



DAOHE GLOBAL GROUP LIMITED 道和環球集團有限公司  
(Incorporated in Bermuda with limited liability 於百慕達註冊成立之有限公司)  
(Stock Code 股份代號: 915)

INTERIM REPORT 2019 中期報告

# Contents

## 目錄

1	Independent Review Report 獨立審閱報告
	Condensed Consolidated Interim Financial Statements 簡明綜合中期財務報表
	Condensed Consolidated Interim: 簡明綜合中期：
3	Statement of Profit or Loss 損益表
4	Statement of Comprehensive Income 全面收益表
5	Statement of Financial Position 財務狀況表
7	Statement of Changes in Equity 權益變動表
9	Statement of Cash Flows 現金流量表
10	Notes to Condensed Consolidated Interim Financial Statements 簡明綜合中期財務報表附註
33	Management Discussion and Analysis 管理層討論及分析
42	General Information 一般資料
61	Corporate Information 公司資料
63	Shareholder Information 股東資料

# Independent Review Report

## 獨立審閱報告



**Ernst & Young**  
22/F CITIC Tower  
1 Tim Mei Avenue  
Central, Hong Kong

Tel : +852 2846 9888  
Fax : +852 2868 4432  
www.ey.com

安永會計師事務所  
香港中環  
添美道1號  
中信大廈22樓

電話 : +852 2846 9888  
傳真 : +852 2868 4432  
www.ey.com

### INDEPENDENT REVIEW REPORT

To the board of directors of Daohe Global Group Limited

(Incorporated in Bermuda with limited liability)

#### Introduction

We have reviewed the interim financial information set out on pages 3 to 32, which comprises the condensed consolidated statement of financial position of Daohe Global Group Limited (the “**Company**”) and its subsidiaries as at 30 June 2019 and the related condensed consolidated statement of profit or loss, condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month then ended, and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“**HKAS 34**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”).

The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review. Our report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### 獨立審閱報告

致道和環球集團有限公司董事會

(於百慕達註冊成立之有限公司)

#### 緒言

我們已審閱載於第三頁至三十二頁之中期財務資料，當中包括道和環球集團有限公司（「**貴公司**」）及其附屬公司於二零一九年六月三十日之簡明綜合財務狀況表及截至該日止六個月之相關簡明綜合損益表、簡明綜合全面收益表、簡明綜合權益變動表及簡明綜合現金流量表及說明附註。香港聯合交易所有限公司證券上市規則規定須根據其相關條例及香港會計師公會（「**香港會計師公會**」）所頒佈香港會計準則第34號「中期財務報告」（「**香港會計準則第34號**」）編製中期財務資料報告。

貴公司董事對根據香港會計準則第34號編製並呈報之中期財務資料負責。我們之責任為根據我們之審閱工作就中期財務資料作出結論。根據協定之委聘條款，我們僅向閣下（作為團體）報告我們之結論，除此之外並無其他用途。我們毋須就本報告內容向任何其他人士負責或承擔責任。

### Scope of Review

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the HKICPA. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with HKAS 34.

### Ernst & Young

*Certified Public Accountants*

Hong Kong  
23 August 2019

### 審閱範圍

我們已根據香港會計師公會所頒佈香港審閱準則第2410號「實體獨立審計師對中期財務信息之審閱」進行審閱。審閱中期財務資料之工作包括主要向負責財務及賬目事宜之人士進行諮詢、應用分析及其他審閱程序。由於審閱範圍遠較根據香港核數準則進行審核者為小，故我們無法保證本行能獲悉審核程序可能確認之所有重大事項。因此我們並無發表審核意見。

### 結論

根據我們之審閱工作，我們並不知悉任何使我們認為中期財務資料在任何重大方面未根據香港會計準則第34號編製之事項。

### 安永會計師事務所

*執業會計師*

香港  
二零一九年八月二十三日

# Condensed Consolidated Interim Statement of Profit or Loss

## 簡明綜合中期損益表

For the six months ended 30 June 2019  
截至二零一九年六月三十日止六個月

		For the six months ended 30 June 截至六月三十日止六個月		
		2019 二零一九年 (Unaudited) (未經審核) US\$'000 千美元	2018 二零一八年 (Unaudited) (未經審核) US\$'000 千美元	
		Note 附註		
<b>REVENUE</b>	<b>收益</b>	5	<b>36,557</b>	58,239
Cost of sales	銷售成本		<b>(29,077)</b>	(44,713)
Gross profit	毛利		<b>7,480</b>	13,526
Other income	其他收入		<b>531</b>	319
Selling and marketing expenses	銷售及市場推廣開支		<b>(2,507)</b>	(7,021)
General and administrative expenses	一般及行政開支		<b>(9,646)</b>	(9,988)
Finance costs	財務費用		<b>(65)</b>	–
Gain on dissolution of a subsidiary	解散一家附屬公司之收益		–	8
Share of loss of a joint venture	應佔一家合營公司之虧損		<b>(1)</b>	(1)
Impairment loss on goodwill	商譽減值虧損		–	(9,700)
<b>LOSS BEFORE TAX</b>	<b>除稅前虧損</b>	6	<b>(4,208)</b>	(12,857)
Income tax credit	所得稅抵免	7	<b>729</b>	1,554
<b>LOSS FOR THE PERIOD</b>	<b>期間虧損</b>		<b>(3,479)</b>	(11,303)
<b>ATTRIBUTABLE TO:</b>	<b>下列各項應佔：</b>			
Owners of the Company	本公司擁有人		<b>(3,465)</b>	(11,302)
Non-controlling interests	非控股權益		<b>(14)</b>	(1)
			<b>(3,479)</b>	(11,303)
<b>LOSS PER SHARE</b>	<b>本公司普通股權益持有人</b>			
<b>ATTRIBUTABLE TO ORDINARY EQUITY</b>	<b>應佔每股虧損</b>			
<b>HOLDERS OF THE COMPANY</b>	<b>(以美仙呈列)</b>			
(expressed in US cents)		9		
Basic	基本		<b>(0.23)</b>	(0.75)
Diluted	攤薄		<b>(0.23)</b>	(0.75)

# Condensed Consolidated Interim Statement of Comprehensive Income

## 簡明綜合中期全面收益表

For the six months ended 30 June 2019  
截至二零一九年六月三十日止六個月

		For the six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 (Unaudited) (未經審核) US\$'000 千美元	2018 二零一八年 (Unaudited) (未經審核) US\$'000 千美元
<b>LOSS FOR THE PERIOD</b>	<b>期間虧損</b>	<b>(3,479)</b>	<b>(11,303)</b>
<b>OTHER COMPREHENSIVE LOSS</b>	<b>其他全面虧損</b>		
Other comprehensive loss that may be reclassified to profit or loss in subsequent periods:	於其後期間可能會重新分類至損益之其他全面虧損：		
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	<b>(696)</b>	<b>(1,955)</b>
<b>OTHER COMPREHENSIVE LOSS FOR THE PERIOD</b>	<b>期間其他全面虧損</b>	<b>(696)</b>	<b>(1,955)</b>
<b>TOTAL COMPREHENSIVE LOSS FOR THE PERIOD</b>	<b>期間全面虧損總額</b>	<b>(4,175)</b>	<b>(13,258)</b>
<b>ATTRIBUTABLE TO:</b>	<b>下列各項應佔：</b>		
Owners of the Company	本公司擁有人	<b>(4,159)</b>	<b>(13,257)</b>
Non-controlling interests	非控股權益	<b>(16)</b>	<b>(1)</b>
<b>TOTAL COMPREHENSIVE LOSS FOR THE PERIOD</b>	<b>期間全面虧損總額</b>	<b>(4,175)</b>	<b>(13,258)</b>

# Condensed Consolidated Interim Statement of Financial Position

## 簡明綜合中期財務狀況表

As at 30 June 2019  
於二零一九年六月三十日

			30 June 2019 二零一九年 六月三十日 (Unaudited) (未經審核) US\$'000 千美元	31 December 2018 二零一八年 十二月三十一日 (Audited) (經審核) US\$'000 千美元
		Note 附註		
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	10	647	716
Right-of-use assets	使用權資產		2,165	–
Goodwill	商譽		–	–
Other intangible assets	其他無形資產		15,033	18,476
Financial asset at fair value through profit or loss	按公平值計入損益之 金融資產	11	270	270
Investment in a joint venture	於一家合營公司之投資		7	8
Deposits	按金		363	349
Deferred tax assets	遞延稅項資產		4	4
<b>Total non-current assets</b>	<b>非流動資產總值</b>		<b>18,489</b>	<b>19,823</b>
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨		297	262
Financial asset at fair value through profit or loss	按公平值計入損益之 金融資產	11	6,546	–
Trade receivables	應收貿易賬款	12	10,482	8,774
Prepayments, deposits and other receivables	預付款項、按金及 其他應收款項		3,683	4,416
Cash and cash equivalents	現金及現金等值項目		6,719	17,192
<b>Total current assets</b>	<b>流動資產總值</b>		<b>27,727</b>	<b>30,644</b>
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade payables	應付貿易賬款	13	3,469	3,799
Accruals, provisions and other payables	應計費用、撥備及其他應付款項		6,622	7,792
Contract liabilities	合約負債		1,643	1,521
Lease liabilities	租賃負債		1,746	–
Loan from a shareholder	來自一名股東貸款	16(a)	3,856	3,856
Bank borrowings	銀行借款		815	–
Tax payable	應付稅項		1,537	2,446
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>19,688</b>	<b>19,414</b>
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>8,039</b>	<b>11,230</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>		<b>26,528</b>	<b>31,053</b>

			30 June 2019 二零一九年 六月三十日 (Unaudited) (未經審核) US\$'000 千美元	31 December 2018 二零一八年 十二月三十一日 (Audited) (經審核) US\$'000 千美元
		Note 附註		
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債		3,771	4,632
Post-employment benefits	僱員退休福利		396	414
Provisions	撥備		1,405	1,405
Lease liabilities	租賃負債		529	–
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>		<b>6,101</b>	<b>6,451</b>
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>20,427</b>	<b>24,602</b>
<b>EQUITY</b>	<b>權益</b>			
Share capital	股本	14	20,128	20,128
Reserves	儲備		250	4,409
Equity attributable to owners of the Company	本公司擁有人 應佔權益		20,378	24,537
Non-controlling interests	非控股權益		49	65
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>20,427</b>	<b>24,602</b>



# Condensed Consolidated Interim Statement of Changes in Equity

## 簡明綜合中期權益變動表

For the six months ended 30 June 2019  
截至二零一九年六月三十日止六個月

		Unaudited 未經審核								
		Attributable to owners of the Company 本公司擁有人應佔								
		Share capital	Share premium	Special reserve <sup>2</sup>	Capital redemption reserve 資本 贖回儲備	Exchange fluctuation reserve 匯兌 波動儲備	Accumulated losses	Total	Non- controlling interests	Total equity
		股本 US\$'000 千美元	股份溢價 US\$'000 千美元	特別儲備* US\$'000 千美元	贖回儲備 US\$'000 千美元	波動儲備 US\$'000 千美元	累計虧損 US\$'000 千美元	總計 US\$'000 千美元	非控股權益 US\$'000 千美元	權益總額 US\$'000 千美元
At 1 January 2019	於二零一九年一月一日	20,128	153,409	184	48	3,629	(152,861)	24,537	65	24,602
Loss for the period	期間虧損	-	-	-	-	-	(3,465)	(3,465)	(14)	(3,479)
Other comprehensive loss for the period:	期間其他全面虧損：									
Exchange differences on translation of foreign operations	換算海外業務之 匯兌差額	-	-	-	-	(694)	-	(694)	(2)	(696)
Total comprehensive loss for the period	期間全面虧損總額	-	-	-	-	(694)	(3,465)	(4,159)	(16)	(4,175)
At 30 June 2019	於二零一九年六月三十日	20,128	153,409*	184*	48*	2,935*	(156,326)*	20,378	49	20,427

Unaudited  
未經審核

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Share premium	Share option reserve	Special reserve <sup>†</sup>	Capital redemption reserve	Available-for-sale financial asset revaluation reserve 可供出售金融資產重估儲備	Exchange fluctuation reserve 匯兌波動儲備	Accumulated losses	Total	Non-controlling interests	Total equity
		股本 US\$'000 千美元	股份溢價 US\$'000 千美元	購股權儲備 US\$'000 千美元	特別儲備 <sup>†</sup> US\$'000 千美元	資本贖回儲備 US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元
At 1 January 2018	於二零一八年一月一日	20,128	153,409	306	184	48	109	6,598	(69,283)	111,499	(8)	111,491
Adjustment on adoption of HKFRS 9	就採用香港財務報告準則第9號作出之調整	-	-	-	-	-	(109)	-	109	-	-	-
Restated balance at 1 January 2018	於二零一八年一月一日重列之結餘	20,128	153,409	306	184	48	-	6,598	(69,174)	111,499	(8)	111,491
Loss for the period	期間虧損	-	-	-	-	-	-	-	(11,302)	(11,302)	(1)	(11,303)
Other comprehensive loss for the period:	期間其他全面虧損：											
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	-	-	-	-	-	-	(1,955)	-	(1,955)	-	(1,955)
Total comprehensive loss for the period	期間全面虧損總額	-	-	-	-	-	-	(1,955)	(11,302)	(13,257)	(1)	(13,258)
Dissolution of a subsidiary during the period	期間解散一家附屬公司	-	-	-	-	-	-	-	-	-	8	8
Equity-settled share option arrangement	以股權支付之購股權安排	-	-	71	-	-	-	-	-	71	-	71
At 30 June 2018	於二零一八年六月三十日	20,128	153,409*	377*	184*	48*	-*	4,643*	(80,476)*	98,313	(1)	98,312

<sup>†</sup> Special reserve represents the difference between the nominal value of share capital of the Company issued and the aggregate amount of nominal value of share capital of subsidiaries acquired by the Company through an exchange of shares.

<sup>†</sup> 特別儲備相當於本公司已發行股本面值與本公司透過交換股份收購之附屬公司股本面值總額之差額。

\* These reserve amounts comprise the consolidated reserves of US\$250,000 (2018: US\$78,185,000) in the condensed consolidated interim statement of financial position.

\* 該等儲備金額包括簡明綜合中期財務狀況表內之綜合儲備250,000美元(二零一八年：78,185,000美元)。

# Condensed Consolidated Interim Statement of Cash Flows

## 簡明綜合中期現金流量表

For the six months ended 30 June 2019  
截至二零一九年六月三十日止六個月

For the six months ended 30 June  
截至六月三十日止六個月  
2019 2018  
二零一九年 二零一八年  
(Unaudited) (Unaudited)  
(未經審核) (未經審核)  
US\$'000 US\$'000  
千美元 千美元

<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營活動所得現金流量</b>		
Operating profit/(loss) before working capital changes	營運資本變動前經營溢利/(虧損)	(77)	3,947
Increase/(decrease) in post-employment benefits	僱員退休福利增加/(減少)	(12)	5
Changes in working capital	營運資本變動	(2,431)	(3,046)
Cash generated from/(used in) operations	經營業務所得/(所耗)現金	(2,520)	906
Hong Kong profits tax paid	已付香港利得稅	(761)	–
Overseas tax paid	已付海外稅項	(15)	(38)
Net cash flows from/(used in) operating activities	經營活動所得/(所耗)現金流量淨額	(3,296)	868
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動所得現金流量</b>		
Purchases of property, plant and equipment	購買物業、廠房及設備	(105)	(466)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	–	18
Purchases of financial assets at fair value through profit or loss	購買按公平值計入損益之金融資產	(12,576)	(2,605)
Proceeds from redemption of financial assets at fair value through profit or loss	贖回按公平值計入損益之金融資產之所得款項	5,918	3,390
Other investing activities	其他投資活動	2	16
Net cash flows from/(used in) investing activities	投資活動所得/(所耗)現金流量淨額	(6,761)	353
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動所得現金流量</b>		
Principal portion of lease payments/finance lease rental payments	租賃付款/融資租賃租金付款之主要部分	(982)	–
New bank loan	新銀行貸款	888	–
Repayment of bank loan	償還銀行貸款	(59)	–
Net cash flows used in financing activities	融資活動所耗現金流量淨額	(153)	–
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目增加/(減少)淨額</b>	<b>(10,210)</b>	<b>1,221</b>
Cash and cash equivalents at beginning of period	期初之現金及現金等值項目	17,192	13,278
Effect of foreign exchange rate changes, net	匯率變動之影響，淨額	(263)	(172)
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>期末之現金及現金等值項目</b>	<b>6,719</b>	<b>14,327</b>
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目之結餘分析</b>		
Cash and bank balances	現金及銀行結餘	6,719	14,327

# Notes to Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

### 1. CORPORATE INFORMATION

Daohe Global Group Limited (the “**Company**”) is an investment holding company and its subsidiaries (together with the Company are collectively referred to as the “**Group**”) are principally engaged in the trading and supply chain management services, and operation of online social platforms.

