

FINSOFT FINANCIAL INVESTMENT HOLDINGS LIMITED

匯財金融投資控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 8018



2023
FIRST QUARTERLY REPORT
第一季度報告

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

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

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

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

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

香港聯合交易所有限公司（「聯交所」）GEM的特色

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

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

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

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

FIRST QUARTERLY RESULTS

The board of Directors (“Board”) announces the unaudited condensed consolidated results of Finsoft Financial Investment Holdings Limited (“Company”, together with its subsidiaries, referred to as “Group”) for the three months ended 31 March 2023 (“Period”), together with the unaudited comparative figures for the corresponding period in 2022, as follows:

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

For the three months ended 31 March 2023

第一季度業績

董事會（「董事會」）公佈·匯財金融投資控股有限公司（「本公司」·連同其附屬公司統稱「本集團」）截至二零二三年三月三十一日止三個月（「期內」）之未經審核簡明綜合業績·連同二零二二年同期之未經審核比較數字載列如下：

未經審核簡明綜合損益及其他全面收入表

截至二零二三年三月三十一日止三個月

| | | Three months ended 31 March 截至三月三十一日止三個月 | |
|---|---------------------------|---|---|
| | | 2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核) | 2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核) |
| | | Notes 附註 | |
| Revenue | 收益 | 3 | 15,936 |
| Cost of sales | 銷售成本 | | 14,765 |
| | | | (4,817) |
| Gross profit | 毛利 | | 11,119 |
| Other income | 其他收入 | 4 | 9,330 |
| Other gains and (losses) | 其他收益及(虧損) | 5 | 21 |
| Provision for impairment loss on loan and interest receivables | 應收貸款及利息的減值虧損撥備 | | 237 |
| Administrative expenses | 行政開支 | | (1,116) |
| | | | (680) |
| | | | (11,543) |
| Loss from operations | 經營虧損 | | (846) |
| Finance costs | 財務成本 | 6 | (3,538) |
| Share of loss of associate | 應佔聯營公司虧損 | | (101) |
| Share of loss of a joint venture | 應佔一間合營公司虧損 | | (209) |
| | | | (2) |
| Loss before tax | 除稅前虧損 | | (1,158) |
| Income tax expense | 所得稅開支 | 7 | (3,798) |
| | | | (666) |
| Loss for the period | 期內虧損 | 8 | (1,824) |
| Other comprehensive income | 其他全面收入 | | |
| Item that will not be reclassified to profit or loss: | 將不會重新分類至損益的項目： | | |
| Fair value changes on financial assets at fair value through other comprehensive income | 按公平價值計入其他全面收入的金融資產之公平價值變動 | | 298 |
| | | | 33 |
| Other comprehensive income for the period | 期內其他全面收入 | | 298 |
| | | | 33 |
| Total comprehensive income for the period | 期內全面收入總額 | | (1,526) |
| | | | (4,164) |

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

| | | 2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核) | 2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核) |
|---|--------------------|---|---|
| Loss for the period attributable to: | 應佔期內虧損： | | |
| Owners of the Company | 本公司擁有人 | (1,788) | (3,976) |
| Non-controlling interests | 非控股權益 | (36) | (221) |
| | | <u>(1,824)</u> | <u>(4,197)</u> |
| Total comprehensive income for the period attributable to: | 應佔期內全面收入總額： | | |
| Owners of the Company | 本公司擁有人 | (1,490) | (3,943) |
| Non-controlling interests | 非控股權益 | (36) | (221) |
| | | <u>(1,526)</u> | <u>(4,164)</u> |

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

| | | 2023 二零二三年 (Unaudited) (未經審核) | 2022 二零二二年 (Unaudited) (未經審核) |
|------------------------------|--------------------------|--|--|
| | <i>Note</i> <i>附註</i> | | |
| Loss per share | 每股虧損 | | |
| Basic (HK cents per share) | 基本 (每股港仙) | (1.42) | (3.15) |
| Diluted (HK cents per share) | 攤薄 (每股港仙) | (1.42) | (3.15) |

NOTES:

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 18 December 2012 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of the Company's registered office is Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of the Company's head office and principal place of business in Hong Kong is Unit 708, 7th Floor, Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong with effect from 20 April 2022. The Company's shares are listed on GEM of the Stock Exchange.

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

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

2. BASIS OF PREPARATION

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

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

The accounting policies adopted in preparing the Results are consistent with those applied in the annual consolidated financial statements of the Group for the year ended 31 December 2022, with addition for the new HKFRSs and amendments to HKFRSs, that have become effective for the Group's financial year beginning on 1 January 2023.

附註：

1. 一般資料

本公司於二零一二年十二月十八日根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司。本公司之註冊辦事處地址為 Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands。由二零二二年四月二十日起，本公司的總辦事處及香港主要營業地點之地址為香港灣仔告士打道151號資本中心7樓708室。本公司股份於聯交所GEM上市。

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

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

2. 編製基準

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

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

編製本業績時採納之會計政策，與本集團截至二零二二年十二月三十一日止年度之年度綜合財務報表所採用的會計政策一致，並已加入於二零二三年一月一日開始之本集團財政年度生效之新訂香港財務報告準則及香港財務報告準則修訂本。

2. BASIS OF PREPARATION (CONTINUED)

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

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

3. REVENUE

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

2. 編製基準 (續)

