



FREEMAN FINTECH CORPORATION LIMITED

民眾金融科技控股有限公司

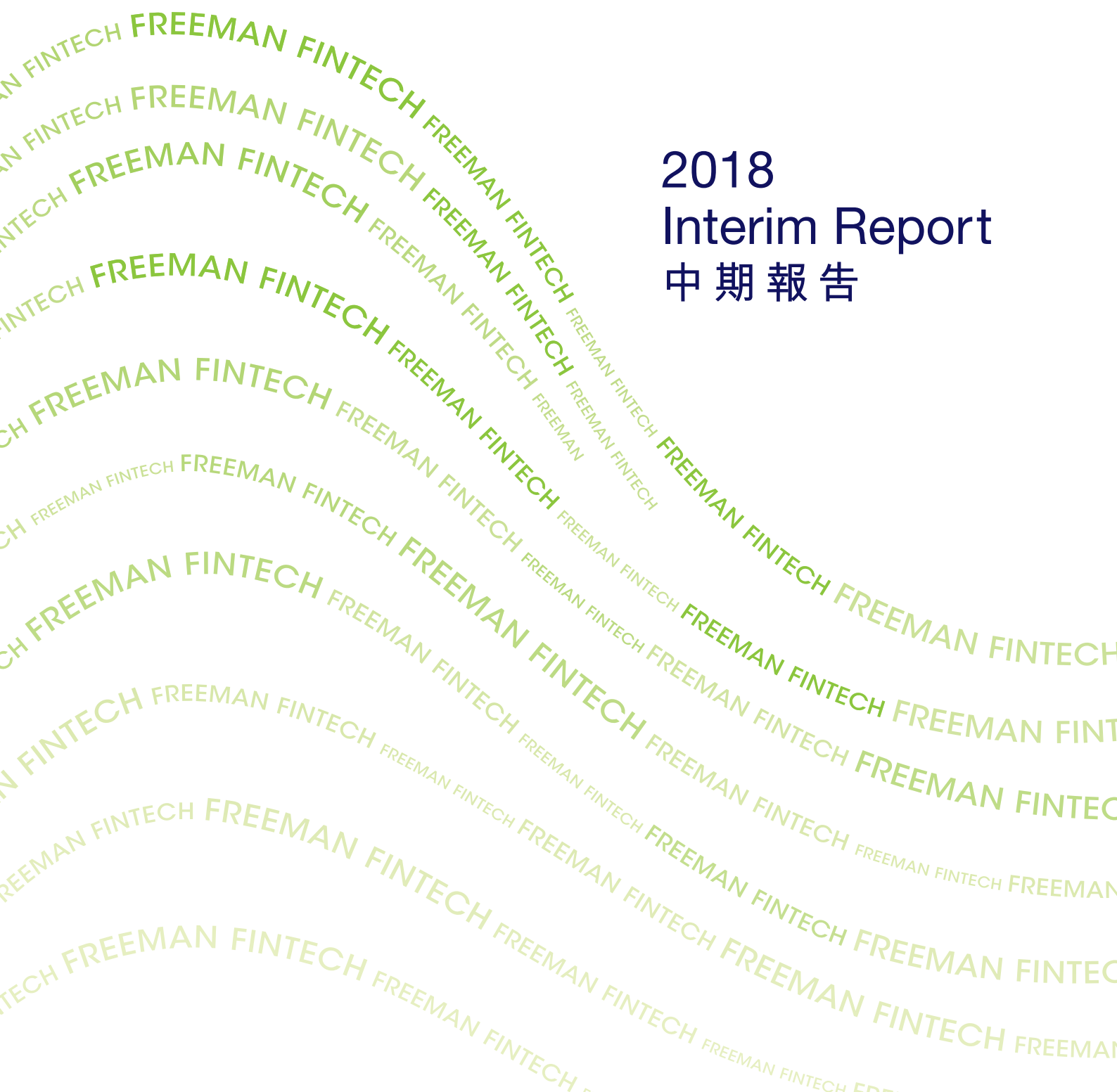
(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

HK Stock Code 香港股份代號: 279

(Since 1988) (自1988年)

2018 Interim Report 中期報告



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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Ye Ye (*Chairman*)

Mr. Yang Haoying (*Chief Executive Officer*)

Mr. Pun Hong Hai (*Chief Operating Officer*)
(appointed on 10 July 2018)

Ms. Chow Mun Yee

Mr. Zhao Tong

Mr. Wang Xiaodong (resigned on 18 May 2018)

Independent Non-Executive Directors

Mr. Cheung Wing Ping

Mr. An Dong

Mr. Fung Tze Wa

Mr. Wu Keli

AUDIT COMMITTEE

Mr. Cheung Wing Ping[#]

Mr. An Dong

Mr. Fung Tze Wa

Mr. Wu Keli

REMUNERATION COMMITTEE

Mr. Cheung Wing Ping[#]

Mr. An Dong

Mr. Fung Tze Wa

Mr. Wu Keli

NOMINATION COMMITTEE

Mr. Cheung Wing Ping[#]

Mr. An Dong

Mr. Fung Tze Wa

Mr. Wu Keli

COMPANY SECRETARY

Ms. Chow Mun Yee

AUDITOR

Crowe (HK) CPA Limited

9/F Leighton Centre

77 Leighton Road

Causeway Bay, Hong Kong

[#] Chairman of the relevant Board Committee

董事會

執行董事

叶焯先生 (*主席*)

楊浩英先生 (*行政總裁*)

潘康海先生 (*營運總監*)

(於二零一八年七月十日獲委任)

鄒敏兒小姐

趙彤先生

王曉冬先生 (於二零一八年五月十八日辭任)

獨立非執行董事

張榮平先生

安東先生

馮子華先生

巫克力先生

審核委員會

張榮平先生[#]

安東先生

馮子華先生

巫克力先生

薪酬委員會

張榮平先生[#]

安東先生

馮子華先生

巫克力先生

提名委員會

張榮平先生[#]

安東先生

馮子華先生

巫克力先生

公司秘書

鄒敏兒小姐

核數師

國富浩華 (香港) 會計師事務所有限公司

香港銅鑼灣

禮頓道77號

禮頓中心9樓

[#] 相關董事委員會之主席

LEGAL COUNSELS

Hong Kong

Winston & Strawn LLP
42nd Floor
Bank of China Tower
1 Garden Road
Hong Kong

Cayman Islands

Conyers Dill & Pearman
29th Floor, One Exchange Square
8 Connaught Place
Central, Hong Kong

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited

REGISTERED OFFICE

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

PRINCIPAL PLACE OF BUSINESS

38th Floor
Bank of China Tower
1 Garden Road
Hong Kong

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Secretaries Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

WEBSITE

<http://www.freeman279.com>

TRADING OF SHARES

The Stock Exchange of Hong Kong Limited
(Stock Code: 279)

法律顧問

香港

Winston & Strawn LLP
香港
花園道1號
中銀大廈
42樓

開曼群島

Conyers Dill & Pearman
香港中環
康樂廣場8號
交易廣場第一座29樓

主要往來銀行

香港上海滙豐銀行有限公司

註冊辦事處

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

主要營業地點

香港
花園道1號
中銀大廈
38樓

香港股份過戶登記分處

卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心22樓

網址

<http://www.freeman279.com>

股份買賣

香港聯合交易所有限公司
(股份代號: 279)





國富浩華（香港）會計師事務所有限公司
Crowe (HK) CPA Limited
香港 銅鑼灣 禮頓道77號 禮頓中心9樓
9/F Leighton Centre,
77 Leighton Road,
Causeway Bay, Hong Kong

TO THE BOARD OF DIRECTORS OF
FREEMAN FINTECH CORPORATION LIMITED
(incorporated in the Cayman Islands with limited liability)

INTRODUCTION

We have reviewed the interim financial statements set out on pages 6 to 67, which comprise the condensed consolidated statement of financial position of Freeman FinTech Corporation Limited (the "Company") and its subsidiaries (together the "Group") as of 30 September 2018, 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 period then ended, and certain 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 (the "HKICPA"). The directors of the Company are responsible for the preparation and presentation of these interim financial statements in accordance with HKAS 34.

Our responsibility is to express a conclusion, based on our review on these interim financial statements, and to report our conclusion 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.

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* ("HKSRE 2410") issued by the HKICPA. A review of interim financial statements 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.

致
民眾金融科技控股有限公司董事會
(於開曼群島註冊成立之有限公司)

緒言

吾等已審閱第6至67頁所載的中期財務報表，當中包括民眾金融科技控股有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）於二零一八年九月三十日的簡明綜合財務狀況報表，以及截至該日止六個月期間的相關簡明綜合損益表、簡明綜合全面收入報表、簡明綜合權益變動表及簡明綜合現金流量表，以及若干註釋。香港聯合交易所有限公司證券上市規則規定，就中期財務資料編製報告須符合當中的相關條文，以及由香港會計師公會（「香港會計師公會」）頒佈的香港會計準則第34號 *中期財務報告*（「香港會計準則第34號」）。貴公司董事負責根據香港會計準則第34號編製及呈報該等中期財務報表。

吾等的責任是根據吾等的審閱工作，對該等中期財務報表作出結論，並按照雙方所協定的委聘書條款僅向閣下（作為整體）報告，除此之外本報告別無其他目的。吾等不會就本報告的內容向任何其他人士負上或承擔任何責任。

審閱範圍

吾等依據香港會計師公會頒佈的香港審閱工作準則第2410號 *實體的獨立核數師對中期財務資料的審閱*（「香港審閱工作準則第2410號」）進行吾等的審閱工作。審閱中期財務報表包括主要向負責財務和會計事務之人員作出查詢，以及進行分析性和其他審閱程序。由於審閱的範圍遠較根據香港審計準則進行審核的範圍為小，故吾等不保證可知悉所有在審核中可能發現的重大事項。因此，吾等不會發表審核意見。

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial statements as at 30 September 2018 is not prepared, in all material respects, in accordance with HKAS 34.

結論

根據吾等的審閱工作，吾等並無發現任何事項令吾等相信於二零一八年九月三十日的中期財務報表在任何重大方面未有根據香港會計準則第34號編製。

Crowe (HK) CPA Limited
Certified Public Accountants
Hong Kong, 29 November 2018

Chan Wai Dune, Charles
Practising Certificate Number P00712

國富浩華(香港)會計師事務所有限公司
執業會計師
香港，二零一八年十一月二十九日

陳維端
執業證書編號P00712



Condensed Consolidated Statement of Profit or Loss

簡明綜合損益表

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

For the six months ended
30 September
截至九月三十日止六個月

		Notes 附註	2018 二零一八年 (Unaudited) (未經審核) HK\$'000 港幣千元	2017 二零一七年 (Unaudited) (未經審核) HK\$'000 港幣千元
REVENUE	收益	5	(151,514)	289,607
Cost of sales	銷售成本		(12,176)	(5,527)
Gross profit/(loss)	毛利／(損)		(163,690)	284,080
Other income and gains	其他收入及收益	5	60,626	22,594
Fair value losses on investments at fair value through profit or loss, net	透過損益以公平值列賬之投資之 公平值虧損淨額		(22,106)	(10,508)
General and administrative expenses	一般及行政開支		(171,247)	(60,490)
Provision for impairment loss of loans receivable, net	應收貸款之減值虧損撥備淨額	17	(1,202,060)	–
Provision for impairment loss of accounts receivable, net	應收賬款之減值虧損撥備淨額	16	(37,923)	–
Other expenses, net	其他開支淨額		(27,608)	–
Finance costs	融資成本	6	(171,344)	(86,002)
Share of profits and losses of associates and a joint venture, net	分佔聯營公司及一間合營公司之 溢利及虧損淨額		8	92,117
PROFIT/(LOSS) BEFORE TAX	除稅前溢利／(虧損)	7	(1,735,344)	241,791
Income tax expense	所得稅開支	8	(4,173)	(2,614)
PROFIT/(LOSS) FOR THE PERIOD	本期間溢利／(虧損)		(1,739,517)	239,177
Attributable to:	下列人士應佔：			
Owners of the Company	本公司擁有人		(1,758,247)	231,145
Non-controlling interests	非控股權益		18,730	8,032
			(1,739,517)	239,177
EARNING/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通股權持有人 應佔每股盈利／(虧損)	9		(Restated) (經重列)
Basic	基本		(港幣HK\$1.12元)	港幣HK\$0.15元
Diluted	攤薄		(港幣HK\$1.12元)	港幣HK\$0.15元

The accompanying notes form an integral part of these condensed consolidated financial statements.

隨附附註構成該等簡明綜合財務報表的一部分。

Condensed Consolidated Statement of Comprehensive Income

簡明綜合全面收入報表

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

		For the six months ended 30 September 截至九月三十日止六個月	
		2018 二零一八年 (Unaudited) (未經審核) HK\$'000 港幣千元	2017 二零一七年 (Unaudited) (未經審核) HK\$'000 港幣千元
PROFIT/(LOSS) FOR THE PERIOD	本期間溢利／(虧損)	(1,739,517)	239,177
OTHER COMPREHENSIVE INCOME/(LOSS)	其他全面收入／(虧損)		
Other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods:	將於隨後期間重新分類至損益之其他全面收入／(虧損)：		
Available-for-sale investments:	可供出售投資：		
Change in fair values	公平值變動	–	(65,573)
Exchange difference arising on translating foreign operations	換算境外業務產生之匯兌差額	(231,880)	33,614
Share of other comprehensive income/(loss) of an associate	分佔一間聯營公司之其他全面收入／(虧損)	15,545	(6,918)
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:	不會於隨後期間重新分類至損益之其他全面收入：		
Equity investments at fair value through other comprehensive income – net movement in investment revaluation reserve (non-recycling)	透過其他全面收入以公平值列賬之股權投資－投資重估儲備(不回收)變動淨額	333,109	–
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD, NET OF TAX	本期間其他全面收入／(虧損)(除稅後)	116,774	(38,877)
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE PERIOD	本期間全面收入／(虧損)總額	(1,622,743)	200,300
Attributable to:	下列人士應佔：		
Owners of the Company	本公司擁有人	(1,578,302)	184,934
Non-controlling interests	非控股權益	(44,441)	15,366
		(1,622,743)	200,300



Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況報表

30 September 2018 二零一八年九月三十日

		Notes	30 September 2018 二零一八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2018 二零一八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備		13,068	14,943
Goodwill	商譽	11	660,674	660,674
Investments in associates	於聯營公司之投資	12	161,955	–
Investment in a joint venture	於一間合營公司之投資	13	141,568	143,470
Intangible assets	無形資產		17,145	17,145
Other financial assets	其他金融資產	14	1,639,843	667,445
Finance lease receivables	應收融資租賃款項	15	392,297	247,763
Prepayments and deposits	預付款項及按金		25,521	16,945
Total non-current assets	非流動資產總值		3,052,071	1,768,385
CURRENT ASSETS	流動資產			
Accounts receivable	應收賬款	16	151,547	546,305
Other financial assets	其他金融資產	14	1,129,041	1,833,235
Loans receivable	應收貸款	17	714,340	1,266,824
Factoring receivables	應收保理款項	18	301,256	323,614
Finance lease receivables	應收融資租賃款項	15	622,517	301,709
Note receivable	應收票據	19	–	600,000
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		115,239	49,497
Investments at fair value through profit or loss	透過損益以公平值列賬之投資	20	61,282	408,497
Restricted bank deposits	受限制銀行存款	21	174,079	190,899
Cash and bank balances	現金及銀行結餘	22	227,000	1,302,157
Total current assets	流動資產總值		3,496,301	6,822,737
CURRENT LIABILITIES	流動負債			
Accounts payable	應付賬款	23	61,066	97,220
Other payables and accruals	其他應付款項及應計費用		133,688	136,074
Interest-bearing borrowings	計息借貸	24	377,399	690,130
Tax payable	應付稅項		32,521	33,927
Total current liabilities	流動負債總值		604,674	957,351
NET CURRENT ASSETS	流動資產淨值		2,891,627	5,865,386
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		5,943,698	7,633,771

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況報表

30 September 2018 二零一八年九月三十日

		Notes	30 September 2018 二零一八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2018 二零一八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
NON-CURRENT LIABILITIES				
	非流動負債			
Other payables	其他應付款項	25	–	202,800
Interest-bearing borrowings	計息借貸	24	1,354,884	1,390,693
Convertible bonds	可換股債券	26	1,089,786	1,025,423
Deferred tax liability	遞延稅項負債	27	3,421	3,500
			2,448,091	2,622,416
Total non-current liabilities	非流動負債總值			
			3,495,607	5,011,355
Net assets	資產淨值			
EQUITY				
	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Issued capital	已發行股本	28	15,682	15,663
Reserves	儲備		2,817,650	4,288,078
			2,833,332	4,303,741
Non-controlling interests	非控股權益		662,275	707,614
			3,495,607	5,011,355
Total equity	權益總值			

The accompanying notes form an integral part of these condensed consolidated financial statements.

隨附附註構成該等簡明綜合財務報表的一部分。



Condensed Consolidated Statement of Changes In Equity

簡明綜合權益變動表

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

Attributable to owners of the Company

本公司擁有人應佔

		Available-for-sale													Non-controlling interests		Total equity
		Share Issued capital	Convertible premium account	Share bonds equity reserve	Share option reserve	Warrant reserve	Capital redemption reserve	Distributable reserve	Special reserve	Statutory reserve	investment revaluation reserve	Exchange fluctuation reserve	Retained profits	Total			
		已發行股本	可換股債券溢價賬	可換股債券權益儲備	認股權證儲備	認股權證儲備	資本贖回儲備	可供分派儲備	特別儲備	法定儲備	可供出售投資重估儲備	外匯波動儲備	保留溢利	總計	非控股權益	權益總值	
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
At 1 April 2017	於二零一七年四月一日	14,324	2,229,745	-	23,082	20,648	485	189,975	35,131	412	(10,778)	19,846	942,892	3,465,762	-	3,465,762	
Profit for the period	本期間溢利	-	-	-	-	-	-	-	-	-	-	-	231,145	231,145	8,032	239,177	
Other comprehensive income/(loss) for the period:	本期間其他全面收入/(虧損):																
Available-for-sale investments:	可供出售投資:																
Change in fair values	公平值變動	-	-	-	-	-	-	-	-	-	(65,573)	-	-	(65,573)	-	(65,573)	
Exchange difference arising on translating foreign operations	換算境外業務產生之匯兌差額	-	-	-	-	-	-	-	-	-	-	26,280	-	26,280	7,334	33,614	
Share of other comprehensive income/(loss) of an associate, net	分佔一間聯營公司之其他全面收入/(虧損)淨額	-	-	-	-	-	-	-	-	-	-	-	-	(6,918)	-	(6,918)	
Total comprehensive income/(loss) for the period	本期間全面收入/(虧損)總額	-	-	-	-	-	-	-	-	-	(45,430)	(781)	231,145	184,934	15,366	200,300	
Share of reserve of an associate	分佔一間聯營公司之儲備	-	-	-	-	-	-	(377,139)	-	-	-	-	-	(377,139)	-	(377,139)	
Transfer	轉撥	-	-	-	-	-	-	-	-	1,860	-	-	(1,860)	-	-	-	
Convertible bonds equity component	可換股債券權益部分	-	-	283,439	-	-	-	-	-	-	-	-	-	283,439	-	283,439	
Non-controlling interests arising from acquisition of subsidiaries	收購附屬公司產生的非控股權益	-	-	-	-	-	-	-	-	-	-	-	-	-	671,156	671,156	
Lapse of warrants	認股權證失效	-	-	-	-	(6,883)	-	-	-	-	-	-	6,883	-	-	-	
Issue of shares upon exercise of warrants	於認股權證獲行使時發行股份	1,377	538,232	-	-	(13,765)	-	-	-	-	-	-	-	525,844	-	525,844	
Share issue expenses	股份發行開支	-	(15,775)	-	-	-	-	-	-	-	-	-	-	(15,775)	-	(15,775)	
At 30 September 2017	於二零一七年九月三十日	15,701	2,752,202	283,439	23,082	-	485	(187,164)	35,131	2,272	(56,208)	19,065	1,179,060	4,067,065	686,522	4,753,587	

Condensed Consolidated Statement of Changes In Equity

簡明綜合權益變動表

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

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

		Share Issued capital	Convertible premium account	Share bonds equity reserve	Share option reserve	Capital redemption reserve	Distributable reserve	Special reserve	Statutory reserve	Available-for-	Investment	Exchange fluctuation reserve	Retained	Non- controlling interests	Total equity		
										sale revaluation reserve	reserve (Non- recycling)		profits/ loss				
										可供出售 投資重估 儲備	投資重估 儲備 (不回收)	外匯波動 儲備	保留溢利/ (累計虧損)	總計	非控股權益	權益總值	
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 31 March 2018	於二零一八年三月三十一日	15,663	2,734,327	281,597	23,082	485	(187,164)	35,131	8,405	(2,829)	-	183,368	1,211,676	4,303,741	707,614	5,011,355	
Impact on initial application of HKFRS 9	首次應用香港財務報告準則第9號的影響	-	-	-	-	-	-	-	-	2,829	36,460	-	(12,243)	27,046	(898)	26,148	
Adjusted balance at 1 April 2018	於二零一八年四月一日之經調整結餘	15,663	2,734,327	281,597	23,082	485	(187,164)	35,131	8,405	-	36,460	183,368	1,199,433	4,330,787	706,716	5,037,503	
Profit/(loss) for the period	本期間溢利/(虧損)	-	-	-	-	-	-	-	-	-	-	-	(1,758,247)	(1,758,247)	18,730	(1,739,517)	
Other comprehensive income/(loss) for the period:	本期間其他全面收入/(虧損):																
Equity investments at fair value through other comprehensive income – net movement in investment revaluation reserve (non-recycling)	透過其他全面收入以公平值計賬之股權投資—投資重估儲備(不回收)變動淨額	-	-	-	-	-	-	-	-	-	333,109	-	-	333,109	-	333,109	
Exchange difference arising on translating foreign operations	換算境外業務產生之匯兌差額	-	-	-	-	-	-	-	-	-	-	(168,709)	-	(168,709)	(63,171)	(231,880)	
Share of other comprehensive income of an associate	分佔一間聯營公司之其他全面收入	-	-	-	-	-	-	-	-	-	15,545	-	-	15,545	-	15,545	
Total comprehensive income/(loss) for the period	本期間全面收入/(虧損)總額	-	-	-	-	-	-	-	-	-	348,654	(168,709)	(1,758,247)	(1,578,302)	(44,441)	(1,622,743)	
Transfer	轉撥	-	-	-	-	-	(31)	-	998	-	-	31	(998)	-	-	-	
Issue of equity-settled share options	發行以權益結算購股權	-	-	-	74,268	-	-	-	-	-	-	-	-	74,268	-	74,268	
Issue of shares upon conversion of convertible bonds	於可換股債券轉換時發行股份	19	8,357	(1,797)	-	-	-	-	-	-	-	-	-	6,579	-	6,579	
At 30 September 2018	於二零一八年九月三十日	15,682	2,742,684	279,800	97,350	485	(187,195)	35,131	9,403	-	385,114	14,690	(559,812)	2,833,332	662,275	3,495,607	



Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

		For the six months ended 30 September 截至九月三十日止六個月	
		2018 二零一八年 (Unaudited) (未經審核) HK\$'000 港幣千元	2017 二零一七年 (Unaudited) (未經審核) HK\$'000 港幣千元
	Notes 附註		
Cash used in operations	營運所動用之現金	(1,318,532)	(1,079,598)
Interest received	已收利息	166,012	20,590
Interest paid	已付利息	(101,672)	(3,118)
Income tax paid	已付所得稅	(5,658)	(973)
Net cash flows used in operating activities	營運活動所動用之現金流量淨額	(1,259,850)	(1,063,099)
CASH FLOWS FROM/(USED IN) INVESTING ACTIVITIES	投資活動所產生/(動用)之現金流量		
Purchase of wealth management products	購買財富管理產品	(173,188)	(82,670,981)
Proceeds from maturities of wealth management products	財富管理產品到期所得款項	854,505	82,670,981
Purchase of other financial assets	購買其他金融資產	–	(123,500)
Repayment of notes payable	償還應付票據	–	(998,400)
Additions to property, plant and equipment	添置物業、廠房及設備	(636)	(12,660)
Increase in restricted bank deposits	受限制銀行存款增加	–	5,622
Acquisition of an associate	收購一間聯營公司	(144,500)	–
Acquisition of subsidiaries	收購附屬公司	–	145,954
Net cash flows generated from/(used in) investing activities	投資活動所產生/(動用)之現金流量淨額	536,181	(982,984)
CASH FLOWS FROM/(USED IN) FINANCING ACTIVITIES	融資活動所產生/(動用)之現金流量		
Repayment of borrowings	償還借貸	(334,895)	(35,489)
Proceeds from issue of convertible bonds	發行可換股債券之所得款項	–	1,215,760
Proceeds from issue of shares upon exercise of warrants	於認股權證獲行使時發行股份之所得款項	–	510,069
Net cash flows generated from/(used in) financing activities	融資活動所產生/(動用)之現金流量淨額	(334,895)	1,690,340
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值物減少淨額	(1,058,564)	(355,743)
Effect of foreign exchange rate changes, net	匯率波動之影響淨額	(16,593)	25,020
Cash and cash equivalents at beginning of period	期初之現金及現金等值物	1,302,157	614,918
CASH AND CASH EQUIVALENTS AT END OF PERIOD	期終之現金及現金等值物	227,000	284,195
ANALYSIS OF BALANCE OF CASH AND CASH EQUIVALENTS	現金及現金等值物之結餘分析		
Cash and bank balances	現金及銀行結餘	227,000	284,195

The accompanying notes form an integral part of these condensed consolidated financial statements.

隨附附註構成該等簡明綜合財務報表的一部分。

1. CORPORATE AND GROUP INFORMATION

Freeman FinTech Corporation Limited (the “Company”) is a limited liability company incorporated in the Cayman Islands. The principal place of business of the Company is located at 38th Floor, Bank of China Tower, 1 Garden Road, Hong Kong.

During the period, the Company and its subsidiaries (collectively, referred to as the “Group”) were principally engaged in the financial services sector, including the provision of securities and futures brokerage services, the provision of placing, underwriting and margin financing services, the provision of insurance brokerage and financial planning services, the provision of corporate finance advisory services, the trading of securities and futures, the provision of finance, the provision of factoring, financial guarantee and finance leasing services, as well as investment holding.

2. BASIS OF PREPARATION

The condensed consolidated financial statements 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 (the “HKICPA”) and the applicable disclosure requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

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

The accounting policies adopted in the preparation of the condensed consolidated financial statements are consistent with those followed in the preparation of the Group’s annual consolidated financial statements for the year ended 31 March 2018, except for the accounting policy changes that are expected to be reflected in the annual consolidated financial statements for the year ended 31 March 2019. Details of any changes in accounting policies are set out in note 3.

The condensed consolidated financial statements have been reviewed by the Company’s Audit Committee and have not been audited, but have been reviewed by the Company’s external auditor, Crowe (HK) CPA Limited in accordance with Hong Kong standards on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* issued by the HKICPA.

1. 公司及集團資料

民眾金融科技控股有限公司（「本公司」）為一間於開曼群島註冊成立之有限公司。本公司之主要營業地點位於香港花園道1號中銀大廈38樓。

期內，本公司及其附屬公司（統稱為「本集團」）主要從事金融服務業，包括提供證券及期貨經紀服務、提供配售、包銷及孖展融資服務、提供保險經紀及理財策劃服務、提供企業融資顧問服務、買賣證券及期貨、提供融資、提供保理、融資擔保及融資租賃服務，以及投資控股業務。

2. 編製基準

簡明綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號中期財務報告及香港聯合交易所有限公司（「聯交所」）證券上市規則之適用披露規定編製。

簡明綜合財務報表並不包括須於年度綜合財務報表載列之所有資料及披露，並應與本集團截至二零一八年三月三十一日止年度之年度綜合財務報表一併閱讀。

編製簡明綜合財務報表時所採用之會計政策與編製本集團截至二零一八年三月三十一日止年度之年度綜合財務報表所採用者一致，惟預期於截至二零一九年三月三十一日止年度之年度綜合財務報表中反映的會計政策變動除外。會計政策變動的詳情載列於附註3。

簡明綜合財務報表已由本公司審核委員會審閱及未經審核，但已由本公司外聘核數師國富浩華（香港）會計師事務所有限公司根據香港會計師公會頒佈之香港審閱工作準則第2410號實體的獨立核數師對中期財務資料的審閱而審閱。



Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

3. CHANGES IN ACCOUNTING POLICIES

(a) Overview

The HKICPA has issued a number of new Hong Kong Financial Reporting Standards (“HKFRSs”) and amendments to HKFRSs that are first effective for the current accounting period of the Group. Of these, the following developments are relevant to the Group’s condensed consolidated financial statements:

HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers
HK(IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration

Except for HKFRS 9 in relation to classification of financial assets and measurement of credit losses, none of these developments has had a material effect on how the Group’s results and financial position for the current or prior periods have been prepared or presented in these condensed consolidated financial statements. Details of the changes in accounting policies are discussed in note 3(b) for HKFRS 9.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

3. 會計政策變動

(a) 概覽

香港會計師公會已頒佈多項於本集團本會計期間首次生效的新訂香港財務報告準則（「香港財務報告準則」）及香港財務報告準則修訂，其中下列進展與本集團的簡明綜合財務報表有關：

香港財務報告準則第9號	金融工具
香港財務報告準則第15號	來自客戶合約的收益
香港（國際財務報告詮釋委員會）— 詮釋第22號	外幣交易及預付代價

除有關金融資產分類及信貸虧損計量的香港財務報告準則第9號外，該等進展概無對該等簡明綜合財務報表內本期間或過往期間本集團業績及財務狀況之編製或呈列方式造成重大影響。會計政策變動詳情於有關香港財務報告準則第9號的附註3(b)討論。

本集團並無應用本會計期間尚未生效之任何新準則或詮釋。

3. CHANGES IN ACCOUNTING POLICIES

(Continued)

(a) Overview (Continued)

Under the transition methods chosen, the Group recognises cumulative effect of the initial application of HKFRS 9 as an adjustment to the opening balance of equity at 1 April 2018. Comparative information is not restated. The following table gives a summary of the opening balance adjustments recognised for each line item in the condensed consolidated statement of financial position that has been impacted by HKFRS 9:

3. 會計政策變動 (續)

(a) 概覽 (續)

根據所選擇的過渡法，本集團將首次應用香港財務報告準則第9號的累計影響確認為對二零一八年四月一日權益期初餘額的調整。未重列比較資料。下表概述就簡明綜合財務狀況報表中受到香港財務報告準則第9號影響的各項目確認的期初結餘調整：

		At 31 March 2018	Impact on initial application of HKFRS 9 (note 3(b))	At 1 April 2018
		於 二零一八年 三月三十一日 HK\$'000 港幣千元	首次應用 香港財務 報告準則 第9號的影響 (附註3(b)) HK\$'000 港幣千元	於 二零一八年 四月一日 HK\$'000 港幣千元
Other financial assets	其他金融資產	667,445	39,289	706,734
Finance lease receivables	應收融資租賃款項	247,763	(1,239)	246,524
Total non-current assets	非流動資產總值	1,768,385	38,050	1,806,435
Accounts receivable	應收賬款	546,305	(2,441)	543,864
Loans receivable	應收貸款	1,266,824	(6,334)	1,260,490
Factoring receivables	應收保理款項	323,614	(1,618)	321,996
Finance lease receivables	應收融資租賃款項	301,709	(1,509)	300,200
Total current assets	流動資產總值	6,822,737	(11,902)	6,810,835
Net current assets	流動資產淨值	5,865,386	(11,902)	5,853,484
Total assets less current liabilities	總資產減流動負債	7,633,771	26,148	7,659,919
Net assets	資產淨值	5,011,355	26,148	5,037,503
Total equity	權益總值	5,011,355	26,148	5,037,503

Further details of these changes are set out in note 3(b).