The Company was incorporated in Bermuda on 25 January 2002 as an exempted company with limited liability under the Companies Act 1981 of Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The Company’s shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (“**HK Stock Exchange**”) since 10 May 2002.

This condensed consolidated interim financial information is presented in United States dollars (“**US\$**”), unless otherwise stated.

### 2. BASIS OF PREPARATION

The condensed consolidated interim financial statements of the Group for the six months ended 30 June 2019 have been prepared in accordance with Hong Kong Accounting Standard (“**HKAS**”) 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and the disclosure requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the HK Stock Exchange.

The condensed consolidated interim financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Group’s annual financial statements for the year ended 31 December 2018.

### 1. 公司資料

Daohe Global Group Limited 道和環球集團有限公司(「**本公司**」)為投資控股公司，其附屬公司(與本公司合稱為「**本集團**」)主要從事貿易及供應鏈管理服務及經營網上社交平台。

本公司於二零零二年一月二十五日根據百慕達一九八一年公司法在百慕達註冊成立為受豁免有限責任公司。本公司之註冊辦事處地址為 Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。本公司股份於二零零二年五月十日在香港聯合交易所有限公司(「**香港聯交所**」)主板上市。

除另有指明者外，本簡明綜合中期財務資料以美元(「**美元**」)呈列。

### 2. 編製基準

本集團截至二零一九年六月三十日止六個月之簡明綜合中期財務報表乃按照由香港會計師公會(「**香港會計師公會**」)所頒佈香港會計準則(「**香港會計準則**」)第34號*中期財務報告*及香港聯交所證券上市規則(「**上市規則**」)之披露規定編製。

簡明綜合中期財務報表並無收錄年度財務報表規定之所有資料及披露資料，因此應與本集團截至二零一八年十二月三十一日止年度之年度財務報表一併閱讀。

### 3. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The accounting policies adopted in the preparation of the condensed consolidated interim financial statements of the Group are consistent with those followed in the preparation of the audited annual financial statements for the year ended 31 December 2018, except for the adoption of the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) and interpretation issued by the HKICPA as noted below.

Amendments to HKFRS 9 HKFRS 16	<i>Prepayment Features with Negative Compensation Leases</i>
Amendments to HKAS 19	<i>Plan Amendment, Curtailment or Settlement</i>
Amendments to HKAS 28	<i>Long-term Interests in Associates and Joint Ventures</i>
HK(IFRIC)-Int 23	<i>Uncertainty over Income Tax Treatments</i>
Annual Improvements 2015–2017 Cycle	<i>Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23</i>

Other than as explained below regarding the impact of HKFRS 16 *Leases*, the new and revised standards are not relevant to the preparation of the Group’s condensed consolidated interim financial information. The nature and impact of the HKFRS 16 are described below:

### 3. 會計政策及披露之變動

編製本集團簡明綜合中期財務報表所採納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經審核年度財務報表所採用者一致，惟採納以下所述香港會計師公會頒佈之新訂及經修訂香港財務報告準則（「香港財務報告準則」）及詮釋則除外。

香港財務報告準則 第9號之修訂	具有負補償之提前還款特點
香港財務報告準則 第16號	租賃
香港會計準則 第19號之修訂	計劃修訂、縮減或結清
香港會計準則 第28號之修訂	聯營公司及合營企業之長期權益
香港（國際財務報告 詮釋委員會） — 詮釋第23號	所得稅處理之不確定性
二零一五年至 二零一七年 週期之年度改進	香港財務報告準則 第3號之修訂、 香港財務報告準則 第11號、香港 會計準則第12號 及香港會計準則 第23號

除下文所闡述有關香港財務報告準則第16號租賃之影響外，新訂及經修訂準則與編製本集團簡明綜合中期財務資料無關。香港財務報告準則第16號之性質及影響詳述如下：

### 3. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

HKFRS 16 replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases – Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model.

The Group adopted HKFRS 16 using the modified retrospective method of adoption with the date of initial application of 1 January 2019. Under this method, the standard is applied retrospectively with the cumulative effect of initial adoption as an adjustment to the opening balance of retained earnings at 1 January 2019, and the comparative information for 2018 was not restated and continues to be reported under HKAS 17.

#### New definition of a lease

Under HKFRS 16, a contract is, or contains a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 at the date of initial application. Contracts that were not identified as leases under HKAS 17 and HK(IFRIC)-Int 4 were not reassessed. Therefore, the definition of a lease under HKFRS 16 has been applied only to contracts entered into or changed on or after 1 January 2019.

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease and non-lease component on the basis of their stand-alone prices. A practical expedient is available to a lessee, which the Group has adopted, not to separate non-lease components and to account for the lease and the associated non-lease components (e.g., property management services for leases of properties) as a single lease component.

### 3. 會計政策及披露之變動(續)

香港財務報告準則第16號取代香港會計準則第17號租賃、香港(國際財務報告詮釋委員會)–詮釋第4號釐定安排是否包括租賃、香港(準則詮釋委員會)–詮釋第15號經營租賃 – 優惠及香港(準則詮釋委員會)–詮釋第27號評估涉及租賃法律形式交易之內容。該準則載列確認、計量、呈列及披露租賃之原則，並要求承租人以單一資產負債表模式列明所有租賃。

本集團採用經修訂追溯採納法採納香港財務報告準則第16號，首次應用日期為二零一九年一月一日。根據此方法，該項準則已獲追溯應用，首次採納之累計影響為於二零一九年一月一日之保留盈利期初結餘之調整，而二零一八年之比較資料並無重列，且繼續沿用香港會計準則第17號予以呈報。

#### 租賃之新定義

根據香港財務報告準則第16號，倘合約為換取代價而給予在一段時間內控制可識別資產使用之權利，則該合約為租賃或包含租賃。當客戶有權從使用可識別資產獲得絕大部分經濟利益以及擁有指示使用可識別資產之權利時，即擁有控制權。本集團選擇應用過渡性之實際權宜辦法以允許該準則僅適用於先前於首次應用日期已根據香港會計準則第17號及香港(國際財務報告詮釋委員會)–詮釋第4號釐定為租賃之合約。根據香港會計準則第17號及香港(國際財務報告詮釋委員會)–詮釋第4號未釐定為租賃之合約不予重新評估。因此，香港財務報告準則第16號項下之租賃定義僅適用於在二零一九年一月一日或之後訂立或變更之合約。

於包含租賃部分之合約開始或獲重新評估時，本集團根據其獨立價格將合約中之代價分配予各個租賃及非租賃部分。本集團已採納之承租人可用實際權宜辦法，不會區分非租賃部分及就租賃及相關非租賃部分(例如物業租賃之物業管理服務)入賬作為單一租賃部分。

### 3. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES *(continued)*

#### As a lessee – Leases previously classified as operating leases

##### *Nature of the effect of adoption of HKFRS 16*

The Group has lease contracts for various items of property, vehicles and other equipment. As a lessee, the Group previously classified leases as either finance leases or operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Group. Under HKFRS 16, the Group applies a single approach to recognise and measure right-of-use assets and lease liabilities for all leases, except for two elective exemptions for leases of low value assets (elected on a lease by lease basis) and short-term leases (elected by class of underlying asset). The Group has elected not to recognise right-of-use assets and lease liabilities for (i) leases of low-value assets (e.g., office equipment); and (ii) leases, that at the commencement date, have a lease term of 12 months or less. Instead, the Group recognises the lease payments associated with those leases as an expense on a straight-line basis over the lease term.

##### *Impacts on transition*

Lease liabilities at 1 January 2019 were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at 1 January 2019.

The right-of-use assets were measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before 1 January 2019. All these assets were assessed for any impairment based on HKAS 36 on that date. The Group elected to present the right-of-use assets separately in the statement of financial position.

### 3. 會計政策及披露之變動 *(續)*

#### 作為承租人 – 先前分類為經營租賃之租賃

##### *採納香港財務報告準則第 16 號之影響性質*

本集團就物業、汽車及其他設備多個項目擁有租賃合約。作為承租人，本集團先前根據對租賃是否將資產所有權之絕大部分回報及風險轉移至本集團之評估，將租賃分類為融資租賃或經營租賃。根據香港財務報告準則第 16 號，本集團採用單一方法確認及計量所有租賃之使用權資產及租賃負債，惟低價值資產租賃（按個別租賃基準選擇）及短期租賃（按相關資產類別選擇）之兩項選擇性豁免除外。本集團已選擇不就 (i) 低價值資產租賃（例如辦公室設備）；及 (ii) 於開始日期之租期為 12 個月或以內的租賃確認使用權資產及租賃負債。相反，本集團在租期內以直線法將與該等租賃相關之租賃付款確認為開支。

##### *過渡影響*

於二零一九年一月一日之租賃負債按剩餘租賃付款之現值，使用二零一九年一月一日之增量借款利率貼現後予以確認。

使用權資產根據租賃負債金額計量，並就與緊接二零一九年一月一日前於財務狀況表確認之租賃相關之任何預付或應計租賃付款金額作出調整。所有該等資產於該日均根據香港會計準則第 36 號就任何減值作出評估。本集團選擇於財務狀況表中單獨列示使用權資產。

**3. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES** (continued)

**As a lessee – Leases previously classified as operating leases** (continued)

*Impacts on transition* (continued)

The Group has used the following elective practical expedients when applying HKFRS 16 at 1 January 2019:

- Applied the short-term lease exemptions to leases with a lease term that ends within 12 months from the date of initial application
- Used hindsight in determining the lease term where the contract contains options to extend/terminate the lease

The impacts arising from the adoption of HKFRS 16 as at 1 January 2019 are as follows:

**3. 會計政策及披露之變動** (續)

**作為承租人 – 先前分類為經營租賃之租賃** (續)

*過渡影響* (續)

於二零一九年一月一日應用香港財務報告準則第16號時，本集團使用以下選擇性實際權宜辦法：

- 對於租期自首次應用日期起12個月內終止之租賃應用短期租賃豁免
- 倘合約包含延期／終止租賃之選擇權，則使用事後方式釐定租賃期

於二零一九年一月一日採納香港財務報告準則第16號所產生之影響如下：

		Increase/(decrease) 增加／(減少) US\$'000 千美元 (Unaudited) (未經審核)
<b>Assets</b>	<b>資產</b>	
Increase in right-of-use assets	使用權資產增加	2,945
<b>Liabilities</b>	<b>負債</b>	
Decrease in accruals, provisions and other payables	應計費用、撥備及其他應付款項減少	(110)
Increase in lease liabilities	租賃負債增加	3,055
Increase in total liabilities	負債總額增加	2,945



**3. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES** (continued)

**As a lessee – Leases previously classified as operating leases** (continued)

*Impacts on transition* (continued)

The lease liabilities as at 1 January 2019 reconciled to the operating lease commitments as at 31 December 2018 are as follows:

**3. 會計政策及披露之變動** (續)

**作為承租人 – 先前分類為經營租賃之租賃** (續)

*過渡影響* (續)

於二零一九年一月一日之租賃負債與於二零一八年十二月三十一日之經營租賃承擔之對賬如下：

		US\$'000 千美元 (Unaudited) (未經審核)
Operating lease commitments as at 31 December 2018	於二零一八年十二月三十一日之經營租賃承擔	3,246
Weighted average incremental borrowing rate as at 1 January 2019	於二零一九年一月一日之加權平均增量借款利率	4%
Discounted operating lease commitments as at 1 January 2019	於二零一九年一月一日之貼現經營租賃承擔	3,107
Less: Commitments relating to short-term leases and those leases with a remaining lease term ending on or before 31 December 2019	減：與短期租賃及該等餘下租期截至二零一九年十二月三十一日或之前止之租賃有關之承擔	(49)
Commitments relating to leases of low-value assets	與低價值資產租賃有關之承擔	(3)
Lease liabilities as at 1 January 2019	於二零一九年一月一日之租賃負債	3,055

### 3. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

#### Summary of new accounting policies

The accounting policy for leases as disclosed in the annual financial statements for the year ended 31 December 2018 is replaced with the following new accounting policies upon adoption of HKFRS 16 from 1 January 2019:

#### *Right-of-use assets*

Right-of-use assets are recognised at the commencement date of the lease. Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of the estimated useful life and the lease term.

#### *Lease liabilities*

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate.

### 3. 會計政策及披露之變動(續)

#### 新會計政策概要

截至二零一八年十二月三十一日止年度之年度財務報表所披露之租賃會計政策於二零一九年一月一日採納香港財務報告準則第16號時被以下新會計政策取代：

#### *使用權資產*

於租賃開始日期確認使用權資產。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產成本包括已確認租賃負債金額、初始已產生直接成本及於開始日期或之前作出之租賃付款減任何已收取租賃優惠。除非本集團合理確定於租期結束時取得租賃資產所有權，否則已確認使用權資產於其估計可使用年期與租期(以較短者為準)按直線法折舊。

#### *租賃負債*

於租賃開始日期，租賃負債按租賃期內作出之租賃付款之現值計予以確認。租賃付款包括固定付款(包括實質固定付款)減任何應收租賃優惠。租賃付款亦包括本集團合理地確定行使之購買選擇權之行使價及在租賃期反映本集團行使終止選擇權之情況下終止租賃而需支付之罰款。

### 3. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

#### Summary of new accounting policies (continued)

##### Lease liabilities (continued)

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in-substance fixed lease payments or a change in assessment to purchase the underlying asset.

#### Significant judgement in determining the lease term of contracts with renewal options

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

#### Amounts recognised in the condensed consolidated interim statement of financial position and profit or loss

The carrying amounts of the Group's right-of-use assets and lease liabilities, and the movements during the period are as follows:

### 3. 會計政策及披露之變動(續)

#### 新會計政策概要(續)

##### 租賃負債(續)

於計算租賃付款之現值時，倘租賃中所隱含之利率不易確定，則本集團在租賃開始日期使用增量借款利率。於開始日期後，租賃負債之金額將會增加以反映利息的增加及就已作出之租賃付款作出扣減。此外，倘有修改、租賃付款日後因指數或比率變動出現變動、租賃期出現變動、實質固定租賃付款變動或購買相關資產之評估改變，則租賃負債之賬面值將獲重新計量。

#### 釐定具有續租權合約之租賃期之重大判斷

本集團釐定租賃期為不可撤銷之租賃期，且包括續租權所涵蓋的任何期間（倘可合理確定續租權將獲行使）或終止租賃權所涵蓋的任何期間（倘可合理確定終止租賃權將不獲行使）。

#### 於簡明綜合中期財務狀況表及損益中確認之金額

下表載列本集團使用權資產及租賃負債之賬面值以及期內變動：

		Right-of-use assets 使用權資產			Lease liabilities 租賃負債
		Property 物業	Other equipment 其他設備	Total 總計	
		US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元
As at 1 January 2019	於二零一九年一月一日	2,820	125	2,945	3,055
Exchange realignment	匯兌調整	(13)	–	(13)	(12)
Additions	添置	150	7	157	157
Depreciation charge	折舊支出	(906)	(18)	(924)	–
Interest expense	利息開支	–	–	–	57
Payments	付款	–	–	–	(982)
As at 30 June 2019	於二零一九年 六月三十日	2,051	114	2,165	2,275

**3. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES** (continued)

**Summary of new accounting policies** (continued)

**Amounts recognised in the condensed consolidated interim statement of financial position and profit or loss**

(continued)

The Group recognised rental expenses from short-term leases of US\$61,000 and leases of low-value assets of US\$1,000 for the six months ended 30 June 2019.

**4. OPERATING SEGMENT INFORMATION**

During the period ended 30 June 2019, the Group terminated the money lending business, consequently, the Group's business comprises two reportable operating segments as follows:

- (a) trading and supply chain management services; and
- (b) operation of online social platforms.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment loss, which is a measure of adjusted loss before tax. The adjusted loss before tax is measured consistently with the Group's loss before tax except that interest income, share of loss of a joint venture as well as corporate and other unallocated expenses are excluded from such measurement.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

The following tables present revenue and loss for the Group's reportable segments for the six months ended 30 June 2019 and 2018.

