



昆侖國際金融集團有限公司  
**KVB Kunlun Financial Group Limited**

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立的有限公司)

股份代號 Stock Code: 8077

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香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）之特點

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本報告乃遵照創業板證券上市規則（「創業板上市規則」）提供有關昆侖國際金融集團有限公司（「本公司」，連同其附屬公司統稱「本集團」）之資料。本公司各董事（「董事」）願就本報告所載內容共同及個別承擔全部責任。董事經作出一切合理查詢後確認，就彼等所深知及所信，本報告所載資料在各重大方面均屬準確完備，並無誤導或欺詐成份，且無遺漏任何其他事項，致使本報告或其所載任何聲明產生誤導。

KVB KUNLUN FINANCIAL GROUP LIMITED  
昆侖國際金融集團有限公司

THIRD QUARTERLY REPORT 2013  
二零一三年第三季度報告

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## CORPORATE INFORMATION 公司資料

### DIRECTORS

#### Executive Directors

Mr. LIU Stefan (*Chief Executive Officer*)  
Mr. NG Chee Hung Frederick

#### Non-executive Directors

Mr. LI Zhi Da (*Chairman*)  
Mr. Stephen Gregory McCOY

#### Independent Non-executive Directors

Ms. ZHAO Guixin  
Mr. Cornelis Jacobus KEYSER  
Mr. LIN Wenhui

### COMPANY SECRETARY

Ms. CHENG Wing Sze

### COMPLIANCE OFFICER

Mr. NG Chee Hung Frederick

### AUDIT COMMITTEE

Mr. LIN Wenhui (*Chairman*)  
Ms. ZHAO Guixin  
Mr. Cornelis Jacobus KEYSER

### REMUNERATION COMMITTEE

Ms. ZHAO Guixin (*Chairman*)  
Mr. Cornelis Jacobus KEYSER  
Mr. LIN Wenhui

### NOMINATION COMMITTEE

Ms. ZHAO Guixin (*Chairman*)  
Mr. Cornelis Jacobus KEYSER  
Mr. LIN Wenhui

### CORPORATE GOVERNANCE COMMITTEE

Mr. Cornelis Jacobus KEYSER (*Chairman*)  
Mr. LIU Stefan  
Ms. ZHAO Guixin  
Mr. LIN Wenhui

### REGISTERED OFFICE

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suites 7501 & 7508, 75/F  
International Commerce Centre  
1 Austin Road West, Kowloon  
Hong Kong

### 董事

#### 執行董事

劉欣諾先生 (*行政總裁*)  
吳棋鴻先生

#### 非執行董事

李志達先生 (*主席*)  
Stephen Gregory McCOY先生

#### 獨立非執行董事

趙桂馨女士  
Cornelis Jacobus KEYSER先生  
林文輝先生

### 公司秘書

鄭詠詩女士

### 合規主任

吳棋鴻先生

### 審核委員會

林文輝先生 (*主席*)  
趙桂馨女士  
Cornelis Jacobus KEYSER先生

### 薪酬委員會

趙桂馨女士 (*主席*)  
Cornelis Jacobus KEYSER先生  
林文輝先生

### 提名委員會

趙桂馨女士 (*主席*)  
Cornelis Jacobus KEYSER先生  
林文輝先生

### 企業管治委員會

Cornelis Jacobus KEYSER先生 (*主席*)  
劉欣諾先生  
趙桂馨女士  
林文輝先生

### 註冊辦事處

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

### 總部及香港主要營業地點

香港  
九龍柯士甸道西1號  
環球貿易廣場  
75樓7501及7508室

## CORPORATE INFORMATION

### 公司資料

#### CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Codan Trust Company (Cayman) Limited  
Hutchins Drive  
PO Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

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

Union Registrars Limited  
18th Floor, Fook Lee Commercial Centre, Town Place  
33 Lockhart Road  
Wanchai  
Hong Kong

#### PRINCIPAL BANKERS

ANZ Bank New Zealand Limited  
Level 16, The National Bank Centre  
209 Queen Street, Auckland  
New Zealand

Bank of Communications Co., Ltd., Hong Kong branch  
20 Pedder Street, Central  
Hong Kong

The Bank of East Asia, Limited  
8th Floor, 10 Des Voeux Road Central  
Hong Kong

Citibank, N.A.  
44th Floor, Citibank Tower  
Citibank Plaza  
3 Garden Road, Central  
Hong Kong

#### COMPLIANCE ADVISER

Quam Capital Limited  
18th-19th Floors, China Building  
29 Queen's Road Central  
Hong Kong

#### AUDITORS

PricewaterhouseCoopers  
Certified Public Accountants  
22nd Floor, Prince's Building  
Central  
Hong Kong

#### STOCK CODE

8077

#### COMPANY'S WEBSITE

[www.kvblastco.com](http://www.kvblastco.com)

#### 開曼群島主要股份過戶及登記處

Codan Trust Company (Cayman) Limited  
Hutchins Drive  
PO Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

#### 香港股份過戶及登記分處

聯合證券登記有限公司  
香港  
灣仔  
駱克道33號  
中央廣場福利商業中心18樓

#### 主要往來銀行

ANZ Bank New Zealand Limited  
Level 16, The National Bank Centre  
209 Queen Street, Auckland  
New Zealand

