and satisfy customers' demand, the Group also devoted greater effort to expand the customer base for maintaining a steady growth of this segment. It resulted an increase of approximately 27.6% in segment revenue for the Period. With a view of its existing and extensive services and stable customer base, the Group anticipates this segment to contribute stable revenue continuously in 2019.

Mobile Gaming Business

The management's efforts have been allocated in line with the Group's business strategy to license out our games or related intellectual properties to well-established game operators for stable and secure income. The licensing agreement that we signed with an established publisher in the PRC for granting them with the exclusive operation and publishing right on our major game is expected to complete in the second quarter this year.

融資成本

融資成本於本期間約792,000港元(二零一八年:約605,000港元)。融資成本增加主要是由於整體借貸水平上升所致。

期內虧損

本公司擁有人於本期間之應佔虧損約4,183,000港元,較二零一八年同期約6,398,000港元減少約34.6%。虧損減少主要由於:(i)放債業務及軟件平台業務之業務表現較二零一八年同期有所改善;及(ii)繼二零一八年第四季度贖回承兌票據後,於本年度毋須確認二零一八年同期所錄得有關業務合併應付代價之估計公平值變動。

股息

董事會不建議就本期間派付任何股息(二零一八年:無)。

業務回顧及展望

於本期間,本集團從事(i)軟件平台業務;(ii)手機遊戲業務(「手機遊戲業務」)及(iii)放債業務。

軟件平台業務

軟件平台業務之表現令人振奮並繼續是本集團的主要收益來源,佔本期間之總收益約48.4%(二零一八年:約43.7%)。除了持續開發新應用程式及完善現有產品,以符合日益革新之行業標準及滿足客戶需求外,本集團亦更為致力擴展客戶基礎,以維持本分部的穩健增長,因此於本期間分部收益增加約27.6%。鑑於其現有及廣泛的服務及穩定的客戶基礎,本集團預期本分部於二零一九年將繼續帶來穩定的收益貢獻。

手機遊戲業務

管理層已致力推行本集團之業務策略,即向信譽卓著之遊戲營運商授出我們之遊戲或相關知識產權,從而獲得穩定可靠的收入。我們與中國一間信譽良好之發行商簽訂的授權協議預期將於本年度第二季度完成,該發行商獲授我們之主要遊戲的獨家經營及發行權。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

With fierce competition by the effect from frequent introduction of new games by game developers both domestically and internationally, fast and rapid technological advancement, rising cost in producing hit game titles and regulatory restrictions in China's online game industry, these challenges negatively impact the industry as well as the Group's mobile game segment. The regulatory control imposed in 2018 has brought disruptions and slowdown to the mobile game industry in the PRC market and affected the valuation of many game developers and operators. The Group expects to see signs of revival in the industry this year. To grasp any business opportunities that may arise when the market turnaround will become our priority this year, we are actively exploring cooperation and partnership prospect with well-established game publishers and tech innovators in the PRC. The Board will also cautiously monitor the changes in the market environment in the mobile game industry and continue to seek for opportunities in other markets to improve the performance and value of the segment.

Money Lending Business

Since the Group expanded this business segment by establishing a division which is operated under the brand "EZCASH" and focuses on personal loan products, the Money Lending Business has achieved significant growth in its financial performance and become the one of the main sources of income for the Group. The Money Lending Business has generated an increment of approximately 78.1% in segment revenue and contributed approximately 51.2% (2018: approximately 33.1%) to the Group's total revenue for the Period. In view of the potential of the money lending market, the Group will seek to further develop in this area so as to strengthen its operations, expand its customer base and increase profitability and continue to capture the development opportunities arising from the market and position this segment as one of its major focuses.

OUTLOOK

We are committed in putting efforts in developing and upgrading our products and services with a generic growth of business in order to broaden our income sources. The Group will continue to seek potential investment opportunities that can create synergies to our existing business segments, at the same time bringing growth and long-term benefits to the Company and the shareholders of the Company as a whole.