該等變動的進一步詳情載列於附註3(b)。



Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

3. CHANGES IN ACCOUNTING POLICIES

(Continued)

(b) HKFRS 9 Financial Instruments

HKFRS 9 replaces HKAS 39 *Financial Instruments: Recognition and Measurement*. It sets out the requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items.

The Group has applied HKFRS 9 retrospectively to items that existed at 1 April 2018 in accordance with the transition requirements. The Group has recognised the cumulative effect of initial application as an adjustment to the opening equity at 1 April 2018. Therefore, comparative information continues to be reported under HKAS 39.

The following table summarises the impact of transition to HKFRS 9 on retained profits and reserves and the related tax impact at 1 April 2018.

3. 會計政策變動 (續)

(b) 香港財務報告準則第9號金融工具

香港財務報告準則第9號取代香港會計準則第39號 *金融工具：確認及計量*。其載列金融資產、金融負債及買賣非金融項目的部分合約之確認及計量規定。

本集團已按照過渡規定對二零一八年四月一日存在的項目追溯應用香港財務報告準則第9號。本集團已將首次應用的累計影響確認為對二零一八年四月一日的期初權益的調整。因此，比較資料繼續按照香港會計準則第39號報告。

下表概述過渡至香港財務報告準則第9號對二零一八年四月一日的保留溢利及儲備之影響以及相關稅務影響。

		HK\$'000 港幣千元
Retained profits	保留溢利	
Recognition of additional expected credit losses on financial assets measured at amortised cost and decrease in retained profits at 1 April 2018	於二零一八年四月一日就按攤銷成本計量的金融資產確認額外預期信貸虧損及保留溢利減少	12,243
Available-for-sale investment revaluation reserve (recycling)	可供出售投資重估儲備(回收)	
Transferred to investment revaluation reserve (non-recycling) relating to equity securities now measured at fair value through other comprehensive income ("FVOCI") and increase in available-for-sale investment revaluation reserve (recycling) at 1 April 2018	於二零一八年四月一日轉往投資重估儲備(不回收)有關現時透過其他全面收入以公平值列賬(「透過其他全面收入以公平值列賬」)計量的股本證券及可供出售投資重估儲備(回收)增加	2,829
Investment revaluation reserve (non-recycling)	投資重估儲備(不回收)	
Recognition relating to financial assets recorded at cost now measured at FVOCI	按成本列賬的金融資產現時透過其他全面收入以公平值列賬確認	39,289
Transferred from available-for-sale investment revaluation reserve relating to equity securities now measured at FVOCI	轉自可供出售投資重估儲備有關現時透過其他全面收入以公平值列賬計量的股本證券	(2,829)
Net increase in investment revaluation reserve (non-recycling) at 1 April 2018	於二零一八年四月一日的投資重估儲備(不回收)增加淨額	36,460
Non-controlling interests	非控股權益	
Recognition of additional expected credit losses on financial assets measured at amortised cost and decrease in non-controlling interests at 1 April 2018	於二零一八年四月一日就按攤銷成本計量的金融資產確認額外預期信貸虧損及非控股權益減少	898

3. CHANGES IN ACCOUNTING POLICIES*(Continued)***(b) HKFRS 9 Financial Instruments (Continued)****(i) Classification of financial assets and financial liabilities**

HKFRS 9 categories financial assets into three principal classification categories: measured at amortised cost, at FVOCI and at fair value through profit or loss ("FVPL"). These supersede HKAS 39's categories of held-to-maturity investments, loans and receivables, available-for-sale financial assets and financial assets measured at FVPL. The classification of financial assets under HKFRS 9 is based on the business model under which the financial asset is managed and its contractual cash flow characteristics.

Non-equity investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method;
- FVOCI – recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss; or
- FVPL, if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

3. 會計政策變動 (續)**(b) 香港財務報告準則第9號金融工具 (續)****(i) 金融資產及金融負債的分類**

香港財務報告準則第9號將金融資產分為三個主要分類類別：按攤銷成本計量、透過其他全面收入以公平值列賬及透過損益以公平值列賬（「透過損益以公平值列賬」）。其取代香港會計準則第39號有關持有至到期投資、貸款及應收款項、可供出售金融資產及透過損益以公平值列賬的金融資產的類別。香港財務報告準則第9號項下金融資產的分類基於管理金融資產的業務模式及合約現金流量特點。

本集團持有的非股權投資分為以下計量類別之一：

- 攤銷成本（如投資乃為收取純粹為本金及利息付款的合約現金流量而持有）。投資的利息收入使用實際利率法計算；
- 透過其他全面收入以公平值列賬—回收（如投資的合約現金流量僅包括本金及利息付款，且持有投資的業務模式之目標同時透過收取合約現金流量及出售而實現）。公平值變動於其他全面收入確認，惟預期信貸虧損、利息收入（使用實際利率法計算）及外匯收益及虧損於損益確認。當投資終止確認時，於其他全面收入累計的金額由權益回收至損益；或
- 透過損益以公平值列賬（如投資不符合按攤銷成本計量或透過其他全面收入以公平值列賬（回收）的標準）。投資公平值變動（包括利息）於損益確認。



3. CHANGES IN ACCOUNTING POLICIES

(Continued)

(b) HKFRS 9 Financial Instruments (Continued)

(i) Classification of financial assets and financial liabilities (Continued)

An investment in equity securities is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the Group's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the investment revaluation reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the investment revaluation reserve (non-recycling) is transferred to retained profits. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI (non-recycling), are recognised in profit or loss.

Under HKFRS 9, derivatives embedded in contracts where the host is a financial asset in the scope of the standard are not separated from the host. Instead, the hybrid instrument as a whole is assessed for classification.

The following table shows the original measurement categories for each class of the Group's financial assets under HKAS 39 and reconciles the carrying amounts of those financial assets determined in accordance with HKAS 39 to those determined in accordance with HKFRS 9.

3. 會計政策變動 (續)

(b) 香港財務報告準則第9號金融工具 (續)

(i) 金融資產及金融負債的分類 (續)

於股本證券的投資分類為透過損益以公平值列賬，除非股權投資並非持作買賣，且投資首次確認時本集團選擇將投資指定為透過其他全面收入以公平值列賬（不回收），令公平值的後續變動於其他全面收入確認。該選擇乃基於逐項工具作出，但只能在投資從本集團角度符合權益的定義時作出。作出該選擇時，於其他全面收入累計的金額仍然留在投資重估儲備（不回收）中，直到投資被出售。出售時，於投資重估儲備（不回收）累計的金額轉入保留溢利，不透過損益回收。來自於股本證券的投資之股息（不論分類為透過損益以公平值列賬或透過其他全面收入以公平值列賬（不回收））於損益確認。

根據香港財務報告準則第9號，嵌入主合約為該準則範圍內金融資產的合約的衍生工具不與主合約分開。相反，混合工具整體就分類進行評估。

下表列示本集團各類金融資產根據香港會計準則第39號的原始計量類別，並將該等金融資產按照香港會計準則第39號釐定的賬面值與按照香港財務報告準則第9號釐定者對賬。

3. CHANGES IN ACCOUNTING POLICIES

(Continued)

(b) HKFRS 9 Financial Instruments (Continued)

(i) Classification of financial assets and financial liabilities (Continued)

3. 會計政策變動 (續)

(b) 香港財務報告準則第9號金融工具 (續)

(i) 金融資產及金融負債的分類 (續)

		HKAS 39 carrying amount at 31 March 2018 於二零一八年 三月三十一日 香港會計準則 第39號賬面值 HK\$'000 港幣千元	Reclassification 重新分類 HK\$'000 港幣千元	Remeasurement 重新計量 HK\$'000 港幣千元	HKFRS 9 carrying amount at 1 April 2018 於二零一八年 四月一日 香港財務報告 準則第9號賬面值 HK\$'000 港幣千元
Financial assets carried at amortised cost	按攤銷成本列賬的金融資產				
Accounts and other receivables	應收賬款及其他應收款項	587,257	-	(2,441)	584,816
Loans receivable	應收貸款	1,266,824	-	(6,334)	1,260,490
Factoring receivables	應收保理款項	323,614	-	(1,618)	321,996
Finance lease receivables – non-current portion	應收融資租賃款項 – 非即期部分	247,763	-	(1,239)	246,524
Finance lease receivables – current portion	應收融資租賃款項 – 即期部分	301,709	-	(1,509)	300,200
Note receivable	應收票據	600,000	-	-	600,000
Cash and bank balances	現金及銀行結餘	1,302,157	-	-	1,302,157
		4,629,324	-	(13,141)	4,616,183
Financial assets measured at FVOCI (non-recycling)	透過其他全面收入以公平值列賬的金融資產 (不回收)				
Equity securities (note (i))	股本證券 (附註(i))	-	667,445	39,289	706,734
Financial assets carried at FVPL	透過損益以公平值列賬的金融資產				
Investments at fair value through profit or loss (note (ii))	透過損益以公平值列賬之投資 (附註(ii))	408,497	-	-	408,497
Wealth management products (note (iii))	財富管理產品 (附註(iii))	-	1,833,235	-	1,833,235
		408,497	1,833,235	-	2,241,732
Financial assets classified at available-for-sale under HKAS 39 (notes (i), (iii))	根據香港會計準則第39號分類為可供出售的金融資產 (附註(i)、(iii))	2,500,680	(2,500,680)	-	-



3. CHANGES IN ACCOUNTING POLICIES

(Continued)

(b) HKFRS 9 Financial Instruments (Continued)

(i) Classification of financial assets and financial liabilities (Continued)

Notes:

- (i) Under HKAS 39, equity securities not held for trading were classified as available-for-sale financial assets. These equity securities are classified as at FVPL under HKFRS 9, unless they are eligible for and designated at FVOCI by the Group. At 1 April 2018, the Group designated these equity securities at FVOCI (non-recycling), as the investments are held for strategic purposes.
- (ii) Investments at fair value through profit or loss were classified as financial assets at FVPL under HKAS 39. These assets continue to be measured at FVPL under HKFRS 9.
- (iii) Under HKAS 39, wealth management products were classified as available-for-sale financial assets. They are classified as at FVPL under HKFRS 9, unless they are eligible for and designated at FVOCI by the Group.

The measurement categories for all financial liabilities remain the same, except for financial guarantee contracts.

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees issued are initially recognised at fair value. Subsequent to initial recognition, the amount initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. The Group monitors the risk that the specified debtor will default on the contract and recognises a provision when expected credit losses ("ECLs", see note 3(b)(ii)) on the financial guarantees are determined to be higher than the amount carried (i.e. the amount initially recognised, less accumulated amortisation).

3. 會計政策變動 (續)

(b) 香港財務報告準則第9號金融工具 (續)

(i) 金融資產及金融負債的分類 (續)

附註：

- (i) 根據香港會計準則第39號，並非持作買賣的股本證券分類為可供出售金融資產。該等股本證券根據香港財務報告準則第9號分類為透過損益以公平值列賬，除非符合資格且被本集團指定為透過其他全面收入以公平值列賬。於二零一八年四月一日，本集團將該等股本證券指定為透過其他全面收入以公平值列賬（不回收），原因是該等投資乃為策略用途持有。
- (ii) 根據香港會計準則第39號，透過損益以公平值列賬之投資分類為透過損益以公平值列賬的金融資產。該等資產根據香港財務報告準則第9號繼續透過損益以公平值列賬計量。
- (iii) 根據香港會計準則第39號，財富管理產品分類為可供出售金融資產。其根據香港財務報告準則第9號分類為透過損益以公平值列賬，除非符合資格且被本集團指定為透過其他全面收入以公平值列賬。

所有金融負債的計量類別仍然相同，融資擔保合約除外。

融資擔保指要求發行人（即擔保人）按照債務工具的條款作出指定付款，以就擔保受益人（「持有人」）因指定債務人未能支付到期款項而產生的損失而補償持有人的合約。

作出的融資擔保初步按公平值確認。初步確認後，原確認為遞延收入的款項於擔保期限內作為已作出融資擔保的收入於損益攤銷。本集團監察特定債務人合同違約的風險，在融資擔保的預期信貸虧損（「預期信貸虧損」，見附註3(b)(ii)）釐定為高於賬面值（即初步確認的金額減去累計攤銷）時確認撥備。

3. CHANGES IN ACCOUNTING POLICIES

(Continued)

(b) HKFRS 9 Financial Instruments (Continued)

(i) Classification of financial assets and financial liabilities (Continued)

To determine ECLs, the Group considers changes in the risk of default of the specified debtor since the issuance of the guarantee. A 12-month ECL is measured unless the risk that the specified debtor will default has increased significantly since the guarantee is issued, in which case a lifetime ECL is measured. The same definition of default and the same assessment of significant increase in credit risk as described in note 3(b)(ii) apply.

As the Group is required to make payments only in the event of a default by the specified debtor in accordance with the terms of the instrument that is guaranteed, an ECL is estimated based on the expected payments to reimburse the holder for a credit loss that it incurs less any amount that the Group expects to receive from the holder of the guarantee, the specified debtor or any other party. The amount is then discounted using the current risk-free rate adjusted for risks specific to the cash flows.

The carrying amounts for all financial liabilities (including financial guarantee contracts) at 1 April 2018 have not been impacted by the initial application of HKFRS 9.

The Group did not designate or re-designate any financial asset or financial liability at FVPL at 1 April 2018.

(ii) Credit losses

The HKFRS 9 impairment requirements are based on an expected credit loss model, replacing the incurred loss methodology model under HKAS 39. Key changes in the Group's accounting policy for impairment of financial assets are listed below.

The Group applies simplified approach to measure ECL on accounts receivable and finance lease receivables; and general approach to measure ECL on factoring receivables, loans receivable and other financial assets accounted for at amortised cost as well as loan commitment.

3. 會計政策變動 (續)

(b) 香港財務報告準則第9號金融工具 (續)

(i) 金融資產及金融負債的分類 (續)

為釐定預期信貸虧損，本集團考慮作出擔保起特定債務人違約風險的變動。計量12個月預期信貸虧損，除非特定債務人的違約風險自作出擔保起已大幅增加，在此情況下，計量終生預期信貸虧損。與附註3(b)(ii)所述相同的違約定義及相同的信貸風險大幅增加評估適用。

由於按照所擔保文據的條款，本集團只須在違約時付款，預期信貸虧損乃基於預期彌補就持有人產生的信貸虧損的款項，減去本集團預期從擔保持有人、指定債務人或任何其他人士收到的任何款項而估計。該款項然後使用現行無風險利率（就現金流特定風險作出調整）貼現。

所有金融負債（包括融資擔保合約）於二零一八年四月一日的賬面值未受首次應用香港財務報告準則第9號影響。

於二零一八年四月一日，本集團並無指定或重新指定任何金融資產或金融負債透過損益以公平值列賬。

(ii) 信貸虧損

香港財務報告準則第9號的減值規定基於預期信貸虧損模型，取代香港會計準則第39號項下的已產生虧損方法模型。本集團有關金融資產減值的會計政策之主要變動列示如下。

本集團應用簡化方法計量應收賬款及應收融資租賃款項的預期信貸虧損；應用一般方法計量應收保理款項、應收貸款及按攤銷成本列賬的其他金融資產以及貸款承擔的預期信貸虧損。



3. CHANGES IN ACCOUNTING POLICIES

(Continued)

(b) HKFRS 9 Financial Instruments (Continued)

(ii) Credit losses (Continued)

Under the simplified approach, the Group measures the loss allowance at an amount equal to lifetime ECL.

Under the general approach, financial assets migrate through the following three stages based on the change in credit risk since initial recognition:

Stage 1: 12-months ECL

For exposures where there has not been a significant increase in credit risk since initial recognition and that are not credit impaired upon origination, the portion of the lifetime ECL associated with the probability of default events occurring within the next 12 months is recognised.

Stage 2: Lifetime ECL – not credit-impaired

For exposures where there has been a significant increase in credit risk since initial recognition but are not credit impaired, a lifetime ECL (i.e. reflecting the remaining lifetime of the financial asset) is recognised.

Stage 3: Lifetime ECL – credit-impaired

Exposures are assessed as credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. For exposures that have become credit-impaired, a lifetime ECL is recognised and interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount.

At each reporting date, the Group assesses whether there has been a significant increase in credit risk for exposures since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Group considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and also, forward-looking analysis.

3. 會計政策變動 (續)

(b) 香港財務報告準則第9號金融工具 (續)

(ii) 信貸虧損 (續)

根據簡化方法，本集團按等於終生預期信貸虧損的金額計量虧損撥備。

根據一般方法，基於首次確認起信貸風險的變動，金融資產分以下三個階段遷移：

第1階段：12個月預期信貸虧損就首次確認起信貸風險未大幅增加，且產生後未信貸減值的風險而言，確認與未來12個月內發生違約事件的概率相關的終生預期信貸虧損部分。

第2階段：終生預期信貸虧損—未信貸減值

就首次確認起信貸風險已大幅增加，但未信貸減值的風險而言，確認終生預期信貸虧損（即反映金融資產的餘下期限）。

第3階段：終生預期信貸虧損—已信貸減值

當發生一項或多項事件，對資產的估計未來現金流量具有負面影響時，則風險評估為信貸減值。就已信貸減值的風險而言，透過對攤銷成本（扣除撥備）而非總賬面值應用實際利率而確認終生預期信貸虧損並計算利息收入。

於各報告日期，本集團透過比較報告日期至首次確認日期的預計期限內發生違約的風險，評估自首次確認起信貸風險是否已大幅增加。本集團就此考慮無需過度成本或努力即可獲得的合理並有支持的資料。這包括定量及定性資料以及前瞻性分析。

3. CHANGES IN ACCOUNTING POLICIES

(Continued)

(b) HKFRS 9 Financial Instruments (Continued)

(ii) Credit losses (Continued)

The Group assesses whether the credit risk on an exposure has increased significantly on an individual or collective basis. For the purposes of a collective evaluation of impairment, financial instruments are grouped on the basis of shared credit risk characteristics, taking into account instrument type, remaining term to maturity and other relevant factors.

The amount of ECL is measured as the probability-weighted present value of all cash shortfalls over the expected life of the financial asset discounted at its original effective interest rate. The cash shortfall is the difference between all contractual cash flows that are due to the Group and all the cash flows that the Group expects to receive. The amount of the loss is recognised using a provision for impairment loss account.

If, in a subsequent period, credit quality improves and reverses any previously assessed significant increase in credit risk since origination, then the provision for impairment loss reverts from lifetime ECL to 12-months ECL.

Opening balance adjustment

As a result of this change in accounting policy, the Group has recognised additional ECLs amounting to approximately HK\$13,141,000 which decreased retained profits by approximately HK\$12,243,000 and non-controlling interests by approximately HK\$898,000 at 1 April 2018.

3. 會計政策變動 (續)

(b) 香港財務報告準則第9號金融工具 (續)

(ii) 信貸虧損 (續)

本集團按個別或整體基準評估有關信貸風險是否已大幅增加。就減值整體評估而言，金融工具基於共同的信貸風險特點分組，考慮工具類型、餘下到期時間及其他相關因素。

預期信貸虧損的金額按金融資產預計期限內所有現金缺額的概率加權現值計量，並按原有實際利率貼現。現金缺額為應付本集團的所有合約現金流量與本集團預計收到的所有現金流量之間的差額。虧損金額使用減值虧損撥備賬戶確認。

如於隨後期間信貸質素改善，且早前評估的信貸風險自產生起大幅增加撥回，則減值虧損撥備由終生預期信貸虧損撥回12個月預期信貸虧損。

期初餘額調整

由於該會計政策變動，本集團已確認額外預期信貸虧損約港幣13,141,000元，與二零一八年四月一日比較，保留溢利減少約港幣12,243,000元，非控股權益減少約港幣898,000元。

		HK\$'000 港幣千元
Loss allowance at 31 March 2018 under HKAS 39	於二零一八年三月三十一日根據香港會計準則第39號的虧損撥備	455,417
Additional credit loss recognised at 1 April 2018 on:	於二零一八年四月一日就以下項目確認的額外信貸虧損：	
– Accounts receivable	– 應收賬款	2,441
– Loans receivable	– 應收貸款	6,334
– Factoring receivables	– 應收保理款項	1,618
– Finance lease receivables	– 應收融資租賃款項	2,748
Loss allowance at 1 April 2018 under HKFRS 9	於二零一八年四月一日根據香港財務報告準則第9號的虧損撥備	468,558



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3. CHANGES IN ACCOUNTING POLICIES

(Continued)

(b) HKFRS 9 Financial Instruments (Continued)

(iii) Transition

Changes in accounting policies resulting from the adoption of HKFRS 9 have been applied retrospectively, except as described below:

- Information relating to comparative periods has not been restated. Differences in the carrying amounts of financial assets resulting from the adoption of HKFRS 9 are recognised in retained profits and reserves as at 1 April 2018. Accordingly, the information presented for 2018 continues to be reported under HKAS 39 and thus may not be comparable with the current period.

The following assessments have been made on the basis of the facts and circumstances that existed at 1 April 2018 (the date of initial application of HKFRS 9 by the Group):

- the determination of the business model within which a financial asset is held; and
- the designation of certain investments in equity instruments not held for trading to be classified as at FVOCI (non-recycling).

If, at the date of initial application, the assessment of whether there has been a significant increase in credit risk since initial recognition would have involved undue cost or effort, a lifetime ECL has been recognised for that financial instrument.

(c) HKFRS 15 Revenue from Contracts with Customers

HKFRS 15 establishes a comprehensive framework for recognising revenue and some costs from contracts with customers. HKFRS 15 replaces HKAS 18 *Revenue*, which covered revenue arising from sale of goods and rendering of services, and HKAS 11 *Construction Contracts*, which specified the accounting for construction contracts.

The directors are of the opinion that the adoption of HKFRS 15 does not have any material impact on the financial position and the financial result of the Group.

3. 會計政策變動 (續)

(b) 香港財務報告準則第9號金融工具 (續)

(iii) 過渡

因採納香港財務報告準則第9號而導致的會計政策變動已追溯應用，以下所述者除外：

- 與比較期間有關的資料未予重列。因採納香港財務報告準則第9號而導致的金融資產賬面值差額於二零一八年四月一日的保留溢利及儲備確認。故此，就二零一八年呈列的資料繼續根據香港會計準則第39號報告，因此可能無法與本期間比較。

以下評估乃基於二零一八年四月一日（本集團首次應用香港財務報告準則第9號之日）存在的事實及情況作出：

- 釐定持有金融資產的業務模式；及
- 將於並非持作買賣的股本工具的若干投資指定分類為透過其他全面收益以公平值列賬（不回收）。

如於首次應用日期評估自初步確認起信貸風險是否已大幅增加將涉及過度成本或努力，則就該金融工具確認終生預期信貸虧損。

(c) 香港財務報告準則第15號來自客戶合約的收益

香港財務報告準則第15號為確認來自客戶合約的收益及部分成本建立了一個綜合框架。香港財務報告準則第15號取代香港會計準則第18號收益（涵蓋因銷售貨品及提供服務而產生的收入）及香港會計準則第11號建築合約（指明建築合約的會計處理）。

董事認為，採納香港財務報告準則第15號對本集團的財務狀況及財務業績並無重大影響。

3. CHANGES IN ACCOUNTING POLICIES

(Continued)

(d) HK(IFRIC)-Int 22 Foreign Currency Transactions and Advance Consideration

This interpretation provides guidance on determining “the date of the transaction” for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) arising from a transaction in which an entity receives or pays advance consideration in a foreign currency.

The interpretation clarifies that “the date of the transaction” is the date on initial recognition of the non-monetary asset or liability arising from the payment or receipt of advance consideration. If there are multiple payments or receipts in advance of recognising the related item, the date of the transaction for each payment or receipt should be determined in this way. The adoption of HK(IFRIC)-Int 22 does not have any material impact on the financial position and the financial result of the Group.

3. 會計政策變動 (續)

- (d) 香港（國際財務報告詮釋委員會）－詮釋第22號外幣交易及預付代價
該詮釋提供有關釐定因實體以外幣收取或支付預付代價的交易所產生的相關資產、開支或收入（或其中一部分）首次確認時使用的匯率而釐定「交易日期」的指引。

該詮釋澄清，「交易日期」為因支付或收取預付代價而產生的非貨幣資產或負債首次確認之日。如在確認相關項目前多次預付或預收款項，每次付款或收款的交易日期應以該方式釐定。採納香港（國際財務報告詮釋委員會）－詮釋第22號對本集團的財務狀況及財務業績並無重大影響。

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4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their services and has reportable operating segments as follows:

- (a) trading of securities and futures segment engages in the purchase and sale of securities and futures investments;
- (b) provision of finance segment engages in the provision of financing services in Hong Kong;
- (c) insurance brokerage business segment engages in insurance brokerage business and the provision of financial planning and related services;
- (d) securities and futures brokerage, placing, underwriting and margin financing segment engages in the provision of securities and futures brokerage services, the provision of placing, underwriting and margin financing;
- (e) factoring, financial guarantee and finance leasing segment engages in the provision of factoring, financial guarantee and finance leasing services and related activities;
- (f) investment holding segment engages in holding investments for continuing strategic or long-term purposes, primarily for dividend income and capital appreciation; and
- (g) corporate finance advisory segment engages in the provision of corporate finance advisory services and related activities.

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 profit/(loss), which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group's profit/(loss) before tax except that bank and other interest income (excluding interest income from the provision of finance, margin financing, factoring and finance leasing activities), finance costs as well as head office and corporate expenses are excluded from such measurement.

Intersegment transactions are made with reference to the prices used for services made to independent third parties at the then prevailing market prices.

No analysis of the Group's assets and liabilities by operating segments was provided to the management for review during the six months ended 30 September 2018 and 2017 for the purposes of resource allocation and performance assessment.

4. 經營分類資料

本集團將業務單位按其服務劃分，以方便管理，並有下列可報告經營分類：

- (a) 證券及期貨買賣分類之業務為買賣證券及期貨投資；
- (b) 提供融資分類之業務為在香港提供融資服務；
- (c) 保險經紀業務分類之業務為從事保險經紀業務及提供財務策劃及相關服務；
- (d) 證券及期貨經紀、配售、包銷及孖展融資分類之業務為提供證券及期貨經紀服務、提供配售、包銷及孖展融資；
- (e) 保理、融資擔保及融資租賃分類之業務為從事提供保理、融資擔保及融資租賃服務及相關活動；
- (f) 投資控股分類之業務為就持續策略或長期目的而進行控股投資，主要目的為賺取股息收入及資本增值；及
- (g) 企業融資顧問分類之業務為從事提供企業融資顧問服務及相關活動。

管理層在作出資源分配及表現評估之決策時會獨立監察本集團經營分類之業績。分類表現會按照可報告分類溢利／（虧損）評估，而可報告分類溢利／（虧損）乃用作計量經調整除稅前溢利／（虧損）。經調整除稅前溢利／（虧損）之計量方式與本集團除稅前溢利／（虧損）一致，惟有關計量會剔除銀行及其他利息收入（不包括提供融資、孖展融資、保理及融資租賃活動之利息收入）、融資成本以及總辦事處與公司開支。

分類間交易乃參照按當前現行市場價格向獨立第三方提供服務所用之價格而作出。

截至二零一八年及二零一七年九月三十日止六個月並無就資源分配及表現評估向管理層提供本集團按經營分類劃分的資產及負債分析，以供其審閱。

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4. OPERATING SEGMENT INFORMATION

(Continued)

For the six months ended 30 September 2018

4. 經營分類資料 (續)

截至二零一八年九月三十日止六個月

		Trading of securities and futures	Provision of finance	Insurance brokerage business	Securities and futures brokerage, underwriting and margin financing	Factoring, financial guarantee and leasing	Investment holding	Corporate finance advisory	Total
		證券及期貨買賣	提供融資	保險經紀業務	包銷及孖展融資	保理、融資擔保及融資租賃	投資控股	企業融資顧問	總額
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Segment revenue:	分類收益:								
Sales to external customers	對外部客戶之銷售	(283,395)	27,263	12,745	50,035	41,838	-	-	(151,514)
Intersegment sales	分類間銷售	-	-	-	-	-	-	-	-
		(283,395)	27,263	12,745	50,035	41,838	-	-	(151,514)
Reconciliation:	調整:								
Elimination of intersegment sales	分類間銷售對銷								-
Total revenue	收益總額								(151,514)
Segment results:	分類業績:	(306,018)	(1,178,441)	(2,998)	(24,456)	10,175	(79,271)	(30)	(1,581,039)
Reconciliation:	調整:								
Bank interest income	銀行利息收入								330
Other interest income	其他利息收入								18
Investment income	投資收入								52,844
Corporate and other unallocated expenses	公司及其他未分配開支								(36,153)
Finance costs	融資成本								(171,344)
Loss before tax	除稅前虧損								(1,735,344)



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4. OPERATING SEGMENT INFORMATION

(Continued)

For the six months ended 30 September 2017

4. 經營分類資料 (續)

截至二零一七年九月三十日止六個月

		Trading of securities and futures	Provision of finance	Insurance brokerage business	Securities and futures brokerage, underwriting and margin financing	Factoring, financial guarantee and finance leasing	Investment holding	Corporate finance advisory	Total
		證券及期貨買賣	提供融資	保險經紀業務	經紀、配售、包銷及孖展融資	保理、融資擔保及融資租賃	投資控股	企業融資顧問	總額
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Segment revenue:	分類收益:								
Sales to external customers	對外部客戶之銷售	125,267	89,612	4,272	53,202	17,254	-	-	289,607
Intersegment sales	分類間銷售	-	-	-	-	-	-	-	-
		125,267	89,612	4,272	53,202	17,254	-	-	289,607
<i>Reconciliation:</i>	<i>調整:</i>								
Elimination of intersegment sales	分類間銷售對銷								-
Total revenue	收益總額								289,607
Segment results:	分類業績:	96,300	89,215	1,055	38,680	11,617	88,727	(701)	324,893
<i>Reconciliation:</i>	<i>調整:</i>								
Bank interest income	銀行利息收入								84
Other interest income	其他利息收入								70
Investment income	投資收入								19,445
Corporate and other unallocated expenses	公司及其他未分配開支								(16,699)
Finance costs	融資成本								(86,002)
Profit before tax	除稅前溢利								241,791

4. OPERATING SEGMENT INFORMATION

(Continued)

Geographical information

(a) Revenue from external customers

		For the six months ended 30 September 截至九月三十日止六個月	
		2018 二零一八年 (Unaudited) (未經審核) HK\$'000 港幣千元	2017 二零一七年 (Unaudited) (未經審核) HK\$'000 港幣千元
Hong Kong	香港	(193,352)	272,353
The People's Republic of China (the "PRC")	中華人民共和國(「中國」)	41,838	17,254
Total	總計	(151,514)	289,607

The geographic location of revenue from external customers is based on the location of the customers at which the services were rendered.