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

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

3. 收益

期內按主要服務線劃分的來自客戶合約之收益分拆如下：

| | | Three months ended 31 March 截至三月三十一日止三個月 | |
|---|--------------------------------------|---|---|
| | | 2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核) | 2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核) |
| Revenue from contracts with customers within the scope of HKFRS 15 | 香港財務報告準則第15號範圍內 來自客戶合約之收益 | | |
| Disaggregated by major service lines | 按主要服務線分拆 | | |
| Sales of merchandise | 銷售商品 | 125 | 976 |
| Sales of technology software systems | 銷售技術軟件系統 | 1,144 | 480 |
| System customisation and network support | 系統訂製及網絡支援 | 5,405 | 2,301 |
| Software licensing services | 軟件特許服務 | 5,594 | 6,782 |
| Software maintenance services | 軟件保養服務 | 2,289 | 2,209 |
| Hosting and related services | 伺服器寄存及相關服務 | 979 | 1,239 |
| | | 15,536 | 13,987 |
| Revenue from other sources | 其他來源之收益 | | |
| Interest income on loan financing | 貸款融資之利息收入 | 400 | 778 |
| | | 15,936 | 14,765 |

4. OTHER INCOME

4. 其他收入

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

| | | 2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核) | 2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核) |
|----------------------------------|-----------|---|---|
| Interest income on bank deposits | 銀行存款之利息收入 | 6 | - |
| Government grants | 政府補助 | - | 60 |
| Rental income | 租賃收入 | 11 | - |
| Sundry income | 雜項收入 | 4 | 52 |
| | | 21 | 112 |

5. OTHER GAINS AND (LOSSES)

5. 其他收益及(虧損)

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

| | | 2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核) | 2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核) |
|--|--------------------------------------|---|---|
| Net fair value gain/(loss) on financial assets at fair value through profit or loss | 按公平價值計入損益的 金融資產之公平價值 收益/(虧損)淨額 | 257 | (868) |
| Provision for impairment loss on trade receivables | 貿易應收款項減值虧損撥備 | (19) | (121) |
| Foreign exchange differences, net | 外匯差額淨額 | (1) | (1) |
| Loss on disposal of property, plant and equipment | 出售物業、廠房及設備虧損 | - | (126) |
| | | 237 | (1,116) |

6. FINANCE COSTS

6. 財務成本

| | | Three months ended 31 March 截至三月三十一日止三個月 | |
|-------------------------------|--------|---|---|
| | | 2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核) | 2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核) |
| Interest on lease liabilities | 租賃負債利息 | 101 | 175 |

7. INCOME TAX EXPENSE

7. 所得稅開支

| | | Three months ended 31 March 截至三月三十一日止三個月 | |
|--|----------------------|---|---|
| | | 2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核) | 2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核) |
| Current – Hong Kong Profits Tax – Charge for the period | 即期 – 香港利得稅 – 期內計提 | 684 | 308 |
| Deferred tax | 遞延稅項 | (18) | 91 |
| Income tax expense | 所得稅開支 | 666 | 399 |

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

Under the two-tiered profits tax regime, profits tax rate for the first HK\$2 million of assessable profits of qualifying corporations established in Hong Kong will be lowered to 8.25% (three months ended 31 March 2022: 8.25%), and profits above that amount will be subject to the tax rate of 16.5% (three months ended 31 March 2022: 16.5%).

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

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

根據兩級利得稅制，於香港成立的合資格法團首2,000,000港元的應課稅溢利的利得稅稅率將下調至8.25%（截至二零二二年三月三十一日止三個月：8.25%），超過該金額的溢利將按16.5%（截至二零二二年三月三十一日止三個月：16.5%）稅率徵稅。

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

7. INCOME TAX EXPENSE (CONTINUED)

During the Period, no share of tax attributable to associate (three months ended 31 March 2022: Nil) was included in “Share of loss of associate”.

During the Period, no share of tax attributable to a joint venture (three months ended 31 March 2022: Nil) was included in “Share of loss of a joint venture”.

8. LOSS FOR THE PERIOD

The Group’s loss for the Period is stated after charging the following:

7. 所得稅開支（續）

於期內，並無計入「應佔聯營公司虧損」的歸屬於聯營公司的稅項（截至二零二二年三月三十一日止三個月：無）。

於期內，並無計入「應佔一間合營公司虧損」的歸屬於一間合營公司的稅項（截至二零二二年三月三十一日止三個月：無）。

8. 期內虧損

本集團的期內虧損於扣除下列各項後列賬：

| | | Three months ended 31 March 截至三月三十一日止三個月 | |
|--|-----------------|---|---|
| | | 2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核) | 2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核) |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 348 | 138 |
| Depreciation of right-of-use assets | 使用權資產折舊 | 1,962 | 1,987 |
| Employee benefits expense: | 僱員福利開支： | | |
| Salaries and other benefits | 薪金及其他福利 | 9,638 | 9,307 |
| Retirement benefits scheme contributions | 退休福利計劃供款 | 783 | 644 |
| Total employee benefits expense, including directors’ emoluments | 僱員福利開支總額，包括董事酬金 | 10,421 | 9,951 |

Cost of services includes staff costs, amortisation and depreciation of approximately HK\$3,949,000 (three months ended 31 March 2022: approximately HK\$3,787,000) which are included in the amounts disclosed separately.

服務成本包括員工成本、攤銷及折舊約3,949,000港元（截至二零二二年三月三十一日止三個月：約3,787,000港元），計入獨立披露的金額。

9. DIVIDEND

The Board does not recommend the payment of any dividend in respect of the Period (three months ended 31 March 2022: Nil).