**3. 會計政策及披露之變動** (續)

**新會計政策概要** (續)

**於簡明綜合中期財務狀況表及損益中確認之金額** (續)

截至二零一九年六月三十日止六個月，本集團分別確認短期租賃及低價值資產租賃之租金開支61,000美元及1,000美元。

**4. 經營分類資料**

於截至二零一九年六月三十日止期間，本集團已終止其貸款業務，故本集團之業務由以下兩個可呈報之經營分類組成：

- (a) 貿易及供應鏈管理服務；及
- (b) 經營網上社交平台。

管理層分開監察本集團經營分類之業績，以就資源分配及表現評估作出決定。分類表現乃根據屬於經調整除稅前虧損計量項目之可呈報分類虧損作出評估。經調整除稅前虧損之計量方法與本集團除稅前虧損一致，惟利息收入、應佔一家合營公司之虧損以及企業及其他未分配開支則於進行有關計量時扣除。

分類間之銷售及轉讓交易參考按當時市價向第三方進行銷售之售價進行。

下表載列本集團於截至二零一九年及二零一八年六月三十日止六個月之可呈報分類之收益及虧損。

4. OPERATING SEGMENT INFORMATION (continued)

4. 經營分類資料(續)

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

		Trading and supply chain management services 貿易及供應鏈 管理服務 (Unaudited) (未經審核) US\$'000 千美元	Operation of online social platforms 經營網上 社交平台 (Unaudited) (未經審核) US\$'000 千美元	Total 總計 (Unaudited) (未經審核) US\$'000 千美元
<b>Segment revenue:</b>	<b>分類收益：</b>			
Revenue from external customers	來自外界客戶之收益	17,847	18,710	36,557
<b>Segment results</b>	<b>分類業績</b>	<b>(1,637)</b>	<b>(1,604)</b>	<b>(3,241)</b>
Interest income	利息收入			10
Share of loss of a joint venture	應佔一家合營公司 之虧損			(1)
Corporate and other unallocated expenses	企業及其他未分配 開支			(976)
Loss before tax	除稅前虧損			(4,208)
Income tax credit	所得稅抵免			729
Loss for the period	期間虧損			(3,479)
<b>Other segment information:</b>	<b>其他分類資料：</b>			
Amortisation of other intangible assets	其他無形資產攤銷	-	2,981	2,981
Depreciation	折舊	897	189	1,086
Capital expenditures	資本開支	38	67	105
Impairment of trade receivables	應收貿易賬款減值	5	-	5

4. OPERATING SEGMENT INFORMATION (continued) 4. 經營分類資料 (續)

For the six months ended 30 June 2018  
 截至二零一八年六月三十日止六個月

	Trading and supply chain management services 貿易及供應鏈 管理服務 (Unaudited) (未經審核) US\$'000 千美元	Operation of online social platforms 經營網上 社交平台 (Unaudited) (未經審核) US\$'000 千美元	Money lending business 貸款業務 (Unaudited) (未經審核) US\$'000 千美元	Total 總計 (Unaudited) (未經審核) US\$'000 千美元	
<b>Segment revenue:</b>	<b>分類收益：</b>				
Revenue from external customers	來自外界客戶之收益	37,688	20,551	–	58,239
<b>Segment results</b>	<b>分類業績</b>	<b>(8,609)</b>	<b>(3,030)</b>	<b>(6)</b>	<b>(11,645)</b>
Interest income	利息收入				15
Gain on dissolution of a subsidiary	解散一家附屬 公司之收益				8
Share of loss of a joint venture	應佔一家合營 公司之虧損				(1)
Corporate and other unallocated expenses	企業及其他 未分配開支				(1,234)
Loss before tax	除稅前虧損				(12,857)
Income tax credit	所得稅抵免				1,554
Loss for the period	期間虧損				(11,303)
<b>Other segment information:</b>	<b>其他分類資料：</b>				
Impairment loss on goodwill	商譽減值虧損	9,700	–	–	9,700
Amortisation of other intangible assets	其他無形資產攤銷	–	6,845	–	6,845
Depreciation	折舊	83	84	–	167
Capital expenditures	資本開支	62	404	–	466
Reversal of impairment of trade receivables	應收貿易賬款 減值撥回	(48)	–	–	(48)

## 5. REVENUE

An analysis of revenue is as follows:

## 5. 收益

收益之分析如下：

		For the six months ended 30 June	
		截至六月三十日止六個月	
		2019	2018
		二零一九年	二零一八年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		US\$'000	US\$'000
		千美元	千美元
<i>Revenue from contracts with customers</i>	與客戶的合約收益		
Sales of merchandise	商品銷售	13,297	32,270
Commission income	佣金收入	4,550	5,418
Internet value-added services ("IVAS") revenue	互聯網增值服務 (「互聯網增值服務」)收益	9,175	16,030
Advertising and other services income	廣告及其他服務收入	9,535	4,521
		<b>36,557</b>	<b>58,239</b>

5. REVENUE (continued)

Disaggregated revenue information for revenue from contracts with customers

For the six months ended 30 June 2019

5. 收益(續)

與客戶的合約收益之分拆收益資料

截至二零一九年六月三十日止六個月

		Trading and supply chain management services 貿易及供應鏈 管理服務 (Unaudited) (未經審核) US\$'000 千美元	Operation of online social platforms 經營網上 社交平台 (Unaudited) (未經審核) US\$'000 千美元	Total 總計 (Unaudited) (未經審核) US\$'000 千美元
<b>Type of goods or services</b>	<b>貨物或服務類型</b>			
Sales of merchandise	商品銷售	13,297	–	13,297
Commission income	佣金收入	4,550	–	4,550
IVAS revenue	互聯網增值服務收益	–	9,175	9,175
Advertising and other services income	廣告及其他服務收入	–	9,535	9,535
Total revenue from contracts with customers	與客戶的合約總收益	17,847	18,710	36,557
<b>Geographical markets</b>	<b>地區市場</b>			
People's Republic of China (the "PRC")	中華人民共和國 (「中國」)	1,330	18,710	20,040
Southern hemisphere	南半球	8,064	–	8,064
North America	北美洲	5,665	–	5,665
Europe	歐洲	2,174	–	2,174
Others	其他	614	–	614
Total revenue from contracts with customers	與客戶的合約總收益	17,847	18,710	36,557
<b>Timing of revenue recognition</b>	<b>收益確認之時間</b>			
Goods/services transferred at a point in time	於某時點轉讓貨物／服務	17,847	18,710	36,557



5. REVENUE (continued)

Disaggregated revenue information for revenue from contracts with customers (continued)

For the six months ended 30 June 2018

5. 收益(續)

與客戶的合約收益之分拆收益資料(續)

截至二零一八年六月三十日止六個月

		Trading and supply chain management services 貿易及供應鏈 管理服務 (Unaudited) (未經審核) US\$'000 千美元	Operation of online social platforms 經營網上 社交平台 (Unaudited) (未經審核) US\$'000 千美元	Total 總計 (Unaudited) (未經審核) US\$'000 千美元
<b>Type of goods or services</b>	<b>貨物或服務類型</b>			
Sales of merchandise	商品銷售	32,270	–	32,270
Commission income	佣金收入	5,418	–	5,418
IVAS revenue	互聯網增值服務收益	–	16,030	16,030
Advertising and other services income	廣告及其他服務收入	–	4,521	4,521
<b>Total revenue from contracts with customers</b>	<b>與客戶的合約總收益</b>	<b>37,688</b>	<b>20,551</b>	<b>58,239</b>
<b>Geographical markets</b>	<b>地區市場</b>			
PRC	中國	1,405	20,551	21,956
Southern hemisphere	南半球	24,178	–	24,178
North America	北美洲	7,850	–	7,850
Europe	歐洲	3,368	–	3,368
Others	其他	887	–	887
<b>Total revenue from contracts with customers</b>	<b>與客戶的合約總收益</b>	<b>37,688</b>	<b>20,551</b>	<b>58,239</b>
<b>Timing of revenue recognition</b>	<b>收益確認之時間</b>			
Goods/services transferred at a point in time	於某時點轉讓貨物/服務	37,688	20,551	58,239

**6. LOSS BEFORE TAX**

The Group's loss before tax is arrived at after charging/  
 (crediting):

**6. 除稅前虧損**

本集團之除稅前虧損乃經扣除／(計入)以下各  
 項：

		<b>For the six months ended 30 June</b>	
		截至六月三十日止六個月	
		<b>2019</b>	2018
		二零一九年	二零一八年
		<b>(Unaudited)</b>	(Unaudited)
		(未經審核)	(未經審核)
		<b>US\$'000</b>	US\$'000
		千美元	千美元
Cost of inventories sold	已售存貨之成本	<b>11,725</b>	28,418
Cost of services provided	已提供服務之成本	<b>17,352</b>	16,295
Depreciation	折舊	<b>1,086</b>	167
Gain on dissolution of a subsidiary	解散一家附屬公司之收益	-	8
Impairment/(reversal of impairment) of trade receivables	應收貿易賬款減值／(減值撥回)	<b>5</b>	(48)
Impairment loss on goodwill	商譽減值虧損	-	9,700
Amortisation of other intangible assets	其他無形資產攤銷	<b>2,981</b>	6,845
Foreign exchange differences, net	匯兌差額淨額	<b>(99)</b>	3

## 7. INCOME TAX CREDIT

Hong Kong profits tax has been provided at the rate of 16.5% (2018: 16.5%) on the estimated assessable profits arising in Hong Kong during the period. Taxes on profits assessable outside Hong Kong have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

## 7. 所得稅抵免

香港利得稅乃根據期內於香港產生之估計應課稅溢利按 16.5% (二零一八年：16.5%) 之稅率計提撥備。香港以外地區之應課稅溢利稅項則根據本集團營運所在司法權區之現行稅率計算。

		For the six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 (Unaudited) (未經審核) US\$'000 千美元	2018 二零一八年 (Unaudited) (未經審核) US\$'000 千美元
Current	即期		
– Hong Kong	– 香港	10	118
– Outside Hong Kong	– 香港以外地區	38	34
Net (overprovision)/underprovision in prior periods	過往期間(超額撥備)/ 撥備不足淨額	(32)	1
Deferred	遞延	(745)	(1,707)
Total tax credit for the period	期間稅項抵免總額	(729)	(1,554)

During the period ended 30 June 2019, with the assistance of an external tax specialist, the Group submitted a revised settlement proposal together with a deposit of HK\$5,310,000 (equivalent to approximately US\$683,000) to the Inland Revenue Department in Hong Kong (“IRD”) in respect of the queries on the modus operandi of the Group and the chargeability of the profits for the years of assessment from 2003/2004 to 2017/2018 (the “Case”).

截至二零一九年六月三十日止期間，本集團在外部稅務專家協助下，已就有關本集團由二零零三／二零零四至二零一七／二零一八評稅年度的營運模式及溢利的申報繳稅的查詢(「案件」)，向香港稅務局(「稅務局」)提交經修訂和解方案並支付按金5,310,000港元(相等於約683,000美元)。

The Group reached a settlement with IRD in July 2019 for an amount of approximately HK\$22.9 million (equivalent to approximately US\$2.9 million) in respect of the Case. The board (the “Board”) of directors (the “Directors”) of the Company considers the settlement reached with IRD is in the interest and benefit of the Group and its shareholders as a whole. As sufficient tax provisions have been made in the financial statements, the Directors believe that the settlement will not have any material impact on the statement of profit or loss of the Group for the current period or subsequent periods.

於二零一九年七月，本集團與稅務局就案件達成和解，金額約為22,900,000港元(相等於約2,900,000美元)。本公司董事(「董事」)會(「董事會」)認為，與稅務局達成和解符合本集團及其股東整體利益。由於財務報表已計提足夠稅項撥備，故董事相信和解將不會對本集團於本期間或其後期間的損益表造成任何重大影響。

## 8. DIVIDEND

The Directors have not declared the payment of an interim dividend for the six months ended 30 June 2019 (2018: Nil).

## 8. 股息

董事不就截至二零一九年六月三十日止六個月宣派任何中期股息(二零一八年：無)。

## 9. LOSS PER SHARE

The calculation of basic loss per share is based on the loss for the period attributable to owners of the Company of approximately US\$3,465,000 (2018: US\$11,302,000), and the weighted average number of 1,509,592,701 (2018: 1,509,592,701) ordinary shares in issue during the period.

The Company had no dilutive potential ordinary shares in issue for the period ended 30 June 2019 (2018: Nil).

## 10. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2019, the Group acquired assets with a total cost of US\$105,000 (2018: US\$466,000).

Assets with a net book value of US\$3,000 were disposed of by the Group during the six months ended 30 June 2019 (2018: Nil), at a net loss of US\$3,000 (2018: net gain of US\$18,000).

## 11. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS

## 9. 每股虧損

每股基本虧損乃根據期間本公司擁有人應佔虧損約3,465,000美元(二零一八年：11,302,000美元)及期內已發行普通股之加權平均數1,509,592,701股(二零一八年：1,509,592,701股)計算。

於截至二零一九年六月三十日止期間，本公司並無已發行具攤薄潛力之普通股(二零一八年：無)。

## 10. 物業、廠房及設備

於截至二零一九年六月三十日止六個月，本集團購買價值合共105,000美元(二零一八年：466,000美元)之資產。

於截至二零一九年六月三十日止六個月，本集團已出售賬面淨值為3,000美元(二零一八年：零)之資產，錄得3,000美元之淨虧損(二零一八年：淨收益18,000美元)。

## 11. 按公平值計入損益之金融資產

		30 June 2019 二零一九年 六月三十日 US\$'000 千美元	31 December 2018 二零一八年 十二月三十一日 US\$'000 千美元
	Note 附註		
Non-current: Club membership, at fair value	非流動： 會所會籍(按公平值) (a)	270	270
Current: Unlisted wealth management products, at fair value	流動： 非上市理財產品 (按公平值) (b)	6,546	-
		<b>6,816</b>	270

Notes:

- (a) The fair value of the club membership is determined with reference to the market price quoted for the relevant club.
- (b) During the six months ended 30 June 2019, the Group carried out repeated subscriptions and redemptions of certain wealth management products (the "WMPs") issued by China Merchants Bank (招商銀行) ("CMB") for short-term treasury management purpose. The WMPs subscribed by the Group are all stable and low-risk funds which were raised for investing in a combination of investment products such as bank deposits, governmental bonds, central bank bills and trusts plans, with maturity dates ranging from 10 days to 6 months and yields ranging from 2.9% to 4.3% per annum. The wealth management products are denominated in Renminbi ("RMB") and are estimated using a discounted cash flow valuation model based on the market interest rate of instruments with similar terms and risks.