來自外部客戶之收益之地理位置乃基於提供服務之客戶地點劃分。

(b) Non-current assets

		30 September 2018 二零一八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2018 二零一八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Hong Kong	香港	358,979	191,267
The PRC	中國	660,952	661,910
Total	總計	1,019,931	853,177

The geographic location of the non-current assets is based on the location of the operations to which they are allocated.

非流動資產之地理位置乃基於獲分配至之經營所在地劃分。

4. 經營分類資料 (續)

地區資料

(a) 來自外部客戶之收益

(b) 非流動資產



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For the six months ended 30 September 2018 截至二零一八年九月三十日止六個月

5. REVENUE, OTHER INCOME AND GAINS

Revenue represents interest income earned from the provision of finance; dividend income from investments at fair value through profit or loss; net gains/(losses) from the sale of investments at fair value through profit or loss; insurance brokerage income; corporate finance advisory fee; commission and brokerage income from securities and futures dealings; commission from underwriting and placing services; interest income on margin financing activities; commissions and fees from financial guarantee services; factoring interest income and finance lease interest income during the period.

An analysis of revenue, other income and gains is as follows:

5. 收益、其他收入及收益

收益指期內提供融資所得之利息收入；透過損益以公平值列賬之投資之股息收入；出售透過損益以公平值列賬之投資之收益／（虧損）淨額；保險經紀收入；企業融資顧問費；證券及期貨買賣佣金及經紀收入；包銷及配售服務佣金；孖展融資活動之利息收入；融資擔保服務佣金及費用；保理利息收入及融資租賃利息收入。

收益、其他收入及收益分析如下：

		For the six months ended 30 September 截至九月三十日止六個月	
		2018 二零一八年 (Unaudited) (未經審核) HK\$'000 港幣千元	2017 二零一七年 (Unaudited) (未經審核) HK\$'000 港幣千元
Revenue	收益		
Interest income from provision of finance	提供融資所得之利息收入	27,263	89,612
Dividend income from investments at fair value through profit or loss	透過損益以公平值列賬之投資之股息收入	—	5,250
Gains/(losses) from the sale of investments at fair value through profit or loss, net (note)	出售透過損益以公平值列賬之投資之收益／（虧損）淨額（附註）	(283,395)	120,017
Insurance brokerage income	保險經紀收入	12,745	4,272
Commission and brokerage income from securities and futures dealings	證券及期貨買賣佣金及經紀收入	24,116	7,461
Commission from underwriting and placing services	包銷及配售服務佣金	687	2,322
Interest income on margin financing activities	孖展融資活動之利息收入	25,232	43,419
Commissions and fees from financial guarantee services	融資擔保服務佣金及費用	6,241	3,475
Factoring interest income	保理利息收入	5,062	7,263
Finance lease interest income	融資租賃利息收入	30,535	6,516
		(151,514)	289,607

5. REVENUE, OTHER INCOME AND GAINS

(Continued)

		For the six months ended 30 September 截至九月三十日止六個月	
		2018 二零一八年 (Unaudited) (未經審核) HK\$'000 港幣千元	2017 二零一七年 (Unaudited) (未經審核) HK\$'000 港幣千元
Other income and gains	其他收入及收益		
Bank interest income	銀行利息收入	330	84
Other interest income	其他利息收入	18	70
Investment income on other financial assets	其他金融資產之投資收入	52,844	19,445
Foreign exchange differences, net	外匯差額淨額	463	459
Others	其他	6,971	2,536
		60,626	22,594

Note:

The gross proceeds from sale of investments at fair value through profit or loss for the period were approximately HK\$121,403,000 (six months ended 30 September 2017: HK\$378,021,000).

附註：

期內出售透過損益以公平值列賬之投資所得款項總額約為港幣121,403,000元（截至二零一七年九月三十日止六個月：港幣378,021,000元）。

6. FINANCE COSTS

An analysis of finance costs is as follows:

		For the six months ended 30 September 截至九月三十日止六個月	
		2018 二零一八年 (Unaudited) (未經審核) HK\$'000 港幣千元	2017 二零一七年 (Unaudited) (未經審核) HK\$'000 港幣千元
Interests on borrowings	借貸之利息	67,791	50,655
Interests on convertible bonds	可換股債券之利息	93,929	35,347
Other finance cost	其他融資成本	9,624	–
		171,344	86,002

5. 收益、其他收入及收益 (續)**6. 融資成本**

融資成本分析如下：



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7. PROFIT/(LOSS) BEFORE TAX

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

7. 除稅前溢利／（虧損）

本集團之除稅前溢利／（虧損）已扣除／（計入）：

		For the six months ended 30 September 截至九月三十日止六個月	
		2018 二零一八年 (Unaudited) (未經審核) HK\$'000 港幣千元	2017 二零一七年 (Unaudited) (未經審核) HK\$'000 港幣千元
Employee benefit expenses (excluding directors' remuneration):	僱員福利開支（不包括董事酬金）：		
Salaries and allowances	薪金及津貼	22,175	15,573
Retirement benefit scheme contributions (defined contribution scheme)	退休福利計劃供款（定額供款計劃）	570	469
Equity-settled share option expense	以權益結算購股權之開支	20,348	–
		43,093	16,042
Depreciation	折舊	2,324	816
Equity-settled share option expense (note a)	以權益結算購股權之開支（附註a）	74,268	–
Minimum lease payments under operating leases	根據經營租約之最低租賃付款	18,232	15,747
Provision for impairment loss of loans receivable, net (note 17)	應收貸款之減值虧損撥備淨額（附註17）	1,202,060	–
Provision for impairment loss of accounts receivable, net (note 16)	應收賬款之減值虧損撥備淨額（附註16）	37,923	–
Provision for impairment loss of finance lease receivables (note b) (note 15)	應收融資租賃款項之減值虧損撥備（附註b）（附註15）	22,353	400
Reversal of provision for impairment loss of factoring receivables (note b) (note 18)	應收保理款項之減值虧損撥備撥回（附註b）（附註18）	(103)	–
Impairment loss of accounts receivable recognised (note b)	已確認應收賬款之減值虧損（附註b）	5,358	–

Notes:

- (a) Amount included approximately HK\$20,348,000 classified as employee benefit expenses and approximately HK\$45,296,000 classified as directors' remuneration.
- (b) These items are included in "Other expenses, net" in the condensed consolidated statement of profit or loss.

附註：

- (a) 金額包括分類為僱員福利開支的約港幣20,348,000元及分類為董事酬金的約港幣45,296,000元。
- (b) 該等項目計入簡明綜合損益表之「其他開支淨額」內。

8. INCOME TAX EXPENSE

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

Pursuant to the rules and regulations of the British Virgin Islands (the “BVI”) and the Cayman Islands, the Group is not subject to any income tax in the BVI and the Cayman Islands respectively.

Hong Kong profits tax has been provided at the rate of 16.5% (six months ended 30 September 2017: 16.5%) on the estimated assessable profits arising in Hong Kong during the six months ended 30 September 2018 and 2017.

Under the law of the PRC on Enterprise Income Tax (the “EIT Law”) and Interpretation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% (six months ended 30 September 2017: 25%).

8. 所得稅開支

本集團須按實體就產生自或源自本集團成員公司的住所及經營所在司法權區的溢利繳納所得稅。

根據英屬處女群島（「英屬處女群島」）及開曼群島的規則及法規，本集團毋須在英屬處女群島及開曼群島繳納任何所得稅。

香港利得稅乃按稅率16.5%（截至二零一七年九月三十日止六個月：16.5%）就截至二零一八年及二零一七年九月三十日止六個月內於香港產生之估計應課稅溢利計提撥備。

根據中國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，中國附屬公司的稅率為25%（截至二零一七年九月三十日止六個月：25%）。

		For the six months ended 30 September 截至九月三十日止六個月	
		2018 二零一八年 (Unaudited) (未經審核) HK\$'000 港幣千元	2017 二零一七年 (Unaudited) (未經審核) HK\$'000 港幣千元
Current	本期		
Charge for the period	本期間支出		
– Hong Kong	– 香港	911	–
– the PRC	– 中國	3,341	2,308
Deferred	遞延	(79)	306
Total tax expense for the period	本期間稅項開支總額	4,173	2,614

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9. EARNING/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

(a) Basic earning/(loss) per share

The calculation of the basic loss per share is based on the loss for the period attributable to ordinary equity holders of the Company of HK\$1,758,247,000 (six months ended 30 September 2017: profit of HK\$231,145,000), and the weighted average number of ordinary shares of 1,567,815,008 (six months ended 30 September 2017: 1,507,635,131 shares, as restated), calculated as follows:

9. 本公司普通股權持有人應佔每股盈利／（虧損）

(a) 每股基本盈利／（虧損）

每股基本虧損乃按本公司普通股權持有人應佔本期間虧損港幣1,758,247,000元（截至二零一七年九月三十日止六個月：溢利港幣231,145,000元）以及普通股之加權平均數1,567,815,008股（截至二零一七年九月三十日止六個月：1,507,635,131股（經重列））計算如下：

		For the six months ended 30 September 截至九月三十日止六個月	
		2018 二零一八年	2017 二零一七年
		Number of shares 股份數目 (Unaudited) (未經審核)	Number of shares 股份數目 (Unaudited) (未經審核) (Restated) (經重列)
Number of shares	股份數目		
Issued ordinary shares at 1 April	於四月一日之已發行普通股	15,663,401,881	14,324,137,300
Effect of warrants exercised	已行使認股權證之影響	–	752,214,011
Effect of conversion of the Second Convertible Bonds (as defined in note 26(b))	轉換第二批可換股債券（定義見附註26(b）之影響	14,748,197	–
Effect of share consolidation subsequent to the end of the reporting period (note 38(b))	報告期末後進行股份合併之影響（附註38(b））	(14,110,335,070)	(13,568,716,180)
Weighted average number of ordinary shares at 30 September	於九月三十日之普通股加權平均數	1,567,815,008	1,507,635,131

9. EARNING/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY (Continued)

(b) Diluted earning/(loss) per share

The calculation of diluted loss per share is based on the loss for the period attributable to ordinary equity holders of the Company of HK\$1,758,247,000 (six months ended 30 September 2017: profit of HK\$234,284,000) and the weighted average number of ordinary shares of 1,567,815,008 shares (six months ended 30 September 2017: 1,530,798,295 shares, as restated), calculated as follows:

(i) Profit/(loss) attributable to ordinary equity holders of the Company (diluted)

9. 本公司普通股權持有人應佔每股盈利／（虧損）（續）

(b) 每股攤薄盈利／（虧損）

每股攤薄虧損乃按本公司普通股權持有人應佔本期間虧損港幣1,758,247,000元（截至二零一七年九月三十日止六個月：溢利港幣234,284,000元）及普通股加權平均數1,567,815,008股（截至二零一七年九月三十日止六個月：1,530,798,295股（經重列））計算如下：

(i) 本公司普通股權持有人應佔溢利／（虧損）（攤薄）

		For the six months ended 30 September 截至九月三十日止六個月	
		2018 二零一八年 (Unaudited) (未經審核) HK\$'000 港幣千元	2017 二零一七年 (Unaudited) (未經審核) HK\$'000 港幣千元
Profit/(loss) attributable to ordinary equity holders	普通股權持有人應佔溢利／（虧損）	(1,758,247)	231,145
After tax effect of effective interest on the liability component of the Second Convertible Bonds (note)	第二批可換股債券負債部分實際利息之稅後影響（附註）	-	3,139
Profit/(loss) attributable to ordinary equity holders (diluted)	普通股權持有人應佔溢利／（虧損）（攤薄）	(1,758,247)	234,284

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9. EARNING/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY (Continued)

(b) Diluted earning/(loss) per share (Continued)

(ii) Weighted average number of ordinary shares (diluted)

9. 本公司普通股權持有人應佔每股盈利／（虧損）（續）

(b) 每股攤薄盈利／（虧損）（續）

(ii) 普通股加權平均數（攤薄）

		For the six months ended 30 September 截至九月三十日止六個月	
		2018 二零一八年	2017 二零一七年
		Number of shares 股份數目 (Unaudited) (未經審核)	Number of shares 股份數目 (Unaudited) (未經審核) (Restated) (經重列)
Weighted average number of ordinary shares for the purpose of basic earning/(loss) per share at 30 September	用於計算九月三十日每股基本盈利／（虧損）之普通股加權平均數	1,567,815,008	1,507,635,131
Effect of deemed issue of shares under the Company's share option scheme (note)	視作根據本公司購股權計劃發行股份之影響（附註）	—	5,573,084
Effect of issue of warrants	發行認股權證之影響	—	147,395,751
Effect of conversion of the Second Convertible Bonds (note)	轉換第二批可換股債券之影響（附註）	—	78,662,809
Effect of share consolidation subsequent to the end of the reporting period (note 38(b))	報告期末後進行股份合併之影響（附註38(b)）	—	(208,468,480)
Weighted average number of ordinary shares for the purpose of diluted earning/(loss) per share at 30 September	用於計算九月三十日每股攤薄盈利／（虧損）之普通股加權平均數	1,567,815,008	1,530,798,295

Note:

The calculation of diluted loss per share for the six months ended 30 September 2018 does not assume the conversion of the Company's outstanding convertible bonds and the exercise of the Company's outstanding share options since they would result an anti-dilutive effect on loss per share.

附註：

計算截至二零一八年九月三十日止六個月之每股攤薄虧損時，並未假設轉換本公司的未償還可換股債券及行使本公司的未行使購股權，原因是將對每股虧損具有反攤薄影響。

10. INTERIM DIVIDEND

The directors of the Company do not recommend the payment of an interim dividend for the six months ended 30 September 2018 (six months ended 30 September 2017: Nil).

10. 中期股息

本公司董事不建議派發截至二零一八年九月三十日止六個月之中期股息（截至二零一七年九月三十日止六個月：無）。

11. GOODWILL

11. 商譽

HK\$'000
港幣千元

Cost and carrying amount

At 31 March 2018 (audited), 1 April 2018 (audited)
and 30 September 2018 (unaudited)

成本及賬面值

於二零一八年三月三十一日(經審核)、二
零一八年四月一日(經審核)及二零一八
年九月三十日(未經審核)

660,674

Goodwill has been allocated for impairment testing purposes to the cash generating units of (i) financial guarantee and finance leasing business in the PRC with carrying amount of approximately HK\$659,169,000 and (ii) insurance and securities brokerage business in Hong Kong with carrying amount of approximately HK\$1,505,000 as at the end of each of the reporting periods.

於各報告期末，商譽已就減值測試目的分配至(i)中國融資擔保及融資租賃業務賬面值約港幣659,169,000元及(ii)香港保險及證券經紀業務賬面值約港幣1,505,000元的現金產生單位。

12. INVESTMENTS IN ASSOCIATES

12. 於聯營公司之投資

	30 September 2018 二零一八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2018 二零一八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Share of net assets	161,955	-

Particulars of the associates of the Group at 30 September 2018 are as follows:

於二零一八年九月三十日，本集團聯營公司之詳情如下：

Name	Particulars of issued shares held	Place of incorporation and business	Percentage of ownership interest attributable to the Group 本集團應佔 擁有權益百分比	Principal activity
名稱	所持已發行股份詳情	註冊成立及營業地點		主要業務
Imagination Holding Limited	Ordinary share without par value	Republic of the Marshall Islands/Hong Kong	36.17	Investment holding
Imagination Holding Limited	無面值之普通股	馬紹爾群島共和國/香港		投資控股
Jocasta Ventures Ltd	Ordinary share without par value	BVI/Hong Kong	36.17	Investment holding
Jocasta Ventures Ltd	無面值之普通股	英屬處女群島/香港		投資控股

The above investments are indirectly held by the Company and have been accounted for using the equity method.

上述投資由本公司間接持有，使用權益法入賬。

In April 2018, the Group acquired 36.17% equity interest in Imagination Holding Limited, for a consideration of HK\$144,500,000 and it is accounted for as an associate.

於二零一八年四月，本集團收購Imagination Holding Limited的36.17%股本權益，代價為港幣144,500,000元，其作為聯營公司入賬。

Imagination Holding Limited distributed its 36.17% equity investment in Jocasta Ventures Ltd to the Group in July 2018, after which Jocasta Ventures Ltd was classified as an associate.

於二零一八年七月，Imagination Holding Limited將其於Jocasta Ventures Ltd的36.17%股權投資分配予本集團，此後Jocasta Ventures Ltd分類為聯營公司。



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13. INVESTMENT IN A JOINT VENTURE

13. 於一間合營公司之投資

		30 September 2018 二零一八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2018 二零一八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Share of net assets	分佔資產淨值	141,568	143,470

Particulars of the joint venture of the Group at 30 September 2018 are as follows:

於二零一八年九月三十日，本集團合營公司之詳情如下：

Name 名稱	Particulars of issued shares held 所持已發行股份詳情	Place of incorporation and business 註冊成立及營業地點	Percentage of 以下各項之百分比			Principal activity 主要業務
			Ownership interest 擁有權權益	Voting power 投票權	Profit sharing 溢利分成	
FreeOpt Holdings Limited	Ordinary share without par value	Republic of the Marshall Islands/Hong Kong	31.38	33.33	31.38	Investment holding
FreeOpt Holdings Limited	無面值之普通股	馬紹爾群島共和國/香港				投資控股

The above investment is indirectly held by the Company and has been accounted for using the equity method.

上述投資由本公司間接持有，並使用權益法入賬。

14. OTHER FINANCIAL ASSETS

14. 其他金融資產

		30 September 2018 二零一八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元
Non-current:	非流動：	
Investments measured at fair value through other comprehensive income (non-recycling)	透過其他全面收入以公平值列賬計量的投資 (不回收)	
- Unlisted equity investment in the PRC (note a)	- 中國非上市股權投資 (附註a)	705,883
- Other unlisted equity investment (note b)	- 其他非上市股權投資 (附註b)	906,674
- Listed equity investment in the Philippines (note c)	- 菲律賓上市股權投資 (附註c)	27,286
		1,639,843
Current:	流動：	
Investments carried at fair value through profit or loss	透過損益以公平值列賬之投資	
- Unlisted wealth management products (note d)	- 非上市財富管理產品 (附註d)	1,129,041

14. OTHER FINANCIAL ASSETS (Continued)

14. 其他金融資產 (續)

		31 March 2018 二零一八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Non-current:		
非流動:		
Unlisted equity investment in the PRC, at cost (note a)	中國非上市股權投資，按成本計量（附註a）	631,680
Listed equity investment in the Philippines, at fair value (note c)	菲律賓上市股權投資，按公平值計量（附註c）	35,765
		667,445
Current:		
流動:		
Unlisted wealth management products, at fair value (note d)	非上市財富管理產品，按公平值計量（附註d）	1,833,235

Notes:

附註:

- (a) Balance represented equity interest in a full-licensed securities company in China (Shanghai) Pilot Free Trade Zone (the "Securities Company") under the framework of the Closer Economic Partnership Arrangement between Mainland China and Hong Kong. During the six months ended 30 September 2018, the Securities Company issued and allotted new shares to its shareholders. After such share allotments, the Group's equity interest in the Securities Company decreased from 15% to approximately 12.17%.
- (a) 結餘指根據《內地與香港關於建立更緊密經貿關係的安排》框架下於中國（上海）自由貿易試驗區持有一家全牌照證券公司（「證券公司」）的股本權益。截至二零一八年九月三十日止六個月，證券公司向其股東發行及配發新股份。該等股份配發後，本集團於證券公司的股本權益由15%下降至約12.17%。
- (b) Balance represented equity interest in an investment holding company ("Entity A") which was acquired in April 2018 at a consideration of HK\$600,000,000. The equity interest acquired was approximately 19.32% of the total issued share capital of Entity A and was subsequently decreased to approximately 19.06% after new shares of Entity A were issued and allotted to its shareholders.
- (b) 結餘指於二零一八年四月以代價港幣600,000,000元收購的一間投資控股公司（「實體A」）之股本權益。所收購的股本權益佔實體A的全部已發行股本約19.32%，隨後於實體A新股份獲發行及配發予其股東後減少至約19.06%。
- (c) The listed equity investment in the Philippines was stated at fair values based on quoted market prices in active markets as at the end of each of the reporting periods.
- (c) 菲律賓上市股權投資按公平值（基於各報告期末活躍市場的市場報價）列賬。
- (d) Balance represented the Group's investment in wealth management products from financial institutions in the PRC which were not yet due nor early redeemed as at the end of each of the reporting periods. The fair values of such wealth management products have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.
- (d) 結餘指本集團於中國金融機構的財富管理產品的投資，於各報告期末尚未到期或提早贖回。該等財富管理產品的公平值乃基於貼現現金流分析按照公認定價模型釐定，其中最重要的輸入數據為反映交易對手信貸風險的貼現率。

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15. FINANCE LEASE RECEIVABLES

15. 應收融資租賃款項

		Minimum lease payments receivable 應收最低租賃付款		Present value of minimum lease payments receivable 應收最低租賃付款之現值	
		30 September 2018 二零一八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元 (note) (附註)	31 March 2018 二零一八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元 (note) (附註)	30 September 2018 二零一八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2018 二零一八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Finance lease receivables comprise:	應收融資租賃款項包括：				
Within one year	一年內	693,968	334,921	645,647	301,709
In more than one year but not more than five years	一年以上但不超過五年	420,548	268,550	394,268	247,763
		1,114,516	603,471	1,039,915	549,472
Less: Unearned finance lease income	減：未賺取融資租賃收入	(74,601)	(53,999)	-	-
		1,039,915	549,472	1,039,915	549,472
Less: Provision for impairment loss	減：減值虧損撥備	(25,101)	-	(25,101)	-
Present value of minimum lease payments receivable	應收最低租賃付款之 現值	1,014,814	549,472	1,014,814	549,472
Analysed as:	分析為：				
Current assets	流動資產			622,517	301,709
Non-current assets	非流動資產			392,297	247,763
				1,014,814	549,472

Note:

The minimum lease payments receivable were presented using the prevailing the People's Bank of China (the "PBC") rate as at 30 September 2018 and 31 March 2018, respectively.

Finance lease receivables that were neither past due nor impaired related to a number of diversified borrowers for whom there was no history of recent default.

附註：

應收最低租賃付款分別使用於二零一八年九月三十日及二零一八年三月三十一日的中國人民銀行（「中國人民銀行」）現行利率呈報。

未逾期且未減值之應收融資租賃款項與多名不同借款人有關，該等借款人近期並無拖欠記錄。

15. FINANCE LEASE RECEIVABLES (Continued)

As at 30 September 2018, finance lease receivables with an aggregate carrying value of approximately HK\$25,715,000 (31 March 2018: HK\$33,947,000) were pledged to secure certain other borrowings provided to the Group.

15. 應收融資租賃款項 (續)

於二零一八年九月三十日，總賬面值約港幣25,715,000元(二零一八年三月三十一日：港幣33,947,000元)的應收融資租賃款項已抵押，以擔保提供予本集團的若干其他借貸。

		30 September 2018 二零一八年 九月三十日	31 March 2018 二零一八年 三月三十一日
Effective interest rates	實際利率		
Finance lease receivables	應收融資租賃款項	5.46 – 13.32%	5.46 – 13.32%

Interest rate of variable-rate finance lease receivables is reset when there is a change of the prevailing PBC rate.

按浮動利率計息的應收融資租賃款項之利率在中國人民銀行現行利率變化時重新設定。

The movements in the provision for impairment of finance lease receivables are as follows:

應收融資租賃款項之減值撥備的變動如下：

		30 September 2018 二零一八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2018 二零一八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
At beginning of period/year	於期／年初	–	–
Effect arising from adoption of HKFRS 9	採納香港財務報告準則第9號的影響	2,748	–
Provision for impairment loss (note 7)	減值虧損撥備(附註7)	22,353	–
At end of period/year	於期／年末	25,101	–

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16. ACCOUNTS RECEIVABLE

16. 應收賬款

		30 September 2018 二零一八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2018 二零一八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Accounts receivable arising from the ordinary course of business of:	於日常業務過程中產生之應收賬款：		
– Dealing in securities:	– 證券買賣：		
Margin clients	孖展客戶	252,511	592,063
Clearing houses	結算所	47,736	58,027
– Insurance brokerage business	– 保險經紀業務	59	578
– Futures brokerage business	– 期貨經紀業務	4,743	6,622
– Financial guarantee business	– 融資擔保業務	22,279	24,432
		327,328	681,722
Less: Provision for impairment loss	減：減值虧損撥備	(175,781)	(135,417)
		151,547	546,305

The settlement terms of accounts receivable attributable to the dealing in securities transactions are two days after the trade date except for the balances with margin clients and cash clients which are repayable on demand. The trading terms with customers of the insurance brokerage business are mainly on credit. The credit period for customers of insurance brokerage business is generally 30 days, extending up to 90 days for major customers. The settlement terms of accounts receivable attributable to dealing in futures transactions and financial guarantee business are repayable on demand and generally up to 12 months, respectively.

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

除孖展客戶及現金客戶之結餘須按要求償還外，證券買賣業務應佔之應收賬款結算期為交易日期後兩日。與保險經紀業務客戶的交易條款主要以記賬形式進行。一般而言，保險經紀業務客戶的信貸期為30日，而主要客戶則可延長至最多90日。期貨買賣業務及融資擔保業務應佔之應收賬款結算期分別為須按要求償還及一般最多12個月。

於報告期末的應收賬款基於交易日期之賬齡分析如下：

		30 September 2018 二零一八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2018 二零一八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Within 90 days	90日內	327,314	681,641
Between 91 to 180 days	91至180日	14	81
		327,328	681,722

16. ACCOUNTS RECEIVABLE (Continued)

An ageing analysis of the accounts receivable that are not individually nor collectively considered to be impaired is as follows:

		30 September 2018 二零一八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2018 二零一八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Neither past due nor impaired	未逾期且未減值	151,547	546,020
Less than 1 month past due	逾期1個月以內	–	165
1 to 3 months past due	逾期1至3個月	–	39
Over 3 months past due	逾期3個月以上	–	81
		151,547	546,305

The movements in the provision for impairment of accounts receivable are as follow:

		30 September 2018 二零一八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2018 二零一八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
At beginning of period/year	於期／年初	135,417	–
Effect arising from adoption of HKFRS 9	採納香港財務報告準則第9號的影響	2,441	–
Provision for impairment loss (note)	減值虧損撥備(附註)	39,843	135,417
Reversal of provision for impairment loss (note)	減值虧損撥備撥回(附註)	(1,920)	–
At end of period/year	於期／年末	175,781	135,417

Note: Amounts are included in “Provision for impairment loss of accounts receivable, net” in the condensed consolidated statement of profit or loss.

16. 應收賬款 (續)

並無個別或整體被視為減值之應收賬款賬齡分析如下:

應收賬款之減值撥備的變動如下:

附註: 該等款項計入簡明綜合損益表中「應收賬款之減值虧損撥備淨額」內。

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17. LOANS RECEIVABLE

Loans receivable 應收貸款
Less: Provision for impairment loss 減：減值虧損撥備

30 September 2018 二零一八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2018 二零一八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
2,242,734	1,586,824
(1,528,394)	(320,000)
714,340	1,266,824

Loans receivable represented receivables arising from the provision of finance business of the Group, and bear interest at rates ranging from 8% to 18% per annum (31 March 2018: 12% to 24% per annum).

All of the loans receivable as at 30 September 2018 and 31 March 2018 were unsecured.