9. 股息

董事會並不建議就期內派付任何股息（截至二零二二年三月三十一日止三個月：無）。

10. LOSS PER SHARE

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

| | | Three months ended 31 March 截至三月三十一日止三個月 | |
|--|-----------------|---|---|
| | | 2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核) | 2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核) |
| Loss | 虧損 | | |
| Loss for the purpose of calculating basic and diluted loss per share | 就計算每股基本及攤薄虧損的虧損 | <u>(1,788)</u> | <u>(3,976)</u> |

| | | Three months ended 31 March 截至三月三十一日止三個月 | |
|--|----------------------------|---|--|
| | | 2023 二零二三年 (Unaudited) (未經審核) | 2022 二零二二年 (Unaudited) (未經審核) |
| Number of shares | 股份數目 | | |
| Weighted average number of ordinary shares in issue for the purpose of calculation of basic and diluted loss per share | 就計算每股基本及攤薄虧損而言，已發行普通股加權平均數 | <u>126,058,234</u> | <u>126,058,234</u> |

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

期內每股基本及攤薄虧損乃按以下數據計算：

計算每股基本及攤薄虧損時用作分母的普通股加權平均數相同。

11. UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

11. 未經審核簡明綜合權益變動表

| | | Attributable to owners of the Company 本公司擁有人應佔 | | | | | | | | |
|---|---------------------------|---|-------------------------|--------------------------|-------------------------|---|-------------------------|-----------------------|---------------------------|-------------------------|
| | | Share capital | Share premium | Share options reserve | Merger reserve | Financial assets measured at fair value through other comprehensive income reserve 按公平價值計入其他全面收入的金融資產之儲備 | Accumulated losses | Subtotal | Non-controlling interests | Total equity |
| | | 股本 HK\$'000 千港元 | 股份溢價 HK\$'000 千港元 | 購股權儲備 HK\$'000 千港元 | 合併儲備 HK\$'000 千港元 | 金融資產之儲備 HK\$'000 千港元 | 累計虧損 HK\$'000 千港元 | 小計 HK\$'000 千港元 | 非控股權益 HK\$'000 千港元 | 權益總額 HK\$'000 千港元 |
| At 1 January 2022 (Audited) | 於二零二二年一月一日 (經審核) | 6,303 | 229,281 | 1,613 | 78 | (37,159) | (106,338) | 93,778 | (1,915) | 91,863 |
| Fair value changes on financial assets at fair value through other comprehensive income | 按公平價值計入其他全面收入的金融資產之公平價值變動 | - | - | - | - | 33 | - | 33 | - | 33 |
| Loss for the period | 期內虧損 | - | - | - | - | - | (3,976) | (3,976) | (221) | (4,197) |
| Changes in equity for the period | 期內權益變動 | - | - | - | - | 33 | (3,976) | (3,943) | (221) | (4,164) |
| At 31 March 2022 (Unaudited) | 於二零二二年三月三十一日 (未經審核) | 6,303 | 229,281 | 1,613 | 78 | (37,126) | (110,314) | 89,835 | (2,136) | 87,699 |
| At 1 January 2023 (Audited) | 於二零二三年一月一日 (經審核) | 6,303 | 229,281 | - | 78 | (37,953) | (131,881) | 65,828 | (2,325) | 63,503 |
| Fair value changes on financial assets at fair value through other comprehensive income | 按公平價值計入其他全面收入的金融資產之公平價值變動 | - | - | - | - | 298 | - | 298 | - | 298 |
| Loss for the period | 期內虧損 | - | - | - | - | - | (1,788) | (1,788) | (36) | (1,824) |
| Changes in equity for the period | 期內權益變動 | - | - | - | - | 298 | (1,788) | (1,490) | (36) | (1,526) |
| At 31 March 2023 (Unaudited) | 於二零二三年三月三十一日 (未經審核) | 6,303 | 229,281 | - | 78 | (37,655) | (133,669) | 64,338 | (2,361) | 61,977 |

MANAGEMENT DISCUSSION AND ANALYSIS

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

Business Review

The Hong Kong economy is expected to stage a visible rebound in 2023. With the removal of quarantine arrangements for inbound visitors and the resumption of normal travel between Hong Kong and the Mainland, visitor arrivals would stage a strong rebound and constitute a main driver of economic growth this year. In addition, it is expected that the disbursement of the latest round of consumption vouchers in April 2023 will boost private consumption and render further support to the domestic economy. Despite the demand from the advanced economies will likely weaken further given the high interest rate environment and thereby impact Hong Kong's exports of goods, the expected faster recovery of the Mainland economy and the lifting of cross-boundary restrictions between Hong Kong and the Mainland would provide some relief. The Group will continue to closely monitor the overall economic environment and continue to serve its clients diligently so as to secure more customers with its experience and reputation in the financial trading software solutions business.

Provision of financial trading software solutions

During the Period, the financial trading software solutions business division remained as the key source of income of the Group. The segment revenue from external customers contributed by the Group's principal operating subsidiary, iAsia Online Systems Limited ("iAsia"), amounted to approximately HK\$15,536,000 (three months ended 31 March 2022: approximately HK\$13,987,000), representing an increase of approximately 11.1%. While iAsia keeps a steady intake of new projects from its customers, the Group will explore new business opportunities and expand the Group's income stream from both existing and potential customers.