附註：

- (a) 會所會籍之公平值參照相關會所之市場報價而釐定。
- (b) 截至二零一九年六月三十日止六個月，本集團多次認購及贖回招商銀行(「招商銀行」)發行之若干理財產品(「理財產品」)，以作短期財務管理用途。本集團認購之理財產品全部均為穩定及低風險基金，所籌集資金用作投資於銀行存款、政府債券、央行票據及信託計劃等投資產品組合，到期日介乎10日至6個月，收益率介乎每年2.9%至4.3%。該等理財產品均以人民幣(「人民幣」)計值，並採用貼現現金流量估值模式按具有類似條款及風險的產品之市場利率估計。

## 12. TRADE RECEIVABLES

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

		<b>30 June 2019 二零一九年 六月三十日 (Unaudited) (未經審核) US\$'000 千美元</b>	<b>31 December 2018 二零一八年 十二月三十一日 (Audited) (經審核) US\$'000 千美元</b>
Within 30 days	30日內	<b>8,178</b>	5,521
31 to 60 days	31至60日	<b>1,016</b>	2,158
61 to 90 days	61至90日	<b>513</b>	409
91 to 365 days	91至365日	<b>775</b>	686
		<b>10,482</b>	8,774

## 13. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		<b>30 June 2019 二零一九年 六月三十日 (Unaudited) (未經審核) US\$'000 千美元</b>	<b>31 December 2018 二零一八年 十二月三十一日 (Audited) (經審核) US\$'000 千美元</b>
Within 30 days	30日內	<b>2,952</b>	2,691
31 to 60 days	31至60日	<b>276</b>	898
61 to 90 days	61至90日	<b>157</b>	26
91 to 365 days	91至365日	<b>20</b>	127
Over 1 year	超過一年	<b>64</b>	57
		<b>3,469</b>	3,799

## 12. 應收貿易賬款

於報告期末，應收貿易賬款按發票日期(扣除虧損撥備)進行之賬齡分析如下：

## 13. 應付貿易賬款

於報告期末，應付貿易賬款按發票日期進行之賬齡分析如下：

14. SHARE CAPITAL

14. 股本

		<b>30 June 2019</b> 二零一九年 六月三十日 <b>(Unaudited)</b> (未經審核) <b>US\$'000</b> 千美元	31 December 2018 二零一八年 十二月三十一日 (Audited) (經審核) US\$'000 千美元
Authorised:	法定：		
3,000,000,000 (31 December 2018: 3,000,000,000) ordinary shares of one and one third US cents (31 December 2018: one and one third US cents) each	3,000,000,000 股(二零一八年 十二月三十一日： 3,000,000,000 股)每股面值 一又三分之一美仙 (二零一八年十二月三十一日： 每股面值一又三分之一美仙) 之普通股	<b>40,000</b>	40,000
Issued and fully paid:	已發行及繳足：		
1,509,592,701 (31 December 2018: 1,509,592,701) ordinary shares of one and one third US cents (31 December 2018: one and one third US cents) each	1,509,592,701 股(二零一八年 十二月三十一日： 1,509,592,701 股)每股面值 一又三分之一美仙 (二零一八年十二月三十一日： 每股面值一又三分之一美仙) 之普通股	<b>20,128</b>	20,128

## 15. COMMITMENTS

The Group had the following capital commitments as at the end of the reporting period:

		<b>30 June 2019</b>	31 December 2018
		二零一九年 六月三十日	二零一八年 十二月三十一日
		<b>(Unaudited)</b>	(Audited)
		<b>US\$'000</b>	US\$'000
		千美元	千美元
Contracted, but not provided for:	已訂約但未撥備：		
Equipment	設備	<b>28</b>	40

## 16. RELATED PARTY TRANSACTIONS

- (a) Loan from a shareholder  
At 30 June 2019, the loan from a shareholder is unsecured, non-interest-bearing and repayable by 22 May 2020.
- (b) Compensation of key management personnel of the Group:

## 15. 承擔

以下為本集團於報告期末之資本性承擔：

		<b>30 June 2019</b>	31 December 2018
		二零一九年 六月三十日	二零一八年 十二月三十一日
		<b>(Unaudited)</b>	(Audited)
		<b>US\$'000</b>	US\$'000
		千美元	千美元
Contracted, but not provided for:	已訂約但未撥備：		
Equipment	設備	<b>28</b>	40

## 16. 有關連人士交易

- (a) 來自一名股東貸款  
於二零一九年六月三十日，來自一名股東貸款為無抵押、不計息及須於二零二零年五月二十二日前償還。
- (b) 本集團主要管理人員之薪酬：

		<b>For the six months end 30 June</b>	
		截至六月三十日止六個月	
		<b>2019</b>	2018
		二零一九年	二零一八年
		<b>(Unaudited)</b>	(Unaudited)
		(未經審核)	(未經審核)
		<b>US\$'000</b>	US\$'000
		千美元	千美元
Short term employee benefits	短期僱員福利	<b>478</b>	698
Post-employment benefits – defined contribution plans	僱員退休福利 – 定額供款計劃	<b>39</b>	31
Total compensation paid to key management personnel	支付予主要管理人員之 薪酬總額	<b>517</b>	729

## 17. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

### Financial assets

	Carrying amounts		Fair value	
	賬面值		公平值	
	30 June	31 December	30 June	31 December
	2019	2018	2019	2018
	二零一九年	二零一八年	二零一九年	二零一八年
	六月三十日	十二月三十一日	六月三十日	十二月三十一日
	(Unaudited)	(Audited)	(Unaudited)	(Audited)
	(未經審核)	(經審核)	(未經審核)	(經審核)
	US\$'000	US\$'000	US\$'000	US\$'000
	千美元	千美元	千美元	千美元
Financial assets at fair value through profit or loss	6,816	270	6,816	270
按公平值計入損益之金融資產				

The fair values of the financial assets at fair value through profit or loss are determined as follows:

The fair value of the club membership is determined with reference to the market price quoted for the relevant club.

The Group invests in unlisted investments, which represent certain wealth management products issued by CMB. The Group has estimated the fair value of these unlisted investments by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

## 17. 金融工具之公平值層級

本集團金融工具之賬面值及公平值(賬面值與其公平值合理相若者除外)如下:

### 金融資產

按公平值計入損益之金融資產之公平值按下列方式釐定:

會所會籍之公平值參照相關會所之市價報價而釐定。

本集團投資於非上市投資(指由招商銀行發行之若干理財產品)。本集團已採用貼現現金流量估值模式按具有類似條款及風險的產品之市場利率估計該等非上市投資之公平值。



**17. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS** (continued)

**Financial assets** (continued)

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 30 June 2019 (Unaudited)

**17. 金融工具之公平值層級** (續)

**金融資產** (續)

下表載列本集團金融工具之公平值計量層級：

按公平值計量之資產：

於二零一九年六月三十日 (未經審核)

**Fair value measurement using**  
採用以下各項進行公平值計量

	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
	於活躍市場之 報價 (第一層)	重大可觀察 輸入值 (第二層)	重大不可觀察 輸入值 (第三層)	總計
	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元	US\$'000 千美元
Financial assets at fair value through profit or loss				
按公平值計入損益之 金融資產	270	6,546	-	6,816

**17. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS** (continued)

**Financial assets** (continued)

Assets measured at fair value: (continued)

As at 31 December 2018 (Audited)

**17. 金融工具之公平值層級** (續)

**金融資產** (續)

按公平值計量之資產：(續)

於二零一八年十二月三十一日 (經審核)

Fair value measurement using  
採用以下各項進行公平值計量

	Quoted prices in active markets (Level 1) 於活躍市場之 報價 (第一層) US\$'000 千美元	Significant observable inputs (Level 2) 重大可觀察 輸入值 (第二層) US\$'000 千美元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入值 (第三層) US\$'000 千美元	Total 總計 US\$'000 千美元
Financial asset at fair value through profit or loss 按公平值計入損益之 金融資產	270	-	-	270

The Group did not have any financial liabilities measured at fair value as at 30 June 2019 and 31 December 2018.

During the period, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2018: Nil).

**18. APPROVAL OF THE INTERIM FINANCIAL REPORT**

These condensed consolidated interim financial statements were approved and authorised for issue by the Board on 23 August 2019.

於二零一九年六月三十日及二零一八年十二月三十一日，本集團並無任何按公平值計量之金融負債。

期內，第一層與第二層之間並無公平值計量之轉撥，亦無轉撥往或轉撥自第三層(二零一八年：無)。

**18. 批准中期財務報告**

董事會已於二零一九年八月二十三日批准及授權刊發簡明綜合中期財務報表。

# Management Discussion and Analysis

## 管理層討論及分析

### Business Review

#### Overview

During the period under review, the Group's revenue decreased by approximately 37.2% to approximately US\$36.6 million from approximately US\$58.2 million for the same period last year.

The revenue of its trading and supply chain management services dropped roughly by half from approximately US\$37.7 million to approximately US\$17.8 million. The decline was mainly attributable to the drop in trading of merchandise business due to fewer orders from certain Australian and US customers.

In respect of the Group's online social platforms business, the advertising services business, which the Group entered last year, achieved an encouraging increase in revenue, and has become a major revenue contributor and the growth engine of the segment. The increase was, however, offset by the decline in the live streaming business since a new government policy was imposed in August 2018. Consequently, the overall revenue from the online social platforms business slipped by approximately 9.0%.

Gross profit decreased by approximately 44.7% to approximately US\$7.5 million for the six months ended 30 June 2019 (2018: approximately US\$13.5 million). The significant drop in gross profit was mainly attributable to the decline in trading of merchandise business and the live streaming business of the online social platforms operation.

Operating expenses for the six months ended 30 June 2019 amounted to approximately US\$12.2 million (2018: approximately US\$17.0 million). The saving in operating expenses was partly due to the decline in businesses and partly due to the drop in advertising expenses from online social platforms business.

### 業務回顧

#### 概覽

於回顧期內，本集團的收益由去年同期約58,200,000美元減少約37.2%至約36,600,000美元。

貿易及供應鏈管理服務的收益由約37,700,000美元下降接近一半至約17,800,000美元。有關減少主要是由於源自若干澳洲及美國客戶的訂單減少導致商品貿易業務下行所致。

就本集團的網上社交平台業務而言，本集團去年進軍的廣告服務業務錄得理想的收益增長，並成為該經營分類的主要收益來源及增長動力。然而，有關增長被自二零一八年八月政府實施新政策以來所造成的直播業務下挫所抵銷。因此，網上社交平台業務的整體收益下滑約9.0%。

截至二零一九年六月三十日止六個月，毛利減少約44.7%至約7,500,000美元（二零一八年：約13,500,000美元）。毛利大幅下降乃主要由於商品貿易業務以及網上社交平台業務的直播業務式微所致。

截至二零一九年六月三十日止六個月的營運開支約為12,200,000美元（二零一八年：約17,000,000美元）。營運開支得以節省的部分原因是由於業務下滑，另有部分原因是網上社交平台業務的廣告開支減少所致。

Loss for the six months ended 30 June 2019 was approximately US\$3.5 million (2018: approximately US\$11.3 million). The loss included non-cash amortisation of other intangible assets of approximately US\$3.0 million (2018: non-cash impairment loss on goodwill and amortisation of other intangible assets of approximately US\$9.7 million and approximately US\$6.8 million, respectively). Excluding the non-cash amortisation of other intangible assets, net of deferred tax credit of approximately US\$0.7 million (2018: approximately US\$1.7 million), the Group's loss for the period under review would have been approximately US\$1.2 million (2018: profit of approximately US\$3.5 million).

## Segmental Analysis

### Operating Segmentation

During the period ended 30 June 2019, the Group terminated the money lending business in order to focus its resources on developing its core businesses. Consequently, the Group's business comprises two operating segments only, namely: (i) trading and supply chain management services; and (ii) the operation of online social platforms.

#### (i) Trading and supply chain management services

During the period under review, the shipment value for trading and supply chain management services fell by approximately 28.7% from approximately US\$90.9 million to approximately US\$64.8 million. This was mainly due to a decline in orders from certain Australian and US customers.

截至二零一九年六月三十日止六個月的虧損約為3,500,000美元(二零一八年:約11,300,000美元)。虧損包括非現金其他無形資產攤銷約3,000,000美元(二零一八年:商譽非現金減值虧損及其他無形資產攤銷分別約9,700,000美元及約6,800,000美元)。撇除非現金其他無形資產攤銷,扣除遞延稅項抵免約700,000美元(二零一八年:約1,700,000美元)後,本集團於回顧期內的虧損約為1,200,000美元(二零一八年:溢利約3,500,000美元)。

## 分類分析

### 經營分類

截至二零一九年六月三十日止期間,本集團終止貸款業務,旨在集中資源發展其核心業務。因此,本集團的業務現僅包括兩個經營分類,即:(i)貿易及供應鏈管理服務;及(ii)經營網上社交平台。

#### (i) 貿易及供應鏈管理服務

於回顧期內,貿易及供應鏈管理服務的付運量總值由約90,900,000美元減少約28.7%至約64,800,000美元,乃主要由於源自若干澳洲及美國客戶的訂單減少所致。

## Geographical Analysis

## 地域分析

		Shipment value 付運量總值	
		For the six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 (Unaudited) (未經審核) US\$'million 百萬美元	2018 二零一八年 (Unaudited) (未經審核) US\$'million 百萬美元
North America	北美洲	35.5	44.2
Europe	歐洲	20.4	21.9
Others	其他	8.9	24.8
Total	合計	64.8	90.9

Shipments to North America dropped by approximately 19.7% to approximately US\$35.5 million due to the decline in orders from US customers as the China-US trade dispute escalated. Nevertheless, North America remained the largest market for the Group, accounting for approximately 54.8% of the Group's total shipment value.

往北美洲的付運量減少約19.7%至約35,500,000美元，乃由於中美貿易糾爭加劇導致美國客戶訂單減少所致。儘管如此，北美洲仍是本集團的最大市場，佔本集團付運量總值約54.8%。

A fall was also identified in the European market during the period under review. Shipments to Europe dropped by approximately 6.8% to approximately US\$20.4 million, accounting for approximately 31.5% of total shipment value.

於回顧期內，付運量在歐洲市場亦有所下跌。往歐洲的付運量減少約6.8%至約20,400,000美元，佔付運量總值約31.5%。

Shipments grouped under "Others", comprising mainly shipments to the southern hemisphere represented approximately 13.7% of the total shipment value. A decline of approximately 64.1% to approximately US\$8.9 million in shipments was recorded, which was mainly due to decrease in orders from certain Australian customers.

「其他」分類項目下的付運量主要為運往南半球的付運量，佔付運量總值約13.7%。付運量錄得下跌約64.1%至約8,900,000美元，主要是由於源自若干澳洲客戶的訂單減少所致。

During the period under review, revenue from trading and supply chain management services was approximately US\$17.8 million (2018: approximately US\$37.7 million), representing approximately 48.8% of the Group's total revenue. The significant decline in revenue of approximately 52.6% was mainly due to the decline in trading of merchandise business.

於回顧期內，貿易及供應鏈管理服務的收益約為17,800,000美元(二零一八年：約37,700,000美元)，佔本集團總收益約48.8%。收益大幅減少約52.6%，主要是由於商品貿易業務下滑所致。

(ii) Operation of online social platforms

During the period under review, the revenue of operation of online social platforms fell by approximately 9.2% from approximately US\$20.6 million to approximately US\$18.7 million. This was mainly due to the effect of tighter government policy and intense competition in the People's Republic of China ("PRC").

(ii) 經營網上社交平台

於回顧期內，經營網上社交平台的收益由約20,600,000美元減少約9.2%至約18,700,000美元，乃主要是由於受到中華人民共和國(「中國」)政府收緊政策及競爭日益激烈影響所致。

For the six months ended 30 June

截至六月三十日止六個月

		2019 二零一九年 (Unaudited) (未經審核) US\$'million 百萬美元	2018 二零一八年 (Unaudited) (未經審核) US\$'million 百萬美元
Internet value-added services ("IVAS") revenue	互聯網增值服務 (「互聯網增值服務」)收益	9.2	16.1
Advertising and other services income	廣告及其他服務收入	9.5	4.5
Total revenue	總收益	18.7	20.6

In August 2018, the Public Information Network Security Supervision Branch of the Public Security Bureau of Shenzhen\* (深圳市公安局公共信息網絡安全監察分局) implemented a new policy pursuant to which the identities of all online users have to be verified with valid mobile numbers, and the content of online social platforms including live streaming presented to the public are to abide by monitoring and control measures. As a result, IVAS revenue decreased by approximately 42.9% year-on-year to approximately US\$9.2 million (2018: approximately US\$16.1 million).

深圳市公安局公共信息網絡安全監察分局於二零一八年八月實施一項新政策，據此，所有線上用戶的身份須通過有效的手機號碼進行核實，而網上社交平台的內容(包括向公眾顯示的直播)均受到監察及監控。因此，互聯網增值服務收益按年減少約42.9%至約9,200,000美元(二零一八年：約16,100,000美元)。

\* For identification purposes only

\* 僅供識別

Such decline was, nonetheless, partially offset by the surge in the advertising and other services income, which increased by approximately 111.1% year-on-year to approximately US\$9.5 million (2018: approximately US\$4.5 million). The increase can be attributed in particular to promising revenue growth in its advertising services business developed in early 2018.

### **Hong Kong Tax Case**

During the period ended 30 June 2019, with the assistance of an external tax specialist, the Group submitted a revised settlement proposal together with a deposit of HK\$5,310,000 (equivalent to approximately US\$683,000) to the Inland Revenue Department in Hong Kong (“**IRD**”) in respect of queries on the modus operandi of the Group and the chargeability of profits for the years of assessment from 2003/2004 to 2017/2018 (the “**Case**”).

In July 2019, the Group reached a settlement with IRD for an amount of approximately HK\$22.9 million (equivalent to approximately US\$2.9 million) in respect of the Case. The board (the “**Board**”) of directors (the “**Directors**”) of the Company considers the settlement reached with IRD is in the interest and benefit of the Group and its shareholders as a whole. As sufficient tax provisions have been made in the financial statements, the Directors believe that the settlement will not have any material impact on the statement of profit or loss of the Group for the current period or subsequent periods.