An ageing analysis of loans receivable, determined based on the age of the loans receivable since the effective drawn down date of the loans, as at the end of the reporting period is as follows:

應收貸款指本集團提供融資業務所產生之應收款項，按介乎每年8厘至18厘（二零一八年三月三十一日：每年12厘至24厘）之利率計息。

於二零一八年九月三十日及二零一八年三月三十一日的所有應收貸款均無抵押。

於報告期末，按應收貸款自貸款實際提取日期起之賬齡釐定之應收貸款賬齡分析如下：

		30 September 2018 二零一八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2018 二零一八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Within 90 days	90日內	10,915	512,308
Between 91 to 180 days	91至180日	349,222	194,692
Between 181 days to one year	181日至一年	992,434	879,824
Over one year	一年以上	890,163	-
		2,242,734	1,586,824

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17. LOANS RECEIVABLE (Continued)

The movements in the provision for impairment of loans receivable are as follows:

17. 應收貸款 (續)

應收貸款之減值撥備的變動如下：

		30 September 2018 二零一八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2018 二零一八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
At beginning of period/year	於期／年初	320,000	-
Effect arising from adoption of HKFRS 9	採納香港財務報告準則第9號的影響	6,334	-
Provision for impairment loss (note)	減值虧損撥備 (附註)	326,334	-
Reversal of provision for impairment loss (note)	減值虧損撥備撥回 (附註)	1,249,757	320,000
		(47,697)	-
At end of period/year	於期／年末	1,528,394	320,000

Note: Amounts are included in "Provision for impairment loss of loans receivable, net" in the condensed consolidated statement of profit or loss.

附註：該等款項計入簡明綜合損益表中「應收貸款之減值虧損撥備淨額」內。

Stage analysis on allowance for impairment losses is as follows:

減值虧損撥備階段分析如下：

		12 months ECL 12個月預期 信貸虧損 (Unaudited) (未經審核) HK\$'000 港幣千元	Lifetime ECL not credit impaired 未信貸減值的 終生預期 信貸虧損 (Unaudited) (未經審核) HK\$'000 港幣千元	Lifetime ECL credit impaired 已信貸減值的 終生預期 信貸虧損 (Unaudited) (未經審核) HK\$'000 港幣千元	Total 總額 (Unaudited) (未經審核) HK\$'000 港幣千元
As at 31 March 2018 (audited)	於二零一八年三月三十一日 (經審核)				320,000
Effect arising from adoption of HKFRS 9	採納香港財務報告準則第9號的影響				6,334
Restated opening balance under HKFRS 9 as at 1 April 2018	於二零一八年四月一日根據香港財務報告準則第9號的經重列期初結餘	6,334	60,000	260,000	326,334
New loans/financing originated	產生的新貸款／融資	4,311	-	-	4,311
Loans/financing derecognised or repaid during the period (other than write-offs)	期內終止確認或償還的貸款／融資 (撇銷除外)	(1,031)	-	-	(1,031)
Net transfer between stages	階段間轉撥淨額	(6,024)	2,811	3,213	-
Movements due to changes in credit risk	因信貸風險變化導致的變動	-	559,308	639,472	1,198,780
As at 30 September 2018	於二零一八年九月三十日	3,590	622,119	902,685	1,528,394



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18. FACTORING RECEIVABLES

18. 應收保理款項

		30 September 2018 二零一八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2018 二零一八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Factoring receivables	應收保理款項	302,771	323,614
Less: Provision for impairment loss	減：減值虧損撥備	(1,515)	-
		301,256	323,614

An ageing analysis of factoring receivables, determined based on the age of the factoring receivables since the effective drawn down date of the loans, as at the end of the reporting period is as follows:

於報告期末，按應收保理款項自貸款實際提取日期起之賬齡釐定之應收保理款項賬齡分析如下：

		30 September 2018 二零一八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2018 二零一八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Within 90 days	90日內	125,025	213,660
Between 91 to 180 days	91至180日	111,661	62,474
Between 181 days to one year	181日至一年	66,085	22,490
Over one year	一年以上	-	24,990
		302,771	323,614

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19. NOTE RECEIVABLE

		30 September 2018 二零一八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2018 二零一八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Note receivable	應收票據	-	600,000
Less: balance due within one year included in current assets	減：計入流動資產於一年內 到期之結餘	-	(600,000)
Non-current portion	非即期部分	-	-

As at 31 March 2018, balance represented a promissory note in relation to the disposal of an unlisted equity investment of the Group. The promissory note was with principal amount of HK\$600,000,000 with zero coupon and repayable in August 2018. In April 2018, the Group entered into an agreement with the issuer of the promissory note (the "Purchaser") that the Purchaser agreed to allot and issue new shares to the Group, representing approximately 19.32% of the total issued share capital of the Purchaser, at a consideration of HK\$600,000,000 and the Group agreed to return the promissory note to the Purchaser for cancellation of the promissory note. Details are set out in note 14.

於二零一八年三月三十一日，結餘指有關出售本集團一項非上市股權投資的承兌票據。承兌票據的本金額為港幣600,000,000元，零票息，須於二零一八年八月償還。於二零一八年四月，本集團與承兌票據的發行人（「買方」）訂立協議，買方同意以代價港幣600,000,000元向本集團配發及發行新股份（佔買方全部已發行股本約19.32%），而本集團同意將承兌票據退還予買方，以註銷承兌票據。詳情載列於附註14。

20. INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

		30 September 2018 二零一八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2018 二零一八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Listed equity investments, at market value	上市股權投資，按市值計量	61,282	408,497

As at 31 March 2018, investments at fair value through profit or loss with an aggregate carrying value of approximately HK\$404,764,000 were pledged to a financial institution to secure a bank borrowing provided to the Group. As at 30 September 2018, no investments at fair value through profit or loss were pledged.

於二零一八年三月三十一日，賬面總值約港幣404,764,000元的透過損益以公平值列賬之投資已抵押予一間金融機構，以擔保提供予本集團的一筆銀行借貸。於二零一八年九月三十日，概無透過損益以公平值列賬之投資已抵押。

21. RESTRICTED BANK DEPOSITS

Balance represented bank deposits in the PRC required by banks or related government regulations for the financial guarantees provided to third parties by the Group, and for the bank loans provided to the Group at the end of the reporting period.

22. CASH AND BANK BALANCES

Cash and bank balances

現金及銀行結餘

30 September 2018 二零一八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2018 二零一八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
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227,000

1,302,157

The Group maintains trust accounts with authorised institutions in respect of clients' monies arising from the course of securities brokerage, futures brokerage and insurance brokerage businesses. As at 30 September 2018, approximately HK\$166,146,000 (31 March 2018: HK\$151,950,000) was held by the Group on behalf of the clients in the trust accounts. The client monies as at 30 September 2018 and 31 March 2018 were not included in the Group's cash and bank balances.

As at 30 September 2018, bank deposits with an aggregate carrying value of approximately HK\$34,181,000 (31 March 2018: HK\$35,214,000) were pledged to secure certain bank borrowings provided to the Group.

本集團於獲授權機構設立託管賬戶，存放於證券經紀、期貨經紀及保險經紀業務過程中產生之客戶款項。於二零一八年九月三十日，本集團代表客戶於託管賬戶持有約港幣166,146,000元（二零一八年三月三十一日：港幣151,950,000元）。於二零一八年九月三十日及二零一八年三月三十一日的客戶款項並無計入本集團之現金及銀行結餘。

於二零一八年九月三十日，總賬面值約港幣34,181,000元（二零一八年三月三十一日：港幣35,214,000元）的銀行存款已抵押，以擔保提供予本集團的若干銀行借貸。

23. ACCOUNTS PAYABLE

The balances as at 30 September 2018, based on the trade date, were all aged within 90 days (31 March 2018: 90 days).

23. 應付賬款

於二零一八年九月三十日，按交易日計算的結餘之賬齡均為90日（二零一八年三月三十一日：90日）內。



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24. INTEREST-BEARING BORROWINGS

24. 計息借貸

		30 September 2018 二零一八年九月三十日			31 March 2018 二零一八年三月三十一日		
		Effective interest rate (%) p.a. 實際年利率(%)	Maturity 到期日	HK\$'000 港幣千元 (Unaudited) (未經審核)	Effective interest rate (%) p.a. 實際年利率(%)	Maturity 到期日	HK\$'000 港幣千元 (Audited) (經審核)
Current:	即期:						
Bank borrowings	銀行借貸						
- secured (note (a))	- 有抵押(附註(a))	6.17	2019	31,610	4.56	2019	157,000
- secured (note (b))	- 有抵押(附註(b))	5.46-5.75	2018	70,939	5.46-5.75	2018	120,091
- unsecured	- 無抵押	8.66	2019	15,000	8.66	2018-2019	15,000
- secured (note (c))	- 有抵押(附註(c))	-	-	-	2.50-2.80	2018	70,000
Other borrowings	其他借貸						
- unsecured	- 無抵押	-	-	-	18.26	2018	50,000
- secured (note (d))	- 有抵押(附註(d))	6.00	2019	24,863	6.00	2019	43,052
- secured (note (e))	- 有抵押(附註(e))	7.12	2019	234,987	7.12	2019	234,987
				377,399			690,130
Non-current:	非即期:						
Bank borrowings	銀行借貸						
- unsecured	- 無抵押	8.66	2020-2021	70,500	8.66	2020-2021	78,000
- secured (note (b))	- 有抵押(附註(b))	5.46-5.75	2020	2,651	5.46-5.75	2020	25,445
Other borrowings	其他借貸						
- secured (note (f))	- 有抵押(附註(f))	8.20	2020	702,000	8.20	2020	702,000
- secured (note (e))	- 有抵押(附註(e))	7.12	2020	548,304	7.12	2020	548,304
- secured (note (d))	- 有抵押(附註(d))	6.00	2019	1,429	6.00	2019	6,944
- unsecured	- 無抵押	4.97	2022	10,000	4.97	2022	10,000
- unsecured	- 無抵押	4.97	2023	20,000	4.97	2023	20,000
				1,354,884			1,390,693

Notes:

- (a) In January 2017, the Company obtained a loan facility of HK\$200,000,000 with interest bearing at the Hong Kong Interbank Offered Rate ("HIBOR") plus 3.5% per annum, repayable in January 2018, and secured by certain investments at fair value through profit or loss with an aggregate carrying value of approximately HK\$404,764,000 at 31 March 2018 and personal guarantee given by Mr. Zhang Yongdong ("Mr. Zhang"), a substantial shareholder of the Company. In January 2018, such loan facility was renewed with interest rate revised to HIBOR plus 4.5% per annum and maturity revised to January 2019. As at 30 September 2018, the loan facility was secured by personal guarantee given by Mr. Zhang and an independent third party.

附註:

- (a) 於二零一七年一月，本公司取得一筆港幣200,000,000元之貸款融資，按香港銀行同業拆息（「香港銀行同業拆息」）加每年3.5厘計息，須於二零一八年一月償還，以於二零一八年三月三十一日總賬面值約港幣404,764,000元的若干透過損益以公平價值列賬之投資及張永東先生（「張先生」，為本公司主要股東）作出的個人擔保抵押。於二零一八年一月，該貸款融資續期，利率修改為香港銀行同業拆息加每年4.5厘，到期時間修訂為二零一九年一月。於二零一八年九月三十日，該貸款融資以張先生及一名獨立第三方作出的個人擔保抵押。

24. INTEREST-BEARING BORROWINGS (Continued)

Notes: (Continued)

- (b) Bank borrowings of approximately Renminbi (“RMB”) RMB64,588,000 (equivalent to approximately HK\$73,590,000) (31 March 2018: RMB116,478,000, equivalent to approximately HK\$145,536,000) with interest bearing at rates ranging from 5.46% to 5.75% per annum and repayable within three years by instalments were secured by bank deposits of RMB30,000,000 (equivalent to approximately HK\$34,181,000) and a corporate guarantee given by a third party (31 March 2018: bank deposits of RMB30,000,000 (equivalent to approximately HK\$35,214,000) and a corporate guarantee given by a third party).
- (c) Bank borrowings of HK\$70,000,000 with interest bearing at rates ranging from 2.5% to 2.8% per annum and repayable within one year were secured by charges over client’s pledged securities. The balance was fully settled during the period.
- (d) Other borrowings of approximately RMB23,076,000 (equivalent to approximately HK\$26,292,000) (31 March 2018: RMB40,015,000, equivalent to approximately HK\$49,996,000) with interest bearing at 6.0% per annum and repayable within two years were secured by certain finance lease receivables with carrying amount of approximately RMB22,569,000 (equivalent to approximately HK\$25,715,000) (31 March 2018: RMB27,169,000, equivalent to approximately HK\$33,947,000).
- (e) In March 2018, the Company issued two notes payable with principal amounts of US\$30,000,000 (equivalent to approximately HK\$234,987,000) (“Note A”) and US\$70,000,000 (equivalent to approximately HK\$548,304,000) (“Note B” and collectively with Note A referred to as the “Notes”). The Notes bear interest at 7% per annum and were secured by certain shares in the capital of a wholly-owned subsidiary of the Company, approximately 7.26% equity interest of Wins Finance Holdings Inc. (“Wins Finance”) held by the Group, certain shares of the Company held by Mr. Zhang and personal guarantees given by Mr. Zhang and his spouse. Note A was repayable in March 2019 and Note B was repayable in March 2020.
- (f) In March 2017, the Company obtained a loan facility of US\$90,000,000 (equivalent to approximately HK\$702,000,000) with interest bearing at rates ranging from 7.5% to 8.0% per annum payable annually in arrears, repayable in March 2020, and secured by the shares in the capital of certain wholly-owned subsidiaries of the Company, 10% equity interest of Wins Finance held by the Group and personal guarantees given by Mr. Zhang and his spouse.

24. 計息借貸 (續)

附註：(續)

- (b) 銀行借貸約人民幣(「人民幣」)64,588,000元(相當於約港幣73,590,000元)(二零一八年三月三十一日：人民幣116,478,000元，相當於約港幣145,536,000元)按介乎每年5.46厘至5.75厘的利率計息，須於三年內分期償還，以銀行存款人民幣30,000,000元(相當於約港幣34,181,000元)及一名第三方作出的公司擔保(二零一八年三月三十一日：銀行存款人民幣30,000,000元(相當於約港幣35,214,000元)及一名第三方作出的公司擔保)抵押。
- (c) 銀行借貸港幣70,000,000元按介乎每年2.5厘至2.8厘的利率計息，須於一年內償還，以客戶的已質押證券抵押。該結餘已於期內悉數償還。
- (d) 其他借貸約人民幣23,076,000元(相當於約港幣26,292,000元)(二零一八年三月三十一日：人民幣40,015,000元，相當於約港幣49,996,000元)按每年6.0厘的利率計息，須於兩年內償還，以賬面值約人民幣22,569,000元(相當於約港幣25,715,000元)(二零一八年三月三十一日：人民幣27,169,000元，相當於約港幣33,947,000元)的若干應收融資租賃款項抵押。
- (e) 於二零一八年三月，本公司發行兩份應付票據，本金額分別為30,000,000美元(相當於約港幣234,987,000元)(「票據A」)及70,000,000美元(相當於約港幣548,304,000元)(「票據B」，與票據A統稱「票據」)。票據按每年7厘計息，以本公司一間全資附屬公司股本中若干股份、本集團持有的Wins Finance Holdings Inc. (「Wins Finance」)約7.26%股本權益、張先生持有的若干本公司股份以及張先生及其配偶作出的個人擔保抵押。票據A須於二零一九年三月償還，票據B須於二零二零年三月償還。
- (f) 於二零一七年三月，本公司取得一筆金額為90,000,000美元(相當於約港幣702,000,000元)的貸款融資，利率介乎每年7.5厘至8.0厘，須每年期末支付。該貸款融資須於二零二零年三月償還，以本公司若干全資附屬公司股本中的股份、本集團持有的Wins Finance 10%股本權益以及張先生及其配偶作出的個人擔保抵押。



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25. OTHER PAYABLES – NON-CURRENT

Balance as at 31 March 2018 represented consideration payable in relation to the acquisition of Wins Finance with details set out in note 30.

26. CONVERTIBLE BONDS

The Company issued two convertible bonds in June and September 2017 with details set out as follows:

(a) Convertible bonds issued on 14 June 2017 (the “First Convertible Bonds”)

On 6 June 2017, the Company entered into a subscription agreement with a subsidiary of China Huarong Asset Management Co., Ltd. (the “First Subscriber”, whose shares are listed on the main board of the Stock Exchange, stock code: 2799), in relation to the issue of the First Convertible Bonds in the principal amount of US\$100,000,000 with conversion rights to convert the principal amount thereof into the shares of the Company at the conversion price of HK\$0.425. Upon conversion of the First Convertible Bonds, the principal amount of the First Convertible Bonds shall be exchanged to Hong Kong dollar based on the fixed exchange rate of US\$1:HK\$7.8. The conversion period shall begin six months after the issue date and end on five trading days before the maturity date.

The issue price was 100% of the principal amount of the First Convertible Bonds. The First Convertible Bonds bore interest at 4% per annum payable semi-annually in arrears. The imputed interest on the First Convertible Bonds was calculated using the effective interest rate at 18.10% per annum.

The First Convertible Bonds were secured by 30% equity interest of Wins Finance held by the Group to the First Subscriber.

In June 2018, additional guarantee is also given by an independent third party.

During the six months ended 30 September 2018, no conversion rights attaching to the First Convertible Bonds were exercised. The outstanding principal amount of the First Convertible Bonds as at 30 September 2018 amounted to US\$99,000,000 (equivalent to approximately HK\$772,200,000).

25. 其他應付款項－非即期

於二零一八年三月三十一日的結餘指就收購Wins Finance應付代價，詳情載於附註30。

26. 可換股債券

本公司於二零一七年六月及九月發行兩批可換股債券，詳情載列如下：

(a) 於二零一七年六月十四日發行的可換股債券（「首批可換股債券」）

於二零一七年六月六日，本公司與中國華融資產管理股份有限公司的一間附屬公司（「首名認購人」，其股份於聯交所主板上市，股份代號：2799）就發行本金額為100,000,000美元的首批可換股債券（附帶按轉換價港幣0.425元將其本金額轉換成io公司股份的轉換權）訂立一份認購協議。於首批可換股債券獲轉換時，首批可換股債券的本金額將按1美元兌港幣7.8元的固定匯率兌換成港幣。轉換期將於發行日期後六個月開始，並於到期日前五個交易日結束。

發行價為首批可換股債券本金額的100%。首批可換股債券按每年4厘計息，利息須每半年期後支付。首批可換股債券的估算利息乃使用實際利率每年18.10厘計算。

首批可換股債券由本集團持有的Wins Finance 30%股本權益抵押予首名認購人。

於二零一八年六月，一名獨立第三方亦作出額外擔保。

截至二零一八年九月三十日止六個月，首批可換股債券附帶的轉換權概無獲行使。於二零一八年九月三十日，首批可換股債券的未償還本金額為99,000,000美元（相當於約港幣772,200,000元）。

26. CONVERTIBLE BONDS (Continued)**(b) Convertible Bonds issued on 12 September 2017 (the “Second Convertible Bonds”)**

On 24 August 2017, the Company entered into another subscription agreement with a wholly-owned subsidiary of Huarong Investment Stock Corporation Limited (the “Second Subscriber”, whose shares are listed on the main board of the Stock Exchange, stock code: 2277), in relation to the issue of the Second Convertible Bonds in the principal amount of HK\$437,000,000 with conversion rights to convert the principal amount thereof into the shares of the Company at the conversion price of HK\$0.425. The conversion period shall begin six months after the issue date and end on five trading days before the maturity date.

The issue price was 100% of the principal amount of the Second Convertible Bonds. The Second Convertible Bonds bore interest at 4% per annum payable semi-annually in arrears. The imputed interest on the Second Convertible Bonds was calculated using the effective interest rate at 17.93% per annum.

The Second Convertible Bonds were secured by the equity interest of the Securities Company, an other financial asset held by the Group to the Second Subscriber.

During the six months ended 30 September 2018, convertible bonds with principal amount of HK\$7,803,000 were converted into 18,360,000 ordinary shares. The outstanding principal amount of the Second Convertible Bonds as at 30 September 2018 amounted to HK\$429,197,000.

26. 可換股債券 (續)**(b) 於二零一七年九月十二日發行的可換股債券 (「第二批可換股債券」)**

於二零一七年八月二十四日，本公司與華融投資股份有限公司的一間全資附屬公司（「第二名認購人」，其股份於聯交所主板上市，股份代號：2277）就發行本金額為港幣437,000,000元的第二批可換股債券（附帶按轉換價港幣0.425元將其本金額轉換成本公司股份的轉換權）訂立另一份認購協議。轉換期將於發行日期後六個月開始，並於到期日前五個交易日結束。

發行價為第二批可換股債券本金額的100%。第二批可換股債券按每年4厘計息，利息須每半年期後支付。第二批可換股債券的估算利息乃使用實際利率每年17.93厘計算。

第二批可換股債券以本集團持有的其他金融資產（於證券公司的股本權益）抵押予第二名認購人。

截至二零一八年九月三十日止六個月，本金額為港幣7,803,000元的可換股債券獲轉換為18,360,000股普通股。於二零一八年九月三十日，第二批可換股債券的未償還本金額為港幣429,197,000元。

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26. CONVERTIBLE BONDS (Continued)

The convertible bonds recognised in the condensed consolidated financial statements are calculated as follows:

26. 可換股債券 (續)

於簡明綜合財務報表中確認的可換股債券計算如下：

		First Convertible Bonds 首批 可換股債券 HK\$'000 港幣千元	Second Convertible Bonds 第二批 可換股債券 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Face value of convertible bonds at the date of issuance	可換股債券於發行日期的面值	778,760	437,000	1,215,760
Equity component	權益部分	(182,808)	(100,631)	(283,439)
Liability component on initial recognition at the date of issuance	於發行日期初步確認時的負債部分	595,952	336,369	932,321
Finance costs	融資成本	90,197	34,010	124,207
Interest paid	已付利息	(15,729)	(8,716)	(24,445)
Conversion options exercised during the year	年內行使的轉換權	(6,660)	–	(6,660)
Liability component as at 31 March 2018 (audited) and 1 April 2018 (audited)	於二零一八年三月三十一日 (經審核) 及二零一八年四月一日 (經審核) 的負債部分	663,760	361,663	1,025,423
Finance costs (note 6)	融資成本 (附註6)	61,081	32,848	93,929
Interest paid	已付利息	(14,905)	(8,082)	(22,987)
Conversion options exercised during the period	期內行使的轉換權	–	(6,579)	(6,579)
Liability component as at 30 September 2018 (unaudited)	於二零一八年九月三十日的負債部分 (未經審核)	709,936	379,850	1,089,786

27. DEFERRED TAX

Under the EIT Law of the PRC, withholding tax is payable for dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the condensed consolidated financial statements in respect of such temporary differences as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

27. 遞延稅項

根據中國企業所得稅法，須就中國附屬公司自二零零八年一月一日起賺取的溢利所宣派的股息繳納預扣稅。並無在簡明綜合財務報表中就該等暫時差額確認遞延稅項，原因是本集團能控制撥回暫時差額的時間，且在可見的將來很可能不會撥回暫時差額。

28. SHARE CAPITAL

28. 股本

		30 September 2018 二零一八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2018 二零一八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Authorised:	法定:		
5,000,000,000,000 (31 March 2018: 5,000,000,000,000) ordinary shares of HK\$0.001 (31 March 2018: HK\$0.001) each	5,000,000,000,000股(二零一八年三月 三十一日: 5,000,000,000,000股)每股面 值港幣0.001元(二零一八年三月三十一 日: 港幣0.001元)之普通股	5,000,000	5,000,000
Issued and fully paid:	已發行及繳足:		
15,681,761,881 (31 March 2018: 15,663,401,881) ordinary shares of HK\$0.001 (31 March 2018: HK\$0.001) each	15,681,761,881股(二零一八年三月三十一 日: 15,663,401,881股)每股面值港幣 0.001元(二零一八年三月三十一日: 港幣 0.001元)之普通股	15,682	15,663

A summary of the movements of the Company's issued capital and share premium account is as follows:

本公司已發行股本及股份溢價賬之變動概述如下:

		Number of shares in issue 已發行股份數目	Issued capital 已發行股本 HK\$'000 港幣千元	Share premium account 股份溢價賬 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At 1 April 2017 (audited)	於二零一七年四月一日 (經審核)	14,324,137,300	14,324	2,222,353	2,236,677
Issue of shares upon exercise of warrants	於認股權證獲行使時發行股份	1,376,551,640	1,377	538,232	539,609
Share issue expenses	股份發行開支	-	-	(15,775)	(15,775)
Shares repurchased and cancelled	已購回及註銷股份	(55,640,000)	(56)	(26,359)	(26,415)
Issue of shares upon conversion of convertible bonds	於可換股債券獲轉換時 發行股份	18,352,941	18	8,484	8,502
At 31 March 2018 (audited) and 1 April 2018 (audited)	於二零一八年三月三十一日 (經審核)及二零一八年 四月一日(經審核)	15,663,401,881	15,663	2,726,935	2,742,598
Issue of shares upon conversion of convertible bonds (note)	於可換股債券獲轉換時 發行股份(附註)	18,360,000	19	8,357	8,376
At 30 September 2018 (unaudited)	於二零一八年九月三十日 (未經審核)	15,681,761,881	15,682	2,735,292	2,750,974

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28. SHARE CAPITAL (Continued)

Note:

In May 2018, the Company issued 18,360,000 new shares with par value of HK\$0.001 each at a conversion price of HK\$0.425 each upon conversion of convertible bonds with principal amount of HK\$7,803,000 (note 26).

29. SHARE OPTION SCHEME

The Company adopted the share option scheme on 31 August 2012 (the "2012 Scheme") with a term of ten years commencing from 31 August 2012.

The following share options were outstanding under the 2012 Scheme during the six months ended 30 September 2018:

28. 股本 (續)

附註：

於二零一八年五月，本公司於本金額為港幣7,803,000元的可換股債券獲轉換時以轉換價每股港幣0.425元發行18,360,000股每股面值港幣0.001元的新股份（附註26）。

29. 購股權計劃

本公司於二零一二年八月三十一日採納購股權計劃（「二零一二年計劃」），有效期為二零一二年八月三十一日起十年。

截至二零一八年九月三十日止六個月內二零一二年計劃項下未行使之購股權如下：

		Number of share options** 購股權數目**							
		At 1 April 2018 (Audited) 於 二零一八年 四月一日 (經審核)	Granted during the period 期內授出	Cancelled during the period 期內註銷	Exercised during the period 期內行使	At 30 September 2018 (Unaudited) 於 二零一八年 九月三十日 (未經審核)	Date of grant of share options* 購股權 授出日期*	Exercise period of share options 購股權 行使期	Exercise price of share options** 購股權 行使價** HK\$ per share 每股港幣
Directors In aggregate	董事 總計	100,000	-	-	-	100,000	23-4-2015 二零一五年 四月二十三日	23-4-2015 to 22-4-2025 二零一五年四月二十三日 至二零二五年四月二十二日	0.490
In aggregate	總計	-	739,998	(739,998)	-	-	20-7-2018 二零一八年 七月二十日	20-7-2018 to 19-7-2028 二零一八年七月二十日 至二零二八年七月十九日	0.101
In aggregate	總計	-	739,998	-	-	739,998	6-8-2018 二零一八年 八月六日	6-8-2018 to 5-8-2028 二零一八年八月六日 至二零二八年八月五日	0.102
Total	總額	100,000	1,479,996	(739,998)	-	839,998			
Weighted average exercise price	加權平均行使價	HK\$0.49 港幣0.49元	HK\$0.102 港幣0.102元	HK\$0.101 港幣0.101元	-	HK\$0.148 港幣0.148元			



29. SHARE OPTION SCHEME (Continued)

The following share options were outstanding under the 2012 Scheme during the six months ended 30 September 2018:
(Continued)

29. 購股權計劃 (續)

截至二零一八年九月三十日止六個月內二零一二年計劃項下未行使之購股權如下：
(續)

		Number of share options** 購股權數目**								
		At 1 April 2018 (Audited) 於 二零一八年 四月一日 (經審核)	Granted during the period 期內授出	Cancelled during the period 期內註銷	Exercised during the period 期內行使	At 30 September 2018 (Unaudited) 於 二零一八年 九月三十日 (未經審核)	Date of grant of share options* 購股權 授出日期*	Exercise period of share options 購股權 行使期	Exercise price of share options** 購股權 行使價**	
		'000 千股	'000 千股	'000 千股	'000 千股	'000 千股			HK\$ per share 每股港幣	
(Continued)	(續)									
Employees	僱員									
In aggregate	總計	-	370,000	(370,000)	-	-	20-7-2018 二零一八年 七月二十日	20-7-2018 to 19-7-2028 二零一八年七月二十日 至二零二八年七月十九日	0.101	
In aggregate	總計	-	370,000	-	-	370,000	6-8-2018 二零一八年 八月六日	6-8-2018 to 5-8-2028 二零一八年八月六日 至二零二八年八月五日	0.102	
Total	總額	-	740,000	(370,000)	-	370,000				
Weighted average exercise price	加權平均行使價	-	HK\$0.102 港幣0.102元	HK\$0.101 港幣0.101元	-	HK\$0.102 港幣0.102元				
Non-employees	非僱員									
In aggregate	總計	588,276	-	-	-	588,276	23-4-2015 二零一五年 四月二十三日	23-4-2015 to 22-4-2025 二零一五年四月二十三日 至二零二五年四月二十二日	0.490	
In aggregate	總計	-	156,817	(156,817)	-	-	20-7-2018 二零一八年 七月二十日	20-7-2018 to 19-7-2028 二零一八年七月二十日 至二零二八年七月十九日	0.101	
In aggregate	總計	-	156,817	-	-	156,817	6-8-2018 二零一八年 八月六日	6-8-2018 to 5-8-2028 二零一八年八月六日 至二零二八年八月五日	0.102	
Total	總額	588,276	313,634	(156,817)	-	745,093				
Weighted average exercise price	加權平均行使價	HK\$0.49 港幣0.49元	HK\$0.102 港幣0.102元	HK\$0.101 港幣0.101元	-	HK\$0.408 港幣0.408元				

* The vesting period of the share options was from the date of grant until the commencement of the exercise period.

** The exercise price and the number of the share options are subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

* 此等購股權之歸屬期為授出日期起計至行使期開始為止。

** 倘進行供股或紅股發行，或本公司股本有其他類似變動，此等購股權之行使價及數目可予調整。



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29. SHARE OPTION SCHEME (Continued)

No share option was granted, exercised, cancelled or lapsed under the 2012 Scheme during the six months ended 30 September 2017.