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

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

管理層討論及分析

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

業務回顧

預計香港經濟將於二零二三年出現明顯回升。隨著香港取消對入境旅客的隔離安排，以及香港與內地恢復正常往來，入境旅客人數將大幅回升，成為今年經濟增長的主要動力。此外，最新一輪的消費券將於二零二三年四月發放，預計將可推動私人消費，進一步支持本地經濟。儘管在高利率的環境下，發達經濟體的需求可能會進一步減弱，從而影響香港的貨物出口，但預期內地經濟將會加快復蘇，以及香港與內地之間的跨境限制將得到一定的緩解。本集團將繼續密切關注整體經濟環境，並繼續勤勉為客戶提供服務，以依託其在金融交易軟件解決方案業務方面的經驗及聲譽爭取更多客戶。

提供金融交易軟件解決方案

於期內，金融交易軟件解決方案業務分部仍為本集團的主要收入來源。本集團主要營運附屬公司亞洲網上系統有限公司（「亞網」）貢獻的來自外部客戶的分部收益為約15,536,000港元（截至二零二二年三月三十一日止三個月：約13,987,000港元），增加約11.1%。雖然亞網保持穩定獲取客戶新項目，惟本集團將探索新商機，並擴大本集團來自現有及潛在客戶的收入來源。

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

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

Provision of other IT and internet financial platforms services

During the Period, no revenue was generated from the provision of other IT and internet financial platforms services business division (three months ended 31 March 2022: Nil). In order to improve the sales performance of this business division, the Group will continue to diversify the provision of other IT services, such as providing system migration services to new customers. The Group will seize opportunities to diversify the client base of its provision of other IT and internet financial platforms services business in order to strengthen its competitiveness in the industry.

Money lending business

During the Period, revenue derived from the money lending business division amounted to approximately HK\$400,000 (three months ended 31 March 2022: approximately HK\$778,000), representing a decrease of approximately 48.6%. The interest rates charged to the Group's customers during the Period ranged from 8% per annum to 21.6% per annum. During the Period, the Group recorded the provision for impairment losses on loan and interest receivables of approximately HK\$680,000 (three months ended 31 March 2022: approximately HK\$427,000). In assessing the expected credit loss ("ECL") allowance for loan and interest receivables, the Group considered (i) the loan receivables which have been past due as at 31 March 2023; (ii) the repayment history of loan and interest receivables of each borrower during the Period; and (iii) the probability of default rate due to the inability of the borrowers to make repayments to the Group when due.

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

提供其他資訊科技及互聯網金融平台服務

於期內，提供其他資訊科技及互聯網金融平台服務業務分部概無產生任何收益（截至二零二二年三月三十一日止三個月：無）。為改善本業務分部的銷售表現，本集團將繼續以多樣化方式提供其他資訊科技服務，如向新客戶提供系統遷移服務。本集團將把握機會豐富提供其他資訊科技及互聯網金融平台服務業務的客戶基礎，以提升其行業競爭力。

借貸業務

於期內，借貸業務分部產生之收益約為400,000港元（截至二零二二年三月三十一日止三個月：約778,000港元），相當於減少約48.6%。於期內向本集團客戶收取之利率介乎每年8%至21.6%。於期內，本集團錄得應收貸款及利息減值虧損撥備約680,000港元（截至二零二二年三月三十一日止三個月：約427,000港元）。於評估應收貸款及利息之預期信貸虧損（「預期信貸虧損」）撥備時，本集團已考慮(i)於二零二三年三月三十一日已逾期之應收貸款；(ii)於期內各借款人的應收貸款及利息的歷史還款記錄；及(iii)因借款人未能於到期時向本集團還款之違約率概率。

本集團的借貸業務仍為本集團之可持續發展業務分部。本集團管理層持續監察貸款及應收利息結餘。為降低借貸業務相關的信貸風險及違約風險，本集團已在提供貸款融資服務方面實施足夠的內部控制政策及工作程序手冊。倘客戶向本集團提出貸款融資請求，本集團將啟動客戶身份識別程序，本集團的工作人員將查詢潛在客戶的資料。個人客戶須提供（包括但不限於）彼之香港身份證或護照及住址證明等文件，而企業客戶則須提供（包括但不限於）註冊證書、股東及董事名冊、組織章程細則、董事在職證明及／或公司存續證明（如適用）。

Generally, credit worthiness assessments will take place for potential individual and corporate clients by (1) doing financial assessments such as obtaining bank and security statements, income proof, property proof, its audited financial statements and/or the latest management account (if any); and (2) conducting different searches such as bankruptcy or winding up search, land search and credit search.

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

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

Assets investments

The portfolio of the Group's assets investments business during the Period consisted of investments in securities that were held for trading. The carrying amount of the Group's securities investments measured at fair value through profit or loss increased from approximately HK\$5,303,000 as at 31 December 2022 to approximately HK\$8,640,000 as at 31 March 2023 as the Group purchased securities that were held for trading of approximately HK\$3,080,000 during the Period and recognised a change in fair value reflecting a net gain of approximately HK\$257,000 (three months ended 31 March 2022: a net loss approximately HK\$868,000) from the Group's securities investments during the Period. As at 31 March 2023, there were no individual securities investments at fair value which accounted for 5% or more of the Group's total assets. During the Period, no dividend income was received by the Group from its investments in listed securities that were held for trading (three months ended 31 March 2022: Nil).