遊戲開發商不斷在國內及國際市場推出新遊戲引致競爭激烈、科技日新月異、製作最流行遊戲所涉及的成本不斷上升及中國線上遊戲行業面對的監管限制，此等挑戰對行業以至本集團的手機遊戲分部造成負面影響。於二零一八年實施的監管措施對中國手機遊戲市場造成干擾並令其發展放緩，更影響許多遊戲開發商及營運商之估值。本集團預期於今年可見行業復甦的跡象，故抓緊市況好轉時可能出現的任何商機將會是我們於本年度的首要任務，我們正與中國信譽卓著之遊戲發行商及科技創新公司積極探討合作及建立夥伴關係的可能性。董事會亦將審慎注視手機遊戲行業的市況變化，並繼續發掘其他市場的機遇，從而提升該分部的表現及價值。

放債業務

自本集團透過建立以「EZCASH」品牌經營並專注於個人貸款產品之部門擴充本業務分部以來，放債業務之財務表現錄得顯著增長並成為本集團的其中一項主要收入來源。放債業務之分部收益增長約78.1%，佔本集團於本期間之總收益約51.2%（二零一八年：約33.1%）。考慮到放債市場之潛力，本集團將致力在此領域謀求進一步發展，藉此增強其營運、擴大客戶基礎及提高盈利能力，並繼續抓住市場的發展機會，以及將本分部定位為集團的主要重點之一。

展望

我們承諾努力發展及提升產品及服務，以帶動業務整體增長，擴大收入來源。本集團將繼續尋求潛在投資機遇，為現有業務分部創造協同效益，並同時為本公司及本公司股東帶來增長及整體長遠利益。

OTHER INFORMATION 其他資料

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2019, the interests and short positions of the Directors in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of the Securities and Futures Ordinance (the "SFO")) (Chapter 571 under the laws of Hong Kong), as recorded in the register required to be kept by the Company under Section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to 5.46 to 5.67 of the GEM Listing Rules were as follows:

Interest in a subsidiary of the Company

Mr. Zheng Yongqiang personally holds voting shares of HK\$1 each in the following subsidiary:

董事於股份、相關股份及債券之 權益及淡倉

於二零一九年三月三十一日，董事於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）（香港法例第571章）第XV部）之股份、相關股份及債券中擁有須記入本公司根據證券及期貨條例第352條規定備存之登記冊內，或根據GEM上市規則第5.46條至5.67條例須知會本公司及聯交所之權益及淡倉如下：

於本公司一間附屬公司的權益

鄭永強先生個人持有以下附屬公司每股面值1港元之投票權股份：

| Name | 名稱 | Number of voting shares held 所持投票權股份之數目 | Personal interest 個人權益 |
|---|------------|--|---------------------------|
| Global Ocean International Holdings Limited | 滙海國際控股有限公司 | 2,000 | |

Save as disclosed above, as at 31 March 2019, none of the Directors of the Company, had, or was deemed to have any interests and short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO, (Chapter 571 under the laws of Hong Kong)) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.67 of the GEM Listing Rules.

除上文所披露者外，於二零一九年三月三十一日，概無本公司董事於本公司及其相聯法團（定義見證券及期貨條例（香港法例第571章）第XV部）之股份、相關股份或債券中，擁有或被視為擁有任何(i)須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例該等條文彼等被當作或視為擁有之權益或淡倉）；或(ii)須記錄於根據證券及期貨條例第352條存置的登記冊內之權益及淡倉；或(iii)須根據GEM上市規則第5.46至5.67條知會本公司及聯交所之權益及淡倉。

OTHER INFORMATION

其他資料

DIRECTORS' AND CHIEF EXECUTIVES' RIGHTS TO PURCHASE SHARES OR DEBT SECURITIES

At no time during the Period was the Company or any of its subsidiaries a party to any arrangements to enable any of the Directors and chief executive, their respective spouses or children under the age of 18 to acquire benefits by means of acquisition of shares in, or debt securities (including debentures) of the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS WHO ARE REQUIRED TO DISCLOSE THEIR INTERESTS IN SECURITIES OF THE COMPANY