然而，該等跌幅部分被廣告及其他服務收入激增所抵銷。有關收入按年增加約111.1%至約9,500,000美元(二零一八年：約4,500,000美元)，當中，二零一八年初開展的廣告服務業務收益增長尤為理想。

### **香港稅務個案**

截至二零一九年六月三十日止期間，本集團在外部稅務專家協助下，已就有關本集團由二零零三／二零零四至二零一七／二零一八評稅年度的營運模式及溢利的申報繳稅的查詢(「**案件**」)向香港稅務局(「**稅務局**」)提交經修訂和解方案並支付按金5,310,000港元(相等於約683,000美元)。

於二零一九年七月，本集團與稅務局就案件達成和解，金額約為22,900,000港元(相等於約2,900,000美元)。本公司董事(「**董事**」)會(「**董事會**」)認為，與稅務局達成和解符合本集團及其股東的整體利益。由於財務報表已計提足夠稅項撥備，故董事相信和解將不會對本集團於本期間或其後期間的損益表造成任何重大影響。

## Financial Review

### *Financial Resources and Liquidity*

The Group's financial position remained healthy with cash and cash equivalents of approximately US\$6.7 million as at 30 June 2019 (31 December 2018: approximately US\$17.2 million). In addition, the Group had total banking facilities of approximately US\$11.7 million, including borrowing facilities of approximately US\$1.5 million as at 30 June 2019 (31 December 2018: approximately US\$10.3 million and approximately US\$0.1 million, respectively).

The Group had a current ratio of approximately 1.4 (31 December 2018: 1.6) and a gearing ratio of 0.04 (31 December 2018: Nil), based on an interest-bearing borrowing of approximately US\$0.8 million (31 December 2018: Nil) and total equity of approximately US\$20.4 million as at 30 June 2019 (31 December 2018: approximately 24.6 million). There has not been any material change in the Group's borrowings since 30 June 2019.

Trade receivables amounted to approximately US\$10.5 million as at 30 June 2019 (31 December 2018: approximately US\$8.8 million). Gross trade receivables aged over 90 days, which amounted to approximately US\$1.3 million, are being carefully monitored by the management and sufficient provisions have been made.

The Group has a prudent treasury policy to manage its investments in financial products such as wealth management products and shares. All investments must be conducted in accordance with such treasury policy with the view to maximise the utilisation of the Group's surplus cash received from its business operations.

## 財務回顧

### *財務資源及流動資金*

本集團的財務狀況依然穩健，於二零一九年六月三十日的現金及現金等值項目約為6,700,000美元(二零一八年十二月三十一日：約17,200,000美元)。此外，本集團於二零一九年六月三十日的銀行融資總額約為11,700,000美元，其中包括借貸融資約1,500,000美元(二零一八年十二月三十一日：分別約10,300,000美元及約100,000美元)。

於二零一九年六月三十日，本集團的流動比率約為1.4(二零一八年十二月三十一日：1.6)，而資產負債比率為0.04(二零一八年十二月三十一日：無)，乃按計息借貸約800,000美元(二零一八年十二月三十一日：無)及權益總額約20,400,000美元(二零一八年十二月三十一日：約24,600,000美元)計算。自二零一九年六月三十日起，本集團的借貸並無任何重大變動。

於二零一九年六月三十日，應收貿易賬款約為10,500,000美元(二零一八年十二月三十一日：約8,800,000美元)。賬齡逾90天的應收貿易賬款總額約1,300,000美元現正受管理層嚴密監控，並已計提充足撥備。

本集團採用審慎的財務政策，以管理其於理財產品及股份等金融產品的投資。所有投資必須按照該財務政策進行，以求盡量善用本集團業務營運所得的盈餘現金。



During the six months ended 30 June 2019, the Group carried out repeated subscriptions and redemptions of certain wealth management products (the “WMPs”) issued by China Merchants Bank (招商銀行) (“CMB”) for short-term treasury management purpose. The WMPs subscribed by the Group are all stable and low-risk funds which were raised for investing in a combination of financial assets and financial instruments in banks and stock exchange with higher credit ratings and better liquidity, including but not limited to bonds, asset-backed securities, capital borrowing, reverse repurchase, bank deposits, and other financial assets such as investment trust plans and asset management plans, with maturity dates ranging from 10 days to 6 months and yields ranging from 2.9% to 4.3% per annum. The Group had RMB45 million (equivalent to approximately US\$6.5 million) in principal amount of such WMPs remaining outstanding as at 30 June 2019, which was recorded as part of the Group’s financial assets at fair value through profit or loss. The income derived from such WMPs amounted to approximately RMB0.9 million (equivalent to approximately US\$0.1 million) for the six months ended 30 June 2019.

The particulars of the WMPs held by the Group as at 30 June 2019 are as follows:

截至二零一九年六月三十日止六個月，本集團多次認購及贖回招商銀行（「招商銀行」）發行之若干理財產品（「理財產品」），以作短期財務管理用途。本集團認購之理財產品全部均為穩定及低風險基金，所籌集資金用作投資於不同組合的信用評級與流動性較高的銀行及交易所的金融資產及金融工具，包括但不限於債券、資產支持證券、資金拆借、逆回購、銀行存款以及投資信託計劃及資產管理計劃等的其他金融資產，到期日介乎10日至6個月，收益率介乎每年2.9%至4.3%。於二零一九年六月三十日，本金金額為人民幣45,000,000元（相等於約6,500,000美元）之本集團相關理財產品尚未到期，其已列入本集團按公平值計入損益之金融資產的部分。截至二零一九年六月三十日止六個月，有關理財產品所得收入約為人民幣900,000元（相等於約100,000美元）。

本集團於二零一九年六月三十日所持的理財產品詳情如下：

Name of WMPs	Subscription date(s)	Term of investment (days)	Yield (% per annum)	Subscription amount	Fair value as at 30 June 2019	Percentage to the Group’s total assets as at 30 June 2019
理財產品名稱	認購日期	投資年期 (日)	回報率 (%每年)	認購金額 (RMB’000) (人民幣千元)	於二零一九年六月三十日之公平值 (RMB’000) (人民幣千元)	佔本集團於二零一九年六月三十日總資產的百分比 (%)
Juyi Shengjin 98182*	(1) 15 January 2019	182	4.1	20,000	20,000	6.3
聚益生金 98182	二零一九年一月十五日	182				
	(2) 16 April 2019	182	4.0	10,000	10,000	3.1
	二零一九年四月十六日	182				
Juyi Shengjin 98091*	10 April 2019	91				
聚益生金 98091	二零一九年四月十日	91	4.0	10,000	10,000	3.1
Riyi Yuexin 90180*	16 January 2019	180				
日益月鑫 90180	二零一九年一月十六日	180	4.3	5,000	5,000	1.6
			<b>Total總計</b>	<b>45,000</b>	<b>45,000</b>	<b>14.1</b>
			<i>Equivalent to US\$’000</i>			
			<i>相當於千美元</i>	<b>6,546</b>	<b>6,546</b>	

\* For identification purposes only

\* 僅供識別

The Group's net asset value amounted to approximately US\$20.4 million as at 30 June 2019 (31 December 2018: approximately US\$24.6 million).

The majority of the Group's transactions during the period under review were denominated in US dollars, Hong Kong dollars and Renminbi. To minimise foreign exchange risks, sales and purchases are generally transacted in the same currency.

As at 30 June 2019, the Group had no material contingent liabilities or guarantees, or charges on any assets of the Group.

#### **Remuneration Policy and Staff Development Scheme**

As at 30 June 2019, the Group had 381 employees (as at 31 December 2018: 389). Total staff costs for the period under review amounted to approximately US\$7.0 million (2018: approximately US\$7.8 million).

The Group offers competitive remuneration schemes to its employees based on industry practice, and the performance of the individual employee and that of the Group. In addition, the Company has adopted a share option scheme for eligible persons and discretionary bonuses are payable to staff based on his or her individual performance and that of the Group as a whole.

#### **Prospects**

The management expects that the global economic environment will remain highly volatile in the face of uncertainties surrounding political and economic developments around the world. The protracted China-US trade dispute has been the root cause of such uncertainties, and will likely worsen following the decision by the US Government to impose a 10% tariff on the remaining US\$300 billion worth of goods and products from the PRC starting on 1 September 2019, with the possibility of the tariff rising to 25%.

於二零一九年六月三十日，本集團的資產淨值約為20,400,000美元(二零一八年十二月三十一日：約24,600,000美元)。

本集團於回顧期內之大部份交易以美元、港元及人民幣計值。為減低外匯風險，買賣一般是以相同貨幣交易。

於二零一九年六月三十日，本集團並無重大或然負債或擔保，或抵押任何本集團資產。

#### **薪酬政策及員工發展計劃**

於二零一九年六月三十日，本集團聘有381名僱員(於二零一八年十二月三十一日：389名)。於回顧期內的僱員成本總額約為7,000,000美元(二零一八年：約7,800,000美元)。

本集團按行業慣例、員工個人及本集團表現為僱員制訂具競爭力的薪酬方案。此外，本公司已採納購股權計劃授予合資格人士，並根據員工個人及本集團整體表現向員工發放酌情花紅。

#### **前景**

管理層預期，在全球政治及經濟發展不明朗的影響下，全球經濟環境仍然會動盪不穩。持續的中美貿易糾爭是導致有關不明朗因素的根本原因，倘美國政府決定自二零一九年九月一日開始對剩餘價值3,000億美元的中國輸美商品及產品徵收10%關稅(關稅或會增加至25%)，將可能令局勢更趨惡化。

This latest development will undoubtedly add to the challenges already affecting the Group's sourcing and supply chain management operation, as business sentiment will become even more cautious. The Group will nonetheless persevere, and will make every effort to protect its ties with US customers, which account for more than 50% of the total shipment value. This will include expanding product offerings and providing more comprehensive services. In respect of the former, the Group will explore more opportunities to procure products from markets other than China.

As for the operation of online social platforms, "Duimian", one of the Group's gamified mobile social networking platforms, is expected to remain adversely affected by tighter government policy and intense competition in the PRC since last year. Given the encouraging performance of the advertising services business during the period under review, which reaffirmed that the strategy to expand into this segment was a correct one, the management believes that the operation has growth potential and will therefore place greater effort into cultivating this business in the near future.

Always mindful of the importance of enhancing efficiency across all areas of operation, the Group will direct its focus and energies with a view to achieving this aim. While continuing to employ trusted methods to achieve this objective, the Group will also actively employ new tools including information technologies to realise its aims.

Going forward, the management will closely monitor macroeconomic developments and execute the aforementioned strategies in a prudent manner. At the same time, the Group will also seek to capture new business opportunities so as to create value for its shareholders.

#### **Significant Investments, Material Acquisitions or Disposals**

Save as the investments in the WMPs disclosed in paragraph headed "Financial Review – Financial Resources and Liquidity" above, the Group did not have any significant investments, material acquisitions or disposals during the six months ended 30 June 2019.

#### **Events after the Reporting Period**

There has been no material event occurring after the end of the reporting period and up to the date of this interim report.

上述的中美貿易糾爭最新形勢令營商氣氛變得更為審慎無疑為本集團的採購及供應鏈管理業務帶來更多挑戰。儘管如此，本集團仍將堅持不懈，竭力保障其與佔付運量總值50%以上的美國客戶維持業務關係。有關舉措包括擴大產品組合及提供更全面的服務。就前者而言，本集團將會增加從中國以外市場採購產品，藉此發掘更多商機。

就經營網上社交平台而言，由於中國政府自去年一直收緊政策，加上於中國競爭日益激烈，預期本集團旗下遊戲化流動社交網絡平台之一「對面」仍會因此受到不利影響，但鑑於廣告服務業務於回顧期內的表現令人鼓舞，肯定了擴展至該分類的策略正確，故管理層認為該業務具有增長潛力，因而於不久將來將加大力度發展該業務。

本集團一向注重提高各個營運層面的效率，故此將在這方面投放精力。除了繼續採用可靠方法實現上述目標，本集團亦將積極善用資訊科技等新工具以實現目標。

展望未來，管理層將密切關注宏觀經濟的發展，並會審慎執行上述策略。同時，本集團亦將設法把握新商機，藉以為股東締造價值。

#### **重大投資、主要收購或出售事項**

除上文「財務回顧 – 財務資源及流動資金」一段所披露之理財產品的投資外，截至二零一九年六月三十日止六個月，本集團並無任何重大投資、主要收購或出售事項。

#### **報告期後事項**

於報告期末後及直至本中期報告日期，概無發生任何重要事項。

# General Information

## 一般資料

### CONTRACTUAL ARRANGEMENTS

Loovee Holdings Inc. (“Loovee”), through Loovee Science and Technology Development Co. Ltd.\* (深圳市樂唯科技開發有限公司) (the “OPCO”) and its subsidiaries (the “OPCO Group”), is principally engaged in the development and operation of online social platforms. The OPCO is a limited liability company established under the laws of the PRC and is owned as to 80% by Mr. LI Feng\* (李鋒) and 20% by Mr. LIAO Guoxin\* (廖國新), equity owners of the OPCO nominated by the Company (the “VIE Equity Owners”).

On 24 April 2017, Loovee Science and Technology (Shenzhen) Co. Ltd.\* (樂唯科技(深圳)有限公司), a company established under the laws of the PRC and an indirect wholly-owned subsidiary of Loovee (the “WFOE”), the OPCO and the VIE Equity Owners entered into certain structured contracts namely, the Exclusive Technology Consulting and Services Agreement, the Business Operation Agreement, the Exclusive Call Option Agreement, the Equity Interest Pledge Agreements, the Powers of Attorney, the Commitment Letters and the Spousal Consent Letters (collectively, the “VIE Contracts”) to enable the financial results, the entire economic benefits and the risks of the business of the OPCO to flow onto the WFOE and to enable the WFOE to gain control over the OPCO (the “Contractual Arrangements”).

### Financial contribution of the OPCO Group to the Group

The aggregate revenues of the OPCO Group that were attributable to the Group through VIE Contracts amounted to approximately US\$18,710,000 (2018: US\$20,551,000) for the six months ended 30 June 2019. As at 30 June 2019, the net assets attributable to the OPCO Group were approximately US\$10,301,000 (2018: US\$4,446,000).

### 合約安排

Loovee Holdings Inc. (「Loovee」)透過深圳市樂唯科技開發有限公司(「OPCO」)及其附屬公司(「OPCO集團」)主要從事開發及經營網上社交平台。OPCO為根據中國法律成立之有限公司，由本公司提名之OPCO股權擁有人李鋒先生、廖國新先生(「VIE股權擁有人」)分別擁有80%及20%權益。

於二零一七年四月二十四日，樂唯科技(深圳)有限公司(一間根據中國法律成立之公司，為Loovee之間接全資附屬公司)(「WFOE」)、OPCO與VIE股權擁有人訂立若干結構性合約，即獨家技術諮詢服務協議、業務經營協議、獨家購買權協議、股權質押協議、授權委託書、承諾函及配偶承諾函(統稱「VIE合約」)，致使OPCO業務之財務業績、全部經濟利益及風險流入WFOE，並讓WFOE取得對OPCO之控制權(「合約安排」)。

### OPCO集團對本集團之財務貢獻

於截至二零一九年六月三十日止六個月，本集團透過VIE合約應佔OPCO集團之總收益約為18,710,000美元(二零一八年：20,551,000美元)。於二零一九年六月三十日，OPCO集團應佔資產淨值約為10,301,000美元(二零一八年：4,446,000美元)。

\* For identification purpose only

\* 僅供識別

## CONTRACTUAL ARRANGEMENTS *(continued)*

### Reasons for the Contractual Arrangements

According to The Guidance Catalogue of Industries for Foreign Investment (2017 Amended)\* (《外商投資產業指導目錄 (2017年修訂)》) (the “**Catalogue**”) and the Negative List (2019)\* (《外商投資准入特別管理措施(負面清單) (2019年版)》) (the “**Negative List**”) which with effect from 30 July 2019, value-added telecommunications service business is restricted for foreign investors and foreign ownership in such business (except e-commerce) cannot exceed 50%, and in particular, internet cultural business (except for music) is prohibited for foreign investors.

The OPCO Group is principally engaged in the development and operation of online social platforms which is considered to be engaged in the provision of value-added telecommunications services and the internet cultural business, a restricted and prohibited business respectively for foreign investors pursuant to the Catalogue/Negative List. As the Group does not possess the required qualifications, Loozee cannot directly or indirectly hold the equity interest in the OPCO as a foreign investor.

In order to comply with the applicable PRC laws and regulations including the Catalogue/Negative List, the WFOE, the OPCO and the VIE Equity Owners entered into the VIE Contracts to enable the financial results, the entire economic benefits and the risks of the business of the OPCO Group to flow onto the WFOE and to enable the WFOE to gain control over the OPCO Group.