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

一般而言，對潛在個人及企業客戶的信用評估將透過以下方式進行：(1)進行財務評估，如獲取銀行及證券報表、收入證明、財產證明、其經審核財務報表及／或最新管理賬目（如有）；及(2)進行多種調查，如破產或清盤調查、土地查冊及信用調查。

本集團及時檢討客戶信貸風險及客戶的盡職調查程度以及貸款及應收利息結餘的賬齡。本集團亦通過根據貸款協議之條款持續監控貸款及利息支付，並與其客戶密切跟進貸款或利息的支付期限，嚴格控制逾期結餘。

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

資產投資

本集團於期內的資產投資業務組合包括持作買賣的證券投資。本集團按公平價值計入損益計量的證券投資賬面值由二零二二年十二月三十一日的約5,303,000港元增加至二零二三年三月三十一日的約8,640,000港元，乃由於本集團於期內購入持作買賣的證券約3,080,000港元，並自本集團的證券投資確認於期內公平價值變動淨收益約257,000港元（截至二零二二年三月三十一日止三個月：淨虧損約868,000港元）所致。於二零二三年三月三十一日，概無按公平價值計量之個別證券投資佔本集團資產總值5%或以上。於期內，本集團並無收到持作買賣的上市證券投資的股息收入（截至二零二二年三月三十一日止三個月：無）。

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

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

As at 31 March 2023, the Group’s other investments that were not held for trading mainly included 16,538,000 ordinary shares of CPN (“CPN Shares”), the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1736), being approximately 1.61% of the total issued shares of CPN. CPN, together with its subsidiaries, operate an online platform focusing on the CBM (children, babies, and maternity) market in the People’s Republic of China (“PRC”) and are mainly engaged in (i) the provision of marketing and promotional services through its platform; and (ii) sale of goods in the PRC. The Group will continue to hold the CPN Shares for dividend income.

The CPN Shares were measured at fair value at approximately HK\$662,000 as at 31 March 2023. During the Period, the fair value gain of the CPN Shares transferred to the financial assets measured at fair value through other comprehensive income reserve of the Group was approximately HK\$298,000 (three months ended 31 March 2022: fair value gain approximately HK\$33,000). During the Period, no dividend income was received from this investment (three months ended 31 March 2022: Nil).

Financial Review

Revenue, gross profit and gross profit margin

Revenue of the Group for the Period was approximately HK\$15,936,000 (three months ended 31 March 2022: approximately HK\$14,765,000), representing an increase of approximately 7.9% as compared with that of the corresponding period in 2022. The increase in revenue of the Group during the Period was mainly due to the increase in the revenue generated from its financial trading software solutions business as a result of the increase in the revenue recognised from projects of system customisation and network support during the Period.

Gross profit of the Group for the Period was approximately HK\$11,119,000 (three months ended 31 March 2022: approximately HK\$9,330,000), representing an increase of approximately 19.2% as compared with that of the corresponding period in 2022. Gross profit margin of the Group for the Period was approximately 69.8% (three months ended 31 March 2022: approximately 63.2%), representing an increase of approximately 6.6% (in absolute amount) as compared with that of the corresponding period in 2022. Such increase in the gross profit and the gross profit margin of the Group was mainly due to the increase in the revenue recognised from projects of system customisation and network support during the Period as they generally have a relatively higher gross profit margin than that of other service lines of the Group.

Provision for impairment loss on loan and interest receivables

The Group has recorded a provision for impairment loss on loan and interest receivables of approximately HK\$680,000 during the Period (three months ended 31 March 2022: approximately HK\$427,000), increased by approximately HK\$253,000. The assessment of the Group’s provision for impairment loss on loan and interest receivables for the Period was performed under the ECL model in accordance with HKFRS 9 Financial Instruments. The key measuring parameters and inputs of the ECL approach include probability of default, loss given default and exposure at default, which are based on the assessed creditworthiness of the borrowers.

其他投資：股本投資（並非持作買賣）－中國育兒網絡控股有限公司（「中國育兒網絡」）

於二零二三年三月三十一日，本集團的並非持作買賣的其他投資主要包括中國育兒網絡（其已發行股份於聯交所主板上市，股份代號：1736）16,538,000股普通股（「中國育兒網絡股份」），即中國育兒網絡全部已發行股份的約1.61%。中國育兒網絡及其附屬公司經營一個專注於中華人民共和國（「中國」）孕嬰童市場之網絡平台，主要於中國從事(i)透過其平台提供營銷及推廣服務；及(ii)於中國的商品銷售。本集團將繼續持有中國育兒網絡股份以獲取股息收入。

於二零二三年三月三十一日，中國育兒網絡股份按公平價值計量約為662,000港元。於期內，轉撥至本集團按公平價值計入其他全面收入的金融資產之儲備的中國育兒網絡股份的公平價值收益約為298,000港元（截至二零二二年三月三十一日止三個月：公平價值收益約33,000港元）。於期內，並無從該投資收取股息收入（截至二零二二年三月三十一日止三個月：無）。

財務回顧

收益、毛利及毛利率

本集團於期內的收益約為15,936,000港元（截至二零二二年三月三十一日止三個月：約14,765,000港元），較二零二二年同期的收益增加約7.9%。本集團於期內的收益增加主要是由於因期內自系統訂製及網絡支援項目確認的收益增加令金融交易軟件解決方案業務產生的收益增加。

本集團於期內的毛利約為11,119,000港元（截至二零二二年三月三十一日止三個月：約9,330,000港元），較二零二二年同期的毛利增加約19.2%。本集團於期內的毛利率約為69.8%（截至二零二二年三月三十一日止三個月：約63.2%），較二零二二年同期的毛利率增加約6.6%（按絕對數計算）。本集團的毛利及毛利率上升，主要乃由於期內自系統訂製及網絡支援項目確認的收益增加所致（因該等項目較本集團其他服務項目具有相對較高的毛利率）。

應收貸款及利息的減值虧損撥備

於期內，本集團錄得應收貸款及利息的減值虧損撥備約680,000港元（截至二零二二年三月三十一日止三個月：約427,000港元），增加約253,000港元。本集團根據香港財務報告準則第9號金融工具項下之預期信貸虧損模型對於期內應收貸款及利息的減值虧損撥備進行評估。預期信貸虧損法之主要計量參數及輸入數據包括基於借款人經評估的信貸質素的違約概率、違約虧損率及違約風險。

There was no significant change to the bases, assumptions and inputs adopted in the ECL assessment for the Period from those adopted in the corresponding period in 2022.