In July 2018, 1,266,815,134 share options to subscribe for the ordinary shares in the capital of the Company at an exercise price of HK\$0.101 each were granted by the Company to certain eligible persons, including directors of the Company and employees of the Group under the 2012 Scheme and were fully cancelled on 31 July 2018.

In August 2018, 1,266,815,134 share options to subscribe for the ordinary shares in the capital of the Company at an exercise price of HK\$0.102 each were granted by the Company to certain eligible persons, including directors of the Company and employees of the Group under the 2012 Scheme.

The fair value of equity-settled share options granted during the period was estimated as at the date of grant by CHFT Advisory and Appraisal Limited, an independent qualified professional valuer, using the binomial option pricing model, taking into account the terms and conditions upon which the options were granted. The values of share options calculated using the binomial option pricing model were subject to certain fundamental limitations, due to the subjective nature of and uncertainty relating to a number of assumptions of the expected future performance input to the model, and certain inherent limitations of the model itself. The value of an option varies with different variables of certain subjective assumptions. Any change to the variables used may materially affect the estimation of the fair value of an option.

The following table lists the inputs to the model used to estimate the fair value of share options granted but not cancelled during the period:

Contractual life of options (years)
Exercise price (HK\$ per share)
Historical volatility (%)
Risk-free interest rate (%)
Exercise multiple

The aggregate fair value of the share options granted was approximately HK\$74,268,000 and was recognised as share option expense in the condensed consolidated financial statements for the six months ended 30 September 2018.

29. 購股權計劃 (續)

截至二零一七年九月三十日止六個月，二零一二年計劃項下概無購股權獲授出、行使、註銷或失效。

於二零一八年七月，1,266,815,134份可按行使價每股港幣0.101元認購本公司股本中普通股的購股權，由本公司根據二零一二年計劃授予若干合資格人士（包括本公司董事及本集團僱員），並於二零一八年七月三十一日獲悉數註銷。

於二零一八年八月，1,266,815,134份可按行使價每股港幣0.102元認購本公司股本中普通股的購股權，由本公司根據二零一二年計劃授予若干合資格人士（包括本公司董事及本集團僱員）。

期內授出的以權益結算購股權之公平值於授出日期經獨立合資格專業估值師華坊諮詢評估有限公司使用二項式購股權定價模型，考慮授出購股權的條款及條件而估值。由於有關二項式購股權定價模型預期未來表現輸入數據的多項假設的主觀性質及不確定性，以及該模型本身的若干內在限制，使用該模型計算的購股權價值存在若干根本限制，購股權的價值因若干主觀假設的不同可變因素而各異。所使用可變因素的任何變動可能對購股權的公平值估計造成重大影響。

下表列示估計期內已授出但未注銷的購股權之公平值所使用的模型輸入數據：

購股權合約期限(年)	10
行使價(每股港幣)	0.102
歷史波幅(%)	94.69
無風險利率(%)	2.13
行使倍數	2.2 - 2.8

所授出購股權的總公平值約港幣74,268,000元，於截至二零一八年九月三十日止六個月的簡明綜合財務報表中確認為購股權開支。

29. SHARE OPTION SCHEME (Continued)

As at the end of the reporting period, the Company had 1,955,090,954 (30 September 2017: 688,275,820) share options outstanding under 2012 Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 1,955,090,954 (30 September 2017: 688,275,820) additional ordinary shares of the Company and additional share capital of approximately HK\$1,955,000 (30 September 2017: HK\$688,000) and share premium of approximately HK\$464,515,000 (30 September 2017: HK\$336,567,000) (before issue expenses).

30. ACQUISITION OF SUBSIDIARIES

On 13 December 2016, the Group entered into a share purchase agreement (the "SPA") with the sellers to acquire 67.1% equity interest in Wins Finance. The shares of Wins Finance are listed on The NASDAQ Stock Market LLC. Wins Finance and its subsidiaries (collectively referred to as the "Wins Finance Group") are principally engaged in the provision of financial guarantee and finance leasing services in the PRC. The Group acquired Wins Finance Group to extend its financial services business in the PRC. Further details had been shown in the Group's annual consolidated financial statements for the year ended 31 March 2018.

31. MAJOR NON-CASH TRANSACTIONS

- (a) During the six months ended 30 September 2017, the Group completed the acquisition of Wins Finance at a consideration of US\$260,000,000 (equivalent to approximately HK\$2,028,000,000). The consideration was settled by promissory notes with different maturity dates. Further details had been shown in the annual consolidated financial statements for the year ended 31 March 2018.
- (b) During the six months ended 30 September 2017, an associate of the Group distributed a dividend in specie of its investments of approximately HK\$360,999,000 to the Group. Such investment was classified as other financial asset as at 30 September 2017.

29. 購股權計劃 (續)

於報告期末，本公司於二零一二年計劃項下有1,955,090,954份（二零一七年九月三十日：688,275,820份）購股權尚未行使。按照本公司現有資本架構，若未行使之購股權獲全面行使，將導致額外發行1,955,090,954股（二零一七年九月三十日：688,275,820股）本公司普通股，新增股本約港幣1,955,000元（二零一七年九月三十日：港幣688,000元）及股份溢價約港幣464,515,000元（二零一七年九月三十日：港幣336,567,000元）（未扣除開支）。

30. 收購附屬公司

於二零一六年十二月十三日，本集團與出售方訂立一份購股協議（「購股協議」），以收購Wins Finance的67.1%股本權益。Wins Finance股份於納斯達克上市。Wins Finance及其附屬公司（統稱「Wins Finance集團」）主要在中國從事提供融資擔保及融資租賃服務。本集團收購Wins Finance集團旨在擴展其於中國的金融服務業務。進一步詳情於本集團截至二零一八年三月三十一日止年度的年度綜合財務報表中列示。

31. 主要非現金交易

- (a) 截至二零一七年九月三十日止六個月，本集團完成收購Wins Finance，代價為260,000,000美元（相當於約港幣2,028,000,000元）。代價透過不同到期日的承兌票據支付。進一步詳情於截至二零一八年三月三十一日止年度的年度綜合財務報表中列示。
- (b) 截至二零一七年九月三十日止六個月，本集團一間聯營公司以其投資向本集團作出實物股息分派約港幣360,999,000元。於二零一七年九月三十日，該投資分類為其他金融資產。



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31. MAJOR NON-CASH TRANSACTIONS (Continued)

- (c) During the six months ended 30 September 2018, the Group acquired 36.17% equity interest in Imagination Holding Limited for a consideration of HK\$144,500,000. The consideration was settled by cash of HK\$100,000,000 and a promissory note with principal amount of HK\$44,500,000, which was repayable upon completion date. Such promissory note was fully repaid in June 2018. The details are set out in note 12.
- (d) During the six months ended 30 September 2018, the Group entered into an agreement with Entity A, pursuant to which Entity A agreed to allot and issue its consideration shares, representing approximately 19.32% of the total issued share capital of Entity A at a consideration of HK\$600,000,000 and the Group agreed to return a promissory note with principal amount of HK\$600,000,000 to Entity A for cancellation. The transaction was completed in April 2018. The details are set out in note 14.

32. FINANCIAL GUARANTEE CONTRACTS

The Group provides loan guarantee service to enterprises and individuals in the PRC. As at 30 September 2018, the Group had contracts in relation to loan guarantee business of approximately HK\$355,463,000 (31 March 2018: HK\$546,419,000) in which approximately HK\$3,554,000 (31 March 2018: HK\$5,464,000) was recognised as guarantee compensation provision in the condensed consolidated statement of financial position.

31. 主要非現金交易 (續)

- (c) 截至二零一八年九月三十日止六個月，本集團收購Imagination Holding Limited的36.17%股本權益，代價為港幣144,500,000元。代價以現金港幣100,000,000元及本金額為港幣44,500,000元的承兌票據（須於完成日期償還）支付。該承兌票據於二零一八年六月悉數償還。詳情載列於附註12。
- (d) 截至二零一八年九月三十日止六個月，本集團與實體A訂立協議，據此，實體A同意以代價港幣600,000,000元配發及發行其代價股份（相當於實體A的全部已發行股本約19.32%），本集團同意將本金額為港幣600,000,000元的承兌票據退還予實體A註銷。該交易於二零一八年四月完成。詳情載列於附註14。

32. 融資擔保合約

本集團向中國企業及個人提供貸款擔保服務。於二零一八年九月三十日，本集團有關貸款擔保業務的合約約港幣355,463,000元（二零一八年三月三十一日：港幣546,419,000元），其中約港幣3,554,000元（二零一八年三月三十一日：港幣5,464,000元）於簡明綜合財務狀況報表中確認為擔保賠償撥備。

33. OPERATING LEASE ARRANGEMENTS**As lessee**

The Group leases staff quarters and office premises under operating lease arrangements. The leases for the properties are negotiated for terms of ranging from one to three years (31 March 2018: one to three years).

The Group had total future minimum lease payments under the non-cancellable operating leases falling due as follows:

		30 September 2018 二零一八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2018 二零一八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Within one year	一年內	17,961	35,274
In the second year to fifth year, inclusive	第二年至第五年(包括首尾兩年)	22,664	43,574
		40,625	78,848

34. CAPITAL COMMITMENTS

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

		30 September 2018 二零一八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2018 二零一八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Contracted, but not provided for:	已訂約但未撥備:		
Leasehold improvements	租賃物業裝修	618	-
Furniture, fixtures and equipment	傢俬、裝置及設備	34	-
		652	-

33. 經營租約安排**作為承租人**

本集團根據經營租約安排租賃員工宿舍及辦公場所。物業租賃之租期經磋商為介乎一至三年(二零一八年三月三十一日:一至三年)。

本集團根據不可撤銷經營租約之未來最低租賃付款總額之到期情況如下:

34. 資本承擔

本集團於報告期末有以下資本承擔:



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35. RELATED PARTY TRANSACTIONS

- (a) Save as the transactions and arrangements disclosed elsewhere in these condensed consolidated financial statements, the Group had no other material transactions with related parties during the six months ended 30 September 2018 and 2017.
- (b) Compensation of key management personnel of the Group:

35. 關連方交易

- (a) 除該等簡明綜合財務報表其他部份所披露之交易及安排外，本集團於截至二零一八年及二零一七年九月三十日止六個月與關連方並無進行其他重大交易。
- (b) 本集團主要管理人員之薪酬：

		For the six months ended 30 September 截至九月三十日止六個月	
		2018 二零一八年 (Unaudited) (未經審核) HK\$'000 港幣千元	2017 二零一七年 (Unaudited) (未經審核) HK\$'000 港幣千元
Fee	袍金	360	241
Short-term employee benefits	短期僱員福利	6,068	2,340
Post-employment payments	退休福利	–	36
Equity-settled share option expense	以權益結算購股權之開支	45,296	–
Total compensation paid to key management personnel	已向主要管理人員支付之總薪酬	51,724	2,617

36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13 *Fair Value Measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.

Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.

Level 3 valuations: Fair value measured using significant unobservable inputs.

36. 金融工具之公平值及公平值層級

公平值層級

下表呈報於報告期末本集團按持續基準計量的金融工具之公平值（分為香港財務報告準則第13號公平值計量界定的三級公平值層級）。公平值計量分類的級別乃參考估值技術使用的輸入數據之可觀察性及重大性，按以下方式釐定：

第一層估值：僅使用第一層輸入數據（即於計量日期活躍市場上相同資產或負債的未調整報價）計量的公平值。

第二層估值：僅使用第二層輸入數據（即不符合第一層計量的可觀察輸入數據），不使用重大不可觀察輸入數據計量的公平值。不可觀察輸入數據指無市場數據的輸入數據。

第三層估值：使用重大不可觀察輸入數據計量的公平值。

36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy (Continued)

The Group uses independent valuers to perform valuations of financial instruments which are categorised into Level 3 of the fair value hierarchy. Valuation reports with analysis of changes in fair value measurement are prepared by the independent valuers and are reviewed and approved by the management. Discussion of the valuation process and results with the management is held to coincide with the reporting dates.

Assets measured at fair value:

36. 金融工具之公平值及公平值層級 (續)

公平值層級 (續)

本集團利用獨立估值師對分類至公平值層級第三層的金融工具進行估值。含有公平值計量變動分析的估值報告由獨立估值師編製，並由管理層審閱及批准。於報告日期與管理層討論估值程序及結果。

按公平值計量的資產：

Fair value measurement using
使用以下各項之公平值計量

		Quoted prices in active markets (Level 1) 活躍市場報價 (第一層) HK\$'000 港幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二層) HK\$'000 港幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三層) HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
As at 30 September 2018: (Unaudited)	於二零一八年九月三十日： (未經審核)				
Other financial assets	其他金融資產	27,286	1,129,041	1,612,557	2,768,884
Investments at fair value through profit or loss	透過損益以公平值列賬之 投資	61,282	-	-	61,282
		88,568	1,129,041	1,612,557	2,830,166
As at 31 March 2018: (Audited)	於二零一八年三月三十一日： (經審核)				
Available-for-sale investments	可供出售投資	35,765	1,833,235	-	1,869,000
Investments at fair value through profit or loss	透過損益以公平值列賬之 投資	408,497	-	-	408,497
		444,262	1,833,235	-	2,277,497

The Group did not have any financial liabilities measured at fair value as at 30 September 2018 and 31 March 2018.

於二零一八年九月三十日及二零一八年三月三十一日，本集團並無任何按公平值計量的金融負債。

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36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy (Continued)

During the six months ended 30 September 2018, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (31 March 2018: Nil) for both financial assets and liabilities (31 March 2018: Nil). The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

The fair values of the financial assets included in the Level 2 category above has been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

Information about Level 3 fair value measurement

Unlisted equity investments

At the beginning of the period	於期初
Additions	添置
Net unrealised gains/(losses) recognised in other comprehensive income/(loss) during the period	期內於其他全面收入／(虧損)確認的未變現收益／(虧損)淨額
At the end of the period	於期末

From 1 April 2018, any gains or losses arising from the remeasurement of the Group's unlisted equity investments held for strategic purposes are recognised in the investment revaluation reserve (non-recycling) in other comprehensive income. Upon disposal of the equity investments, the amount accumulated in other comprehensive income is transferred directly to retained profits. Prior to 1 April 2018, any gains or losses arising from the disposal of the unlisted equity investments were presented in the consolidated statement of profit or loss.

The Group determines the appropriate valuation techniques and inputs for Level 3 fair value measurements.

36. 金融工具之公平值及公平值層級 (續)

公平值層級 (續)

截至二零一八年九月三十日止六個月，第一層與第二層公平值計量之間並無轉撥，亦並無金融資產及負債轉入或轉出第三層（二零一八年三月三十一日：無）。本集團的政策為將公平值層級之間的轉撥於產生所在的報告期末確認。

計入上述第二層類別的金融資產之公平值乃基於貼現現金流分析按照公認定價模型釐定，其中最重要的輸入數據為反映交易對手信貸風險的貼現率。

第三層公平值計量之資料

非上市股權投資

30 September 2018 二零一八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	30 September 2017 二零一七年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元
670,969	-
600,000	484,498
341,588	(60,683)
1,612,557	423,815

自二零一八年四月一日起，本集團持作策略用途的非上市股權投資重新計量產生的任何收益或虧損，於其他全面收入中投資重估儲備（不回收）確認。出售股權投資後，於其他全面收入累計的金額直接轉入保留溢利。於二零一八年四月一日前，出售非上市股權投資產生的任何收益或虧損於綜合損益表呈列。

本集團就第三層公平值計量釐定適當的估值技術及輸入數據。

36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Unlisted equity investments are measured using valuation techniques based on inputs that can be observed in the markets in addition to unobservable inputs such as company specific financial information.

The Group uses the key inputs of market comparable companies, which include the valuation multiple and recent transaction price, to determine the fair value of the unlisted equity investments as at 30 September 2018 (31 March 2018: Nil). The unobservable inputs are valuation multiple, marketability discount and minority discount. Valuation multiple represents price-to-book ratio. The higher the valuation multiple, the lower the discounts for lack of marketability or minority, the higher the fair value.

No sensitivity analysis is disclosed for the impact of changes in the relevant unobservable data as the management considers that the exposure is insignificant to the Group.

Fair value of financial assets and financial liabilities that are not measured at fair value

The carrying amounts of other financial assets and financial liabilities recognised at amortised cost in the condensed consolidated financial statements approximate to their fair values.

37. CONTINGENT LIABILITIES AND LITIGATION

Wins Finance and certain of its executive officers were named as defendants in two civil securities lawsuits recently filed in two U.S. District Courts (the "Lawsuit A" and the "Lawsuit B", collectively referred to as the "Lawsuits") in April 2017. Both Lawsuits were putative class action lawsuits where plaintiffs' counsels sought to represent the entire class of shareholders who acquired Wins Finance's securities between 29 October 2015 and 29 March 2017. Both Lawsuits asserted the same statutory violations under the U.S. Securities Exchange Act, alleged, in sum and substance, that the defendants made false and misleading statements, or failed to disclose material facts, in Wins Finance's prospectuses, press releases, and filings with the U.S. Securities and Exchange Commission (the "SEC") in connection with its growth, business prospects and the adequacy of its internal controls. The Lawsuits also alleged that Wins Finance misrepresented the location of its principal executive office in the SEC filings. The Lawsuits further alleged that Wins Finance's stock price fell when the alleged misstatements or omissions became known to investors. The plaintiffs sought unspecified monetary damages, including interest, costs and attorney's fees and other relief as the court deemed just.

In July 2017, the plaintiff of Lawsuit A filed notice to the U.S. District Court that Lawsuit A is voluntarily dismissed, without prejudice and without costs to any party, and the court subsequently terminate Lawsuit A. Accordingly, the directors of Wins Finance considered no further contingent liabilities would arise from Lawsuit A.

36. 金融工具之公平值及公平值層級 (續)

非上市股權投資基於市場上可觀察到的輸入數據，以及公司特定財務資料等不可觀察輸入數據，使用估值技術計量。

本集團使用市場可資比較公司的關鍵輸入數據（包括估值倍數及近期交易價格）釐定非上市股權投資於二零一八年九月三十日之公平值（二零一八年三月三十一日：無）。不可觀察輸入數據為估值倍數、市場流通性折讓及少數股權折讓。估值倍數指市賬率。估值倍數越高，缺乏市場流通性或少數股權的折讓越低，公平值越高。

並無就相關不可觀察數據變動的影響披露敏感度分析，原因是管理層認為該風險對本集團而言並不重大。

並非按公平值計量之金融資產及金融負債之公平值

於簡明綜合財務報表中按攤銷成本確認的其他金融資產及金融負債之賬面值與其公平值相若。

37. 或然負債及訴訟

於二零一七年四月，Wins Finance及其若干執行人員在近期於兩個美國地區法院提出的兩宗民事證券訴訟（「訴訟A」及「訴訟B」，統稱為「該等訴訟」）中被列為被告。該等訴訟均為推定集體訴訟，原告律師尋求代表於二零一五年十月二十九日至二零一七年三月二十九日期間購買了Wins Finance證券的全體股東。該等訴訟均主張《美國證券交易法》項下的相同法定違規行為，總而言之指稱被告在Wins Finance的招股章程、新聞稿及向美國證券交易委員會（「美國證監會」）提交的文件中作出了有關其增長、業務前景及內控充足性的虛假及誤導性陳述，或未能披露相關重大事實。該等訴訟亦指稱，Wins Finance在提交予美國證監會的文件中虛假陳述了其重要執行人員的地點。該等訴訟進一步指稱，當相關錯誤陳述或遺漏被投資者知悉後，Wins Finance的股價下跌。原告尋求金額未定的損害賠償，包括利息、成本、律師費及法院認為正當的其他濟助。

於二零一七年七月，訴訟A的原告向美國地區法院提交通知，自願中止訴訟A，任何一方不受影響，亦毋須承擔任何費用，法院隨後終止訴訟A。因此，Wins Finance董事認為，訴訟A不會再產生進一步或然負債。



37. CONTINGENT LIABILITIES AND LITIGATION

(Continued)

In June 2017, the court issued an order appointing lead plaintiffs and lead counsel for Lawsuit B. In August 2017, lead plaintiffs of Lawsuit B filed an amended class action complaint. The amended complaint alleged claims against Wins Finance for securities fraud purportedly arising from alleged misrepresentations concerning its principal executive offices (which alleged misrepresentations resulted in Wins Finance being added to, and then removed from, the Russell 2000 index). In October 2017, Wins Finance moved to dismiss the amended complaint for failure to state a claim as against it. In March 2018, the court issued an order to deny Wins Finance's motion to dismiss. Thus, Lawsuit B will proceed to the fact gathering stage. In June 2018, counsel for the parties appeared before the court for an initial scheduling conference and the court will enter an appropriate schedule for discovery and additional motions. In July 2018, the plaintiffs filed with the court proof of summons and amended complaint against certain individual defendants and in August 2018, such individual defendants moved to dismiss the amended complaint for failure to state a claim as against them. In September 2018, the lead plaintiffs filed a motion seeking class certification. In that motion, the lead plaintiffs have not specified the amount of alleged class-wide damages, nor have they provided any methodology for the calculation of same. Wins Finance's opposition to that motion is currently due in December 2018. In October 2018, the court entered an order dismissing the action against an individual defendant without prejudice, for the lead plaintiffs' failure to timely serve such individual defendant with the summons and amended complaint. As a result of a private mediation conducted in November 2018, Wins Finance has agreed in principle to settle the class action, on behalf of all remaining defendant parties. That preliminary settlement will be subject to standard documentation (which among other things, will have certain contingencies concerning shareholder participation in the settlement), and will further be subject to the court's approval.

The directors of Wins Finance have sought advice from U.S. litigation counsel in this respect and are of the view that there was no material progress on the Lawsuits and the Lawsuits are without merit, and Wins Finance is vigorously defending these Lawsuits. As at 30 September 2018, given the preliminary stage of the mediation and the uncertainty of the size of the plaintiff class, an estimate of the actual quantum of damages cannot be made at this stage.

37. 或然負債及訴訟 (續)

於二零一七年六月，法院頒佈命令，就訴訟B委任首席原告及首席律師。於二零一七年八月，訴訟B的首席原告提交經修訂集體訴訟起訴書。經修訂起訴書指稱有關Wins Finance的主要行政人員的虛假陳述為證券欺詐提出索償（所指稱虛假陳述導致Wins Finance被列入羅素2000指數，後被剔除出該指數）。於二零一七年十月，Wins Finance動議因未能對其說明索償而駁回經修訂起訴書。於二零一八年三月，法院頒佈命令，拒絕Wins Finance的駁回動議。因此，訴訟B將進行收集事實階段。於二零一八年六月，各方律師參加法院的初步時間表規劃會議，法院將就文件披露及額外動議決定適當的時間表。於二零一八年七月，原告針對若干個人被告人向法院提交傳喚證明及經修訂起訴書，於二零一八年八月，該等個人被告人動議因未能對其說明索償而駁回經修訂起訴書。於二零一八年九月，首席原告提交動議，尋求集體認證。在該動議中，首席原告未說明指稱集體損害總金額，亦未提出任何相關計算方法。Wins Finance計劃於二零一八年十二月提出對該動議的異議。於二零一八年十月，法院頒佈一項命令，駁回對一名個人被告人的訴訟，無損權利，理由是首席原告未能及時向該個人被告人送達傳訊令狀及經修訂起訴書。由於二零一八年十一月進行庭外調解，Wins Finance已代表所有餘下被告人原則上同意和解該集體訴訟。初步和解須待編製標準文件（將（其中包括）存在關於股東參與和解的一定偶然性），亦須另外獲法院批准。

Wins Finance董事已就此尋求美國訴訟律師的意見，認為該等訴訟並無重大進展，且該等訴訟並無依據，Wins Finance正積極抗辯該等訴訟。於二零一八年九月三十日，鑒於調解處於初始階段及原告類別規模的不確定性，現時無法估計損害賠償的準確金額。

38. EVENTS AFTER THE REPORTING PERIOD

Save as disclosed elsewhere in these condensed consolidated financial statements, the following significant events of the Group occurred after the end of the reporting period:

- (a) On 28 September 2018, 18 October 2018, 9 November 2018 and 15 November 2018, the Company entered into undertakings with the First Subscriber and the Second Subscriber, pursuant to which, subject to the fulfillment of certain conditions, the Company agreed to amend certain terms and conditions of the First Convertible Bonds and the Second Convertible Bonds. As at the date of approval of these condensed consolidated financial statements, the conditions precedent set out in the undertakings have not been fully fulfilled.
- (b) In October 2018, the Company proposed to implement a share consolidation on the basis that every ten issued and unissued shares of HK\$0.001 each be consolidated into one consolidated share of HK\$0.01 each. The proposed ordinary resolution to approve the share consolidation was duly passed by the shareholders of the Company by way of poll at the extraordinary general meeting held on 9 November 2018. The share consolidation became effective on 12 November 2018.
- (c) In September 2018, the Group entered into a note purchase agreement with an investor, in relation to the issue of convertible notes in the principal amount of HK\$185,847,419 with conversion rights to convert the principal amount thereof into the shares of the Company at the conversion price of HK\$0.088. The conditions precedent set out in the note purchase agreement have been fulfilled and completion of the issue of the convertible notes took place on 24 October 2018. The convertible notes in the principal amount of HK\$185,847,419 were issued to the investor on the same date.
- (d) In October 2018, the Group entered into an agreement with two independent third parties, pursuant to which the Group agreed to contribute capital of RMB150,000,000 to a target company in the form of cash, out of the registered capital of the target company of RMB1,000,000,000.

39. COMPARATIVE FIGURES

The Group has initially applied HKFRS 9 at 1 April 2018. Under the transition methods chosen, comparative information is not restated. Further details of the changes in accounting policies are disclosed in note 3.

38. 報告期後事項

除該等簡明綜合財務報表其他部份所披露者外，報告期末後本集團發生下列重大事項：

- (a) 於二零一八年九月二十八日、二零一八年十月十八日、二零一八年十一月九日及二零一八年十一月十五日，本公司與首名認購人及第二名認購人訂立承諾，據此，待若干條件達成後，本公司同意修訂首批可換股債券及第二批可換股債券的若干條款及條件。於該等簡明綜合財務報表獲批准日期，承諾所載先決條件尚未全部達成。
- (b) 於二零一八年十月，本公司建議實施股份合併，基準為將每十股每股面值港幣0.001元之已發行及未發行股份合併為一股每股面值港幣0.01元之合併股份。所提呈的批准股份合併之普通決議案於二零一八年十一月九日舉行的股東特別大會上獲本公司股東以投票表決方式正式通過。股份合併於二零一八年十一月十二日生效。
- (c) 於二零一八年九月，本集團與一名投資者訂立一份票據購買協議，內容有關發行本金額為港幣185,847,419元的可換股票據，附帶以轉換價港幣0.088元將其本金額轉換成本公司股份的轉換權。票據購買協議所載先決條件已達成，發行可換股票據已於二零一八年十月二十四日完成。本金額為港幣185,847,419元的可換股票據已於同日發行予投資者。
- (d) 於二零一八年十月，本集團與兩名獨立第三方訂立一份協議，據此，本集團同意以現金形式向目標公司注資目標公司的註冊資本人民幣1,000,000,000元中的人民幣150,000,000元。

39. 比較數字

本集團已於二零一八年四月一日首次應用香港財務報告準則第9號。根據選定過渡法，未重列比較資料。會計政策變動的進一步詳情於附註3披露。

INTERIM DIVIDEND

The directors of Freeman FinTech Corporation Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") do not recommend the payment of an interim dividend for the six months ended 30 September 2018 (30 September 2017: Nil).

BUSINESS REVIEW

The Group's consolidated net loss for the period was HK\$1,739.5 million (30 September 2017: profit of HK\$239.2 million). The consolidated net assets of the Group decreased from HK\$5,011.4 million as at 31 March 2018 to HK\$3,495.6 million as at 30 September 2018. The consolidated net loss was mainly attributable to (i) net realised loss and net unrealised loss of investments at fair value through profit or loss of HK\$283.4 million (30 September 2017: gain of HK\$120.0 million) and HK\$22.1 million (30 September 2017: HK\$10.5 million), respectively; (ii) net provision for impairment loss of loans receivable of approximately HK\$1,202.1 million (30 September 2017: Nil) as a result of extremely challenging market conditions that affect the repayments from the borrowers; (iii) net provision for impairment loss of accounts receivable of approximately HK\$37.9 million (30 September 2017: Nil); (iv) finance costs of approximately HK\$171.3 million (30 September 2017: HK\$86.0 million); and (v) an one-off equity-settled share option expense of approximately HK\$74.3 million (30 September 2017: Nil).

Letter of Intent in relation to a possible investment

In February 2018, the Company entered into the Letter of Intent with Meson. Pursuant to the Letter of Intent, Meson is considering the Possible Investment in the Cayman Company. The Possible Investment may be carried out by way of acquisition of the Cayman Company's shares indirectly held by the Company and/or subscription of new shares to be issued by the Cayman Company through capital injection. Upon completion of the Possible Investment, Meson will own a majority stake in the Cayman Company.

Pursuant to the Letter of Intent, Meson estimates that the valuation of the Cayman Company is HK\$3 billion and the final consideration to be payable by Meson for the Possible Investment, if materialised, will be further negotiated and determined with reference to the valuation report to be issued by an independent valuer.

Meson is a company incorporated in the People's Republic of China (the "PRC") with limited liability, the shares of which are listed on Shenzhen Stock Exchange (stock code: 002647.SZ). Meson is principally engaged in the provision of information services such as information system integration, information technology consulting, data processing, information storage, and other services. Meson also operates industrial investments, asset management and other businesses.