### Summary of the major terms of the VIE Contracts

The following sets out the principal terms of the VIE Contracts, which were in place since 1 June 2017:

1. The Exclusive Technology Consulting and Services Agreement was entered into between the WFOE and the OPCO for an initial term of 10 years from the date of execution (which may be extended at the sole discretion of the WFOE), pursuant to which the WFOE has the exclusive rights to provide the OPCO with consulting services at a service fee that equal to 100% of the net profit of the OPCO after deducting taxes, costs and expenses incurred during the course of business.

\* For identification purpose only

## 合約安排 *(續)*

### 訂立合約安排之原因

根據《外商投資產業指導目錄(2017年修訂)》(「目錄」)及自2019年7月30日生效的《外商投資准入特別管理措施(負面清單)(2019年版)》(「負面清單」)，外國投資者從事增值電信服務業務受到限制，外商於有關業務(電子商貿除外)之擁有權不得超過50%，尤其是，外國投資者被禁止從事網絡文化業務(音樂除外)。

OPCO集團主要從事開發及經營網上社交平台，故被視為從事提供增值電信服務及網絡文化業務，而有關業務根據目錄／負面清單分別屬外國投資者受限制及禁止從事之業務。由於本集團並不具備所需資格，因此Loozee作為外國投資者不可直接或間接持有OPCO之股權。

為遵守中國適用法律及法規(包括目錄／負面清單)，WFOE、OPCO與VIE股權擁有人已訂立VIE合約，致使OPCO集團業務之財務業績、全部經濟利益及風險流入WFOE，並讓WFOE取得對OPCO集團之控制權。

### VIE合約之主要條款概要

以下載列自二零一七年六月一日起生效之VIE合約之主要條款：

1. WFOE與OPCO訂立之獨家技術諮詢服務協議，由簽立日期起計初步為期10年，並可由WFOE全權酌情延長，據此，WFOE擁有獨家權向OPCO提供諮詢服務，服務費用相等於OPCO扣除業務過程中所產生稅項、成本及開支後之全部純利。

\* 僅供識別

## CONTRACTUAL ARRANGEMENTS (continued)

### Summary of the major terms of the VIE Contracts (continued)

2. The Business Operation Agreement was entered into between the WFOE, the OPCO and VIE Equity Owners for an initial term of 10 years from the date of execution (which may be extended at the sole discretion of the WFOE) pursuant to which the VIE Equity Owners agreed that, without the prior written consent from the WFOE, the OPCO would not enter into any transaction or perform any act that could materially affect its assets, businesses, personnels, undertakings, rights or operations. The VIE Equity Owners also agreed (i) to vote for or appoint nominees designated by the WFOE to serve as the directors, chairman, general managers, financial controllers and other senior managers of the OPCO; (ii) to accept and implement proposals set forth by the WFOE regarding employment, day-to-day business operations and financial management; and (iii) to unconditionally transfer any dividend or other interest declared by the OPCO to the WFOE.
3. The Exclusive Call Option Agreement was entered into by the WFOE, the OPCO and the VIE Equity Owners which shall remain effective until all the equity interests in the OPCO held by the VIE Equity Owners are transferred or assigned to the WFOE or its designated party. Pursuant to the Exclusive Call Option Agreement, the VIE Equity Owners unconditionally and irrevocably grant the WFOE an irrevocable and exclusive option to purchase or designate one or more persons to purchase, to the extent permitted under the relevant PRC laws and regulations, all or part of their equity interests in the OPCO at the total purchase price of RMB10,000 for 100% of the equity interests, or 1% of the evaluation price or the minimum price permitted by the then applicable PRC laws (if evaluation is required).

The OPCO also grants the WFOE an irrevocable and exclusive option to purchase or designate another party to purchase, to the extent permitted under the relevant PRC laws and regulations, any or all of the assets owned by the OPCO (including its equity interest in Leyi Science and Technology Co. Ltd.\* (深圳市樂宜科技有限公司)) at the lower of (i) the book value; and (ii) the minimum price permitted by the then applicable PRC laws.

\* For identification purpose only

## 合約安排(續)

### VIE合約之主要條款概要(續)

2. WFOE、OPCO與VIE股權擁有人已訂立業務經營協議，由簽立日期起計初步為期10年，並可由WFOE全權酌情延長，據此，VIE股權擁有人同意，在未經WFOE事先書面同意下，OPCO不會進行任何交易或作出任何行動，從而對其資產、業務、人員、承諾、權利或營運造成實質影響。VIE股權擁有人亦同意(i)投票支持或委任由WFOE指定之代名人出任OPCO之董事、主席、總經理、財務主管及其他高級經理；(ii)接納及實行WFOE在委聘、日常業務經營及財務管理方面訂明之建議；及(iii)向WFOE無條件轉讓OPCO宣派之任何股息或其他權益。
3. WFOE、OPCO與VIE股權擁有人已訂立獨家購買權協議，有關協議將一直生效，直至VIE股權擁有人持有之全部OPCO股權轉讓或分配予WFOE或其指定人士為止。根據獨家購買權協議，VIE股權擁有人無條件及不可撤回地向WFOE授出不可撤回獨家認購權，以在中國相關法律及法規許可下購買或指定一名或以上人士購買OPCO全部或部分股權，全部股權之總購買價須為人民幣10,000元，或(倘須評估)評估價之1%或屆時適用中國法律許可之最低價格。

OPCO亦向WFOE授出不可撤回獨家認購權，以在中國相關法律及法規許可下購買或指定其他人士購買OPCO擁有之任何或全部資產(包括其於深圳市樂宜科技有限公司之股權)，購買價為以下兩者之較低者：(i)賬面值；及(ii)屆時適用中國法律許可之最低價格。

\* 僅供識別

## CONTRACTUAL ARRANGEMENTS *(continued)*

### Summary of the major terms of the VIE Contracts *(continued)*

4. The Equity Interest Pledge Agreement was entered into by the WFOE (as pledgee) and the VIE Equity Owners (as pledgers) which was effective on the date when the pledge of the equity interests in the OPCO is registered on the register of members of the OPCO and shall remain binding until the VIE Equity Owners discharge all their obligations under the Contractual Arrangements or termination of the VIE Contracts (other than the Equity Interest Pledge Agreement).

Pursuant to the Equity Interest Pledge Agreement, the VIE Equity Owners agreed to pledge all of their equity interests in the OPCO (including any equity interest subsequently acquired or subscribed) to the WFOE to guarantee the performance by the OPCO and the VIE Equity Owners of their respective obligations under the Contractual Arrangements.

5. The Powers of Attorney was entered into by the VIE Equity Owners for an initial term of 10 years from the date of execution (which may be extended at the discretion of WFOE). Pursuant to the Powers of Attorney, each of the VIE Equity Owners irrevocably appointed the WFOE as their attorney-in-fact to act for all matters pertaining to the OPCO and to exercise all of their rights as shareholders of the OPCO.

## 合約安排 *(續)*

### VIE 合約之主要條款概要 *(續)*

4. WFOE (作為質權人) 與 VIE 股權擁有人 (作為出質人) 訂立之股權質押協議，有關協議於 OPCO 股權質押記載於 OPCO 股東名冊當日生效，並於 VIE 股權擁有人解除其於合約安排項下所有責任或終止 VIE 合約 (除股權質押協議外) 前一直具約束力。

根據股權質押協議，VIE 股權擁有人同意向 WFOE 質押其於 OPCO 之全部股權 (包括其後收購或認購之任何股權)，以擔保 OPCO 及 VIE 股權擁有人履行彼等各自於合約安排項下之責任。

5. VIE 股權擁有人訂立之授權委託書，由簽立日期起計初步為期 10 年，並可由 WFOE 酌情延長。根據授權委託書，各 VIE 股權擁有人不可撤回地委任 WFOE 為彼等之實際授權代表，就與 OPCO 有關之所有事宜行事，並以 OPCO 股東身分行使彼等所有權利。

## CONTRACTUAL ARRANGEMENTS (continued)

### Summary of the major terms of the VIE Contracts (continued)

6. The Commitment Letters were entered into by the VIE Equity Owners pursuant to which the VIE Equity Owners irrevocably undertook that:
- (i) for whatever reason the equity interests in the OPCO are transferred or inherited to other person(s) (including but not limited to bankruptcy, divorce or death of the VIE Equity Owners), such transferee(s) or successor(s) shall be legally bound by the VIE Contracts (as appropriate) and such transfer or inheritance or other relevant arrangement shall not contravene the VIE Contracts unless with the prior written consent from the WFOE;
  - (ii) all the equity interests held in the OPCO shall not form part of their matrimonial property and all decisions made by them in the OPCO shall not be affected by their spouses;
  - (iii) they shall not, whether directly or indirectly through any other person or entity, participate in, carry out, acquire or hold any interest in any business which is or may be in competition with the OPCO or its related companies, and shall not do anything which gives rise to any conflict of interest between them and the WFOE;
  - (iv) they shall transfer any assets of the OPCO obtained as a result of the liquidation of the OPCO to the WFOE at nil consideration or the lowest price permitted by the applicable laws; and
  - (v) they shall unconditionally return any proceeds received as a result of the exercise of the option under the Exclusive Call Option Agreement to the WFOE or its designated party.

## 合約安排(續)

### VIE合約之主要條款概要(續)

6. VIE股權擁有人訂立之承諾函，據此，VIE股權擁有人不可撤回地承諾：
- (i) 除非獲得WFOE事先書面同意，無論任何原因(包括但不限於VIE股權擁有人破產、離婚或身故)，倘OPCO股權轉讓予或由其他人士承繼，有關承讓人或承繼人將受到VIE合約(如適用)約束，而有關轉讓或承繼或其他相關安排不會抵觸VIE合約；
  - (ii) 彼等持有之所有OPCO股權不會構成夫妻共有財產之任何部分，且彼等於OPCO作出之所有決定均不會受配偶影響；
  - (iii) 彼等不會直接或間接透過任何其他人士或實體參與、從事或收購任何會或可能與OPCO或其關連公司競爭之業務或於其中持有任何權益，且不會作出任何會導致彼等與WFOE之間出現利益衝突之事宜；
  - (iv) 彼等會以零代價或按適用法例許可之最低價格向WFOE轉讓因OPCO清盤而獲得之任何OPCO資產；及
  - (v) 彼等會向WFOE或其指定人士無條件歸還因行使獨家購買權協議項下認購權而收取之任何所得款項。



## CONTRACTUAL ARRANGEMENTS (continued)

### Summary of the major terms of the VIE Contracts (continued)

7. The Spousal Consent Letters were entered into by the spouses of the VIE Equity Owners (the spouse of each of the VIE Equity Owners executed a Spousal Consent Letter separately). The spouse of each of the VIE Equity Owners irrevocably agreed that:
- (i) all the equity interests held by the VIE Equity Owners in the OPCO and all the benefits generated from these equity interests do not form part of their matrimonial property;
  - (ii) all the benefits generated from the equity interests in the OPCO belong to the VIE Equity Owners and can be dealt with in any way by the VIE Equity Owners without the consent of their spouses;
  - (iii) the VIE Equity Owners may execute any supplemental document to the relevant VIE Contracts without the signature, confirmation, consent and approval from their spouses; and
  - (iv) they shall be bound by the relevant VIE Contracts in the event that they obtain any equity interest in the OPCO held by the VIE Equity Owners for any reason.

### Risks associated with the Contractual Arrangements and actions taken by the Company to mitigate the risks

The following are risks associated with the Contractual Arrangements. Further details of the risks were set out in the circular of the Company dated 28 April 2017.

- The PRC government may determine that the VIE Contracts do not comply with applicable regulations
- The VIE Contracts may not be as effective as direct ownership in providing control over the OPCO
- The VIE Equity Owners may potentially have potential conflicts of interest with the Group

## 合約安排(續)

### VIE合約之主要條款概要(續)

7. VIE股權擁有人之配偶訂立之配偶承諾函(各VIE股權擁有人之配偶已個別簽立配偶承諾函)。各VIE股權擁有人之配偶不可撤回地同意：
- (i) VIE股權擁有人持有之所有OPCO股權及該等股權產生之所有利益不會構成彼等夫妻共有財產之任何部分；
  - (ii) OPCO股權產生之所有利益屬於VIE股權擁有人，並可由VIE股權擁有人以任何形式處置而毋須獲得其配偶同意；
  - (iii) VIE股權擁有人可簽立相關VIE合約之任何補充文件而毋須獲得其配偶簽署、確認、同意及批准；及
  - (iv) 倘彼等就任何原因取得VIE股權擁有人持有之任何OPCO股權，彼等會受到相關VIE合約約束。

### 有關合約安排之風險以及本公司為減低風險採取之行動

以下為有關合約安排之風險。有關風險之進一步詳情載於本公司日期為二零一七年四月二十八日之通函。

- 中國政府可能裁定VIE合約不符合適用法規
- VIE合約在提供對OPCO控制權方面之效用可能不及直接擁有權
- VIE股權擁有人可能與本集團存在潛在利益衝突

## CONTRACTUAL ARRANGEMENTS (continued)

### Risks associated with the Contractual Arrangements and actions taken by the Company to mitigate the risks (continued)

- Certain provisions in the VIE Contracts may not be enforceable under the PRC laws
- The Contractual Arrangement under the VIE Contracts may be subject to the scrutiny of the PRC tax authorities and additional tax may be imposed
- The Group does not have any insurance which covers the risks relating to the VIE Contracts and the transactions contemplated thereunder
- WFOE's ability to acquire the equity interests in the OPCO may be subject to various limitations and substantial costs
- Economic risks the WFOE bears as the primary beneficiary of the OPCO, financial support to the OPCO and potential exposure of Loozee to losses
- Uncertainty to the Group when the foreign ownership restriction in value-added telecommunications services is relaxed

In order to mitigate the risks of the Contractual Arrangements, the Company adopted a series of internal control measures including, among others, appointing an executive director or senior management to the board of the OPCO (the “**Responsible Director**”) to enforce all management controls of the OPCO. As at the date of this interim report, Mr. LI Feng\* (李鋒) has been appointed as the Responsible Director and he conducted regular site visits to the OPCO and conducted interviews with the relevant senior management of the OPCO every six months and submitted the interview notes to the designated Director of the Board.

\* For identification purpose only

## 合約安排(續)

### 有關合約安排之風險以及本公司為減低風險採取之行動(續)

- 根據中國法律，VIE合約若干條文未必可強制執行
- VIE合約項下合約安排可能須受中國稅務機關審查及可能須繳納額外稅項
- 本集團並無就與VIE合約及其項下擬進行交易有關之風險投保
- WFOE收購OPCO股權之能力可能面對多項限制及產生龐大成本
- WFOE作為OPCO之主要受益對象所承擔之經濟風險、對OPCO之財務支持及Loozee可能蒙受之損失
- 當增值電信服務之外資所有權限制放寬時，本集團或須面對不確定因素

為減低合約安排之風險，本公司已採納一系列內部監控措施，包括(其中包括)委任一名執行董事或高級管理層加入OPCO董事會(「**負責董事**」)，主要負責執行OPCO所有管理監控事宜。於本中期報告日期，李鋒先生已獲委任為負責董事，彼定期巡視OPCO及每隔六個月與OPCO相關高級管理層會面，並向董事會指定董事呈交會面筆記。

\* 僅供識別

## CONTRACTUAL ARRANGEMENTS *(continued)*

### Risks associated with the Contractual Arrangements and actions taken by the Company to mitigate the risks *(continued)*

The Responsible Director will also consult the Company's PRC legal adviser (the "PRC Legal Adviser") from time to time to check if there are any legal developments in the PRC affecting the arrangement contemplated under the VIE Contracts, and immediately report to the designated Director of the Board thereafter so as to allow the Board to determine if any modification or amendment is required to be made.

### Requirements related to Contractual Arrangements (other than relevant foreign ownership restrictions)

1. As advised by the PRC Legal Adviser, the VIE Contracts do not violate mandatory provisions of laws and regulations of validity nature, including those applicable to the business of the WFOE and the OPCO, and the articles of association of the WFOE and the OPCO. The VIE Contracts are legally binding on each relevant party to the VIE Contracts and shall not be deemed as "concealing illegal intentions with a lawful form" and void under the PRC contract law. The GAAP's Notice 13 prohibits foreign investors from using any agreements or contractual agreements to gain control of or operate an online game business in the PRC. Taking into account that details of the implementation and the scope for execution of the GAAP's Notice 13 have not yet been issued by the relevant authorities and based on confirmations by the relevant authorities in the interviews with the same, the PRC Legal Adviser is of the view that the VIE Contracts would not constitute a violation of the GAAP's Notice 13. The WFOE had not encountered any interference or encumbrance from any governing bodies in operating its business through the OPCO under the VIE Contracts.