The Company has instructed its legal advisers to issue demand letters to the borrowers who have overdue loans for more than 90 days, demanding immediate repayment of the outstanding loan principals and interests. Legal advice has been sought for potential further legal actions including but not limited to issuing statutory demands. Some of the overdue borrowers who are currently staying in the Mainland promise to repay the outstanding balances as soon as they return to Hong Kong. The Company will carry on ongoing periodic review and negotiations with the borrowers for repayment or settlement of their overdue balances.

Administrative expenses

The Group's administrative expenses for the Period amounted to approximately HK\$11,543,000 (three months ended 31 March 2022: approximately HK\$11,437,000), representing an increase of approximately 0.9% as compared with that of the corresponding period in 2022. The increase was primarily attributable to the increase in staff costs.

Loss for the Period

The Group recorded a net loss after tax of approximately HK\$1,824,000 for the Period (three months ended 31 March 2022: approximately HK\$4,197,000). The decrease in net loss was mainly due to (i) the increase in revenue generated from the financial trading software solutions business of the Group for the Period; and (ii) the turn to a net fair value gain on financial assets at fair value through profit or loss of approximately HK\$257,000 from the Group's listed securities investments for the Period due to the stock market fluctuations, from a net fair value loss on financial assets at fair value through profit or loss of approximately HK\$868,000 from the Group's listed securities investments for the three months ended 31 March 2022.

Material Acquisition and Disposal

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

Capital Structure

As at 31 March 2023, the capital of the Company comprised ordinary shares only.

與二零二二年同期所採納者相比，於期內預期信貸虧損評估所採納的基準、假設及輸入數據並無重大變化。

本公司已指示法律顧問向貸款逾期超過90天的借款人發出催款函，要求彼等立即償還未償還貸款本金及利息。本公司已就可能進一步採取的法律行動尋求法律意見，包括但不限於發出法定償債書。部分目前位於中國內地的逾期借款人已承諾於返港後盡快償還未償還結餘。本公司將持續定期檢討及就償還或結算逾期結餘與借款人協商。

行政開支

本集團於期內的行政開支約為11,543,000港元（截至二零二二年三月三十一日止三個月：約11,437,000港元），較二零二二年同期的行政開支增加約0.9%。該增加乃主要由於員工成本增加。

期內虧損

本集團於期內錄得除稅後淨虧損約1,824,000港元（截至二零二二年三月三十一日止三個月：約4,197,000港元）。虧損淨額減少主要是由於(i)期內本集團金融交易軟件解決方案業務產生的收益增加；及(ii)股市波動導致由本集團的上市證券投資於截至二零二二年三月三十一日止三個月為按公平價值計入損益的金融資產的公平價值虧損淨額約868,000港元，轉為本集團的上市證券投資於期內為按公平價值計入損益的金融資產的公平價值收益淨額約257,000港元。

重大收購及出售

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

資本架構

於二零二三年三月三十一日，本公司的資本僅包括普通股。

Share Option Scheme

The Company adopted a share option scheme (“Scheme”) on 10 September 2013 so as to attract and retain the best available personnel and to provide additional incentive to the eligible participants under the Scheme. Pursuant to the Scheme, the Board is authorised, at its absolute discretion and subject to the terms of the Scheme, to grant options to subscribe for the ordinary shares of the Company (in such form then existing and subject to adjustment) to any employees (full-time or part-time), directors, consultants or advisors of the Group, or any substantial shareholders of the Group, or any distributors, contractors, suppliers, agents, customers, business partners or service providers of the Group. Following the amendments to Chapter 23 of the GEM Listing Rules which took effect on 1 January 2023, the Group will only grant options to such eligible participants which are permitted under the GEM Listing Rules. The Scheme shall be valid and effective for a period of ten years commencing on 10 September 2013 and expiring on the business day immediately preceding the 10th anniversary thereof, i.e. 8 September 2023, subject to early termination provisions contained in the Scheme.

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

Prospect

Looking ahead, the economy of Hong Kong is expected to return to a positive growth. In light of the dawning signs of an end to the pandemic, Hong Kong has relaxed its quarantine controls and reopened its borders with the Mainland gradually in the first quarter of 2023, it led to the strong recovery of inbound tourism and domestic demand. The disbursement of the latest round of consumption vouchers in April 2023 and the improved labour market conditions will boost domestic consumption demand. However, such positive effect will likely be offset by a certain extent by quantitative tightening measures adopted by the major economies. The development of the global economic conditions remain the key uncertainties in relation to the revival of the Hong Kong economy.

The Group will continue to serve its clients diligently so as to secure more customers with its experience and reputation in the financial trading software solutions business. The money lending business is another core business segment of the Group. In view of the instability of the financial market and the economic environment in Hong Kong, the Group will implement a prudent approach in granting new loans and collect the loans it has granted and the related interest receivables from the borrowers in an active manner. In addition, the Group will also explore different business opportunities in order to expand its businesses and generate more revenue.