中期股息

民眾金融科技控股有限公司（「本公司」及其附屬公司（統稱「本集團」））董事不建議派發截至二零一八年九月三十日止六個月之中期股息（二零一七年九月三十日：無）。

業務回顧

期內本集團之綜合虧損淨額為港幣1,739,500,000元（二零一七年九月三十日：溢利港幣239,200,000元）。本集團之綜合資產淨值由二零一八年三月三十一日之港幣5,011,400,000元減少至二零一八年九月三十日之港幣3,495,600,000元。綜合虧損淨額主要來自：(i)透過損益以公平值列賬之投資的已變現虧損淨額及未變現虧損淨額分別為港幣283,400,000元（二零一七年九月三十日：收益港幣120,000,000元）及港幣22,100,000元（二零一七年九月三十日：港幣10,500,000元）；(ii)由於極具挑戰性的市況影響了借款人的還款，而作出應收貸款之減值虧損撥備淨額約港幣1,202,100,000元（二零一七年九月三十日：無）；(iii)應收賬款之減值虧損撥備淨額約港幣37,900,000元（二零一七年九月三十日：無）；(iv)融資成本約港幣171,300,000元（二零一七年九月三十日：港幣86,000,000元）；及(v)一次性以權益結算購股權之開支約港幣74,300,000元（二零一七年九月三十日：無）。

有關可能投資之意向書

於二零一八年二月，本公司與民盛訂立意向書。根據意向書，民盛考慮可能投資開曼公司。可能投資可能透過以收購股份方式購買本公司間接持有的開曼公司的部份股份及／或以增資方式認購開曼公司的新發行之股份而進行。可能投資完成後，民盛將擁有開曼公司的大部分股權。

根據意向書，民盛估計開曼公司的估值為港幣30億元，民盛須就可能投資（一旦落實）支付的最終交易價格將在獨立第三方評估機構出具的評估報告的基礎上，由雙方協商確定。

民盛為於中華人民共和國（「中國」）註冊成立的公司，其股份於深圳證券交易所上市（股份代號：002647.SZ）。民盛主要從事實業投資，資產管理。投資諮詢服務，信息系統集成服務，信息技術諮詢服務，數據處理、數據庫服務，企業征信服務，網路技術的研究開發、技術諮詢、技術服務，軟件開發，企業管理諮詢服務，供應鏈管理，從事進出口業務。

BUSINESS REVIEW (Continued)

Letter of Intent in relation to a possible investment (Continued)

As at the date of the Letter of Intent, Mr. Zhang Yongdong (“Mr. Zhang”), a substantial shareholder of the Company who held approximately 24.36% of the issued share capital of the Company, also held approximately 20.50% of the issued share capital of Meson.

In May 2018, the Company entered into the Termination Agreement with Meson. Pursuant to the Termination Agreement, the Letter of Intent ceased to have any effect and none of the parties to the Letter of Intent will have any claim against the other for costs, damages, compensation or otherwise.

Details in relation to the Letter of Intent, the termination of the Letter of Intent and the capitalised terms in the above paragraphs were set out in the announcements of the Company dated 22 February 2018 and 18 May 2018.

Issue of secured convertible bonds under general mandates

In June 2017, the Company entered into a subscription agreement with a subsidiary of China Huarong Asset Management Co., Ltd. (the “First Subscriber”, whose shares are listed on the main board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), stock code: 2799) in relation to the subscription of the convertible bonds of the Company under general mandate for 1,835,294,118 conversion shares at conversion price of HK\$0.425 per conversion share (the “First Subscription”). The gross proceeds from the First Subscription amounted to approximately HK\$780 million. The convertible bonds in the principal amount of US\$100 million, carried interest at 4% per annum and secured by 30% equity interest in Wins Finance Holdings Inc. (“Wins Finance”, an indirect non-wholly owned subsidiary of the Company) held by the Group were issued by the Company to the First Subscriber in June 2017 (the “First Convertible Bonds”).

業務回顧 (續)

有關可能投資之意向書 (續)

於意向書日期，張永東先生（「張先生」，為本公司一名主要股東，持有本公司已發行股本約24.36%）亦持有民盛的已發行股本約20.50%。

於二零一八年五月，本公司與民盛訂立解除協議。根據解除協議，意向書已告失效，意向書不再具有任何效力，且意向書的任何一方不得就成本、損失、賠償或其他向另一方提出索償。

有關意向書、終止意向書及上述段落所用專有詞彙的詳情，載列於本公司日期為二零一八年二月二十二日及二零一八年五月十八日之公佈。

根據一般授權發行有擔保可換股債券

於二零一七年六月，本公司與中國華融資產管理股份有限公司的一間附屬公司（「首名認購人」，其股份於香港聯合交易所有限公司（「聯交所」）主板上市，股份代號：2799）就根據一般授權認購本公司可換股債券（可按轉換價每股轉換股份港幣0.425元轉換成1,835,294,118股轉換股份）訂立一份認購協議（「首次認購事項」）。首次認購事項的所得款項總額約港幣780,000,000元。本金額為100,000,000美元的可換股債券按每年4厘計息，以本集團持有的Wins Finance Holdings Inc.（「Wins Finance」，為本公司間接非全資附屬公司）30%股本權益作抵押，並由本公司於二零一七年六月發行予首名認購人（「首批可換股債券」）。



BUSINESS REVIEW (Continued)

Issue of secured convertible bonds under general mandates

(Continued)

In August 2017, the Company entered into another subscription agreement with a wholly-owned subsidiary of Huarong Investment Stock Corporation Limited (the "Second Subscriber", whose shares are listed on the main board of the Stock Exchange, stock code: 2277) in relation to the subscription of the convertible bonds of the Company under general mandate for 1,028,235,294 conversion shares at conversion price of HK\$0.425 per conversion share (the "Second Subscription"). The gross proceeds from the Second Subscription amounted to HK\$437 million. The convertible bonds in the principal amount of HK\$437 million, carried interest at 4% per annum and secured by 15% (which has been diluted to approximately 12.17% of the share capital in the Securities Company (as defined below) as at 30 September 2018) equity interest in the Securities Company were issued by the Company to the Second Subscriber in September 2017 (the "Second Convertible Bonds"). The net proceeds of the First Subscription and the Second Subscription of approximately HK\$779 million and HK\$436 million respectively have been utilised as intended for additional funding to Freeman Securities Limited (an indirect wholly-owned subsidiary of the Company principally engaged in securities brokerage services, the provision of placing, underwriting, margin financing, investment holding and trading of securities) for business expansion, money lending business and other general working capital of the Group.

In March 2018, US\$1 million conversion rights attaching to the First Convertible Bonds were exercised and 18,352,941 shares of the Company (the "Share(s)") were issued. As at 31 March 2018, the Company's total issued shares were 15,663,401,881 Shares.

In May 2018, HK\$7.8 million conversion rights attaching to the Second Convertible Bonds were exercised and 18,360,000 Shares were issued. As at 30 September 2018, the Company's total issued shares were 15,681,761,881 Shares. As a result of a share consolidation proposed by the Company on the basis that every ten issued and unissued shares of HK\$0.001 each be consolidated into one consolidated share of HK\$0.01 each (the "Share Consolidation") became effective on 12 November 2018, the Company's total issued shares have been adjusted to 1,568,176,188 Shares, the conversion price for the First Convertible Bonds and the Second Convertible Bonds has been adjusted to HK\$4.25 per Share and the conversion shares attributable to the outstanding First Convertible Bonds and the Second Convertible Bonds as at 30 September 2018 have been adjusted to 181,694,117 Shares and 100,987,529 Shares respectively.

業務回顧 (續)

根據一般授權發行有擔保可換股債券 (續)

於二零一七年八月，本公司與華融投資股份有限公司的一間全資附屬公司（「第二名認購人」，其股份於聯交所主板上市，股份代號：2277）就根據一般授權認購本公司可換股債券（可按轉換價每股轉換股份港幣0.425元轉換成1,028,235,294股轉換股份）訂立另一份認購協議（「第二次認購事項」）。第二次認購事項的所得款項總額為港幣437,000,000元。本金額為港幣437,000,000元的可換股債券按每年4厘計息，以證券公司（定義見下文）15%（於二零一八年九月三十日已攤薄至證券公司的股本約12.17%）股本權益作抵押，並由本公司於二零一七年九月發行予第二名認購人（「第二批可換股債券」）。首次認購事項及第二次認購事項的所得款項淨額分別為約港幣779,000,000元及港幣436,000,000元，已按計劃用於為民眾證券有限公司（為本公司的間接全資附屬公司，主要從事提供證券經紀服務、提供配售、包銷、孖展融資、投資控股及買賣證券）的業務擴張提供額外資金，放債業務，並用作本集團的其他一般營運資金。

於二零一八年三月，首批可換股債券附帶的1,000,000美元轉換權獲行使，已發行18,352,941股本公司股份（「股份」）。於二零一八年三月三十一日，本公司的已發行股份總數為15,663,401,881股股份。

於二零一八年五月，第二批可換股債券附帶的港幣7,800,000元轉換權獲行使，已發行18,360,000股股份。於二零一八年九月三十日，本公司的已發行股份總數為15,681,761,881股股份。由於本公司建議進行的股份合併（基準為每十股每股面值港幣0.001元之已發行及未發行股份合併為一股每股面值港幣0.01元之合併股份）（「股份合併」）已於二零一八年十一月十二日生效，本公司的已發行股份總數已調整為1,568,176,188股股份，首批可換股債券及第二批可換股債券的轉換價已調整為每股股份港幣4.25元，且於二零一八年九月三十日未償還首批可換股債券及第二批可換股債券應佔的轉換股份已分別調整為181,694,117股股份及100,987,529股股份。

BUSINESS REVIEW (Continued)

Issue of secured convertible bonds under general mandates (Continued)

In September 2018, the Company entered into a deed of undertaking and a supplemental deed (the “Deeds”) with the Second Subscriber to amend certain terms and conditions of the Second Convertible Bonds (the “Amendments on the Second Convertible Bonds”). Pursuant to the Deeds, among other things, the conversion price shall be adjusted to HK\$0.065 per conversion share (which has been adjusted to HK\$0.65 per conversion share as a result of the Share Consolidation became effective on 12 November 2018) and the interest rate of the Second Convertible Bonds shall be adjusted to 7% per annum on and after the date on which the Amendments on the Second Convertible Bonds become effective.

In October 2018, the Company entered into an undertaking and a supplemental instrument (the “Instruments”) with the First Subscriber to amend certain terms and conditions of the First Convertible Bonds (the “Amendments on the First Convertible Bonds”). Pursuant to the Instruments, among other things, the conversion price shall be adjusted to HK\$0.065 per conversion share (which has been adjusted to HK\$0.65 per conversion share as a result of the Share Consolidation became effective on 12 November 2018).

In November 2018, the Company entered into a second supplemental deed with the Second Subscriber and a supplemental undertaking with the First Subscriber pursuant to which the Company agreed to further amend certain terms and conditions of the Second Convertible Bonds and First Convertible Bonds respectively (collectively with the Amendments of the Second Convertible Bonds and the Amendments of the First Convertible Bonds referred to as the “Amendments”).

The Amendments were subject to fulfillment of certain conditions, among other things, the approval of the shareholders of the Company (the “Shareholders”) at the extraordinary general meeting of the Company and the approval from the Stock Exchange. As at the date of this report, the Amendments were not yet completed.

Details in relation to the issue of the First Convertible Bonds and the Second Convertible Bonds, and the Amendments in the above paragraphs were set out in the announcements of the Company dated 6 June 2017, 15 June 2017, 24 August 2017, 12 September 2017, 28 September 2018, 18 October 2018, 9 November 2018 and 15 November 2018 and the circular of the Company dated 27 November 2018.

業務回顧 (續)

根據一般授權發行有擔保可換股債券 (續)

於二零一八年九月，本公司與第二名認購人訂立一份承諾契據及一份補充契據（「該等契據」），以修訂第二批可換股債券的若干條款及條件（「修訂第二批可換股債券」）。根據該等契據，（其中包括）轉換價將調整為每股轉換股份港幣0.065元（已因股份合併於二零一八年十一月十二日生效而調整為每股轉換股份港幣0.65元），第二批可換股債券的利率將自修訂第二批可換股債券生效日期及之後起調整為每年7厘。

於二零一八年十月，本公司與首名認購人訂立一項承諾及一份補充文據（「該等文據」），以修訂首批可換股債券的若干條款及條件（「修訂首批可換股債券」）。根據該等文據，（其中包括）轉換價將調整為每股轉換股份港幣0.065元（已因股份合併於二零一八年十一月十二日生效而調整為每股轉換股份港幣0.65元）。

於二零一八年十一月，本公司與第二名認購人訂立第二份補充契據，與首名認購人訂立一份補充承諾，據此，本公司同意分別進一步修訂第二批可換股債券及首批可換股債券的若干條款及條件（與修訂第二批可換股債券及修訂首批可換股債券統稱「該等修訂」）。

該等修訂須待若干條件達成後方可作實，（其中包括）本公司股東（「股東」）於本公司股東特別大會上批准及聯交所批准。於本報告日期，該等修訂尚未完成。

有關上述段落中發行首批可換股債券及第二批可換股債券以及該等修訂的詳情載列於本公司日期為二零一七年六月六日、二零一七年六月十五日、二零一七年八月二十四日、二零一七年九月十二日、二零一八年九月二十八日、二零一八年十月十八日、二零一八年十一月九日及二零一八年十一月十五日之公佈，以及本公司日期為二零一八年十一月二十七日之通函。



BUSINESS REVIEW (Continued)

Grant and cancellation of share options

In July 2018, the Company granted share options to eligible grantees under the share option scheme adopted by the Company on 31 August 2012 to subscribe for a total of 1,266,815,134 ordinary shares with par value of HK\$0.001 each at an exercise price of HK\$0.101 per Share. These share options were cancelled in July 2018.

In August 2018, the Company granted new share options to eligible grantees under the share option scheme adopted by the Company on 31 August 2012 to subscribe for a total of 1,266,815,134 ordinary shares with par value of HK\$0.001 each at an exercise price of HK\$0.102 per Share. As a result of the Share Consolidation became effective on 12 November 2018, the exercise price of the share options granted in August 2018 has been adjusted to HK\$1.02 per Share and the ordinary shares attributable to the share options granted on 6 August 2018 has been adjusted to 126,681,513 Shares. As at the date of this report, no share options were exercised.

Details in relation to the grant and cancellation of share options in the above paragraphs were set out in the announcements of the Company dated 20 July 2018, 31 July 2018 and 6 August 2018.

Issue of secured guaranteed convertible notes under general mandate

In September 2018, the Company entered into a note purchase agreement with an indirect wholly-owned special purpose vehicle of CCB International (Holdings) Limited (the "Investor") in relation to the issue of the convertible notes of the Company under general mandate for 2,111,902,494 conversion shares at conversion price of HK\$0.088 per conversion share. The convertible notes in the principal amount of HK\$185,847,419 carried interest at 7% per annum and were secured by certain shares in the capital of an indirect wholly-owned subsidiary of the Company, approximately 7.26% equity interest of Wins Finance and certain Shares held by Mr. Zhang and personal guarantee given by Mr. Zhang (the "CCBI Convertible Notes"). As a result of the Share Consolidation became effective on 12 November 2018, the conversion price for the CCBI Convertible Notes has been adjusted to HK\$0.88 per conversion share and the conversion shares attributable to the outstanding CCBI Convertible Notes as at 30 September 2018 have been adjusted to 211,190,249 Shares.

As at the date of this report, no conversion rights attaching to the CCBI Convertible Notes were exercised. The net proceeds from the issue of the CCBI Convertible Notes of HK\$184,847,419 have been utilised as intended for repayment of part of the principal amount of the secured guaranteed note of principal amount of US\$70,000,000 due 2020 issued by the Company to the Investor on 29 March 2018 in the amount equal to US\$23,826,592.

業務回顧 (續)

授出及註銷購股權

於二零一八年七月，本公司根據本公司於二零一二年八月三十一日採納的購股權計劃向合資格承授人授出購股權，以按行使價每股港幣0.101元認購合共1,266,815,134股每股面值港幣0.001元之普通股。該等購股權於二零一八年七月被註銷。

於二零一八年八月，本公司根據本公司於二零一二年八月三十一日採納的購股權計劃向合資格承授人授出新購股權，以按行使價每股港幣0.102元認購合共1,266,815,134股每股面值港幣0.001元之普通股。由於股份合併已於二零一八年十一月十二日生效，於二零一八年八月授出的購股權之行使價已調整為每股港幣1.02元，於二零一八年八月六日授出的購股權應佔的普通股已調整為126,681,513股股份。於本報告日期，概無購股權獲行使。

有關上述段落中授出及註銷購股權的詳情載列於本公司日期為二零一八年七月二十日、二零一八年七月三十一日及二零一八年八月六日之公佈。

根據一般授權發行有抵押有擔保可換股票據

於二零一八年九月，本公司與建銀國際（控股）有限公司的一間間接全資特殊目的公司（「投資者」）訂立一份票據購買協議，內容有關根據一般授權發行本公司可換股票據，可按轉換價每股轉換股份港幣0.088元轉換成2,111,902,494股轉換股份。本金額港幣185,847,419元的可換股票據按每年7厘計息，以本公司一間間接全資附屬公司股本中若干股份、Wins Finance約7.26%股本權益及張先生持有的若干股份及張先生作出的個人擔保抵押（「建銀國際可換股票據」）。由於股份合併已於二零一八年十一月十二日生效，建銀國際可換股票據的轉換價已調整為每股轉換股份港幣0.88元，於二零一八年九月三十日未償還建銀國際可換股票據應佔的轉換股份已調整為211,190,249股股份。

於本報告日期，概無建銀國際可換股票據附帶的轉換權獲行使。發行建銀國際可換股票據的所得款項淨額為港幣184,847,419元，已按擬定用於償還本公司於二零一八年三月二十九日向投資者發行的二零二零年到期本金額70,000,000美元的有抵押有擔保票據中金額等於23,826,592美元的部分。

BUSINESS REVIEW (Continued)

Issue of secured guaranteed convertible notes under general mandate (Continued)

Details in relation to the issue of the CCBI Convertible Notes in the above paragraphs were set out in the announcements of the Company dated 4 September 2018 and 24 October 2018.

Investments in associates

As at 30 September 2018, the Group held investments in associates of HK\$162.0 million (31 March 2018: Nil), representing (i) approximately 36.17% shareholding interests in Imagination Holding Limited ("Imagination") with a carrying amount of approximately HK\$21.1 million and (ii) approximately 36.17% shareholding interests in Jocasta Ventures Ltd ("Jocasta") with a carrying amount of approximately HK\$140.9 million.

In April 2018, the Group acquired 36.17% equity interest in Imagination for a consideration of approximately HK\$144.5 million. Imagination is a company incorporated in Republic of the Marshall Islands and an investment holding company. Its subsidiaries are principally engaged in the provision of money lending service and investment holding. Such investment was recorded as investments in associates as at 30 September 2018.

In July 2018, Imagination distributed its 36.17% equity investment in Jocasta to the Group. Jocasta is a company incorporated in Republic of the Marshall Islands and an investment holding Company. Its subsidiary is principally engaged in the provision of money lending service. Such investment was recorded as investments in associates as at 30 September 2018.

Other financial assets

As at 30 September 2018, the Group recorded non-current other financial assets of approximately HK\$1,639.8 million (31 March 2018: HK\$667.4 million), representing (i) an unlisted equity investment with approximately 12.17% equity interest in Shengang Securities Company Limited (the "Securities Company"), a full-licensed securities company in China (Shanghai) Pilot Free Trade Zone of the Closer Economic Partnership Arrangement between Mainland China and Hong Kong of approximately HK\$705.9 million (31 March 2018: HK\$631.7 million); (ii) an unlisted equity investment with approximately 19.06% equity interest in an investment holding company ("Entity A") of approximately HK\$906.7 million (31 March 2018: Nil); and (iii) listed securities of The Philippine Stock Exchange, Inc. ("PSE", whose shares are listed on The Philippine Stock Exchange, Inc., symbol: PSE) with a carrying amount of approximately HK\$27.3 million (31 March 2018: HK\$35.8 million), representing 1.2% (31 March 2018: 1.2%) of PSE's total issued shares.

業務回顧 (續)

根據一般授權發行有抵押有擔保可換股票據 (續)

有關上述段落中發行建銀國際可換股票據的詳情載列於本公司日期為二零一八年九月四日及二零一八年十月二十四日之公佈。

於聯營公司之投資

於二零一八年九月三十日，本集團持有於聯營公司之投資港幣162,000,000元（二零一八年三月三十一日：無），相當於(i)Imagination Holding Limited（「Imagination」）約36.17%股權，賬面值約港幣21,100,000元，及(ii)Jocasta Ventures Ltd（「Jocasta」）約36.17%股權，賬面值約港幣140,900,000元。

於二零一八年四月，本集團收購Imagination的36.17%股本權益，代價約港幣144,500,000元。Imagination為於馬紹爾群島共和國註冊成立之公司及一間投資控股公司。其附屬公司主要從事提供放債服務及投資控股。該投資於二零一八年九月三十日作為於聯營公司之投資列賬。

於二零一八年七月，Imagination將其於Jocasta的36.17%股權投資分派予本集團。Jocasta為於馬紹爾群島共和國註冊成立之公司及一間投資控股公司。其附屬公司主要從事提供放債服務。該投資於二零一八年九月三十日作為於聯營公司之投資列賬。

其他金融資產

於二零一八年九月三十日，本集團錄得非流動其他金融資產約港幣1,639,800,000元（二零一八年三月三十一日：港幣667,400,000元），指(i)於申港證券股份有限公司（「證券公司」，為《內地與香港關於建立更緊密經貿關係的安排》框架下於中國（上海）自由貿易試驗區的全牌照證券公司）約12.17%股本權益的非上市股權投資約港幣705,900,000元（二零一八年三月三十一日：港幣631,700,000元）；(ii)於一間投資控股公司（「實體A」）約19.06%股本權益的非上市股權投資約港幣906,700,000元（二零一八年三月三十一日：無）；及(iii)The Philippine Stock Exchange, Inc.（「PSE」，其股份於The Philippine Stock Exchange, Inc.上市，股份代號：PSE）的上市證券，賬面值約港幣27,300,000元（二零一八年三月三十一日：港幣35,800,000元），相當於PSE已發行股份總數的1.2%（二零一八年三月三十一日：1.2%）。



BUSINESS REVIEW (Continued)

Other financial assets (Continued)

(i) Securities Company

The Securities Company is principally engaged in securities broking, securities underwriting and sponsoring, securities trading and securities asset management related businesses in China. Based on the unaudited management accounts of the Securities Company for the nine months period ended 30 September 2018, the Securities Company recorded revenue of approximately Renminbi ("RMB") 119 million (equivalent to approximately HK\$142 million), loss for the period of approximately RMB139 million (equivalent to approximately HK\$166 million) and net assets of approximately RMB4,237 million (equivalent to approximately HK\$4,829 million).

Based on the audited financial statements of the Securities Company for the financial year ended 31 December 2017, the Securities Company recorded revenue of approximately RMB327 million (equivalent to approximately HK\$409 million), profit for the year of approximately RMB13 million (equivalent to approximately HK\$17 million) and net assets of approximately RMB3,480 million (equivalent to approximately HK\$4,353 million).

As at the date of this report, the Securities Company did not have material impact on the earnings of the Group.

(ii) Entity A

Entity A is a company incorporated in the British Virgin Islands with limited liability with subsidiaries principally engaged in trading of securities, provision of finance and holding of investment in financial services industry. Based on the unaudited management accounts for the nine months ended 30 September 2018, Entity A recorded revenue of approximately HK\$1,131 million, profit for the period of approximately HK\$1,236 million and net assets of approximately HK\$4,757 million. As at the date of this report, Entity A did not have material impact on the earnings of the Group.

業務回顧 (續)

其他金融資產 (續)

(i) 證券公司

證券公司主要在中國從事證券經紀、證券承銷與保薦、證券交易及證券資產管理相關業務。根據證券公司截至二零一八年九月三十日止九個月期間的未經審核管理賬目，證券公司錄得收入約人民幣（「人民幣」）119,000,000元（相當於約港幣142,000,000元）、期內虧損約人民幣139,000,000元（相當於約港幣166,000,000元）及資產淨值約人民幣4,237,000,000元（相當於約港幣4,829,000,000元）。

根據證券公司截至二零一七年十二月三十一日止財政年度的經審核財務報表，證券公司錄得收入約人民幣327,000,000元（相當於約港幣409,000,000元）、年內溢利約人民幣13,000,000元（相當於約港幣17,000,000元）及資產淨值約人民幣3,480,000,000元（相當於約港幣4,353,000,000元）。

於本報告日期，證券公司對本集團之盈利並無重大影響。

(ii) 實體A

實體A為於英屬處女群島註冊成立的有限公司，其附屬公司主要於金融服務業從事買賣證券、提供融資及持有投資。根據截至二零一八年九月三十日止九個月期間的未經審核管理賬目，實體A錄得收益約港幣1,131,000,000元、期內溢利約港幣1,236,000,000元及資產淨值約港幣4,757,000,000元。於本報告日期，實體A對本集團之盈利並無重大影響。

BUSINESS REVIEW (Continued)

Other financial assets (Continued)

(iii) PSE

PSE and its subsidiaries are principally engaged in the provision of trading, clearing, depository and information services for the equity market in the Philippines. The stock price of the listed securities of PSE as at 30 September 2018 amounted to Philippines Peso (“PHP”) 188.5 (31 March 2018: PHP237.8) (equivalent to approximately HK\$27.3 (31 March 2018: HK\$35.8)) per share. Based on the third quarterly report of PSE for the nine months ended 30 September 2018, PSE and its subsidiaries recorded revenue of approximately PHP995 million (equivalent to approximately HK\$149 million), profit for the period of approximately PHP371 million (equivalent to approximately HK\$55 million) and net assets of approximately PHP5,843 million (equivalent to approximately HK\$846 million).

Based on the annual report of PSE for the financial year ended 31 December 2017, PSE and its subsidiaries recorded revenue of approximately PHP1,226 million (equivalent to approximately HK\$184 million), profit for the year of approximately PHP828 million (equivalent to approximately HK\$125 million) and net assets of approximately PHP3,332 million (equivalent to approximately HK\$501 million). As at the date of this report, PSE did not have material impact on the earnings of the Group.

As at 30 September 2018, the Group also recorded other financial assets (classified under current assets), representing wealth management products from financial institutions in the PRC which were not yet due nor early redeemed as at the end of the reporting period of HK\$1,129.0 million (31 March 2018: HK\$1,833.2 million).

The proprietary team of the Group would continue to closely monitor the Group’s investment in other financial assets for potential dividend returns and capital appreciations to enhance values to the Shareholders.

Investments at fair value through profit or loss

The Group considers trading of securities as one of its core businesses and the Group will continue to take attentive approach on its future investments. The proprietary team of the Group would closely monitor the Group’s investment at fair value through profit or loss for potential dividend returns and capital appreciations to enhance values to the Shareholders.

業務回顧 (續)

其他金融資產 (續)

(iii) PSE

PSE及其附屬公司主要從事為菲律賓股權市場提供交易、結算、存託及資訊服務。PSE上市證券於二零一八年九月三十日的股價為每股188.5菲律賓比索（「菲律賓比索」）（二零一八年三月三十一日：237.8菲律賓比索）（相當於約港幣27.3元（二零一八年三月三十一日：每股港幣35.8元））。根據PSE截至二零一八年九月三十日止九個月的第三季度報告，PSE及其附屬公司錄得收益約995,000,000菲律賓比索（相當於約港幣149,000,000元）、期內溢利約371,000,000菲律賓比索（相當於約港幣55,000,000元）及資產淨值約5,843,000,000菲律賓比索（相當於約港幣846,000,000元）。

根據PSE截至二零一七年十二月三十一日止財政年度的年報，PSE及其附屬公司錄得收入約1,226,000,000菲律賓比索（相當於約港幣184,000,000元）、年內溢利約828,000,000菲律賓比索（相當於約港幣125,000,000元）及資產淨值約3,332,000,000菲律賓比索（相當於約港幣501,000,000元）。於本報告日期，PSE對本集團之盈利並無重大影響。

於二零一八年九月三十日，本集團亦錄得其他金融資產（分類為流動資產），指中國金融機構的財富管理產品，於報告期末尚未到期或提早贖回）港幣1,129,000,000元（二零一八年三月三十一日：港幣1,833,200,000元）。

本集團自營團隊將繼續密切監察本集團於其他金融資產的投資，以獲得潛在股息回報及資本增值，從而加強股東的價值。

透過損益以公平值列賬之投資

本集團認為，買賣證券為其核心業務之一，本集團未來將繼續審慎進行投資。本集團自營團隊將繼續密切監察本集團透過損益以公平值列賬之投資，以獲得潛在股息回報及資本增值，從而加強股東的價值。



BUSINESS REVIEW (Continued)

Investments at fair value through profit or loss (Continued)

As at 30 September 2018, the Group held investments at fair value through profit or loss of HK\$61.3 million (31 March 2018: HK\$408.5 million), representing approximately 1.8% (31 March 2018: 8.2%) of the Group's net assets of HK\$3,495.6 million (31 March 2018: HK\$5,011.4 million). The Group held a diversified portfolio of listed investments throughout the period. As at 30 September 2018, the Group mainly held listed securities of Pak Wing Group (Holdings) Limited ("Pak Wing", whose shares are listed on GEM of the Stock Exchange, stock code: 8316) with a carrying value of HK\$60.5 million, representing approximately 1.7% of Group's net assets and approximately 8.0% of Pak Wing's total issued shares. The stock price of the listed securities of Pak Wing as at the date of purchase in June 2018 was HK\$1.28 per share and the stock price of the listed securities of Pak Wing decreased to HK\$0.95 per share as at 30 September 2018. Based on the interim report of Pak Wing for the six months ended 30 September 2018, Pak Wing and its subsidiaries recorded revenue of approximately HK\$37 million and loss of approximately HK\$3 million for the six months ended 30 September 2018 and net liabilities of approximately HK\$2 million at 30 September 2018. Pak Wing and its subsidiaries are principally engaged in the provision of foundation works business in Hong Kong. The Group did not hold any listed securities of Pak Wing as at 31 March 2018.

As at 31 March 2018, the Group mainly held listed securities of China All Access (Holdings) Limited ("All Access", whose shares are listed on the main board of the Stock Exchange, stock code: 633) with a carrying value of HK\$407.3 million, representing approximately 8.1% of Group's net assets and approximately 8.1% of All Access's total issued shares. The stock price of the listed securities of All Access increased from HK\$2.30 per share as at 1 April 2017 to HK\$2.50 per share as at 31 March 2018. Based on the annual report of All Access for the financial year ended 31 December 2017, All Access and its subsidiaries recorded revenue of approximately RMB2,688 million (equivalent to approximately HK\$3,362 million), profit for the year of approximately RMB232 million (equivalent to approximately HK\$290 million) and net assets of approximately RMB3,991 million (equivalent to approximately HK\$4,992 million). As at 30 September 2018, the Group held listed securities of All Access with a carrying amount of HK\$0.7 million, representing approximately 0.02% of the Group's net assets and approximately 0.05% of All Access's total issued shares. All Access and its subsidiaries are principally engaged in the provision of communication application solutions and services and investment activities.