交通銀行股份有限公司香港分行  
香港  
中環畢打街20號

東亞銀行有限公司  
香港  
德輔道中10號8樓

花旗銀行  
香港  
中環花園道3號  
花旗銀行廣場  
花旗銀行大廈44樓

#### 合規顧問

華富嘉洛企業融資有限公司  
香港  
皇后大道中29號  
華人行18至19樓

#### 核數師

羅兵咸永道會計師事務所  
執業會計師  
香港  
中環  
太子大廈22樓

#### 股份代號

8077

#### 公司網站

[www.kvblastco.com](http://www.kvblastco.com)



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層之討論及分析

The board of Directors (the “Board”) of the Company is pleased to present the unaudited condensed consolidated results of the Group for the three months and nine months ended 30 September 2013, together with the unaudited comparative figures for the corresponding periods in 2012.

#### BUSINESS REVIEW

At the end of the 2013 third quarter, the dollar slumped against most major currencies as investor sentiment was hit by worries that the U.S. Congress would fail to agree on a spending package due to disputes over President Barack Obama's healthcare reform law, coupled with fears that the disputes would further hinder the following negotiations to raise the U.S. debt ceiling. Both the Euro and the pound sterling against the dollar moved to the seven month highs and were hovering around 1.35 and 1.62 respectively in late September 2013.

With the market concerns about the United States potential military action to Syria, the gold price rose to the quarter high of US\$1,433 in late August 2013. As worries of the U.S. troop movement to Syria eased gradually and investors focuses moved to the tapering of bond buying program by the Federal Reserve and the congressional deadline to pass a spending package, the gold price fell to around US\$1,330 level in the quarter end.

Compared to the second quarter of 2013, in which having unexpected large market volatility, the leveraged foreign exchange trading volume in the third quarter of 2013 only dropped slightly and maintained at a satisfactory level. The XAU/USD and EUR/USD are two of the most popular trading pairs in the quarter under review.

本公司董事會欣然提呈本集團截至二零一三年九月三十日止三個月及九個月的未經審核簡明綜合業績，連同二零一二年同期的未經審核比較數字。

#### 業務回顧

於二零一三年第三季末，由於總統奧巴馬的醫療保健改革法例之爭議，引發美國國會無法就開支方案達成協議之憂慮；連同該等爭議會進一步阻礙其後商討提高美國債務上限所引起之恐慌，投資情緒受到打擊，導致美元兌換大部分貨幣之匯率大幅下滑。歐元及英鎊兌美元的匯價升至七個月來之新高，於二零一三年九月下旬分別徘徊在約1.35及1.62。

市場亦關注到美國對敘利亞之潛在軍事行動，故金價於二零一三年八月下旬升至1,433美元，為季度新高。由於有關美國軍隊對敘利亞展開行動之憂慮逐步減輕，而投資者之重點轉移至美國聯邦儲備局縮減債券購買計劃以及國會通過開支方案之限期，金價於季尾下跌至約1,330美元水平。

二零一三年第二季之市場波動較大且超出預期，相較之下，二零一三年第三季的槓杆式外匯交易量僅輕微下跌，並維持滿意水平。金盎司／美元及歐元／美元為回顧季度內最普遍之交易組合。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層之討論及分析

#### FINANCIAL PERFORMANCE

The Group recorded a total income of approximately HK\$132.5 million for the nine months ended 30 September 2013, a 39.5% increase from approximately HK\$95 million for the corresponding period of the previous year. The profit achieved for the nine months ended 30 September 2013 is approximately HK\$23.6 million, increased by 7.53 times as compared to the profit of HK\$2.7 million for the same period last year. The satisfactory improvement in both total income and the profit is mainly contributed by the shiny results in the 2013 second quarter, in which investors started to expect the United States will taper its bond buying program and thus the prices of primarily precious metals and exchange rates in emerging markets dropped significantly.

Total expenses for the nine months ended 30 September 2013 amounted to HK\$97.3 million, increased by around 9% as compared to the same period in 2012. Such increase is mainly due to the increase in fees and commission expenses which is in line with the trend of the leveraged foreign exchange and other trading income. Staff costs, depreciation and amortization, lease payments under land and building, and administrative and other operating expenses were controlled at similar level of last year.

#### 財務業績

於截至二零一三年九月三十日止九個月，本集團錄得總收入約132,500,000港元，比去年同期的約95,000,000港元增加39.5%。截至二零一三年九月三十日止九個月，所得溢利為約23,600,000港元，比去年同期之2,700,000港元溢利增加7.53倍。總收入及溢利有滿意改善，主要由於二零一三年第二季錄得亮麗業績，在此期間投資者開始預期美國將縮減其債券購買計劃，主要貴金屬價格及新興市場之匯率因而大幅下調。

截至二零一三年九月三十日止九個月之總開支達97,300,000港元，比二零一二年同期增加約9%，主要由於與槓桿式外匯及其他交易收入趨向一致之費用及佣金開支增加。員工成本、折舊及攤銷、土地及樓宇之租賃付款及行政及其他經營開支受控制至與去年相約之水平。