購股權計劃

本公司於二零一三年九月十日採納購股權計劃（「該計劃」），以吸引及挽留最佳員工，並向該計劃下的合資格參與人提供額外獎勵。根據該計劃，董事會獲授權，按酌情基準及根據該計劃的條款，向本集團任何僱員（全職或兼職）、董事、顧問或諮詢人、或本集團任何主要股東、或本集團任何分銷商、承包商、供應商、代理、客戶、業務夥伴或服務供應商授出可認購本公司普通股（以當時之形式並可予調整）的購股權。於修訂GEM上市規則第23章（於二零二三年一月一日生效）後，本集團將僅會向該等合資格參與者授出GEM上市規則准許之購股權。該計劃由二零一三年九月十日起計十年內有效及生效並於緊接該計劃第十個週年日的前一個營業日（即二零二三年九月八日）屆滿，惟可根據該計劃所載的提早終止條文提早終止。

於期內，概無購股權獲授出、行使、註銷或失效。

展望

展望未來，香港的經濟有望恢復正增長。鑒於疫情結束的曙光，香港已放寬隔離管制，並於二零二三年第一季度逐步重新開放與內地的邊界，其令入境旅遊及本地需求強勁復蘇。於二零二三年四月最新一輪消費券的發放及勞工市場狀況的改善將促進本地消費需求。然而，有關正面作用可能會在一定程度上被主要經濟體採取的量化緊縮措施所抵消。全球經濟狀況的發展仍是香港經濟復蘇的主要不確定因素。

本集團將繼續勤勉地為客戶服務，以憑藉其在金融交易軟件解決方案業務方面的經驗及聲譽獲得更多客戶。借貸業務為本集團另一項核心業務分部。鑑於香港金融市場及經濟環境的不穩定局面，本集團將採取審慎的方式授出新貸款，並以積極的方式收回其授出的貸款及應收借款人的相關利息。此外，本集團亦將挖掘擴大其業務及產生更多收益的不同商機。

OTHER INFORMATION

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

As at 31 March 2023, the interests and short positions of the Directors or the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (i) pursuant to section 352 of the SFO, to be entered into the register referred to therein; or (ii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

| Name of Director | Capacity/nature of interest | Number of shares interested | Approximate percentage of shareholding as at 31 March 2023 |
|-------------------------------|-----------------------------|------------------------------------|--|
| 董事名稱 | 身份／權益性質 | 擁有權益的股份數目 (note (a)) (附註(a)) | 於二零二三年三月三十一日 股權概約百分比 (note (b)) (附註(b)) |
| Ms. Tin Yat Yu Carol 田一好女士 | Beneficial owner 實益擁有人 | 36,467,000 (L) | 28.93 |

Notes:

- (a) "L" denotes long position in the ordinary shares of the Company.
- (b) The total number of the issued shares of the Company as at 31 March 2023 (i.e. 126,058,234 shares) has been used for the calculation of the approximate percentage shareholdings in the Company.

Save as disclosed above, as at 31 March 2023, none of the Directors or the chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (i) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (ii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

其他資料

董事及主要行政人員於股份、相關股份及債權證中之權益及淡倉

於二零二三年三月三十一日，董事或本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中，擁有(i)根據證券及期貨條例第352條須登記於該條所指的登記冊內；或(ii)根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉如下：

| Name of Director | Capacity/nature of interest | Number of shares interested | Approximate percentage of shareholding as at 31 March 2023 |
|-------------------------------|-----------------------------|------------------------------------|--|
| 董事名稱 | 身份／權益性質 | 擁有權益的股份數目 (note (a)) (附註(a)) | 於二零二三年三月三十一日 股權概約百分比 (note (b)) (附註(b)) |
| Ms. Tin Yat Yu Carol 田一好女士 | Beneficial owner 實益擁有人 | 36,467,000 (L) | 28.93 |

附註：

- (a) 「L」指本公司普通股之好倉。
- (b) 於二零二三年三月三十一日的本公司已發行股份總數（即126,058,234股股份）用於計算本公司的股權概約百分比。

除上文所披露者外，於二零二三年三月三十一日，董事或本公司主要行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有(i)根據證券及期貨條例第352條須登記於該條所指的登記冊內的任何權益或淡倉；或(ii)根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的任何權益或淡倉。

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

So far as is known to the Directors, as at 31 March 2023, the following persons (not being a Director or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares and underlying shares of the Company which were recorded in the register required to be kept by the Company under section 336 of the SFO:

Other persons

| Name of Shareholder | Capacity/nature of interest | Number of shares interested | Approximate percentage of shareholding as at 31 March 2023 |
|-----------------------------------|--|--------------------------------------|--|
| 股東名稱 | 身份／權益性質 | 擁有權益的股份數目 | 股權概約百分比 |
| | | (note (a)) (附註(a)) | (note (b)) (附註(b)) |
| Mr. Chan Sek Keung Ringo 陳錫強先生 | Beneficial owner 實益擁有人 | 6,168,000 (L) | 4.89 |
| | Interest of a controlled corporation 受控法團權益 | 600,000 (L) (note (c)) (附註(c)) | 0.48 |

Notes:

- (a) "L" denotes long position in the ordinary shares of the Company.
- (b) The total number of the issued shares of the Company as at 31 March 2023 (i.e. 126,058,234 shares) has been used for the calculation of the approximate percentage shareholdings in the Company.
- (c) These 600,000 ordinary shares of the Company are held by Woodstock Management Limited, which is wholly-owned by Mr. Chan Sek Keung Ringo. By virtue of the SFO, Mr. Chan Sek Keung Ringo is deemed or taken to be interested in all the ordinary shares of the Company held by Woodstock Management Limited.

Save as disclosed above, as at 31 March 2023, the Directors were not aware of any other persons (not being a Director or the chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and recorded in the register required to be kept by the Company under section 336 of the SFO.