## 合約安排 *(續)*

### 有關合約安排之風險以及本公司為減低風險採取之行動 *(續)*

負責董事亦將不時諮詢本公司之中國法律顧問(「中國法律顧問」)，以核實有否存在任何中國法律進展足以影響VIE合約項下擬進行安排，並向董事會指定董事即時匯報以便董事會決定是否需要作出任何更改或修訂。

### 有關合約安排之規定(有關外資所有權限制除外)

1. 中國法律顧問表示，VIE合約並無違反法律及法規的效力性之強制性規定(包括WFOE及OPCO業務所適用者)以及WFOE及OPCO之組織章程細則。VIE合約對VIE合約之各有關訂約方均具有法律約束力，且不應視為「以合法形式掩蓋非法目的」及於中國合同法下無效。新聞出版總署13號通知禁止外國投資者透過任何協議或合同協議於中國控制或經營網絡遊戲業務。由於有關當局尚未頒佈執行新聞出版總署13號通知之細節及範圍，加上考慮到有關當局在面談過程中就此作出之確認，中國法律顧問認為VIE合約不會構成違反新聞出版總署13號通知。WFOE根據VIE合約透過OPCO經營業務時並無面對任何監管機構之干預或阻撓。

## CONTRACTUAL ARRANGEMENTS (continued)

### Requirements related to Contractual Arrangements (other than relevant foreign ownership restrictions) (continued)

2. The VIE Contracts are governed by and will be construed in accordance with the PRC laws and contain a provision for resolving disputes by arbitration at South China International Economic and Trade Arbitration Commission\* (華南國際經濟貿易仲裁委員會) in accordance with its arbitration rules. The VIE Contracts provide that the arbitration tribunal may award remedies over the equity interests or assets of the OPCO, injunctive relief (e.g. for the conduct of business or to compel the transfer of assets) or order the winding up of the OPCO. The VIE Contracts also include a clause in relation to dispute resolution among the parties where, when awaiting the formation of the arbitration tribunal or otherwise under appropriate conditions, the parties thereto may seek temporary injunctive relief or other temporary remedies from the courts in Hong Kong, Bermuda, the PRC and the locations where the principal assets of the Company or the OPCO are located. However, the PRC Legal Adviser is of the view that pursuant to the PRC laws, the arbitration tribunal may have no power to grant the aforementioned remedies or injunctive relief or to order the winding up of the OPCO. In addition, even though the VIE Contracts provide that overseas courts (e.g. courts in Hong Kong and Bermuda) shall have the power to grant certain relief or remedies, such relief or remedies may not be recognised or enforced under the PRC laws.

\* For identification purpose only

## 合約安排(續)

### 有關合約安排之規定(有關外資所有權限制除外)(續)

2. VIE合約受中國法律規管及將按其詮釋，並載有根據仲裁規則於華南國際經濟貿易仲裁委員會以仲裁形式解決爭議之條文。VIE合約規定，仲裁庭可就OPCO之股權或資產頒佈補救措施、禁令濟助(例如就經營業務或強制轉讓資產)或頒令OPCO清盤。VIE合約亦載有條文解決訂約方之間爭議，據此，當等候仲裁庭成立或在適當情況下，相關訂約方可向香港、百慕達、中國及本公司或OPCO主要資產所在地之法院尋求臨時禁令濟助或其他臨時補救措施。然而，中國法律顧問認為，根據中國法律，仲裁庭可能無權授出上述補救措施或禁令濟助或頒令OPCO清盤。此外，即使VIE合約規定海外法院(例如香港及百慕達法院)有權授出若干濟助或補救措施，該等濟助或補救措施未必可根據中國法律予以承認或強制執行。

\* 僅供識別

## CONTRACTUAL ARRANGEMENTS *(continued)*

### The Subject Persons Undertaking

Each of Mr. ZHOU Xijian, Mr. ZHANG Qi and Mr. ZHOU Congwei (collectively, the “Subject Persons”) has undertaken to the Company that (the “Subject Persons Undertaking”), after completion:

- (i) he shall maintain his PRC nationality so as to be qualified as a “PRC investor”; and
- (ii) he shall only dispose of any of his interest in the shares, if:
  - (a) after such disposal, the Company shall still be considered as “controlled” by “PRC investors”;
  - (b) all the other Subject Persons have given their written consent to such disposal; and
  - (c) where the disposal would result in the Subject Persons together holding not more than 50% voting rights in the Company, the transferee in such a disposal must:
    - (1) be a “PRC investor”; and
    - (2) provide the same undertaking to the Company as the Subject Persons did.

Prior to such disposal, the Subject Persons must demonstrate to the satisfaction of the Company and The Stock Exchange of Hong Kong Limited (“HK Stock Exchange”) that the Company shall remain “controlled” by “PRC investors” after such disposal.

The aforesaid undertakings were made to the Company solely for the purpose of complying with the relevant foreign investment laws and related laws applicable to the Group from time to time in connection with domestic investment and shall remain effective until compliance with the relevant foreign investment laws and related laws is not required and shall only be terminated subject to the approval of the Company and that the Subject Persons can demonstrate to the satisfaction of the Company and the HK Stock Exchange that the Group is no longer required to comply with the relevant foreign investment laws and related laws in relation to domestic investment.

## 合約安排 *(續)*

### 有關人士承諾

周希儉先生、張琦先生及周聰偉先生(統稱「有關人士」)各自已向本公司承諾(「有關人士承諾」)，於完成後：

- (i) 彼將維持其中國國籍，以符合「中國投資者」資格；及
- (ii) 彼只在以下情況方會出售其於股份之任何權益：
  - (a) 於出售有關股份後本公司仍被視為受「中國投資者」控制；
  - (b) 所有其他有關人士均已書面同意進行有關出售；及
  - (c) 倘出售將導致有關人士合共持有本公司之投票權不超過50%，有關出售事項之承讓人必須：
    - (1) 為「中國投資者」；及
    - (2) 向本公司作出與有關人士相同之承諾。

於進行有關出售事項前，有關人士必須向本公司及香港聯合交易所有限公司(「香港聯交所」)證明並令其信納本公司將於有關出售事項後仍受「中國投資者」控制。

上述承諾純粹就遵守相關外商投資法律及不時適用於本集團有關國內投資之相關法律而向本公司作出，並將維持有效直至毋須遵守相關外商投資法律及相關法律為止，並只能在本公司批准及有關人士能向本公司及香港聯交所證明並令其信納本集團再毋須就國內投資遵守相關外商投資法律及相關法律之前提下方可終止。

## CONTRACTUAL ARRANGEMENTS (continued)

### The Subject Persons Undertaking (continued)

Each of the Subject Persons confirmed to the Company that they had complied with the undertaking for the period from the completion of acquisition, up to and until 30 June 2019.

### The Company's Undertaking

The Company has undertaken to the HK Stock Exchange (the "Company's Undertaking") that:

1. the Company shall at all times enforce the letters of undertakings provided by the Subject Persons; and
2. save for any issue of new shares pursuant to the exercise of any share options, the Company shall not issue any new shares to any person(s) who is/are not the Subject Persons, whether pursuant to the specific mandate and/or the general mandate from the shareholders, unless the following conditions are satisfied: (i) the aggregate shareholdings of all the Subject Persons would represent not less than 50% (or such other percentage shareholding in the Company as required by applicable PRC laws and regulations from time to time as confirmed in writing by the Company's PRC Legal Adviser to ensure "control" of the Company as defined in and for the purpose of the draft PRC Foreign Investment Law\* (《中華人民共和國外國投資法(草案徵求意見稿)》) and the Explanation on the draft PRC Foreign Investment Law\* (《關於〈中華人民共和國外國投資法(草案徵求意見稿)〉的說明》) (collectively, the "Draft Law") so that the VIE Contracts continue to be in full force and effect) of the enlarged issued share capital of the Company, assuming all share options have been fully exercised, upon completion of such issue of shares; and (ii) the HK Stock Exchange has confirmed in writing that it has no objection to the proposed issue of shares. If so requested by the HK Stock Exchange, the Company shall provide to the HK Stock Exchange with a legal opinion issued by a PRC legal adviser for its assessment of the implications (if any) of the proposed issue of shares under the Draft Law.

\* For identification purpose only

## 合約安排(續)

### 有關人士承諾(續)

各有關人士已向本公司確認，彼等自完成收購起直至二零一九年六月三十日止期間一直遵守有關承諾。

### 本公司之承諾

本公司向香港聯交所承諾(「本公司之承諾」)：

1. 本公司一直令有關人士所提供承諾函生效；及
2. 除因行使任何購股權而發行之任何新股份外，本公司不得向並非有關人士之任何人士發行任何新股份(不論根據股東之特別授權及／或一般授權)，惟達成以下條件則除外：(i) 假設於完成相關股份發行後，所有購股權已獲全面行使，全體有關人士之股權總數不少於本公司經擴大已發行股本之50%(或適用中國法律及法規不時規定於本公司股權之其他百分比，並經本公司之中國法律顧問書面確認，確保本公司之「控制權」(定義見《中華人民共和國外國投資法(草案徵求意見稿)》及《關於〈中華人民共和國外國投資法(草案徵求意見稿)〉的說明》(統稱「**草案徵求意見稿**」)及就草案徵求意見稿而言)，以使VIE合約持續全面生效及有效)；及(ii) 香港聯交所已書面確認，其並不反對建議發行股份。倘香港聯交所要求，本公司將根據草案徵求意見稿向香港聯交所提供中國法律顧問就其對建議發行股份之涵義(如有)評估而發出之法律意見。

\* 僅供識別

## **CONTRACTUAL ARRANGEMENTS** *(continued)*

### **The Company's Undertaking** *(continued)*

The Company's Undertaking shall continue in full force and effect unless and until the Company is no longer required to comply with the relevant PRC laws and regulations governing the VIE Contracts and the HK Stock Exchange has given its written consent for the termination of the Company's Undertaking.

The Company confirmed that it had complied with the Company's Undertaking for the period from the completion of acquisition, up to and until 30 June 2019.

## **MATERIAL CHANGES**

Save as disclosed above, there had not been any material change in the Contractual Arrangements and/or the circumstances under which they were adopted for the six months ended 30 June 2019.

## **UNWINDING OF THE CONTRACTUAL ARRANGEMENTS**

Pursuant to the relevant provisions of the VIE Contracts, the WFOE has the right to unwind the VIE Contracts as soon as the relevant PRC laws allow the WFOE to register itself as the shareholder of the OPCO. The VIE Equity Owners have also undertaken that in the event the relevant PRC laws allow the WFOE to operate the business of the OPCO without the VIE Contracts in the future, they shall unwind the VIE Contracts and return any consideration received if the WFOE or its designated party acquires the equity interests in the OPCO from them.

Up to 30 June 2019, there had not been any unwinding of any Contractual Arrangements, nor had there been any failure to unwind any Contractual Arrangements when the restrictions that led to the adoption of the Contractual Arrangements are removed.

## **合約安排** *(續)*

### **本公司之承諾** *(續)*

除非及直至本公司再毋須遵守規管VIE合約之相關中國法律及法規以及香港聯交所已發出書面同意終止本公司之承諾，否則本公司之承諾將持續全面生效及有效。

本公司確認，其自完成收購起直至二零一九年六月三十日止期間一直遵守本公司之承諾。

## **重大變動**

除上文所披露者外，於截至二零一九年六月三十日止六個月，合約安排及／或採用該等安排之情況概無出現任何重大變動。

## **解除合約安排**

根據VIE合約之相關條文，只要中國相關法律容許WFOE自行登記為OPCO之股東，則WFOE有權解除VIE合約。VIE股權擁有人亦承諾，倘中國相關法律日後容許WFOE毋須透過VIE合約經營OPCO旗下業務，VIE股權擁有人將解除VIE合約並退還任何已收代價，前提為WFOE或其指定人士須向彼等收購OPCO之股權。

截至二零一九年六月三十日，概無解除任何合約安排，亦無任何導致採納合約安排之限制經移除後無法解除任何合約安排之情況。

## SHARE OPTION SCHEME

The Company adopted the 2011 Share Option Scheme pursuant to an ordinary resolution passed at the annual general meeting of the Company on 29 August 2011. The 2011 Share Option Scheme will remain in force for a period of 10 years up to 2021. Under the 2011 Share Option Scheme, the Board or a committee thereof may grant options to eligible persons to subscribe for shares in the Company at a price per share of at least the higher of (i) the closing price of a share as stated in the daily quotation sheets issued by the HK Stock Exchange on the date of the offer of the relevant option; and (ii) the average closing price of the shares as stated in the daily quotation sheets issued by the HK Stock Exchange for the five business days immediately preceding the date of offer, provided that the exercise price shall in no event be less than the nominal amount of one share. Written acceptance is required on acceptance of the grant of options. The maximum number of shares which may be issued upon the exercise of all outstanding options granted under the 2011 Share Option Scheme and any other scheme to be adopted by the Company from time to time must not in aggregate exceed 30% of the share capital of the Company in issue from time to time. The Company has no legal or constructive obligation to repurchase or settle the share options in cash.

No share option was granted during the six months ended 30 June 2019 and no share option was outstanding as at 30 June 2019.

## DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 June 2019, the interests and short positions of the Directors and Chief Executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") (Cap. 571, Laws of Hong Kong)) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules, to be notified to the Company and the HK Stock Exchange, were as follows:

## 購股權計劃

本公司已根據於二零一一年八月二十九日在本公司股東週年大會上通過之一項普通決議案採納二零一一年購股權計劃。二零一一年購股權計劃將一直有效至二零二一年止，為期十年。根據二零一一年購股權計劃，董事會或董事委員會可將購股權授予合資格人士以認購本公司股份，每股認購價最少為(i)香港聯交所發佈之每日報價表所列股份於有關購股權批授日期當日之收市價；及(ii)香港聯交所發佈之每日報價表所列股份於緊接批授日期前五個營業日之平均收市價(以較高者為準)，惟行使價無論如何不得低於一股股份之面值。合資格人士於接納購股權時須提供書面接納。根據二零一一年購股權計劃及本公司不時將予採納之任何其他計劃已授出但尚未行使之所有購股權獲行使時可發行之股份總數上限，合共不得超逾本公司不時已發行股本之30%。本公司並無法定或推定責任以現金購回或償付購股權。

截至二零一九年六月三十日止六個月並無授出購股權，且於二零一九年六月三十日並無購股權尚未行使。

## 董事於本公司及其相聯法團之股份、相關股份及債券中之權益

於二零一九年六月三十日，本公司之董事及行政總裁於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)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條存置之登記冊之權益及淡倉，或根據上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及香港聯交所之權益及淡倉如下：



**DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS** (continued)

董事於本公司及其相聯法團之股份、相關股份及債券中之權益(續)

(a) Interests and short positions in the shares of the Company and its associated corporations

(a) 於本公司及其相聯法團之股份中之權益及淡倉

Name of Directors	Capacity	Number and class of securities (Note 1)	Approximate percentage shareholding in the same class of securities as at 30 June 2019 (Note 3) 於二零一九年六月三十日 在同類別證券中之股權概約百分比 (附註3)
董事姓名	身份	證券數目及類別 (附註1)	
<b>The Company</b>			
本公司			
ZHOU Xijian 周希儉	Interest of controlled corporations (Note 2) 受控制法團之權益 (附註2)	664,121,427 ordinary shares 普通股 (L)	43.99%
WONG Hing Lin, Dennis 黃慶年	Beneficial owner 實益擁有人	3,750,000 ordinary shares 普通股 (L)	0.25%
WANG Arthur Minshiang 王敏祥	Beneficial owner 實益擁有人	390,000 ordinary shares 普通股 (L)	0.03%
<b>Associated corporation — Daohe Global Investment Holding Limited (“Daohe Global Investment”)</b> (Note 2)			
相聯法團 — 道和環球投資控股有限公司(「道和環球投資」)(附註2)			
ZHOU Xijian 周希儉	Beneficial owner 實益擁有人	8,000 ordinary shares 普通股 (L)	80%

## DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (continued)

### (a) Interests and short positions in the shares of the Company and its associated corporations (continued)

Notes:

- (1) The letter "L" represents long position in the shares.
- (2) Of these shares, (i) Sino Remittance Holding Limited ("**Sino Remittance**") owned 512,250,000 shares, (ii) Fame City Developments Limited ("**Fame City**") owned 59,690,535 shares, (iii) Oceanic Force Limited ("**Oceanic Force**") owned 92,042,892 shares and (iv) Winning Port International Limited ("**Winning Port**") owned 138,000 shares. Sino Remittance, Fame City, Oceanic Force and Winning Port are wholly-owned subsidiaries of Daohe Global Investment, which is in turn held by Mr. ZHOU Xijian (Director of the Company) and Mr. ZHANG Qi (former director of the Company) as to 80% and 20% respectively. As such, Mr. ZHOU Xijian was deemed to be interested in the shares of the Company in which Sino Remittance, Fame City, Oceanic Force and Winning Port were interested by virtue of the provisions of Part XV of the SFO.
- (3) Calculated on the basis of 1,509,592,701 shares in issue as at 30 June 2019.