Substantial Shareholders

To the best knowledge of Directors, as at 31 March 2019, the following person, other than the Directors or chief executive of the Company, had, or was deemed or taken to have, an interest or short position in the shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were expected to be directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

| Name of substantial shareholder 主要股東姓名 | Capacity 身份 | Number of shares 股份數目 (Note 1) (附註1) | Approximate percentage of shareholding 概約股權百分比 (Note 2) (附註2) |
|---|---------------------------|---|--|
| Mr. Chiu Ngai Hung 趙毅雄先生 | Beneficial owner 實益擁有人 | 673,317,955(L) | 52.91% |

Notes:

1. The letter "L" denotes a long position in the shares of the Company.
2. The total number of 1,272,640,000 shares in issue as at 31 March 2019 has been used for the calculation for the approximately percentage.

Save as disclosed above, the Company has not been notified of other interests or short positions of any other person (other than the Directors, chief executives and the substantial shareholders of the Company) in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO as at 31 March 2019.

董事及主要行政人員購買股份或債務證券之權利

本公司或其任何附屬公司於本期間任何時間概無訂立任何安排，致使任何董事及主要行政人員、彼等各自之配偶或未滿18歲之子女可藉購入本公司或任何其他法人團體之股份或債務證券(包括債券)而獲益。

主要股東及其他人士須披露其於本公司證券之權益

主要股東

據董事所深知，於二零一九年三月三十一日，下列人士(董事或本公司主要行政人員除外)於股份或相關股份中擁有，或被視為或被當作擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司及聯交所披露之權益或淡倉；或預期將直接或間接擁有附帶權利可於任何情況下在本集團任何成員公司之股東大會上投票之任何類別股本面值5%或以上之權益：

附註：

1. 「L」指於本公司股份的好倉。
2. 於二零一九年三月三十一日已發行股份總數1,272,640,000股已用於計算概約百分比。

除上文所披露者外，本公司並不知悉有任何其他人士(董事、本公司主要行政人員及主要股東除外)於二零一九年三月三十一日於本公司股份或相關股份中擁有記錄於本公司須根據證券及期貨條例第336條存置之登記冊之其他權益或淡倉。

OTHER INFORMATION 其他資料

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the Period and up to the date of this report, the Directors have the following interests in the business apart from the Group's business, which competes or is likely to compete, either directly or indirectly, with the Group's business:

| Director 董事 | Name of company 公司名稱 | Nature of business 業務性質 | Nature of interests 權益性質 |
|-----------------------------|---|------------------------------------|---|
| Mr. Leung Man Chun 梁文俊先生 | *Evershine Group Holdings Limited ("Evershine") and its subsidiary *永耀集團控股有限公司(「永耀」)及其附屬公司 | Money lending business 放債業務 | Independent non-executive Director of Evershine 永耀之獨立非執行董事 |
| Dr. Lee G. Lam 林家禮博士 | ^China Shandong Hi-Speed Financial Group Limited ("China Shandong") and its subsidiary ^中國山東高速金融集團有限公司(「中國山東」)及其附屬公司 | Money lending business 放債業務 | Non-executive Director of China Shandong 中國山東之非執行董事 |
| | ^Hang Pin Living Technology Company Limited ("Hang Pin Living") (formerly known as "Hua Long Jin Kong Company Limited") and its subsidiary ^杭品生活科技股份有限公司(「杭品生活」)(前稱「華隆金控有限公司」)及其附屬公司 | Money lending business 放債業務 | Independent non-executive Director of Hang Pin Living 杭品生活之獨立非執行董事 |
| | ^Mei Ah Entertainment Group Limited ("Mei Ah") and its associate ^美亞娛樂資訊集團有限公司(「美亞」)及其聯營公司 | Mobile game applications 手機遊戲應用 | Independent non-executive Director of Mei Ah 美亞之獨立非執行董事 |

* listed on GEM of the Stock Exchange

^ listed on the Main Board of the Stock Exchange

* 於聯交所GEM上市

^ 於聯交所主板上市

As the Board is independent to the boards of the above mentioned companies, the Group is capable of carrying on its business independently of, and at arm's length, from the business of those companies.