Other listed investments are individually carrying at value less than 5% of the Group's net assets as at 30 September 2018 and 31 March 2018.

業務回顧 (續)

透過損益以公平值列賬之投資 (續)

於二零一八年九月三十日，本集團持有透過損益以公平值列賬之投資港幣61,300,000元（二零一八年三月三十一日：港幣408,500,000元），佔本集團資產淨值港幣3,495,600,000元（二零一八年三月三十一日：港幣5,011,400,000元）的約1.8%（二零一八年三月三十一日：8.2%）。本集團於本期間內持有多元化的上市投資組合。於二零一八年九月三十日，本集團主要持有賬面值港幣60,500,000元的柏榮集團（控股）有限公司（「柏榮」，其股份於聯交所GEM上市，股份代號：8316）之上市證券，佔本集團資產淨值約1.7%及柏榮已發行股份總數約8.0%。於二零一八年六月購買日期，柏榮上市證券的股價為每股港幣1.28元，柏榮上市證券的股價下跌至二零一八年九月三十日的每股港幣0.95元。根據柏榮截至二零一八年九月三十日止六個月的中期報告，柏榮及其附屬公司於截至二零一八年九月三十日止六個月錄得收益約港幣37,000,000元及虧損約港幣3,000,000元，於二零一八年九月三十日錄得負債淨額約港幣2,000,000元。柏榮及其附屬公司主要於香港從事基礎工程業務。於二零一八年三月三十一日，本集團並無持有柏榮的任何上市證券。

於二零一八年三月三十一日，本集團主要持有賬面值港幣407,300,000元的中國全通（控股）有限公司（「中國全通」，其股份於聯交所主板上市，股份代號：633）之上市證券，佔本集團資產淨值約8.1%及中國全通已發行股份總數約8.1%，中國全通上市證券的股價由二零一七年四月一日的每股港幣2.30元上升至二零一八年三月三十一日的每股港幣2.50元。根據中國全通截至二零一七年十二月三十一日止財政年度的年報，中國全通及其附屬公司錄得收益約人民幣2,688,000,000元（相當於約港幣3,362,000,000元）、年內溢利約人民幣232,000,000元（相當於約港幣290,000,000元）及資產淨值約人民幣3,991,000,000元（相當於約港幣4,992,000,000元）。於二零一八年九月三十日，本集團持有賬面值港幣700,000元的中國全通上市證券，佔本集團資產淨值約0.02%及中國全通已發行股份總數約0.05%。中國全通及其附屬公司主要從事提供通訊應用解決方案及服務以及投資活動。

於二零一八年九月三十日及二零一八年三月三十一日，其他上市投資個別賬面值佔本集團資產淨值少於5%。

BUSINESS REVIEW (Continued)

Investments at fair value through profit or loss (Continued)

The Group recorded net unrealised loss of investments at fair value through profit or loss of HK\$22.1 million (30 September 2017: HK\$10.5 million) for the current period, of which included net unrealised losses of HK\$19.2 million and HK\$1.8 million (30 September 2017: nil and gain of HK\$21.7 million) for investments in listed securities of Pak Wing and All Access, respectively, for the current period.

The Group would realise its investment in listed securities with reference to the stock market volatility and general trading sentiment. The proceeds from disposal would be applied towards expansion of the Group's existing business lines and general working capital purposes. The Group realised its investments in listed securities of All Access with a carrying value of HK\$404.8 million for aggregate gross proceeds of HK\$121.4 million, resulting net realised losses of investments at fair value through profit or loss of HK\$283.4 million for the current period. The Group had not disposed of any listed securities of Pak Wing during the period.

For the six months ended 30 September 2017, the Group realised its investments in listed securities with a carrying value of HK\$258.0 million for aggregate gross proceeds of HK\$378.0 million, resulting net realised gains of investments at fair value through profit or loss of HK\$120.0 million.

FINANCIAL REVIEW

The Group resulted a gross loss for the current period of HK\$163.7 million (30 September 2017: profit of HK\$284.1 million). It is mainly due to the net realised losses from the sale of investments at fair value through profit or loss of HK\$283.4 million (30 September 2017: gains of HK\$120.0 million). The Group had not recorded dividend income from investments at fair value through profit or loss for the current period as compared to HK\$5.3 million for the same period in 2017. Interest income from provision of finance significantly decreased by approximately 69.5% to HK\$27.3 million as compared to HK\$89.6 million for the same period in 2017 as the collectibility of certain loans receivable were considered not probable and less interest income was recorded during the current period. Insurance brokerage income significantly increased by approximately 3.0 times to HK\$12.7 million as compared to HK\$4.3 million in the same period in 2017 as the insurance brokerage segment increased its customers' portfolio. There was no corporate finance advisory fee recorded for both reporting periods as a result of competitive market of the industry. Income from securities and futures brokerage, placing, underwriting and margin financing service was HK\$50.0 million, representing a decrease of approximately 6.0% as compared to HK\$53.2 million for the same period in 2017, as a result of less margin financing income from customers was recorded during the current period. Commission and fees from financial guarantee services, factoring interest income and finance lease interest income significantly increased by approximately 141.6% to approximately HK\$41.8 million as compared to HK\$17.3 million for the same period in 2017.

業務回顧 (續)

透過損益以公平值列賬之投資 (續)

本期間內，本集團錄得透過損益以公平值列賬之投資的未變現虧損淨額港幣22,100,000元（二零一七年九月三十日：港幣10,500,000元），其中包括本期間於柏榮及中國全通的上市證券投資的未變現虧損淨額分別為港幣19,200,000元及港幣1,800,000元（二零一七年九月三十日：零及收益港幣21,700,000元）。

本集團參考股市波動及整體交易氣氛變現於上市證券的投資。出售的所得款項將用於擴張本集團現有業務線及一般營運資金。本期間內本集團變現其賬面值港幣404,800,000元之中國全通上市證券投資，所得款項總額為港幣121,400,000元，錄得透過損益以公平值列賬之投資的已變現虧損淨額港幣283,400,000元。期內本集團未出售柏榮的任何上市證券。

截至二零一七年九月三十日止六個月，本集團變現賬面值港幣258,000,000元的上市證券投資，所得款項總額為港幣378,000,000元，錄得透過損益以公平值列賬之投資的已變現收益淨額港幣120,000,000元。

財務回顧

本集團於本期間錄得毛損港幣163,700,000元（二零一七年九月三十日：毛利港幣284,100,000元）。這主要是由於出售透過損益以公平值列賬之投資的已變現虧損淨額港幣283,400,000元（二零一七年九月三十日：收益港幣120,000,000元）所致。本期間內，本集團未錄得透過損益以公平值列賬之投資的股息收入，而二零一七年同期錄得港幣5,300,000元。提供融資的利息收入較二零一七年同期的港幣89,600,000元大幅減少約69.5%至港幣27,300,000元，乃由於收回若干應收貸款的可能性不大，且本期間錄得的利息收入較少。保險經紀收入較二零一七年同期的港幣4,300,000元大幅增加約3.0倍至港幣12,700,000元，原因是保險經紀分類的客戶組合增加。由於行業市場競爭激烈，兩個報告期間均無錄得企業融資顧問費。證券及期貨經紀、配售、包銷及孖展融資服務的收入為港幣50,000,000元，較二零一七年同期的港幣53,200,000元減少約6.0%，乃由於本期間客戶錄得較少孖展融資收入。融資擔保服務的佣金及費用、保理利息收入及融資租賃利息收入較二零一七年同期的港幣17,300,000元大幅增加約141.6%至約港幣41,800,000元。



FINANCIAL REVIEW (Continued)

The Group recorded provision for impairment loss of loans receivable of HK\$1,202.1 million (30 September 2017: Nil) and provision for impairment loss of accounts receivable of HK\$37.9 million (30 September 2017: Nil) as the directors of the Company are of the view that the collection of certain loans receivable and accounts receivable were not probable. Such provision amounts were based on the ageing of the overdue balances, borrowers' creditworthiness and historical write-off experience, and represented the allowance provided for the estimated loss arising from the inability of third party borrowers to make required repayments to the Group as at 30 September 2018. These third party borrowers are mainly individual borrowers located in the PRC. In view of the recent economic turmoil in the global stock markets and uncertainty of the trade frictions between the PRC and the United States of America in the last few months, the rate of repayments from these borrowers has been severely affected. The money leading team has always focused on the credit management of the borrowers in order to minimise the credit risk. In order to mitigate the default risk and manage the operating cash flow, the Group has regularly maintained adequate internal policies in relation to making loans to borrowers and granting trading limits to margin customers, which include financial assessments of the borrowers and margin customers, regular review of ageing analysis and tight control on any overdue balances. In addition, follow-up measures including sending reminder letters to borrowers for repayments, arranging meetings with borrowers to request for immediate repayments are in place.

Out of the provision for impairment loss of loans receivable of approximately HK\$1,202.1 million, (i) approximately HK\$641 million represented the allowance provided for the estimated loss in relation to certain third party borrowers that the Group has not received any repayments from such borrowers and writs of summons have been served to commence legal proceedings against such borrowers; (ii) approximately HK\$526 million represented the allowance provided for the estimated loss in relation to certain third party borrowers that the Group has received repayments of some overdue interests and such borrowers could provide assets proof to cover their overdue balances; and (iii) approximately HK\$35 million represented the allowance provided for the estimated loss in relation to certain third party borrowers that the Group has received full repayment of overdue interest and repayments of some overdue loan principals, and such borrowers could provide assets proof to cover their overdue balances.

The provision for impairment loss of accounts receivable of approximately HK\$37.9 million represented the allowance provided for the estimated loss in relation to a third party margin customer that the Group has not received any repayments from such customer and writ of summons have been served to commence legal proceedings against such customer.

財務回顧 (續)

本集團錄得應收貸款之減值虧損撥備港幣1,202,100,000元(二零一七年九月三十日:無)及應收賬款之減值虧損撥備港幣37,900,000元(二零一七年九月三十日:無),原因是本公司董事認為收回若干應收貸款及應收賬款的可能性不大。該等撥備金額基於已逾期結餘的賬齡、借款人的信譽及過往撇銷經驗,指於二零一八年九月三十日就因第三方借款人無法向本集團作出規定還款而產生的估計虧損作出的撥備。該等第三方借款人主要為位於中國的個人借款人。鑒於全球股市近期經濟動蕩及過去幾個月中國與美利堅合眾國之間貿易衝突的不確定性,該等借款人的還款率受到嚴重影響。放債團隊一直專注於借款人的信貸管理,以盡量降低信貸風險。為緩解違約風險及管理營運現金流量,就向借款人提供貸款及向孖展客戶授出交易限額而言,本集團定期維持充足的內部政策,包括對借款人及孖展客戶進行財務評估、定期審閱賬齡分析及嚴格監管任何逾期結餘。此外,設有跟進措施,包括向借款人發出還款提醒函,安排與借款人會面要求立即還款。

應收貸款之減值虧損撥備約港幣1,202,100,000元中,(i)約港幣641,000,000元指就有關若干第三方借款人的估計虧損作出的撥備,本集團未收到該等借款人的任何還款,並已對該等借款人發出傳訊令狀,開始法律程序;(ii)約港幣526,000,000元指就有關若干第三方借款人的估計虧損作出的撥備,本集團已收到部分逾期利息還款,且該等借款人能提供涵蓋彼等逾期結餘的資產證明;及(iii)約港幣35,000,000元指就有關若干第三方借款人的估計虧損作出的撥備,本集團已收到全部逾期利息及部分逾期貸款本金的還款,且該等借款人能提供涵蓋彼等逾期結餘的資產證明。

應收賬款之減值虧損撥備約港幣37,900,000元指就有關一名第三方孖展客戶的估計虧損作出的撥備,本集團未收到該客戶的任何還款,並已對該客戶發出傳訊令狀,開始法律程序。

FINANCIAL REVIEW (Continued)

Other income and gains substantially increased to HK\$60.6 million for the current period (30 September 2017: HK\$22.6 million) which was mainly due to the increase in investment income on other financial assets recognised for the current period. The Group also recorded net unrealised losses on investments at fair value through profit or loss of HK\$22.1 million for the current period (30 September 2017: HK\$10.5 million). The Group shared profits of HK\$1.9 million from associates for the current period (30 September 2017: HK\$92.3 million) and also shared losses of HK\$1.9 million from a joint venture for the current period (30 September 2017: HK\$0.2 million).

Cost saving is a continuous aim in monitoring daily operations by the Group. During the current period, general and administrative expenses amounted to HK\$171.2 million, representing an increase of approximately 183.0% as compared to HK\$60.5 million for the same period in 2017 which was mainly due to increases in staff costs and legal and professional fee. Total employee benefit expenses amounted to approximately HK\$94.8 million (30 September 2017: HK\$18.7 million) which included an one-off equity-settled share option expense of HK\$65.7 million (30 September 2017: Nil) were incurred for the current period. Legal and professional fee amounted to approximately HK\$11.4 million (30 September 2017: HK\$1.8 million) were incurred for the current period in defending the Lawsuits (as defined below) and for the legal proceedings against certain borrowers and a margin customer with overdue balances. Finance costs increased to HK\$171.3 million as compared to HK\$86.0 million for the same period in 2017, as more external borrowings were obtained as at the end of the current period. Income tax expense increased to HK\$4.2 million for the current period (30 September 2017: HK\$2.6 million) which was mainly due to the provision for the PRC tax for financial services business in China for the current period.

Net loss attributable to the Shareholders for the current period was HK\$1,758.2 million (30 September 2017: net profit of HK\$231.1 million). Basic and diluted loss per share was HK\$1.12 (30 September 2017: earning per share of HK\$0.15 (as restated)).

財務回顧 (續)

其他收入及收益大幅增加至本期間的港幣60,600,000元(二零一七年九月三十日:港幣22,600,000元),主要是由於本期間確認的其他金融資產的投資收入增加。本期間內,本集團亦錄得透過損益以公平值列賬之投資的未變現虧損淨額港幣22,100,000元(二零一七年九月三十日:港幣10,500,000元)。本期間內,本集團分佔聯營公司的溢利港幣1,900,000元(二零一七年九月三十日:港幣92,300,000元),並於本期間內分佔一間合營公司的虧損港幣1,900,000元(二零一七年九月三十日:港幣200,000元)。

節省成本為本集團監督日常經營之持續目標。於本期間,一般及行政開支為港幣171,200,000元,較二零一七年同期的港幣60,500,000元增加約183.0%,主要由於員工成本與法律及專業費用增加。本期間產生僱員福利開支總額約港幣94,800,000元(二零一七年九月三十日:港幣18,700,000元),包括一次性以權益結算購股權之開支港幣65,700,000元(二零一七年九月三十日:無)。本期間產生法律及專業費用約港幣11,400,000元(二零一七年九月三十日:港幣1,800,000元),涉及抗辯該等訴訟(定義見下文)以及對有逾期結餘的若干借款人與一名孖展客戶採取法律程序。融資成本由二零一七年同期的港幣86,000,000元增加至港幣171,300,000元,原因是於本期間末取得更多外部借貸。本期間所得稅開支增加至港幣4,200,000元(二零一七年九月三十日:港幣2,600,000元),主要由於本期間中國金融服務業務產生的中國稅項撥備所致。

本期間股東應佔虧損淨額為港幣1,758,200,000元(二零一七年九月三十日:溢利淨額港幣231,100,000元)。每股基本及攤薄虧損為港幣1.12元(二零一七年九月三十日:每股盈利港幣0.15元(經重列))。



LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 30 September 2018, net current assets of the Group amounted to HK\$2,891.6 million (31 March 2018: HK\$5,865.4 million) with cash and bank balances of HK\$227.0 million (31 March 2018: HK\$1,302.2 million) and the current ratio (current assets/current liabilities) was 5.8 (31 March 2018: 7.1). The Group had secured borrowings of HK\$1,616.8 million (31 March 2018: HK\$1,907.8 million), unsecured borrowings of HK\$115.5 million (31 March 2018: HK\$173.0 million) and convertible bonds of HK\$1,089.8 million (31 March 2018: HK\$1,025.4 million). Gearing ratio, calculated on the basis of the Group's interest-bearing borrowings and convertible bonds divided by the equity attributable to owners of the Company was 99.6% (31 March 2018: 72.2%). The borrowings of the Group carried floating interest rates calculated by reference to the Hong Kong Interbank Offered Rate ("HIBOR"), Hong Kong Dollar Prime Rate, or lender's costs of funds were made in Hong Kong dollar and United States dollar. The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to Hong Kong dollar and United States dollar. As Hong Kong Dollar is pegged to United States dollar, the foreign exchange risk exposures are considered limited. The Group did not have any financial instruments used for hedging purpose.

The Group had capital commitments as at 30 September 2018 of approximately HK\$0.7 million (31 March 2018: Nil). In light of the amount of liquid assets on hand and banking facilities available, the directors of the Company are of the view that the Group has sufficient financial resources to meet its ongoing operational requirements. The Group's assets portfolio is mainly financed by its shareholders' funds. As at 30 September 2018, the Group had shareholders' funds of HK\$2,833.3 million (31 March 2018: HK\$4,303.7 million).

流動資金、財務資源及資本架構

於二零一八年九月三十日，本集團的流動資產淨值達港幣2,891,600,000元（二零一八年三月三十一日：港幣5,865,400,000元），現金及銀行結餘為港幣227,000,000元（二零一八年三月三十一日：港幣1,302,200,000元），流動比率（流動資產／流動負債）為5.8（二零一八年三月三十一日：7.1）。本集團之有抵押借貸為港幣1,616,800,000元（二零一八年三月三十一日：港幣1,907,800,000元），無抵押借貸為港幣115,500,000元（二零一八年三月三十一日：港幣173,000,000元）及可換股債券為港幣1,089,800,000元（二零一八年三月三十一日：港幣1,025,400,000元）。借貸比率（按本集團的計息借貸及可換股債券除以本公司擁有人應佔權益計算）為99.6%（二零一八年三月三十一日：72.2%）。本集團之借貸參考香港銀行同業拆息（「香港銀行同業拆息」）、港幣最優惠利率或貸款人的資金成本，按浮動利率計息，並以港幣及美元借入。本集團面臨因各種貨幣產生的外匯風險，主要與港幣及美元有關。由於港幣與美元掛鈎，外匯風險被認為有限。本集團並無任何用於對沖目的之金融工具。

於二零一八年九月三十日，本集團的重大資本承擔約港幣700,000元（二零一八年三月三十一日：無）。基於手頭上的流動資產金額及可動用銀行融資額，本公司董事認為，本集團擁有足夠財政資源以應付其持續營運需求。本集團之資產組合主要透過股東資金融資。於二零一八年九月三十日，本集團有股東資金港幣2,833,300,000元（二零一八年三月三十一日：港幣4,303,700,000元）。

PLEDGE OF ASSETS

As at 30 September 2018, bank borrowings of HK\$31.6 million (31 March 2018: HK\$157.0 million) were secured by personal guarantees given by Mr. Zhang and an independent third party. Such borrowings were also secured by certain investments at fair value through profit or loss held by the Group with an aggregate carrying value of HK\$404.8 million as at 31 March 2018. Bank borrowings of HK\$73.6 million (equivalent to RMB64.6 million) (31 March 2018: HK\$145.5 million (equivalent to RMB116.5 million)) were secured by bank deposits of HK\$34.2 million (31 March 2018: HK\$35.2 million) with a corporate guarantee given by an independent third party. HK\$70.0 million of such borrowings were secured by charges over client's pledged securities as at 31 March 2018. HK\$702.0 million (equivalent to US\$90 million) (31 March 2018: HK\$702.0 million, equivalent to US\$90 million) of other borrowings were secured by the shares in the capital of certain wholly-owned subsidiaries of the Company, 10% equity interest of Wins Finance held by the Group, and personal guarantees given by Mr. Zhang and his spouse. Other borrowings of HK\$26.3 million (equivalent to RMB23.1 million) (31 March 2018: HK\$50.0 million, equivalent to RMB40.0 million) were secured by certain finance lease receivables with carrying amount of HK\$25.7 million (equivalent to RMB22.6 million) (31 March 2018: HK\$33.9 million, equivalent to RMB27.2 million).

As at 30 September 2018, notes payable in the aggregate principal amount of HK\$783.3 million (equivalent to US\$100 million) (31 March 2018: HK\$783.3 million, equivalent to US\$100 million) were secured by certain shares in the capital of a wholly-owned subsidiary of the Company, approximately 7.26% equity interest of Wins Finance held by the Group, certain Shares held by Mr. Zhang and personal guarantees given by Mr. Zhang and his spouse.

As at 30 September 2018 and 31 March 2018, the First Convertible Bonds were secured by 30% equity interest of Wins Finance held by the Group. As at 31 March 2018, the Second Convertible Bonds were secured by 15% (which has been diluted to approximately 12.17% as at 30 September 2018) equity interest of the Securities Company held by the Group.

資產抵押

於二零一八年九月三十日，銀行借貸港幣31,600,000元（二零一八年三月三十一日：港幣157,000,000元）以張先生及一名獨立第三方作出的個人擔保抵押。於二零一八年三月三十一日，該等借貸亦由本集團持有的總賬面值港幣404,800,000元的若干透過損益以公平值列賬之投資抵押。銀行借貸港幣73,600,000元（相當於人民幣64,600,000元）（二零一八年三月三十一日：港幣145,500,000元（相當於人民幣116,500,000元））以銀行存款港幣34,200,000元（二零一八年三月三十一日：港幣35,200,000元）及一名獨立第三方作出的公司擔保抵押。於二零一八年三月三十一日，該等借貸中港幣70,000,000元以客戶的已質押證券抵押。其他借貸港幣702,000,000元（相當於90,000,000美元）（二零一八年三月三十一日：港幣702,000,000元，相當於90,000,000美元）以本公司若干全資附屬公司股本中的股份、本集團持有的Wins Finance 10%股本權益以及張先生及其配偶作出的個人擔保抵押。其他借貸港幣26,300,000元（相當於人民幣23,100,000元）（二零一八年三月三十一日：港幣50,000,000元，相當於人民幣40,000,000元）以賬面值港幣25,700,000元（相當於人民幣22,600,000元）（二零一八年三月三十一日：港幣33,900,000元，相當於人民幣27,200,000元）的若干應收融資租賃款項抵押。

於二零一八年九月三十日，本金總額港幣783,300,000元（相當於100,000,000美元）（二零一八年三月三十一日：港幣783,300,000元，相當於100,000,000美元）的應付票據，以本公司一間全資附屬公司股本中若干股份、本集團持有的Wins Finance約7.26%股本權益、張先生持有的若干股份以及張先生及其配偶作出的個人擔保抵押。

於二零一八年九月三十日及二零一八年三月三十一日，首批可換股債券以本集團持有的Wins Finance 30%股本權益抵押。於二零一八年三月三十一日，第二批可換股債券以本集團持有的證券公司15%（於二零一八年九月三十日已攤薄至約12.17%）股本權益抵押。



EVENTS AFTER THE REPORTING PERIOD

- (a) As announced by the Company on 28 September 2018, 18 October 2018, 9 November 2018 and 15 November 2018, the Company entered into undertakings with the First Subscriber and the Second Subscriber, pursuant to which, subject to the fulfillment of certain conditions, the Company agreed to amend certain terms and conditions of the First Convertible Bonds and the Second Convertible Bonds. As at the date of this report, the conditions precedent set out in the undertakings have not been fully fulfilled.
- (b) As announced by the Company on 19 October 2018 and 9 November 2018, the Company proposed to implement a share consolidation on the basis that every ten issued and unissued shares of HK\$0.001 each be consolidated into one consolidated share of HK\$0.01 each. The proposed ordinary resolution to approve the share consolidation was duly passed by the Shareholders by way of poll at the extraordinary general meeting held on 9 November 2018. The share consolidation became effective on 12 November 2018.
- (c) As announced by the Company on 24 October 2018, the conditions precedent set out in the note purchase agreement with the Investor in relation to the issue of convertible notes in the principal amount of HK\$185,847,419 with conversion rights to convert the principal amount thereof into the Shares at the conversion price of HK\$0.088 (which has been adjusted to HK\$0.88 as a result of the Share Consolidation became effective on 12 November 2018) have been fulfilled and completion of the issue of the convertible notes took place. The convertible notes in the principal amount of HK\$185,847,419 were issued to the Investor on the same date.
- (d) As announced by the Company on 26 October 2018, the Group entered into an agreement with two independent third parties, pursuant to which the Group agreed to contribute capital of RMB150,000,000 to the target company in the form of cash, out of the registered capital of the target company of RMB1,000,000,000.

Except as disclosed elsewhere in this report, the Group had no other significant events after the reporting period.

報告期後事項

- (a) 如本公司於二零一八年九月二十八日、二零一八年十月十八日、二零一八年十一月九日及二零一八年十一月十五日所公佈，本公司與首名認購人及第二名認購人訂立承諾，據此，待若干條件達成後，本公司同意修訂首批可換股債券及第二批可換股債券的若干條款及條件。於本報告日期，承諾所載先決條件尚未全部達成。
- (b) 如本公司於二零一八年十月十九日及二零一八年十一月九日所公佈，本公司建議實施股份合併，基準為將每十股每股面值港幣0.001元之已發行及未發行股份合併為一股每股面值港幣0.01元之合併股份。所提交的批准股份合併之普通決議案已於二零一八年十一月九日舉行的股東特別大會上獲股東以投票表決方式正式通過。股份合併已於二零一八年十一月十二日生效。
- (c) 如本公司於二零一八年十月二十四日所公佈，就發行本金額為港幣185,847,419元的可換股票據（附帶以轉換價港幣0.088元（已因股份合併於二零一八年十一月十二日生效而調整為港幣0.88元）將本金額轉換成股份的轉換權）與投資者訂立的票據購買協議所載先決條件已達成，發行可換股票據已完成。本金額為港幣185,847,419元的可換股票據已於同日發行予投資者。
- (d) 如本公司於二零一八年十月二十六日所公佈，本集團與兩名獨立第三方訂立一份協議，據此，本集團同意以現金形式向目標公司注資目標公司的註冊資本人民幣1,000,000,000元中的人民幣150,000,000元。

除本報告其他部份所披露者外，本集團並無其他重大報告期後事項。

CONTINGENT LIABILITIES

Wins Finance and certain of its executive officers were named as defendants in two civil securities lawsuits recently filed in two U.S. District Courts (the “Lawsuit A” and the “Lawsuit B”, collectively referred to as the “Lawsuits”) in April 2017. Both Lawsuits were putative class action lawsuits where plaintiffs’ counsels sought to represent the entire class of shareholders who acquired Wins Finance’s securities between 29 October 2015 and 29 March 2017. Both Lawsuits asserted the same statutory violations under the U.S. Securities Exchange Act, alleged, in sum and substance, that the defendants made false and misleading statements, or failed to disclose material facts, in Wins Finance’s prospectuses, press releases, and filings with the U.S. Securities and Exchange Commission (the “SEC”) in connection with its growth, business prospects and the adequacy of its internal controls. The Lawsuits also alleged that Wins Finance misrepresented the location of its principal executive office in the SEC filings. The Lawsuits further alleged that Wins Finance’s stock price fell when the alleged misstatements or omissions became known to investors. The plaintiffs sought unspecified monetary damages, including interest, costs and attorney’s fees and other relief as the court deemed just.

In July 2017, the plaintiff of Lawsuit A filed notice to the U.S. District Court that Lawsuit A is voluntarily dismissed, without prejudice and without costs to any party, and the court subsequently terminate Lawsuit A. Accordingly, the directors of Wins Finance considered no further contingent liabilities would arise from Lawsuit A.

或然負債

於二零一七年四月，Wins Finance及其若干執行人員在近期於兩個美國地區法院提出的兩宗民事證券訴訟（「訴訟A」及「訴訟B」，統稱為「該等訴訟」）中被列為被告。該等訴訟均為推定集體訴訟，原告律師尋求代表於二零一五年十月二十九日至二零一七年三月二十九日期間購買了Wins Finance證券的全體股東。該等訴訟均主張《美國證券交易法》項下的相同法定違規行為，總而言之指稱被告在Wins Finance的招股章程、新聞稿及向美國證券交易委員會（「美國證監會」）提交的文件中作出了有關其增長、業務前景及內控充足性的虛假及誤導性陳述，或未能披露相關重大事實。該等訴訟亦指稱，Wins Finance在提交予美國證監會的文件中虛假陳述了其主要執行人員的地點。該等訴訟進一步指稱，當相關錯誤陳述或遺漏被投資者知悉後，Wins Finance的股價下跌。原告尋求金額未定的損害賠償，包括利息、成本、律師費及法院認為正當的其他濟助。

於二零一七年七月，訴訟A的原告向美國地區法院提交通知，自願中止訴訟A，任何一方不受影響，亦毋須承擔任何費用，法院隨後終止訴訟A。因此，Wins Finance董事認為，訴訟A不會再產生其他或然負債。

CONTINGENT LIABILITIES (Continued)

In June 2017, the court issued an order appointing lead plaintiffs and lead counsel for Lawsuit B. In August 2017, lead plaintiffs of Lawsuit B filed an amended class action complaint. The amended complaint alleged claims against Wins Finance for securities fraud purportedly arising from alleged misrepresentations concerning its principal executive offices (which alleged misrepresentations resulted in Wins Finance being added to, and then removed from, the Russell 2000 index). In October 2017, Wins Finance moved to dismiss the amended complaint for failure to state a claim as against it. In March 2018, the court issued an order to deny Wins Finance's motion to dismiss. Thus, Lawsuit B will proceed to the fact gathering stage. In June 2018, counsel for the parties appeared before the court for an initial scheduling conference and the court will enter an appropriate schedule for discovery and additional motions. In July 2018, the plaintiffs filed with the court proof of summons and amended complaint against certain individual defendants and in August 2018, such individual defendants moved to dismiss the amended complaint for failure to state a claim as against them. In September 2018, the lead plaintiffs filed a motion seeking class certification. In that motion, the lead plaintiffs have not specified the amount of alleged class-wide damages, nor have they provided any methodology for the calculation of same. Wins Finance's opposition to that motion is currently due in December 2018. In October 2018, the court entered an order dismissing the action against an individual defendant without prejudice, for the lead plaintiffs' failure to timely serve such individual defendant with the summons and amended complaint. As a result of a private mediation conducted in November 2018, Wins Finance has agreed in principle to settle the class action, on behalf of all remaining defendant parties. That preliminary settlement will be subject to standard documentation (which among other things, will have certain contingencies concerning shareholder participation in the settlement), and will further be subject to the court's approval. As at the date of this report, there was no material progress on the Lawsuits and the Group believes that the Lawsuits are without merit, and Wins Finance is vigorously defending these Lawsuits. Given the preliminary stage of the mediation and the uncertainty of the size of the plaintiff class, an estimate of the actual quantum of damages cannot be made at this stage.