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 簡明綜合全面收益表

For the nine months ended 30 September 2013  
截至二零一三年九月三十日止九個月

		Unaudited 未經審核 Three months ended 30 September 截至九月三十日止三個月		Unaudited 未經審核 Nine months ended 30 September 截至九月三十日止九個月	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
	Note 附註				
Leveraged foreign exchange and other trading income	槓桿式外匯及其他交易收入	30,091	24,471	100,388	67,739
Cash dealing income	現金交易收入	3,188	2,535	8,412	6,868
Other income	其他收入 3	3,639	6,255	23,720	20,358
Total income	收入總額	36,918	33,261	132,520	94,965
Fees and commission expenses	費用及佣金開支	16,878	15,677	44,904	38,483
Staff costs	員工成本 4	8,997	7,139	23,973	23,248
Depreciation and amortization	折舊及攤銷	658	592	1,951	1,701
Lease payments under land and buildings	土地及樓宇的租賃付款	1,457	1,386	4,539	4,271
Administrative and other operating expenses	行政及其他經營開支 5	5,426	9,639	21,974	21,208
Total expenses	開支總額	33,416	34,433	97,341	88,911
Operating profit/(loss)	經營溢利／(虧損)	3,502	(1,172)	35,179	6,054
Finance cost	融資成本	(25)	(11)	(96)	(80)
Profit/(Loss) before tax	除稅前溢利／(虧損)	3,477	(1,183)	35,083	5,974
Income tax expense	所得稅開支 6	(786)	(1,104)	(11,443)	(3,204)
Profit/(Loss) for the period	期內溢利／(虧損)	2,691	(2,287)	23,640	2,770



# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 簡明綜合全面收益表

For the nine months ended 30 September 2013

截至二零一三年九月三十日止九個月

		Unaudited 未經審核 Three months ended 30 September 截至九月三十日止三個月		Unaudited 未經審核 Nine months ended 30 September 截至九月三十日止九個月	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
	Note 附註				
<b>Other comprehensive income</b>	<b>其他全面收益</b>				
Currency translation difference	貨幣匯兌差額	<b>5,378</b>	3,169	<b>(885)</b>	5,563
Other comprehensive income for the period, net of tax	期內其他全面收益 (扣除稅項)	<b>5,378</b>	3,169	<b>(885)</b>	5,563
Total comprehensive income for the period	期內全面收益總額	<b>8,069</b>	882	<b>22,755</b>	8,333
Earnings/(Loss) per share for profit/(loss) attributable to the equity holders of the Company for the period – Basic and diluted (HK cents per share)	期內本公司股權 持有人應佔 溢利／(虧損)之 每股盈利／(虧損) — 基本及攤薄盈利 (每股港仙)	<b>0.14</b>	(0.14)	<b>1.34</b>	0.18
Dividends	股息	–	14,000	<b>16,000</b>	14,000

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

For the nine months ended 30 September 2013

截至二零一三年九月三十日止九個月

Unaudited  
未經審核

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Capital reserve (Note) 資本儲備 (附註) HK\$'000 千港元	Currency translation reserve 貨幣匯兌儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
At 1 January 2013	於二零一三年一月一日	100	56,991	171,892	6,647	(2,878)	232,752
<b>Comprehensive income</b>	<b>全面收益</b>						
Profit for the period	期內溢利	-	-	-	-	23,640	23,640
Other comprehensive income for the period	期內其他全面收益	-	-	-	(885)	-	(885)
<b>Total comprehensive income at 30 September 2013</b>	<b>於二零一三年九月三十日的全面收益總額</b>	<b>100</b>	<b>56,991</b>	<b>171,892</b>	<b>5,762</b>	<b>20,762</b>	<b>255,507</b>
Capitalisation issue	資本化發行	16,467	(16,467)	-	-	-	-
Placing of new shares	配售新股	3,433	151,758	-	-	-	155,191
Shares issue expenses	股份發行開支	-	(9,354)	-	-	-	(9,354)
Dividends	股息	-	(16,000)	-	-	-	(16,000)
		<b>20,000</b>	<b>166,928</b>	<b>171,892</b>	<b>5,762</b>	<b>20,762</b>	<b>385,344</b>

Unaudited  
未經審核

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Capital reserve (Note) 資本儲備 (附註) HK\$'000 千港元	Currency translation reserve 貨幣匯兌儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
At 1 January 2012	於二零一二年一月一日	-	-	171,892	2,061	12,871	186,824
<b>Comprehensive income</b>	<b>全面收益</b>						
Profit for the period	期內溢利	-	-	-	-	2,770	2,770
Other comprehensive income for the period	期內其他全面收益	-	-	-	5,563	-	5,563
<b>Total comprehensive income at 30 September 2012</b>	<b>於二零一二年九月三十日的全面收益總額</b>	<b>-</b>	<b>-</b>	<b>171,892</b>	<b>7,624</b>	<b>15,641</b>	<b>195,157</b>
Proceeds from shares issued	發行股份的所得款項	100	56,991	-	-	-	57,091
Dividend	股息	-	-	-	-	(14,000)	(14,000)
		<b>100</b>	<b>56,991</b>	<b>171,892</b>	<b>7,624</b>	<b>1,641</b>	<b>238,248</b>

Note: The balance represents the difference between the book value of the net assets of KVB Kunlun New Zealand Limited, KVB Kunlun Pty Ltd and KVB Kunlun International (HK) Limited over the par value of the shares issued by LXL Capital II Limited ("LXL II"), LXL Capital III Limited ("LXL III") and LXL Capital IV Limited ("LXL IV") in exchange for these subsidiaries under the reorganisation as described in Note 1.2.