Save as disclosed in the foregoing, as at 30 June 2019, none of the Directors or Chief Executive of the Company or their respective close associates 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) as recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and the HK Stock Exchange pursuant to the Model Code.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the period under review was the Company, or any of its subsidiaries a party to any arrangements to enable the Directors (including their spouses and children under 18 years of age) to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## 董事於本公司及其相聯法團之股份、相關股份及債券中之權益(續)

### (a) 於本公司及其相聯法團之股份中之權益及淡倉(續)

附註：

- (1) 「L」乃指股份中之好倉。
- (2) 於該等股份中，(i)華匯控股有限公司(「**華匯**」)擁有512,250,000股，(ii)Fame City Developments Limited(「**Fame City**」)擁有59,690,535股，(iii)Oceanic Force Limited(「**Oceanic Force**」)擁有92,042,892股，及(iv)Winning Port International Limited(「**Winning Port**」)擁有138,000股。華匯、Fame City、Oceanic Force及Winning Port均為道和環球投資之全資附屬公司，而道和環球投資由本公司董事周希儉先生及本公司前董事張琦先生分別持有80%及20%權益。因此，根據證券及期貨條例第XV部之條文，周希儉先生被視為擁有華匯、Fame City、Oceanic Force及Winning Port所持有之本公司股份權益。
- (3) 按於二零一九年六月三十日之已發行股份1,509,592,701股計算。

除上文所披露者外，於二零一九年六月三十日，本公司之董事或行政總裁或彼等各自之緊密聯繫人概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)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條存置之登記冊之權益或淡倉，或根據標準守則須知會本公司及香港聯交所之權益或淡倉。

## 董事購買股份或債券之權利

除上文所披露者外，於回顧期內任何時間，本公司或其任何附屬公司概無參與訂立任何安排以使董事(包括彼等之配偶及未滿18歲之子女)可藉購入本公司或任何其他法團之股份或債券而獲取利益。

## INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 30 June 2019, the following shareholders (other than the Directors and Chief Executive of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

## 主要股東之權益及淡倉

於二零一九年六月三十日，下列股東(本公司董事及行政總裁除外)於本公司之股份及相關股份中擁有須記入本公司根據證券及期貨條例第336條存置之登記冊之權益或淡倉：

Name of substantial shareholders	Capacity	Number of shares of the Company held (Note 1) 持有本公司股份數目 (附註1)	Approximate percentage of interests in the Company (Note 4) 於本公司之權益概約百分比 (附註4)
主要股東姓名／名稱	身份		
Sino Remittance 華匯	Beneficial owner (Note 2) 實益擁有人(附註2)	512,250,000 (L)	33.93%
Oceanic Force	Beneficial owner (Note 2) 實益擁有人(附註2)	92,042,892 (L)	6.10%
Daohe Global Investment 道和環球投資	Interest of controlled corporations (Note 2) 受控制法團之權益(附註2)	664,121,427 (L)	43.99%
Leqian Investment Limited	Beneficial owner (Note 3) 實益擁有人(附註3)	178,875,000 (L)	11.85%
ZHOU Congwei 周聰偉	Interest of controlled corporation (Note 3) 受控制法團之權益(附註3)	178,875,000 (L)	11.85%
TSANG Chun Ho, Anthony 曾俊豪	Beneficial owner 實益擁有人	77,625,000 (L)	5.14%

## INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS (continued)

Notes:

- (1) The letter "L" represents long position in the shares.
- (2) Of these shares, (i) Sino Remittance owned 512,250,000 shares, (ii) Fame City owned 59,690,535 shares, (iii) Oceanic Force owned 92,042,892 shares and (iv) Winning Port owned 138,000 shares. Each of Sino Remittance, Fame City, Oceanic Force and Winning Port are wholly-owned subsidiaries of Daohe Global Investment. As such, Daohe Global Investment was deemed to be interested in the shares of the Company in which Sino Remittance, Fame City, Oceanic Force and Winning Port were interested by virtue of the provisions of Part XV of the SFO.
- (3) Mr. ZHOU Congwei was deemed to be interested in the shares of the Company held by Leqian Investment Limited, a company wholly-owned by Mr. ZHOU Congwei by virtue of the provisions of Part XV of the SFO.
- (4) Calculated on the basis of 1,509,592,701 shares in issue as at 30 June 2019.

Save as disclosed above, as at 30 June 2019, the Company had not been notified of any interests or short positions in the shares and underlying shares of the Company which are required to be recorded in the register required to be kept by the Company under Section 336 of the SFO.

## INTERIM DIVIDEND

The Board resolved not to declare the payment of any interim dividend for the six months ended 30 June 2019 (2018: Nil).

## PURCHASE, SALE OR REDEMPTION OF SHARES

During the six months ended 30 June 2019, neither the Company nor any of its subsidiaries purchased, sold or redeemed any listed securities of the Company.

## 主要股東之權益及淡倉 (續)

附註：

- (1) 「L」乃指股份中之好倉。
- (2) 於此等股份中，(i)華匯擁有512,250,000股，(ii)Fame City擁有59,690,535股，(iii)Oceanic Force擁有92,042,892股，及(iv)Winning Port擁有138,000股。華匯、Fame City、Oceanic Force及Winning Port均為道和環球投資之全資附屬公司。因此，根據證券及期貨條例第XV部之條文，道和環球投資被視為擁有華匯、Fame City、Oceanic Force及Winning Port所持有之本公司股份權益。
- (3) 根據證券及期貨條例第XV部之條文，周聰偉先生被視為擁有彼全資擁有之公司Leqian Investment Limited所持有本公司股份權益。
- (4) 按於二零一九年六月三十日之已發行股份1,509,592,701股計算。

除上文所披露者外，於二零一九年六月三十日，本公司並無獲悉任何於本公司之股份及相關股份中擁有須記入本公司根據證券及期貨條例第336條存置之登記冊之權益或淡倉。

## 中期股息

董事會議決不就截至二零一九年六月三十日止六個月宣派任何中期股息(二零一八年：無)。

## 購買、出售或贖回股份

截至二零一九年六月三十日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

## AUDIT COMMITTEE

The audit committee of the Company has reviewed the accounting policies adopted by the Group including review of the unaudited condensed consolidated interim financial information of the Group for the six months ended 30 June 2019. Such condensed consolidated interim financial information has not been audited but has been reviewed by the Company's independent auditor.

## CORPORATE GOVERNANCE

The Company has complied with all the applicable code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Listing Rules throughout the six months ended 30 June 2019, save for the deviation as described below:

Code Provision E.1.2 of the CG Code requires the Chairman of the Board to attend the annual general meeting held on 31 May 2019 (the "2019 AGM"). Due to other business commitments, Mr. ZHOU Xijian was not able to attend the 2019 AGM. Mr. HO Chi Kin, an Executive Director, the Chief Financial Officer and the Company Secretary of the Company, acted as the Chairman of the 2019 AGM to ensure that an effective communication was carried out with the shareholders of the Company.

## UPDATE ON DIRECTORS' INFORMATION PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

On 16 April 2019, Mr. LONG Liping was appointed as an Executive Director and a member of the executive committee of the Company. Subsequent to the publication of the announcement dated 16 April 2019, Mr. LONG Liping has been appointed as president (finance) of Zhong Xing Yong He Investments Co. Ltd.\* (中興永和投資有限公司).

Save as disclosed above, the Company is not aware of any other information which is required to be disclosed in this interim report pursuant to Rule 13.51B(1) of the Listing Rules.

\* For identification purpose only

## 審核委員會

本公司審核委員會已審閱本集團所採納的會計政策，包括審閱本集團截至二零一九年六月三十日止六個月之未經審核簡明綜合中期財務資料。有關的簡明綜合中期財務資料未經審核，惟已獲本公司獨立核數師審閱。

## 企業管治

截至二零一九年六月三十日止六個月期間，本公司已遵守上市規則附錄 14 所載企業管治守則（「企業管治守則」）內所有適用守則條文，惟以下偏離情況除外：

企業管治守則守則條文第 E.1.2 條規定董事會主席須出席於二零一九年五月三十一日舉行之股東週年大會（「二零一九年股東週年大會」）。周希檢先生因其他事務在身而未能出席二零一九年股東週年大會。本公司執行董事、財務總監兼公司秘書何致堅先生已擔任二零一九年股東週年大會主席，以確保本公司與本公司股東進行有效溝通。

## 根據上市規則第 13.51B(1) 條的規定更新董事資料

於二零一九年四月十六日，龍利平先生獲委任為本公司執行董事及執行委員會成員。於刊發日期為二零一九年四月十六日的公告後，龍利平先生獲委任為中興永和投資有限公司的財務總裁。

除上文所披露者外，本公司並不知悉根據上市規則第 13.51B(1) 條須於本中期報告中披露的任何其他資料。

\* 僅供識別

## MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as its model code for securities transactions by the Directors. The Company, having made specific enquiries, obtained confirmations from all the Directors that they have complied with the required standards set out in the Model Code throughout the six months ended 30 June 2019.

The Company has also established written guidelines on no less exacting terms than the Model Code (the “**Employees Written Guidelines**”) for securities transactions by relevant employees who are likely to possess unpublished inside information in relation to the Company or its securities. No incident of non-compliance of the Employees Written Guidelines by the relevant employees was noted by the Company throughout the six months ended 30 June 2019.

By Order of the Board

**ZHOU Xijian**

*Chairman and Non-executive Director*

Hong Kong, 23 August 2019

## 進行證券交易之標準守則

本公司已採納上市規則附錄10所載標準守則，作為董事進行證券交易之標準守則。本公司經作出特定查詢後，獲全體董事確認，於截至二零一九年六月三十日止六個月內，彼等已遵守標準守則所載之規定準則。

就可能擁有與本公司或其證券相關之未經公佈內幕消息之有關僱員進行證券交易，本公司亦已制定不遜於標準守則所載條款之書面指引(「**僱員書面指引**」)。於截至二零一九年六月三十日止六個月期間，本公司沒有發現有關僱員違反僱員書面指引。

承董事會命

**周希檢**

*主席兼非執行董事*

香港，二零一九年八月二十三日

# Corporate Information

## 公司資料

### NON-EXECUTIVE DIRECTOR

ZHOU Xijian (*Chairman*)

### EXECUTIVE DIRECTORS

WONG Hing Lin, Dennis

(*Chief Executive Officer and President*)

HO Chi Kin (*Chief Financial Officer*)

LONG Liping (*appointed on 16 April 2019*)

### INDEPENDENT NON-EXECUTIVE DIRECTORS

WANG Arthur Minshiang

LAU Shu Yan

ZHANG Huijun

### EXECUTIVE COMMITTEE

WONG Hing Lin, Dennis (*Chairman of the Committee*)

HO Chi Kin

LONG Liping (*appointed on 16 April 2019*)

### AUDIT COMMITTEE

LAU Shu Yan (*Chairman of the Committee*)

WANG Arthur Minshiang

ZHANG Huijun

### REMUNERATION COMMITTEE

WANG Arthur Minshiang (*Chairman of the Committee*)

ZHOU Xijian

ZHANG Huijun

### NOMINATION COMMITTEE

ZHOU Xijian (*Chairman of the Committee*)

WANG Arthur Minshiang

ZHANG Huijun

### COMPANY SECRETARY

HO Chi Kin

### 非執行董事

周希儉(主席)

### 執行董事

黃慶年

(*行政總裁及總裁*)

何致堅(財務總監)

龍利平(於二零一九年四月十六日獲委任)

### 獨立非執行董事

王敏祥

劉樹人

張會軍

### 執行委員會

黃慶年(委員會主席)

何致堅

龍利平(於二零一九年四月十六日獲委任)

### 審核委員會

劉樹人(委員會主席)

王敏祥

張會軍

### 薪酬委員會

王敏祥(委員會主席)

周希儉

張會軍

### 提名委員會

周希儉(委員會主席)

王敏祥

張會軍

### 公司秘書

何致堅

**REGISTERED OFFICE**

Clarendon House, 2 Church Street,  
Hamilton HM 11, Bermuda

**HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS**

1123,  
Kowloonbay International Trade & Exhibition Centre,  
1 Trademart Drive,  
Kowloon Bay, Kowloon,  
Hong Kong

**PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE**

Conyers Corporate Services (Bermuda) Limited  
Clarendon House, 2 Church Street,  
Hamilton HM 11, Bermuda

**HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE**

Tricor Standard Limited  
Level 54, Hopewell Centre,  
183 Queen's Road East, Hong Kong

**AUDITOR**

Ernst & Young  
22nd Floor, CITIC Tower, 1 Tim Mei Avenue,  
Central, Hong Kong

**PRINCIPAL BANKERS**

Standard Chartered Bank (Hong Kong) Limited  
Citibank, N.A.

**註冊辦事處**

Clarendon House, 2 Church Street,  
Hamilton HM 11, Bermuda

**總辦事處及主要營業地點**

香港  
九龍九龍灣  
展貿徑一號  
九龍灣國際展貿中心  
1123室

**股份過戶登記總處**

Conyers Corporate Services (Bermuda) Limited  
Clarendon House, 2 Church Street,  
Hamilton HM 11, Bermuda

**股份過戶登記處  
香港分處**

卓佳標準有限公司  
香港皇后大道東183號  
合和中心54樓

**核數師**

安永會計師事務所  
香港中環  
添美道1號中信大廈22樓

**主要往來銀行**

渣打銀行(香港)有限公司  
花旗銀行



# Shareholder Information

## 股東資料

Listing : Listed on the Main Board of  
The Stock Exchange of Hong Kong Limited  
since 10 May 2002

Stock Code : 915

Board Lot : 1,000

Par Value : One and one third US cents

Trading Currency : HK\$

上市 : 由二零零二年五月十日起  
於香港聯合交易所有限公司  
主板上市

股份代號 : 915

買賣單位 : 1,000

面值 : 一又三分之一美仙

交易貨幣 : 港元

### SHAREHOLDER SERVICES

For enquiries about share transfer and registration, please contact the Company's Hong Kong branch share registrar:

Tricor Standard Limited  
Level 54, Hopewell Centre,  
183 Queen's Road East,  
Hong Kong

Telephone : (852) 2980 1768

Facsimile : (852) 2528 3158

### 股東服務

任何有關股份過戶及登記之查詢，請聯絡本公司之股份過戶登記處香港分處：

卓佳標準有限公司  
香港  
皇后大道東183號  
合和中心54樓

電話 : (852) 2980 1768

傳真 : (852) 2528 3158

Holders of the Company's shares should notify the Hong Kong branch share registrar promptly of any change of addresses.

本公司股份持有人若更改地址，請盡快通知本公司之股份過戶登記處香港分處。

### INVESTOR RELATIONS

For enquiries relating to investor relations, please contact:

Daohe Global Group Limited  
1123,  
Kowloonbay International Trade & Exhibition Centre,  
1 Trademart Drive,  
Kowloon Bay, Kowloon,  
Hong Kong

Telephone : (852) 2993 5328

Facsimile : (852) 2993 5281

Email : [ir@daoheglobal.com.hk](mailto:ir@daoheglobal.com.hk)

Website : [www.daoheglobal.com.hk](http://www.daoheglobal.com.hk)

### 投資者關係

任何有關投資者關係之查詢，請聯絡：

道和環球集團有限公司  
香港  
九龍九龍灣  
展貿徑一號  
九龍灣國際展貿中心  
1123室

電話 : (852) 2993 5328

傳真 : (852) 2993 5281

電郵 : [ir@daoheglobal.com.hk](mailto:ir@daoheglobal.com.hk)

網站 : [www.daoheglobal.com.hk](http://www.daoheglobal.com.hk)

**DAOHE GLOBAL GROUP LIMITED**

道和環球集團有限公司

1123, Kowloonbay International Trade & Exhibition Centre,  
1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong  
香港九龍九龍灣展貿徑一號九龍灣國際展貿中心1123室

Tel 電話 : (852) 2993 5328

Fax 傳真 : (852) 2993 5288

Website 網站 : [www.daoheglobal.com.hk](http://www.daoheglobal.com.hk)