Save as disclosed above, the Group had no material contingent liabilities as at 30 September 2018 (31 March 2018: Nil).

或然負債 (續)

於二零一七年六月，法院頒佈命令，就訴訟B委任首席原告及首席律師。於二零一七年八月，訴訟B的首席原告提交經修訂集體訴訟起訴書。經修訂起訴書指稱有關Wins Finance的主要行政人員的虛假陳述為證券欺詐提出索償（所指稱虛假陳述導致Wins Finance被列入羅素2000指數，後被剔除出該指數）。於二零一七年十月，Wins Finance動議因未能對其說明索償而駁回經修訂起訴書。於二零一八年三月，法院頒佈命令，拒絕Wins Finance的駁回動議。因此，訴訟B將進行收集事實階段。於二零一八年六月，各方律師參加法院的初步時間表規劃會議，法院將就文件披露及額外動議決定適當的時間表。於二零一八年七月，原告針對若干個人被告人向法院提交傳喚證明及經修訂起訴書，於二零一八年八月，該等個人被告人動議因未能對其說明索償而駁回經修訂起訴書。於二零一八年九月，首席原告提交動議，尋求集體認證。在該動議中，首席原告未說明指稱集體損害總金額，亦未提出任何相關計算方法。Wins Finance計劃於二零一八年十二月提出對該動議的異議。於二零一八年十月，法院頒佈一項命令，駁回對一名個人被告人的訴訟，無損權利，理由是首席原告未能及時向該個人被告人送達傳訊令狀及經修訂起訴書。由於二零一八年十一月進行庭外調解，Wins Finance已代表所有餘下被告人原則上同意和解該集體訴訟。初步和解須待編製標準文件（將（其中包括）存在關於股東參與和解的一定偶然性），亦須獲法院批准。於本報告日期，該等訴訟並無重大進展，本集團相信，該等訴訟並無依據，Wins Finance正積極抗辯該等訴訟。鑒於調解處於初始階段及原告類別規模的不確定性，現時無法估計損害賠償的準確金額。

除上文所披露者外，於二零一八年九月三十日，本集團並無重大或然負債（二零一八年三月三十一日：無）。

EMPLOYEES AND REMUNERATION POLICY

As at 30 September 2018, the Group employed 125 staff members (30 September 2017: 121 staff members) including directors of the Company. Staff costs incurred for the current period, including directors' remuneration of the Company, was HK\$94.8 million (30 September 2017: HK\$18.7 million).

It is the remuneration policy of the Group to reward its employees with reference to their qualifications, experience and work performance as well as to market benchmarks. Remuneration packages, including the grant of share options, are structured to motivate individual performance and contributions to the Group. The Company has adopted a share option scheme and the Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme under the Mandatory Provident Fund Schemes Ordinance for its employees.

PROSPECTS

In view of the recent economic turmoil in the global stock markets and uncertainty of the trade frictions between the PRC and the United States of America in the last few months, the general economic conditions are expected to be challenging and uncertain. The Group will continue to implement solid approach for collections of loans and accounts receivables and maintain attentive but sensible approach towards new investment opportunities in the financial services industry in order to enhance values to the Shareholders.

僱員及薪酬政策

於二零一八年九月三十日，本集團僱用125名員工（二零一七年九月三十日：121名員工）（包括本公司董事）。本期間產生的員工成本（包括本公司董事酬金）為港幣94,800,000元（二零一七年九月三十日：港幣18,700,000元）。

本集團之薪酬政策乃根據僱員之資歷、經驗及工作表現以及市場標準回報僱員。薪酬待遇（包括授予購股權）旨在激勵僱員個人表現及對本集團之貢獻。本公司已採納一項購股權計劃，而本集團已根據強制性公積金計劃條例為僱員設立一項定額供款強制性公積金退休福利計劃。

前景

鑒於全球股市近期經濟動蕩及過去幾個月中國與美利堅合眾國之間貿易衝突的不確定性，整體經濟狀況預計將具有挑戰性及不明朗。本集團將繼續採取堅定及果斷的態度收回應收貸款及賬款，並對金融服務業的新投資機會採取關注但審慎的態度，以增強股東價值。



Disclosure of Other Information

其他資料披露

SHARE OPTION SCHEME

The share option scheme was adopted by Freeman FinTech Corporation Limited (the “Company”) on 31 August 2012 (the “2012 Scheme”) with a term of ten years.

On 6 August 2018, the Company granted share options to certain eligible persons, including directors of the Company (the “Directors”), under the 2012 Scheme to subscribe for a total of 1,266,815,134 ordinary shares with par value of HK\$0.001 each at an exercise price of HK\$0.102 per share (which has been adjusted to 126,681,513 ordinary shares with par value of HK\$0.01 each at an exercise price of HK\$1.02 per share as a result of the Share Consolidation (as defined in the Business Review under the paragraph headed “Issue of secured convertible bonds under general mandates”) became effective on 12 November 2018).

During the six months ended 30 September 2018, no share options were exercised. As at 30 September 2018, there were 1,955,090,954 share options outstanding (which has been adjusted to 195,509,095 share options as a result of the Share Consolidation became effective on 12 November 2018) under the 2012 Scheme (30 September 2017: 688,275,820).

DIRECTORS’ INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 September 2018, based on the register kept by the Company, the interests of the Directors and chief executives of the Company and their associates in the shares, underlying shares and debentures of the Company or any of its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (the “SFO”) or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) were as follows:

購股權計劃

購股權計劃由民眾金融科技控股有限公司（「本公司」）於二零一二年八月三十一日採納（「二零一二年計劃」），有效期為十年。

於二零一八年八月六日，本公司根據二零一二年計劃向若干合資格人士（包括本公司董事（「董事」））授出購股權，以按行使價每股港幣0.102元認購合共1,266,815,134股每股面值港幣0.001元的普通股（已因股份合併（定義見業務回顧中「根據一般授權發行有擔保可換股債券」一段）於二零一八年十一月十二日生效而調整為按行使價每股港幣1.02元認購126,681,513股每股面值港幣0.01元之普通股）。

截至二零一八年九月三十日止六個月，並無購股權獲行使。於二零一八年九月三十日，二零一二年計劃項下1,955,090,954份（二零一七年九月三十日：688,275,820份）購股權尚未行使（已因股份合併於二零一八年十一月十二日生效而調整為195,509,095份購股權）。

董事於股份及相關股份之權益及淡倉

於二零一八年九月三十日，據本公司存置之登記冊所載列，董事及本公司主要行政人員以及彼等之聯繫人於本公司或其任何相聯法團之股份、相關股份及債權證中，擁有須記入本公司根據證券及期貨條例（「證券及期貨條例」）第352條須存置之登記冊內，或根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益如下：

**DIRECTORS' INTERESTS AND SHORT POSITIONS
IN SHARES AND UNDERLYING SHARES (Continued)**
**董事於股份及相關股份之權益及
淡倉 (續)**
Long positions in ordinary shares of the Company:
於本公司普通股之好倉：

Name of Directors	Capacity	Number of shares and underlying shares held	Deemed interests in number of shares and underlying shares	Total	Approximate percentage of the issued share capital
董事姓名	身份	所持股份及相關股份數目	視作於股份及相關股份數目中擁有權益	總計	佔已發行股本概約百分比
Mr. Ye Ye 叶燁先生	Beneficial owner 實益擁有人	–	156,817,618 (L) (Note 1) (附註1)	156,817,618 (L)	0.99% (L)
Mr. Yang Haoying 楊浩英先生	Beneficial owner 實益擁有人	–	156,817,618 (L) (Note 1) (附註1)	156,817,618 (L)	0.99% (L)
Mr. Pun Hong Hai 潘康海先生	Beneficial owner 實益擁有人	–	156,817,618 (L) (Note 1) (附註1)	156,817,618 (L)	0.99% (L)
Ms. Chow Mun Yee 鄒敏兒小姐	Beneficial owner 實益擁有人	8,000 (L)	150,000,000 (L) (Note 2) (附註2)	150,008,000 (L)	0.95% (L)
Mr. Zhao Tong 趙彤先生	Beneficial owner 實益擁有人	–	156,817,618 (L) (Note 1) (附註1)	156,817,618 (L)	0.99% (L)
Mr. An Dong 安東先生	Beneficial owner 實益擁有人	–	15,681,761 (L) (Note 1) (附註1)	15,681,761 (L)	0.09% (L)
Mr. Cheung Wing Ping 張榮平先生	Beneficial owner 實益擁有人	–	15,681,761 (L) (Note 1) (附註1)	15,681,761 (L)	0.09% (L)
Mr. Fung Tze Wa 馮子華先生	Beneficial owner 實益擁有人	–	15,681,761 (L) (Note 1) (附註1)	15,681,761 (L)	0.09% (L)
Mr. Wu Keli 巫克力先生	Beneficial owner 實益擁有人	–	15,681,761 (L) (Note 1) (附註1)	15,681,761 (L)	0.09% (L)

Note 1: These share options were granted on 6 August 2018 by the Company under the 2012 Scheme.

附註1：該等購股權由本公司於二零一八年八月六日根據二零一二年計劃授出。

Note 2: 100,000,000 share options were granted on 23 April 2015 and 50,000,000 share options were granted on 6 August 2018 by the Company under the 2012 Scheme.

附註2：100,000,000份購股權由本公司於二零一五年四月二十三日根據二零一二年計劃授出，而50,000,000份購股權於二零一八年八月六日授出。

(L): Long position

(L)：好倉



Disclosure of Other Information

其他資料披露

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)

The interests stated above represent the Directors' interests in the shares of the Company (the "Shares"). Save as disclosed above and based on the register kept by the Company, as at 30 September 2018, none of the Directors, chief executives nor their associates had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations as recorded in the register required to be kept under Section 352 of the SFO or which were required to be notified to the Company and the Stock Exchange pursuant to the Listing Rules.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the above section headed "Directors' Interests and Short Positions in Shares and Underlying Shares" and note 29 to the condensed consolidated financial statements headed "Share Option Scheme", at no time during the six months ended 30 September 2018 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate, and none of the Directors, or their spouses or children under the age of eighteen, had any right to subscribe for the securities of the Company, or had exercised any such rights during the current period.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 30 September 2018, based on the register kept by the Company, the following persons have interests or short position in the shares and underlying shares of the Company, being 5% or more of the Company's issued share capital, as known to the Company or recorded in the register maintained by the Company pursuant to Section 336 of the SFO:

董事於股份及相關股份之權益及淡倉 (續)

上文所述之權益指董事於本公司股份（「股份」）之權益。除上文所披露者外及據本公司存置之登記冊所載列，於二零一八年九月三十日，概無董事、主要行政人員或彼等之聯繫人於本公司或其任何相聯法團之股份、相關股份及債權證中，擁有須記入根據證券及期貨條例第352條須存置之登記冊內，或根據上市規則須知會本公司及聯交所之任何權益或淡倉。

董事購買股份或債權證之權利

除上文「董事於股份及相關股份之權益及淡倉」一節及簡明綜合財務報表附註29「購股權計劃」所披露者外，於截至二零一八年九月三十日止六個月期間任何時間，本公司或其任何附屬公司並無訂立任何安排，使董事可藉購買本公司或任何其他法人團體之股份或債務證券（包括債權證）而獲得利益，且並無任何董事或其配偶或未滿十八歲子女擁有任何認購本公司證券之權利，或已於本期間行使任何該等權利。

主要股東及其他人士於股份及相關股份之權益

於二零一八年九月三十日，據本公司存置之登記冊所載列，就本公司所知，或本公司根據證券及期貨條例第336條存置之登記冊所記錄，以下人士持有於本公司股份及相關股份之權益或淡倉，為本公司已發行股本5%或以上：

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES (Continued)

主要股東及其他人士於股份及相關股份之權益 (續)

Name of substantial shareholders 主要股東名稱	Capacity 身份	Total 總計	Approximate percentage of the issued share capital 佔已發行股本概約百分比
Mr. Zhang Yongdong (Note 1) 張永東先生 (附註1)	Beneficial owner 實益擁有人	2,522,802,812 (L) 1,595,746,000 (S)	16.08% (L) 10.17% (S)
Shanghai Guotai Junan Securities Assets Management Co., Ltd.* (Note 2) 上海國泰君安證券資產管理有限公司 (附註2)	Trustee 受託人	1,595,746,000 (L)	10.17% (L)
Guotai Junan Securities Co., Ltd.* (Note 3) 國泰君安證券股份有限公司 (附註3)	Other 其他	1,595,746,000 (L)	10.17% (L)
China Huarong Asset Management Co., Ltd. (Note 4) 中國華融資產管理股份有限公司 (附註4)	Interest in controlled corporation 於受控制法團的權益	8,454,824,887 (L)	53.91% (L)
CHINA HUARONG INTERNATIONAL HOLDINGS LIMITED (Note 5) 中國華融國際控股有限公司 (附註5)	Interest in controlled corporation 於受控制法團的權益	6,621,390,769 (L)	42.22% (L)
Central Huijin Investment Ltd. (Note 6) 中央匯金投資有限責任公司 (附註6)	Interest in controlled corporation 於受控制法團的權益	2,111,902,494 (L)	13.46% (L)

(L): Long position
(S): Short position

(L): 好倉
(S): 淡倉

Note 1: These Shares were held by Galaxy Strategic Investment Co. Ltd., a company wholly-owned by Mr. Zhang Yongdong ("Mr. Zhang").

附註1：該等股份由Galaxy Strategic Investment Co. Ltd. (張永東先生(「張先生」)全資擁有之公司)持有。

Note 2: Shanghai Guotai Junan Securities Assets Management Co., Ltd.* (上海國泰君安證券資產管理有限公司, "Shanghai Guotai") is a trustee of a trust in which SHANGHAI HARFOR LEAD ASSET MANAGEMENT CO., LTD (上海華富利得資產管理有限公司) is a beneficiary of 1,595,746,000 Shares.

附註2：上海國泰君安證券資產管理有限公司(「上海國泰」)為一個信託的受託人，上海華富利得資產管理有限公司為該信託1,595,746,000股股份的受益人。

* for identification purpose only



Disclosure of Other Information

其他資料披露

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES (Continued)

Note 3: Guotai Junan Securities Co., Ltd.* (國泰君安證券股份有限公司) is the ultimate holding company of Shanghai Guotai and is deemed to be interested in 1,595,746,000 Shares through Shanghai Guotai described in "Note 2" above.

Note 4: These Shares would be allotted and issued upon conversion in full of the convertible bonds subscribed by CHINA HUARONG MACAU (HK) INVESTMENT HOLDINGS LIMITED ("HUARONG MACAU (HK)") and Cheery Plus Limited ("Cheery Plus"). HUARONG MACAU (HK) is wholly-owned by China Huarong (Macau) International Holdings Limited* 中國華融(澳門)國際股份有限公司 which is controlled by Huarong (HK) Industrial and Financial Investment Limited ("Huarong (HK) Industrial") as to approximately 51%. Huarong (HK) Industrial is wholly-owned by Huarong Real Estate Co., Ltd. ("Huarong Real Estate") which is wholly-owned by China Huarong Asset Management Co., Ltd. ("China Huarong Asset"). Cheery Plus is wholly-owned by Diamond Path International Investments Limited which is wholly-owned by Diamond Path Investments Limited which is wholly-owned by Huarong Investment Stock Corporation Limited which is controlled by Right Select International Limited ("Right Select") as to approximately 50.99%. Right Select is wholly-owned by China Huarong International Holdings Limited which is owned by Huarong Zhiyuan Investment & Management Co., Ltd. ("Huarong Zhiyuan") and Huarong Real Estate as to approximately 11.90% and approximately 88.10%. Both Huarong Zhiyuan and Huarong Real Estate are wholly owned by China Huarong Asset.

Note 5: These Shares would be allotted and issued upon conversion in full of the convertible bonds subscribed by Cheery Plus. Cheery Plus is wholly-owned by Diamond Path International Investments Limited which is wholly-owned by Diamond Path Investments Limited which is wholly-owned by Huarong Investment Stock Corporation Limited which is controlled by Right Select International Limited ("Right Select") as to approximately 50.99%. Right Select is wholly-owned by China Huarong International Holdings Limited which is owned by Huarong Zhiyuan and Huarong Real Estate as to approximately 11.90% and approximately 88.10%. Both Huarong Zhiyuan and Huarong Real Estate are wholly owned by China Huarong Asset.

Note 6: These Shares would be allotted and issued upon conversion in full of the convertible notes held by Prosper Talent Limited ("Prosper Talent"). Prosper Talent is wholly-owned by CCBI Investments Limited which is wholly-owned by CCB International (Holdings) Limited which is wholly-owned by CCB Financial Holdings Limited which is wholly-owned by CCB International Group Holdings Limited which is wholly-owned by China Construction Bank Corporation which is controlled by Central Huijin Investment Ltd. as to approximately 57.11%.

* for identification purpose only

主要股東及其他人士於股份及相關股份之權益 (續)

附註3：國泰君安證券股份有限公司為上海國泰的最終控股公司，被視為透過上文「附註2」所述上海國泰於1,595,746,000股股份中擁有權益。

附註4：該等股份將於中國華融澳門（香港）投資控股有限公司（「華融澳門（香港）」）及添樂有限公司（「添樂」）認購的可換股債券獲悉數轉換時配發及發行。華融澳門（香港）由中國華融（澳門）國際股份有限公司全資擁有，中國華融（澳門）國際股份有限公司由華融（香港）產融投資有限公司（「華融（香港）產融」）控制約51%。華融（香港）產融由華融置業有限責任公司（「華融置業」）全資擁有，華融置業有限責任公司由中國華融資產管理股份有限公司（「中國華融資產」）全資擁有。添樂由Diamond Path International Investments Limited全資擁有，Diamond Path International Investments Limited由華融投資股份有限公司全資擁有，華融投資股份有限公司由Right Select International Limited（「Right Select」）控制約50.99%。Right Select由中國華融國際控股有限公司全資擁有，中國華融國際控股有限公司由華融致遠投資管理有限責任公司（「中國華融」）及華融置業分別擁有約11.90%及約88.10%。華融致遠及華融置業均由中國華融資產全資擁有。

附註5：該等股份將於添樂認購的可換股債券獲悉數轉換時配發及發行。添樂由Diamond Path International Investments Limited全資擁有，Diamond Path International Investments Limited由華融投資股份有限公司全資擁有，華融投資股份有限公司由Right Select International Limited（「Right Select」）控制約50.99%。Right Select由中國華融國際控股有限公司全資擁有，中國華融國際控股有限公司由華融致遠及華融置業分別擁有約11.90%及約88.10%。華融致遠及華融置業均由中國華融資產全資擁有。

附註6：該等股份將於Prosper Talent Limited（「Prosper Talent」）認購的可換股票據獲悉數轉換時配發及發行。Prosper Talent由CCBI Investments Limited全資擁有，CCBI Investments Limited由建銀國際（控股）有限公司全資擁有，建銀國際（控股）有限公司由建行金融控股有限公司全資擁有，建行金融控股有限公司由建行國際集團控股有限公司全資擁有，建行國際集團控股有限公司由中國建設銀行股份有限公司全資擁有，中國建設銀行股份有限公司由中央匯金投資有限責任公司控制約57.11%。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES (Continued)

Save as disclosed above and based on the register kept by the Company, the Company had not been notified by any persons who had interests or short positions in the shares and underlying shares of the Company at 30 September 2018 as recorded in the register of the Company required to be kept under Section 336 of the SFO.

SHARE CAPITAL, SHARE OPTIONS AND CONVERTIBLE BONDS

Details of the movements in the share capital and share options of the Company during the period are set out in notes 28 and 29 to the condensed consolidated financial statements respectively.

As at 30 September 2018, the First Convertible Bonds in the principal amount of US\$99,000,000 and the Second Convertible Bonds in the principal amount of HK\$429,197,000 were outstanding. The Company entered into (i) the Deeds with the Second Subscriber to amend certain terms and conditions of the Second Convertible Bonds in September 2018; (ii) the Instruments with the First Subscriber to amend certain terms and conditions of the First Convertible Bonds in October 2018; and (iii) a second supplemental deed with the Second Subscriber and a supplemental undertaking with the First Subscriber to further amend certain terms and conditions of the Second Convertible Bonds and First Convertible Bonds respectively in November 2018. As at the date of this report, the Amendments were not yet completed.

As a result of the Share Consolidation became effective on 12 November 2018, the conversion shares attributable to the outstanding First Convertible Bonds and the Second Convertible Bonds as at 30 September 2018 have been adjusted to 181,694,117 Shares and 100,987,529 Shares. Further details of the issue of the First Convertible Bonds and the Second Convertible Bonds and the capitalised terms in the above paragraphs were set out in the Business Review under the paragraph headed "Issue of secured convertible bonds under general mandates" of the "Management Discussion and Analysis" section and note 26 to the condensed consolidated financial statements.

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

During the six months ended 30 September 2018, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the listed securities of the Company.

主要股東及其他人士於股份及相關股份之權益 (續)

除上文所披露者外以及據本公司存置之登記冊所載列，於二零一八年九月三十日，本公司並未獲任何人士知會，其於本公司股份及相關股份中擁有須記入根據證券及期貨條例第336條存置之本公司登記冊之權益或淡倉。

股本、購股權及可換股債券

期內本公司股本及購股權變動之詳情分別載於簡明綜合財務報表附註28及29。

於二零一八年九月三十日，本金額99,000,000美元的首批可換股債券及本金額港幣429,197,000元的第二批可換股債券仍未償還。本公司(i)於二零一八年九月與第二名認購人訂立該等契據，以修訂第二批可換股債券的若干條款及條件；(ii)於二零一八年十月與首名認購人訂立該等文據，以修訂首批可換股債券的若干條款及條件；及(iii)於二零一八年十一月與第二名認購人訂立第二份補充契據及與首名認購人訂立補充承諾，以分別修訂第二批可換股債券及首批可換股債券的若干條款及條件。於本報告日期，該等修訂尚未完成。

由於股份合併已於二零一八年十一月十二日生效，於二零一八年九月三十日未償還的首批可換股債券及第二批可換股債券應佔的轉換股份已調整為181,694,117股股份及100,987,529股股份。發行首批可換股債券及第二批可換股債券以及上述段落中專有詞彙的進一步詳情載列於「管理層討論及分析」一節業務回顧中「根據一般授權發行有擔保可換股債券」一段及簡明綜合財務報表附註26。

購買、出售或贖回本公司之上市證券

於截至二零一八年九月三十日止六個月內，本公司及其任何附屬公司概無購買、贖回或出售任何本公司之上市證券。



Disclosure of Other Information

其他資料披露

CHANGES IN DIRECTORS' INFORMATION

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in Directors' information since the date of 2017/2018 Annual Report of the Company are set out below:

1. Mr. Wang Xiaodong resigned as Executive Director of the Company with effect from 18 May 2018.
2. Mr. Fung Tze Wa, Independent Non-executive Director of the Company, has been appointed as an independent non-executive director of Sheng Yuan Holdings Limited (whose shares are listed on the main board of the Stock Exchange, stock code: 851) with effect from 28 May 2018.
3. With effect from 1 July 2018, the directors' fees of Mr. Cheung Wing Ping, Mr. An Dong, Mr. Fung Tze Wa and Mr. Wu Keli, the Independent Non-executive Directors of the Company, have been increased to HK\$20,000 per month.
4. With effect from 1 July 2018, the monthly salary and other benefits of Ms. Chow Mun Yee ("Ms. Chow"), Executive Director of the Company, has been increased to HK\$190,000. Ms. Chow has also been appointed as an independent non-executive director of Celebrate International Holdings Limited (whose shares are listed on the GEM of the Stock Exchange, stock code: 8212) with effect from 31 August 2018.
5. Mr. Yang Haoying, Executive Director of the Company, has been re-designated from Chief Operating Officer to Chief Executive Officer of the Company with effect from 10 July 2018 and was entitled to a director's salary and allowances of HK\$3,220,000 per annum.
6. Mr. Zhao Tong, Executive Director of the Company, has been re-designated to Chief Investment Officer of the Company with effect from 10 July 2018 and was entitled to a director's salary and allowances of HK\$2,570,000 per annum.

董事資料變動

根據上市規則第13.51B(1)條，自本公司二零一七／二零一八年年報日期起，董事資料變動載列如下：

1. 王曉冬先生已辭任本公司執行董事，自二零一八年五月十八日起生效。
2. 本公司獨立非執行董事馮子華先生已獲委任為盛源控股有限公司（股份於聯交所主板上市，股份代號：851）之獨立非執行董事，自二零一八年五月二十八日起生效。
3. 自二零一八年七月一日起，本公司獨立非執行董事張榮平先生、安東先生、馮子華先生及巫克力先生的董事袍金增加至每月港幣20,000元。
4. 自二零一八年七月一日起，本公司執行董事鄒敏兒小姐（「鄒小姐」）的每月薪金及其他福利已增加至港幣190,000元。鄒小姐亦已獲委任為譽滿國際（控股）有限公司（股份於聯交所GEM上市，股份代號：8212）之獨立非執行董事，自二零一八年八月三十一日起生效。
5. 本公司執行董事楊浩英先生已由本公司營運總監獲調任為行政總裁，自二零一八年七月十日起生效，有權獲得董事薪金及津貼每年港幣3,220,000元。
6. 本公司執行董事趙彤先生已獲調任為本公司首席投資官，自二零一八年七月十日起生效，有權獲得董事薪金及津貼每年港幣2,570,000元。

AUDIT COMMITTEE

The condensed consolidated financial statements of the Company for the six months ended 30 September 2018 have been reviewed by the Audit Committee and have not been audited, but have been reviewed by the Company's external auditor, Crowe (HK) CPA Limited 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 Hong Kong Institute of Certified Public Accountants. The Audit Committee comprises four Independent Non-executive Directors. The primary duties of the Audit Committee are, amongst other matters, to communicate with the management of the Company; and to review the accounting principles and practices, risk management and internal control systems, interim and annual results of the Group.

REMUNERATION COMMITTEE

The Remuneration Committee comprises four Independent Non-executive Directors. The primary duties of the Remuneration Committee are to make recommendations to the board of Directors (the "Board") on the Group's policy and structure for the remuneration of the Directors and senior management; to review and recommend the remuneration package of all Executive Directors for approval by the Board; and to review and approve compensation payable to Directors in connection with loss of their offices or compensation arrangement relating to dismissal or removal of Director.

NOMINATION COMMITTEE

The Nomination Committee comprises four Independent Non-executive Directors. The primary duties of the Nomination Committee are to review the structure, size and composition of the Board and make recommendations for appointment of directors/chairman/chief executives and to assess the independence of the Independent Non-executive Directors.

CORPORATE GOVERNANCE

The Company has adopted the code provisions of the Corporate Governance Code (the "CG Code") contained in Appendix 14 of the Listing Rules as its own code on corporate governance practices. Save as disclosed below, in the opinion of the Directors, the Company has complied with the code provisions as set out in the CG Code and there have been no material deviations from the CG Code during the six months ended 30 September 2018:

Code Provision A.6.7 – One Independent Non-executive Director was unable to attend the annual general meeting held on 5 September 2018 as he had other engagements.

審核委員會

本公司截至二零一八年九月三十日止六個月之簡明綜合財務報表已由審核委員會審閱及未經審核，但已由本公司外聘核數師國富浩華（香港）會計師事務所有限公司根據香港會計師公會頒佈的香港審閱工作準則第2410號實體的獨立核數師中期財務資料的審閱而審閱。審核委員會由四名獨立非執行董事組成。審核委員會主要職責為（其中包括）與本公司管理層溝通，以及審閱本集團之會計原則及慣例、風險管理及內部監控系統、中期及年度業績。

薪酬委員會

薪酬委員會由四名獨立非執行董事組成。薪酬委員會的主要職能為就本集團董事及高級管理層薪酬政策及架構向董事會（「董事會」）作出推薦建議；檢討及建議所有執行董事之薪酬方案以供董事會批准；及檢討及批准董事之離職補償或與董事罷免或撤職有關之賠償安排。

提名委員會

提名委員會由四名獨立非執行董事組成。提名委員會的主要職能為檢討董事會的架構、人數及組成，及就董事／主席／行政總裁的委任提出建議以及評核獨立非執行董事的獨立性。

企業管治

本公司已採納上市規則附錄十四所載企業管治守則（「企管守則」）內之守則條文，作為本身之企業管治常規守則。除下文所披露者外，董事認為，本公司於截至二零一八年九月三十日止六個月內已遵守企管守則內之守則條文，並無任何重大偏離企管守則的情況：

守則條文第A.6.7條—一名獨立非執行董事未能出席於二零一八年九月五日舉行的股東週年大會，原因是其須處理其他事務。



Disclosure of Other Information

其他資料披露

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as its own code of conduct regarding directors' securities transactions. Having made specific enquiry of all Directors, the Company confirmed that in respect of the six months ended 30 September 2018, all Directors have complied with the required standard set out in the Model Code.

By Order of the Board

Freeman FinTech Corporation Limited

Ye Ye

Chairman

Hong Kong, 29 November 2018

董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載之標準守則，作為自身董事進行證券交易之行為守則。經向所有董事作出特定查詢，本公司確認於截至二零一八年九月三十日止六個月，全體董事已遵守標準守則所規定之標準。

承董事會命

民眾金融科技控股有限公司

主席

叶燦

香港，二零一八年十一月二十九日



FREEMAN FINTECH

民眾金融科技

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