附註：該結餘指KVB Kunlun New Zealand Limited、KVB Kunlun Pty Ltd及昆侖國際（香港）有限公司資產淨值的賬面值與LXL Capital II Limited（「LXL II」）、LXL Capital III Limited（「LXL III」）及LXL Capital IV Limited（「LXL IV」）根據附註1.2所述的重組為交換該等附屬公司所發行的股份的面值之間的差額。

## NOTES TO THE FINANCIAL INFORMATION

### 財務資料附註

#### 1 CORPORATE INFORMATION AND REORGANISATION

##### 1.1 General information

The Company was incorporated in the Cayman Islands on 9 November 2010 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The Company's shares have been listed on the GEM of the Stock Exchange since 3 July 2013.

The Company is an investment holding company and its subsidiaries are principally engaged in leveraged foreign exchange and other trading, cash dealing business, and other service.

The financial information is presented in HK dollars ("HK\$"), unless otherwise stated. This financial information has not been audited.

##### 1.2 Reorganisation

In preparing for the listing of shares of the Company on the GEM of the Stock Exchange (the "Listing"), the Company underwent the reorganisation, pursuant to which the group companies owned by the controlling shareholders were transferred to the Company. The reorganisation involved the following:

- (a) On 9 November 2010, the Company was incorporated in the Cayman Islands by Codan Trust Company (Cayman) Limited. On the same date, 100% equity interest was transferred to Mr. Li Zhi Da ("Mr. Li").

#### 1 公司資料及重組

##### 1.1 一般資料

本公司於二零一零年十一月九日根據開曼群島公司法第22章公司法（經綜合及修訂的一九六一年第三號法例）於開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處地址為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands。

本公司股份自二零一三年七月三日起在聯交所創業板上市。

本公司為一間投資控股公司，及其附屬公司主要從事槓桿式外匯及其他交易、現金交易業務及其他服務。

除非另有說明，本財務資料乃以港元（「港元」）呈列。本財務資料並未經審核。

##### 1.2 重組

為籌備本公司股份於聯交所創業板上市（「上市」），本公司已進行重組，據此，控股股東擁有的集團公司已轉讓予本公司。重組涉及下列步驟：

- (a) 於二零一零年十一月九日，Codan Trust Company (Cayman) Limited於開曼群島註冊成立本公司。同日，全部股權已轉讓予李志達先生（「李先生」）。

## NOTES TO THE FINANCIAL INFORMATION

### 財務資料附註

#### 1 CORPORATE INFORMATION AND 1 公司資料及重組 (續)

##### REORGANISATION (continued)

##### 1.2 Reorganisation (continued)

- (b) On 8 April 2011, LXL Capital I Limited ("LXL I") was incorporated as a wholly owned subsidiary of the Company.
- (c) On 8 April 2011, LXL II, LXL III and LXL IV were incorporated and each of them allotted and issued 100 nil-paid shares to LXL I.
- (d) On 4 May 2012, pursuant to a sale and purchase agreement:
  - (i) The entire issued share capital of the Company was transferred from Mr. Li to KVB Kunlun Holdings Limited ("KVB Holdings") for a consideration of HK\$1.
  - (ii) The Company acquired the entire share capital of KVB Kunlun International (HK) Limited from Mr. Li and the estate of Ms. Tsui Wang by crediting as fully paid at par the 100 nil-paid LXL IV shares allotted and issued to LXL I on 8 April 2011 (as mentioned in (c) above).

##### 1.2 重組 (續)

- (b) 於二零一一年四月八日，LXL Capital I Limited (「LXL I」) 註冊成立為本公司的全資附屬公司。
- (c) 於二零一一年四月八日，LXL II、LXL III及LXL IV註冊成立，及彼等各自配發及發行100股未繳股款股份予LXL I。
- (d) 於二零一二年五月四日，根據買賣協議：
  - (i) 李先生已按代價1港元將本公司的全部已發行股本轉讓予KVB Kunlun Holdings Limited (「KVB Holdings」)。
  - (ii) 本公司透過將於二零一一年四月八日配發及發行予LXL I的100股未繳股款LXL IV股份（誠如上文(c)項所述）按面值入賬列為繳足，向李先生及徐泓女士遺產收購昆侖國際（香港）有限公司的全部股本。

## NOTES TO THE FINANCIAL INFORMATION

### 財務資料附註

#### 1 CORPORATE INFORMATION AND REORGANISATION (continued)

##### 1.2 Reorganisation (continued)

- (iii) The Company acquired the entire share capital of KVB Kunlun New Zealand Limited from KVB Holdings by crediting as fully paid at par the 100 nil-paid LXL II shares allotted and issued to LXL I on 8 April 2011 (as mentioned in (c) above).
- (iv) The Company acquired the entire share capital of KVB Kunlun Pty Ltd from KVB Holdings by crediting as fully paid at par the 100 nil-paid LXL III shares allotted and issued to LXL I on 8 April 2011 (as mentioned in (c) above).