Purchase, Sale or Redemption of Listed Securities

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

主要股東及其他人士於股份及相關股份的權益及淡倉

據董事所知，於二零二三年三月三十一日，下列人士（並非董事或本公司主要行政人員）在本公司股份及相關股份中擁有或視為擁有須根據證券及期貨條例第336條記錄於本公司存置的登記冊內的權益或淡倉：

其他人士

| Name of Shareholder | Capacity/nature of interest | Number of shares interested | Approximate percentage of shareholding as at 31 March 2023 |
|-----------------------------------|--|--------------------------------------|--|
| 股東名稱 | 身份／權益性質 | 擁有權益的股份數目 | 股權概約百分比 |
| | | (note (a)) (附註(a)) | (note (b)) (附註(b)) |
| Mr. Chan Sek Keung Ringo 陳錫強先生 | Beneficial owner 實益擁有人 | 6,168,000 (L) | 4.89 |
| | Interest of a controlled corporation 受控法團權益 | 600,000 (L) (note (c)) (附註(c)) | 0.48 |

附註：

- (a) 「L」指本公司普通股之好倉。
- (b) 於二零二三年三月三十一日的本公司已發行股份總數（即126,058,234股股份）用於計算本公司的股權概約百分比。
- (c) 該等600,000股本公司普通股由Woodstock Management Limited持有，Woodstock Management Limited由陳錫強先生全資擁有。根據證券及期貨條例，陳錫強先生被視為或被當作於Woodstock Management Limited持有之全部本公司普通股中擁有權益。

除上文披露者外，於二零二三年三月三十一日，董事並不知悉任何其他人士（並非本公司董事或主要行政人員）在本公司股份或相關股份中擁有須根據證券及期貨條例第336條向本公司披露及記錄於本公司所存置登記冊內的權益或淡倉。

購買、出售或贖回上市證券

本公司或其任何附屬公司於期內概無購買、出售或贖回本公司任何上市證券。

Directors' Securities Transactions

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

Corporate Governance Practices

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

Competing Interests

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

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

Save as disclosed above, none of the Directors or their respective close associates as defined in the GEM Listing Rules had any business or interests in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group during the Period. As at 31 March 2023, the Company did not have any controlling Shareholder.

Changes in Directors' Information

Pursuant to Rule 17.50A(1) of the GEM Listing Rules, there was a change in the information required to be disclosed pursuant to paragraphs (a) to (e) and (g) of Rule 17.50(2) of the GEM Listing Rules in the course of the term of office of a Director.

Ms. Lo Wing Sze *BBS, JP*, an independent non-executive Director, has been appointed as an independent non-executive director and a member of the remuneration committee, the audit committee and the nomination committee of Goldlion Holdings Limited (a company listed on the Main Board of the Stock Exchange with Stock Code: 533), with effect from 3 April 2023.

董事進行證券交易

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

企業管治常規

於期內，本公司已遵守GEM上市規則附錄15內企業管治守則（「企業管治守則」）所載之所有適用守則條文。

競爭權益

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

執行董事田一好女士（曾用名為田琬善）亦為融富財務有限公司及融富信貸有限公司（該兩間公司主要從事借貸業務）的董事。

除上文所披露者外，於期內，概無董事或彼等各自之緊密聯繫人（定義見GEM上市規則）於與本集團業務直接或間接構成或可能構成競爭的任何業務或於有關業務中擁有權益。於二零二三年三月三十一日，本公司並無任何控股股東。

董事資料變動

根據GEM上市規則第17.50A(1)條，在董事任期內發生根據GEM上市規則第17.50(2)條(a)至(e)及(g)段規定須予披露資料的變動。

獨立非執行董事羅詠詩女士 *銅紫荊星章，太平紳士* 已獲委任為金利來集團有限公司（一間於聯交所主板上市的公司，股份代號：533）的獨立非執行董事、薪酬委員會、審核委員會及提名委員會各自之成員，自二零二三年四月三日起生效。

Audit Committee

The Company established the audit committee (“Audit Committee”) on 10 September 2013 with written terms of reference posted on the websites of the GEM and of the Company. Such written terms of reference were revised and adopted by the Board on 29 December 2015 in accordance with the revised CG Code taking effect on 1 January 2016. The primary duties of the Audit Committee are, among other matters, to review the Company’s financial information and monitor the Company’s financial reporting system, risk management and internal control systems.

At the date of this report, the Audit Committee comprises three independent non-executive Directors, namely Mr. Hon Ming Sang (chairman), Ms. Lee Kwun Ling, May Jean and Ms. Lo Wing Sze BBS, JP. Each committee meeting was chaired by an independent non-executive Director.

The unaudited condensed consolidated results of the Group for the Period and this report have been reviewed by the Audit Committee, which was of the opinion that the preparation of such results and report complied with the applicable accounting standards and requirements and that adequate disclosures have been made.

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

Hong Kong, 12 May 2023

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

審核委員會

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

於本報告日期，審核委員會包括三名獨立非執行董事，即韓銘生先生（主席）、李筠翎女士及羅詠詩女士銅紫荊星章，太平紳士。每次委員會會議均由一名獨立非執行董事擔任主席。

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

代表董事會
匯財金融投資控股有限公司
主席
田一好女士

香港，二零二三年五月十二日

於本報告日期，董事會成員包括執行董事兼董事會主席田一好女士，執行董事兼行政總裁陳偉龍先生，執行董事林靜儀女士及林靈女士，以及獨立非執行董事韓銘生先生、李筠翎女士及羅詠詩女士銅紫荊星章，太平紳士。

The background features a light gray grid pattern. On the right side, there are several abstract blue lines of varying thicknesses and colors (ranging from light blue to dark blue). Some lines are straight, while others are jagged or have circular endpoints. The overall aesthetic is clean and modern.

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