Save as disclosed above, as far as the Directors are aware of, none of the Directors has an interest in any business which competes or may compete with the business in which the Group is engaged.

AUDIT COMMITTEE

The primary duties of the Audit Committee are to review, in draft form, the Company's annual report and accounts, half-year report, quarterly reports and to provide advice and comments thereon to the Board. The Audit Committee is also responsible for reviewing and supervising the financial reporting process, risk management and internal control of the Group. As at the date of this report, the Audit Committee comprises three independent non-executive Directors, namely Mr. Leung Man Chun, Mr. Fok Kin Fung Eric and Mr. Pang Siu Yin. Mr. Leung Man Chun is the chairman of the Audit Committee.

董事於競爭業務中之權益

於本期間內及直至本報告日期，董事於與本集團業務直接或間接構成競爭或可能構成競爭之任何業務(除本集團業務外)中擁有下列權益：

由於董事會獨立於上述公司之董事會，故本集團有能力獨立於此等公司的業務按公平基準經營其業務。

除上文所披露者外，據董事所知，董事概無對本集團所從事業務構成或可能構成競爭之任何業務中擁有權益。

審核委員會

審核委員會之主要職責為審閱本公司之年報與賬目、半年報告及季度報告之初稿，並就此向董事會提供建議及意見。審核委員會亦負責審閱及監督本集團之財務申報程序、風險管理及內部監控。於本報告日期，審核委員會由三名獨立非執行董事梁文俊先生、霍健烽先生及彭兆賢先生組成。梁文俊先生為審核委員會主席。

OTHER INFORMATION

其他資料

The Audit Committee has reviewed the accounting principles and practices adopted by the Company and discussed with the Board the financial reporting matters, including a review of the unaudited first quarterly report for the Period.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

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, the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by directors during the Period.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Period.

EVENT AFTER THE REPORTING PERIOD

Mr. Lee Cheung Yuet Horace has resigned as an executive Director with effect from 1 April 2019.

On behalf of the Board

Aurum Pacific (China) Group Limited

Chan Kwun Chung

Executive Director

Hong Kong, 7 May 2019

As at the date of this report, the Board comprises two executive Directors, namely Mr. Chan Kwun Chung and Mr. Ng Kin Man, one non-executive Director, namely Mr. Zheng Yongqiang and four independent non-executive Directors, namely Mr. Leung Man Chun, Mr. Fok Kin Fung Eric, Mr. Pang Siu Yin and Dr. Lee G. Lam.

審核委員會已檢討本公司所採納之會計原則及常規，並與董事會討論財務申報事宜，包括審閱於本期間之未經審核第一季度報告。

董事進行證券交易的行為守則

本公司已採納有關董事進行證券交易的行為守則，其條款之嚴謹度不遜於GEM上市規則第5.48至5.67條所載之交易必守標準。本公司向全體董事作出具體查詢後，並不知悉於本期間有任何違反交易必守標準及有關董事進行證券交易的行為守則之情況。

購買、出售或贖回本公司上市證券

本公司或其任何附屬公司於本期間並無購買、出售或贖回本公司任何上市證券。

報告期後事項

自二零一九年四月一日起，李暢悅先生辭任執行董事。

代表董事會

奧栢中國集團有限公司

執行董事

陳冠忠

香港，二零一九年五月七日

於本報告日期，董事會成員包括兩名執行董事陳冠忠先生及伍健文先生；一名非執行董事鄭永強先生；及四名獨立非執行董事梁文俊先生、霍健烽先生、彭兆賢先生及林家禮博士。