Such transfers were completed by 7 May 2012.

#### 1 公司資料及重組 (續)

##### 1.2 重組 (續)

- (iii) 本公司透過將於二零一一年四月八日配發及發行予LXL I的100股未繳股款LXL II股份(誠如上文(c)項所述)按面值入賬列為繳足, 向KVB Holdings收購KVB Kunlun New Zealand Limited的全部股本。
- (iv) 本公司透過將於二零一一年四月八日配發及發行予LXL I的100股未繳股款LXL III股份(誠如上文(c)項所述)按面值入賬列為繳足, 向KVB Holdings收購KVB Kunlun Pty Ltd的全部股本。

有關轉讓已於二零一二年五月七日完成。



## NOTES TO THE FINANCIAL INFORMATION 財務資料附註

### 2 BASIS OF PRESENTATION AND PREPARATION

#### 2.1 Basis of presentation

For the purpose of this report, the financial information of the Group has been prepared using the principles of merger accounting, as prescribed in Hong Kong Accounting Guideline 5 “Merger Accounting for Common Control Combinations” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). The condensed consolidated statements of comprehensive income and the condensed consolidated statements of changes in equity of the Group for the nine-month ended 30 September 2013 have been prepared on a consolidated basis and include the financial information of the companies under the common control of the controlling shareholders and now comprising the Group as if the current group structure had been in existence throughout the year ended 31 December 2012 and nine-month ended 30 September 2013.

### 2 呈列及編製基準

#### 2.1 呈列基準

就本報告而言，本集團的財務資料乃使用香港會計師公會（「香港會計師公會」）頒佈的香港會計指引第5號「共同控制合併賬目之合併會計處理」所規定的合併會計原則編製。本集團於截至二零一三年九月三十日止九個月的簡明綜合全面收益表及簡明綜合權益變動表已根據綜合基準編製，並包括於控股股東共同控制下的本集團現時旗下各公司的財務資料，猶如現時集團架構於截至二零一二年十二月三十一日止年度及截至二零一三年九月三十日止九個月期間一直存在。

## NOTES TO THE FINANCIAL INFORMATION

### 財務資料附註

## 2 BASIS OF PRESENTATION AND PREPARATION

(continued)

### 2.2 Basis of preparation

The financial information for the nine months ended 30 September 2013 has been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations) issued by the HKICPA and the applicable disclosure requirements of Chapter 18 of the GEM Listing Rules. The financial information should be read in conjunction with the accountant's report included in the prospectus for the year ended 31 December 2012, which have been prepared in accordance with HKFRS.

The accounting policies applied are consistent with those of the accountant's report included in the prospectus for the year ended 31 December 2012.

Taxes on income in the reporting periods are accrued using the tax rate that would be applicable to expected total annual profit or loss.

There are no other amended standards or interpretations that are effective for the first time for this nine months period that could be expected to have a material impact on this Group.

## 2 呈列及編製基準 (續)

### 2.2 編製基準

截至二零一三年九月三十日止九個月的財務資料乃根據香港會計師公會頒佈的香港財務報告準則（「香港財務報告準則」）（包括所有香港財務報告準則、香港會計準則及詮釋）及創業板證券上市規則第18章的適用披露規定而編製。財務資料應與招股章程內所載根據香港會計師公會頒佈的香港財務報告準則編製的截至二零一二年十二月三十一日止年度的會計師報告一併閱讀。

所採用的會計政策與招股章程內所載截至二零一二年十二月三十一日止年度的會計師報告所採用者一致。

報告期間的所得稅乃採用預計全年損益總額適用的稅率計算。

概無於本九個月期間首次生效且預期會對本集團產生重大影響的其他經修訂準則或詮釋。

# NOTES TO THE FINANCIAL INFORMATION

## 財務資料附註

### 3 OTHER INCOME

### 3 其他收入

		Unaudited 未經審核		Unaudited 未經審核	
		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Provision of management services	提供管理服務	564	940	1,813	7,148
Fees and commission income	費用及佣金收入	7,860	7,850	21,760	17,728
Interest income	利息收入	408	377	984	1,234
Exchange losses, net	匯兌虧損，淨額	(5,317)	(3,019)	(1,220)	(6,137)
Others	其他	124	107	383	385
		3,639	6,255	23,720	20,358

### 4 STAFF COSTS

### 4. 員工成本

		Unaudited 未經審核		Unaudited 未經審核	
		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Salaries and allowances	工資及津貼	8,800	6,966	23,330	22,543
Pension scheme contributions	退休金計劃供款	197	173	643	705
		8,997	7,139	23,973	23,248

# NOTES TO THE FINANCIAL INFORMATION

## 財務資料附註

### 5 ADMINISTRATIVE AND OTHER OPERATING EXPENSES 5 行政及其他經營開支

		Unaudited 未經審核 Three months ended 30 September 截至九月三十日止三個月		Unaudited 未經審核 Nine months ended 30 September 截至九月三十日止九個月	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Management fees paid to ultimate holding company	支付予最終控股公司的管理費	164	183	497	2,370
Management fees paid to fellow subsidiaries	支付予同系附屬公司的管理費	76	233	245	315
Other office occupation expenses	其他寫字樓租用開支	408	373	1,209	1,167
Auditor's remuneration	核數師酬金	198	306	1,075	960
Information services expenses	資訊服務開支	865	800	2,311	2,602
Professional and consultancy fee	專業及諮詢費	(736)	5,552	7,012	7,045
Repair and maintenance (including system maintenance)	維修及維護 (包括系統維護)	119	121	401	494
Marketing, advertising and promotion expenses	市場推廣、廣告及宣傳開支	1,398	624	3,188	1,493
Travelling expenses	差旅費	646	508	1,361	1,615
Entertainment expenses	交際應酬費	320	248	723	793
Others	其他	1,968	691	3,952	2,354
		5,426	9,639	21,974	21,208

## NOTES TO THE FINANCIAL INFORMATION

### 財務資料附註

#### 6 INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profit in Hong Kong for each of the respective periods. Taxation on overseas profits has been calculated on the estimated assessable profit for the respective periods at the rates of taxation prevailing in the countries in which the Group operates. The income tax expenses of the Group are charged at a tax rate of 28% in New Zealand and 30% in Australia respectively in accordance with the local tax authorities.

#### 6 所得稅開支

香港利得稅乃按各期間香港的估計應課稅溢利以16.5%的稅率計提撥備。海外溢利的稅項已按各期間估計應課稅溢利以本集團經營所在國家通行的稅率計算。根據當地稅務機關，本集團於紐西蘭及澳洲的所得稅開支分別按28%及30%的稅率計算。

		Unaudited 未經審核 Three months ended 30 September 截至九月三十日止三個月		Unaudited 未經審核 Nine months ended 30 September 截至九月三十日止九個月	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Current tax:	即期稅項：				
Charge for the period	期內支出	786	1,104	11,443	2,696
Over-provision in prior year	去年超額撥備	-	-	-	177
Deferred tax:	遞延稅項：				
Credit for the period	期內計入	-	-	-	331
Income tax expense	所得稅開支	786	1,104	11,443	3,204

#### 7 DIVIDENDS

On 22 August 2012, the Company had declared an interim dividend of HK\$1.4 per ordinary share and interim dividend of HK\$14,000,000 was paid to the then shareholders of the Company.

On 21 May 2013 and 3 June 2013, the Company had declared special dividends of HK\$1 and HK\$0.6 per ordinary share based on the outstanding shares as of the respective dates. The total special dividends of HK\$16,000,000 were paid to the then shareholders of the Company.

#### 7 股息

於二零一二年八月二十二日，本公司已宣派中期股息每股普通股1.4港元，並向當時本公司股東支付中期股息14,000,000港元。

於二零一三年五月二十一日及二零一三年六月三日，本公司分別宣派特別股息每股普通股1港元及0.6港元（基於有關日期的已發行股份）。本公司已向當時本公司股東支付的特別股息總額為16,000,000港元。



## NOTES TO THE FINANCIAL INFORMATION

### 財務資料附註

#### 8 EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares deemed to be in issue during the respective periods.

#### 8 每股盈利

每股基本盈利按本公司股權持有人應佔溢利除以於各期間視為已發行普通股的加權平均數計算。

		Unaudited 未經審核 Three months ended 30 September 截至九月三十日止三個月		Unaudited 未經審核 Nine months ended 30 September 截至九月三十日止九個月	
		2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年
Profit/(Loss) attributable to equity holders of the Company (HK\$'000)	本公司股權持有人應佔溢利／(虧損) (千港元)	2,691	(2,287)	23,640	2,770
Weighted average number of ordinary shares deemed to be in issue	視為已發行普通股的加權平均數	1,992,535,978	1,656,655,000	1,769,845,659	1,577,631,295
Basic earnings/(loss) per share (HK\$ cents)	每股基本盈利／(虧損) (港仙)	0.14	(0.14)	1.34	0.18

The diluted earnings per share for the respective periods are the same as basic earnings per share as there are no dilutive ordinary shares. The basic and diluted earnings per share as presented on the condensed consolidated statement of comprehensive income have taken into account the capitalisation of the sum of HK\$16,466,550 standing to the credit of the share premium account of the Company for issue of 1,646,655,000 shares credited as fully paid at par to the holders of shares whose names appear on the register of members of the Company at the close of business on 2 June 2013 in proportion to their then existing respective shareholding.

由於並無具攤薄效應的普通股，故各期間的每股攤薄盈利與每股基本盈利相同。簡明綜合全面收益表所呈列的每股基本及攤薄盈利已計及將本公司股份溢價賬的進賬16,466,550港元撥充資本，有關金額乃本公司於2013年6月2日營業時間結束時，按面值向名列本公司股東登記冊的股份持有人按彼等當時的股權比例向彼等發行入賬列作繳足股款股份1,646,655,000股所得。

## NOTES TO THE FINANCIAL INFORMATION

### 財務資料附註

#### 9 APPROVAL OF FINANCIAL INFORMATION

These financial information was approved and authorised for issue by the Board on 8 November 2013.

#### 9 批准財務資料

此等財務資料已於二零一三年十一月八日經董事會批准及授權刊發。

## OTHER INFORMATION

### 其他資料

#### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES

As at 30 September 2013, save as disclosed below, none of the Directors and chief executive has any interest or short position in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") which are required to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have taken under such provisions of the SFO); or (ii) entered in the register kept by the Company pursuant to section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules:

#### 董事及主要行政人員於證券之權益

於二零一三年九月三十日，除下文所披露者外，概無董事或主要行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有任何(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例有關條文彼等被當作或視作擁有的權益及淡倉）；或(ii)須登入本公司根據證券及期貨條例第352條所存置的登記冊中的權益或淡倉；或(iii)根據創業板上市規則第5.46條至第5.67條須知會本公司及聯交所的權益或淡倉：

Name of Director	Nature of shares interested	Number of shares interested	Percentage of shareholding
董事姓名	所擁有股份之性質	擁有權益之股份數目	股權百分比
Mr. Li 李先生	Interest in controlled corporation 於受控制法團的權益	1,500,000,000 (note) (附註)	75.00

Note:

These 1,500,000,000 shares are held by KVB Holdings. As Mr. Li is entitled to control over one-third of the voting power at general meetings of KVB Holdings, he is deemed under the SFO to be interested in these 1,500,000,000 shares held by KVB Holdings.

附註：

該等1,500,000,000股股份由KVB Holdings持有。由於李先生有權控制KVB Holdings股東大會上超過三分之一的投票權，根據證券及期貨條例，彼被視為於KVB Holdings持有的1,500,000,000股股份中擁有權益。

#### SUBSTANTIAL SHAREHOLDERS

So far as is known to the Directors as at 30 September 2013, the following persons had an interest or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

#### 主要股東

據董事所知，於二零一三年九月三十日，以下人士於本公司的股份或相關股份中擁有須記錄於根據證券及期貨條例第336條所備存的登記冊的權益或淡倉：

## OTHER INFORMATION

### 其他資料

Name of shareholder 股東姓名	Capacity 身份	Number of shares held 所持股份數目	Percentage of shareholding 股權百分比
KVB Holdings (note 1) KVB Holdings (附註1)	Beneficial owner 實益擁有人	1,500,000,000	75.00
Calypso International Investment Co., Limited (note 2) Calypso International Investment Co., Limited (附註2)	Beneficial owner 實益擁有人	106,525,000	5.32
HNA Group International Headquarter (Hong Kong) Co., Limited (note 2) 海航集團國際總部(香港) 有限公司 (附註2)	Interest in controlled corporation 於受控制法團的權益	106,525,000	5.32
HNA Group Co., Ltd. (海航集團 有限公司) (note 2) 海航集團有限公司 (附註2)	Interest in controlled corporation 於受控制法團的權益	106,525,000	5.32
Yangpu Jianyun Investment Co., Ltd. (洋浦建運投資有限公司) (note 2) 洋浦建運投資有限公司 (附註2)	Interest in controlled corporation 於受控制法團的權益	106,525,000	5.32
Hainan Traffic Administration Holding Co., Ltd. (海南交管控股有限公司) (note 2) 海南交管控股有限公司 (附註2)	Interest in controlled corporation 於受控制法團的權益	106,525,000	5.32
Shengtang Development (Yangpu) Co. Ltd. (盛唐發展(洋浦)有限公司) (note 2) 盛唐發展(洋浦)有限公司 (附註2)	Interest in controlled corporation 於受控制法團的權益	106,525,000	5.32
Labour Union of Hainan Airlines Co., Ltd. (海南航空股份有限公司 工會委員會) (note 2) 海南航空股份有限公司工會委員會 (附註2)	Interest in controlled corporation 於受控制法團的權益	106,525,000	5.32

## OTHER INFORMATION

### 其他資料

#### Notes:

1. Mr. Li, a non-executive Director, was entitled to control over one-third of the voting power at general meetings of KVB Holdings.
2. Calypso International Investment Co., Limited was a wholly owned subsidiary of HNA Group International Headquarter (Hong Kong) Co., Limited, which was in turn wholly owned by HNA Group Co., Ltd. (海航集團有限公司). HNA Group Co., Ltd. was held as to 30% by Yangpu Jianyun Investment Co., Ltd. (洋浦建運投資有限公司) and 70% by Hainan Traffic Administration Holding Co., Ltd. (海南交管控股有限公司). Hainan Traffic Administration Holding Co., Ltd. was in turn held as to 50% by Shengtang Development (Yangpu) Co., Ltd. (盛唐發展(洋浦)有限公司). Shengtang Development (Yangpu) Co., Ltd. was held as to 65% by the Labour Union of Hainan Airlines Co., Ltd. (海南航空股份有限公司工會委員會).

Save as disclosed above, as at 30 September 2013, the Directors are not aware of any other person who has an interest or short position in the shares or underlying shares (including interest in options, if any) of the Company as recorded in the register required to be kept under section 336 of the SFO.

#### INTERESTS OF THE COMPLIANCE ADVISER AND ITS DIRECTORS, EMPLOYEES AND ASSOCIATES

As confirmed by Quam Capital Limited, the compliance adviser of the Company, none of Quam Capital Limited and its directors, employees and associates is materially interested in any contract or arrangement subsisting on 3 July 2013, being the first date of trading of the shares of the Company immediately after the period under review, which is significant in relation to the business of the Group.

#### DIRECTORS' COMPETING INTERESTS

During the period under review, none of the Directors or their respective associates (as defined under the GEM Listing Rules) had any business or interest in a business which competes or may compete with the business of the Group.

#### 附註：

1. 非執行董事李先生有權控制KVB Holdings股東大會上超過三分之一的投票權。
2. Calypso International Investment Co., Limited為海航集團國際總部(香港)有限公司的全資附屬公司，而海航集團國際總部(香港)有限公司由海航集團有限公司全資擁有。海航集團有限公司由洋浦建運投資有限公司及海南交管控股有限公司分別持有30%及70%權益，而海南交管控股有限公司由盛唐發展(洋浦)有限公司持有50%權益。盛唐發展(洋浦)有限公司由海南航空股份有限公司工會委員會持有65%權益。

除上文所披露者外，於二零一三年九月三十日，董事並不知悉任何其他人士於本公司股份或相關股份擁有須記錄於根據證券及期貨條例第336條所備存的登記冊的權益或淡倉（包括於購股權的權益（如有））。

#### 合規顧問及其董事、僱員及聯繫人士之權益

經本公司合規顧問華富嘉洛企業融資有限公司確認，華富嘉洛企業融資有限公司及其董事、僱員及聯繫人士概無在於二零一三年七月三日（即緊隨回顧期後本公司股份進行交易之首日）仍然有效且對本集團業務而言屬重大之任何合約或安排中擁有重大權益。

#### 董事競爭權益

在回顧期內，概無董事或彼等各自之聯繫人士（定義見創業板上市規則）擁有與本集團之業務構成競爭或可能構成競爭之任何業務或業務權益。



## OTHER INFORMATION 其他資料

### AUDIT COMMITTEE

The Company has established an audit committee (the “Audit Committee”) on 18 December 2012 with written terms of reference in compliance with the requirements as set out in Rule 5.28 of the GEM Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of the Company, nominate and monitor external auditors and provide advice and comments to the Directors.

The Audit Committee comprises three independent non-executive Directors, namely, Mr. Lin Wenhui, Ms. Zhao Guixin and Mr. Cornelis Jacobus Keyser. Mr. Lin Wenhui is the chairman of the Audit Committee.

The Audit Committee has reviewed the unaudited consolidated results of the Group for the nine months ended 30 September 2013 and has provided advice and comments thereon.

### QUARTERLY DIVIDEND

The Board has resolved to pay a third quarterly dividend of 0.675 HK cents per ordinary share. The third quarterly dividend will be distributed on or around Tuesday, 3 December 2013 to shareholders whose names appear on the register of members of the Company as at the close of business on Wednesday, 27 November 2013.

### 審核委員會

本公司於二零一二年十二月十八日成立審核委員會（「審核委員會」），其書面職權範圍符合創業板上市規則第5.28條所載規定。審核委員會之主要職責為審閱及監察本公司之財務申報程序及內部監控制度、提名及監察外聘核數師以及向董事提供建議及意見。

審核委員會由三名獨立非執行董事組成，包括林文輝先生、趙桂馨女士及Cornelis Jacobus Keyser先生。林文輝先生為審核委員會主席。

審核委員會已審閱本集團截至二零一三年九月三十日止九個月之未經審核綜合業績並就此提供建議及意見。

### 季度股息

董事會已議決派付第三季度股息每股普通股0.675港仙。第三季度股息將於二零一三年十二月三日（星期二）或前後分派予於二零一三年十一月二十七日（星期三）營業時間結束時名列本公司成員名冊之股東。

## OTHER INFORMATION 其他資料

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 25 November 2013 to Wednesday, 27 November 2013, both days inclusive, during which period no transfer of the shares will be registered. In order to qualify for the third quarterly dividend, all transfers of shares of the Company accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, not later than 4:00 p.m. on Friday, 22 November 2013.

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

During the period under review, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

By order of the Board

**KVB Kunlun Financial Group Limited**

**Liu Stefan**

*Executive Director*

Hong Kong, 8 November 2013

### 暫停辦理股份過戶登記手續

本公司將於自二零一三年十一月二十五日(星期一)至二零一三年十一月二十七日(星期三)(包括首尾兩天)期間暫停辦理股份過戶登記手續。為符合資格享有第三季度股息,所有本公司股份過戶文件連同有關股票及過戶表格須不遲於二零一三年十一月二十二日(星期五)下午四時正送交本公司之香港股份過戶登記分處聯合證券登記有限公司(地址為香港灣仔駱克道33號中央廣場福利商業中心18樓)。

### 購買、出售或贖回本公司之上市證券

於回顧期內,本公司及其附屬公司並無購買、出售或贖回任何本公司之上市證券。

承董事會命

**昆侖國際金融集團有限公司**

**執行董事**

**劉欣諾**

香港,二零一三年十一月八日

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## 昆侖國際金融集團有限公司

### KVB Kunlun Financial Group Limited

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

香港九龍柯士甸道西1號環球貿易廣場75樓7501及7508室

Suites 7501 & 7508, 75F, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong

T (852) 3120 8888

F (852) 3120 8800

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